GrowthWorks | *access fund*

Financial Statements and Auditors' Report

Years Ended December 31, 2009 and 2008

Report to Shareholders

To our investors:

I am pleased to report that several of the Access Fund's portfolio companies reported robust revenue growth and two life sciences companies completed promising clinical trials in 2009. Subsequent to the Fund's year-end, a portfolio company in the information technology sector, Bycast Inc., was acquired by a U.S.-based company which resulted in a realized gain for the Fund.

Capital markets recovered from one of their worst-ever starts in 2009 by posting one of the sharpest rallies in years. Merger and acquisition (M&A) and initial public offering (IPO) activities, however, remained weak during much of 2009. This weakness and challenges faced by two of the Fund's portfolio companies, CellFor Inc. and Neuromed Pharmaceuticals Inc., contributed to a decline in the Fund's unit price to $3.31 at December 31, 2009, a decrease of 14% compared with 2008.

The majority of our portfolio companies, however, made positive operational progress and increased in value, although not enough to offset the declines in CellFor and Neuromed. We believe that the improving fundamentals of our portfolio companies, together with a continued recovery of capital, M&A and IPO markets, bode well for potentially profitable exits of some of our portfolio positions in the near future.

Portfolio companies report steady progress

Generally, our portfolio companies developed inline with our expectations during 2009. We believe it is only a matter of time before the intrinsic value of a number of these companies is recognized by the market.

CellFor makes important strides in production and scaling operations

CellFor Inc., a developer of tissue-grown seedlings for the forest industry, made significant strides in its production and scaling operations in 2009. However, unfavourable financing conditions during a funding round in 2009 required CellFor to price the funding lower than previous funding rounds. The Fund, consequently, reduced its valuation of CellFor, which contributed to the decline in the Fund's unit price in 2009.

Bycast software products continue to gain market share

Bycast Inc. is a leading provider of advanced storage software for large-scale digital archives such as images, video and business data. Founded more than 10 years ago, Bycast has helped over 250 customers worldwide improve their operational efficiency and reduce administrative burdens of managing large quantities of data across multiple locations. Subsequent to the Fund's year-end, Bycast was acquired by NetApps, a publicly traded data-storage and management company based in Sunnyvale, California. This transaction resulted in a return of over three times invested capital.

Celator announces promising clinical trial data

Celator Pharmaceuticals Inc. announced favourable interim data from its Phase II clinical trial tests of its drug CPX-351 for patients suffering from Acute Myeloid Leukemia. Results included complete remission for 61.5% of patients treated with CPX-351 compared to 50% for patients treated with the leading leukemia treatment, which is a statistically significant result. The company expects to have full trial results by the end of 2010 and is designing a Phase III clinical trial, which is expected to begin in 2011.

Colligo Networks achieves record sales and profits

Colligo Networks Inc., a leader in desktop collaboration and content management applications, reported a ten-fold increase in annual operating profits in 2009. Colligo's Contributor Pro software received a 2009 Community Choice Award in the SharePoint category from Windows IT Pro magazine. That application helps users of Microsoft SharePoint access, modify and create SharePoint content through familiar desktop interfaces. And for the seventh straight year, Colligo was named on the Rocket Builders 2010 Ready to Rocket list for its potential for significant revenue growth or acquisition by a major player in the coming year.

Neuromed completes Phase lll trials and merges with CombinatoRx

Neuromed Pharmaceuticals Inc., a developer of medium-pain therapeutics, posted a mixed performance in 2009. It completed Phase III trials of its drug Exalgo and expected to receive US Food and Drug Administration (FDA) clearance for the commercial sale of that drug before year-end. Unfortunately, that approval wasn't received until February 2010. Earlier in 2009, Neuromed sold its US licensing rights on Exalgo to a subsidiary of Covidien, a leading global supplier of healthcare products. Proceeds from the sale could ultimately reach $71 million, plus royalties on future sales. With the FDA approval of Exalgo now in hand, Covidien has now begun commercial sale of Exalgo.

In July, 2009, Neuromed completed a reverse takeover of CombinatoRx. The NASDAQ-traded company specializes in combination drug therapies and has a drug candidate called Synavive, which has shown efficacy in Phase II clinical trials for arthritis treatment. While the takeover resulted in the Fund owning publicly traded shares, the nature of the transaction culminated in fewer than expected shares and at lower prices. This required the Fund to lower its valuation of CombinatoRx at year-end. The takeover, nevertheless, strengthened company's product pipeline and since year-end, the price of its shares increased to US$1.33 by April 30, 2010, an increase of 60%.

QuIC Financial doubles revenue and achieves profitability

QuIC Financial Technologies has enjoyed robust revenue growth since its commercialization in 2003. In 2009, QuIC doubled its revenues compared to 2008 and achieved profitability. Demand for QuIC software has grown as governments and regulatory bodies increase pressure on financial institutions to improve their risk-exposure management. The company's core technology, the QuIC platform, helps large financial organizations conduct automated risk-management and financial analysis, which helps minimize the amount of capital required to support their business. QuIC's potential for growth extends beyond the banking industry. New solvency regulations will require insurance companies to account for the capital needed to support their business starting in 2012.

Tekmira strikes deal with Roche and increases revenue 23%

Tekmira Pharmaceuticals Corporation struck a deal with Roche (F. Hoffmann-La Roche Ltd), a global health care company, to develop the first of Roche's two RNA interference (RNAi) product candidates. Roche will pay Tekmira up to US$18.4 million to support the preclinical development of the product candidates, which are based on Tekmira's nucleic acid lipid particle (SNALP) technology. Tekmira also reached a product development agreement with Alnylam Pharmaceuticals, Inc., that will pay Tekmira a minimum of $11.2 million over three years to advance those of Alnylam's products that use SNALP technology. Meanwhile, research and development collaborations, licensing fees and milestone payments increased 23% to $14.4 million in 2009. In 2010, Tekmira expects that five SNALP-based RNAi therapeutics will be in clinical development, two of its own product candidates and three others from its partners.

To learn more about these companies, visit www.growthworks.ca and follow the links to the GW Access Fund portfolio page.

Venture capital activity slows, while capital markets improve

Deal activity in the Canadian venture capital market continued to slow in 2009, reaching its lowest level since the mid-1990s. A total of $1.0 billion was invested across the country compared with $1.4 billion in 2008, according to Canada's Venture Capital and Private Equity Association. The pace of British Columbia-based venture-capital activity also slowed, with $141 million invested in 2009, a decline of 46% compared with 2008. The drop in investment activity has been caused by a precipitous decline in the supply of venture capital available to fund emerging companies.

Weak venture-capital markets can have a negative effect on company valuations. However, the majority of the Fund's active portfolio companies are no longer wholly dependent on venture-capital investment, as they have achieved sufficient profitability or revenue volumes to support their own growth and development.

Canada's buyout industry, meanwhile, performed in line with its peers globally in 2009. Moreover, we continued in early 2010 to see improvement in M&A activity, especially in the technology sector. We have been anticipating this shift for some time, as numerous potential acquiring companies are holding significant amounts of cash. Broader capital markets have also improved in recent months. The technology sector was again among the most active sectors, with several companies in the IPO pipeline.

Our outlook

Although the current debt challenges facing several European countries has caused some market uncertainty, we anticipate that overall global economies and capital markets will strengthen in 2010 and will create a trickle-down effect to venture capital and buyout markets, leading to higher valuations of our portfolio companies. This bodes well for future divestitures, and we are optimistic that opportunities to realize gains on selected investments will continue to arise over time.

I thank our shareholders for their trust and our portfolio company management teams for their achievements.

Sincerely,

David Levi
President and CEO
GrowthWorks Access GP 1 Ltd.
General partner of GrowthWorks Access Fund Limited Partnership

This report contains forward-looking statements that are not based on historical or current fact, including statements in respect of the plans and prospects of, and results achieved by, portfolio companies and the state of capital markets generally. Actual results may differ materially from those expressed or implied by such forward-looking statements as a result of numerous known and unknown risks affecting the Fund and current and future portfolio companies, including risks inherent in emerging businesses with unproven products or limited sales and other risks. Many of these risks are beyond the control of the Fund, its general partner and the Fund's portfolio companies. Neither the Fund nor its general partner assumes any obligation to update any of the forward-looking statements made in this report.

Auditors' Report

To the Partners of GrowthWorks Access Fund Limited Partnership

We have audited the statements of net assets and investment portfolio of GrowthWorks Access Fund Limited Partnership as at December 31, 2009 and 2008, the statements of operations, deficit and cash flows for the years then ended. These financial statements are the responsibility of the General Partner (GrowthWorks Access GP I Ltd.). Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial positions of the Partnership as at December 31, 2009 and 2008 and the results of its operations and its cash flows for the years then ended in accordance with Canadian generally accepted accounting principles.

Hay & Watson, *Chartered Accountants*

Vancouver, British Columbia

March 31, 2010

Statements of Net Assets

Years Ended December 31	2009	2008
ASSETS		
Cash	$ 28,868	$ 59,321
Investments, at estimated fair value – Statement	2,990,517	3,442,556
	3,019,385	3,501,877
LIABILITIES		
Accounts payable and accrued liabilities	7,940	10,040
Payable to GrowthWorks Access GP 1 Ltd. (Note 7)	33,409	33,409
Payable to GrowthWorks Capital Ltd. (Note 7)	–	7,108
	41,349	50,557
NET ASSETS	$ 2,978,036	$ 3,451,320
PARTNERS' EQUITY		
Issued and fully paid partnership units	$ 8,985,010	$ 8,985,010
Capital repayment	(725,917)	(725,917)
Deficit	(3,126,238)	(3,104,994)
Unrealized depreciation of investments	(2,154,819)	(1,702,779)
	$ 2,978,036	$ 3,451,320
NUMBER OF PARTNERSHIP UNITS	898,501	898,501
NET ASSET VALUE PER PARTNERSHIP UNIT (Note 2)	$ 3.31	$ 3.84

Approved by the Director of the General Partner
GrowthWorks Access GP I Ltd.

David Levi, *Director*

Statements of Operations

Years Ended December 31	2009	2008
INVESTMENT INCOME		
Interest	$ 46	$ 6,056
EXPENSES		
Management fee (Notes 1 and 5)	–	–
Miscellaneous	31	170
Professional fees	21,259	39,409
	21,290	39,579
INVESTMENT LOSS	(21,244)	(33,523)
REALIZED GAIN ON SALE OF INVESTMENTS	–	245,868
UNREALIZED DEPRECIATION OF INVESTMENTS	(452,040)	(943,497)
DECREASE IN NET ASSETS FROM OPERATIONS	$ (473,284)	$ (731,152)

Statements of Deficit

Years Ended December 31	2009	2008
DEFICIT, Beginning of Year	$ (3,104,994)	$ (3,853,886)
Investment loss	(21,244)	(33,523)
Realized gain	–	245,868
Excess of cost of Limited Partnership Units over redemption value	–	536,547
DEFICIT, End of Year	$ (3,126,238)	$ (3,104,994)

Statements of Cash Flows

Years Ended December 31	2009	2008
Cash Flows From (Used In) Operating Activities		
Interest received	$ 46	$ 6,056
Cash paid for services	(23,391)	(44,527)
	(23,345)	(38,471)
Cash Flows From (Used In) Investing Activities		
Acquisition of investments	–	(100,700)
Proceeds from sale of investments	–	542,141
	–	441,441
Cash Flows From (Used In) Financing Activities		
Loan from (repayment to) GrowthWorks Capital Ltd.	(7,108)	7,108
Loan from GrowthWorks Access GP1 Ltd.	–	33,409
Partnership units redeemed	–	(488,370)
DECREASE IN CASH	(30,453)	(44,883)
CASH, Beginning of Year	59,321	104,204
CASH, End of Year	$ 28,868	$ 59,321

Statements of Investment Portfolio

December 31, 2009	Debt at Cost	Equity at Cost	Unrealized Appreciation (Depreciation)	Estimated Fair Value
Advanced Manufacturing				
JGKB Photonics Inc.	–	216,150	(216,150)	**–**
	–	216,150	(216,150)	**–**
Life Sciences				
Celator Technologies Inc.	–	620,849	(75,646)	**545,203**
Cellfor Inc.	248,440	355,967	(604,407)	**–**
CombinatorRx Inc.	–	811,163	(671,085)	**140,078**
Tekmira Pharmaceuticals Corp.	–	820,256	(273,419)	**546,837**
Twinstrand Therapeutics Inc.	–	538,812	(538,812)	**–**
	248,440	3,147,047	(2,163,369)	**1,232,118**
Information Technology				
Antarti.ca Systems Inc.	–	169,024	(169,024)	**–**
Bycast Inc.	–	557,053	723,647	**1,280,700**
Colligo Networks Inc.	–	282,348	(168,520)	**113,828**
QuiC Financial Technologies Inc.	–	525,273	(161,402)	**363,871**
	–	1,533,698	224,701	**1,758,399**
	$ 248,440	$ 4,896,895	$(2,154,818)	**$ 2,990,517**

December 31, 2008	Debt at Cost	Equity at Cost	Unrealized Appreciation (Depreciation)	Estimated Fair Value
Advanced Manufacturing				
JGKB Photonics Inc.	–	216,150	(216,150)	**–**
	–	216,150	(216,150)	**–**
Life Sciences				
Celator Technologies Inc.	–	620,849	10,985	**631,834**
Cellfor Inc.	248,440	355,967	(202,602)	**401,805**
Neuromed Technologies Inc.	–	811,163	156,783	**967,945**
Protiva Biotherapeutics Inc.	–	–	–	**–**
Tekmira Pharmaceuticals Corp.	–	820,256	(612,220)	**208,036**
Twinstrand Therapeutics Inc.	–	538,812	(538,812)	**–**
5267 Investments Ltd.	–	–	–	**–**
		3,147,047	(1,185,866)	**2,209,621**
Information Technology				
Antarti.ca Systems Inc.	–	169,024	(169,024)	**–**
Bycast Inc.	–	557,053	174,079	**731,132**
Colligo Networks Inc.	–	282,348	(168,520)	**113,828**
QuiC Financial Technologies Inc.	–	525,273	(137,298)	**387,975**
	–	1,533,698	(300,763)	**1,232,935**
	$ 248,440	$ 4,896,895	$(1,702,779)	**$ 3,442,556**

Notes to Financial Statements

December 31, 2009

1. ORGANIZATION AND OPERATIONS

GrowthWorks Access Fund Limited Partnership (the "Partnership") was formed on September 15, 2000 under the laws of the Province of British Columbia. Growth Works Access GP I Ltd. is the General Partner. Except for the General Partner, and any limited partner who participates in the management of the Partnership, the liability of the partners is restricted to their investment in the Partnership.

The Partnership is in the business of making direct or indirect investments in Canada and the United States, with a particular emphasis on early stage information technology, life sciences and advanced manufacturing companies.

During the period ended December 31, 2001, the Partnership issued 1,010,001 limited partnership units to persons resident in the provinces of British Columbia and Alberta at $10.00 per unit. Each unit represents an equal undivided interest in the net assets of the Partnership. The Partnership had an initial term of five years, which was extended by the General Partner as it considersed that the Partnership's investment and divestment program was not substantially completed.

On August 21, 2008, an amendment was made to the Partnership Agreement extending the term of the Partnership for an additional two years to December 31, 2010 and eliminating the base management fee payable by the Partnership to the General Partner. A special exit right was also granted for those Limited Partners who did not wish to continue to hold limited partnership units through the extended term. Such exits were funded by the sale of a portion of each of the Partnership's venture investment holdings. In total, 111,500 limited partnership units were redeemed for $488,370.

2. SIGNIFICANT ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"), and reflect the following significant policies:

Basis of Presentation

These financial statements include only the assets, liabilities, revenues and expenses of the Partnership and exclude those of the individual partners. Also, these financial statements do not include any provision for income taxes as any taxable income is taxed in the hands of the individual partners.

New Accounting Standards

Credit Risk and Fair Value of Financial Assets and Financial Liabilities – EIC 173

In January 2009, the Emerging Issues Committee of the CICA ("EIC") issued Emerging Issues Committee Abstract 173, Credit Risk and the Fair Value of Financial Assets and Financial Liabilities, which provides guidance on the implications of credit risk in determining the fair value of an entity's financial assets and financial liabilities. The guidance clarifies that an entity's own credit risk and the credit risk of counterparties should be taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments, for presentation and disclosure purposes. The Partnership's fair value disclosures incorporate this new guidance.

Financial Instruments – Disclosures – Section 3862

In June 2009, the CICA also amended Handbook Section 3862, Financial Instruments – Disclosures to provide the Canadian equivalent to amendments made to IFRS 7, Financial Instruments: Disclosures. The amendments require enhanced disclosures, which include:

- classifying and disclosing fair value measurements based on a three-level hierarchy
  - Level 1 – inputs are unadjusted quoted prices in active markets for identical assets or liabilities;
  - Level 2 – inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and
  - Level 3 – inputs for the asset or liability that are not based on observable market data.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

- reconciling beginning balances to ending balances for Level 3 measurements
- identifying and explaining movements between levels of the fair value hierarchy
- providing a maturity analysis for derivative financial liabilities based on how the entity manages liquidity risk, and
- disclosing the remaining expected maturities of non-derivative financial liabilities if liquidity risk is managed on that basis.

These amendments are applicable to financial statements for fiscal years ending after September 30, 2009 and comparative information is not required in the year these amendments are first implemented. Additional disclosure has been included in Note 3 to comply with these amendments

Financial Instruments – Recognition and Measurement – Section 3855

In August 2009, the CICA amended Handbook Section 3855, Financial Instruments — Recognition and Measurement, bringing greater consistency between Canadian GAAP, IFRSs and US GAAP on the timing of impairment recognition for debt instruments. Limited Partnerships that have classified financial assets as held-to-maturity investments are now required to assess those financial assets using the impairment requirements of Handbook Section 3025, Impaired Loans.

Financial Instruments and Fair Value

The Partnership's financial assets and financial liabilities, other than cash, are classified as:

- Accounts receivable are classified as "loans and receivables". They are measured at amortized cost. At December 31, 2009 and 2008, there were no accounts receivable.
- Accounts payable and accrued liabilities are classified as "other financial liabilities" and are measured at amortized cost. At December 31, 2009 and 2008, the recorded amounts approximate fair value.

The Partnership classifies and discloses fair value measurements based on a three-level hierarchy:

Level 1 – inputs are unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 – inputs for the asset or liability that are not based on observable market data.

Transaction costs directly attributable to the acquisition or issue of a financial asset or financial liability are added to the carrying amount of the financial asset or financial liability, and are amortized to income using the effective interest rate method.

Investments (Note 3)

The methods used to determine the estimated fair values of investments are:

- venture investments which are publicly traded or can be converted to publicly traded securities – on the basis of market quotations, reduced by an appropriate discount where there are trading restrictions
- venture investments which are not publicly traded – on the basis of generally accepted valuation methods which best and most objectively reflect the expected value that would be agreed upon in an open and unrestricted market between fully informed, knowledgeable and willing parties dealing at arm's length and without constraints

Gains or losses on disposition of investments, when realized, and the unrealized appreciation or depreciation of these securities, the difference between the estimated fair values and costs of these investments, are computed on the basis of specifically identifiable investments and are recorded in operations.

Venture investments are recorded at cost for one year from the date the investment is made, unless there had been a significant enforceable offer or transaction, or other conclusive evidence of a material change in value. After one year from the date of the investment, venture investments are recorded at their estimated fair values.

The process of valuing venture investments for which no public market exists is based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for these investments. These differences could be material to the fair value of the venture investment portfolio.

Foreign Currencies

Some of the Partnership's venture investments are denominated in a foreign currency and are translated into Canadian dollars at the exchange rate in effect at the balance sheet date. The effect of changes in the exchange rate are recorded in unrealized appreciation or depreciation of venture investments until the investment is sold, when the effect is recorded in realized gains or losses.

Income Recognition

Interest, dividends and other income are recorded on the accrual basis. Gains or losses on investments are recorded when realized.

Income Taxes

Under the provisions of the Income Tax Act (Canada), the net income (loss) of a partnership is allocated to each of the partners pursuant to the terms of the relevant partnership agreement. Accordingly, income taxes are not payable by the Partnership and none have been provided for in the financial statements. Partners must include their respective share of annual income or loss for tax purposes earned by the Partnership on their income tax returns.

Net Asset Value per Partnership Unit

The net asset value per partnership unit is calculated by dividing the net assets at the end of the year by the number of partnership units outstanding at the end of the year.

Use of Estimates

The preparation of financial statements in accordance with Canadian generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amount of certain assets and liabilities at the date of these financial statements and the reported amounts of certain income and expenses during the year. Actual results may differ from those estimates.

Significant estimates used in the preparation of these financial statements include, among others, the estimated fair values of investments, the recoverability of accrued interest and accounts receivable and the measurement of accrued liabilities.

Future Accounting Changes

Convergence with International Financial Reporting Standards

In 2006, the Accounting Standards Board of the Canadian Institute of Chartered Accountants (the "CICA") ratified a strategic plan that will result in Canadian GAAP, as used by public companies, evolving and being converged with International Financial Reporting Standards ("IFRS") over a transitional period currently expected to be completed by 2011. The International Accounting Standards Board currently has projects underway that should result in new pronouncements which will be included in the convergence process. The Partnership is in the process of completing a detailed assessment of the requirements of the transition to IFRS, with the intention of identifying: (i) the timing of the implementation of the transition, (ii) major differences from existing accounting policies (iii) new accounting policies which are appropriate for the Company, (iv) the appropriate disclosures in financial statements prepared under IFRS and (v) refining an implementation plan.

Notes to Financial Statements

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

Accounting Changes – Section 1506

In June 2009, the CICA amended Handbook Section 1506, Accounting Changes. The amendment excludes changes in accounting policies upon the complete replacement of an entity's primary basis of accounting, as will occur when an entity adopts IFRSs for the first time, from the scope of Section 1506.

3. FINANCIAL RISK MANAGEMENT

Fair Value

The summary of the inputs, based on the fair value hierarchy (Note2), used as of December 31, 2009 to determine the value of the Partnership's investments carried at fair value are:

	Level 1	Level 2	Level 3
Public Securities	$ 686,915	$ –	$ –
Private Securities	–	–	2,303,602

The reconciliation of investments in private securities measured at fair value using unobservable inputs (Level 3) for the year ended December 31, 2009 is:

	Private Securities
Beginning balance, January 1, 2009	$ 3,234,520
Purchases	
Sales	
Net transfers into and/or out of Level 3	(182,403)
Realized gains (losses)	
Change in unrealized depreciation	(748,515)
Ending balance, December 31, 2009	$ 2,303,602
Total change in unrealized depreciation during the year for assets held at December 31, 2009	(748,515)

Risks and Risk Management

Financial instruments in the Partnership's investment portfolios are exposed to liquidity risk, currency risk, credit risk and other price risk.

The Partnership typically makes venture investments in early to mid stage private companies. These investments take several years to mature and losses on unsuccessful investments are often realized before gains on successful investments. The primary venture investment strategy for the Partnership is to diversify its venture portfolio by business sector and by stage of development. Investments in these types of companies are usually considered more risky than investments in a mix of companies in various sectors and stages of development.

The Partnership manages the risks associated with investing in developing companies through the use of experienced venture capital managers, careful selection of investment opportunities, ongoing monitoring of portfolio companies' operations and managing divestment opportunities. The Partnership's manager seeks to add value and manage risk by participating on portfolio company boards of directors and assisting in recruiting key personnel, securing additional financing and formulating long-term strategic plans.

3. FINANCIAL RISK MANAGEMENT (continued)

Liquidity Risk

Liquidity risk is the risk that the Partnership will have difficulty meeting obligations associated with financial liabilities. Liquidity risk for the Partnership arises primarily from the timing of asset realizations and the Partnership's obligations. Venture capital investments in private companies are generally illiquid and it often takes several years for investments to mature and present a divestment opportunity. If the Partnership is forced to sell a venture investment before it matures, it may incur a loss or make less of a gain. If the Partnership does not have sufficient liquidity to fund follow-on investments, it may incur dilution or a loss of value on the existing investment if the portfolio company cannot secure required financing from alternative sources. As at the year-end date all of the Partnership's financial liabilities are due within one year. Total financial liabilities of the Partnership as at December 31, 2009 were $41,349.

The Partnership manages liquidity risk through the use of a liquidity model that forecasts the Partnership`s short and long term liquidity needs over 90-days based on investment and divestment activity, and other operational commitments. Using this model, the Partnership strives to maintain a minimum level of excess liquidity greater than expected operational commitments over a rolling 90-day period. As at December 31, 2009, the Partnership met this level of excess liquidity.

As at December 31, 2009 the Partnership held 77% of its net assets in venture investments, which are considered illiquid, and 1.0% of in cash. The following tables summarize the maturity profile, as at December 31, 2009, of financial instruments by contractual maturity or expected cash flow dates for the Partnership:

	Due within 1 year	Due at no specific date
Assets		
Cash	$ 28,868	$ –
Venture Investments	696,915	2,303,602
	$ 715,783	$ 2,303,602
Liabilities		
Financial Liabilities at amortized cost:		
Accounts Payable and Accrued Liabilities	$ 7,940	$ –
Payable to GrowthWorks Access GP 1 Ltd.	33,409	–
	$ 41,349	$ –

Venture Investment Portfolio:

i) Currency Risk

Currency risk is the risk that financial instruments denominated in a currency other than Canadian dollars, which is the Partnership's reporting currency, will fluctuate due to changes in the exchange rate between the Canadian dollar and the currency in which the investment is denominated. The Partnership manages currency risk associated with its venture portfolios by managing these investments on the basis that they are denominated in Canadian dollars.

As at December 31, 2009, 74.1% of the venture portfolio is denominated in US Dollars. A change of 1% in the Canadian Dollar relative to the US Dollar would result in a change in net assets of approximately 0.78%. In practice actual results may differ from this sensitivity analysis, and the difference could be material. There was no other exposure to foreign currencies at the year end.

Notes to Financial Statements

3. FINANCIAL RISK MANAGEMENT (continued)

ii) Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge a payment obligation owed to the Partnership under the instrument, causing a financial loss. While the Partnership`s venture investments include debt instruments, which expose the Partnership to credit risk, most debt instruments held are convertible into equity securities and are expected to be converted well before a divestment opportunity arises.

Upon conversion, the credit risk associated with the debt instrument will be replaced by other price risk associated with the equity securities, as discussed below. Given the expectation that debt instruments will be converted into equity securities, and thereby subject to other price price risk, the credit risk associated with the Partnership`s venture portfolios is not considered to be significant.

iii) 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 changes caused by interest rate or currency risk), whether caused by factors specific to an individual investment, factors affecting the sector in which the investee operates or all sectors.

The Partnership holds publicly traded investments in its venture investment portfolio generally as a result of initial public offerings by private companies or through divestitures of companies in exchange for publicly traded securities. While all venture investments held by the Partnership present a risk of loss of capital due to business failures, the values of publicly traded investments are linked to movements in the stock market. In some circumstances, it may prove difficult for the Partnership to quickly liquidate investments in less readily traded securities without unduly affecting the market price of the securities. The Partnership also makes investments in private companies. Private company holdings are also linked to general market trends to the extent that poor market conditions may place downward pressure on valuations of the Partnership's holdings due to reduced levels of activity in the initial public offering and merger and acquisition markets. The Partnership seeks to manage other price risk by managing the level of public company holdings, including through market and private sales of these investments.

Public venture investments may be grouped according to the sectors in which the companies operate. Once grouped, regression analysis can be undertaken for each group of holdings to identify the correlation between the value of investments in the sector grouping and benchmark indices for the applicable sector.

As at December 31, 2009, the Partnership is exposed to other price risk from public venture investments. Public venture investments represent $686,915 or 23.1% of the Partnership's net assets. At December 31, 2009, a 1% increase or decrease in the related portfolio benchmark would have the following increase or decrease, respectively, on the fair value of the various portfolios:

Portfolio	Benchmark	Effect on Net Assets	% Effect on Public Portfolio	% Effect on Net Assets
Venture (public only)	NASDAQ Biotechnology	$ 12,698	1.85%	0.43%

Therefore, if the portfolio benchmark component increased or decreased by 1% simultaneously, the fair value of the portfolio would increase or decrease, respectively, by approximately $12,698 or 0.43% of net assets. This sensitivity analysis is based on the risk and return characteristics of the respective portfolio benchmarks calculated using regression analysis based on monthly observations and holding all other factors constant. In practice, actual results may differ from this sensitivity analysis and the difference could be material.

Private venture investments are generally in early and expansion-stage companies and, accordingly, there is a limited history of operations and revenues from which to forecast the fair value of these investments. Further, the fair value of these companies will primarily fluctuate in response to specific company developments rather than in response to

general market conditions. Therefore, while indexes such as the NASDAQ Composite Index, which is the Partnership's chosen broad-based index for benchmarking purposes, may be an indicator of the merger and acquisition ("M&A") and Initial Public Offering ("IPO") activity within the business sectors in which the Partnerhisp invests, it is difficult to identify a direct correlation between published indexes or sector metrics and actual performance of private venture investments. Changes in the values of these indices and other sub-sector indices may therefore differ materially from changes in the value of the Partnership's private venture investments. Accordingly, a sensitivity analysis that would measure the impact on the Partnership's net assets relative to changes in indices has not been provided as it is not considered meaningful.

4. CAPITAL MANAGEMENT

The Partnership defines its capital for capital management purposes as cash.

The Partnership's capital management objectives are to enhance the net assets of the Partnership through management of its funds to maximize its cash flows from investments and for sufficient liquidity to fund its ongoing operating costs and to fund the redemption of units on the termination of the Partnership. The Partnership's primary sources of capital are from proceeds of sale of venture investments in excess of the cost of those investments.

The Partnership monitors and achieves its capital management objectives through short and long term liquidity plans, to which it makes changes in the light of changes in economic conditions and the associated risks to its investment portfolios and its ability to raise additional external funds.

5. GENERAL PARTNER FEES AND ALLOCATIONS

Pursuant to the agreement dated November 1, 2000, as amended on August 21, 2008 (Note 1), between the Partnership and the General Partner, the Partnership has agreed to allocate to the General Partner from Partnership income and pay annually a performance share equal to 20% of investment returns in excess of an annually compounded threshold return of 10% of the weighted average of the Partnership's contributed capital, less any performance share paid in respect of investments in other venture investment funds and less any performance share paid in previous years. If the return in a year falls short of the threshold, the difference between the return and the threshold will reduce the performance share payable to the Company in subsequent years. If the Partnership does not have sufficient cash to fully pay the performance share in any year, a portion may be deferred and added to the performance share in subsequent years. No performance share was paid in 2009 and 2008.

6. AGREEMENTS

GrowthWorks Ltd., the parent company of the General Partner, and Working Opportunity Fund (EVCC) Ltd. ("WOF"), have entered into a co-investment agreement, pursuant to which the Partnership may invest a proportionate amount in an investment concurrently with an investment made by WOF, to an aggregate maximum of $60 million, $30 million in each of the technology and life sciences sectors.

7. RELATED PARTY TRANSACTIONS

At the year end, the Partnership owed GrowthWorks Capital Ltd., a company with directors in common with the General Partner, $nil (2008 - $7,108) for expenditures paid on behalf of the Partnership and the General Partner $33,409 (2008 - $33,409) for expenditures paid on behalf of the Partnership.

8. COMPARATIVE FIGURES

The comparative figures have been reclassified as necessary to conform to the presentation used in the current year.

GrowthWorks | *access fund*

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