MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2022

This management's discussion and analysis ("**MD&A**") is dated November 9, 2022 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2022 and 2021 for Alaris Equity Partners Income Trust ("**Alaris**" or the "**Trust**"). The Trust's condensed consolidated financial statements and the notes thereto have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**") and are recorded in Canadian dollars. Certain dollar amounts in the MD&A have been rounded to the nearest thousands of dollars.

This MD&A contains forward-looking statements that are not historical in nature and involve risks and uncertainties. Forward-looking statements are not guaranteed as to Alaris' future results since there are inherent difficulties in predicting those. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. See "Forward-Looking Statements" for a discussion of the risks, uncertainties and assumptions relating to those statements. Some of the factors that could cause results or events to differ from current expectations include, but are not limited to, the factors described under "Risks and Uncertainty". This MD&A also refers to certain Non-GAAP and Other Financial Measures, including EBITDA, Earnings Coverage Ratio, Run Rate Payout Ratio, Actual Payout Ratio, Run Rate Revenue, Run Rate Cash Flow, IRR, Per Unit amounts and Net Working Capital. The terms EBITDA, Earnings Coverage Ratio, Run Rate Payout Ratio, Actual Payout Ratio, Run Rate Revenue, Run Rate Cash Flow, IRR, Per Unit amounts and Net Working Capital (collectively, the "**Non-GAAP and Other Financial Measures**") are financial measures used in this MD&A that are not standard measures under IFRS. The Trust's method of calculating the Non-GAAP and Other Financial Measures may differ from the methods used by other issuers. Therefore, the Trust's Non-GAAP and Other Financial Measures may not be comparable to similar measures presented by other issuers.

Partner company names are referred to as follows: LMS Management LP and LMS Reinforcing Steel USA LP (collectively, "**LMS**"), SCR Mining and Tunneling, LP ("**SCR**"), PF Growth Partners, LLC ("**PFGP**"), DNT Construction, LLC ("**DNT**"), Unify Consulting, LLC (**"Unify"**), Accscient, LLC ("**Accscient**"), Heritage Restoration, LLC ("**Heritage**"), Fleet Advantage, LLC ("**Fleet**"), Body Contour Centers, LLC ("**BCC**" or "**Body Contour Centers**"), GWM Holdings, Inc. and its subsidiaries ("**GWM**"), Amur Financial Group Inc. ("**Amur**"), Stride Consulting LLC. ("**Stride**"), Carey Electric Contracting LLC ("**Carey Electric**"), Edgewater Technical Associates, LLC ("**Edgewater**"), Brown & Settle Investments, LLC and a subsidiary thereof (collectively, "**Brown & Settle**"), 3E, LLC ("**3E**"), Vehicle Leasing Holdings, LLC, dba D&M Leasing ("**D&M**"), and Sagamore Plumbing and Heating, LLC ("**Sagamore**"). Former partner company names are referred to as follows: Falcon Master Holdings LLC, dba FNC Title Service ("**FNC**"), Kimco Holdings, LLC ("**Kimco**"), Federal Resources Supply Company and its subsidiaries ("**FED**" or "**Federal Resources**"), ccCommunications LLC ("**ccComm**") and Sandbox Acquisitions, LLC and Sandbox Advertising LP (collectively, "**Sandbox**").

The Non-GAAP and Other Financial Measures should only be used in conjunction with the Trust's audited consolidated financial statements, excerpts of which are available below, complete versions of these statements are available on SEDAR at www.sedar.com.

OVERVIEW

Alaris' purpose, through its subsidiaries, is to provide non-control permanent equity to private companies to meet their business and capital objectives, which includes management buyouts, dividend recapitalization and growth and acquisitions. Alaris achieves this by investing its capital, through its subsidiaries, into private businesses (individually, a "**Private Company Partner**" and collectively the "**Partners**") primarily through preferred equity, in addition to common equity, subordinated debt and promissory notes. In exchange for the investments in preferred equity, subordinated debt and promissory notes, the Trust earns distributions, dividends and interest ("**Distributions**") received in regular monthly or quarterly payments that are contractually agreed to between Alaris and each Private Company Partner. These payments are set for twelve months at a time and are adjusted annually based on the audited performance of each Private Company Partner's gross revenue, gross profit, same store sales or other similar "top-line" performance measures. Alaris' preferred equity investments can also appreciate through the reset metric and typically include a premium upon exit or redemption. In certain situations, Alaris also invests through owning a minority common equity position in our Partners and participates in the growth and distributions in proportion to our ownership percentage. Alaris has limited general and administrative expenses with only seventeen employees.

In certain situations, Alaris has and will continue to supplement its preferred equity structure with common equity. Alaris believes that the use of common equity in certain transactions will: (a) better align our interests with those of our Partners; (b) provide higher overall returns on investments than preferred equity alone; and (c) enable Alaris to increase our capital deployment.

Alaris continually evaluates its investment structure and strategies to ensure it is in a position to increase unitholder value. Alaris may adopt additional innovative investment structures and strategies that complement and enhance its existing preferred equity strategy and that increase its growth profile, diversify its revenue streams and strengthen its relationships with and available investment offerings for existing and prospective Partners. Additional investment structures and strategies may include the raising and managing of third party capital to allow Alaris to make additional investments in existing Partners, including in common equity of existing Partners, and to earn management fees and carried interest.

RESULTS OF OPERATIONS

Below is a summary of the Trust's Revenue, EBITDA (1), cash from operations, prior to changes in working capital, Trust distributions declared and earnings all divided by the weighted average basic units outstanding. The per unit results, other than EBITDA per unit (1) are supplementary financial measures and are provided for the three and nine months ended September 30, 2022 and 2021. Total Revenue, EBITDA (1), cash from operations, prior to changes in working capital, and earnings are outlined below as obtained from the Trust's accompanying condensed consolidated interim financial statements for the three and nine months ended September 30, 2022 and 2021.

	Three months ended September 30			Nine months ended September 30		
	2022	2021	% Change	2022	2021	% Change
Revenue per unit	$ 0.95	$ 0.95	+0.0%	$ 3.07	$ 2.52	+21.8%
EBITDA per unit	$ 0.88	$ 1.28	-31.3%	$ 3.01	$ 3.09	-2.6%
Cash from operations, prior to changes in working capital per unit	$ 0.97	$ 0.97	+0.0%	$ 2.74	$ 2.25	+21.8%
Distributions declared per unit	$ 0.33	$ 0.33	+0.0%	$ 0.99	$ 0.95	+4.2%
Basic earnings per unit	$ 0.67	$ 1.03	-35.0%	$ 2.13	$ 2.25	-5.3%
Fully diluted earnings per unit	$ 0.65	$ 0.97	-33.0%	$ 2.05	$ 2.16	-5.1%
Weighted average basic units (000's)	45,281	45,032		45,238	43,615	

Revenue

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Revenues, including realized foreign exchange gain (Revenue)	$ 42,870	$ 42,878	-0.0%	$ 138,931	$ 110,045	+26.2%
Revenue per unit	$ 0.95	$ 0.95	+0.0%	$ 3.07	$ 2.52	+21.8%

For the three months ended September 2022, revenue per unit remained consistent year over year when compared to Q3 2021 as a result of multiple offsetting factors. In Q3 2022, Fleet and Amur declared common dividends that in total amounted to $3.1 million. In Q3 2021, there were no comparable dividends as Amur did not declare common dividends in the prior year quarter. The common units in Fleet were not acquired until a follow-on investment in Q4 2021 and this is the first time they have distributed common dividends since the transaction. In Q3 2022, BCC's distributions increased to $6.9 million (2021- $2.8 million) or a 144.5% increase when compared to Q3 2021, this increase is primarily due to a follow-on investment that occurred in 2022. PFGP Distributions increased to $3.9 million or a 34.7% increase from $3.0 million in Q3 2021 which is due to a positive reset on PFGP's monthly Distributions plus partial payments on Distributions from prior years that were deferred as a result of the impact of COVID-19. The above increases in Q3 2022 are offset by Kimco and FED redemptions, from each of which Alaris received Distributions of $5.8 million and $3.5 million in Q3 2021. The average

(1) EBITDA and EBITDA per unit are Non-GAAP financial measures and refer to earnings determined in accordance with IFRS, before depreciation and amortization, interest expense (finance costs) and income tax expense and the same amount divided by weighted average basic units outstanding. EBITDA and EBITDA per unit are used by management and many investors to determine the ability of an issuer to generate cash from operations, aside from still including fluctuations due to changes in exchange rates and changes in the Trust's investments at fair value. Management believes EBITDA and EBITDA per unit are useful supplemental measures from which to determine the Trust's ability to generate cash available for servicing its loans and borrowings, income taxes and distributions to unitholders. The supporting calculation for Alaris' EBITDA is on the following page. The Trust's method of calculating these Non-GAAP financial measures may differ from the methods used by other issuers. Therefore, they may not be comparable to similar measures presented by other issuers.

exchange rate during Q3 2022 was approximately 4% more favorable than in the prior year, contributing to an improvement in US denominated Distribution revenue.

For the nine months ended September 30, 2022, revenue per unit increased by 21.8% compared to the first nine months of 2021 primarily as a result of the $17.2 million (US$13.7 million) of deferred Distributions from Kimco received as part of their redemption. After reducing the total revenue earned in the first nine months by the $17.2 million, the remaining revenue of $121.7 million represents a 10.6% increase compared to $110.0 million in the comparable period of 2021. The remaining increase relates to the common Distributions described above, new investments in Brown and Settle, 3E and D&M during Q1 and Q2 2021, as well as follow-on investments to BCC, Heritage, Fleet and Accscient.

Refer to the below table for Distributions from each of the Alaris Partners for the three and nine months ended September 30, 2022 and 2021.

Partner Revenue ($ thousands)	Three months ended September 30, 2022	Three months ended September 30, 2021	% Change	Nine months ended September 30, 2022	Nine months ended September 30, 2021	% Change	Comment
BCC	$ 6,925	$ 2,832	+144.5%	$ 18,377	$ 8,447	+117.6%	Follow-on in Dec-21 & Mar-22, reset +6% in Jan-22
PFGP	3,984	2,957	+34.7%	11,757	5,453	+115.6%	Partial Distributions in 1H-21, reset +5% in Jan-22
DNT	3,592	3,400	+5.6%	10,597	10,168	+4.2%	Reset +6% in Jan-22, FX impact
D&M	3,059	2,755	+11.0%	9,023	2,814	+220.6%	Contribution closed in Jun-21, FX Impact
GWM	2,978	3,823	-22.1%	8,763	11,401	-23.1%	Partial preferred redemption in Dec-21, FX impact
Brown & Settle	2,573	2,382	+8.0%	7,976	5,982	+33.3%	Contribution closed in Feb-21, reset +6% in Jan-22, FX impact
Accscient	2,757	2,148	+28.4%	7,337	6,236	+17.7%	Follow-on in Feb-21 and Aug-22, reset +5% in Jan-22
3E	1,823	1,120	+62.8%	5,435	2,480	+119.2%	Contribution closed in Feb-21, follow-on in Nov-21
LMS	1,710	2,116	-19.2%	5,119	6,346	-19.3%	Negative 21% reset Jan-22, FX impact
Amur	1,620	1,527	+6.1%	4,860	4,577	+6%	Reset +6% in Jan-22
FNC	1,571	1,417	+10.9%	4,633	4,118	+12.5%	Contribution closed in Jan-21, reset +7% in Jan-22
Edgewater	1,311	1,346	-2.6%	3,867	4,015	-3.7%	Reset -6% in Jan-22, FX impact
Fleet	1,232	495	+148.9%	3,651	1,476	+147.4%	Follow-on in Dec-21
Unify	1,158	1,075	+7.7%	3,436	3,204	+7.2%	Positive 5% reset Jan-22, FX impact
SCR	1,050	1,050	+0.0%	2,990	3,650	-18.1%	Reduction to additional cash flow sweep in 2022
Heritage	961	749	+28.3%	2,636	2,217	+18.9%	Positive 5% reset in Jan-22, follow-on in May-22
Carey Electric	648	714	-9.2%	1,937	2,190	-11.6%	Partial redemptions in May-21 and Jan-22
Stride	184	254	-27.6%	667	758	-12.0%	Partial redemption in Jun-22, Negative 6% reset in Jan-22,
Kimco	-	5,773	-100.0%	18,738	8,703	+115.3%	Deferred distributions from PY received on redemption in April-22
FED	-	3,516	-100.0%	-	10,505	-100.0%	Redemption in Oct-21
Distributions - Pref/Debt	**$ 39,136**	**$ 41,449**	**-5.6%**	**$ 131,799**	**$ 104,740**	**+25.8%**	
Common Distributions	4,128	526	+684.8%	6,887	1,877	+266.9%	Common dividends from Fleet, Amur, FNC and D&M in 2022
Total Distributions	**$ 43,264**	**$ 41,975**	**+3.1%**	**$ 138,686**	**$ 106,617**	**+30.1%**	
Interest	38	341	-88.9%	458	1,521	-69.9%	Kimco repayments in 2021 and Apr-22
Realized FX Gain / (Loss)	(432)	562	-176.9%	(213)	1,907	-111.2%	Increase in FX contracts out of money
Total Revenue	**$ 42,870**	**$ 42,878**	**-0.0%**	**$ 138,931**	**$ 110,045**	**+26.2%**	

EBITDA [1]

$ thousands except per unit amounts	Three months ended September 30			Nine months ended September 30		
	2022	2021	% Change	2022	2021	% Change
Earnings	$ 30,141	$ 46,178	-34.7%	$ 96,172	$ 98,142	-2.0%
Depreciation and amortization	55	45	+22.2%	161	165	-2.4%
Finance costs	7,081	6,858	+3.3%	20,642	18,265	+13.0%
Total income tax expense / (recovery)	2,641	4,575	-42.3%	19,324	18,045	+7.1%
EBITDA	$ 39,918	$ 57,656	-30.8%	$ 136,299	$ 134,617	+1.2%
Weighted average basic units (000's)	45,281	45,032		45,238	43,615	
EBITDA per unit	$ 0.88	$ 1.28	-31.3%	$ 3.01	$ 3.09	-2.6%

For the three months ended September 30, 2022, EBITDA per unit decreased by 31.3% compared to Q3 2021. The decrease is mainly the result of a net unrealized loss on investments at fair value and an increase in operating costs per unit. The decrease in net realized and unrealized loss on investments at fair value of $7.1 million during Q3 2022 as compared to a net fair value gain of $15.9 million in Q3 2021 resulted in a quarter over quarter decrease of 144.7%. In the current period, interest rates increased and therefore so did the discount rates used in the fair value assumptions of Alaris portfolio, aiding in the increase of unrealized loss in the quarter. Decreases to the fair value of investments in PFGP, GWM and D&M, were partially offset by an increase to FNC, SCR, Fleet and BCC. General and administrative expenses increased to $5.4 million (2021 - $3.9 million) or a 38.6% increase compared to Q3 2021 as there were higher corporate and office costs and legal and accounting fees in Q3 2022. The above decreases to EBITDA per unit are partially offset by an increase in foreign exchange gain of $14.0 million (2021 – $5.7 million) or an increase of 145.6% from Q3 2021.

For the nine months ended September 30, 2022, EBITDA per unit decreased by 2.6% compared to the same period in the prior year. The decrease was the result of net realized and unrealized gains and higher operating costs. Net realized and unrealized gains were $2.5 million as compared to $37.6 million, a decrease of 93.4% from Q3 2021. In Q3 2021, the fair value of investments experienced net gain increases as a result of recouping losses from market impact of COVID-19, in Q3 2022, as described above, increasing rates had the offset effect and resulted in net realized and unrealized losses in the period. An increase in general and administrative expenses also contributed to the decrease in EBITDA per unit year over year partially offset by an increase in foreign exchange gains.

Cash from operations, prior to changes in working capital

$ thousands except per unit amounts	Three months ended September 30			Nine months ended September 30		
	2022	2021	% Change	2022	2021	% Change
Cash from operations, prior to changes in working capital	$ 44,012	$ 43,511	+1.2%	$ 123,741	$ 98,217	+26.0%
Cash from operations, prior to changes in working capital per unit	$ 0.97	$ 0.97	+0.0%	$ 2.74	$ 2.25	+21.8%

As the Trust's cash from operations, prior to changes in working capital, excludes primarily all non-cash items in the Trust's consolidated statement of comprehensive income, the cash from operations, prior to changes in working capital, per unit and the changes from period to period is an important tool to use to summarize the ability for Alaris to generate cash.

(2) Actual Payout Ratio is a supplementary financial measure and refers to Alaris' total cash distributions paid during the period (annually or quarterly) divided by the actual net cash from operating activities Alaris generated for the period. It represents the free cash flow after distributions paid to unitholders available for either repayments of senior debt and/or to be used in investing activities. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

For the three months ended September 30, 2022, cash from operations, prior to changes in working capital, remained consistent at $0.97 per unit quarter over quarter. For the nine months ended September 30, 2022, cash from operations, prior to changes in working capital, per unit increased by 21.8% primarily due to the redemption of Kimco and the Distributions received that were deferred from prior years. After reducing the nine months ended September 30, 2022 cash from operations, prior to changes in working capital, by the deferred Distributions from Kimco's redemption of $17.2 million, 2022 remains with a 4.4% increase per unit from 2021.

The Actual Payout Ratio (2) for Alaris for the nine months ended September 30, 2022 was 45%, an improvement from 52% in the comparable period of 2021, primarily as a result of the improvements in revenue per unit noted above.

Earnings

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Earnings	$ 30,141	$ 46,178	-34.7%	$ 96,172	$ 98,142	-2.0%
Basic earnings per unit	$ 0.67	$ 1.03	-35.0%	$ 2.13	$ 2.25	-5.3%

Basic earnings per unit decreased by 35.0% in Q3 2022 and by 5.3% in the nine months ended September 30, 2022, each as compared to the respective comparable periods in 2021, primarily as a result of the decreases in EBITDA per unit discussed above.

General and administrative expenses

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Salaries and benefits	$ 2,169	$ 2,930	-26.0%	$ 6,642	$ 4,687	+41.7%
Corporate and office	1,203	832	+44.6%	3,176	1,519	+109.1%
Legal and accounting fees	2,060	158	+1203.8%	5,274	2,029	+159.9%
General and administrative	$ 5,432	$ 3,920	+38.6%	$ 15,092	$ 8,235	+83.3%
General and administrative per unit	$ 0.12	$ 0.09	+33.3%	$ 0.33	$ 0.19	+73.7%

General and administrative expenses, which includes salaries and benefits, corporate and office, and legal and accounting fees, for the three months September 30, 2022 was $5.4 million (2021 - $3.9 million), an increase of 38.6% compared to the prior year. Legal and accounting fees of $2.1 million in Q3 2022 increased from $0.2 million in Q3 2021. This increase is primarily due to a settlement of US$0.4 million for a legal matter and ongoing legal costs related to the Sandbox transaction, refer to the Summary of Contractual Obligations section below and Note 11 within the accompanying interim financial statements for discussion on the Sandbox transaction. As well, overall increase in legal and accounting fees are amplified as a result of the prior period's significantly lower costs from comparison. Corporate and office expenses increased by 44.6% from $0.8 million in Q3 2021 to $1.2 million in Q3 2022. This increase is a result of costs associated with the exploration of an asset management strategy and an increase in insurance expense (discussed below within the section on income taxes). Partially offsetting the above increases in general and administrative expenses, is a reduction in salaries and benefits of 26.0%, a result of the change in the annual management bonus structure. Management bonus is now accrued throughout the year versus in the prior year the annual management bonus accrual was recorded in the third and fourth quarters. The accrual in the current period does not change Alaris' expectation for total salaries and benefits expense expected in fiscal 2022.

For the nine months ended September 30, 2022, general and administrative expenses were $15.1 million (2021 - $8.2 million) which resulted in an increase of $6.9 million or 83.3%. Salaries and benefits expense of $6.6 million (2021 - $4.7 million) increased by $2.0 million or 41.7% due to a change in the management bonus structure and accrual discussed above. Corporate and office expenses of $3.2 million (2021 - $1.5 million) increased by $1.7 million or 109.1% because of the additional expenses incurred related to the asset management strategy and insurance expense discussed above, as well as closing of Alaris Cooperatief and increased travel related expenses. Legal and accounting fees of $5.3 million (2021 - $2.0 million) increased by $3.3 million due to the legal costs related to the Sandbox transaction as noted above.

Finance costs

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Finance costs	$ 7,081	$ 6,858	+3.3%	$ 20,642	$ 18,265	+13.0%
Finance costs per unit	$ 0.16	$ 0.15	+6.7%	$ 0.46	$ 0.42	+9.5%

Finance costs in Q3 2022 increased by 3.3% to $7.1 million (2021 - $6.9 million) and for the nine months ended September 30, 2022 increased by 13.0% to $20.6 million (2021 - $18.3 million). These increases were the result of higher average interest rates on senior debt; however in Q3 2022, increasing interest rates were partially offset by lower average amounts of senior debt outstanding. Additionally, Alaris incurred new finance costs in 2022 following the issuance of $65.0 million of senior unsecured debentures in February 2022 which carry an annualized interest rate of 6.25%. As interest rates continue to rise, finance costs are expected to increase but at a reduced pace as a result of the rate on convertible debentures and senior unsecured debentures being fixed and a portion of the senior debt outstanding locked into interest rate swap contracts. Until June 2023 in place of SOFR ("Secured Overnight Financing Rate") these interest rate swaps include 0.74% on US$50.0 million and 0.35% on US$25.0 million of senior debt outstanding. Beyond June 2023 and with a maturity date of July 2026, there is an additional interest rate swap of 2.99% in place of SOFR on US$50.0 million. As at September 30, 2022 Alaris had US$211.75 million and CA$ 5.0 million of senior debt outstanding.

Transaction Diligence costs

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Transaction diligence costs	$ 1,495	$ 109	+1271.6%	$ 3,348	$ 2,845	+17.7%
Transaction diligence costs per unit	$ 0.03	$ 0.00	n/a	$ 0.07	$ 0.07	+0.0%

Transaction diligence costs in the three months ended September 30, 2022 of $1.5 million (2021 - $0.1 million) increased by $1.4 million compared to the prior year as a result of more external diligence being required in the current quarter than in Q3 2021.

In the nine months ended September 30, 2022, transaction diligence costs of $3.3 million (2021 - $2.8 million) increased by 17.7% as a result of higher activity during Q3 2022. For the nine months ended September 30, 2021, costs were primarily incurred to support the initial investments in FNC, Brown & Settle, 3E and D&M.

Unit-based compensation

	Three months ended September 30			Nine months ended September 30		
$ thousands except per unit amounts	2022	2021	% Change	2022	2021	% Change
Unit-based compensation	$ 204	$ 1,371	-85.1%	$ 2,004	$ 3,977	-49.6%
Unit-based compensation per unit	$ 0.00	$ 0.03	-100.0%	$ 0.04	$ 0.09	-55.6%

Unit-based compensation in the three months ended September 30, 2022 was $0.2 million (2021 - $1.4 million), a decrease of $1.2 million due to the decrease in Alaris' unit price at September 30, 2022 as compared to June 30, 2022 and the nature of the calculation for the RTU and PTU liability being re-valued each period end based on the Trust unit price. This decrease in unit price and the resulting re-valued expense, was slightly offset by the new issuances of RTU and PTU units and the additional vested units as a result of the passage of time. In Q3 2021, the Trust unit price increased within the period, resulting in a larger expense.

In the nine months ended September 30, 2022, unit-based compensation expense of $2.0 million (2021 - $4.0 million) decreased by $2.0 million or 49.6% as a result of the decrease in Alaris' unit price in the first nine months of 2022 as compared to the price increasing in the comparable period in 2021. Partially offsetting the $2.0 million decrease is RTUs and PTUs that vested during Q1 2022 were at a higher unit price than the units that vested in the prior year.

OUTLOOK

The Trust deployed approximately $120.4 million in the nine months ended September 30, 2022, consistent with Alaris' acquisition of investments in its condensed consolidated interim statement of cash flows. The $42.9 million of total revenue in Q3 2022 for Alaris was a result of this deployment and exceeded previous guidance of $39.3 million due to a combination of $4.1 million of common dividends and a higher average US dollar. As outlined below, the outlook for the next twelve months includes Run Rate Revenue (3) expected to be approximately $161.5 million; however, increases to $168.6 million after including $7.1 million of make-whole Distributions in Q4 2022 from the FNC redemption. This includes current contracted amounts, an additional US$2.4 million from PFGP related to deferred Distributions during COVID-19 and estimated $1.8 million of common dividends. Alaris expects total revenue from its Partners in Q4 2022 of approximately $47.0 million, inclusive of FNC's Distributions received on redemption of $7.1 million.

The Run Rate Cash Flow table below outlines the Trust's expectation for revenue, general and administrative expenses, interest expense, tax expense and distributions to unitholders for the next twelve months. The Run Rate Cash Flow is a Non-GAAP financial measure and outlines the net cash from operating activities, net of distributions paid, that Alaris is expecting to have after the next twelve months. This measure is comparable to net cash from operating activities less distributions paid, as outlined in Alaris' condensed consolidated interim statements of cash flows. The Trust's method of calculating this Non-GAAP financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Annual general and administrative expenses are currently estimated at $17.0 million and include all public company costs. The Trust's Run Rate Payout Ratio (4) is expected to be within a range of 65% and 70% when including Run Rate Revenue (3), overhead expenses and its existing capital structure. The table below sets out our estimated Run Rate Cash Flow alongside the after-tax impact of positive net deployment, the impact of every 1% increase in SOFR based on current outstanding USD debt and the impact of every $0.01 change in the USD to CAD exchange rate.

Run Rate Cash Flow *($ thousands except per unit)*		**Amount ($)**	**$ / Unit**
Revenue		**$ 161,500**	**$ 3.57**
General and administrative expenses		(17,000)	(0.38)
Interest and taxes		(51,800)	(1.14)
Net cash from operating activities		**$ 92,700**	**$ 2.05**
Distributions paid		(61,600)	(1.36)
Run Rate Cash Flow		**$ 31,100**	**$ 0.69**
Other considerations (after taxes and interest):			
New investments	Every $50 million deployed @ 14%	+3,000	+0.07
Interest rates	Every 1.0% increase in SOFR	-1,200	-0.03
USD to CAD	Every $0.01 change of USD to CAD	+/- 900	+/- 0.02

(3) Run Rate Revenue is a supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted Distributions from current Partners, excluding any potential Partner redemptions, it also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

(4) Run Rate Payout Ratio is a Non-GAAP financial ratio that refers to Alaris' distributions per unit expected to be paid over the next twelve months divided by the net cash from operating activities per unit calculated in the Run Rate Cash Flow table. Run Rate Payout Ratio is a useful metric for Alaris to track and to outline as it provides a summary of the percentage of the net cash from operating activities that can be used to either repay senior debt during the next twelve months and/or be used for additional investment purposes. The Trust's method of calculating this Non-GAAP financial ratio may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers. Run Rate Payout Ratio is comparable to Actual Payout Ratio as defined above in (2).

The senior debt facility was drawn to $291.9 million at September 30, 2022 in the Trust's statement of financial position. The annual interest rate on that debt, inclusive of standby charges on available capacity, was approximately 4.9% for the nine months ended September 30, 2022. Subsequent to September 30, 2022, following a total repayment of US$66.0 million from the FNC redemption and through cash flow, partially offset by a draw for the investment in Sagamore, Alaris has the capacity to draw up to an additional $219 million based on covenants and credit terms.

The Trust's Run Rate Payout Ratio (4) does not include new potential deployment opportunities. However, Alaris expects to maintain our track record of net positive capital deployment as a result of the demand for Alaris' capital which continues to fill a niche in the private capital markets.

Common Equity Investments

Alaris has added a minority common equity position in some Partners to its investment strategy. Common equity investments are assessed on each individual opportunity, won't appear in every new Partner and will generally be a small portion of total capital invested. Alaris management believes this feature will facilitate access to more transactions as well as an opportunity to participate in greater upside of certain partnerships. Additionally, in certain situations where Alaris owns common equity, there is an expectation of a current yield by way of discretionary common dividends or distributions consistent with past practices in the business, and as cash flows allow. The Run Rate Revenue (3) includes an estimate for common equity dividends or distributions from the Partners based on each Partner's forecasted cash flows for the next twelve months and expected capital allocation decisions.

Included in the previous table summarizing Distributions from Partners during the nine months ended September 30, 2022, were $2.1 million of common equity distributions from Amur, $2.0 million from FNC, $2.0 million from Fleet, and $0.8 million from Amur. FNC, Amur, D&M and Carey Electric typically issue common dividends on at least an annual basis. The other seven common equity investments, PFGP, Edgewater, Fleet, GWM, Brown & Settle, Heritage and Accscient, are focused on growth and reinvestment in the short-term period, through which Alaris expects to increase its common equity value over time rather than through cash distributions. As of September 30, 2022, the total fair value of Alaris' common equity investments of $147.7 million is approximately 11% of total investments.

Private Company Partner Update

Through its subsidiaries, the Trust's investment in each of the Partners consists of a preferred partnership interest, preferred equity interest or loans, with a return generated from Distributions that are adjusted annually based on a formula linked to a top-line metric (i.e. sales, gross profit, same store sales) rather than a residual equity interest in the net earnings of such entities. As discussed above, Alaris may also invest in a minority common equity position along side its preferred equity or loans.

Alaris is not involved in the day to day business of each Private Company Partner and has no rights to participate in normal course management decisions. Alaris does not have any significant influence over any of the Partners nor does it have the ability to exercise control over such Partners except in limited situations of uncured events of default. Instead, Alaris has certain restrictive covenants in place designed to protect the ongoing payment of Distributions to Alaris. In addition, the Partners are required to obtain the consent of Alaris in certain circumstances prior to entering into a material transaction or other significant matters outside the normal course of business. Such matters include, without limitation, acquisitions & divestitures, major capital expenditures, certain changes in structure, certain changes in executive management, change of control and incurring additional indebtedness or amending existing debt terms.

(5) Earnings Coverage Ratio ("ECR") is a supplementary financial measure and refers to the EBITDA of a Partner divided by such Partner's sum of debt servicing (interest and principal), unfunded capital expenditures and Distributions to Alaris. Management believes the earnings coverage ratio is a useful metric in assessing our Partners' continued ability to make their contracted Distributions. The Trust's method of calculating this Non-GAAP financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Included in the summary table below is each Partners' Earnings Coverage Ratio ("**ECR**") (5). Because this information other than with respect to fiscal year end is based on unaudited information provided by Private Company Partner management, each ECR, based on the most current information for the trailing twelve months, will be identified as part of a range. The ranges are: less than 1.0x, 1.0x to 1.2x, 1.2x to 1.5x, 1.5x to 2.0x and greater than 2.0x. A result greater than 1.0x indicates positive excess cash flow and the greater the number is, the better the ratio. Alaris notes that these ECRs are based on historical results, which includes impacts from COVID-19.

Description: Alaris' investment thesis is to generally partner with companies that have:

(i) A history of success (average age of partners is approximately 25 years)

- Offer a required service or products in mature industries;
- Low risk of obsolescence; and
- Non-declining asset bases.

(ii) Proven track record of free cash flow.

(iii) Low levels of debt – reduced leverage minimizes financial risk from business fluctuations and allows for free cash flow to remain in the business to support growth and make common and preferred equity distributions.

(iv) Low levels of capital expenditures required to maintain/grow a business – Our partners are typically not required to reinvest much of their cash flow back into their operations as they are typically asset light businesses with minimal equipment requirements.

(v) Management continuity and quality management teams - Alaris has invested in 38 partners since inception, exited our investment in 20 partners over that time with 14 yielding highly positive results displayed by an overall total return from exited investments of 65% and a median IRR (6) of 19%.

Contribution History: Alaris has invested over $2.1 billion into 38 partners and over 85 tranches of financing, including an average of approximately $215 million over the past five fiscal years (2017 – 2021). Inclusive of the nine months ended September 30, 2022 as well as the period subsequent to Q3 2022, Alaris has deployed a total of approximately $153 million to date in 2022.

Performance: Alaris discloses an ECR to provide information on the financial health of our partners. Alaris has eight partners with an ECR greater than 2.0x (Amur, BCC, Carey Electric, DNT, Fleet, Heritage, Stride and Unify), five in the 1.5x-2.0x range (Accscient, Brown & Settle, D&M, LMS and SCR) and four between 1.2x-1.5x (3E, Edgewater, GWM and PFGP).

Capital Structure: With a primary focus on being a preferred equity investor, we have invested into a diverse group of capital structures and we pride ourselves on achieving the optimal capital structure so both Alaris and our Partners benefit. Of our existing portfolio, eight of our eighteen Partners have no debt, five partners have less than 1.0x Senior Debt to EBITDA and five partners have debt greater than 1.0x Senior Debt to EBITDA on a trailing twelve months basis.

Reset: The annual Distribution reset is another feature of our capital which we view as win-win. The reset allows for Alaris to participate in the growth of its Partners while providing the majority of the upside to the entrepreneurs who create the business value.

(6) IRR is a supplementary financial measure and refers to internal rate of return, which is a metric used to determine the discount rate that derives a net present value of cash flows to zero. Management uses IRR to analyze partner returns. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

The following is a summary of each of the Partners recent financial results. The below table outlines the date the original contribution to each Partner was made, the total invested to date (net of any partial redemptions since the initial investment), Run Rate Revenue [3] on the preferred equity and subordinated debt investments for the next twelve months, ECR range for the most recent trailing twelve month periods received, year-to-date changes in revenue and EBITDA compared to the comparable period in 2021 and the unrealized gains or losses to the investments at fair value for the three and nine months ended September 30, 2022. See below the table for additional relevant information on each Partner wherein either a fair value change, an ECR range change or an investment or redemption has occurred during the nine months ended September 30, 2022. Unless specifically discussed within each Partner update, the ECR range outlined below is consistent with the prior quarterly disclosure. For fair values of each investment refer to Note 4 in the Trust's accompanying condensed consolidated interim financial statements for the three and nine months ended September 30, 2022.

Partner	Original Investment Date	Current Total Invested (000's)	Run Rate Revenue (000's)	As a % of total	ECR Range	Year-to-date changes in:		Fair Value Changes	
						Revenue	EBITDA	Three Months	Nine Months
BCC	Sep 2018	US $156,000	US $21,236	18%	> 2.0x	⬆	⬆	US +$900	US +$3,000
GWM	Nov 2018	US $106,000	US $9,131	8%	1.2x - 1.5x	⬇	⬇	US ($6,700)	US ($17,500)
PFGP	Nov 2014	US $92,500	US $12,220	11%	1.2x - 1.5x	⬆	⬆	US ($3,500)	US ($3,000)
D&M	Jun 2021	US $74,500	US $9,380	8%	1.5x - 2.0x	⬆	⬇	US ($3,400)	US ($3,400)
Accscient	Jun 2017	US $72,000	US $9,333	8%	1.5x - 2.0x	⬆	⬇	n/a	n/a
Amur	Jun 2019	CA $70,000	CA $6,480	4%	> 2.0x	⬆	⬆	n/a	CA +$6,200
Brown & Settle	Feb 2021	US $66,394	US $7,969	7%	1.5x - 2.0x	⬆	⬆	n/a	n/a
DNT	Jun 2015	US $62,800	US $11,017	9%	> 2.0x	⬆	⬆	n/a	US +$1,200
LMS	Feb 2007	CA $60,564	CA $6,862	4%	1.5x - 2.0x	⬆	⬇	n/a	CA ($1,500)
SCR	May 2013	CA $40,000	CA $4,500	3%	1.5x - 2.0x	⬇	⬇	CA +$1,300	CA ($3,100)
3E	Feb 2021	US $39,500	US $5,648	5%	1.2x - 1.5x	⬆	⬆	n/a	n/a
Fleet	Jun 2018	US $35,000	US $3,780	3%	> 2.0x	⬆	⬆	US ($3,500)	US +$900
Edgewater	Dec 2020	US $34,000	US $4,020	3%	1.2x - 1.5x	⬆	⬆	US +$800	US +$2,200
Unify	Oct 2016	US $25,000	US $3,583	3%	> 2.0x	⬆	⬆	US +$400	US +$400
Heritage	Jan 2018	US $18,500	US $2,928	3%	> 2.0x	⬆	⬆	n/a	US +$600
Carey Electric	Jun 2020	US $15,000	US $2,009	2%	> 2.0x	⬇	⬆	n/a	n/a
Stride	Nov 2019	US $4,500	US $569	1%	> 2.0x	⬆	⬆	n/a	n/a

Note: The year-to-date changes in Revenue and EBITDA are based on unaudited information provided by management of each Private Company Partner and are summarized here based on being either relatively consistent or whether or not they've increased or decreased, when compared against the same period in 2021.

(3) Run Rate Revenue is s supplementary financial measure and refers to Alaris' total revenue expected to be generated over the next twelve months based on contracted distributions from current Partners, excluding any potential Partner redemptions, it also includes an estimate for common dividends or distributions based on past practices, where applicable. Run Rate Revenue is a useful metric as it provides an expectation for the amount of revenue Alaris can expect to generate in the next twelve months based on information known. The Trust's method of calculating this supplementary financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

***3E* – utility service provider working on critical infrastructure throughout Southeastern and Midwest U.S.**

- 3E's revenue, gross profit and EBITDA have increased through the first eight months of 2022 as compared to 2021 and as a result Alaris is expecting a positive reset in 2023 on the preferred Distributions.

***Accscient* – IT staffing, consulting and outsourcing services throughout the United States**

- In August of 2022, Alaris contributed an additional US$26.0 million into Accscient which consisted of US$16.0 million of additional preferred equity as well as an investment of US$10.0 million in exchange for a minority ownership position of the common equity of Accscient. The additional investment in preferred equity of US$16.0 million is in exchange for initial annualized Distributions of US$2.1 million. Following this contribution, the total Alaris investment in Accscient is US$72.0 million, consisting of US$62.0 million of preferred equity at an annualized pre-tax yield of 15.1% and US$10.0 million of common equity. Alaris is entitled to receive Distributions on the investment in common equity when and if Accscient declares such Distribution.
- Although revenue and EBITDA for Accscient have increased through the first eight months of 2022 as compared to the prior year, the additional proforma Distributions to Alaris from the investment in Q3 2022 has resulted in a reduction in the ECR and it is now between 1.5x and 2.0x.
- Based on Accscient's improvement in gross profit through the first eight months of 2022 as compared to in 2021, Alaris is expecting a positive reset on the preferred Distributions in 2023.

***Amur* – mortgage originations and asset management in Canada**

- Amur's revenue and EBITDA through the first nine months of 2022 have increased compared to the prior year, as the number of mortgage originations has increased compared to 2021. As a result, Alaris is expecting a positive reset in 2023 on the preferred Distributions and the resulting fair value of the preferred equity increased by $2.3 million in the nine months ended September 30, 2022.
- Due to the growth in Amur's revenue and assets under management this year, increase in underlying cash flows and the continued improvement to their outlook, there was an increase to the fair value of the common equity of $3.9 million in Q2 2022. The resulting fair value of the Amur investment is $79.4 million.

***Body Contour Centers* – cosmetic surgery practice across the United States with over 60 locations**

- During Q1 2022, Alaris contributed an additional US$65.0 million to BCC in exchange for initial annualized Distributions of US$8.5 million, with the first reset to occur on January 1, 2023. Proceeds from the BCC contribution were used to acquire the only licensee of the Sono Bello brand with 12 locations throughout the eastern United States and Texas. Following the contribution Alaris has invested a total of US$156.0 million to BCC and the annualized Distributions are US$21.2 million.
- BCC's revenue and EBITDA have grown through the first eight months of 2022 as compared to 2021 and as a result Alaris is expecting a positive reset on the preferred distributions in 2023. This resulted in an increased fair value of BCC preferred equity of US$0.9 million and a US$3.0 million in the three and nine months ended September 30, 2022, respectively, resulting in a fair value of US$158.6 million at September 30, 2022.

***Brown & Settle* – full-service large-parcel site development contractor, based in the Mid-Atlantic region of the U.S.**

- Brown & Settle has realized revenue and EBITDA growth in 2022 as compared to the prior year and continue to maintain a strong backlog. As a result of this growth in revenue Alaris is expecting a positive reset to the Brown & Settle preferred Distributions in 2023.

***Carey Electric* – electrical contracting in Illinois**

- During Q1 2022, Carey Electric redeemed US$1.0 million of the preferred units at par, in accordance with their operating agreement. The resulting fair value at September 30, 2022 is US$15.2 million.

***D&M* – independent direct-to-consumer provider of vehicle sourcing and leasing services in Texas**

- D&M has started to see a slight decline in new lease originations in 2022 as well as a reduction in used vehicle sales, as compared to 2021 when used vehicle prices were at peak levels. Additionally, due to a reduction to the outlook on future cash flows in the near term as well as a change to the discount rate as a result of increased interest rates, there was a decrease in the fair value of the common equity in D&M of US$3.4 million in the three and nine months ended September 30, 2022. The resulting fair value of the D&M investment is US$74.5 million.
- The reduction in EBITDA as compared to the prior year, along with preferred Distributions from Alaris' additional investment to D&M in Q4 2021, has resulted in a reduction to the D&M ECR and it is now in the range of 1.5x and 2.0x.

***DNT* – civil construction contractor in Austin and San Antonio, Texas**

- DNT's revenue and EBITDA have both realized continued growth through the first nine months of 2022 as compared to the prior year, due to increased demand for housing in the Austin and San Antonio markets. The increase in revenue and the positive outlook for the remainder of the year has resulted in Alaris expecting a positive reset in 2023 on the preferred distributions. As a result, the fair value of the DNT preferred equity was increased by US$1.2 million in the nine months ended September 30, 2022, and the resulting fair value at Q3 2022 is US$63.9 million.

***Edgewater* – professional and technical services firm supporting the U.S. Department of Energy**

- Edgewater's revenue and EBITDA have both increased through the first nine months of 2022 as compared to the prior year as a result of a combination of growth within existing and new contracts. Given the improvement in revenue compared to 2021, Alaris is projecting a positive reset in 2023 which resulted in an increase in the fair value of the preferred equity by US$0.5 million in the nine months ended September 30, 2022.
- Edgewater's outlook remains robust with their ability to continue to grow headcount on their long-term contracts within the U.S. Department of Energy. As a result, Edgewater's underlying cash flows for Q4 2022 and into future years remains attractive. Based on the above, the fair value of the Edgewater common equity investment was increased by US$0.8 million in the three months ended September 30, 2022 and US$1.7 million in the nine months ended September 30, 2022. The resulting fair value of the total investment in Edgewater at September 30, 2022 is US$33.6 million.

***Fleet* – provides fleet leasing and truck lifecycle management solutions in the U.S.**

- Fleet's revenue and EBITDA have both improved in the eight months ended August 31, 2022 as compared to the prior year, mainly due to a few specific large syndications during the year as well as increased sales of used trucks as used vehicle demand remained higher than in historical periods.
- The positive start to 2022 resulted in a substantial improvement and excess assets on their balance sheet resulting in an increase in the common equity fair value of US$4.4 million in Q2 2022. In the three months ended September 30, 2022, Fleet declared a common dividend and distributed the excess cash to common unit holders, a total of US$5.9 million to Alaris, which was received subsequent to the quarter. Of the total US$5.9 million received, US$4.4 million was reclassified from an unrealized gain recorded in Q2 2022 to a realized gain in Q3 2022, with the

remaining US$1.5 million being recorded as revenue in the quarter. Partially offsetting the reduction of US$4.4 million to the unrealized fair value of the common equity investment in Fleet, as a result of receiving this dividend, is an increase of US$0.9 million as a result of Fleet's continued positive results in 2022 and outlook for 2023. At September 30, 2022 the resulting total fair value of the investment is US$35.9 million.

- Based on Fleet's improvement in revenue through the first eight months of 2022 as compared to the prior year, Alaris is expecting a positive reset on the preferred Distributions in 2023 for Fleet.

***GWM* – provides data-driven digital marketing solutions for advertisers globally**

- GWM's revenue and EBITDA have both decreased through the first eight months of 2022 as compared to the prior year, primarily due to a decline in their legacy performance division. GWM is pivoting away from this legacy division, however, it still has an impact on top-line performance. Their high growth and high margin programmatic media division has improved through the first eight months of 2022 compared to 2021.
- Although GWM's revenue from its programmatic division has improved in 2022, GWM previously forecast this business to exceed the prior year performance through the first eight months of the year. Therefore, Alaris has revised its expectations for the 2023 reset resulting in a decrease in the fair value of the preferred equity by US$1.9 million in the three months ended September 30, 2022 and US$8.2 million in the nine months ended September 30, 2022.
- GWM's revenue and earnings continue to grow month over month in 2022; however, at a slower pace than initially expected as part of the common equity investment in Q4 2021. They continue to diversify their customer base as well as grow revenue with existing customers. Further, they have not seen any large disruptions in the past few months with regards to customers reducing their advertising spend due to inflationary or rising interest rate concerns. Therefore, Alaris and GWM continue to be optimistic about the future and the growth potential. Alaris has also needed to adjust the discount rate used to value the common equity investment during the three months ending September 30, 2022, as a result of the significant increases in 2022 to market interest rates. This increase in the discount rate along with a delayed growth from previous expectations in EBITDA has resulted in a decrease in the fair value of the common equity investment of US$4.8 million in the three months ended September 30 2022, and US$9.3 million in the nine months ended September 30, 2022. Following the decreases to the fair value of the GWM preferred and common equity investments, the total fair value at September 30, 2022 is US$88.9 million.
- As a result of the decrease in EBITDA as compared to the prior year, GWM's ECR has decreased slightly and is now in the range of 1.2x-1.5x.

***Heritage* – provides masonry and masonry services to commercial building industry in Massachusetts**

- In May 2022, Alaris contributed an additional US$3.5 million to Heritage, which consisted of US$2.5 million of preferred equity as well as an investment of US$1.0 million in exchange for a minority ownership of the common equity in Heritage. The existing US$15.0 million of preferred equity prior to this contribution remained at the same yield prior to the investment, while the new US$2.5 million of preferred equity is at an initial yield of 15%. The investment in common equity of Heritage will be entitled to dividends if and when Heritage declares such dividends and as their cash flows allow.
- Heritage's revenue and EBITDA has improved through the first nine months of 2022 as compared to the prior year, in addition to growing their backlog of work for Q4 2022 and into 2023. This has led to an expectation of a positive reset in 2023 and as a result the fair value of the preferred equity increased by US$0.6 million in the nine months ended September 30, 2022. The total fair value of the preferred and common equity investments in Heritage at September 30, 2022 is US$19.3 million.

***LMS* – rebar and post tensioning fabrication and installer in British Columbia, Alberta and California**

- Based on LMS' audited financial results for the year ended December 31, 2021, gross profit (reset metric) in 2021 decreased by 21% as compared to 2020. Initially Alaris had an expected negative reset of 18%, as a result the fair value of the LMS preferred equity was decreased by $1.5 million during Q2 2022 and therefore as at September 30, 2022 the resulting fair value of Alaris' investment in LMS is $46.6 million.
- As a result of the increases in steel prices, LMS' margins have been compressed during late 2021 and through the first nine months of 2022 however this has been offset by continued revenue growth. LMS has included steel price escalation features in contracts in addition to increasing bids to reflect current pricing.

***PFGP* – Planet Fitness franchisee with over 70 fitness clubs in the U.S.**

- PFGP's revenue and EBITDA have both improved through the first eight months of 2022 as compared to the prior year, as a result of increased members across their 72 fitness clubs. This has resulted in a positive reset expectation in 2023 and an increase in the fair value of the PFGP preferred equity of US$0.5 million and US$1.0 million in each the three and nine months ended September 30, 2022, respectively.
- As a result of the increase in market interest rates throughout 2022, the PFGP discount rate was increased during Q3 2022 to reflect the impact that these rate increases have had on the cost of capital. The result of the increased discount rate was a decrease in the fair value of the common equity investment during the three and nine months ended September 30, 2022 of US$4.0 million. The resulting fair value of the total investment in PFGP at September 30, 2022 is US$96.7 million.

***SCR* – mining services in Eastern Canada**

- SCR's revenue and EBITDA have both decreased slightly through the first eight months of 2022 as compared to 2021, but have increased significantly in Q3 2022 as a result of the timing of large projects as compared to the prior year. A reduction to the expected cash flow sweep resulted in a decrease in the fair value of the preferred equity of $3.1 million in the nine months ended September 30, 2022. Although due to the recent improvements in results, there was an increase in the fair value during Q3 2022 of $1.3 million which partially offsets the reduction to the fair value of $4.4 million in Q2 2022. The resulting fair value at September 30, 2022 is $30.8 million.
- As a result of the improvement during Q3 2022 that SCR has seen to their financial results as compared to earlier in the year, their ECR has also improved and is now between the range of 1.5x and 2.0x.

***Sagamore* – specialty HVAC and plumbing services provider, serving broader New England area**

- Founded in 1991 by Joseph Harold, Sagamore offers a complete range of commercial plumbing, HVAC and facilities maintenance services to clients across all industries, with experienced teams and advanced capabilities to handle complex work for applications in health care, biotech, pharmaceutical and academic research. Sagamore operates in New England with a focus in the greater Boston region.
- Alaris contributed US$24.0 million into Sagamore in November 2022 consisting of US$20.0 million of preferred equity and US$4.0 million in exchange for a minority ownership of common equity. The contribution of preferred equity is in exchange for preferred Distributions at an annualized yield of 15%. The Sagamore distribution will reset +/- 6% annually based on the percentage change of gross revenue with the first reset commencing January 1, 2024.
- Based on Alaris' review of Sagamore's internal financial results for the most recent trailing twelve-month period in 2022, Sagamore would have an ECR between 1.5x and 2.0x.

***Stride Consulting* – IT consulting utilizing the agile methodology, based in New York City**

- During Q2 2022, Stride redeemed US$1.5 million of preferred units at par. The remaining preferred units as at September 30, 2022 have a cost basis of US$4.5 million with a current fair value of US$4.0 million.

***Unify Consulting* – IT consulting based in Washington State and California**

- Unify's revenue and EBITDA have both improved through the first eight months of 2022 as compared to 2021, which has resulted in Alaris expecting a positive reset to the preferred Distributions in 2023. This expectation for a positive reset has resulted in an increase in the fair value of US$0.4 million in the three and nine months ended September 30, 2022, resulting in a fair value of US$28.7 million.

PARTNER REDEMPTIONS

Kimco:

On April 1, 2022, Kimco redeemed all of Alaris' preferred equity investments and repaid all of the outstanding promissory notes. The gross proceeds received on the redemption and repayment totaled US$68.2 million, consisting of (i) US$44.7 million for the redemption of all of Alaris' preferred equity, (ii) the payment of US$13.7 million of previously deferred Distributions owed to Alaris from previous years and (iii) the repayment of US$9.8 million of promissory notes. In connection with the Kimco redemption, Alaris agreed to fund US$1.1 million of the total proceeds into an escrow account to cover potential indemnification obligations. Alaris' total return on its Kimco investment was US$52.1 million or 109% which represents an unlevered IRR [(6)] of over 13% during the eight-year partnership, excluding the escrowed proceeds. Alaris' total return was generated by collecting US$37.4 million of Distributions (including the US$13.7 million of deferred Distributions paid on redemption) and US$5.3 million in interest payments, along with a premium of US$9.4 million on the redemption of the preferred equity, which had a cost basis of US$34.2 million.

FNC

On October 1, 2022 FNC entered into a purchase and sale agreement with a third party pursuant to which FNC redeemed all of Alaris' outstanding common and preferred units which totaled US$40.0 million. The gross proceeds to Alaris of US$58.3 million consisted of (i) US$51.7 million for the redemption of all Alaris' preferred and common equity and (ii) US$5.2 million of Distribution owing up to the third anniversary date of the initial investment which was January 7, 2021. Alaris agreed to fund US$1.4 million of the total proceeds into an escrow account to cover potential indemnification obligations. Alaris' total return on its FNC investment will be US$29.9 million or 75% upon the receipt of the proceeds in escrow, which represents an unlevered IRR [(6] of approximately 42% consisting of an approximate 43% IRR for the preferred equity investment and 38% IRR for the common equity investment.

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2022 Alaris Equity Partners Inc. ("AEP"), the Trust's subsidiary, has a $450 million credit facility with a syndicate of Canadian chartered banks, which has a maturity date in September 2026 and is secured by a general security agreement on all of the Trust's assets. The interest rate is based on a combination of the CAD Prime Rate ("Prime"), Bankers' Acceptances ("BA"), US Base Rate ("USBR") and SOFR and the applicable spread determined by the Trust's covenants. AEP realized an annualized blended interest rate (inclusive of standby fees) of 4.9% for the nine months ended September 30, 2022.

At September 30, 2022, AEP had US$211.75 million and CA$5.0 million (total CA$294.9 million) drawn on its credit facility (December 31, 2021 – US$256.8 million or CA$328.2 million). The amount recorded in the Trust's statement of financial position of $291.9 million is reduced by the unamortized debt amendment and extension fees of $3.0 million. Subsequent to September 30, 2022, following FNC's redemption as well as through excess cash flow, Alaris made a US$66.0 million repayment on the outstanding facility partially offset by a draw for the investment in Sagamore. Following this repayment, the total drawn is approximately $231 million, with $219 million of available capacity based on covenants and credit terms.

During the three months ended September 30, 2022, Alaris completed an amendment to its credit facility with its senior lenders. The amendment increased the base of the credit facility from $400 million to $450 million and included the addition of an eighth bank to the syndicate. The amendment also extended the facility maturity from November 2023 to September 2026 and increased the minimum tangible net worth covenant from $450 million to $550 million.

During Q1 2022, the Trust issued senior unsecured debentures ("Debentures"). The Debentures have a face value of $65.0 million, annual interest rate of 6.25% payable semi-annually and maturity date of March 31, 2027. The Debentures will not be redeemable by the Trust before March 31, 2025 (the "First Call Date"). On and after the First Call Date and prior to March 31, 2026, the Debentures will be redeemable, in whole or in part at the Trust's option at a redemption price equal to 103.125% of the principal amount of the Debentures redeemed plus accrued and unpaid interest, if any. On and after March 31, 2026 and prior to the Maturity Date, the Debentures will be redeemable, in whole or in part at the Trust's option at par plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. The Trust has the option to satisfy its obligations to repay the principal amount of and premium (if any) on the Debentures due at redemption or on maturity by issuing and delivering that number of freely tradeable trust units of the Trust to Debenture holders.

In 2019, Alaris issued convertible debentures. The hybrid instrument has a face value of $100.0 million, annual interest rate of 5.5% payable semi-annually and maturity of five years from the issue date. The debentures are convertible at the holder's option at any time prior to the close of business on the earlier of the business day immediately preceding the maturity date of June 30, 2024 and the date specified by Alaris for redemption of the debentures into fully paid and non-assessable units of Alaris at a conversion price of $24.25 per unit, being a conversion rate of approximately 41.2371 units for each $1,000 principal amount of debentures.

Holders of debentures are advised that conversions of debentures into units pursuant to the terms of the debenture indenture dated June 11, 2019 will be processed up until the date that is five business days prior to each upcoming interest payment.

Alaris declared a quarterly distribution in September 2022 of $0.33 per unit (2021 - $0.33 per unit), totalling $14.9 million in aggregate (2021 - $14.9 million). The total distributions declared during the nine months ended September 30, 2022 were $0.99 per unit and $44.8 million in aggregate (2021 - $0.95 per unit and $42.8 million).

As disclosed in its consolidated financial statements for the year ended December 31, 2021, Alaris has exposure to credit risk, other price risk, liquidity risk, and market risk, including foreign exchange risk and interest rate risk.

NET WORKING CAPITAL

Alaris' Net Working Capital is a Non-GAAP financial measure and is defined as current assets less current liabilities, and as at September 30, 2022 and December 31, 2021 is set forth in the table below. The Trust uses this measure to assess the Trust's liquidity position. The Trust's method of calculating the Non-GAAP financial measure may differ from the methods used by other issuers. Therefore, it may not be comparable to similar measures presented by other issuers.

Net Working Capital	30-Sep-22	31-Dec-21
Cash	$ 26,390	$ 18,447
Foreign exchange contracts	-	71
Trade and other receivables	10,485	3,181
Income taxes receivable	25,807	28,991
Promissory notes and other assets	2,738	13,555
Total Current Assets	**$ 65,420**	**$ 64,245**
Accounts payable and accrued liabilities	9,095	8,214
Distributions payable	14,943	14,899
Derivative contracts	1,915	-
Office Lease	388	500
Income tax payable	251	740
Total Current Liabilities	**$ 26,592**	**$ 24,353**
Net Working Capital	**$ 38,828**	**$ 39,892**

Alaris had Net Working Capital of approximately $38.8 million at September 30, 2022, which does not include the $5.0 million of senior debt repaid in Q3 2022 and drawn for the distribution payment subsequent to September 30, 2022. Under the current terms of the various commitments, Alaris has the ability to meet all current obligations as they become due.

FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument to another entity. Upon initial recognition all financial instruments, including derivatives, are recognized on the balance sheet at fair value. Subsequent measurement is then based on the financial instruments being classified into one of two categories: amortized cost and fair value through profit or loss. Alaris has designated its financial instruments into the following categories applying the indicated measurement methods.

Financial Instrument	Measurement Method
Cash and cash equivalents	Amortized cost
Accounts receivables	Amortized cost
Promissory notes and other assets	Amortized cost
Investments	Fair Value or amortized cost
Accounts payable and accrued liabilities	Amortized cost
Loans and borrowings	Amortized cost
Convertible debenture	Amortized cost
Derivative contracts	Fair Value
Other long-term liabilities	Fair Value or amortized cost
Senior unsecured debenture	Amortized cost

Alaris will assess at each reporting period whether there is a financial asset carried at amortized cost that is impaired using the expected credit loss model. An impairment loss where applicable would be included in earnings.

Alaris holds derivative financial instruments to hedge its foreign currency exposure and variable interest rate exposure. Alaris purchases forward exchange rate contracts to match a portion of the quarterly distributions and expenses in Canadian dollars on a rolling 12-month basis and also for a portion of the expected distributions and expenses in Canadian dollars on a rolling 12 to 24 month basis. The fair value of the forward contracts is estimated at each reporting date and any unrealized gain or loss on the contracts is recognized in profit or loss. As at September 30, 2022, for the next twelve months, Alaris has total contracts to sell US$43.2 million forward at an average $1.2758 CAD. For the following twelve months, Alaris has total contracts to sell US$27.5 million forward at an average $1.3022 CAD.

Alaris has an interest rate swap that allows for a fixed interest rate of 0.35% instead of SOFR on US$25.0 million of debt and an additional interest rate swap that allows for a fixed interest rate of 0.74% instead of SOFR on US$50.0 million of debt, both with an expiry in June 2023. Alaris also has an interest rate swap on US$50.0 million of debt that allows for a fixed interest rate of 2.99% in place of SOFR that begins in July 2023 and that has an expiry date in July 2026.

Alaris has the following financial instruments that mature as follows:

30-Sep-22	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	$ 9,095	$ 9,095		$-	$-
Distributions payable	14,943	14,943	-	-	-
Derivative contracts	1,915	502	602	1,368	(557)
Office Lease	388	71	72	144	101
Other long-term liabilities	1,244	-	-	971	273
Convertible debenture	100,000	-	-	100,000	-
Senior unsecured debenture	65,000	-	-	-	65,000
Loans and borrowings	291,889	-	-	-	291,889
Total	$ 484,474	$ 24,611	$ 674	$ 102,483	$ 356,706

Alaris has sufficient cash on hand to settle all current accounts payable, accrued liabilities, distributions payable and all scheduled interest payments on the senior debt. In the event the senior debt is not renewed beyond the agreed upon extension and principal payments become due, the debt would be refinanced, or alternatively, management expects that there would be sufficient cash flow from operations and expected Partner redemptions to meet all required repayments.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for establishing and maintaining disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR") for the Trust.

DC&P are designed to provide reasonable assurance that material information relating to the Trust is made known to the CEO and CFO by others, particularly in the period in which the annual filings are being prepared, and that information required to be disclosed in documents filed with securities regulatory authorities is recorded, processed, summarized and reported within the time periods specified in securities legislation, and includes controls and procedures designed to ensure that such information is accumulated and communicated to the Trust's management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure. ICFR are designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Trust follows the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") 2013 framework.

Management, including the CEO and CFO, does not expect that the Trust's DC&P and ICFR will prevent or detect all misstatements or instances of fraud. The inherent limitations in all control systems are such that they can provide only reasonable, not absolute, assurance that all control issues, misstatements or instances of fraud, if any, within the Trust have been detected. There was no change to the Trust's ICFR that occurred during the most recent interim period that has materially affected, or is reasonably likely to materially affect, the Trust's ICFR.

SUMMARY OF CONTRACTUAL OBLIGATIONS

Alaris, through its subsidiaries, has an outstanding senior credit facility, convertible debentures and senior unsecured debentures, all of which are described under "Liquidity and Capital Resources", a commitment to fund PFGP an additional US$3.5 million with an exact timing of which unknown at this time and leases for office space.

Contractual Obligations	Total	< 1 year	1 – 3 years	4 – 5 years	> 5 years
Loans and borrowings	$ 291,889	$ -	$ -	$ 291,889	$ -
Convertible debenture	100,000	-	100,000	-	-
Senior unsecured debenture	65,000	-	-	65,000	-
Additional contribution to PFGP	4,792	4,792	-	-	-
Office lease	542	187	355	-	-
Total Contractual Obligations	$ 462,223	$ 4,979	$ 100,355	$ 356,889	$ -

As disclosed in Note 11 to the condensed consolidated interim financial statements for the three and nine months ended September 30, 2022, subsequent to the sale of Sandbox in Q1 2020, AEP received a complaint (the "Complaint") from the purchasers of Sandbox concerning its disputes arising out of the sale of the Sandbox assets, which alleges damages of approximately US$37.2 million. AEP and the Trust believe the claims within the Complaint are without merit and is vigorously defending the case. The Complaint has progressed to the discovery stage and AEP has filed a counterclaim against the purchasers of Sandbox. Based upon its knowledge of the facts of the pre-closing of Sandbox, the sale process and other advice obtained to date, no liability has been recorded in the financial statements.

CRITICAL ACCOUNTING ESTIMATES AND POLICIES

Management is required to make estimates when preparing the financial statements. Significant estimates include the valuation of investments at fair value, valuation of accounts receivable and promissory notes and income taxes. Refer to the consolidated financial statements for the year ended December 31, 2021.

SUMMARY OF QUARTERLY RESULTS

Amounts are in thousands except for income (loss) per unit:

In each period, an unrealized (non-cash) foreign exchange gain/loss has impacted earnings.

Quarterly Results Summary	Q3-22	Q2-22	Q1-22	Q4-21	Q3-21	Q2-21	Q1-21	Q4-20
Revenues	$ 42,870	$ 56,497	$ 39,564	$ 37,619	$ 42,878	$ 34,933	$ 32,234	$ 31,973
Earnings	30,141	38,626	27,405	$ 46,102	$ 46,178	$ 29,318	$ 22,646	$ 30,847
Basic earnings per unit	$ 0.67	$ 0.85	$ 0.61	$ 1.02	$ 1.03	$ 0.65	$ 0.56	$ 0.85
Diluted earnings per unit	$ 0.65	$ 0.81	$ 0.59	$ 0.97	$ 0.97	$ 0.63	$ 0.54	$ 0.80

In Q3 2022, Alaris earnings included total revenues of $42.9 million, the majority of this being earned through distribution revenue, of which the 90% of the distributions were earned on preferred units and 10% earned on common equity units. Distribution revenue in Q3 2022 was offset by a net loss on realized and unrealized fair value of investments of $7.1 million. In Q3 2022 Alaris realized higher operating costs mainly driven by legal and accounting due to incremental legal costs related to the Sandbox transaction. Higher operating costs were partially offset by the strengthening of the US Dollar, resulting in an unrealized gain of $14.0 million. In Q2 2022, Alaris' earnings included a total net realized and unrealized loss of $0.5 million. This consisted of a decrease in the fair value of GWM of US$10.8 million and a decrease in the fair value of SCR of $4.4 million, partially offset by increases in Amur of $6.2 million and Fleet of US$4.4 million, among other less significant increases and decreases. In Q1 2022, Alaris' earnings included an unrealized gain on investments of $10.0 million on the fair value of the Kimco investment as a result of the redemption of Kimco and the unrecognized premium.

In Q4 2021, Alaris' earnings included a total net unrealized gain on investments of $25.6 million, which largely consisted of increases to the fair values of PFGP of $8.6 million and of FNC of $6.1 million. In Q3 2021, Alaris' earnings included a total net unrealized gain on investments of $15.9 million, which largely consisted of an increase to the fair value of Kimco of $8.2 million. In Q2 2021, Alaris' earnings included a total net unrealized gain on investments of $16.2 million. This largely consisted of an unrealized gain of $8.9 million as part of the proceeds received in the ccComm redemption. In Q1 2021, Alaris' earnings included a total net unrealized gain on investments at fair value of $5.5 million. It also included the reversal of previously recorded credit losses related to the Kimco promissory notes and outstanding long-term accounts receivable. The total reversal of this prior impairment included in Q1 2021 was $4.0 million.

In Q4 2020, Alaris' earnings included a total net unrealized gain on investments at fair value of $23.2 million. It also included Q2 2020 Distributions from BCC that had previously been deferred as well as a one-time catch up payment in December from Kimco for the remainder of their 2020 contracted Distributions, as they didn't re-start paying Distributions in 2020 until Q3.

Diluted earnings per unit in prior periods have been recast to reflect the conversion feature of the convertible debenture.

OUTSTANDING UNITS

The Trust is authorized to issue an unlimited number of trust units. At September 30, 2022, the number of units issued and outstanding is 45,280,685.

During the nine months ended September 30, 2022, 131,299 units were issued on the vesting of RTUs and no options were granted, issued or exercised. There were 502,913 options that expired and 109,479 options that were forfeited.

At September 30, 2022, 354,963 RTUs and 371,627 options were outstanding under Alaris' long-term incentive compensation plans. The outstanding options have an exercise price of $20.60 and as of September 30, 2022, all 371,627 options outstanding were out of the money.

As at November 9, 2022, Alaris had 45,280,685 units outstanding.

INCOME TAXES

Beginning in 2015, the Trust began receiving notices of reassessment (the "Reassessments") from the Canada Revenue Agency (the "CRA") in respect of its 2009 through 2019 taxation years to deny the use of non-capital losses, accumulated scientific research and experimental development expenditures and investment tax credits. Pursuant to the Reassessments, the deduction of approximately $121.2 million of non-capital losses and scientific research and experimental development expenditures and utilization of $9.9 million in investment tax credits ("ITCs") by the Trust were denied, resulting in reassessed taxes and interest of approximately $61.0 million (2021 - $61.0 million).

Subsequent to filing the original notice of objection for the July 14, 2009 taxation year, Alaris received an additional proposal from the CRA proposing to apply the general anti avoidance rule to deny the use of these deductions. The proposal does not impact the Trust's previously disclosed assessment of the total potential tax liability (including interest) or the deposits required to be paid in order to dispute the CRA's reassessments.

At the time the relevant transactions were completed, the Trust received legal advice that it should be entitled to deduct the non-capital losses and claim ITCs. Based on ongoing discussions with its legal counsel, the Trust remains of the opinion that all tax filings to date were filed correctly and that it will be successful in appealing such Reassessments. The Trust intends to continue to vigorously defend its tax filing position. In order to do that, the Trust was required to pay 50% of the reassessed amounts as a deposit to the Canada Revenue Agency and to the Alberta Treasury for the amounts reassessed for the 2013 taxation year and onwards. The Trust has paid a total of $25.0 million (2021 - $25.0 million) in deposits to the CRA and Alberta Treasury relating to the Reassessments to date. These deposits have been recorded on the statement of financial position.

Should the Trust be unsuccessful, it will be required to pay the remaining reassessed taxes and interest and will not recover the $25.0 million in deposits paid to September 30, 2022.

Alaris has entered into insurance contracts to mitigate the risk presented by the above-noted matter, although there can be no assurance that all the amounts for which Alaris may ultimately be liable will be fully covered. The premiums in respect of the insurance contracts are fully paid and will be amortized on a straight-line basis over the term of the insurance contracts.

Certain information contained herein may be considered to be future oriented financial information or financial outlook under applicable securities laws, including statements regarding expected revenues (annually and quarterly) and anticipated expenses. The purpose of providing such information in this MD&A is to demonstrate the visibility Alaris has with respect to its revenue streams, and such statements are subject to the risks and assumptions identified for the business in this MD&A, and readers are cautioned that the information may not be appropriate for other purposes. See also “Forward Looking Statements” below.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information and forward-looking statements (collectively, “forward-looking statements”) under applicable securities laws, including any applicable “safe harbor” provisions. Statements other than statements of historical fact contained in this MD&A may be forward looking statements, including, without limitation: management’s expectations, intentions and beliefs concerning the growth, results of operations, performance of the Trust and the Partners, the future financial position or results of the Trust, business strategy and plans and objectives of or involving the Trust or the Partners. Many of these statements can be identified by looking for words such as "believe", "expects", "will", "intends", "projects", "anticipates", "estimates", "continues" or similar words or the negative thereof. In particular, this MD&A contains forward-looking statements regarding: the anticipated financial and operating performance of the Partners, including resets on Distributions; the ECR for the Partners; net cash from operating activities; the Trust’s Run Rate Payout Ratio, Run Rate Cash Flow and Run Rate Revenue; the impact of new investments and follow-on investments; the Trust’s consolidated expenses; expectations regarding receipt (and amount of) any common equity distributions or dividends from Partners in which Alaris holds common equity, including the impact on the Trust’s net cash from operating activities, Run Rate Revenue, Run Rate Cash Flow and Run Rate Payout Ratio; the use of proceeds from the senior credit facility; the CRA proceedings (including the expected timing and financial impact thereof); potential Partner redemptions, including the timing, if at all, thereof and the amounts to be received by the Trust; Q4 2022 and annual 2022 revenue; the Trust’s expenses for Q4 2022 and annually; annualized net cash from operating activities; changes in Distributions from Partners; the proposed resolutions to any outstanding issues with certain Partners; the timing for collection of deferred or unpaid Distributions; impact of new investment structures; impact of new deployment; impact of changes to the U.S./Canadian dollar exchange rate; and Alaris’ ability to deploy capital to and attract new private businesses to invest in. To the extent that any forward-looking statements herein constitute a financial outlook or future oriented financial information (collectively, “**FOFI**”), including estimates regarding revenues, expenses, distributions to be paid, the impact of capital deployment and changes in Distributions from Partners (including expected resets, restarting full or partial Distributions and common equity distributions), Run Rate Payout Ratio, Run Rate Revenue, Run Rate Cash Flow and net cash from operating activities, they were approved by management as of the date hereof and have been included to assist readers in understanding management’s current expectations regarding Alaris’ financial performance and are subject to the same risks and assumptions disclosed herein. There can be no assurance that the plans, intentions or expectations upon which these forward-looking statements are based will occur. Forward-looking statements are subject to risks, uncertainties and assumptions and should not be read as guarantees or assurances of future performance. Readers are cautioned that the assumptions used in the preparation of forward-looking statements, including FOFI, although considered reasonable at the time of preparation, based on information in Alaris’ possession as of the date hereof, may prove to be imprecise. In addition, there are a number of factors that could cause Alaris’ actual results, performance or achievement to differ materially from those expressed in, or implied by, forward looking statements and FOFI, or if any of them do so occur, what benefits the Trust will derive therefrom. As such, undue reliance should not be placed on any forward-looking statements, including FOFI.

By their nature, forward-looking statements require Alaris to make assumptions and are subject to inherent risks and uncertainties. Assumptions about the performance of the Canadian and U.S. economies over the next 24 months and how that will affect Alaris’ business and that of its Partners (including, without limitation, any ongoing impact of the COVID-19 and global economic and political factors) are material factors considered by Alaris management when setting the outlook for Alaris. Key assumptions include, but are not limited to, assumptions that: the Canadian and U.S. economies will continue to stabilize from economic downturn created by COVID-19, the Russia/Ukraine conflict and global supply chain issues and will not be detrimentally impacted over the next twelve months; interest rates will not rise in a material way from market expectations over the next 12 months, that those Partners previously affected by COVID-19 will not see a detrimental impact from COVID-19 over the next 12 months; that those Partners detrimentally affected by COVID-19 and global economic factors (including the Russia/Ukraine conflict and global supply chain issues) will recover and return to their pre-pandemic operating environments; the businesses of the majority of the Partners will continue to grow; more private companies will require access to alternative sources of capital; the businesses of new Partners and those of existing partners will perform in line with Alaris’ expectations and diligence; and that Alaris will have the ability to raise required equity and/or debt financing on acceptable terms. Management of Alaris has also assumed that that the Canadian and U.S. dollar trading pair will remain in a range of approximately plus or minus 15% of the current rate over the next 6 months. In determining expectations for economic growth, management of Alaris primarily considers historical economic data provided by the Canadian and U.S. governments and their agencies as well as prevailing economic conditions at the time of such determinations.

Some of the factors that could affect future results and could cause results to differ materially from those expressed in the forward looking statements contained herein include risks relating to: the ongoing impact of the COVID-19 pandemic on the Trust and the Partners (including, without limitation how many Partners will experience a slowdown of their business and the length of time of such slowdown); the dependence of the Trust on the Partners; risks relating to the Partners and their businesses; reliance on key personnel; general economic conditions, including any ongoing impact of COVID-19, the Russia/Ukraine conflict, global supply chain issues or inflationary measures on the Canadian, U.S. and global economies; failure to complete or realize the anticipated benefits of transactions or additional investment structures, including asset management or increased common equity ownership; limited diversification of Alaris' transactions; management of future growth; availability of future financing; inability to close new partner contributions in a timely fashion on anticipated terms, or at all; competition; government regulation; leverage and restrictive covenants under credit facilities; the ability of the Partners to terminate (by way of a redemption) the various agreements with Alaris or a material portion of Alaris investment; an inability to redeploy any redemption proceeds in a timely fashion or at all; a failure to collect proceeds on a redemption in line with expectations or at all; unpredictability and potential volatility of the trading price of the Trust's units; fluctuations in the amount of cash distributions; income tax related risks; ability to recover from the Partners for defaults under the various agreements with Alaris; potential conflicts of interest; dilution; changes in the financial markets; risks associated with the Partners and their respective businesses; a change in the ability of the Partners to continue to pay Alaris at expected Distribution levels or restart Distributions (in full or in part); a failure to collect material deferred Distributions; a material change in the operations of a Partner or the industries in which they operate; a failure to realize the benefits of any concessions or relief measures provided by Alaris to any Partner or to successfully execute an exit strategy for a partner where desired; a failure to obtain by the Trust or the Partners required regulatory approvals on a timely basis or at all; changes in legislation and regulations and the interpretations thereof; litigation risk associated with the CRA's reassessment and the Trust's challenge thereof; and material adjustments to the unaudited internal financial reports provided to Alaris by the Partners. The information contained in this MD&A, identifies additional factors that could affect the operating results and performance of the Trust. Without limitation of the foregoing assumptions and risk factors, the forward looking statements in this MD&A regarding the revenues anticipated to be received from the Partners and the Trust's general and administrative expenses are based on a number of assumptions including no adverse developments in the business and affairs of the Partners that would impair their ability to fulfill their payment obligations to the Trust and no material changes to the business of the Trust or current economic conditions that would result in an increase in general and administrative expenses.

The Trust has included the forward-looking statements and FOFI in order to provide readers with a more complete perspective on Alaris' future operations and such information may not be appropriate for other purposes. The forward-looking statements, including FOFI, contained herein are expressly qualified in their entirety by this cautionary statement. Alaris disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

The forward-looking statements contained herein are expressly qualified in their entirety by this cautionary statement. The forward-looking statements included in this MD&A are made as of the date of this MD&A and Alaris does not undertake or assume any obligation to update or revise such statements to reflect new events or circumstances except as expressly required by applicable securities legislation.

ADDITIONAL INFORMATION

Additional information relating to Alaris, including Alaris' Annual Information Form, is on available on SEDAR at www.sedar.com or under the "Investors" section of Alaris' website at www.alarisequitypartners.com.