HGC INVESTMENT MANAGEMENT INC.

The HGC Merger Arbitrage Fund

Extremely Focused. Uniquely Disciplined.

June 2018

HGC Investment Management

About HGC Investment Management

- HGC Investment Management Inc. ("HGC") is an employee-owned, alternative asset management firm based in Toronto. The firm specializes in low volatility, highly liquid, event-driven mandates. HGC manages the HGC Arbitrage Fund LP which focuses on merger arbitrage. The firms primary goal is to generate market-independent, absolute returns over the long-term.
- HGC is registered with the Ontario Securities Commission as a portfolio manager, exempt market dealer and investment manager.

Principals

David Heden – CEO

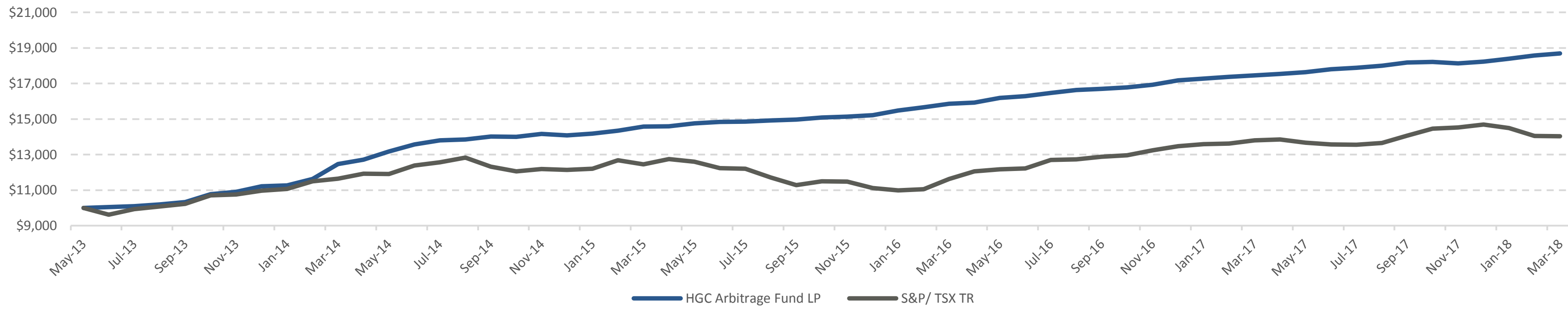
- 13 years experience at K2 Investment Management Inc (“K2”). Made partner in January 2000 and left in December 2012 as one of two Managing Partners
- Significant expertise in Merger Arbitrage - Participated in thousands of merger arb and spin-offs with a primary focus in the energy sector
- Additional investment experience includes mezz lending, distressed & activist investing – participated in many activist situations and led several proxy contests

Sean Kallir – Portfolio Manager

- Sean began his investment career in 2011 as a merger arbitrage and special situations Analyst at a Toronto-based hedge fund.
- With over 6 years of experience Sean has been involved in hundreds of merger arb positions, and has become well versed in nuances of special situations.
- Sean holds an Honors BA in Economics from the University of Western Ontario.

Performance

HGC vs. TSX Total Return – Growth of $10,000



Inception Date: June 12, 2013 – Net of all fees

	YEAR	JAN	FEB	MAR	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC	YTD *	INCEP**
HGC LP++	2018	0.90%	0.96%	0.67%	0.50%	0.57%								**3.66%**	**88.93%**
HGC LP++	2017	0.56%	0.51%	0.46%	0.51%	0.61%	0.88%	0.49%	0.60%	1.07%	0.12%	-0.42%	0.54%	**6.09%**	
HGC LP++	2016	1.67%	1.19%	1.32%	0.43%	1.56%	0.64%	1.13%	0.96%	0.46%	0.46%	0.88%	1.50%	**12.90%**	
HGC LP++	2015	0.71%	1.14%	1.59%	0.09%	1.14%	0.58%	0.11%	0.47%	0.28%	0.79%	0.26%	0.61%	**8.03%**	
HGC LP	2014	0.54%	3.19%	7.14%	1.97%	3.68%	2.95%	1.75%	0.30%	1.28%	-0.11%	1.19%	-0.59%	**25.66%**	
HGC LP	2013						0.52%	0.39%	1.09%	1.23%	4.29%	1.19%	2.86%	**12.10%**	
HFRI****	2018	1.05%	0.17%	-1.05%	-0.12%	1.33%								**1.37%**	**18.51%**
TSX ***	2018	-1.39%	-3.02%	-0.16%	1.82%	3.12%								**0.25%**	**47.28%**

* Performance returns for 2013-2014 are of the lead series of Class A units
++ 2015 - 2017 Performance returns are of the lead series of Class F units
+++ Month Estimate
** Inception June 12, 2013
*** S&P/TSX Comp Total Return Index - The TSX Total Return Index is a widely-known equity index of Canadian large-cap companies. Investing in US and Canadian equities long and short is the primary strategy for HGC as part of the merger arbitrage strategy but HGC does not invest in all or necessarily any of the securities that compose the market indexes. Reference to the indexes does not imply that HGC will achieve returns similar to the indexes.”
**** Hedge Fund Research Inc. : Merger Arbitrage Index - Performance is subject to minor variances due to independent Manager trailing reporting
+ Please see disclaimer at end of presentation for further information on performance.

Why Merger Arbitrage Today?

Wealth Preservation:

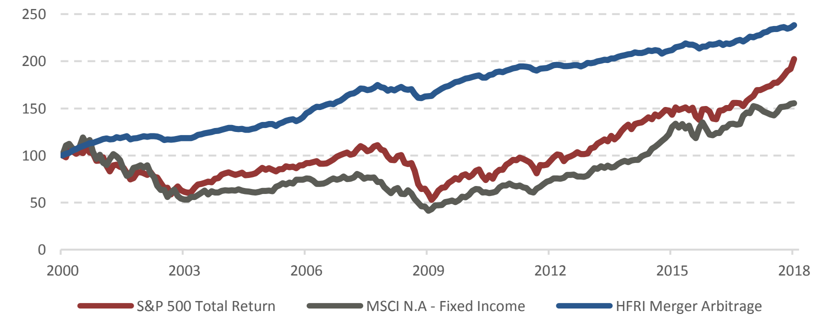
- Merger arb out performs in periods of draw down

Bull vs. Bear Market Annualized Returns	HFRI Merger Arb	S&P 500	MSCI N.A
Bear 1: Aug 00 - Sep 02	2%	-25%	-22%
Bull 1: Sep 02 - Oct 07	8%	16%	-2.9%
Bear 2: Oct 07 - Feb 09	-5%	-41%	-20%
Bull 2: Feb 09 - Nov 15	5%	24%	35%

Source: Bloomberg

Return Diversification:

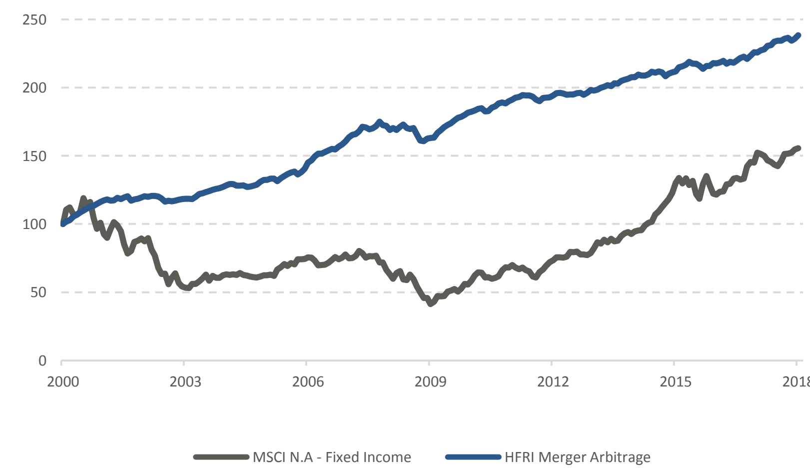
- Low correlation to the S&P 500
- Low volatility



Source: Bloomberg

An Alternative to Fixed Income:

- Returns on deals are priced at a premium over short-term rates
- Returns are in the form of capital gains making merger arbitrage more tax efficient
- Returns are not inversely correlated to interest rates



HGC INVESTMENT MANAGEMENT INC.

Source: Bloomberg
*** Individuals should seek own idependant tax advice*

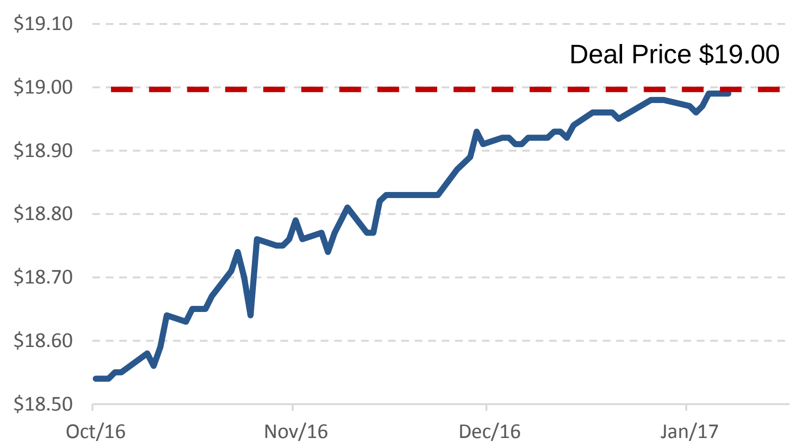
Traditional Merger Arbitrage

Case Study: DirectCash Payments Inc. Acquisition by Cardtronics plc

- On October 3rd it was announced that Cardtronics plc (CATM US) agreed to buy DirectCash Payments Inc. (DCI CN) for $600 Million, $19 a share in cash
- HGC spoke directly to DirectCash Payments management about the strategic rational of the deal, performed downside risk analysis, and conducted due diligence on the transaction
- The deal closed on January 10th 2017, resulting in a 2.4% nominal return which equated to a 8.5% annualized return

Deal Announcement:

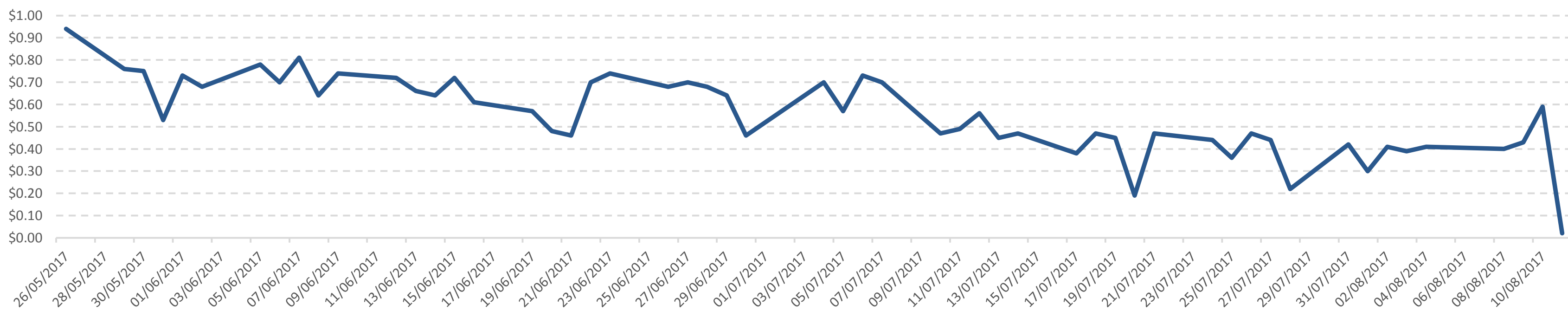
Closing of the Spread:



Subscription Receipts

Case Study: Laurentian Bank Subscription Receipts

Subscription Receipt *vs* Common - Spread

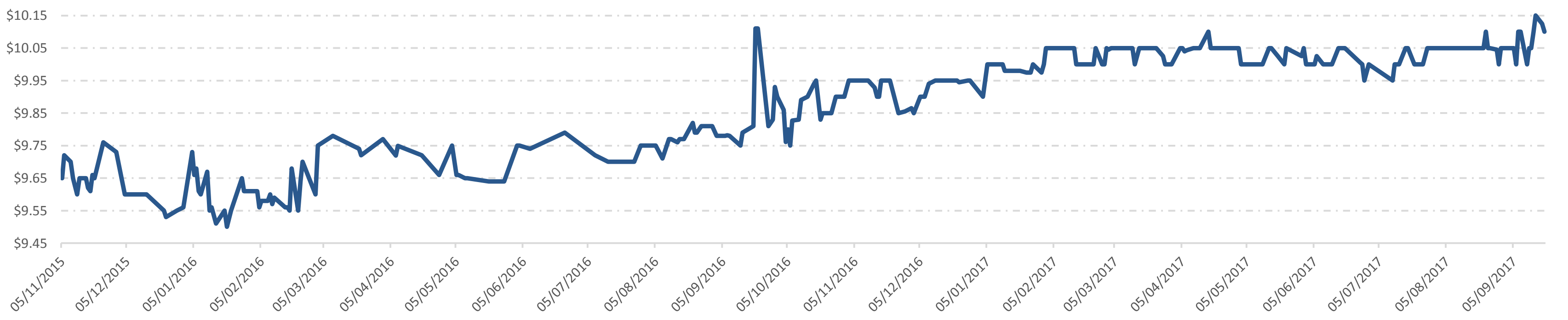


Overview

- On May 18, 2017 The Laurentian Bank of Canada (LB) announced it had entered into a definitive agreement to acquire Northpoint Commercial Finance, A Leading North American Inventory Finance Lender.
- In conjunction with the announcement LB announced a $201M dollar offering of subscription receipts to finance the acquisition. The subscription receipts were priced at $51.70 per receipt.
- Upon the May 26th listing, HGC was able to buy the subscription receipts at an average price of $51.75 while simultaneously shorting LB common shares at approx. $52.25 to capture a 50c spread.
- HGC maintained regular contact with the company throughout the deal, understanding the strategic rational and remaining conditions to close.
- The deal closed on August 14th, resulting in a 0.97% nominal spread which equated to a 4.60% annualized return.

Special Purpose Acquisition Corp.

Case Study: Double Eagle Acquisition Corp.



Overview

- On September 16, 2015 Double Eagle Acquisition Corp. (EAGL) announced the completion of a $500 Million dollar IPO, Issuing units consisting of one share and 1/2 warrant, priced at $10.00.
- HGC began building a position in the common shares in late October 2016, accumulating shares between $9.75 and $9.90.
- EAGL had until September 2017 to bring shareholders a deal, to which holders have the right to either vote FOR, or the right to redeem their shares for cash ($10.00 plus accumulated interest).
- This structure essentially provides us with a free option with a base case return of 2-3% annualized with optionality to be much higher on an attractive acquisition.
- On August 21, 2017 EAGL announced their qualifying transaction to combine with Williams Scotsman International, Inc. Williams Scotsman is a specialty rental services company providing modular space and portable storage solutions across North America.

Why HGC Outperforms

Canadian Exposure and Expertise:

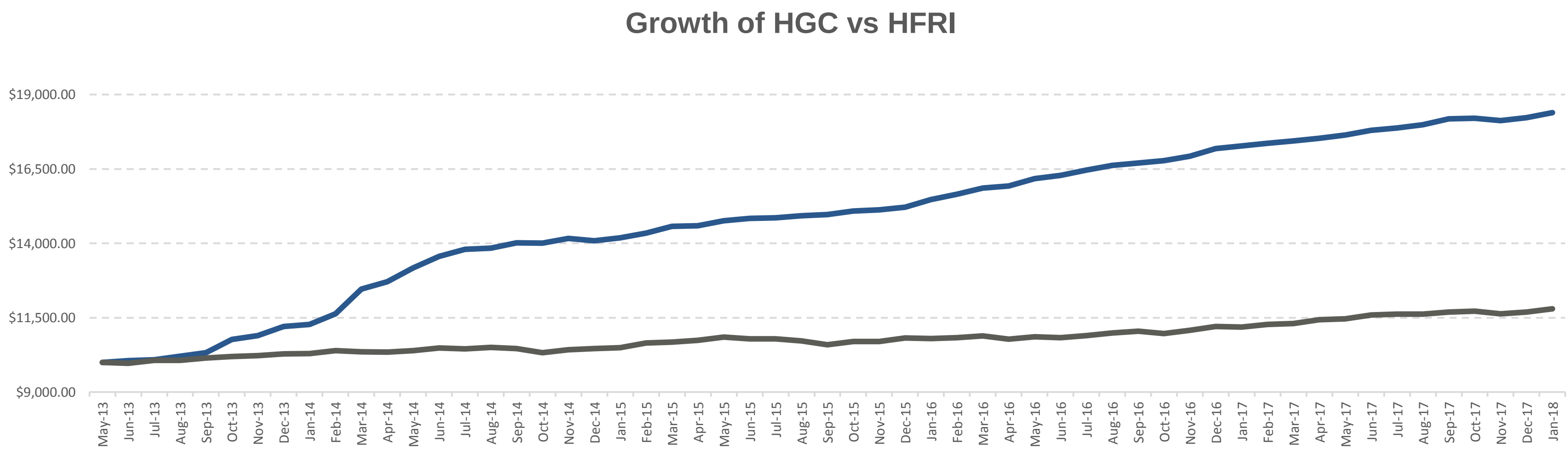
- Historically 35-50% of our portfolio is Canadian
- Spreads are less followed with returns 200 – 400 bps wider

Responsible Risk Metrics to Reduce Volatility:

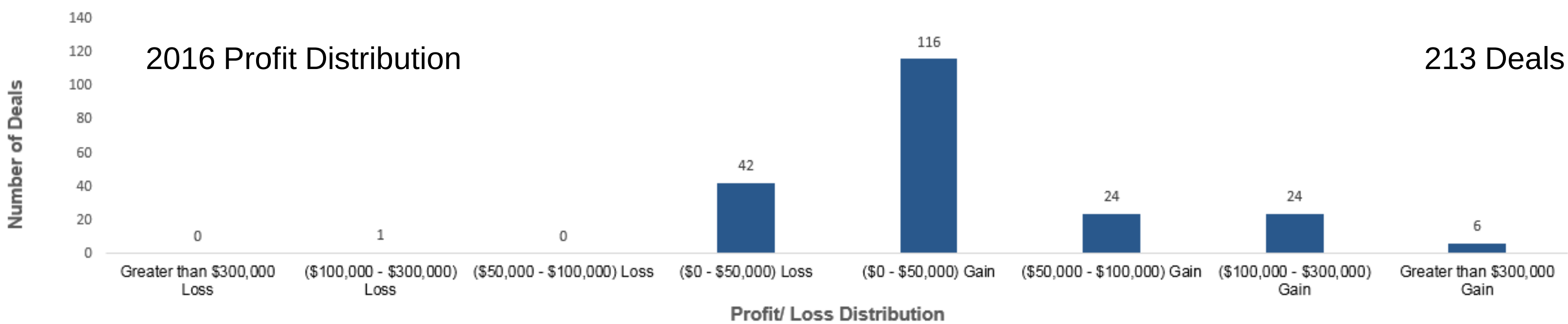
- Liquidity (under 1 days volume for 80% of portfolio)
- Downside (max 2.5%)
- Leverage (averages 60%)
- Merger Arbitrage Duration (30-60 days)
- 80% Definitive deals – No “pre-arbing”

Participation in Oversubscribed Financings and IPO’s

- Short term trading event to enhance returns



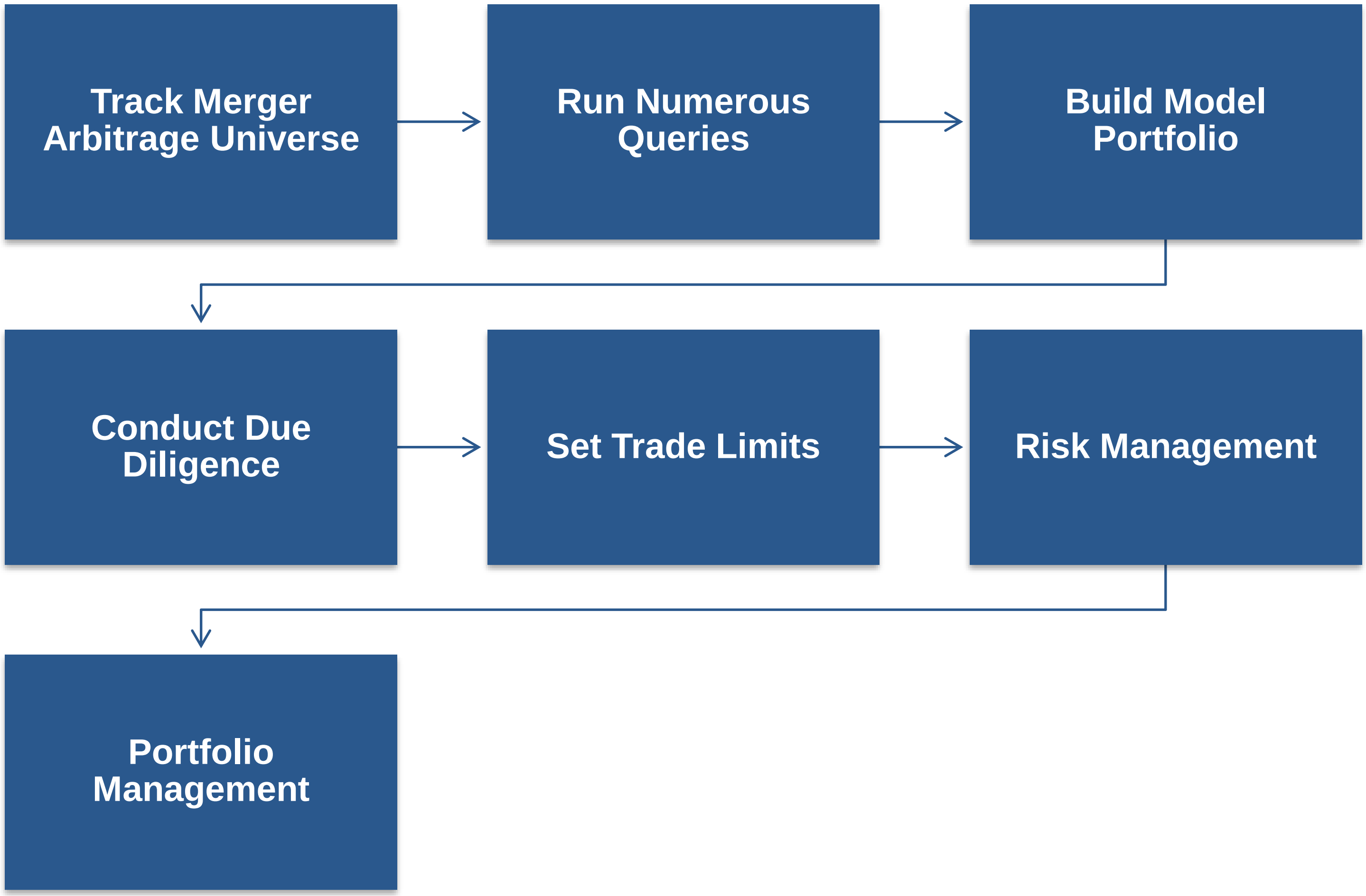
2015/2016 Profit Distribution By Deal



Normalized Return Profile

- Controlled losses
- 2015 - 79% of Deals profitable
- 2016 - 80% of Deals profitable

Our Investment Process



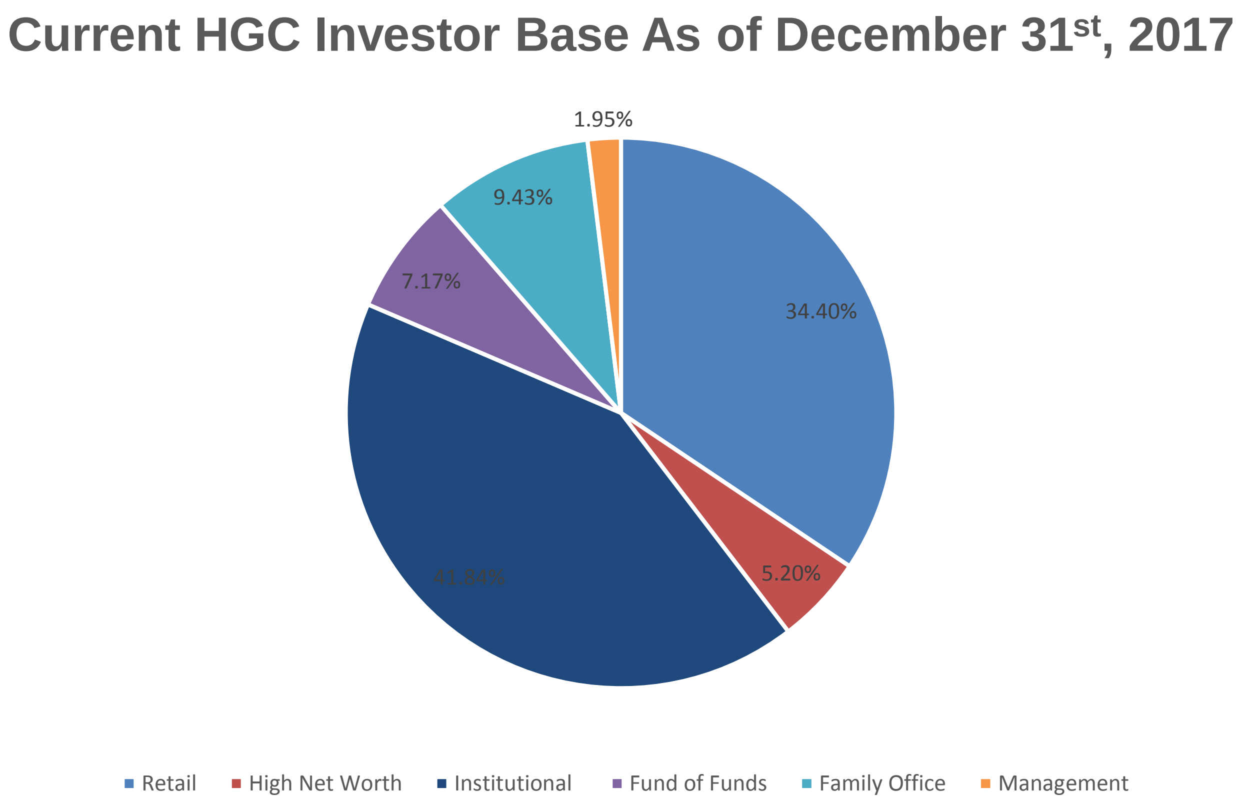
Our Investment Universe

Deal Classification	Deals Per Class	Universe (Average) Duration	Universe (Average) Annualized Return	Country Deal Count Canada	Country Deal Count United States
LBO	19	35	12.22%	1	18
Strategic Tender	41	66	8.44%	8	33
Hostile Bid	0	0	0.00%	0	0
Strategic Stock Combination	58	71	12.68%	11	47
SPAC	20	228	3.21%	5	15
LOI	18	-	-	1	17
Subreceipts & Installment	7	64	15.01%	7	0
Pair	0	-	-	0	0
Share Class Pair	29	-	-	7	22
Total Number of Deals Tracked	192			40	152

Country Metrics		
Country	Duration	Average Return
Canada	50.98	16.95%
United States	71.55	14.92%

Industry Analysis		
Industry	Count	Duration
Basic Materials	25	42.03
Communications	16	29.77
Consumer, Cyclical	18	40.89
Consumer, Non-cyclical	17	30.55
Diversified	10	228.95
Energy	21	37.71
Financial	38	121.50
Industrial	17	31.11
Technology	22	28.25
Utilities	7	74.85

Investor Base



OM Details

OM provides for strict limits:

- 15% Concentration limit per security
- 100% Maximum Debt/Equity
  - We report leverage to investors monthly
- 20% Financing Conditions
  - There cannot be more than a total of 20% net asset exposure to M&A transactions with financing conditions

Other OM highlights:

- Perpetual High Water Mark
- 15 days redemption notice period
- Portfolio viewing option

FundSERV:

- Available in both A Class (Trailer) and F Class Units
- 25k minimum per accredited account

Appendix

Fund Details

Inception Date:	June, 2013
Minimum Subscription:	$100,000 (Direct)
	$25,000 (FundSERV)
Base Currency:	CAD
Management Fee:	2%
Profit Allocation:	20%
High Watermark:	Perpetual
Subscriptions:	Monthly
Redemptions:	15 Day Notice
Prime Broker:	CIBC/BMO
Auditor:	KPMG LLP
Fund Administrator:	Apex
Legal Advisors:	BLG

Team

Donald K. Charter – Chairman of the Board

- Don is an experienced business executive having been successful in a number of executive leadership roles in a variety of businesses. Don is currently an active corporate director serving on four public company boards: IAMGold, Lundin Mining, Dundee REIT and Adriana.
- He began his career in Toronto where he built a successful commercial and M&A business law practice, becoming a partner in a national law firm. Mr. Charter joined the Dundee group of companies in 1996 as an Executive Vice President with a number of capital markets related responsibilities. He became the founding Chairman and CEO of the Dundee Securities group of companies in 1998 while remaining EVP of Dundee Corp and Dundee Wealth Management, and oversaw its growth from a start up to a major independent full service financial services company with $28 billion of assets under administration, a national advisor group with over 2,500 financial advisors, a full intuitional business, an insurance MGA, a mortgage broker and a Canadian chartered bank.

David Heden – CEO

- 13 years experience at K2 Investment Management Inc (“K2”). Made partner in January 2000 and left in December 2012 as one of two Managing Partner
- Significant expertise in Merger Arbitrage - Participated in thousands of merger arb and spin-offs with a primary focus in the energy sector
- Additional investment experience includes mezz lending, distressed & activist investing – participated in many activist situations and led several proxy contests
- Built an energy investment group within K2 and opened offices in Calgary
- Has served on several public and private company boards

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Sean Kallir, CIM – Portfolio Manager

- Sean began his investment career in 2011 as a merger arbitrage and special situations Analyst at a Toronto-based hedge fund. With over 6 years of experience Sean has been involved in hundreds of merger arb positions, and has become well versed in nuances of special situations. Sean holds an Honors BA in Economics from the University of Western Ontario.

Brett Lindros – Executive Vice President

- In the role of Executive Vice President, Brett manages the business aspects of HGC including internal finance and service providers such as fund administration, legal and audit. Brett brings 20 years of investing experience in Canadian Hedge Funds and 7 years of experience in Operations and Marketing.

Chris Callahan, CFA – Analyst

- Prior to joining HGC, Chris worked as an Institutional Equity Sales Associate at a Canadian brokerage. Chris received a Bachelor of Arts (Honours) in Applied Economics from Queen's University and is a CFA Charterholder.

Stuart Grant – Chief Compliance Officer

- Prior to joining HGC, Stuart was the Canadian Chief Compliance Officer of an international electronic broker dealer. Previous to that, he worked in risk and compliance for two Canadian prime brokers. He has over 10 year of finance experience in both Canada and the UK. Stuart received a Bachelor of Business Administration from Belmont University and is currently working towards a Master of Science in Finance from Boston University.

Contact

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Disclaimer

This is for information only and is not an offer or solicitation to sell units of the fund. Complete information relating to this fund, including risk factors, is contained in the Confidential Offering Memorandum. The returns of this fund are not guaranteed, its value change frequently and past performance may not be repeated. Please see “Risk Factors” in the Confidential Offering Memorandum for more details. The information on this presentation is for information purposes only and is not intended to provide legal, accounting, tax, specific investment or financial advice and should not be relied on in that regard. The information in this presentation is subject to change, as such, only the most recent Confidential Offering Memorandum should be relied upon for information on the fund. + The HGC Arbitrage Fund LP was managed by Radiant Investment Management Ltd. from June 12, 2013 to December 31, 2013 and by HGC Investment Management Ltd. thereafter. The fund’s investment strategy has remained the same since inception. The HFRI ED: Merger Arbitrage Index is an event-driven benchmark index of US Dollar merger arbitrage positions published monthly by Hedge Fund Research Inc. The fund will have a high percentage of its assets in merger arbitrage positions, and thus the HFRI ED: Merger Arbitrage Index is a relevant index for comparing risk and return in the Fund. Note that the fund may also have smaller positions in shorts, financing arbitrage, stubs, spin-offs, hostile takeovers and/or letters of intent.