ALARIS

EQUITY PARTNERS INCOME TRUST

MANAGEMENT DISCUSSION AND ANALYSIS

For the three months ended March 31, 2022

This management's discussion and analysis ("**MD&A**") is dated May 5, 2022 and should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three months ended March 31, 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**"), Falcon Master Holdings LLC, dba FNC Title Service ("**FNC**"), Brown & Settle Investments, LLC and a subsidiary thereof (collectively, "**Brown & Settle**"), 3E, LLC ("**3E**") and Vehicle Leasing Holdings, LLC, dba D&M Leasing ("**D&M**"). Former partner company names are referred to as follows: Kimco Holdings, LLC ("**Kimco**"), Federal Resources Supply Company and its subsidiaries ("**FED**" or "**Federal Resources**"), ccCommunications LLC ("**ccComm**"), M-Rhino Holdings LLC, dba Providence Industries ("**Providence**") 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 sixteen employees.

RESULTS OF OPERATIONS

Below is a summary of the Trust's Revenue, EBITDA [(1)], cash from operating, prior to changes in working capital, Trust distributions declared and basic 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 months ended March 31, 2022 and 2021. Total Revenue, EBITDA [(1)], cash from operating, 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 months ended March 31, 2022 and 2021.

	Three months ended March 31		
	2022	**2021**	**% Change**
Revenue per unit	$ 0.88	$ 0.79	+11.4%
EBITDA per unit	$ 0.91	$ 0.84	+8.3%
Cash from operating, prior to changes in working capital per unit	$ 0.78	$ 0.62	+25.8%
Distributions declared per unit	$ 0.33	$ 0.31	+6.5%
Basic earnings per unit	$ 0.61	$ 0.56	+8.9%
Fully diluted earnings per unit	$ 0.59	$ 0.54	+9.3%
Weighted average basic units (000's)	45,161	40,803	

Revenue

	Three months ended March 31		
$ thousands except per unit amounts	**2022**	**2021**	**% Change**
Revenues	$ 39,564	$ 32,234	+22.7%
Revenue per unit	$ 0.88	$ 0.79	+11.4%

For the three months ended March 31, 2022, revenue per unit increased by 11.4% compared to the same period in 2021 primarily as a result of new investments during 2021 in FNC, Brown & Settle, 3E and D&M. There were also incremental Distributions from current Partners as a result of follow-on investments to BCC and Fleet, as well as full Distributions from PFGP in Q1 2022 as they were paying partial Distributions in Q1 2021 as a result of the impact of COVID-19. The overall positive reset of approximately 2.4% also contributed to the increase in revenue per unit. These were partially offset by the redemption of FED in Q4 2021.

Refer to the below table for Distributions from each of the Alaris Partners for the three months ended March 31, 2022 and 2021.

(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.

Partner Revenue ($ thousands)	Three months ended March 31, 2022	2021	% Change	Comment
BCC	$ 4,678	$ 2,850	+64.1%	Follow-on in Dec-21 & Mar-22, reset +6% in Jan-22
PFGP	3,872	1,267	+205.6%	Partial Distributions in Q1-21, reset +5% in Jan-22
DNT	3,491	3,448	+1.2%	Reset +6% in Jan-22, FX impact
D&M	2,972	-	+100.0%	Contribution closed in Jun-21
GWM	2,872	3,846	-25.3%	Partial preferred redemption in Dec-21
Brown & Settle	2,801	1,308	+114.1%	Contribution closed in Feb-21, reset +6% in Jan-22
Accscient	2,281	1,981	+15.1%	Follow-on in Feb-21, reset +5% in Jan-22
3E	1,797	404	+344.8%	Contribution closed in Feb-21, follow-on in Nov-21
LMS	1,784	2,116	-15.7%	Negative 18% reset Jan-22, FX impact
Amur	1,620	1,522	+6.5%	Reset +6% in Jan-22, FX impact
Kimco	1,526	1,486	+2.7%	Reset +1.5% in Jan-22, FX impact
FNC	1,526	1,318	+15.8%	Contribution closed in Jan-21, reset +7% in Jan-22
Edgewater	1,274	1,354	-5.9%	Reset -6% in Jan-22, FX impact
Fleet	1,213	498	+143.6%	Follow-on in Dec-21
Unify	1,135	1,081	+5.0%	Positive 5% reset Jan-22, FX impact
SCR	1,050	1,050	+0.0%	No change in annual contracted Distributions
Heritage	752	747	+0.7%	Positive reset in Jan-22, FX impact
Carey Electric	643	767	-16.2%	Partial redemptions in May-21 and Jan-22
Stride	240	266	-9.8%	Negative 6% reset in Jan-22, FX impact
FED	-	3,518	-100.0%	Redemption in Oct-21
Distributions - Pref / Debt	**$ 37,527**	**$ 30,827**	**+21.7%**	
Common Equity Distributions	1,365	383	+256.4%	Common dividends from FNC, Amur and D&M in Q1-22
Total Distributions	**$ 38,892**	**$ 31,210**	**+24.6%**	
Interest	321	572	-43.9%	Kimco and LMS repayments in 2021
Realized FX Gain	351	452	-22.3%	FX contracts at more favorable rates to spot in Q1-21
Total Revenue	**$ 39,564**	**$ 32,234**	**+22.7%**	

EBITDA [(1)]

$ thousands except per unit amounts	Three months ended March 31 2022	2021	% Change
Earnings	$ 27,405	$ 22,646	+21.0%
Depreciation and amortization	53	75	-29.3%
Finance costs	6,466	5,621	+15.0%
Total income tax expense	7,287	5,771	+26.3%
EBITDA	$ 41,211	$ 34,113	+20.8%
Weighted average basic units (000's)	45,161	40,803	
EBITDA per unit	$ 0.91	$ 0.84	+8.3%

For the three months ended March 31, 2022, EBITDA per unit increased by 8.3% compared to Q1 2021 primarily due to the additional revenue per unit as discussed above. This was partially offset by an increase in general and administrative expenses during the current period as compared to Q1 2021. The net unrealized gain of investments at fair value in Q1 2022 of $10.0 million was consistent with the positive impact to EBITDA per unit as in Q1 2021 of the combination of an unrealized gain of investments at fair value of $5.5 million and a reversal of a previously recorded bad debt expense of $4.0 million. The $10.0 million net unrealized gain of investments at fair value in Q1 2022 was an increase in fair value on the

Trust's investment in Kimco to bring the fair value to its redemption price, which closed subsequent to March 31, 2022 as described further below in the Private Company Partner Update section.

Cash from operating, prior to changes in working capital

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Cash from operating, prior to changes in working capital	$ 35,373	$ 25,336	+39.6%
Cash from operating, prior to changes in working capital per unit	$ 0.78	$ 0.62	+25.8%

As the Trust's cash from operating, prior to changes in working capital excludes primarily all non-cash items in the Trust's consolidated statement of comprehensive income, the cash from operating, 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.

The per unit increase in Q1 2022 of 25.8% was a result of the increase in revenue per unit discussed above as well as a reduction in current taxes and cash taxes paid as compared to in Q1 2021.

The Actual Payout Ratio (2) for Alaris for the three months ended March 31, 2022 was 54%, an increase from 45% in Q1 2021 as a result of a negative change in working capital during the quarter as compared to the change in Q1 2021.

Earnings

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Earnings	$ 27,405	$ 22,646	+21.0%
Basic earnings per unit	$ 0.61	$ 0.56	+8.9%

Basic earnings per unit increased by 8.9% in the three months ended March 31, 2022, as compared to Q1 2021, as a result of the improvement in revenue per unit as discussed above.

General and administrative expenses

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Salaries and benefits	$ 1,062	$ 934	+13.7%
Corporate and office	720	417	+72.7%
Legal and accounting fees	1,705	1,057	+61.3%
General and administrative	$ 3,487	$ 2,408	+44.8%
General and administrative per unit	$ 0.08	$ 0.06	+33.3%

General and administrative expenses, which includes salaries and benefits, corporate and office, and legal and accounting fees, was $3.5 million in the three months ended March 31, 2022 (2021 - $2.4 million), an increase of 44.8% compared to Q1 2021. There was an increase of $0.1 million or 13.7% in salaries and benefits expense, due to a nominal increase to management's salaries and benefits. There was an increase of $0.3 million, or 72.7%, in corporate and office expenses due mainly to an increase in travel for business development purposes as the COVID-19 pandemic still impacted travel in Q1 2021. The legal and accounting fees in Q1 2022 of $1.7 million (2021 - $1.1 million) increased by $0.6 million or 61.3% as a result of post-closing legal costs related to the Sandbox transaction (as described further in the "Summary of Contractual Obligations" section below), as well as legal fees related to the CRA Reassessments discussed below within the section on Income Taxes.

(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.

Finance costs

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Finance costs	$ 6,466	$ 5,621	+15.0%
Finance costs per unit	$ 0.14	$ 0.14	+0.0%

Finance costs in the three months ended March 31, 2022 of $6.5 million (2021 - $5.6 million) increased by 15.0% mainly due to the additional interest expense from the $65.0 million of senior unsecured debentures issued in February 2022 at an annualized interest rate of 6.25%. The increase in finance costs was also the result of a higher average interest rate during Q1 2022 as it was approximately 5.0%, as compared to 3.8% in Q1 2021. Partially offsetting this additional interest was that the average amount of senior debt outstanding in Q1 2022 was less than in the prior year.

Transaction Diligence costs

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Transaction diligence costs	$ 908	$ 1,902	-52.3%
Transaction diligence costs per unit	$ 0.02	$ 0.05	-60.0%

Transaction diligence costs in the three months ended March 31, 2022 were $0.9 million (2021 - $1.9 million), a decrease of 52.3% as a result of the diligence costs incurred in Q1 2021 to support the initial investments in FNC, Brown & Settle and 3E. In Q1 2022 diligence costs were incurred mainly to support a follow-on investment to BCC.

Unit-based compensation

	Three months ended March 31		
$ thousands except per unit amounts	2022	2021	% Change
Unit-based compensation	$ 1,877	$ 1,530	+22.7%
Unit-based compensation per unit	$ 0.04	$ 0.04	+0.0%

Unit-based compensation in the three months ended March 31, 2022 of $1.9 million (2021 - $1.5 million) increased by $0.4 million or 22.7% as a result of a higher unit price for the Trust's publicly traded units at the time of the vesting of RTUs and PTUs in Q1 2022 as compared to the prior year. As well as a higher unit price as at March 31, 2022 than at March 31, 2021 and that at each reporting period the total liability related to the outstanding RTUs and PTUs is re-valued based on the period end unit price.

OUTLOOK

The Trust deployed approximately $82.3 million in the three months ended March 31, 2022, consistent with Alaris' acquisition of investments in its condensed consolidated interim statement of cash flows. This deployment, along with $357.8 million in the year ended December 31, 2021, has contributed to Alaris' revenue in Q1 2022 of $39.6 million, slightly ahead of the expected $38.6 million. Total revenue for the quarter was higher than guidance due to revenue generated from a follow-on investment in BCC in March 2022 and incremental common Distributions from FNC, Amur and D&M. As outlined below, the outlook for the next twelve months remains positive with Run Rate Revenue (3) expected to be approximately $154.8 million. This includes current contracted amounts, an additional US$2.4 million from PFGP related to deferred Distributions during COVID-19 and an estimated $3.6 million of common dividends. This Run Rate Revenue of $154.8 million excludes an additional US$13.7 million of Distributions from Kimco as part of their redemption subsequent to March 31, 2022. These additional Distributions were deferred from prior years and will be recorded as revenue in Q2 2022. Inclusive of these additional Distributions from Kimco, Alaris expects total revenue from its Partners in Q2 2022 of approximately $56.1 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 $15.0 million and include all public company costs. The Trust's Run Rate Payout Ratio (4) is expected to be within a range of 60% and 65% 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 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		**$ 154,800**	**$ 3.42**
General and administrative expenses		(15,000)	(0.33)
Interest and taxes		(46,000)	(1.02)
Net cash from operating activities		**$ 93,800**	**$ 2.07**
Distributions paid		(59,700)	(1.32)
Run Rate Cash Flow		**$ 34,100**	**$ 0.75**
Other considerations (after taxes and interest):			
New investments	Every $50 million deployed @ 14%	+3,375	+0.07
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 as well as 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 $332.8 million at March 31, 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 5.0% for the three months ended March 31, 2022. Subsequent to March 31, 2022, the proceeds from the Kimco redemption in April 2022 of US$67.1 million were used to repay senior debt. Following this repayment, the total drawn as of the date of this release is approximately $263 million, with the capacity to draw up to an additional $137 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.

Inclusive in the table above summarizing Distributions from Partners during the three months ended March 31, 2022, there were $0.6 million of common equity distributions from FNC, $0.2 million from D&M and $0.6 million of common equity dividends from Amur. FNC, Amur, D&M and Carey Electric typically issue common dividends on at least an annual basis. The other five common equity investments, PFGP, Edgewater, Fleet, GWM and Brown & Settle, 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.

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 transactions 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.

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 is considered appropriate 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.

(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.

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

(i) A history of success (average age of partners is approximately 24 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 risk from business fluctuations and allows for additional free cash flow to remain in the business to support growth and Distributions to Alaris and common equity owners.

(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 37 partners since inception, exited our investment in nineteen partners over that time with thirteen yielding highly positive results displayed by a total return of 65% and a median IRR (6) of 19%.

Contribution History: Alaris has invested over $2.0 billion into 37 partners and over 85 tranches of financing, including an average of approximately $217 million over the past five fiscal years (2017 – 2021). During the three months ended March 31, 2022, Alaris deployed approximately $82.3 million and in the trailing twelve months ended March 31, 2022 the total deployment for Alaris was $175 million.

Performance: Alaris discloses an ECR to provide information on the financial health of our partners. Alaris has ten partners with an ECR greater than 2.0x (Accscient, Amur, BCC, Carey Electric, D&M, DNT, Fleet, FNC, Heritage and Unify), four in the 1.5x-2.0x range (3E, GWM, LMS and Stride), three between 1.2x-1.5x (Brown & Settle, PFGP and SCR) and one between 1.0x-1.2x (Edgewater).

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, nine of our eighteen Partners have no debt, three partners have less than 1.0x Senior Debt to EBITDA and six 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] in exchange for 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 months ended March 31, 2022. See below the table for additional relevant information on each Partner that has occurred during the three months ended March 31, 2022, where applicable. 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 months ended March 31, 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
3E	Feb 2021	US $39,500	US $5,648	5%	1.5x - 2.0x	↑	↓	n/a
Accscient	Jun 2017	US $46,000	US $7,200	6%	> 2.0x	↑	↑	n/a
Amur	Jun 2019	CA $70,000	CA $6,477	4%	> 2.0x	↑	↑	n/a
BCC	Sep 2018	US $156,000	US $21,236	18%	> 2.0x	↑	↑	n/a
Brown & Settle	Feb 2021	US $66,394	US $7,969	7%	1.2x - 1.5x	↑	↑	n/a
Carey Electric	Jun 2020	US $15,000	US $2,009	2%	> 2.0x	↓	↑	n/a
D&M	Jun 2021	US $74,500	US $9,380	8%	> 2.0x	↑	↑	n/a
DNT	Jun 2015	US $62,800	US $11,017	9%	> 2.0x	↑	↑	n/a
Edgewater	Dec 2020	US $34,000	US $4,020	3%	1.0x - 1.2x	↓	↓	n/a
FNC	Jan 2021	US $40,000	US $4,816	4%	> 2.0x	↑	↑	n/a
Fleet	Jun 2018	US $35,000	US $3,780	3%	> 2.0x	↑	↑	n/a
GWM	Nov 2018	US $106,000	US $9,131	7%	1.5x - 2.0x	↓	↓	n/a
Heritage	Jan 2018	US $15,000	US $2,519	2%	> 2.0x	↔	↔	n/a
LMS	Feb 2007	US $60,564	CA $7,060	5%	1.5x - 2.0x	↑	↓	n/a
PFGP	Nov 2014	US $92,500	US $12,220	10%	1.2x - 1.5x	↑	↑	n/a
SCR	May 2013	CA $40,000	CA $5,000	3%	1.2x - 1.5x	↓	↓	n/a
Stride	Nov 2019	US $6,000	US $759	1%	1.5x - 2.0x	↓	↓	n/a
Unify	Oct 2016	US $25,000	US $3,583	3%	> 2.0x	↑	↓	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 as well as 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.

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 by BCC 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 for the remainder of 2022 are US$21.2 million.

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

- Brown & Settle's revenue and EBITDA have both improved in 2022 as compared to the prior year, which is consistent with their positive finish to 2021. As a result of their positive start to 2022, along with continuing to have a significant level of work on hand for the rest of the year, Alaris is expecting to receive the US$0.2 million of deferred Distributions from 2021 in Q2 2022, along with all Distributions currently owed for 2022. At March 31, 2022, their deferred Distributions from 2021 of US$0.2 million along with their contracted Distributions for Q1 2022 of US$2.0 million were included in Accounts receivable and prepayments.
- As a result of the improvement in Brown & Settle's EBITDA in 2022, their ECR has improved and is now in the range of 1.2x and 1.5x.

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 total that is invested at March 31, 2022 is US$15.0 million, inclusive of US$14.1 million of preferred equity and US$0.9 million of common equity.

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

- Stride have shifted their workforce from staff augmentation and being primarily contractors to be delivery focused and on salary, which has reduced their revenue in the short term as they transition staff and hire new staff as needed. This has resulted in a slower start to 2022 as compared to in 2021 and as a result their ECR has decreased and is now between 1.5x and 2.0x.

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.

LIQUIDITY AND CAPITAL RESOURCES

As at March 31, 2022 Alaris Equity Partners Inc. ("**AEP**"), the Trust's subsidiary, has a $400 million credit facility with a syndicate of Canadian chartered banks, which has a maturity date in November 2023 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 LIBOR and the applicable spread determined by the Trust's covenants. Alaris realized an annualized blended interest rate (inclusive of standby fees) of 5.0% for the three months ended March 31, 2022.

At March 31, 2022 Alaris met all of its covenants as required by the facility and had US$267.8 million (CA$334.2 million) drawn on its credit facility (December 31, 2021 – US$256.8 million or equal to CA$328.2 million). The amount in the Trust's statement of financial position of $332.8 million is the total drawn of $334.2 million reduced by $1.4 million of unamortized debt amendment and extension fees.

Subsequent to March 31, 2022 after receiving the US$67.1 million of proceeds from the redemption of Kimco the total drawn for covenant purposes is approximately $263 million with the available capacity being $137 million.

During Q1 2022, Alaris 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 March 2022 of $0.33 per unit (2021 - $0.31 per unit), totalling $14.9 million in aggregate (2021 - $13.9 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 March 31, 2022 and December 31, 2021 is set forth in the tables 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	31-Mar-22	31-Dec-21
Cash	$ 23,389	$ 18,447
Foreign exchange contracts	2,129	71
Trade and other receivables	4,961	3,181
Income taxes receivable	27,176	28,991
Promissory notes and other assets	13,238	13,555
Total Current Assets	**$ 70,893**	**$ 64,245**
Accounts payable and accrued liabilities	5,439	8,214
Distributions payable	14,937	14,899
Office Lease	462	500
Income tax payable	771	740
Total Current Liabilities	**$ 21,609**	**$ 24,353**
Net Working Capital	**$ 49,284**	**$ 39,892**

Alaris had Net Working Capital of approximately $49.3 million at March 31, 2022, which does not include the $10.0 million of senior debt repaid in Q1 2022 and drawn for the distribution payment subsequent to March 31, 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 March 31, 2022, for the next twelve months, Alaris has total contracts to sell US$31.4 million forward at an average $1.2515 CAD. For the following twelve months, Alaris has total contracts to sell US$20.8 million forward at an average $1.2780 CAD.

Alaris has an interest rate swap that allows for a fixed interest rate of 0.35% instead of LIBOR 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 LIBOR on US$50.0 million of debt, both with an expiry in June 2023.

Alaris has the following financial instruments that mature as follows:

31-Mar-22	Total	0-6 Months	6 mo – 1 yr	1 – 2 years	Year 3 and Thereafter
Accounts payable and accrued liabilities	$ 5,439	$ 3,716	$ 1,723	$-	$-
Distributions payable	14,937	14,937	-	-	-
Office Lease	462	74	71	146	171
Other long-term liabilities	1,181	-	-	434	747
Convertible debenture	100,000	-	-	-	100,000
Senior unsecured debenture	65,000	-	-	-	65,000
Loans and borrowings	332,848	-	-	332,848	-
Total	$ 519,867	$ 18,727	$ 1,794	$ 333,428	$ 165,918

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	$ 332,848	$ -	$ 332,848	$ -	$ -
Convertible debenture	100,000	-	100,000	-	-
Senior unsecured debenture	65,000	-	-	65,000	-
Additional contribution to PFGP	4,369	-	4,369	-	-
Office lease	633	182	400	51	-
Total Contractual Obligations	$ 502,850	$ 182	$ 437,617	$ 65,051	$ -

As disclosed in Note 11 to the condensed consolidated interim financial statements for the three months ended March 31, 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	Q1-22	Q4-21	Q3-21	Q2-21	Q1-21	Q4-20	Q3-20	Q2-20
Revenue	$ 39,564	$ 37,619	$ 42,878	$ 34,933	$ 32,234	$ 31,973	$ 23,421	$ 20,203
Earnings	$ 27,405	$ 46,102	$ 46,178	$ 29,318	$ 22,646	$ 30,847	$ 28,571	$ 3,535
Basic earnings per unit	$ 0.61	$ 1.02	$ 1.03	$ 0.65	$ 0.56	$ 0.85	$ 0.80	$ 0.10
Diluted earnings per unit	$ 0.59	$ 0.97	$ 0.97	$ 0.63	$ 0.54	$ 0.80	$ 0.75	$ 0.10

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 is $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. In Q3 2020, Alaris' earnings included a total unrealized gain on investments at fair value of $11.9 million. In Q2 2020, Alaris' earnings were impacted negatively by the deferral of the BCC and PFGP Distributions and the significant tax expense recorded, as a result of the finalization of the new U.S. tax regulations on hybrid arrangements (discussed in further detail below). These were partially offset by the net unrealized gain on investments at fair value of $8.4 million.

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 March 31, 2022, the number of units issued and outstanding is 45,262,310.

During the three months ended March 31, 2022, 112,924 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 March 31, 2022, 371,838 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 March 31, 2022, all 371,627 options outstanding were out of the money.

As at May 5, 2022, Alaris had 45,262,310 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 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 Alberta Treasury. 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 March 31, 2022.

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; the Trust's Run Rate Payout Ratio, Run Rate Cash Flow and Run Rate Revenue; the repayment of PFGP's and Brown and Settle's deferred Distributions, including the timing thereof; 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; Q2 2022 and annual 2022 revenue; the Trust's expenses for Q2 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 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) 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 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 will recover from the pandemic's impact 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 or closure of their business and the length of time of such slowdown or closure); 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 on the Canadian, U.S. and global economies; failure to complete or realize the anticipated benefits of transactions; 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.