

Industrial & Infrastructure Services Fund III

Series & Fundserv Codes

Series A	RBS2011
Series B	RBS2013
Series B/US\$	RBS2015
Series E	RBS2017
Series F	RBS2019

IDENTIFYING THE HIDDEN OPPORTUNITY

INVESTMENT CHARACTERISTICS: Income Focused & Capital Appreciation

TARGET DISTRIBUTION: 8% Per Annum, Payable Quarterly¹

TARGET TOTAL RETURN: 8% Per Annum, Plus Nav Appreciation¹

LIQUIDITY: Quarterly Redemptions, Subject to Conditions and Restrictions ²

Fund Concept

Based on experience, management believes that certain businesses remain largely unaffected by macro-economic trends, such as businesses that provide industrial and infrastructure services. To address this opportunity, Newlook Capital Industrial and Infrastructure Services Fund III (the "Fund" or "IISF III") was formed, being the third iteration of industrial services funds created by Newlook Capital (the "Manager"). Examples of companies in which the Fund seeks to invest include, but are not limited to, companies that provide fire suppression inspection service, smoke detection and advance fire warning systems, wastewater services, gas detection system calibration and service, elevator maintenance, heating, ventilation, and air conditioning related services, and other business that have a component of their revenue arising from a recurring service requirement, such as assuring regulatory compliance and/or maintaining and supporting essential infrastructure.

In our experience, institutional investors have long recognized industrial and infrastructure investments as an important part of a diversified portfolio. These taken-for-granted companies often enjoy a diverse customer base and multi-year service contracts with a component of recurring revenue. Management believes that a fund comprised of these overlooked companies may be an attractive resilient component within a portfolio of investments.

INVESTMENT CRITERIA OF IISF III

01

Strong strategic position: strong market position defined by regional scale or service niches, service offering differentiation, barriers to entry, pricing advantages or distribution channel leadership.

02

Sustainability: companies with defensible market positions, as defined by steady market demand fundamentals, strong cash flows (including recurring service revenues through the market cycle), sustainable margin structure, modest capital requirements and a strong customer base, provide a platform for stability and potential growth.

03

Capable management teams: existing management teams or identified successor candidates capable of successfully implementing a value creation plan. Newlook Capital Industrial and Infrastructure Services LP III (the "Partnership") intends to foster relationships with these management teams during the due diligence process that can be built on throughout its ownership. The Partnership may also focus on aligning management's interests with its own, generally through equity or equity-based incentive plans.

04

Ability to generate consistent positive cash flow: companies that the Manager has identified that are capable of generating consistent positive cash flow. In order to support the targeted yield of the Trust, the Partnership will seek to identify businesses that have an ability to generate positive cash flow based on its operating history.

FUND EVOLUTION

ISF I

Being the first iteration of industrial services funds, ISF I focused on acquiring Canadian businesses only, primarily with a 100% ownership interest. ISF I focused on three primary mandates: (i) fire suppression and related services; (ii) gas detection system calibration and service; and (iii) elevator maintenance. In 2021 and 2022, ISF I disposed of all of its portfolio companies, other than one portfolio company, achieving approximately a 23.5% gross IRR (Internal Rate of Return)³⁴.

ISF II

Being the second iteration of industrial services funds, ISF II has focused on partnering with owner/operators by primarily acquiring a majority interest in industrial services businesses in Canada and the United States (expanding the scope from ISF I which focused on Canada only). ISF II entered additional sectors including wastewater services, sewer and pipeline cleaning and inspection services, and telecommunication tower site services. Since the inception of ISF II, Newlook Capital added critical team members strengthening its expertise in industrial services.

IISF III

Building on the successes and experiences of the first two iterations of the industrial services funds, the Fund intends on continuing to primarily acquire a majority interest in industrial services companies in Canada and the United States. Based on the experience of the Manager and its access to a robust pipeline of acquisition opportunities, the Fund intends on focusing on acquiring stable cash flow and further diversifying its potential investment opportunities to include maintaining and supporting essential infrastructure (e.g., building codes, construction standards or construction-adjacent services, heating, ventilation, and air conditioning, etc.).

MANAGEMENT



Erloy Gust (CEO)
Erloy has over 20 years of experience in M&A and has completed over 25 transactions, totaling over \$200 million.



Abbas Osman (CIO)
Abbas has approximately 20 years of experience in M&A and has participated in over 100 transactions. Previously, Abbas was the Group Investment Manager of the Abudawood Group global investment office.



Tony Diab (CFO)
During his 7 years as CFO at Newlook, Tony has had critical involvement in acquisitions, financial oversight and fund management. Prior to joining Newlook Capital, Tony worked in public accounting for over nine years specializing in advisory, audit and international tax for both private and public corporations.



Gavin Treanor (VP External Sales)
Gavin has 20 years of experience in commodity M&A and has been involved in over \$500 million in structured finance deals. He is an Aerospace Engineer.



Oliver Blum (Managing Director)
Oliver joined Newlook Capital in 2018 as the Fund Manager for Fund II. He has an Honours BA in History and Economics from Queen's University and an MBA from Harvard University.

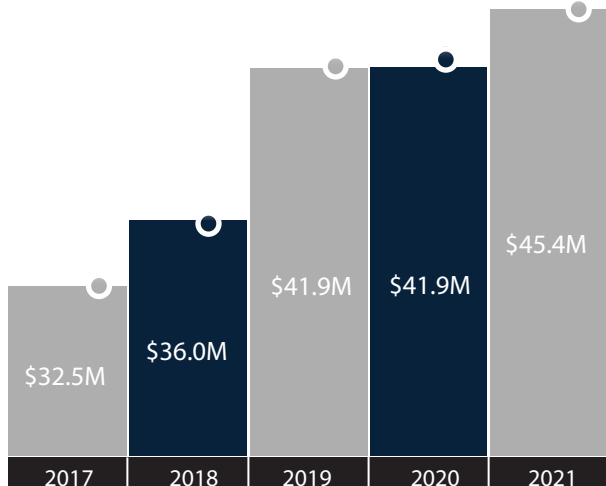


Hass Keshavji (General Counsel)
Hass has over 10 years of experience in M&A. Hass articulated and practiced in the Business Law Group at McCarthy Tétrault LLP from 2010-2017. Hass joined Newlook in 2020 as Partner and General Counsel. Prior thereto, Hass was the General Counsel of a private equity firm.

MANAGEMENT TRACK RECORD

ISF II & IISF III COMBINED PORTFOLIO RECURRING REVENUES

Service revenue generated from multi-year service contracts on devices or systems required by law to be regulatory compliant have demonstrated consistent year-over-year growth within existing portfolio companies. The Fund continues to target future acquisitions with a high percentage of recurring revenue and a significant opportunity for management to increase value.



ISF I & ISF II & IISF III PORTFOLIO COMPANIES⁶



Management continues to be active in the industrial and infrastructure M & A market. Building on experience from previous and existing funds, strengthening existing broker group relationships and pursuing opportunities presented by operating partners are all tools that management engages in sourcing acquisition targets.

Since inception, management has reviewed over 300 acquisition opportunities with an estimated transaction value of over \$1 billion and pursued with greater interest a much smaller number of opportunities.

Risks

For a complete list of risks associated with this investment, including, but not limited to, investment risks, general economic risks, disease outbreak risks, business risks and industry risks, please refer to Item 8 – Risk Factors of the Offering Memorandum.

Redemptions Limitations⁷

Please note that there is no guarantee that the redemption price will be the same as the purchase price. Redemption notes may be given for notices in excess of the aggregate quarterly cash limit of 0.5% of the total number of Trust Units and LP Units issued and outstanding at the beginning of such calendar quarter, and redemption notes are not eligible to be held in exempt plans under the Income Tax Act. For more information, please refer to Item 5.1.4 Redemption and Retraction Rights the Offering Memorandum.

Notes:

- Distributions are not guaranteed and are not cumulative.
- Gross IRR is a metric used to determine the discount rate that derives a net present value of cash flows to zero. In this document, gross IRR describes the returns on a particular investment of ISF I without the impact of taxes and the overhead costs of ISF I as a whole, including, but not limited to, management fees and offering costs. Accordingly, gross IRR does not reflect the actual returns received by investors in ISF I.
- Gross IRR is a non-IFRS financial measure. Non-IFRS financial measures are not standardized financial measures under the financial reporting framework used to prepare financial statements of ISF I and might not be comparable to similar financial measures disclosed by other issuers. Additional information regarding non-IFRS financial measures can be found in the Offering Memorandum under "Cautionary Statements - Non-IFRS Measures". IRR as used herein describes the returns on a particular investment of ISF I without the impact of taxes and the overhead costs of ISF I as a whole, including, but not limited to, management fees and offering costs. Accordingly, gross IRR does not reflect the actual returns received by investors in ISF I.
- Assuming the receipt in full of all escrow/holdback and earnout payments in 2022, ISF I estimates the weighted average results of the ISF I portfolio company dispositions to be approximately 28.9% gross IRR (Internal Rate of Return). This represents returns achieved by ISF I in respect of the ISF I portfolio company dispositions that occurred in 2021 and 2022. It does not represent returns received by investors in Fund I as a whole.
- For illustration purposes only. Past performance is not indicative of future results. This revenue amount gives effect to the acquisitions of the ISF II and IISF III portfolio companies as if such acquisitions occurred at the beginning of 2017 and is derived from unaudited financial statements internally prepared by management as well as unaudited financial statements prepared by previous management of the ISF II and IISF III portfolio companies.
- For illustration purposes only. Portfolio Companies owned by ISF I, ISF II & IISF III as of April 30, 2022.
- Please refer to Item 5.1.4 – Redemption and Retraction Rights of the Offering Memorandum for full details.

Period of time between the issuance date of the LP Unit being redeemed and the date the notice of redemption is received	Series A	Series B	Series B/US\$	Series E	Series F
< 1 year	88%	92%	92%	96%	97%
1 year < 2 years	90.4%	93.6%	93.6%	97%	98%
2 years < 3 years	92.8%	95.2%	95.2%	98%	99%
3 years < 4 years	95.2%	96.8%	96.8%	99%	100%
4 years < 5 years	97.6%	98.4%	98.4%	100%	100%
5 years and greater	100%	100%	100%	100%	100%

An offering memorandum dated May 18, 2022 (the "Offering Memorandum") containing important information relating to the securities described in this document has or will be filed with the securities regulatory authorities in each of the jurisdictions where a distribution has occurred or will occur pursuant to the Offering Memorandum. A copy of the Offering Memorandum is required to be delivered to you at the same time or before you sign the agreement to purchase the securities described in this document pursuant to the Offering Memorandum. This document does not provide disclosure of all information required for an investor to make an informed investment decision. Investors should read the Offering Memorandum of Newlook Capital Industrial and Infrastructure Services Fund III, especially the risk factors relating to the issuer and the securities offered, before making an investment decision.