



Shareholders of Crocus Investment Fund:

GrowthWorks* is a leading venture capital fund manager in Canada with extensive experience and success in managing labour-sponsored investment funds. Tonight we present an offer to Crocus Investment Fund ("Crocus") that we hope you will support as its shareholders at a Meeting of Shareholders in the Spring.

The offer includes:

- A Crocus - GrowthWorks Canadian Fund ("Canadian Fund") merger through the purchase of Crocus assets by Canadian Fund.
- Crocus Shareholders will receive, in exchange for one Crocus Class A share, that number of Canadian Fund Class A shares with an equal Net Asset Value ("NAV") value.
- NAV will be calculated using an objective, rules based measurement by independent valuers (eg. a national accounting firm) comparing Crocus and Canadian Fund NAV using the same rules and procedures. The rules are not based on receivership principles, but rather "going concern" basis.
- Canadian Fund will be committed to the merger upon obtaining approvals, but Crocus shareholders can reject the merger if the aggregate NAV calculated for Crocus Class A shares is less than \$70 million.
- If the asset value is equal to the Deloitte GAAP value reported (about \$85 million), then a shareholder would receive approximately \$1.55 in cash and \$4.43 in Canadian Fund shares at closing.
- The certified Crocus class action lawsuit would agree to "save harmless" Crocus, its assets and Canadian Fund from any direct or third party claim arising from the lawsuit only if the GrowthWorks proposal is accepted by Crocus shareholders and the merger is completed.
- Crocus shareholders would receive Canadian Fund shares with a "tax credit" hold period for eight years from the time they bought the original Crocus shares (not from the time of the merger).
- If a Crocus shareholder elects to take GrowthWorks Class A share with a new eight year hold period (instead of any existing hold period), an additional 30% tax credit based on NAV (about \$1.33) may be provided (subject to Manitoba government approval) to that Crocus shareholder at the time of the investment, for a total return on the investment of approximately \$7.31 (when the value of the original tax credit of \$3 is considered, shareholders could potentially recoup their investment in Crocus if you purchased the Crocus shares at \$10.)

We hope to have the opportunity to present this proposal to all shareholders of Crocus in the near future.

Thank you for your consideration,

David Levi
President & CEO

*GrowthWorks WV Management Ltd.,
Manager of GrowthWorks Canadian Fund Ltd.