



Third Quarter 2012 Report



Romspen has a long-term track record of successful mortgage investing across Canada. With its origins in the mid-60's, Romspen is one of the largest non-bank commercial/industrial mortgage lenders in Canada. The Fund's investment mandate is focused on capital preservation, absolute returns of 10% and performance consistency. Our investors are high net-worth individuals, foundations, endowments and pension plans.

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Trustees' Report

November 5, 2012

Dear Fellow Investors:

Romspen's performance during the third quarter was in-line with our expectations. During 2012, the Fund has outperformed all the comparable benchmarks, where returns have been subject to extreme bouts of volatility.

Financial Highlights

Net income for the third quarter of 2012 was \$16.3 million or \$0.18 per unit compared to \$13.2 million or \$0.19 per unit a year ago. Unitholder distributions were \$0.18 per unit during the third quarter compared to \$0.20 per unit last year.

As at September 30, 2012, the net mortgage portfolio was \$916.5 million, an increase of 40% compared to a year ago. The portfolio growth corresponds with increased construction and development activity by mid-market borrowers who are traditionally underserved by institutional lenders. Within the portfolio, we remain well diversified across property types and have further diversified our geographic exposure through our US growth. The weighted average interest rate of the mortgage portfolio at September 30, 2012 decreased to 10.6% compared to 10.9% a year ago as downward rate pressure across the yield curve continues.

The Fund had net debt (debt less unrestricted cash) of \$4.8 million at the end of the third quarter compared to a net positive cash position of \$41.3 million a year ago. Total unitholder capital was \$943 million at quarter end, driven by strong investor appetite for safe, attractive yield investments. The total loss provision at quarter end increased to \$10.1 million, thereby maintaining a comfortable margin of safety on our balance sheet against potential exposures. There were no losses during the third quarter of 2012. Net asset value at September 30, 2012 was \$9.92 per unit, up slightly from the prior quarter.

Comparative Performance

The compounded net yield to investors for the first 9 months of 2012 was 5.7% compared to 6.2% a year ago. This compares with T-bills, DEX Short Term Bond Index ("DEX-STBI"), and the S&P/TSX which yielded 0.7%, 1.7%, and 5.4% respectively on a year-to-date basis.

For the twelve-month period ended September 30, 2012, the Fund's compounded net yield to unitholders was 7.8%. This was significantly ahead of T-bills and the DEX-STBI at 0.9% and 2.2%, but below the S&P/TSX at 9.2%.

Outlook

Most of the prevalent economic themes and drivers we have discussed over the past few years remain intact: over-indebtedness; low growth; volatility and a world locked in unresolved macro-economic issues and significant structural shifts. The global economy remains on the downside of a credit bubble that will take a very long time to unwind, just as it took decades to build up. Numerous academic studies, covering economic cycles dating back to the 1860's, show that over-indebtedness and its economic impact leads to extended periods of depressed interest rates and dismal growth – in most cases persisting for decades. These major economic themes dramatically affect Canadian mortgage lending and real estate investing one way or another. None of these are good signs for investors. In summary, we remain stubbornly cautious.

As discussed above, we expect the generational lows in interest rates to remain for some time and will impact all investment returns, including Romspen's. While we could readily improve returns to prior levels by accepting greater risks, in any number of different ways, we deliberately choose to take lower returns by maintaining strict adherence to our historical underwriting standards.

Deal pipeline momentum has continued to build strongly throughout the year. While we remain highly selective, we expect to see continued strong portfolio growth into the fourth quarter of 2012.

Romspen's initial entry into the US mortgage market, a little more than a year ago, continues to gain prominence in our portfolio. Currently, the US portfolio has 17 loans, representing \$77 million or 8% of the total mortgage portfolio value. The majority of these loans are currently concentrated in Illinois and Florida. Our experience to-date suggests the US market offers a broad range of opportunities that are at least as good as those we see domestically. We expect our US portfolio will account for an increasing proportion of the overall portfolio as our relationships and experience continue to progress in this market.

We appreciate and thank you for your continuing confidence and support. If you require further information, please contact Investor Relations at 416-966-1100, or consult our website: www.romspen.com.

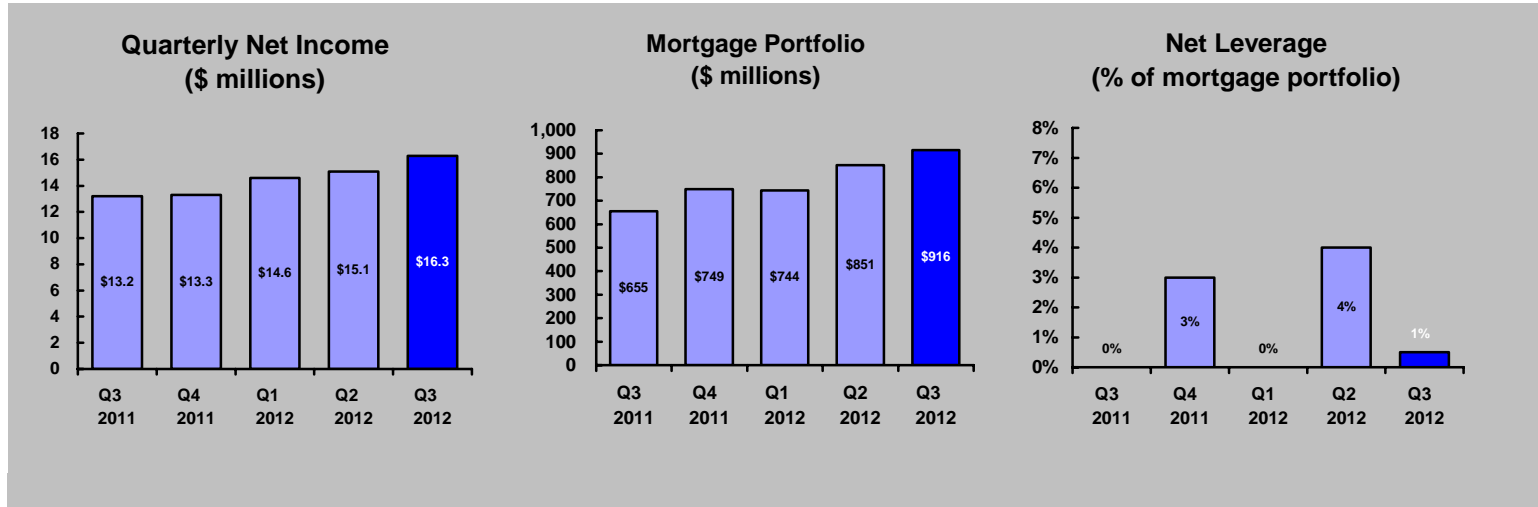
Respectfully submitted,

Sheldon Esbin	Mark Hilson	Arthur Resnick	Wesley Roitman
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Trustees of the Fund

Financial Highlights – Third Quarter 2012

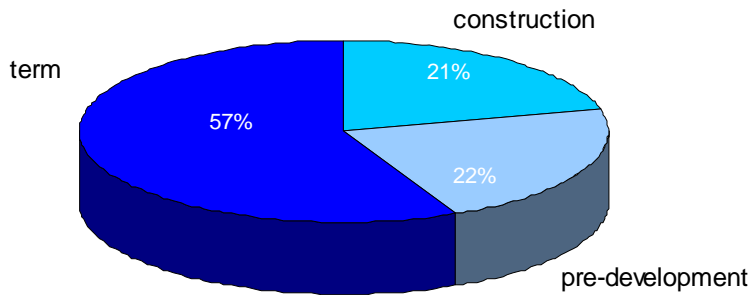
Key Metrics



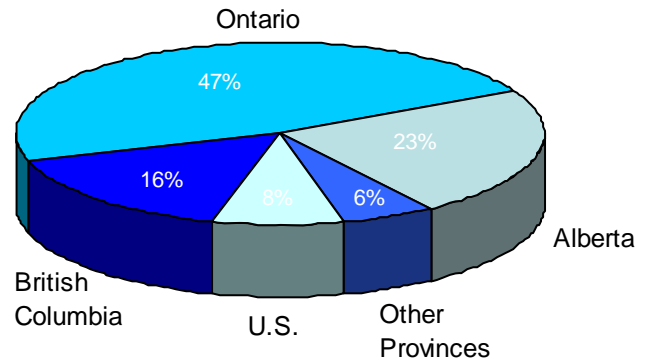
Mortgage Portfolio Profile

As of September 30, 2012

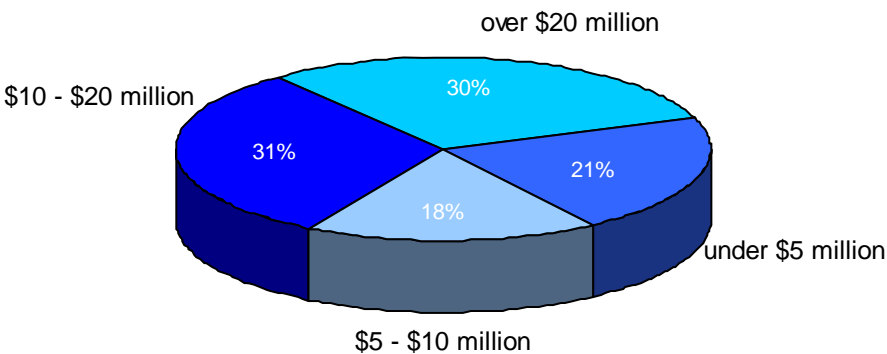
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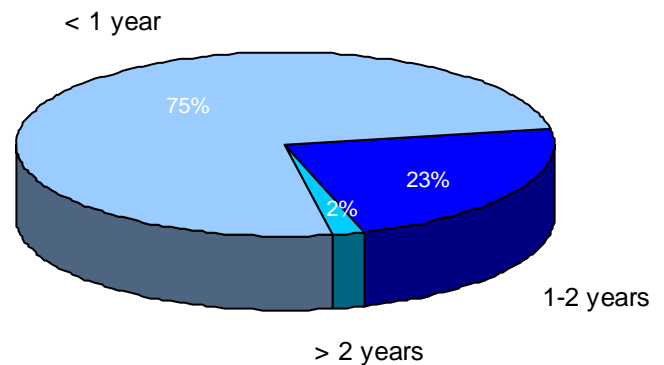
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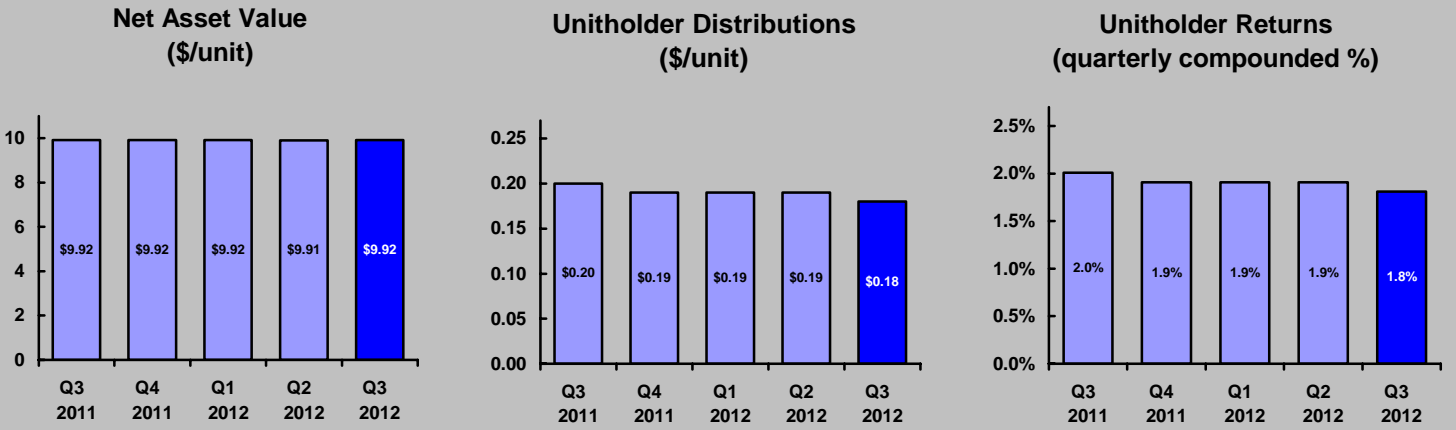


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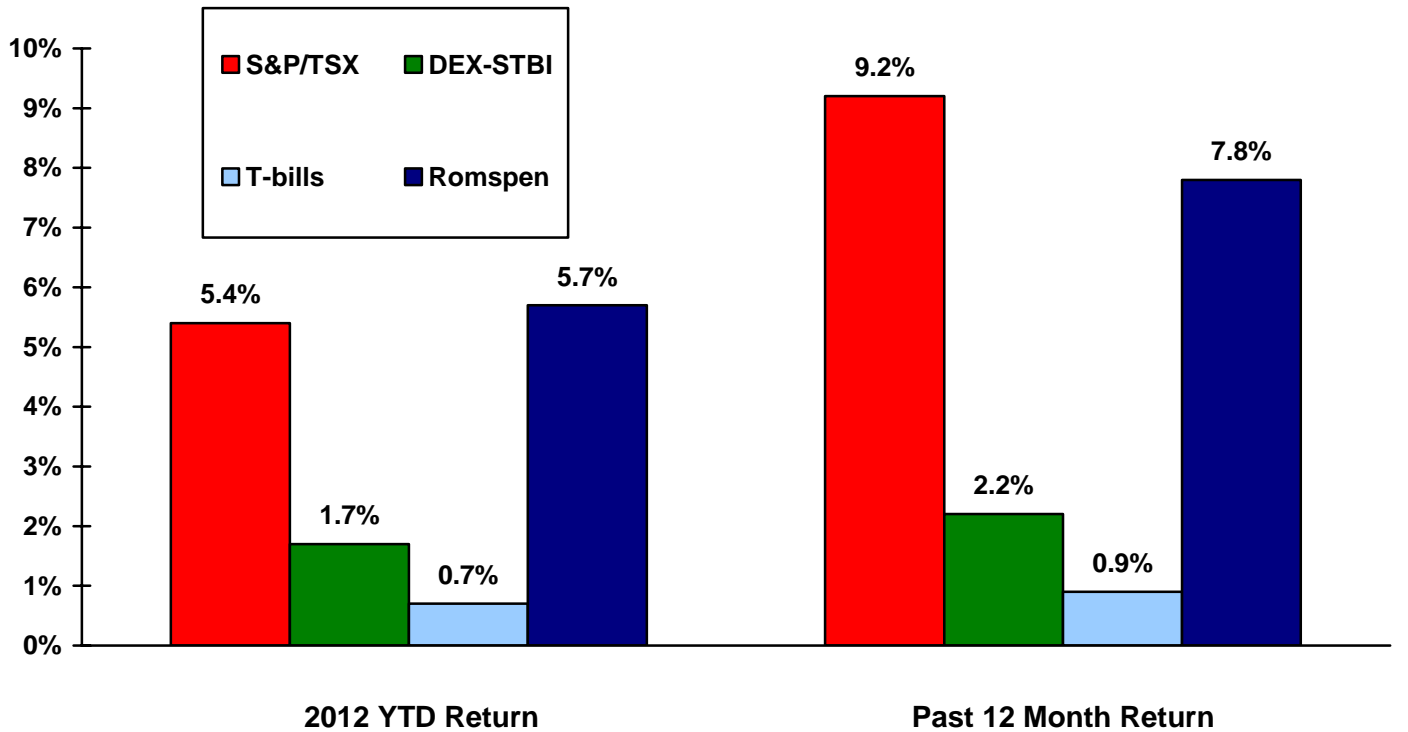
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Comparative Performance

Compounded Returns as of September 30, 2012



Management's Discussion & Analysis

Responsibility Of Management

This Management's Discussion and Analysis ("MD&A") for Romspen Mortgage Investment Fund (the Fund") should be read in conjunction with the financial statements and notes thereto for the quarter ended September 30, 2012 included herein and the audited financial statements and MD&A for the year ended December 31, 2011. Investment in the Fund is subject to certain risks and uncertainties described in the Fund's Offering Memorandum, which should be read in conjunction with this MD&A. These documents are available on our website at: www.romspen.com.

Management is responsible for the information disclosed in this MD&A. The Fund has in place appropriate procedures, systems and controls to ensure such information is materially complete and reliable. In addition, the Fund's trustees have reviewed and approved the MD&A and the financial statements for the quarter ended September 30, 2012.

This MD&A contains certain forward-looking statements and non-GAAP financial measures, see "Forward-Looking Statements" and "Non-GAAP Financial Measures".

Forward-Looking Statements

From time to time the Fund makes written and verbal forward-looking statements. These are included in its quarterly Management's Discussion and Analysis ("MD&A"), Fund presentations and other Fund communications.

Forward-looking statements include, but are not limited to, business objectives and targets, Fund strategies, operations, anticipated financial results and the outlook for the Fund, its industry, and the Canadian economy. These statements regarding future performance are "financial outlooks" within the meaning of National Instrument 52-102. Forward-looking statements are typically identified by words such as "believe", "expect", "anticipate", "estimate", "plan", "may", and "could" or other similar expressions. By their very nature, these statements require us to make assumptions and are subject to inherent risks and uncertainties, general and specific, which may cause actual results to differ materially from the expectations expressed in the forward-looking

statements. These risks and uncertainties include, but are not limited to, global capital market activity, changes in government monetary and economic policies, changes in interest rates, inflation levels and general economic conditions, legislative and regulatory developments, competition and technological change. The preceding list is not exhaustive of possible factors. These and other factors should be considered carefully and readers are cautioned not to place undue reliance on these forward-looking statements. The Fund does not undertake to update any forward-looking statements, whether written or verbal, that may be made from time to time by it or on its behalf except as required by securities laws.

Non-GAAP Financial Measures

This MD&A contains certain non-GAAP financial measures. A non-GAAP financial measure is defined as a numerical measure of the Fund's historical or future financial performance, financial position, or cash flows that excludes amounts or is subject to adjustments that have the effect of excluding amounts, that are included in the most directly comparable measure calculated and presented in accordance with GAAP in the financial statements or includes amounts, or is subject to adjustments that have the effect of including amounts, that are excluded from the most directly comparable measure so calculated and presented. Non-GAAP financial measures disclosed herein are meant to provide additional information and insight regarding the historical operating results and financial position of the Fund. These measures are not in accordance with, or a substitute for, GAAP and may be different from or inconsistent with non-GAAP financial measures used by others.

Introduction

The Fund is an unincorporated closed-end investment trust established under the laws of the Province of Ontario pursuant to a trust indenture dated as at May 20, 2005. The Fund is a non-bank lender providing and investing primarily in short-term and medium-term commercial mortgages. The Fund is the sole limited partner in the Romspen Mortgage Limited

Partnership (the “Partnership”) and conducts its lending activities primarily through the Partnership. The objective of the Fund is to provide stable and secure cash distributions of income while preserving equity.

Romspen Investment Corporation (“Romspen”) is the Fund Manager and acts as the primary loan originator, underwriter, administrator and syndicator for the Partnership. Romspen also acts as administrator of the Fund’s affairs. Romspen and its principals, through predecessor companies, have been in the business of mortgage origination, servicing and syndication since 1966.

The Fund commenced operations on January 16, 2006, and during the third quarter of 2006 raised \$158.9 million pursuant to the Exchange Offering, whereby Romspen’s investors exchanged their syndicated mortgage interests for units of the Fund, and \$15.3 million pursuant to the Unit Offering described in its Offering Memorandum dated September 15, 2005.

On June 22, 2007, new federal legislation came into force that altered the taxation regime for specified investment flow-through trusts or partnerships (“SIFT”) (the “SIFT Rules”). Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT’s taxable income and a SIFT will be subject to tax on such distributions at a rate that is substantially equivalent to the general corporate tax rate. Distributions paid by a SIFT as returns of capital will not be subject to the tax. As its units are not listed on a stock exchange or other public market, the Fund is not subject to the SIFT tax regime.

The Offering Memorandum, financial statements and additional information on the Fund are available and updated regularly on the Fund’s website at: www.romspen.com. Unitholders who would like further information may also contact the Investor Relations department of the Fund at: 416-966-1100.

Mortgage Portfolio

As of September 30, 2012, the Fund’s mortgage portfolio, net of fair value provisions, was \$916.5 million compared with \$655.0 million at September 30, 2011. This increase of 40% or \$261.5 million reflects the increased activity in mortgage markets supported by a strong inflow of investor capital. The portfolio increased to 130 mortgages versus 118 in the prior year.

Approximately 94% of the portfolio was invested in first mortgages at September 30, 2012 which is unchanged from a year ago. The weighted average interest rate of the portfolio decreased to 10.6% at the end of the third quarter versus 10.9% a year ago reflecting an interest rate environment currently facing historic lows.

The portfolio continues to consist mainly of short-term mortgages. Approximately 75% of the portfolio’s mortgage investments mature within one year (September 30, 2011 – 60%) and 98% mature within two years (September 30, 2011 – 94%). In addition, all of our mortgages are open for repayment prior to maturity. The short-term nature of the Fund’s portfolio provides us with the opportunity to continually and rapidly evolve the portfolio in response to changes in the real estate and credit markets. The Fund Manager believes this flexibility is far more important in our market niche than securing long-term fixed interest rates.

As of September 30, 2012, approximately 47% of our mortgage investments were in Ontario compared to 41% a year ago. Approximately 39% of the Portfolio was invested in Western Canada, 6% in other provinces and 8% in the U.S. The Fund Manager believes this level of diversification adds stability to the Fund’s performance by reducing dependency on the economic activity and cycles in any given geographic region.

Total fair value provisions as of September 30, 2012 were \$10.1 million, which represented 1% of the original cost of the Fund’s mortgage investments as at September 30, 2012. No losses were recognized during the third quarter. The fair value provision is based on assumptions relating to the Fund’s mortgage investments and only the passage of time will determine the actual performance of the mortgages. The fair value provision will continue to be reviewed by the Fund Manager and the Fund’s trustees and, if appropriate, will be adjusted.

Income Statement Highlights

Total revenues for the quarter ended September 30, 2012 were \$20.5 million compared to \$17.9 million in the previous year. The increase in revenue reflects an increase in the size of the portfolio offset by a decrease in the weighted average interest rate of the portfolio.

Net earnings for the quarter increased to \$16.3 million from \$13.2 million for the third quarter last year due to higher revenues partially offset by an increase in the loan reserve to have it set at \$10 million. Basic weighted average earnings per unit for the quarter of \$0.18 per unit were marginally lower than the prior year.

The Fund distributed \$16.6 million or \$0.18 per unit during the third quarter (2011 - \$14.0 million or \$0.20 per unit). The simple and compounded net yield to unitholders for the nine month period ended September 30, 2012 were 5.6% and 5.7%. The net yield to unitholders on a simple and compound basis for the preceding twelve-month period were 7.5% and 7.8% respectively.

Management fees payable to the Fund Manager and other general and administrative expenses of the Fund were \$2.4 million for the quarter compared to \$1.8 million in the previous year. These expenses were higher than the previous year and reflect the larger portfolio value.

Balance Sheet Highlights

Total assets as of September 30, 2012 were \$975.7 million compared to \$729.5 million a year ago. Total assets are comprised primarily of mortgages recorded at fair market value and accrued interest receivable on those mortgages. In addition, the Fund had excess cash at quarter end of \$15 million which we expect to invest in early October.

Total liabilities excluding units submitted for redemption as of September 30, 2012 were \$28.4 million compared with \$15.5 million a year earlier. Liabilities at the end of the third quarter were comprised mainly of \$20.0 million of line of credit and \$8.3 million in accounts payable and distributions payable to unitholders. Drawings under the revolving loan facility, together with net cash proceeds of the Unit Offering, are used to increase the Fund's mortgage portfolio. The revolving loan facility bears interest at prime plus 2% and is secured by all assets of the Partnership and a pledge of all Partnership units held by the Fund. Net debt (debt less unrestricted cash) stood at \$4.8 million (0.5% of mortgage portfolio) at quarter end versus \$41.3 million of positive cash (6% of mortgage portfolio) last year.

Unitholders' equity plus units submitted for redemption as of September 30, 2012 were \$947.3 million compared with \$714.0 million as of September 30, 2011. The increase is primarily from proceeds of issuances of \$256.0 million in

excess of redemptions of \$20.0 million during the previous 12 months. These amounts represented approximately ten dollars per unit outstanding at the end of each reporting period. There were a total of 95,529,074 units outstanding on September 30, 2012 compared to 71,953,371 on September 30, 2011. There are no options or other commitments to issue additional units.

Liquidity And Capital Resources

Pursuant to the trust indenture, 100% of the Fund's net earnings must be distributed to unitholders. This means that growth in the mortgage portfolio can only be achieved through the raising of additional unitholder equity and utilizing available borrowing capacity. The Fund was slightly levered as of September 30, 2012 with 2% borrowed as a percentage of the book value of mortgages compared to 0% as of September 30, 2011.

During the nine months ended September 30, 2012, proceeds from the issuance of units net of redemptions and costs were \$197.2 million compared to \$162.7 million during the same period in 2011. This increase stems from the attractiveness of the Fund's high yield in the context of the current investment environment.

The Fund's mortgages are predominantly short-term in nature with the result that continual repayment by borrowers creates liquidity for ongoing mortgage investments.

Related Party Transactions

Romspen acts as mortgage manager for the Partnership and administrator for the Fund. The trustees of the Fund are all principals of Romspen. In consideration for its services, Romspen receives a fee equal to 1% per annum, calculated daily and paid monthly, of the total of all mortgage investments plus the fair value of any non-mortgage investments. Romspen also receives all lender, broker, origination, commitment, renewal, extension, discharge, participation, and other administrative fees charged to borrowers. In addition, the Partnership has granted to Romspen the option to purchase any mortgage investment held by the Partnership for a purchase price equal to the principal amount of such mortgage plus any accrued interest.

From time-to-time the Partnership may invest in mortgage loans made to borrowers who are related to Romspen or the trustees of the Fund. The Partnership may also invest in mortgages which are syndicated among Romspen, the Fund's trustees, or related parties. The Partnership's interests in such syndications rank either pari-passu with, or in priority to, the related party investors.

These related party transactions are further discussed in the notes to the accompanying audited consolidated financial statements.

Risk Management

The Fund is exposed to various financial instrument risks in the normal course of business. The Fund Manager and trustees have put in place various procedures and safeguards to mitigate these risks in order to ensure the preservation of capital as well as the achievement of acceptable and consistent rates of return. For details on financial instrument risks and management's response to these risks, please see note 14 of the Financial Statements.

Outlook

The world economy continues to travel along the path where elevated unemployment, high volatility, and significant debt have resulted in a prolonged period of slow growth. We expect these macroeconomic effects to persist, thus creating downward pressure on interest rates. Uncertainty remains about the future direction of the economy and mounting debt, particularly among European countries and financial institutions, combined with significant changes in monetary policy have not sufficiently abated the possibility of another credit crisis or recession. Our evaluation of new mortgage investment opportunities remains cautious as the world economy continues to be unsettled. South of the border, the economic circumstances have created a scenario where the US lending markets are unusually tight resulting in mortgage opportunities with solid returns combined with lower risks compared to domestic loans. This opportunity has allowed the Fund to safely diversify its portfolio by increasing its investments in US mortgages.

A gradual rotation of the portfolio continues where some non-performing loans in the portfolio are replaced with newer and better performing loans, albeit at lower rates than previously. Furthermore, our previous decisions to not accrue interest on certain loans where the collection and/or timing on interest remains unclear, moderately reduces our returns.

We continue to work on evaluating a strong deal pipeline of mortgage opportunities and expect continued growth in the portfolio during the balance of the year. With this increase, we will add to our reserves to accommodate the larger portfolio. While Romspen has the opportunity to take on investments that will create a higher yield, we have instead chosen to focus on safety and stability in our new loans, consistent with our historical underwriting standards.

Though activity is slowly increasing in the mortgage markets, we continue to see downward pressure on interest rates, which is broadly prevalent throughout the economy in Canada and elsewhere around the world. Romspen has strongly outperformed most other investment alternatives over the five year period 2007-2011; a challenging investment climate for all investors. While other investments have showed gains over short periods followed by periods of lower returns, losses, or erratic and unpredictable volatility, Romspen's performance has been consistently strong and has kept to the Fund's objective of preserving capital while providing a relatively stable and predictable return.

Interim Consolidated Financial Statements

ROMSPEN MORTGAGE INVESTMENT FUND

Nine months ended September 30, 2012
(Unaudited)

Romspen Mortgage Investment Fund

Interim Consolidated Balance Sheet

(In thousands of dollars, except per unit amounts, unless otherwise noted)

September 30, 2012, with comparative figures for 2011

	September 30, 2012 (Unaudited)	December 31, 2011 (Audited)	September 30, 2011 (Unaudited)
Assets			
Cash	\$ 13,090	\$ 4,165	\$ 38,713
Restricted cash (note 5)	2,147	3,592	2,628
Accrued interest receivable	39,186	30,051	32,181
Mortgages, net of fair value provision (note 4)	916,477	749,059	654,962
Sundry assets	4,811	630	1,061
	\$ 975,711	\$ 787,497	\$ 729,545
Liabilities and Unitholders' Equity			
Liabilities:			
Revolving loan facility (note 6)	\$ 20,000	\$ 23,500	\$ -
Accounts payable and accrued liabilities (note 11(f))	2,579	5,054	3,119
Deferred revenue	120	535	2,370
Prepaid unit capital	-	1,224	5,000
Unitholders' distributions payable	5,732	5,307	5,037
	28,431	35,620	15,526
Units submitted for redemption (note 7)	4,159	3,122	3,353
Unitholders' equity (note 7)	943,121	748,755	710,666
Commitments and contingent liabilities (note 12)			
	\$ 975,711	\$787,497	\$ 729,545
Net asset value per unit (note 8)	9.92	9.92	9.92

See accompanying notes to consolidated financial statements.

Romspen Mortgage Investment Fund

Interim Consolidated Statement of Earnings

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012, with comparative figures for 2011

	3 months ended September 30, 2012 (Unaudited)	3 months ended September 30, 2011 (Unaudited)	9 months ended September 30, 2012 (Unaudited)	9 months ended September 30, 2011 (Unaudited)
Revenue:				
Mortgage interest	\$ 18,371	\$ 15,897	\$ 50,996	\$ 43,011
Other income	2,154	2,045	3,470	3,723
	20,525	17,942	54,466	46,734
Expenses:				
Management fees (note 11)	2,258	1,686	6,176	4,647
Interest	159	-	297	150
Unrealized loss in value of mortgage investments	1,600	2,579	533	3,544
Realized loss on mortgage investments	-	294	1,067	294
Audit fees	21	27	63	67
Legal fees	6	2	18	23
Other	150	111	441	290
	4,194	4,699	8,595	9,015
Net earnings	\$ 16,331	\$ 13,243	\$ 45,871	\$ 37,719
Net earnings per unit (note 8)	\$ 0.18	\$ 0.19	\$ 0.54	\$ 0.58
Weighted average number of units issued and outstanding (note 8)	92,298,037	70,186,219	85,316,478	65,359,507

See accompanying notes to consolidated financial statements.

Romspen Mortgage Investment Fund

Interim Consolidated Statements of Unitholders' Equity

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012, with comparative figures for 2011

	September 30, 2012 (Unaudited)	December 31, 2011 (Audited)	September 30, 2011 (Unaudited)
Unit capital:			
Balance, beginning of period	\$ 755,591	\$ 554,943	\$ 554,943
Proceeds from issuance of units, net of redemptions (note 7)	197,230	201,449	162,793
Penalties on redemptions	8	66	28
Reduction in units submitted for redemption (note 7)	(1,036)	(867)	(1,098)
Balance, end of period	\$ 951,793	\$ 755,591	\$ 716,666
Cumulative earnings:			
Balance, beginning of period	\$ 213,194	\$ 162,147	\$ 162,147
Net earnings for the period	45,871	51,047	37,720
Balance, end of period	\$ 259,065	\$ 213,194	\$ 199,867
Cumulative distributions to unitholders:			
Balance, beginning of period	(220,030)	(166,683)	(166,683)
Distributions to unitholders (note 9)	(47,707)	(53,347)	(39,184)
Balance, end of period	\$ (267,737)	\$ (220,030)	\$ (205,867)
Unitholders' equity	\$ 943,121	\$ 748,755	\$ 710,666
Units issued and outstanding, excluding units submitted for redemption (note 7)	95,109,608	75,502,641	71,615,438

See accompanying notes to consolidated financial statements.

Romspen Mortgage Investment Fund

Interim Consolidated Statement of Cash Flows

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012, with comparative figures for 2011

	3 months ended September 30, 2012 (Unaudited)	3 months ended September 30, 2011 (Unaudited)	9 months ended September 30, 2012 (Unaudited)	9 months ended September 30, 2011 (Unaudited)
Cash provided by (used in):				
Operations:				
Net earnings	\$ 16,221	\$ 13,243	\$ 45,871	\$ 37,720
Items not affecting cash:				
Unrealized loss in value of mortgages	1,600	2,579	533	3,838
Realized loss on mortgage investments	-	(294)	1,067	(294)
Amortization of Discount Income	(1,551)	(2,218)	(1,445)	5,471
Change in non-cash operating items:				
Accrued interest receivable	(1,171)	(2,398)	(9,134)	117
Accounts payable and accrued liabilities	(3,999)	4,949	(2,049)	2,024
Other assets	(3,915)	(431)	(3,840)	(1,031)
Deferred Revenue	(102)	(127)	(415)	(851)
	7,083	15,303	30,588	46,994
Financing:				
Proceeds from issuance of units, net of offering costs & redemptions	107,075	37,677	197,230	162,793
Penalties on redemptions	-	24	8	27
Prepaid Unit Capital	(758)	-	(1,224)	-
Change in revolving loan facility	(20,343)	-	(3,843)	63
Distributions to unitholders	(16,627)	(14,032)	(47,707)	(39,183)
	69,347	23,669	144,464	123,700
Investments:				
Funding of mortgages	(138,248)	(61,288)	(343,493)	(370,716)
Discharge of mortgages	72,470	57,223	175,921	225,690
	(65,778)	(4,065)	(167,572)	(145,026)
Increase/(decrease) in cash	10,652	34,907	7,480	25,668
Cash & restricted cash, beginning of period	4,585	6,434	7,757	15,673
Cash, end of period	\$ 15,237	\$ 41,341	\$ 15,237	\$ 41,341
Supplemental cash flow information:				
Interest paid	\$ 159	\$ -	\$ 297	\$ 150

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

Romspen Mortgage Investment Fund (the "Fund") is an unincorporated closed-end investment trust established under the laws of the Province of Ontario, pursuant to a trust indenture dated as at May 20, 2005. The Fund is the sole limited partner in the Romspen Mortgage Limited Partnership (the "Partnership") and conducts its lending activities primarily through the Partnership. The objective of the Fund is to provide stable and secure cash distributions of income, while preserving unitholders' equity.

Romspen Investment Corporation ("Romspen") is the Fund's mortgage manager and acts as the primary loan originator, underwriter, administrator and syndicator for the Partnership. Romspen also acts as administrator for the Fund's affairs.

The Fund commenced operations on January 16, 2006. Under an exchange offering completed in January 2006, mortgages in the aggregate principal amount of \$158,855 were exchanged for 15,885,461 units of the Fund.

1. Basis of presentation:

These consolidated financial statements have been prepared in accordance with Canadian generally accepted accounting principles ("GAAP"). The consolidated financial statements include the accounts of the Fund and the Partnership.

2. Significant accounting policies:

(a) Mortgage investments:

In accordance with Accounting Guidelines 18, Investment Companies, the Fund's investments are recorded at fair value, as defined by the Canadian Institute of Chartered Accountants' ("CICA") Handbook Section 3855, Financial Instruments - Recognition and Measurement ("Section 3855"). The unitholders' equity of the Fund for financial reporting purposes is calculated in accordance with Section 3855.

Certain of the Fund's mortgages are in arrears and realization by the Fund may result in a shortfall. In determining fair value of individual mortgages, management considers the length of time the mortgage has been in arrears, the overall financial strength of the borrowers and the residual value of the security pledged.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

2. Significant accounting policies (continued):

Any unrealized changes in the fair value of a mortgage investments are recorded in the consolidated statements of earnings as an unrealized fair value adjustment. A realized change in the fair value of a mortgage as a result of a disposition or repayment is recorded as a realized fair value adjustment.

(b) Revenue recognition:

(i) Interest income:

Interest income is accounted for on the accrual basis. Funding and participation fees received are amortized over the expected term of the mortgage.

(ii) Discount income:

The Fund may acquire mortgage portfolios from third parties at fair market value. A mortgage discount will exist to the extent that the fair market value of a mortgage is less than its par value. The discount is allocated between a valuation reserve component and an accretion component. The valuation reserve component represents the risk of credit loss, while the accretion component represents the part of the discount to be recognized to income over time, thereby adjusting the yield on the mortgage from its face rate to an effective yield. The accretion component is amortized to income over the term of the related mortgage through the application of the effective interest rate method. The valuation reserve component is only recognized into income upon payout, less any realized credit loss.

(c) Use of estimates:

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the year. The most significant estimates that the Fund is required to make relate to the fair value of the mortgage investments in (a) above. The estimates may include: assumptions regarding local real estate market conditions; interest rates and the availability of credit; cost and terms of financing; the impact of present or future legislation or regulation; prior encumbrances and other factors affecting the mortgage and underlying security of the mortgage investments.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

2. Significant accounting policies (continued):

These assumptions are limited by the availability of reliable comparable data, economic uncertainty, ongoing geopolitical concerns and the uncertainty of predictions concerning future events. Credit markets, equity markets and consumer spending are factors in the uncertainty inherent in such estimates and assumptions. Accordingly, by their nature, estimates of fair value are subjective and do not necessarily result in precise determinations. Should the underlying assumptions change, the estimated fair value could change by a material amount.

(d) Net earnings per unit:

Net earnings per unit are computed by dividing net earnings for the year by the weighted average number of units outstanding during the year.

(e) Prepaid unit capital:

Prepaid unit capital consists of subscription amounts received in advance of the unit issuance date.

(f) Financial instruments - recognition and measurement:

CICA Handbook Section 3855 establishes standards for recognizing and measuring financial assets and financial liabilities, including non-financial derivatives. In accordance with this standard, the Fund has classified its financial assets as one of the following: held-to-maturity; loans and receivables; held-for-trading or available-for-sale. All financial liabilities must be classified as: held-for-trading or other financial liabilities. The Fund's designations are as follows:

(i) Cash, restricted cash, accrued interest receivable and other assets are classified as loans and receivables and are measured at amortized cost.

(ii) The revolving loan facility, accounts payable and accrued liabilities, prepaid unit capital, units submitted for redemption and unitholders' distributions payable are classified as other financial liabilities and are measured at amortized cost using the effective interest rate method.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

3. Future accounting standards issued and not yet adopted:

International Financial Reporting Standards ("IFRS"):

In December 2011, the Canadian Accounting Standards Board ("AcSB") extended the deferral of the adoption of IFRS to fiscal years beginning on or after January 1, 2014 for investment companies.

The Fund will adopt IFRS on January 1, 2014. The Fund expects to report its financial results for the year ended December 31, 2014 prepared in accordance with IFRS. The Fund will also provide comparative data on an IFRS basis, including an opening consolidated statement of net assets as at January 1, 2013. Further revisions by the AcSB to the IFRS adoption date for investment companies are possible.

The Fund has presently determined that the impact of IFRS will be limited to additional note disclosure and modifications to existing presentation and does not expect that the net earnings will be impacted by the changeover to IFRS. This determination may change as the Fund finalizes its assessment of potential IFRS differences and as new standards are issued by the International Accounting Standards Board prior to the Fund's adoption of IFRS.

4. Mortgage investments:

The following is a summary of the 130 mortgages held as at September 30, 2012:

			2012	2011
	Number of mortgages making up balance	Original cost	Fair value	Fair value
First mortgages	122	\$ 873,253	\$ 865,858	\$ 622,108
Second mortgages	7	39,991	37,335	29,044
Third mortgages	1	13,284	13,284	3,810
	130	\$ 926,528	\$ 916,477	\$ 654,962

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

4. Mortgage investments (continued):

The following is a summary of the original cost of mortgages segmented by interest rate at September 30, 2012:

Interest rates	September 30, 2012	September 30, 2011
Less than 10.00%	\$ 301,936	\$ 209,354
10.01% - 11.00%	238,317	72,448
11.01% - 12.00%	253,640	235,615
12.01% - 20.00%	129,161	141,225
Over 20.00%	3,474	3,717
	\$ 926,528	\$ 662,359

CICA Handbook Section 3862, Financial Instruments - Disclosures ("Section 3862"), by establishing enhanced disclosure requirements for fair value measurements of financial instruments and liquidity risks. Section 3862 establishes a three-level valuation hierarchy for disclosure of financial instruments measured at fair value based upon the degree to which the inputs used to value an asset or liability as of the measurement date are observable:

- Level 1 - quoted (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - inputs other than quoted prices in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - inputs for the assets or liability that are not based on observable market data (unobservable inputs).

The Fund's mortgage investments are measured at fair value using unobservable inputs. As a result, all mortgage investments have been classified in Level 3 of the valuation hierarchy.

A reconciliation of Level 3 assets for the year ended September 30 is as follows:

	2012	2011
Mortgage investment balance, beginning of year	\$ 749,060	\$ 518,951
Funding of mortgage investments	343,493	370,716
Discharge of mortgage investments	(175,921)	(225,690)
Unrealized gain (loss) in the value of mortgage investments	(533)	(3,250)
Realized loss on mortgage investments	(1,067)	(294)
Amortization of discount	1,445	(5,471)
Mortgage investment balance, end of year	\$ 916,477	\$ 654,962

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

4. Mortgage investments (continued):

The mortgages are secured by real property and other security, bear interest at a weighted average rate of 10.6% at September 30, 2012 (2011 – 10.9%) and mature between 2012 and 2018.

Credit risk arises from the possibility that mortgagors may be unable to fulfill their obligations. In accordance with the Fund's policies, the Fund mitigates this risk by ensuring that its mix of mortgages is diversified and by limited exposure to any one mortgagor or property.

As part of the assessment of fair value, management of the Fund routinely reviews each mortgage for impairment to determine whether or not a mortgage should be recorded at its estimated realizable value.

Borrowers have the option to repay principal at any time prior to the maturity date. Principal repayments based on contractual maturity dates are as follows:

2012	\$ 333,635
2013	427,788
2014	151,482
2015 and after	13,623
	\$ 926,528

The Partnership has subscribed for shares in the following corporations to either improve, develop, or complete these properties in order to maximize their disposition value.

Company	Property	Description	Mortgage Value
1460518 Alberta Inc.	9420 51 st Avenue, Edmonton, AB	Office complex	\$ 16,924
2220740 Ontario Inc.	Old Lakeshore Road, Collingwood, ON	Land for res. development	\$ 758
3231451 Nova Scotia Ltd.	24 Harbourside Drive, Wolfville, NS	Condominium development	\$ 5,840
Aspen Lakes Communities Ltd.	Blackfalds, AB	Land for residential development	\$ 13,574
22411497 Ontario Ltd.	430 Ottawa Street, Almonte, ON	Retail plaza	\$ 5,300
Big Mac Athletic Corp.	Langford, BC	Office complex	\$ 8,238
Romspen FC Homes Inc.	Abbotsford, BC	Residential subdivision	\$ 6,005
RIC Management Inc.(in trust)	1 Dunsford Lane Wymbolwood Beach, ON	Commercial development	\$ 1,151
1604954 Alberta Ltd.	1925 & 1933 18 th Ave NE Calgary, AB	Office Complex	\$ 41,897
1411786 Alberta Ltd.	Hamlet of Balzac, AB	Land for residential development	\$ 2,777
Royal Oaks Homes Ltd.	Moncton, NB	Residential subdivision	\$ 7,747
2270386 Ontario Limited	160 Brooks Road, Cayuga, ON	Landfill	\$ 12,541

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

5. Restricted cash:

Restricted cash represents irrevocable standby letters of credit issued by the Fund.

6. Revolving loan facility:

The Partnership has entered into a revolving loan facility on July 16, 2012 in the maximum amount of \$100,000 (2011 - \$40,000), of which approximately \$80,000 (2011 - \$40,000) is available and \$20,000 has been drawn as at September 30, 2012 (2011 - \$nil). Interest on the loan is charged at prime rate plus 2%. The minimum and maximum amounts drawn under the revolving loan facility during the nine months ended September 30, 2012 were \$nil and \$20,000 (2011 - \$nil and \$27,000), respectively. The loan is secured by all assets of the Partnership and a pledge of all Partnership units held by the Fund. The loan matures on July 16, 2013.

The costs associated with the establishment of the revolving loan facility are amortized over the one-year initial term of the facility and have been included in other assets for \$430 (2011 - \$25), net of accumulated amortization of \$87 (2011 - \$125).

7. Unitholders' equity:

The beneficial interests in the Fund are represented by a single class of units, which are unlimited in number. Each unit carries a single vote at any meeting of unitholders and carries the right to participate pro rata in any distributions. Unitholders have a limited right to redeem their units, on a monthly basis, upon a minimum of 30 days' notice. Partial or complete redemption of units is limited on a monthly basis to 1% of the aggregate fair market value of units outstanding on the valuation date immediately preceding the said redemption date. Redemption notices on any given redemption date shall maintain their order of priority until the unit redemption price for such units has been paid in full. Additionally, the trustees shall be entitled in their sole discretion to extend the time for payment of any unit redemption prices if, in the reasonable opinion of the trustees, such payment would be materially prejudicial to the interests of the remaining unitholders in the Fund.

As at September 30, 2012, unitholders representing approximately 419,466 units have requested redemption of their units, the redemption of which is subject to the above restrictions. These units have been reclassified to liabilities from unitholders' equity in order to comply with applicable accounting rules. These units, however, continue to have the same rights and no priority over the remaining units. Units submitted for redemption are redeemed at the net asset value.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

7. Unitholders' equity (continued):

(a) The following units are issued and outstanding:

	Nine Months ended September 30			
	2012		2011	
	Units	Amount	Units	Amount
Balance, beginning of year	75,817,488	\$ 758,585	55,687,187	\$ 557,101
New units issued	19,103,093	191,031	16,776,549	167,765
New units issued under distribution reinvestment plan	1,970,980	19,710	1,370,565	13,706
Units redeemed	(1,362,487)	(13,506)	(1,880,930)	(18,678)
Proceeds from issuance of units, net of redemptions	19,711,586	197,235	16,266,184	162,793
Balance, end of year	95,529,074	\$ 955,820	71,953,371	\$ 719,894

During the normal course of business, the Fund receives unit issuance and redemption requests from the investors. In 2012, the Fund received requests for redemption of 1,467,106 units (2011 – 1,992,172) and redeemed 1,362,487 units (2011 – 1,880,930) for \$13,506 (2011 - \$18,678) in accordance with its policies.

The Fund continues to issue new units and receive redemption requests, which will be processed in accordance with the above-mentioned policies.

(b) Distribution reinvestment plan and direct unit purchase plan:

The Fund has a distribution reinvestment plan and direct unit purchase plan for its unitholders, which allows participants to reinvest their monthly cash distributions in additional units at a unit price equivalent to \$10.00 per unit.

8. Net asset value per unit and net earnings per unit:

Net asset value per unit is calculated as total assets less total liabilities allocable to outstanding units, excluding units submitted for redemption, of 95,109,608 as at September 30, 2012 (2011 – 71,615,438).

Net earnings per unit has been computed using the weighted average number of units issued and outstanding of 85,316,478 for the quarter ended September 30, 2012 (2011 – 65,359,507).

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

9. Distributions:

The Fund makes distributions to the unitholders monthly on or about the 15th day of each month. The Fund's trust indenture requires that the Fund will distribute 100% of the net earnings of the Fund, determined in accordance with the Income Tax Act (Canada), to the unitholders.

For the nine months ended September 30, 2012, the Fund declared distributions of \$0.56 (2011 - \$0.60) per unit and a total of \$47,707 (2011 - \$39,184) was distributed to the unitholders.

10. Income taxes:

The Fund is taxed as a mutual fund trust for income tax purposes. Pursuant to the trust indenture, the Fund is required to distribute 100% of its income for income tax purposes each period to such an extent that it will not be liable for income tax under the Income Tax Act (Canada). Therefore, no provision for income taxes is required on earnings of the Fund.

On June 22, 2007, new legislation relating to the federal income taxation of a specified investment flow-through trust or partnership ("SIFT") received royal assent (the "SIFT Rules").

Under the SIFT Rules, certain distributions from a SIFT will no longer be deductible in computing a SIFT's taxable income and a SIFT will be subject to income taxes on such distributions at a rate that is substantially equivalent to the general tax rate applicable to a Canadian corporation. Distributions paid by a SIFT as returns of capital will not be subject to income taxes.

The Fund is not subject to the SIFT tax regime as its units are not listed or traded on a stock exchange or other public market. Accordingly, the Fund has not recorded a provision for income taxes or future income tax assets or liabilities in respect of the SIFT Rules.

11. Related party transactions and balances:

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties and which represents fair market value.

Other than the transactions disclosed elsewhere in these consolidated financial statements, the Fund had the following significant related party transactions:

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

11. Related party transactions and balances (continued):

- (a) All the trustees of the Fund are owners of Romspen. Under various agreements, Romspen manages all the day-to-day affairs of the Fund and the Partnership. Romspen receives fees totalling 1% per annum, calculated daily and payable monthly, of the principal balance of all mortgage investments and the fair market value of all other non-mortgage investments. For the nine months ended September 30, 2012, the amount was \$6,176 (2011 - \$4,647).
- (b) Romspen and related entities also receive certain fees directly from the borrower generated from Fund mortgage investments as follows: all lender, broker, origination, commitment, renewal, extension, discharge, participation, insufficient funds and administration fees generated on the mortgages. For the nine months ended September 30, 2012, this amount was \$8,337 (2011 - \$4,810).
- (c) Romspen charges the Fund for brokering and originating the acquisition of a portfolio of existing loans, calculated as 2% of the loan portfolio. For the nine months ended September 30, 2012, the amount was \$120 (2011 - \$932).
- (d) Several of the Fund's mortgages are syndicated with other investors of Romspen, which may include Romspen, members of management of Romspen and officers or trustees of the Fund. The Fund ranks equally with, or in priority to, other members of the syndicate as to receipt of principal and income.
- (e) For the nine months ended September 30, 2012, the Fund had six (2011 - six) mortgages outstanding with an original cost of \$36,114 (2011 - \$30,423), including accrued interest of \$5,669 (2011 - \$6,423) and fair value of \$36,864 (2011 - \$35,049) due from mortgagors in which members of management of Romspen own non-controlling equity interests.
- (f) At the discretion of Romspen, the Fund participated in 50% of the funding fees received by Romspen on certain mortgage advances. Amounts received during the nine months ended September 30, 2012 amounted to \$nil (2011 - \$157) and \$415 (2011 - \$382) was recognized in other revenue.

12. Commitments and contingent liabilities:

- (a) In the event that management agreements are terminated, the various management agreements between the Fund, the Partnership and Romspen contain provisions for the payment of termination fees of an amount equal to 2% of the fair market value of the Partnership's assets under administration on the date on which the termination notice is received, in addition to any other amounts owing by the Partnership. These amounts will be satisfied by the payment of cash, interests in mortgages or in such combination thereof as

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

12. Commitments and contingent liabilities (continued):

determined by the mortgage manager. These agreements continue in force until terminated in accordance with their provisions.

- (b) The Partnership has granted an irrevocable option to Romspen to purchase, at any time, any or all Partnership mortgages at a purchase price equal to the principal amount of such mortgage plus accrued interest.
- (c) The Partnership in certain situations provides guarantees for its subsidiaries.

13. Fair values of financial instruments:

The fair values of cash, restricted cash, accrued interest receivable, revolving loan facility, accounts payable and accrued liabilities, unitholders' distributions payable and prepaid unit capital approximate their carrying values due to their short-term maturities.

14. Financial instrument risk management:

- (a) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Fund manages this risk by investing primarily in short-term mortgages. The Fund's investment objective is to obtain an acceptable and consistent absolute rate of return that is not related to any market-based interest rate benchmark.

As a result, the credit characteristics of the Fund's mortgages will evolve such that in periods of higher market interest rates, the Fund's mortgages will be those with narrower credit spreads, and vice versa in periods of lower market interest rates compared to other benchmark interest rates.

The majority of the Fund's investments are in fixed rate, short-term mortgages. The Fund generally holds all of its mortgages to maturity. There is no secondary market for the Fund's mortgages and in syndication transactions, these mortgages are generally traded at face value without regard to changes in market interest rates.

The Fund's debt under the revolving loan facility (note 6) bears interest based on the prime rate plus 2%.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

14. Financial instrument risk management (continued):

As at September 30, 2012, if interest rates on the revolving loan facility had been 100 basis points lower or higher, with all other variables held constant, net earnings for the quarter would be affected with a total increase or decrease of \$27 (2011 - \$nil). The Fund monitors the financial markets and can adjust the pricing of renewals and new loans when it deems it appropriate.

(b) Credit risk:

Credit risk is the risk of loss due to borrowers under the Fund's mortgages failing to discharge their obligations. The Fund's sole activity is investing in mortgages (note 4) and, therefore, generally all of its assets are exposed to credit risk. Any instability in the real estate sector and adverse change in economic conditions in Canada could result in declines in the value of real property securing the Fund's mortgage investments. The Fund manages credit risk by adhering to the investment and operating policies, as set out in its Offering Memorandum. This includes the following policies:

- (i) No more than 20% of the Fund's capital may be invested in subordinate mortgages; and
- (ii) No more than 10% of the Fund's capital may be invested in any single mortgage or to any single borrower.

The Fund focuses its investments in the commercial mortgage market segments described in its Offering Memorandum, which includes development mortgages, construction mortgages, term financing mortgages and residential mortgages. These mortgages generally have the following characteristics:

- (i) initial terms of 12 to 24 months;
- (ii) loan to value ratios of approximately 65% at time of underwriting;
- (iii) significant at-risk capital and/or additional collateral of property owner; and
- (iv) full recourse to property owners supported by personal guarantees.

In addition, the Fund's trustees meet regularly to review and approve each mortgage investment and to review the overall portfolio to ensure it is adequately diversified.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

14. Financial instrument risk management (continued):

(c) Liquidity risk:

Liquidity risk is the risk that the Fund will not have sufficient cash to meet its obligations as they become due. The Fund mitigates this risk by monitoring its scheduled mortgage repayments and ensuring that sufficient funds are available in the near term to satisfy all of its obligations. The Fund's obligations are primarily those which arise under the revolving loan facility, the Mortgage Management Agreement and its Declaration of Trust. In the current economic climate and capital markets, the lenders may continue to tighten their lending standards which could make it challenging for the Fund to obtain financing on favourable terms, or to obtain financing at all.

The Fund's revolving loan facility (note 6) matures on July 16, 2013. If it is not extended at maturity, repayments under the Fund's mortgage portfolio would be utilized to repay the revolving loan facility. The Fund's mortgages are predominantly short-term in nature, and as such, the continual repayment by borrowers of existing mortgage investments creates liquidity for ongoing mortgage investments and funding commitments.

If the Fund is unable to continue to have access to its revolving loan facility, the size of the Fund's mortgage portfolio will decrease and the income historically generated through holding a larger portfolio by utilizing leverage will not be earned.

The Fund is not obliged to invest in any mortgages originated by the Fund manager and, therefore, the Fund has no future funding obligations in respect of the Fund manager's mortgage commitments. The Fund is obliged to pay management fees to the Fund manager which are funded out of interest income.

Unitholders in the Fund have the limited right to redeem their units in the Fund, as described in its Offering Memorandum and paragraph 5.25 of the Fund's Declaration of Trust. The trustees are entitled, in their sole discretion, to extend the time for payment of any unitholder redemption if, in their reasonable opinion, such payment would be materially prejudicial to the interests of the remaining unitholders.

(d) Market risk:

Market risk is the risk that the fair value of the collateral securing any of the Fund's mortgage investments falls to a level approaching the loan amount. The Fund manager ensures that it is aware of real estate market conditions in the regions in which it operates. Real estate market trends are monitored on an ongoing basis and the Fund manager's lending practices and policies are adjusted when necessary.

Romspen Mortgage Investment Fund

Notes to Interim Consolidated Financial Statements (continued)

(In thousands of dollars, except per unit amounts, unless otherwise noted)

Nine months ended September 30, 2012 and 2011

14. Financial instrument risk management (continued):

(e) Currency risk:

Currency risk is the risk that the fair value or future cash flows of the Fund's mortgages will fluctuate based on changes in foreign currency exchange rates. Approximately \$76,886 (2011 - \$6,406), 8.3% of the total Fund's mortgages at year end, are secured primarily by charges on real estate located in United States, and of this, \$72,036 are denominated in United States dollars; consequently, the Fund is subject to currency fluctuations that may impact its financial position and results.

(f) Capital risk management:

The Fund manages capital to attain its objective of providing stable and secure cash distributions of income while preserving unitholders' equity. The Fund defines capital as being capital raised by issuing Fund units. It is the Fund's policy to distribute 100% of its taxable income to unitholders, with the result that growth in the mortgage portfolio can only be achieved through the raising of additional equity capital and by utilizing available borrowing capacity.

The Fund raises equity capital on a monthly basis during periods where the Fund manager projects a greater volume of mortgage investment opportunities than the Fund's near-term capital would be sufficient to fund. In the event the Fund may have surplus equity capital, the trustees of the Fund have the right to redeem units held by unitholders or to declare a return of capital distribution.

The primary purpose of the Fund's borrowing strategy is to ensure that unitholders' capital is fully invested. As of September 30, 2012, the Fund's borrowings totalled 2% (2011 – 0%) of the book value of its mortgages and the Fund was in compliance with all covenants under its revolving loan facility.

15. Comparative figures:

Certain comparative figures have been reclassified to conform with the financial statement presentation adopted in the current year.

16. Exemption from filing:

The Fund is relying on the exemption obtained in National Instrument 81-106, Part 2.11 to not file their financial statements in SEDAR.

Trustees & Management

Romspen Mortgage Investment Fund

Sheldon Esbin
Trustee

Mark Hilson
Trustee

Arthur Resnick
Trustee

Wesley Roitman
Trustee

Romspen Investment Corporation

Sheldon Esbin
Managing General Partner

Mark Hilson
Managing General Partner

Wesley Roitman
Managing General Partner

Blake Cassidy
Managing Partner

Ronald Lloyd
Managing Partner

Arthur Resnick
Managing Partner

Robert Shiller
Managing Partner

Arnie Bose
Vice President, Finance

Bonnie Bowerman
Vice President, Underwriting

Vitor Fonseca
Vice President and Treasurer

Mary Gianfriddo
Vice President, Mortgage Administration

Blair Martin
Senior Vice President, Underwriting

Joel Mickelson
Corporate Counsel

Pierre Leonard
Vice President, Origination

Ann Ralston
Vice President, Investor Relations

Unitholder Information

Units

The Fund units represent a beneficial ownership interest in the Romspen Mortgage Investment Fund. The Fund is an unincorporated closed-end investment trust and is the sole limited partner in the Romspen Mortgage Limited Partnership.

Distributions

Distributions on Fund units are payable on or about the 15th day of each month. The Fund is required to distribute its net earnings each year to the unitholders.

Distribution Reinvestment Plan

The distribution reinvestment plan provides unitholders a means to reinvest cash distributions in new units of the Fund. To participate, registered unitholders should contact Romspen.

Investor Relations Contact

Requests for the Fund's annual report, quarterly reports, or other corporate communications should be directed to:

Investor Relations
Romspen Mortgage Investment Fund
Suite 300, 162 Cumberland Street
Toronto, Ontario
M5R 3N5

Auditors

KPMG LLP
Chartered Accountants

Legal Counsel

Gardiner Roberts LLP

Website

www.romspen.com

Duplicate Communication

Registered holders of Romspen units may receive more than one copy of shareholder mailings. Every effort is made to avoid duplication, but when units are registered under different names and/or addresses, multiple mailings result. Unitholders who receive but do not require more than one mailing for the same ownership are requested to contact Investor Relations and arrangements will be made to combine the accounts for mailing purposes.



