



INTERIM REPORT TO UNITHOLDERS

2018 Q3 | FOR THE PERIOD ENDED SEPTEMBER 30, 2018

Partners Value Investments LP (the “Partnership”) recorded an increase in net book value during the third quarter of \$318 million (\$3.60 per unit) to \$3.4 billion (\$38.10 per unit). The increase is due to an increase in the quoted market price of Brookfield Asset Management common shares, investment valuation gains, and investment income earned on the Partnership’s investment portfolio.

The net income for the quarter was \$2 million, of which a loss of \$3 million was attributable to the Equity Limited Partners (\$0.04 per Equity LP unit), down from net income of \$2 million in the prior year quarter. The net loss was primarily a result of foreign currency losses resulting from the weakening United States dollar, and income tax expenses incurred due to realizing large gains as a result of selling various portfolio securities during the third quarter.

A handwritten signature in black ink, appearing to read 'Brian D. Lawson'.

Brian D. Lawson
President and Chief Executive Officer
November 29, 2018

STATEMENTS OF FINANCIAL POSITION

As at

(Thousands, US dollars, except per unit amounts)

	September 30, 2018	December 31, 2017
Assets		
Cash and cash equivalents	\$ 152,193	\$ 29,801
Investment in Brookfield Asset Management Inc. ¹	3,822,412	3,737,431
Other investments carried at fair value	527,849	750,467
Accounts receivable and other assets	1,796	6,443
Equity accounted investment	16,074	13,643
Goodwill	4,125	3,102
	<u>\$ 4,524,449</u>	<u>\$ 4,540,887</u>
Liabilities and Equity		
Accounts payable and other liabilities	\$ 38,670	\$ 108,744
Preferred shares ²	523,573	575,620
Deferred taxes ³	469,502	468,040
	<u>1,031,745</u>	<u>1,152,404</u>
Equity		
Partnership's Equity		
Equity Limited Partners	2,992,801	2,888,580
General Partner	1	1
Preferred Limited Partners	499,902	499,902
	<u>\$ 4,524,449</u>	<u>\$ 4,540,887</u>
Net book value per Equity LP unit ^{4,5}	<u>\$ 38.10</u>	<u>\$ 37.03</u>

- The investment in Brookfield Asset Management Inc. consists of 86 million Brookfield shares with a quoted market value of \$44.53 per share as at September 30, 2018 (December 31, 2017 – \$43.54).*
- Represents \$531 million of retractable preferred shares less \$7 million of unamortized issue costs as at September 30, 2018 (December 31, 2017 – \$585 million less \$9 million).*
- The deferred tax liability represents the potential future income tax liability of the Partnership recorded for accounting purposes based on the difference between the carrying values of the Partnership's assets and liabilities and their respective tax values, as well as giving effect to estimated capital and non-capital losses.*
- Calculated on a fully diluted basis. As at September 30, 2018, there were 73,525,631 (December 31, 2017 – 73,541,131) Equity LP units issued and outstanding, while the diluted Equity LP units outstanding were 88,234,397 (December 31, 2017 – 88,249,897) which includes the 14,708,766 Equity LP units that would be issued through the exercise of all outstanding warrants.*
- Net book value is a non-IFRS measure and is equal to total equity less General Partner equity and Preferred Limited Partners' equity, plus the value of consideration that would be received on exercising of warrants, which as at September 30, 2018 was \$370 million (December 31, 2017 – \$380 million).*

CHANGE IN NET BOOK VALUE

For the periods ended September 30, 2018 (Thousands, US dollars, except per unit amounts)	Three months		Nine months	
	Total	Per Unit	Total	Per Unit
Net book value, beginning of period ¹	\$ 3,044,686	\$ 34.50	\$ 3,268,176	\$ 37.03
Net income ^{2,3}	(3,416)	(0.04)	59,275	0.67
Other comprehensive income ^{2,3}	315,007	3.57	45,382	0.51
Adjustment for impact of warrant ³	6,300	0.07	(9,928)	(0.11)
Equity LP repurchase ³	(108)	—	(436)	—
Net book value, end of period ^{1,4,5}	<u>\$ 3,362,469</u>	<u>\$ 38.10</u>	<u>\$ 3,362,469</u>	<u>\$ 38.10</u>

- Calculated on a fully diluted basis, net book value is non-IFRS measure.*
- Attributable to Equity Limited Partners.*
- The basic weighted average number of Equity Limited Partnership ("Equity LP") units outstanding during the period ended September 30, 2018 was 73,535,535. The diluted weighted average number of Equity Limited Partnership ("Equity LP") units available and outstanding during the period ended September 30, 2018 was 88,237,000; this includes the 14,708,766 Equity LP units that would be issued through the exercise of all outstanding warrants.*
- At the end of the period, the diluted Equity LP units outstanding were 88,234,397 (December 31, 2017 – 88,249,897).*
- Net book value is a non-IFRS measure and is equal to total equity less General Partner equity and Preferred Limited Partners' equity, plus the value of consideration that would be received on exercising of warrants, which as at September 30, 2018 was \$370 million (December 31, 2017 – \$380 million).*

MANAGEMENT'S DISCUSSION AND ANALYSIS

The following Management's Discussion and Analysis for the interim period ended September 30, 2018 is dated November 29, 2018.

OVERVIEW

Partners Value Investments L.P. (the "Partnership") is a limited partnership under the laws of the province of Ontario. Its principal investment is an ownership interest in 86 million Class A Limited Voting Shares ("Brookfield shares") of Brookfield Asset Management Inc. ("Brookfield"). The Partnership's objective is to provide the Equity Limited Partners with capital appreciation and Preferred Limited Partners with income returns. Investment income, which includes dividends from its investment in Brookfield shares as well as its other securities portfolio, is principally dedicated to paying interest on its financing obligations and dividends on its Preferred LP units.

The Partnership's investment in Brookfield is owned indirectly through its wholly owned subsidiaries – Partners Value Investments Inc. ("PVII") and Partners Value Split Corp. ("Partners Value Split"). Partners Value Split has publicly listed retractable preferred shares outstanding.

The Partnership also holds a portfolio of other securities including: a 100% interest in Global Champions Split Corp. ("Global Champions"); a 100% interest in Global Resource Champions Split Corp. ("Global Resource Champions"), which owns a portfolio of large capitalization commodities and resource companies; investments in limited partnership units of Brookfield Infrastructure Partners ("BIP"), Brookfield Property Partners ("BPY"), Brookfield Business Partners ("BBU"); ownership interest in Trisura Group Limited ("TSU") and a portfolio of other marketable securities. Global Resource Champions has publicly listed retractable preferred shares outstanding.

The Partnership is managed by its general partner, PVI Management Inc. (the "General Partner"). Additional information on the Partnership and its public subsidiaries is available on SEDAR's web site at www.sedar.com.

RESULTS OF OPERATIONS

The net income for the quarter was \$2 million, of which a loss of \$3 million was attributable to the Equity Limited Partners (\$0.04 per Equity LP unit), down from net income of \$2 million in the prior year quarter. The net loss was primarily a result of foreign currency losses resulting from the weakening United States dollar, and income tax expenses incurred due to realizing large gains as a result of selling various portfolio securities during the third quarter.

The following table presents the details of the Partnership's net income for the three months and nine months ended September 30:

<i>For the periods ended September 30</i> <i>(Thousands, US dollars)</i>	Three months		Nine months	
	2018	2017	2018	2017
Investment income				
Dividends	\$ 18,541	\$ 20,721	\$ 56,219	\$ 67,734
Other investment income	717	1,239	3,476	2,752
	<u>19,258</u>	<u>21,960</u>	<u>59,695</u>	<u>70,486</u>
Expenses				
Operating expenses	(631)	(10,047)	(3,691)	(12,808)
Financing costs	(748)	(1,889)	(2,436)	(3,677)
Retractable preferred share dividends	(7,213)	(6,896)	(20,706)	(19,525)
	<u>10,666</u>	<u>3,128</u>	<u>32,862</u>	<u>34,476</u>
Other items				
Investment valuation gains	8,945	40,141	29,123	55,275
Amortization of deferred financing costs	(871)	(726)	(1,938)	(1,694)
Income taxes	(6,358)	(12,264)	(13,138)	(18,979)
Equity accounted income	572	262	651	262
Foreign currency (losses) gains	(10,745)	(22,756)	28,592	(29,695)
Net (loss) income	<u>\$ 2,209</u>	<u>\$ 7,785</u>	<u>\$ 76,152</u>	<u>\$ 39,645</u>

For the periods ended September 30 (Thousands, US dollars)	Three months		Nine months	
	2018	2017	2018	2017
Net income (loss) attributable to:				
General Partner	—	—	—	—
Preferred Limited Partners	5,625	5,427	16,877	16,675
Equity Limited Partners	(3,416)	2,358	59,275	22,970
	<u>\$ 2,209</u>	<u>\$ 7,785</u>	<u>\$ 76,152</u>	<u>\$ 39,645</u>

Investment Income

Investment income consists of the following for the period ended September 30:

For the periods ended September 30 (Thousands, US dollars)	Three months		Nine months	
	2018	2017	2018	2017
Dividends				
Brookfield Asset Management Inc.	\$ 12,876	\$ 13,374	\$ 38,628	\$ 46,913
Other securities	5,665	7,347	17,591	20,821
Other investment income	717	1,239	3,476	2,752
	<u>\$ 19,258</u>	<u>\$ 21,960</u>	<u>\$ 59,695</u>	<u>\$ 70,486</u>

The Partnership received dividend income of \$13 million (2017 – \$13 million) from its investment in Brookfield and \$6 million (2017 – \$7 million) from its other securities investments during the three months ended September 30. Dividends from other securities and other investment income decreased due to a decrease of its portfolio securities during the year.

Preferred Share Dividends

The Partnership paid \$7 million (2017 – \$7 million) of dividends on the retractable preferred shares during the three months ended September 30, 2018.

Operating Expenses

The Partnership recorded less than \$1 million (2017 – \$10 million) of operating expenses during the three months ended September 30, 2017. Decrease in operating expenses was due to lower staff compensation costs and decreased investment activity.

Investment Valuation Gains (Losses)

Investment valuation gains (losses) include unrealized gains and losses on the Partnership's investments (including financial derivatives) which are recorded at fair value. It also includes realized gains and losses on the disposition of the Partnership's investments. This balance will fluctuate depending on the Partnership's investment activities and performance.

Income Taxes

The Partnership recorded an income tax expense of \$6 million (2017 – \$12 million) during the three months ended September 30, 2018. The decrease is reflective of smaller investment valuation gains within our investment portfolio compared to the prior year period.

Foreign Currency Gains (Losses)

Foreign currency gains represent gains and losses arising from the translation of non-United States dollar transactions and balances as well as the realized and unrealized changes in the value of the Partnership's foreign currency derivatives.

FINANCIAL POSITION

The Partnership's total assets were \$4.5 billion at September 30, 2018 (December 31, 2017 – \$4.5 billion) and consist primarily of its \$3.8 billion investment in 86 million Brookfield shares (December 31, 2017 – \$3.7 billion). The market price of a Brookfield share increased from \$43.54 per share at December 31, 2017 to \$44.53 at September 30, 2018.

Investment Portfolio

As at (Thousands, US dollars)	Number of Shares		Fair Value	
	Sep. 30, 2018	Dec. 31, 2017	Sep. 30, 2018	Dec. 31, 2017
Brookfield Asset Management Inc.	85,839	85,839	\$ 3,822,412	\$ 3,737,431
Other securities				
Brookfield Infrastructure Partners L.P.	2,960	3,328	\$ 118,052	\$ 149,126
Brookfield Property Partners L.P.	3,613	3,613	75,485	80,074
Brookfield Business Partners L.P.	1,495	1,717	68,579	59,106
Subsidiaries portfolios ¹	Various	Various	98,091	225,240
Other securities portfolio	Various	Various	167,642	236,921
			\$ 527,849	\$ 750,467

¹ Represents the portfolios held by Global Champions and Global Resource Champions.

Brookfield Asset Management Inc.

Brookfield is a global alternative asset manager focused on real estate, infrastructure, power and private equity, and is inter-listed on the New York, Toronto and NYSE Euronext stock exchanges. The Partnership's investment in Brookfield represents approximately a 9% fully-diluted interest in Brookfield.

Brookfield Listed Partnerships

The Partnership holds investments in several Brookfield listed partnerships that are managed by Brookfield: Brookfield Infrastructure Partners, Brookfield Property Partners and Brookfield Business Partners. Brookfield Infrastructure Partners owns and operates utility, transport, energy and communication businesses globally. Brookfield Property Partners is a global commercial property company that owns, operates and invests in best-in-class office, retail, and opportunistic assets. Brookfield Business Partners owns business services and industrial operations with a focus on high-quality businesses that are low-cost producers and/or benefit from high barriers to entry.

Trisura Group Ltd.

The Partnership held an average of 17.8% direct equity interest in TSU during the quarter and along with our Equity LP unitholders owned approximately a 28% interest in TSU. As such, the Partnership records its proportionate share of the TSU's income as income from equity accounted investment in the consolidated statement of operations. The Partnership owns 18.5% of TSU as at September 30, 2018 (December 31, 2017 – 14.2%).

Diversified Securities Portfolios

Our wholly-owned subsidiary, Global Resource Champions, own a portfolio of marketable securities. Global Resource Champions has a diversified portfolio invested in large capitalization companies within the commodities and resource industry. The Partnership also has a diversified portfolio of other marketable securities, consisting mainly of equity and fixed-income securities.

Deferred Taxes

The deferred tax liability represents the potential tax liability arising from the excess of the carrying value of net assets over the respective tax values, less available loss carry forwards. Changes in the deferred tax liability balance are mainly driven by changes in the market value of the Partnership's investments and foreign currency fluctuations.

Equity

As at September 30, 2018, unitholders' equity consisted of \$3.0 billion of Equity Limited Partners, \$500 million of Preferred Limited Partners, and \$1 thousand of General Partner (2017 – \$2.9 billion of Equity Limited Partners, \$500 million of Preferred Limited Partners, and \$1 thousand of General Partner). The increase in equity is primarily the result of comprehensive income driven by market value appreciation.

Preferred Shares

Retractable preferred shares issued by Partners Value Split, Global Champions, and Global Resource Champions are comprised of the following:

As at (Thousands, US dollars,)	Shares Outstanding		Book Value	
	Sep. 30, 2018	Dec. 31, 2017	Sep. 30, 2018	Dec. 31, 2017
Partners Value Split Class AA				
4.35% Series 3 – January 10, 2019	7,631	7,631	\$ 147,757	\$ 151,725
4.50% Series 6 – October 8, 2021	7,990	7,990	154,706	158,861
5.50% Series 7 – October 31, 2022	4,000	4,000	77,450	79,530
4.80% Series 8 – September 30, 2024	6,000	6,000	116,175	119,295
Global Champions Class A ¹				
4.00% Series 1 – July 31, 2019	—	2,000	—	39,765
Global Resource Champions Class A				
6.25% Series 1 – May 25, 2023	1,800	1,800	34,853	35,789
			530,941	584,965
Deferred financing costs ²			(7,368)	(9,345)
			<u>\$ 523,573</u>	<u>\$ 575,620</u>

1 The preferred shares outstanding at Global Champions were redeemed on August 20, 2018

2 Deferred financing costs are amortized over the term of the borrowing using the effective interest method.

LIQUIDITY AND CAPITAL RESOURCES

The Partnership holds cash and cash equivalents totalling \$152 million and investments of \$4.4 billion as at September 30, 2018 (December 31, 2017 – \$30 million and \$4.5 billion respectively). The Partnership has operating cash requirements of \$26 million in scheduled dividend payments on its preferred shares which are less than the distributions expected to be received on Brookfield and other securities held by the Partnership. The Partnership believes it has sufficient liquid assets, operating cash flow and financing alternatives to meet its obligations.

BUSINESS ENVIRONMENT AND RISKS

The Partnership's activities expose it to a variety of financial risks, including market risk (i.e. currency risk, interest rate risk, and other price risk), credit risk and liquidity risk. The following are risk factors relating to an investment in the units of the Partnership.

Fluctuations in Value of Investments

The value of the Equity LP units may vary according to the value of the Brookfield shares and other securities owned by the Partnership. The value of these investments may be influenced by factors not within the control of the Partnership, including the financial performance of Brookfield and other investees, interest rates and other financial market conditions. As a result, the net asset value of the Partnership may vary from time to time.

The future value of the Equity LP units will be largely dependent on the value of the Brookfield shares. A material adverse change in the business, financial conditions or results of operations of Brookfield and other investees of the Partnership will have a material adverse effect on the Equity LP units of the Partnership. In addition, the Partnership may incur additional financial leverage in order to acquire, directly or indirectly, additional securities issued by Brookfield, which would increase both the financial leverage of the Partnership and the dependency of the future value of the common shares on the value of the Brookfield shares.

Foreign Currency Exposure

Certain of the Partnership's other investments are denominated in currency other than the United States dollars. The Partnership's preferred share liabilities and deferred tax liabilities are denominated in Canadian dollars. Accordingly, the value of these assets and liabilities may vary from time to time with fluctuations in the exchange rate relative to the United States dollar. In addition, these investments pay distributions and interest in other currencies. Strengthening of these currencies relative to the United States dollar could decrease the amount of cash available to the Partnership.

Leverage

The Partnership's assets are financed in part with the retractable preferred shares issued by Partners Value Split, and Global Resource Champions. This results in financial leverage that will increase the sensitivity of the value of the Equity LP units to changes in the values of the assets owned by the Partnership. A decrease in the value of the Partnership's investments may have a material adverse effect on the Partnership's business and financial conditions.

Liquidity

The Partnership's liquidity requirements are typically limited to funding interest and dividend obligations on outstanding financial obligations. Holders of the Partnership's retractable preferred shares issued by the Partnership's subsidiaries have the ability to retract their shares. Debentures, as opposed to cash, can be issued to settle retractions of the preferred shares.

The Partnership maintains financial assets and credit facilities to fund liquidity requirements in the normal course, in addition to its investment in Brookfield shares. The Partnership's policy is to hold the Brookfield shares and not engage in trading, however shares are available to be sold to fund retractions and redemptions of preferred shares or Partnership units. The Partnership's ability to sell a substantial portion of the Brookfield shares may be limited by resale restrictions under applicable securities laws that will affect when or to whom the Brookfield shares may be sold. Accordingly, if and when the Partnership is required to sell Brookfield shares, the liquidity of such shares may be limited. This could affect the time it takes to sell the Brookfield shares and the price obtained by the Partnership for the Brookfield shares sold.

No Ownership Interest

A direct investment in the units of the Partnership does not constitute a direct investment in the shares of Brookfield or other securities held by the Partnership, and holders of the units of the Partnership do not have any voting rights in respect of such securities.

Contractual Obligations

There have been no significant changes in the Partnership's contractual obligations since year-end. Other than as mentioned above, there have been no issuances or redemptions of preferred shares during the three months ended September 30, 2018.

SUMMARY OF FINANCIAL INFORMATION

A summary of the eight recently completed quarters is as follows:

<i>(Thousands, US dollars, except per unit amounts)</i>	2018			2017			2016	
	Q3	Q2	Q1	Q4	Q3	Q2	Q1	Q4
Net income (loss)	\$ 2,209	\$ 55,260	\$ 18,683	\$ 40,438	\$ 7,785	\$ 12,788	\$ 19,072	\$ 23,079
Net income (loss) per unit	\$ 0.03	\$ 0.80	\$ 0.21	\$ 0.46	\$ 0.08	\$ 0.15	\$ 0.22	\$ 0.32

Net income includes dividends and interest on the Partnership's investment portfolio, in addition to valuation gains and losses relating to its investment portfolios, and fluctuates accordingly with changes to foreign currencies relative to the Canadian dollar and equity markets. Also included in net income are gains and losses on the disposition of investments. The variance in net income on the last nine quarters is primarily the result of valuation gains and losses on certain of the Partnership's investments, increases in the investment income earned from its investments and the impact of foreign currencies.

INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRS")

Adoption of Accounting Standards

Financial Instruments

IFRS 9 Financial Instruments ("IFRS 9") was introduced by the IASB in 2014 and supersedes IAS 39 Financial Instruments. IFRS 9 establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity's future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however, it allows more hedging strategies that are used for risk management purposes to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

The Partnership adopted the standard on January 1, 2018 on a modified retrospective basis with a cumulative catch-up adjustment booked to retained earnings as of January 1, 2018, as if the standard had always been in effect. The standard is applied only to financial instruments held as at January 1, 2018. Comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of IFRS 9 resulted in a \$nil impact to opening consolidated retained earnings at January 1, 2018.

Future Changes in Accounting Standards

Leases

In January 2016, the IASB published a new standard – IFRS 16 Leases (“IFRS 16”). The new standard brings most leases on balance sheet, eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17 Leases and related interpretations and is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. The Partnership is in the process of evaluating the impact of IFRS 16 on its consolidated financial statements.

Uncertainty over Income Tax Treatments

In June 2017, the IASB published IFRIC 23 Uncertainty over Income Tax Treatments (“IFRIC 23”), effective for annual periods beginning on or after January 1, 2019. The interpretation requires an entity to assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings and to exercise judgment in determining whether each tax treatment should be considered independently or whether some tax treatments should be considered together. The decision should be based on which approach provides better predictions of the resolution of the uncertainty. An entity also has to consider whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, assuming that the taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. The interpretation may be applied on either a fully retrospective basis or a modified retrospective basis without restatement of comparative information. The Partnership is currently evaluating the impact of IFRIC 23 on its consolidated financial statements.

Future Changes in Accounting Standards

Financial Instruments

In July 2014, the IASB issued the final publication of IFRS 9, Financial Instruments (“IFRS 9”), superseding IAS 39, Financial Instruments. IFRS 9 establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity’s future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness, however, it will provide more hedging strategies that are used for risk management to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship. The standard has a mandatorily effective date for periods beginning on or after January 1, 2018 with early adoption permitted. The Partnership is currently evaluating the impact of IFRS 9 on its consolidated financial statements.

RELATED-PARTY TRANSACTIONS

Brookfield entities provide certain management and financial services to the Partnership and recovered costs of less than \$1 million for the three months ended September 30, 2018 (2017 – less than \$1 million).

The Partnership is substantially owned by individuals associated with Brookfield Asset Management Inc. (“Brookfield”). The investing activities of the Partnership are managed by an investment team that does not participate in managing any Brookfield client accounts. Brookfield and the Partnership have adopted policies and procedures designed to ensure that PVI’s activities do not conflict with, or materially adversely affect Brookfield fund holders, and that, to extent feasible, Brookfield and its managed fund holders’ interests are prioritized relative to the Partnership should any potential conflict arise.

It is generally expected that the Partnership will have a different investing strategy and approach from that of Brookfield and its managed funds and therefore will make investments that Brookfield and its managed funds do not make (or make similar investments at different times as a result of such different investment strategy and approach). There is no formal informational barrier between the Partnership’s investment team and the rest of Brookfield.

CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in conformity with IFRS 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 revenues and expenses during the reporting period. Actual results could differ from those estimates. Significant estimates are required in the determination of future cash flows and probabilities in assessing net recoverable amounts and net realizable values; tax and other provisions; and fair values for disclosure purposes. In the normal course of operations, the Partnership may execute agreements that provide for indemnification and guarantees to third parties in transactions such as business dispositions, business acquisitions and the sale of assets. The nature of substantially all of the indemnification undertakings precludes the possibility of making a reasonable estimate of the maximum potential amount that the Partnership could be required to pay to third parties as the agreements often do not specify a maximum amount and the amounts are dependent upon the outcome of future contingent events, the nature and likelihood of which cannot be determined at this time. Historically, the Partnership has not made any payments under such indemnification agreements and guarantees.

DISCLOSURE CONTROLS AND PROCEDURES

We maintain appropriate information systems, procedures and controls to ensure that new information disclosed externally is complete, reliable and timely. The President and the Director, Finance of the Partnership evaluated the effectiveness of the Partnership's disclosure controls and procedures (as defined in "National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings") as at September 30, 2018, and have concluded that the disclosure controls and procedures are operating effectively.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

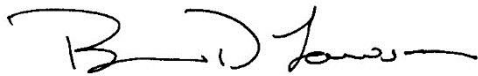
We maintain appropriate internal controls over financial reporting (as defined in "National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings") and the Chief Executive Officer and the Chief Financial Officer have concluded that the internal controls have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management has evaluated whether there were changes in our internal controls over financial reporting during the period ended September 30, 2018 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting and has determined that there have been no such changes.

REVIEW OF INTERIM FINANCIAL STATEMENTS

The accompanying financial statements and other financial information in this Quarterly Report have been prepared by the Partnership's management who is responsible for their integrity, consistency, objectivity and reliability. To fulfill this responsibility, the Partnership maintains policies, procedures and systems of internal control to ensure that its reporting practices and accounting and administrative procedures are appropriate to provide a high degree of assurance that relevant and reliable financial information is produced and assets are safeguarded. These controls include the careful selection and training of employees, the establishment of well-defined areas of responsibility and accountability for performance and the communication of policies and code of conduct throughout the Partnership.

The Partnership's independent auditor has not reviewed these financial statements.

On behalf of the Board of Directors,

A handwritten signature in black ink, appearing to read "Brian D. Lawson". The signature is fluid and cursive, with a long horizontal stroke at the end.

Brian D. Lawson
President and Chief Executive Officer
November 29, 2018

FORWARD-LOOKING INFORMATION

This interim report contains “forward-looking information” and “forward-looking statements” within the meaning of Canadian provincial securities laws and any applicable Canadian securities regulations. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, include statements regarding the operations, business, financial condition, expected financial results, performance, prospects, opportunities, priorities, targets, goals, ongoing objectives, strategies and outlook of the Partnership and its subsidiaries, as well as the outlook for North American and international economies for the current fiscal year and subsequent periods, and include words such as “expects,” “anticipates,” “plans,” “believes,” “estimates,” “seeks,” “intends,” “targets,” “projects,” “forecasts” or negative versions thereof and other similar expressions, or future or conditional verbs such as “may,” “will,” “should,” “would” and “could.”

Although we believe that our anticipated future results, performance or achievements expressed or implied by the forward-looking statements and information are based upon reasonable assumptions and expectations, the reader should not place undue reliance on forward-looking statements and information because they involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, which may cause the actual results, performance or achievements of the Partnership to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements and information.

Factors that could cause actual results to differ materially from those contemplated or implied by forward-looking statements and information include, but are not limited to: the financial performance of Brookfield Asset Management Inc. and its affiliated entities, general economic conditions; the behavior of financial markets, including fluctuations in interest and foreign exchanges rates; limitations on the liquidity of our investments; the state of global equity and capital markets and the availability of equity and debt financing and refinancing within these markets; strategic actions including dispositions; changes in accounting policies and methods used to report financial condition (including uncertainties associated with critical accounting assumptions and estimates); the effect of applying future accounting changes; business competition; operational and reputational risks; technological change; changes in government regulation and legislation; changes in tax laws; risks associated with the use of financial leverage and other risks and factors detailed from time to time in our documents filed with the securities regulators in Canada.

We caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on our forward-looking statements and information, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. Except as required by law, the Partnership undertakes no obligation to publicly update or revise any forward-looking statements or information, whether written or oral, that may be as a result of new information, future events or otherwise.

CAUTIONARY STATEMENT REGARDING THE USE OF NON-IFRS ACCOUNTING MEASURES

This interim report makes reference to net book value per unit, and provides a full reconciliation between these measures and total assets, respectively, which the Partnership considers to be the most directly comparable measures calculated in accordance with IFRS.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

<i>As at</i> <i>(Thousands, US dollars)</i>		<i>(unaudited)</i> September 30,	<i>(audited)</i> December 31,
	Note	2018	2017
Assets			
Cash and cash equivalents		\$ 152,193	\$ 29,801
Accounts receivable and other assets		1,796	6,443
Investment in Brookfield Asset Management Inc.	3	3,822,412	3,737,431
Other investments carried at fair value	3	527,849	750,467
Equity accounted investment		16,074	13,643
Goodwill		4,125	3,102
		<u>\$ 4,524,449</u>	<u>\$ 4,540,887</u>
Liabilities and Equity			
Accounts payable and other liabilities	9	\$ 38,670	\$ 108,744
Preferred shares	5	523,573	575,620
Deferred taxes		469,502	468,040
		<u>1,031,745</u>	<u>1,152,404</u>
Equity			
Equity Limited Partners	6	2,992,801	2,888,580
General Partner	6	1	1
Preferred Limited Partners	6	499,902	499,902
		<u>3,492,704</u>	<u>3,388,483</u>
		<u>\$ 4,524,449</u>	<u>\$ 4,540,887</u>

The accompanying notes are an integral part of the financial statements

CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

For the periods ended September 30

(Thousands, US dollars, except per unit amounts)

	Three months		Nine months	
	2018	2017	2018	2017
Investment income				
Dividends	\$ 18,541	\$ 20,721	\$ 56,219	\$ 67,734
Other investment income	717	1,239	3,476	2,752
	<u>19,258</u>	<u>21,960</u>	<u>59,695</u>	<u>70,486</u>
Expenses				
Operating expenses	(631)	(10,047)	(3,691)	(12,808)
Financing costs	(748)	(1,889)	(2,436)	(3,677)
Retractable preferred share dividends	(7,213)	(6,896)	(20,706)	(19,525)
	<u>10,666</u>	<u>3,128</u>	<u>32,862</u>	<u>34,476</u>
Other items				
Investment valuation gains	8,945	40,141	29,123	55,275
Amortization of deferred financing costs	(871)	(726)	(1,938)	(1,694)
Current taxes	(7,574)	(10,418)	(15,203)	(19,381)
Deferred taxes	1,216	(1,846)	2,065	402
Equity accounted investments	572	262	651	262
Foreign currency (losses) gains	(10,745)	(22,756)	28,592	(29,695)
Net income	<u>\$ 2,209</u>	<u>\$ 7,785</u>	<u>\$ 76,152</u>	<u>\$ 39,645</u>
Net income per unit (Note 7)	<u>\$ 0.03</u>	<u>\$ 0.11</u>	<u>\$ 1.04</u>	<u>\$ 0.54</u>

Net income attributable to:

General Partner	—	—	—	—
Preferred Limited Partners	5,625	5,427	16,877	16,675
Equity Limited Partners	(3,416)	2,358	59,275	22,970
	<u>\$ 2,209</u>	<u>\$ 7,785</u>	<u>\$ 76,152</u>	<u>\$ 39,645</u>

The accompanying notes are an integral part of the financial statements

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(unaudited)

For the periods ended September 30

(Thousands, US dollars)

	Three months		Nine months	
	2018	2017	2018	2017
Net income	<u>\$ 2,209</u>	<u>\$ 7,785</u>	<u>\$ 76,152</u>	<u>\$ 39,645</u>
Items that may be reclassified to net income				
Unrealized gains (losses) on available-for-sale securities	348,766	188,597	61,785	752,722
Equity accounted investments	(375)	(386)	(591)	(386)
Deferred income taxes	(33,384)	30,270	(15,812)	(47,023)
Other comprehensive income	<u>315,007</u>	<u>218,481</u>	<u>45,382</u>	<u>705,313</u>
Comprehensive income	<u>\$ 317,216</u>	<u>\$ 226,266</u>	<u>\$ 121,534</u>	<u>\$ 744,958</u>
Comprehensive income attributable to:				
General Partner	—	—	—	—
Preferred Limited Partners	5,625	5,427	16,877	16,675
Equity Limited Partners	331,180	220,839	104,657	728,283
	<u>\$ 336,805</u>	<u>\$ 226,266</u>	<u>\$ 121,534</u>	<u>\$ 744,958</u>

The accompanying notes are an integral part of the financial statements

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

<i>(unaudited)</i> For the three months ended September 30, 2018 <i>(Thousands, US dollars)</i>	Equity Limited Partners						
	Capital	Retained Earnings	Accumulated other comprehensive income	Equity Limited Partners	General Partner	Preferred Limited Partners	Total Equity
Balance, beginning of period	\$ 1,945,484	\$ 141,468	\$ 594,366	\$ 2,681,318	\$ 1	\$ 499,902	\$ 3,181,221
Net income	—	(3,416)	—	(3,416)	—	5,625	2,209
Other comprehensive income	—	—	315,007	315,007	—	—	315,007
Comprehensive income	—	(3,416)	315,007	311,591	—	5,625	317,216
Equity LP redemption	—	(108)	—	(108)	—	—	(108)
Distribution	—	—	—	—	—	(5,625)	(5,625)
Balance, end of period	\$ 1,945,484	\$ 137,944	\$ 909,373	\$ 2,992,801	\$ 1	\$ 499,902	\$ 3,492,704

<i>(unaudited)</i> For the three months ended September 30, 2017 <i>(Thousands, US dollars)</i>	Equity Limited Partners						
	Capital	Retained Earnings	Accumulated other comprehensive income	Equity Limited Partners	General Partner	Preferred Limited Partners	Total Equity
Balance, beginning of period	\$ 1,945,484	\$ 41,927	\$ 502,416	\$ 2,489,827	\$ 1	\$ 499,902	\$ 2,989,730
Net income	—	2,358	—	2,358	—	11,046	13,404
Other comprehensive income	—	—	218,481	218,481	—	—	218,481
Comprehensive income	—	2,358	218,481	220,839	—	11,046	231,885
Distribution	—	—	—	—	—	(11,046)	(11,046)
Balance, end of period	\$ 1,945,484	\$ 44,285	\$ 720,897	\$ 2,710,666	\$ 1	\$ 499,902	\$ 3,210,569

<i>(unaudited)</i> For the nine months ended September 30, 2018 <i>(Thousands, US dollars)</i>	Equity Limited Partners						
	Capital	Retained Earnings	Accumulated other comprehensive income	Equity Limited Partners	General Partner	Preferred Limited Partners	Total Equity
Balance, beginning of period	\$ 1,945,484	\$ 79,105	\$ 863,991	\$ 2,888,580	\$ 1	\$ 499,902	\$ 3,388,483
Net income	—	59,275	—	59,275	—	16,877	76,152
Other comprehensive income	—	—	45,382	45,382	—	—	45,382
Comprehensive income	—	59,275	45,382	104,657	—	16,877	121,534
Equity LP redemption	—	(436)	—	(436)	—	—	(436)
Distribution	—	—	—	—	—	(16,877)	(16,877)
Balance, end of period	\$ 1,945,484	\$ 137,944	\$ 909,373	\$ 2,992,801	\$ 1	\$ 499,902	\$ 3,492,704

<i>(unaudited)</i> For the nine months ended September 30, 2017 <i>(Thousands, US dollars)</i>	Equity Limited Partners						
	Capital	Retained Earnings	Accumulated other comprehensive income	Equity Limited Partners	General Partner	Preferred Limited Partners	Total Equity
Balance, beginning of period	\$ 1,945,495	\$ 21,315	\$ 15,584	\$ 1,982,394	\$ 1	\$ 499,902	\$ 2,482,297
Net income	—	22,970	—	22,970	—	16,675	39,645
Other comprehensive income	—	—	705,313	705,313	—	—	705,313
Comprehensive income	—	22,970	705,313	728,283	—	16,675	744,958
Equity LP redemption	(11)	—	—	(11)	—	—	(11)
Distribution	—	—	—	—	—	(16,675)	(16,675)
Balance, end of period	\$ 1,945,484	\$ 44,285	\$ 720,897	\$ 2,710,666	\$ 1	\$ 499,902	\$ 3,210,569

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

For the periods ended September 30

(Thousands, US dollars)

	Three months		Nine months	
	2018	2017	2018	2017
Cash flow from operating activities				
Net income	\$ 2,209	\$ 7,785	\$ 76,152	\$ 39,645
Add (deduct) non-cash items:				
Investment valuation (gains) losses	(8,945)	(40,141)	(29,123)	(55,275)
Unrealized foreign exchange (gains) losses	2,774	29,582	(39,501)	43,961
Amortization of deferred financing costs	871	726	1,938	1,694
Non-cash dividend received	—	—	—	(8,134)
Share of undistributed equity accounted earnings	(197)	124	(60)	124
Deferred taxes	(1,216)	1,846	(2,065)	(402)
	<u>(4,504)</u>	<u>(78)</u>	<u>7,341</u>	<u>21,613</u>
Changes in working capital and foreign currency	25,266	(5,773)	(2,943)	9,354
	<u>20,762</u>	<u>(5,851)</u>	<u>4,398</u>	<u>30,967</u>
Cash flow used in investing activities				
Purchase of securities	(861)	(15,030)	(113,912)	(52,134)
Sale of securities	130,328	10,172	287,628	37,348
	<u>129,467</u>	<u>(4,858)</u>	<u>173,716</u>	<u>(14,786)</u>
Cash flow used in financing activities				
Preferred LP dividend	(5,625)	(5,427)	(16,877)	(16,675)
Preferred shares issued	—	116,607	—	116,607
Preferred shares redeemed	(38,845)	—	(38,845)	—
	<u>(44,470)</u>	<u>111,180</u>	<u>(55,722)</u>	<u>99,932</u>
Cash and cash equivalents				
Change in cash	105,759	100,471	122,392	116,113
Balance, beginning of period	46,434	21,613	29,801	5,971
Balance, end of period	<u>\$ 152,193</u>	<u>\$ 122,084</u>	<u>\$ 152,193</u>	<u>\$ 122,084</u>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. BUSINESS OPERATIONS

Partners Value Investments L.P. (the “Partnership”) is a limited partnership under the laws of the province of Ontario. Its principal investment is an ownership interest in 86 million Class A Limited Voting Shares (“Brookfield shares”) of Brookfield Asset Management Inc. (“Brookfield”). The consolidated financial statements include the accounts of the Partnership’s wholly-owned subsidiaries: Partners Value Investments Inc. (“PVII”), Partners Value Split Corp. (“Partners Value Split” or “PVS”), and Global Champions Split Corp. (“Global Champions” or “GC”) and Global Resource Champions Split Corp. (“Global Resource Champions” or “GRC”). The Partnership was formed and commenced operations on April 8, 2016 to hold a 100% interest in PVII following the completion of a capital reorganization that was carried out by way of a statutory plan of arrangement pursuant to section 182 of the *Business Corporations Act* (Ontario) (the “Reorganization”).

The Partnership is managed by its general partner, PVI Management Inc. (the “General Partner”). The Partnership’s registered office is Brookfield Place, 181 Bay Street, Suite 300, Toronto, Ontario, M5J 2T3.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Statement of Compliance

The condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards 34 (“IAS 34”), *Interim Financial Reporting*. The interim financial statements are unaudited. The results reported in these interim consolidated financial statements should not be regarded as necessarily indicative of results that may be expected for the entire year. These financial statements were authorized for issuance by the Board of Directors of the General Partner on November 16, 2018.

(b) Adoption of Accounting Standards

i. Financial Instruments

IFRS 9 Financial Instruments (“IFRS 9”) was introduced by the IASB in 2014 and supersedes IAS 39 Financial Instruments. IFRS 9 establishes principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users of financial statements for their assessment of the amounts, timing and uncertainty of an entity’s future cash flows. This new standard also includes a new general hedge accounting standard which will align hedge accounting more closely with risk management. It does not fully change the types of hedging relationships or the requirement to measure and recognize ineffectiveness; however, it allows more hedging strategies that are used for risk management purposes to qualify for hedge accounting and introduce more judgment to assess the effectiveness of a hedging relationship.

The Partnership adopted the standard on January 1, 2018 on a modified retrospective basis with a cumulative catch-up adjustment booked to retained earnings as of January 1, 2018, as if the standard had always been in effect. The standard is applied only to financial instruments held as at January 1, 2018. Comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of IFRS 9 resulted in a \$nil impact to opening consolidated retained earnings at January 1, 2018.

Classification of financial instruments

The Partnership classifies its financial assets as fair value through profit and loss (“FVTPL”), fair value through other comprehensive income (“FVTOCI”) and amortized cost according to the Partnership’s business objectives for managing the financial assets and the contractual terms of the cash flows. The Partnership classifies its financial liabilities at amortized cost or FVTPL.

- Financial instruments classified as FVTPL are initially recognized at their fair value and are subsequently measured at fair value at each reporting date. Gains and losses recorded on each revaluation date are recognized within net earnings.
- Financial instruments classified as FVTOCI are initially recognized at their fair value and are subsequently measured at fair value at each reporting date. The cumulative gains or losses related to FVTOCI equity instruments are not reclassified to profit or loss on disposal.
- Financial instruments classified as amortized cost are initially recognized at their fair value and are subsequently measured at amortized cost using the effective interest rate method.

The following table presents the types of financial instruments held by the Partnership within each financial instrument classification under IAS 39 and IFRS 9:

Financial Instrument Type	Measurement	
	IAS 39	IFRS 9
Financial Assets		
Cash and cash equivalents	Loans and receivables	Amortized cost
Accounts receivable and other assets ¹	Loans and receivables	Amortized cost
Other financial assets		
Common shares	FVTPL, Available for Sale	FVTPL, FVTOCI
Corporate bonds	FVTPL, Available for Sale	FVTPL, FVTOCI
Financial Liabilities		
Accounts payable and other liabilities	Loans and receivables	Amortized cost
Preferred shares	Loans and receivables	Amortized cost
Warrant liability	FVTPL	FVTPL
Deferred taxes	Loans and receivables	Amortized cost

1. Includes derivative instruments measured at fair value

These changes have not had a material impact on the Partnership's consolidated financial statements as at January 1, 2018 and September 30, 2018.

i. Foreign Currency Transactions

IFRIC 22, Foreign Currency Transactions and Advance Consideration ("IFRIC 22") clarifies that the date of foreign currency transactions for purposes of determining the exchange rate to use on initial recognition of the related asset, expense or income (or part thereof) is the date on which an entity initially recognizes the non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration. The interpretation is effective for periods beginning on or after January 1, 2018 and may be applied either retrospectively or prospectively. The Partnership adopted the standard using the prospective approach, and there is no material impact.

(c) Future Changes in Accounting Standards

i. Leases

In January 2016, the IASB published a new standard – IFRS 16 Leases ("IFRS 16"). The new standard brings most leases on balance sheet, eliminating the distinction between operating and finance leases. Lessor accounting, however, remains largely unchanged and the distinction between operating and finance leases is retained. IFRS 16 supersedes IAS 17 Leases and related interpretations and is effective for periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has also been applied. The Partnership is in the process of evaluating the impact of IFRS 16 on its consolidated financial statements.

ii. Uncertainty over Income Tax Treatments

In June 2017, the IASB published IFRIC 23 Uncertainty over Income Tax Treatments ("IFRIC 23"), effective for annual periods beginning on or after January 1, 2019. The interpretation requires an entity to assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings and to exercise judgment in determining whether each tax treatment should be considered independently or whether some tax treatments should be considered together. The decision should be based on which approach provides better predictions of the resolution of the uncertainty. An entity also has to consider whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, assuming that the taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. The interpretation may be applied on either a fully retrospective basis or a modified retrospective basis without restatement of comparative information. The Partnership is currently evaluating the impact of IFRIC 23 on its consolidated financial statements.

3. INVESTMENT PORTFOLIO

The Partnership's investment portfolio consists of the following:

As at (Thousands, US dollars)	Classification ¹	Number of Shares		Fair Value	
		Sep. 30, 2018	Dec. 31, 2017	Sep. 30, 2018	Dec. 31, 2017
Brookfield Asset Management Inc.	FVTOCI	85,839	85,839	\$ 3,822,412	\$ 3,737,431
Investments classified as FVTOCI					
Brookfield Infrastructure Partners L.P.	FVTOCI	2,960	3,328	\$ 118,052	\$ 149,126
Brookfield Property Partners L.P.	FVTOCI	3,613	3,613	75,485	80,074
Brookfield Business Partners L.P.	FVTOCI	1,495	1,717	68,579	59,106
				<u>\$ 262,116</u>	<u>\$ 288,306</u>
Investments classified as FVTPL					
Subsidiaries portfolios ²	FVTPL	Various	Various	98,091	225,240
Other securities portfolio	FVTPL	Various	Various	167,642	236,921
				<u>\$ 265,733</u>	<u>\$ 462,161</u>

- ¹ FVTOCI represents fair value through other comprehensive income and FVTPL represents fair value through profit and loss accounting classification. Changes in fair value of investments classified as FVTOCI are recorded in other comprehensive income, and changes in fair value of FVTPL are recorded in net income.
- ² Represents the portfolios held by Global Champions and Global Resource Champions. The portfolio held at Global Champions was sold in August 2018 in advance of the redemption of the preferred shares issued by the entity.

The Partnership's investment in Class A Limited Voting Shares of Brookfield at September 30, 2018 represents a 9% (December 31, 2017 – 9%) fully diluted equity interest.

4. FAIR VALUE OF FINANCIAL INSTRUMENTS

The fair value of a financial instrument is the amount of consideration that would be agreed upon in an arm's-length transaction between knowledgeable, willing parties who are under no compulsion to act. Fair values are determined by reference to a price within a bid-ask spread that is deemed most appropriate.

Fair value hierarchical levels are directly determined by the amount of subjectivity associated with the valuation of these assets and liabilities and are as follows:

- Level 1 Quoted prices available in active markets for identical investments as of the reporting date.
- Level 2 Pricing inputs other than quoted market prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair values are determined through the use of models or other valuation methodologies.
- Level 3 Pricing inputs are unobservable for the instrument and includes situations where there is little, if any, market activity for the instrument. The inputs into the determination of fair value require significant management estimation.

The fair value hierarchical level associated with the Partnership's financial assets and liabilities measured at fair value consists of the following:

As at (Thousands, US dollars)	September 30, 2018			December 31, 2017		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Brookfield Asset Management Inc.	\$ 3,822,412	\$ —	\$ —	\$ 3,737,431	\$ —	\$ —
Investments classified as FVTOCI	262,116	—	—	288,306	—	—
Investments classified as FVTPL ¹	265,733	—	—	462,161	—	—
Derivative assets ²	—	438	—	—	5,767	—
Derivative liabilities ²	—	—	—	—	(21,120)	—
	<u>\$ 4,350,261</u>	<u>\$ 438</u>	<u>\$ —</u>	<u>\$ 4,487,898</u>	<u>\$ (15,353)</u>	<u>\$ —</u>

- ¹ Investments classified as FVTPL include \$124 million worth of securities pledged as collateral for the prime brokerage loan accounts (2017 - \$211 million).
- ² Presented within accounts receivable/accounts payable and other on the statement of financial position.

As at September 30, 2018, a cumulative pre-tax gain of \$3.2 billion (December 31, 2017 – \$3.1 billion) has been recognized for financial instruments classified as available-for-sale, over their historical cost amounts.

All financial assets have a carrying value equal to their fair value, except the Equity accounted investment, which has a fair value of \$26 million (December 31, 2017 – \$19 million).

5. PREFERRED SHARES

Retractable preferred shares issued by the Partnership's subsidiaries are comprised of the following:

As at (Thousands, US dollars,)	Shares Outstanding		Book Value	
	Sep. 30, 2018	Dec. 31, 2017	Sep. 30, 2018	Dec. 31, 2017
Partners Value Split Class AA				
4.35% Series 3 – January 10, 2019	7,631	7,631	\$ 147,757	\$ 151,725
4.50% Series 6 – October 8, 2021	7,990	7,990	154,706	158,861
5.50% Series 7 – October 31, 2022	4,000	4,000	77,450	79,530
4.80% Series 8 – September 30, 2024	6,000	6,000	116,175	119,295
Global Champions Class A ¹				
4.00% Series 1 – July 31, 2019	—	2,000	—	39,765
Global Resource Champions Class A				
6.25% Series 1 – May 25, 2023	1,800	1,800	34,853	35,789
			530,941	584,965
Deferred financing costs ²			(7,368)	(9,345)
			<u>\$ 523,573</u>	<u>\$ 575,620</u>

1 The preferred shares outstanding at Global Champions were redeemed on August 20, 2018

2 Deferred financing costs are amortized over the term of the borrowing using the effective interest method.

6. EQUITY

The Partnership is authorized to issue the following classes of partnership units: (i) the GP Units; (ii) Equity LP Units; and (iii) Preferred LP Units, issuable in one or more classes and in one or more series, which, other than the GP Units, represent limited partnership interests in the Partnership.

Equity Limited Partners

The Equity LP Units are non-voting limited partnership interests in the Partnership. Holders of the Equity LP Units are not entitled to the withdrawal or return of capital contributions in respect of the Equity LP Units, except to the extent, if any, that distributions are made to such holders or upon the liquidation of the Partnership. A holder of Equity LP Units does not have priority over any other holder of Equity LP Units, either as to the return of capital contributions or as to profits, losses or distributions. In addition, holders of the Equity LP Units do not have any right to have their units redeemed by the Partnership.

General Partner

The GP Units are a general partnership interest in the Partnership and one GP Unit has been issued to and is held by the General Partner. The General Partner will have the full power and authority to make all decisions on behalf of the Partnership. The Partnership can acquire and sell assets and carry on such business as the General Partner determines from time to time, and can borrow money, guarantee obligations of others, and grant security on its assets from time to time, in each case as the General Partner determines. The General Partner is required to exercise its powers and carry out its functions honestly and in good faith and shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. In addition, the General Partner does not have any right to have their GP units redeemed by the Partnership.

Preferred Limited Partners

The Class A Preferred LP Units are non-voting limited partnership interests in the Partnership. Holders of the Series 1 Preferred LP Units will be entitled to receive fixed cumulative preferential distributions, as and when declared by the General Partner, payable quarterly on the last day of January, April, July and October in each year (to holders of record on the last business day of the month preceding the month of payment) at an annual rate equal to US\$1.125 per Series 1 Preferred LP Unit (4.5% on the initial par value of US\$25) less any amount required by law to be deducted and withheld. In addition, the Preferred LP Units do not have any right to have their units redeemed by the Partnership.

The Partnership's equity consists of the following:

<i>As at</i> <i>(Thousands, US dollars)</i>	Shares Outstanding		Book Value	
	Sep. 30, 2018	Dec. 31, 2017	Sep. 30, 2018	Dec. 31, 2017
Partnership equity				
Equity Limited Partners	73,526	73,541	\$ 2,992,801	\$ 2,888,580
General Partner ¹	—	—	1	1
Preferred Limited Partners	19,996	19,996	499,902	499,902
			<u>3,492,704</u>	<u>\$ 3,388,483</u>

1 As at September 30, 2018, there was 1 General Partner unit outstanding (December 31, 2017 – 1).

7. NET INCOME PER UNIT

Net income per unit is calculated based on the weighted average number of outstanding units during the period and net income attributable to Equity Limited Partners. The weighted average number of outstanding units during the three and nine months ended September 30, 2018 was 73,528,234 and 73,539,246 respectively.

8. RELATED-PARTY TRANSACTIONS

Brookfield entities provides certain management and financial services to the Partnership for which the Partnership paid less than \$1 million for the three months ended September 30, 2018 (2017 – less than \$1 million).

9. ACCOUNTS PAYABLE AND OTHER LIABILITIES

The Partnership has prime brokerage loan accounts with third party financial institutions pursuant to which it has pledged marketable securities as collateral.

10. WARRANTS

A subsidiary of the Partnership, PVII, has warrants outstanding which were issued as part of the capital reorganization. The warrants have an exercise price of C\$32.45 and five warrants are required to purchase one non-voting exchangeable share, which are convertible into Equity LP units of the Partnership at the option of the holder. The holders of the warrants have a provision which allows them to use their Preferred LP units as currency in lieu of cash to fund all or any part of the payment of the exercise price of the warrants. For this purpose, the value attributed to each Preferred LP Units will be equal to US\$25.00 per Preferred LP unit plus any declared and unpaid distributions. The warrants expire on December 31, 2026. As at September 30, 2018, there are 73,543,831 (December 31, 2017 – 73,543,831) warrants outstanding.

11. SUBSEQUENT EVENT

On November 26, 2018, PVS, a subsidiary of the Partnership, issued Partners Value Split Class AA Series 9 Preferred in advance of a mandatory redemption of the Partners Value Split Class AA Series 3 Preferred Shares dated January 10, 2019. The funds received from the issuance will be invested in commercial paper in the duration between issuance and the mandatory redemption date.

CORPORATE INFORMATION

DIRECTORS

John P. Barratt^{1,2}
Corporate Director

Edward C. Kress
Corporate Director

Brian D. Lawson
Chief Financial Officer
Brookfield Asset Management Inc.

Frank N.C. Lochan^{1,2}
Chairman

Ralph J. Zarboni^{1,2}
Corporate Director

1. Member of the Audit Committee

2. Member of the Corporate Governance Committee

OFFICERS

Brian D. Lawson
President and Chief Executive Officer

Adil Mawani
Director, Finance

Bryan Sinclair
Senior Associate

Loretta M. Corso
Corporate Secretary

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EXCHANGE LISTING

TSX Venture Exchange Stock Symbols:
Equity LP units PVF.UN
Preferred LP units PVF.PR.U

