

**Probity Mining 2019 Short Duration Flow-Through
Limited Partnership**

2019 Semi-Annual Management
Report of Partnership Performance

Probity Mining 2019 Short Duration Flow-Through Limited Partnership

2019 Semi-Annual Management Report of Fund Performance

This semi-annual management report of Partnership performance contains financial highlights but does not contain the complete semi-annual financial statements of Probity Mining 2019 Short Duration Flow-Through Limited Partnership (the “Partnership”). You can get a copy of the financial statements at no cost in the following ways; by calling Qwest Investment Fund Management Ltd. (the “Manager”) at (604) 602-1142 or 1-866-602-1142; by writing to the Manager at, Suite 732, 1055 Dunsmuir Street, Vancouver, BC V7X 1L2; by e-mailing the Manager at info@qwestfunds.com; or by viewing the information on SEDAR at www.sedar.com.

Securityholders may also contact the Manager to request a copy of the Partnership’s proxy voting policies and procedures, proxy voting disclosure records, or quarterly portfolio disclosures.

Management Discussion of Partnership Performance

Results of Operations

The Partnership commenced operations on February 22, 2019. During the period ended June 30, 2019, the Partnership issued 292,255 Class A – National Class units, 56,920 Class A – British Columbia units, 74,000 Class A – Quebec units, 190,700 Class F – National Class units, 8,000 Class F – British Columbia units, 21,200 Class F – Quebec units, and 1 Class P unit. As at June 30, 2019, all classes of units issued were outstanding.

Total expenses incurred by the Partnership from the commencement of operations on February 22, 2019 to June 30, 2019 was \$65,049, comprised mainly of \$25,249 in accounting fees, \$13,858 in administrative fees, \$13,625 in audit fees, and \$7,486 in legal fees.

Unrealized depreciation of investments from the commencement of operations on February 22, 2019 to June 30, 2019 was \$320,295.

At June 30, 2019, net assets attributable to Limited Partners for Class A – National Class units was \$2,473,712 or \$8.46 per unit, for Class A – British Columbia units was \$534,866 or \$9.40 per unit, for Class A – Quebec units was \$393,152 or \$5.31 per unit, for Class F – National Class units was \$1,690,231 or \$8.86 per units, for Class F – British Columbia units was \$78,270 or \$9.78 per units, and for Class F – Quebec units was \$118,160 or \$5.57 per unit.

Recent Developments

The two largest sectors in the Partnership’s asset mix are:

- 1) Gold and precious metals, and
- 2) Electric metals which include copper, zinc, cobalt, lithium and graphite.

2018 was a consolidation year for commodities therefore it is expected that commodity sectors will generate strength in the years to come. The growing strength of the global economy should ensure this trend continues well into 2019. Notably, the mining industry remains mired with low equity valuations (a reflection of the high cost of capital for the sector), which constitutes a divergence between fundamentals and equity values. Low equity valuations are attractive. It’s believed that investments into the mining sector will benefit as equity valuations rise to reflect the fundamentals within the sector.

Merger and acquisition activity should also increase as this scenario unfolds, with larger producers seeking to acquire smaller explorers. As a result, the Partnership is bullish on the mining sector based on low valuations and increasing consolidation.

Gold and Precious Metals

The Partnership continues to seek investment opportunities in mining companies that are about to transition from exploration companies to producing companies. Production provides cashflow, reducing the need for equity financing, setting the stage for rising equity valuations. Small and midcap exploration companies remain undervalued and provide excellent acquisition opportunities for large producing companies, which need to exploit new mineral discoveries.

Probity Mining 2019 Short Duration Flow-Through Limited Partnership

2019 Semi-Annual Management Report of Fund Performance

Base and Electric Metals

Demand for base and electric metals continues to be driven by the growing strength of the global economy. China and the United States continue to be the largest consumers. Growing sales of hybrid and electric cars continue to drive demand for these materials, which include copper, zinc, cobalt, and lithium. Graphite remains a factor in this mix but can be a less attractive investment due to its relatively high costs domestically.

Demand for improved infrastructure should increase prices for steel, coking coal and various other additives. Infrastructure spending programs in Canada and the US also contribute to a better outlook for base metals.

Financial Highlights

The following tables show selected key financial information about the Partnership and are intended to help you understand the Partnership's financial performance for the past period. This information is derived from the Partnership's financial statements.

Net Assets per Limited Partnership unit ⁽¹⁾

Net assets attributable to Limited Partners for Class A - National Class, per unit		June 30, 2019
Initial NAV		\$ 10.00
Increase (decrease) from operations:		
Total revenue		-
Total expenses		(0.10)
Unrealized losses		(0.12)
Total decrease from operations ⁽²⁾		(0.22)
Issuance costs		(1.32)
Net assets attributable to limited partners at end of period, per unit		8.46
Net assets attributable to Limited Partners for Class A - British Columbia, per unit		June 30, 2019
Initial NAV		\$ 10.00
Increase (decrease) from operations:		
Total revenue		-
Total expenses		(0.10)
Unrealized gains		0.77
Total increase from operations ⁽²⁾		0.67
Issuance costs		(1.27)
Net assets attributable to limited partners at end of period, per unit		9.40

Probity Mining 2019 Short Duration Flow-Through Limited Partnership
2019 Semi-Annual Management Report of Fund Performance

Net assets attributable to Limited Partners for Class A - Quebec, per unit		June 30, 2019
Initial NAV		\$ 10.00
Increase (decrease) from operations:		
Total revenue		-
Total expenses		(0.10)
Unrealized losses		(3.25)
Total decrease from operations ⁽²⁾		(3.35)
Issuance costs		(1.34)
Net assets attributable to limited partners at end of period, per unit		5.31
Net assets attributable to Limited Partners for Class F - National Class, per unit		June 30, 2019
Initial NAV		\$ 10.00
Increase (decrease) from operations:		
Total revenue		-
Total expenses		(0.10)
Unrealized losses		(0.13)
Total decrease from operations ⁽²⁾		(0.23)
Issuance costs		(0.91)
Net assets attributable to limited partners at end of period, per unit		8.86
Net assets attributable to Limited Partners for Class A - British Columbia, per unit		June 30, 2019
Initial NAV		\$ 10.00
Increase (decrease) from operations:		
Total revenue		-
Total expenses		(0.10)
Unrealized gains		0.77
Total increase from operations ⁽²⁾		0.67
Issuance costs		(1.27)
Net assets attributable to limited partners at end of period, per unit		9.40

Probity Mining 2019 Short Duration Flow-Through Limited Partnership
2019 Semi-Annual Management Report of Fund Performance

Net assets attributable to Limited Partners for Class F - Quebec, per unit	June 30, 2019
Initial NAV	\$ 10.00
Increase (decrease) from operations:	
Total revenue	-
Total expenses	(0.10)
Unrealized losses	(3.41)
Total decrease from operations ⁽²⁾	(3.51)
Issuance costs	(0.92)
<hr/>	
Net assets attributable to limited partners at end of period, per unit	5.57

(1) This information is derived from the Partnership's semi-annual June 30, 2019 financial statements. The net assets per security presented in the financial statements differs from the net asset value calculated for fund pricing purposes. An explanation of these differences can be found in the notes to the financial statements.

(2) The Partnership is a closed-end partnership and no additional units can be issued after the completion of the final closing. In addition, no Partnership units can be redeemed until the time of dissolution of the Partnership. As a result, the units issued and outstanding as of the completion of the final closing were used to calculate the net assets attributable to limited partners as at June 30, 2019 and the increase (decrease) from operations for the period from commencement on February 22, 2019 to June 30, 2019.

Probity Mining 2019 Short Duration Flow-Through Limited Partnership
 2019 Semi-Annual Management Report of Fund Performance

Ratios and Supplemental Data

Class A - National Class	June 30, 2019
Total net asset value (000's)	\$ 2,474
Number of limited partner units outstanding	292,255
Management expense ratio ⁽¹⁾	3.41%
Management expense ratio before absorption (1)	3.41%
Portfolio turnover rate ⁽²⁾	0.00%
Trading expense ratio ⁽³⁾	0.00%
Net asset value per unit	\$ 8.46

Class A - British Columbia	June 30, 2019
Total net asset value (000's)	\$ 535
Number of limited partner units outstanding	56,920
Management expense ratio ⁽¹⁾	3.18%
Management expense ratio before absorption (1)	3.18%
Portfolio turnover rate ⁽²⁾	0.00%
Trading expense ratio ⁽³⁾	0.00%
Net asset value per unit	\$ 9.40

Class A - Quebec	June 30, 2019
Total net asset value (000's)	\$ 393
Number of limited partner units outstanding	74,000
Management expense ratio ⁽¹⁾	4.82%
Management expense ratio before absorption (1)	4.82%
Portfolio turnover rate ⁽²⁾	0.00%
Trading expense ratio ⁽³⁾	0.00%
Net asset value per unit	\$ 5.31

Probity Mining 2019 Short Duration Flow-Through Limited Partnership

2019 Semi-Annual Management Report of Fund Performance

Class F - National Class	June 30, 2019	
Total net asset value (000's)	\$	1,690
Number of limited partner units outstanding		190,700
Management expense ratio ⁽¹⁾		3.41%
Management expense ratio before absorption (1)		3.41%
Portfolio turnover rate ⁽²⁾		0.00%
Trading expense ratio ⁽³⁾		0.00%
Net asset value per unit	\$	8.86

Class F - British Columbia	June 30, 2019	
Total net asset value (000's)	\$	78
Number of limited partner units outstanding		8,000
Management expense ratio ⁽¹⁾		3.18%
Management expense ratio before absorption (1)		3.18%
Portfolio turnover rate ⁽²⁾		0.00%
Trading expense ratio ⁽³⁾		0.00%
Net asset value per unit	\$	9.78

Class F - Quebec	June 30, 2019	
Total net asset value (000's)	\$	118
Number of limited partner units outstanding		21,200
Management expense ratio ⁽¹⁾		4.82%
Management expense ratio before absorption (1)		4.82%
Portfolio turnover rate ⁽²⁾		0.00%
Trading expense ratio ⁽³⁾		0.00%
Net asset value per unit	\$	5.57

⁽¹⁾ Management expense ratio ("MER") is based on total expenses less commissions for the stated period and is expressed as an annualized percentage of monthly average net assets during the period.

⁽²⁾ The portfolio turnover rate indicates how actively the Manager manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Partnership buying and selling all the securities in its portfolio once in the course of the period. The higher a portfolio turnover rate is in a period, the greater the trading costs payable by the Partnership in the period, and the greater the chance of an investor receiving taxable capital gain in the period. There is not necessarily a relationship between turnover rate and the performance of a portfolio.

⁽³⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as a percentage of average net assets during the period.

Probity Mining 2019 Short Duration Flow-Through Limited Partnership

2019 Semi-Annual Management Report of Fund Performance

Management Fees

There is no management fee.

Past Performance

Investment performance in respect of a Partnership that has been available for less than one year is not provided. The Partnership commenced operations on February 22, 2019.

Summary of Investment Portfolio

As at June 30, 2019, the net assets attributable to limited partners was \$5,288,411. Below is a breakdown of the investment portfolio as at June 30, 2019, by sector and as a percentage of the aggregate net asset value of the 12 securities in the investment portfolio:

Top Holdings	% of Net Assets	Sector/Subgroup	% of Net Assets
Aben Resources Ltd. FT RSTD	19.30	Basic materials	92.37
Tudor Gold Corp. FT RSTD	13.00	Cash	9.08
VR Resources Ltd. FT RSTD 17SEP2019	9.45	Other assets - net of liabilities	(1.45)
Monarch Gold Corporation FT RSTD 27AUG2019	9.31		100.00
Braveheart Resources Inc. FT RSTD	8.90		
Ximen Mining Corp. FT RSTD	7.79		
Crystal Lake Mining Corporation FT RSTD 29JUL2019	7.21		
Balmoral Resources Ltd. FT RSTD 16JUL2019	4.98		
Sirios Resources Inc. FT RSTD 6AUG2019	4.02		
Frontier Lithium Inc. FT RSTD 16SEP2019	3.66		
Imperial Mining Group Ltd. FT RSTD 24JUN2019	2.63		
WTS Tudor Gold Corp. \$0.50 06JUN2020 RSTD	1.66		
WTS Frontier Lithium Inc. \$0.50 15MAY2021 RSTD 16SEP2019	0.46		

The summary of investment portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available at www.qwestfunds.com.

Probity Mining 2019 Short Duration Flow-Through Limited Partnership

2019 Semi-Annual Management Report of Fund Performance

Caution Regarding Forward-looking Statements

This document may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts, but instead represent our beliefs regarding future events. By their nature, forward-looking statements require us to make assumptions and are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will not prove to be accurate. We caution readers of this document not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to market and general economic conditions, interest rates, regulatory and statutory developments, the effects of competition in the geographic and business areas in which the Partnership may invest in and the risks detailed from time to time in the Fund's simplified prospectus. We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Fund, investors and others should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, management of the Partnership does not undertake, and specifically disclaims any intention or obligation to update or revise any forward-looking statements, future events or otherwise, unless required by applicable law.