

TERM SHEET

Trinity Wood Mining 2009-I Flow-through Limited Partnership

- Issuer:** Trinity Wood Mining 2009-I Flow-through Limited Partnership (the “Partnership”).
- Offering:** Limited partnership units (“Units”).
- Issue Size:** Maximum: \$15,000,000.
- Issue Price:** \$10.00 per unit
- Minimum Purchase:** \$2,500.00 (250 units)
- General Partner:** Trinity Wood Strategic Mining 2009-I Inc. Michael Newbury is the Chairman of the Board and CEO of the General Partner. Mr. Newbury is a project finance specialist with 36 years experience in the operation, financing and evaluation of natural resource projects – primarily in mining. Mr. Newbury has a B.Sc. in Geology, a M.Sc. in Mining Engineering, managed Barclays Bank World Mining Group and is a Director and Officer of a number of mining companies.
- Portfolio Manager:** Caldwell Investment Management Ltd (the “Portfolio Manager”) has been retained to identify, analyse and select investment opportunities in the mineral sector and to assist the General Partner in monitoring the performance of mineral issuers. The portfolio manager assigned, Mr. Robert Callander, has over 30 years experience in the mining industry with 9 years experience in Corporate Finance and 16 years experience as a portfolio manager.
- Mining Industry Consultant:** The Mining Industry Consultant, Southampton Associates Inc. (“Southampton”), will assist in the identification of appropriate investment opportunities, conduct due diligence on the opportunities and advise the Portfolio Manager. The President of Southampton, Mr. David Wahl, P.Eng, P.Geo., has over 40 years experience in the mining industry both as a consultant and an executive.
- Investment Objective:** The investment objective of the Partnership is to invest in flow-through shares of mining issuers with a view to achieving capital appreciation and maximizing the tax benefit of an investment in Units for its Limited Partners. The General Partner intends to invest the available funds such that Limited Partners will be entitled to claim certain deductions from income and investment tax credits for income tax purposes for the 2009 taxation year as well as subsequent tax years.
- Investment Strategy:** The Partnership's investment strategy is to make initial investments in flow-through shares of mining issuers that are considered to: (i) represent good value in relation to the market price of the mining issuer's shares; (ii) have experienced and capable senior management; (iii) have a strong exploration program in place; and (iv) offer potential for future growth. A minimum of 75% of such investments must be in issuers whose shares are listed and posted for trading on a Canadian stock exchange. After the benefits of the CEE deductions and tax credits have been flowed through to investors, the Partnership may invest available funds in cash and cash equivalents (including Treasury Bills), Government bonds and debt or equity of entities listed and posted for trading on a Canadian stock exchange.
- Use of Proceeds:** This is a Blind Pool Offering. The Partnership will use reasonable best efforts to invest all of the available funds in flow-through shares of mineral issuers on or before December 31, 2009. The Available Funds that have not been invested in flow-through shares by December 31, 2009 will be distributed to the Limited Partners of record on December 31, 2009 on a *pro rata* basis, no later than January 31, 2010, without interest or deduction.

Issue Cost Loan: The Fund may enter into a loan facility (the "Loan Facility") with a lender (the "Lender"), solely for the purpose of funding the agents' commission and expenses of this Offering. It is expected that the Loan Facility, if implemented, would provide that the Fund may borrow up to the amount of the aggregate of the Agents' commission and expenses of this Offering, not to exceed 10% of the gross proceeds of the Offering, which will be secured by a pledge of the assets of the Fund. The unpaid principal amount of the Loan Facility will be deemed to be a limited-recourse amount of the Fund under the Tax Act which reduces the amount of related expenses that would otherwise be deductible by the Fund in the year these expenses are incurred.

Liquidity

Alternatives: It is contemplated that the Partnership will terminate on December 31, 2010, unless this date is extended by extraordinary resolution. Prior to that date, the General Partner will propose to the Limited Partners in a special meeting of Limited Partners to be held on or before October 31, 2010, one or more alternatives to the dissolution of the Partnership and distribution of the net assets of the Partnership to the Limited Partners, including, without limitation, a proposal that the Partnership exchange its assets for securities of a multi-class mutual fund corporation or other appropriate investment vehicle and distribute such securities to the Limited Partners on a tax deferred basis.

Fees: The Partnership will pay the General Partner a fee equal to 2.00% per annum of the Partnership's net asset value ("NAV"), calculated and paid monthly in arrears. The General Partner is responsible for the payment of fees to the Portfolio Manager.

Investment

Eligibility: The Units are **not** qualified under the *Tax Act* for RRSPs, RRIFs, DPSPs, or RESPs.

Offering

Jurisdictions: All Provinces and Territories of Canada.

Investor Loan

Offer: A Canadian chartered bank has agreed to offer a loan facility for the purchase of Units to each subscriber who applies for a loan and is approved by the bank. Each such loan must be a full recourse loan to the subscriber. The subscriber will have the obligation to fully repay the loan and all interest thereon, whether or not distributions are received from the Partnership. Subscribers who are interested in applying for such a loan may obtain a copy of the loan application and instructions from www.trinitywood.com/mining and should consult with their investment advisor.

How to Subscribe: Complete the following and forward to the offices of Trinity Wood Strategic Mining 2009-I Inc. (the General Partner) at Suite 701, 141 Adelaide St. W., Toronto, ON M5H 3L5:

- (i) Subscription Agreement. (deliver or fax 1-866-214-8228)
- (ii) Deliver certified cheque or bank draft payable to "Trinity Wood Mining 2009-I Flow-through Limited Partnership" or provide funds by an electronic order system such as FundSERV or by direct debit from your brokerage account in respect of the Units subscribed for.

Closing: The final closing shall be on or about December 18, 2009, or such other date as the General Partner shall reasonably determine.

For additional information contact:

Trinity Wood Capital Corporation

701 – 141 Adelaide Street West, Toronto, Ontario M5H 3L5

Phone (416)214-2653 x228

Toll-free:877-599-3975

E-Mail: info@trinitywood.com

Website: www.trinitywood.com/mining

This term sheet does not constitute an Offering Memorandum

No securities commission or similar authority in Canada has in any way reviewed this Term Sheet or passed upon the merits of the transaction contemplated hereunder. No prospectus or offering memorandum has been filed with any such authority in connection with the transaction contemplated hereunder. This Term Sheet is intended to be a skeletal outline of the features of this transaction opportunity, which will be more fully described in the Offering Memorandum to be provided to prospective investors. Subscriptions will not be accepted unless the prospective investor has acknowledged receipt of the Offering Memorandum.