

CDR 2007 PRIVATE FLOW-THROUGH LP

SEMI-ANNUAL REPORT

June 30, 2009

The interim management report of fund performance contains financial highlights, but does not contain the complete interim or annual financial statements of the partnership. For your reference, the unaudited interim financial statements of the partnership are attached to the interim management report of fund performance. You may obtain additional copies of these documents or a copy of the annual financial statements at your request, and at no cost, by calling toll free 1-800-268-8186 or by writing to us at Goodman & Company, Investment Counsel Ltd., Dundee Place, 1 Adelaide Street East, 29th Floor, Toronto, Ontario, M5C 2V9.

Securityholders may also contact us using one of these methods to request a copy of the partnership's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Board of Governors' Report

Goodman & Company, Investment Counsel Ltd., as manager of your fund (the "Manager"), recognizes that its business rests on a foundation of trust. For this reason, the Manager has, since 1996, provided investors with the benefit of an independent governance body (the "Board of Governors") to oversee the operations of the Dynamic family of Funds (the "Funds"), including your investment. Some of the members of the Board of Governors have been associated with the Funds since their inception in 1957.

In 2007, pursuant to new regulatory requirements, the Manager appointed an Independent Review Committee ("IRC") to review and provide recommendations or approval, as required, regarding certain conflict of interest matters referred to it by the Manager. The IRC currently consists of five members, all of whom are also members of the Board of Governors. The IRC and the Board of Governors are two distinct bodies.

The function of the Board of Governors is to represent the interests of investors in the Funds and to act in an advisory capacity to the Manager. This responsibility is expressed in the Board of Governors' mandate to:

- help protect the interests of the securityholders of the Funds;
- oversee the operations of the Funds such that they are managed in the best interests of the securityholders and in a fair and prudent manner; and
- act in an advisory role to the Manager and Trustee of the Funds.

The members of the Board of Governors are: Mr. Ronald Singer (Chairman), Mr. Alain Benedetti, Mr. Richard Crowe, Mr. Brahm Gelfand, Mr. Garth MacRae, Mr. Robert Ruggles and Mr. Frank White. Mr. Singer is a retired partner of Hyde Houghton, Chartered Accountants and has been associated with the Funds since 1957 and with the Manager since 1996. Mr. Benedetti is a retired Vice-Chairman and Canadian Area Managing Partner of Ernst & Young LLP. Mr. Crowe is retired and formerly President, Portfolio Manager and a founding partner of Senecal and Associates Investment Counsel. Mr. Gelfand is counsel at Lapointe Rosenstein, a law firm. Mr. MacRae is a director of Dundee Corporation and of DundeeWealth Inc., the parent company of the Manager. Mr. Ruggles is a retired investment counsel and portfolio manager and a founding partner of Ruggles & Crysedale Inc., which subsequently merged with Guardian Capital Group Ltd., an investment counseling firm. Mr. White is the President of Frank White Enterprises Inc. and has been associated with the Funds since 1957. A majority of the members of the Board of Governors are independent of management.

In order to carry out its mandate effectively, the Board of Governors has formed the following committees:

The Audit Committee: The committee reviews the semi-annual and annual reports that are sent to securityholders, provides the independent auditors of the Funds with a means to raise any unresolved issues with management and provides the auditors the vehicle to maintain their independence. The Audit Committee is comprised of Mr. Frank White (Chair), Mr. Ronald Singer, Mr. Brahm Gelfand, Mr. Garth MacRae and Mr. Alain Benedetti.

The Fund Review Committee: The committee is responsible for overseeing, among other things, fund performance, certain activities of the portfolio managers, soft dollar arrangements and execution costs. The Fund Review Committee is comprised of Mr. Robert Ruggles (Chair), Mr. Garth MacRae and Mr. Richard Crowe.

The Governance Committee: The committee deals with, among other things, succession planning, member evaluation and education, member selection and appointment, code of ethics, compliance with laws and regulations, whistleblowing mechanism and ongoing developments with securities regulations relating to the Manager and investment industry. The Governance Committee is comprised of Mr. Alain Benedetti (Chair), Mr. Richard Crowe and Mr. Frank White.

Regularly, representatives from the portfolio management team of the Manager report to the Board of Governors on the operations of the Funds to ensure that the stated mandate of each Fund is being followed. Periodically, senior management, including representatives of the Manager's Compliance Committee and its Internal Auditor, report to the Board of Governors on the controls that the Manager has in place to protect the Fund's assets, and to review and discuss:

- compliance with the Manager's Code of Ethics;
 - internal controls over financial reporting;
 - the accuracy of daily net asset value calculations; and
 - compliance with regulatory requirements.
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Board of Governors' Report (cont'd)

The position, Director, Internal Audit, provides reports to the Audit Committee of the Board of Governors on the operations of the Manager that affect the Funds. In addition, the Manager formed a committee called the Oversight Committee for Sub-Advisors and Portfolio Solutions which is responsible for monitoring and evaluating sub-advisors. The Oversight Committee periodically reports to the Board of Governors.

The purpose and function of the Board of Governors continues to evolve over time in response to changing market conditions and investment fund regulations and legislation.

CDR 2007 Private Flow-Through LP

Management Responsibility for Financial Reporting

The accompanying financial statements have been prepared by Goodman & Company, Investment Counsel Ltd. (the "Manager") in its capacity as Manager of the Limited Partnership. The Manager is responsible for the information and representations contained in these financial statements and other sections of the Annual Report.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with Canadian generally accepted accounting principles and include certain amounts that are based on estimates and judgements made by the Manager. The significant accounting policies which the Manager believes are appropriate for the Limited Partnership are described in Note 2 to the financial statements.

The Board of Directors of the Manager has delegated responsibility for oversight of the financial reporting process to the Audit Committee. The Audit Committee is responsible for reviewing the financial statements and the Annual Report and recommending them to the Board of Directors for approval, in addition to meeting with management, internal auditors and external auditors to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues. The Board of Directors of the Manager is responsible for reviewing and approving the financial statements and the Annual Report on recommendation of the Audit Committee. Additionally, the Board of Directors of the General Partner also reviews and approves the financial statements.

PricewaterhouseCoopers LLP, are the external auditors of the Limited Partnership, appointed by limited partners. The auditors of the Limited Partnership have not reviewed these financial statements. Applicable securities laws require that if an auditor of has not reviewed the Limited Partnership's financial statements, this must be disclosed in an accompanying notice.



DAVID GOODMAN
President and Chief Executive Officer
Goodman & Company, Investment Counsel Ltd.



JOHN PEREIRA
Executive Vice President and Chief Financial Officer
Goodman & Company, Investment Counsel Ltd.

August 10, 2009

CDR 2007 Private Flow-Through LP

STATEMENT OF INVESTMENTS (unaudited)

As at June 30, 2009

	Par Value(000s)/ Number of Shares/Units	Average Cost (000s)	Fair Value (000s)
EQUITIES (91.7%)			
Diversified Metals and Mining (4.6%)			
Adex Mining Inc.	156,000	\$94	\$16
Royal Nickel Corporation, Restricted*	350,000	403	1,019
		497	1,035
Energy (86.1%)			
Angle Energy Inc.	508,500	2,378	2,166
Arriva Energy Inc., Restricted*	1,333,500	2,000	360
Artek Exploration Ltd., Restricted*	86,000	2,494	1,816
Athabasca Oil Sands Corp., Restricted*	698,910	5,577	4,892
Connacher Oil and Gas Limited	80,000	400	72
Exshaw Oil Corp., Restricted*	420,000	1,906	294
Forent Energy Inc.	5,314,018	3,000	797
Livingstone Energy Ltd.*	1,000,000	1,490	220
Monterey Exploration Ltd.	1,000,000	3,500	1,420
Nexstar Energy Ltd., Class "A" Restricted	3,334,900	250	174
OSUM Oil Sands Corp.*	386,500	4,000	3,076
Power Play Resources Ltd.*	2,220,000	1,998	311
Serrano Energy Ltd.*	420,000	2,520	1,785
Sunshine Oilsands Ltd., Class "A" Restricted*	635,000	2,000	1,925
		33,513	19,308
Gold and Precious Metals (1.0%)			
Rockhaven Resources Ltd.	835,000	501	104
Rockhaven Resources Ltd., Warrants, Dec. 13 09*	417,500	–	19
Roxgold Inc.	1,625,000	699	49
Roxgold Inc., Warrants, Dec. 05 09*	812,500	–	4
Valterra Resource Corporation	500,000	149	41
		1,349	217
AVERAGE COST AND FAIR VALUE OF INVESTMENTS (91.7%)		35,359	20,560
TRANSACTION COSTS (0.0%) (Note 2)		(3)	–
TOTAL AVERAGE COST AND FAIR VALUE OF INVESTMENTS (91.7%)		35,356	20,560
BANK LOAN (0.0%)			
Bank Loan		–	–
CASH AND CASH EQUIVALENTS (9.0%)			
Canadian		2,028	2,028
Foreign		–	–
		2,028	2,028
OTHER NET ASSETS (LIABILITIES) (-0.7%)		(155)	(155)
NET ASSETS (100.0%)		\$37,229	\$22,433

Average cost or fair values of some securities may include non-zero amounts that are rounded to zero.

* These securities have no quoted market values and are valued using valuation techniques.

SUMMARY OF INVESTMENT PORTFOLIO (unaudited)

As at December 31, 2008

BY INDUSTRY ⁽¹⁾⁽²⁾	Percentage of Total Net Assets	BY ASSET TYPE ⁽²⁾	Percentage of Total Net Assets
Energy	87.9	Equities	91.4
Cash and Cash Equivalents (Bank Overdraft)	9.4	Cash and Cash Equivalents (Bank Overdraft)	9.4
Diversified Metals and Mining	2.6		
Gold and Precious Metals	0.9		

(1) Excludes Bonds and Debentures and Preferred Equities.

(2) Excludes Other Net Assets (Liabilities) and Derivatives.

The accompanying notes are an integral part of these financial statements.

CDR 2007 Private Flow-Through LP

DISCUSSION ON FINANCIAL RISK MANAGEMENT (unaudited)

As at June 30, 2009

A. Risk management

CDR 2007 Private Flow-Through LP's (the "Partnership") investment objective is to provide Limited Partners with a tax-assisted investment in a diversified portfolio of equity securities of Resource Companies with a view to earning income and achieving capital appreciation for Limited Partners.

The investment activities of the Partnership expose it to a variety of financial risks (for a general discussion of these risks see Note 8). The Statement of Investments presents the securities held by the Partnership and groups the securities by asset type and/or market segment. The Manager seeks to minimize potential adverse effects of these risks on the Partnership's performance by employing and overseeing professional and experienced portfolio advisors that regularly monitor the Partnership's optimal asset mix and market events, as well as diversify the investment portfolio within the constraints of the investment objective.

To assist in managing risks, the Manager has established and maintains a governance structure that oversees the Partnership's investment activities and monitors compliance with the Partnership's stated investment objectives and guidelines. Significant risks that are relevant to the Partnership are discussed below.

B. Credit risk

As at June 30, 2009, other than short-term investments, the Partnership had no significant exposure to debt instruments and/or derivatives. All investment transactions are executed by brokers with an approved credit rating. As such, the risk of default on investment transactions with counterparties and brokers is considered minimal. In instances where the credit rating were to fall below the approved rating, the Manager would take appropriate action.

C. Interest rate risk

Except for short term investments, the majority of the Partnership's financial assets and liabilities were non-interest bearing as at June 30, 2009. Accordingly, the Partnership is not directly subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates.

D. Other price risk

Other price risk is the risk that the fair value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk) caused by factors specific to a security, its issuer or all factors affecting a market or a market segment. Since all financial instruments held by the Partnership are exposed to market risk and present a risk of loss of capital, the Partnership's price risk is driven primarily by volatility in investment prices. If prices of the Partnership's investments had increased by 5%, with all other factors remaining constant, net assets may have increased by approximately \$1,028,000 (Dec. 2008 – \$1,017,000), conversely, had such investment prices decreased, net assets may have decreased by a corresponding amount. In practice, actual results will differ from this sensitivity analysis and the difference could be material.

E. Currency risk

As at June 30, 2009 and December 31, 2008, the Partnership had no foreign currency exposure.

CDR 2007 Private Flow-Through LP

STATEMENTS OF NET ASSETS (unaudited)

As at

(in 000s of Canadian dollars except number of units and per unit amounts)	June 30, 2009	December 31, 2008
Assets		
Investments, at fair value*	\$20,560	\$20,335
Cash and cash equivalents	2,028	2,103
Receivable for investment securities sold	–	–
Accrued interest, dividends and other	–	–
	22,588	22,438
Liabilities		
Bank overdraft	–	–
Loan payable	–	–
Payable for investment securities purchased	–	–
Management fee payable	46	49
Issuance costs payable	–	–
Performance fee payable	–	–
Accrued expenses	109	140
	155	189
Net assets – representing partners' equity (Note 4)	\$22,433	\$22,249
Partners' capital	\$40,888	\$40,888
Retained earnings (deficit) (Note 4)	(18,455)	(18,639)
	\$22,433	\$22,249
*Investments, at average cost	\$35,356	\$36,318
Number of units outstanding (Note 4)	1,755,000	1,755,000
Net assets per unit (Note 2)	\$12.78	\$12.68

STATEMENTS OF OPERATIONS (unaudited)

For the period indicated in Note 1

(in 000s of Canadian dollars except per unit amounts)	2009	2008
Investment Income		
Interest	\$1	\$7
Dividends	–	–
Foreign withholding taxes	–	–
	1	7
Expenses (Note 3)		
Management fee	216	370
Performance fee	–	–
Independent Review Committee fees	1	1
Unitholder reporting costs	21	77
Unitholder administration costs	146	205
Custodian fee and bank charges	10	14
Audit fees	9	17
Legal fees	2	2
Filing fees	3	2
Interest expense	–	18
Transaction costs (Note 2, Note 5)	4	20
	412	726
Net investment income (loss)	(411)	(719)
Realized and unrealized gain (loss) on investments		
Net realized gain (loss) on sale of investments	(592)	570
Net realized and change in unrealized foreign exchange gain (loss), and change in unrealized derivatives gain (loss)	–	–
Change in unrealized appreciation (depreciation) in value of investments	1,187	5,615
Net gain (loss) on investments	595	6,185
Increase (decrease) in net assets from operations	\$184	\$5,466
Increase (decrease) in net assets from operations per unit (Note 2)	\$0.11	\$3.11

The accompanying notes are an integral part of these financial statements.

CDR 2007 Private Flow-Through LP

STATEMENTS OF CHANGES IN NET ASSETS

(unaudited)

For the period indicated in Note 1

(in 000s of Canadian dollars)	2009	2008
Net assets, beginning of period	\$22,249	\$34,947
Increase (decrease) in net assets from operations	184	5,466
Partners' transactions		
Proceeds from issue	–	–
Issuance costs	–	138
	–	138
Increase (decrease) in net assets	184	5,604
Net assets, end of period	\$22,433	\$40,551

STATEMENTS OF CASH FLOWS (unaudited)

For the period indicated in Note 1

(in 000s of Canadian dollars)	2009	2008
Cash flows from operating activities:		
Net investment income (loss)	\$(411)	\$(719)
Changes in non-cash working capital:		
(Increase) decrease in accrued interest, dividends and other	–	–
Increase (decrease) in other payables	(34)	(605)
(Increase) decrease in receivable for investments securities sold	–	(2,165)
Increase (decrease) in payable on investment securities purchased	–	–
(Investments purchased)	(350)	(175)
Proceeds from sale of investments	720	2,550
Net realized and change in unrealized foreign exchange gain (loss)	–	–
Net cash provided by (used in) operating activities	(75)	(1,114)
Cash flows from financing activities:		
Proceeds from issue	–	–
Issuance costs	–	138
Increase (decrease) in loan payable	–	–
(Increase) decrease in deferred interest expense on bank loan	–	–
Net cash provided by (used in) financing activities	–	138
Cash and cash equivalents, beginning of period	2,103	126
Cash and cash equivalents, end of period	\$2,028	\$(850)

Cash and cash equivalents are comprised of:

Cash	\$2,028	\$(850)
Short-term investments	–	–
	\$2,028	\$(850)

The accompanying notes are an integral part of these financial statements.

CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (unaudited)

As at June 30, 2009

1. Organization of the Limited Partnership

The CDR 2007 Private Flow-Through LP (the "Partnership") was formed as a limited partnership under the laws of the Province of Ontario for the purpose of acquiring flow-through shares and other securities of resource companies with a view to achieving capital appreciation for Limited Partners. The Partnership was formed and commenced operations on the following dates:

	Date Formed	Commenced Operations
CDR 2007 Private Flow-Through LP	February 7, 2007	May 29, 2007

The General Partner of the Partnership is as follows:

	General Partner	Date Incorporated	Date of Limited Partnership Agreement
CDR 2007 Private Flow-Through LP	CDR 2007 Private Corporation	January 24, 2007	April 18, 2007

The General Partner is responsible for the management of the Partnership in accordance with the terms and conditions of the partnership agreement. The Partnership has retained Goodman & Company, Investment Counsel Ltd. (the "Manager") to provide investment, management, administrative and other services.

Interim Financial Reporting Dates

The Statement of Investments is as at June 30, 2009. The Statements of Net Assets are as at June 30, 2009 and December 31, 2008. The Statements of Operations, Changes in Net Assets and Cash Flows are for the periods ended June 30, 2009 and June 30, 2008.

These financial statements present the financial position and results of operations of the Partnership and as such, do not include all assets, liabilities, revenues and expenses of the partners.

Transactions of the Manager

All directors, officers and employees ("Employees") of the Manager are subject to its Code of Ethics and Standards of Professional Conduct (the "Code"). The Code has been put in place to protect the interests of all investors of the Partnership. The Board of Directors of the General Partner and the Board of Governors of the Partnership have reviewed and approved the Code. The Code includes a Trading Policy that Employees must adhere to.

2. Summary of Significant Accounting Policies

The following is a summary of significant accounting policies used by the Partnership:

a) Basis of Presentation

These financial statements, prepared in accordance with Canadian generally accepted accounting principles, include estimates and assumptions made by the Manager that may affect the reported amount of assets, liabilities, income and expenses during the reporting period. Actual results could differ from those estimates.

b) Valuation of Investments

In accordance with Section 3855 *Financial Instruments – Recognition and Measurement*, investments, options and derivative financial instruments are deemed to be categorized as held for trading, and are required to be recorded at fair value. The main impact of Section 3855 relates to the determination of the fair value of financial assets listed on an active market with the bid price for a long position and the ask price for a short position instead of the closing price.

On September 8, 2008, the Canadian Securities Administrators adopted amendments to National Instrument 81-106 – *Investment Fund Continuous Disclosure ("NI 81-106")* which require all investment funds to calculate net asset value for all purposes other than financial statements in accordance with part 14.2 of NI 81-106. These changes allow the Partnership to report two distinct net asset values: one for the financial statements, which is calculated in accordance with Canadian GAAP called "GAAP Net Assets" (or "net assets"), and another which is calculated in accordance with NI 81-106 called "Transactional NAV" (or "net asset value"), for all other purposes such as purchases and redemptions. As a result, the GAAP Net Assets for financial reporting purposes may differ from the Transactional NAV. Where applicable, a reconciliation between the Transactional NAV per unit and the GAAP Net Assets per unit is provided in Note 7.

The fair value of investments as at the financial reporting date is determined as follows:

- i) All long securities listed on a recognized public stock exchange are valued at their last bid price on the valuation date. All short securities listed on a recognized public stock exchange are valued at the last ask price on the valuation date. Securities that are traded on an over-the-counter market basis are priced at the last bid price as quoted by a major dealer.
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CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (cont'd) (unaudited)

As at June 30, 2009

2. Summary of Significant Accounting Policies (cont'd)

Investments in securities having no quoted market values or in illiquid securities are valued using valuation techniques. Valuation techniques include, but are not limited to, referencing the current value of similar instruments, using recent arm's length market transactions, discounted cash flow analyses or valuation models. The fair value of certain securities may be estimated using valuation techniques based on assumptions that are not supported by observable market inputs.

In a situation where, in the opinion of the Manager, a market quotation for a security is inaccurate, not readily available or does not accurately reflect fair value, the security is valued at its fair value as determined by the Manager.

- ii) Bonds and debentures are valued at their last evaluated bid price received from recognized investment dealers for long positions and their last evaluated ask price for short positions.
- iii) Investments in underlying funds are valued at the series' net asset value per unit. If the net asset value is unavailable, the investment fund holdings are valued using the last published net asset value or at the fair value as determined by the Manager.
- iv) Short-term securities are valued using market quotations, amortized costs plus accrued interest, all of which approximate fair value.
- v) Unlisted warrants are valued based on a pricing model which considers factors such as the market value of the underlying security, strike price, volatility and terms of the warrant.
- vi) Forward contracts are marked to market using last bid prices for long positions and the last ask price for short positions. Last trade price is used where bid and ask prices are not available.
- vii) The fair value of interest rate swap agreements is the estimated amount that the Partnership would receive or pay to terminate the swap, taking into account current interest rates and the current credit worthiness of the swap counterparties.
- viii) Futures are valued using the last bid price for long positions and the last ask price for short positions. The settlement price is used where bid and ask prices are not available.
- ix) The fair value of investments and other assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the rate of exchange established at noon on each valuation date. Under the Partnership's fair pricing policy, when the rates of exchange established at 3 p.m. are materially different from the noon exchange rates on a given valuation date, the market value of investments and other assets and liabilities denominated in foreign currencies will be translated at the 3 p.m. exchange rates for that valuation date.

c) Other Assets and Liabilities

Accrued interest and dividends receivable, amount due from brokers and other net assets are designated as loans and receivables and recorded at amortized cost. Similarly, accrued expenses, amounts due to brokers, and other liabilities are designated as other financial liabilities and reported at amortized cost. These balances are short-term in nature and, therefore, amortized cost approximates fair value for these assets and liabilities.

d) Cost of Investments

The cost of investments represents the amount paid for each security, and is determined on an average cost basis excluding transaction costs. Investment transactions are accounted for as of the trade date.

e) Transactions Costs

Transaction costs are incremental costs directly attributable to the acquisition, issue or disposal of an investment, which include fees and commissions paid to agents, advisors, brokers and dealers, levies by regulatory agencies and securities exchanges and transfer taxes and duties. In accordance with Section 3855, transaction costs are expensed and are included in "Transaction costs" in the Statements of Operations.

f) Cash and Cash Equivalents

Cash and cash equivalents are comprised of cash on deposit and short-term debt instruments with terms to maturity less than 90 days.

g) Investment Transactions and Income Recognition

All investment transactions are reported on the business day the order to buy or sell is executed. The cost of portfolio securities, for realized gains and losses from investment transactions and unrealized appreciation or depreciation of investments is calculated and reported on an average cost basis.

Income from investments held is recognized on an accrual basis. Interest income is accrued as earned and dividend income and distributions from investment trusts are recognized on the ex-dividend date.

For income tax purposes, the adjusted cost base of flow-through shares is reduced by the amount of expenditures renounced to the Partnership. Upon disposition of such shares, a capital gain will result and be allocated to the Limited Partners based upon their proportionate share of the Partnership.

CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (cont'd) (unaudited)

As at June 30, 2009

2. Summary of Significant Accounting Policies (cont'd)

h) Valuation of Partnership Units for Transactional NAV Purposes

Net asset value per unit ("NAVPU") for the Partnership is calculated at the end of each day on which the Manager is open for business (to be called "valuation date") by dividing the net asset value ("Transactional NAV") of the Partnership by its outstanding units.

i) Statements of Cash Flows

The Statements of Cash Flows have been included where the Partnership utilizes leverage or borrowing. Issuance costs related to the initial offering of the Partnership units have been accounted for as a reduction of partners' equity.

j) Increase (decrease) in Net Assets from Operations per Unit

"Increase (decrease) in net assets from operations per unit" is disclosed in the Statements of Operations and represents the increase or decrease in net assets from operations for the period divided by the average number of units outstanding during the period.

k) Allocation of Partnership Income and Loss

99.99% of the income or loss of the Partnership for the fiscal year is allocated to limited partners at the end of the fiscal year in proportion to the number of limited partnership units owned. The Partnership is not itself a taxable entity. Accordingly, no provision for income tax is required.

The General Partner is entitled to 0.01% of the net income or loss of the Partnership. Net Income is determined in accordance with GAAP.

l) Non-zero Amounts

Some of the balances reported on the financial statements may include non-zero amounts that are rounded to zero.

3. Income and Expenses

Management Fee

The Partnership pays the Manager a management fee for the continuous advice, recommendations and services provided to the Partnership.

The management fee for the Partnership is an annualized rate of 2% based on the Transactional net asset value of the Partnership and is accrued daily and paid monthly in arrears as a percentage of the month-end net asset value, in accordance with the terms Management Agreement for the Partnership.

Performance Fee

The Manager is entitled to a performance fee to be paid by the Partnership equal to 20% of the amount by which the Transactional Net Asset Value per Unit exceeds \$28 on the performance fee date. The performance fee is calculated on a per unit basis and multiplied by the number of units existing at the performance fee date. The performance fee will be calculated on the performance fee date and paid as soon as practicable thereafter. As at June 30, 2009, performance fee accrued was nil (Dec. 2008 – nil).

Expenses

The Manager is responsible for the Partnership's day-to-day operations. The Partnership is responsible for its administrative and operating expenses relating to its operation and the carrying on of its business, including legal, audit fees, interest and administrative costs as well as the cost of financial and other reports and compliance with all applicable laws, regulations and policies. The Manager pays for such expenses on behalf of the Partnership and is then reimbursed by the Partnership.

Brokerage commissions paid on securities transactions are considered to be part of operating expenses. These commissions are not included in the cost of purchasing securities, nor are they netted out of the proceeds from selling securities.

4. Partners' Capital

The Partnership's capital represents the net assets of the Partnership and is comprised of issued units and retained earnings. The Partnership is not subject to any regulatory requirements on capital. The capital of the Partnership is managed in accordance with the Partnership's investment objectives, policies and restrictions, as outlined in the Partnership's offering memorandum. The Partnership units were issued at a price of \$25 per Unit, subject to a minimum subscription of 1,000 Units for \$25,000.

All Partnership units are of the same class with equal rights and privileges, including equal participation in any distribution made by the Partnership and the right to one vote at any meeting of the Limited Partners. On May 29, 2007, 1,755,000 Partnership units were issued.

CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (cont'd) (unaudited)

As at June 30, 2009

4. Partners' Capital (cont'd)

Unitholder transactions of units for the six month period ended June 30, 2009 and the year ended December 31, 2008 were as follows:

	June 30, 2009	December 31, 2008
Units outstanding, beginning of period	1,755,000	1,755,000
Subscriptions	–	–
Reinvestments	–	–
Redemptions	–	–
Units outstanding, end of period	1,755,000	1,755,000

The changes to retained earnings (deficit) for the six month period ended June 30, 2009 and the year ended December 31, 2008 were as follows:

(in \$000s)	June 30, 2009	December 31, 2008
Retained earnings (deficit), beginning of period	\$(18,639)	\$(5,760)
Increase (decrease) in net assets from operations	184	(12,879)
Retained earnings (deficit), end of period	\$(18,455)	\$(18,639)

5. Related Party Transactions

a) Portfolio Transactions

Brokerage commissions paid on securities transactions during the six month period ended June 30, 2009 were \$4,000 (2008 – 20,000). Of this amount, Dundee Securities Corporation received commissions of nil (2008 – 1,000). For the six month period ended June 30, 2009, nil (2008 – nil) soft dollar commissions were paid. Soft dollar commissions reflect amounts paid indirectly to third parties through a broker or dealer for services received by the Partnership for services other than trading execution.

DundeeWealth Inc. is the indirect parent of both the General Partner and Dundee Securities, one of the agents for the offering of the Partnership. Accordingly, the Partnership is related to Dundee Securities.

b) Private Placements

In addition to the commissions paid on the security transactions in a) above, the Partnership invests in flow-through shares through registered dealers, including Dundee Securities. Commissions on flow-through shares are paid directly from the issuer of the shares to the broker/dealer. In certain circumstances, Dundee Securities and the other agents may be entitled to receive fees and, in some cases, rights to purchase shares in connection with the sale of flow-through shares to the Partnership.

c) Initial Offering of Partnership

The Partnership paid agents' fees in connection with the offering of 6.75% for each unit sold, except for the first 200,000 units (\$5,000,000) purchased by President's List Subscribers, where agents' fees were reduced to 3.375%. Dundee Securities received approximately \$592,000 of these fees.

6. Reconciliation of Net Assets per Unit and Transactional NAV per Unit

The table below provides a comparison of the net assets per unit and Transactional NAV per unit. The primary reason for the difference between the GAAP net assets per unit and Transactional NAV per unit is described in Note 2 above.

June 30, 2009		December 31, 2008	
GAAP Net Assets Per Unit \$	Transactional NAV Per Unit \$	GAAP Net Assets Per Unit \$	Transactional NAV Per Unit \$
12.78	12.89	12.68	12.73

7. Filing Exemption

The Partnership is relying on the exemption available under section 2.11 of National Instrument 81-106 – *Investment Fund Continuous Disclosure* which exempts an investment fund that is not a reporting issuer from publicly filing its financial statements for a financial year or for an interim period.

8. Financial Risk Management

Investment activities of the Partnership expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, other price risk and currency risk). The level of risk depends on the Partnership's investment objectives and the type of securities it invests in.

CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (cont'd) (unaudited)

As at June 30, 2009

8. Financial Risk Management (cont'd)

The Manager of the Partnership seeks to minimize these risks by employing experienced portfolio managers that will manage the security portfolios of the Partnership on a daily basis according to market events and the investment objectives of the Partnership. Section 3862 and 3863 disclosures that are specific to the Partnership are presented in the Discussion of Financial Risk Management under the Statement of Investments. The sensitivity analysis shown in the Discussion on Financial Risk Management will differ from actual results and the difference could be material.

The Manager maintains a risk management practice that includes monitoring compliance with investment restrictions to ensure that the Partnership is being managed in accordance with the Partnership's stated investment objectives, strategies and securities regulations.

In addition, the below noted risk positions are monitored by the portfolio managers on a regular basis and reviewed by the Fund Review Committee on a quarterly basis.

A. Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge a commitment that it has entered into with the Partnership. The fair value of a financial instrument takes into account the credit rating of its issuer, and accordingly, represents the maximum credit risk exposure of the Partnership. All transactions in securities are settled or paid for upon delivery through brokers. Credit risk is considered minimal in the Partnership, as delivery of securities sold is made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation.

B. Liquidity risk

Liquidity risk is the risk that a partnership may not be able to settle or meet its obligation on time or at a reasonable price. The Partnership retains sufficient cash and cash equivalent positions to maintain liquidity. The Partnership may, from time to time, invest in securities that are not traded in an active market and may be illiquid. Such investments are identified as private and restricted securities in the Statement of Investment Portfolio.

C. Interest rate risk

Interest rate risk is the risk that the fair value of the Partnership's interest-bearing investments will fluctuate due to changes in the prevailing levels of market interest rates. Interest rate risk arises when a Partnership invests in interest-bearing financial instruments. The Partnership's exposure to interest rate risk is concentrated in investment in debt securities (such as bonds and debentures or short-term instruments) and interest rate derivative instruments, if any. Other assets and liabilities are short-term in nature and/or non-interest bearing. There is minimal sensitivity to interest rate fluctuations on any cash and cash equivalents, invested at short-term market interest rates.

D. Other Price risk

Other Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest risk or currency risk) caused by factors specific to a security, its issuer or all factors affecting a market or a market segment. The Partnership is exposed to market risk since all financial instruments held by the Partnership are exposed to market risk and present a risk of loss of capital. The maximum risk resulting from financial instruments is equivalent to their fair value, except for options written and future contracts where possible losses can be unlimited.

E. Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Currency risk arises from financial instruments (including cash and cash equivalents and foreign currency derivative instruments) that are denominated in a currency other than Canadian dollars, which represents the functional currency of the Partnership. Therefore the Partnership's financial instruments that are denominated in other currencies will fluctuate due to changes in the foreign exchange rates of those currencies in relation to the Partnership's functional currency. Foreign currencies of issued bonds are listed in the investment portfolio.

9. Changeover to International Financial Reporting Standards

The Canadian Accounting Standards Board has confirmed that effective January 1, 2011, International Financial Reporting Standards ("IFRS") will replace Canadian GAAP for publicly accountable enterprises, which includes investment funds. IFRS will apply to fiscal years beginning on or after January 1, 2011 and will be applicable to the Partnership for the fiscal years ending December 31, 2011 and beyond.

As of June 30, 2009, the Manager has commenced the process of developing a changeover plan to meet the timetable published by the CICA for changeover to IFRS. The key elements of the plan include disclosures of the qualitative impact in the December 31, 2009 and 2010 financial statements, disclosures of the quantitative impact, if any, in the December 31, 2010 financial statements and the preparation of the June 30, 2011 interim and December 31, 2011 year-end financial statements in accordance with IFRS.

Based on the Manager's current evaluation of the differences between Canadian GAAP and IFRS, the Manager does not expect that net assets or net asset value of the fund will be impacted by the changeover to IFRS. Currently, the Manager expects that the impact of IFRS on the Partnership's financial statements will be additional disclosures and potentially different presentation of certain items.

CDR 2007 Private Flow-Through LP

NOTES TO THE FINANCIAL STATEMENTS (cont'd) (unaudited)

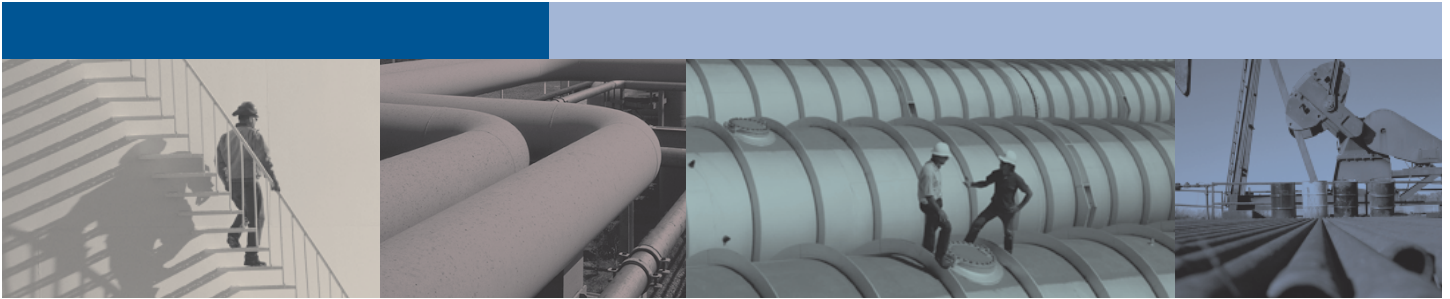
As at June 30, 2009

10. Amendments to Section 3862 *Financial Instruments – Disclosures*

On March 5, 2009, the Accounting Standards Board (AcSB) issued *Amendments to Section 3862 Financial Instruments – Disclosures*. The amendments expand the disclosures required in respect of fair value measurements recognized in the financial statements. For the purpose of these expanded disclosures, a three-level hierarchy has been introduced as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data. Additional quantitative disclosures are required for Level 3 securities.

The amendments are applicable for fiscal years ending after September 30, 2009. These changes have no impact on the Partnership's results of operations or financial position.



CDR 2007 PRIVATE FLOW-THROUGH LP

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