Ninepoint 2022 Flow-Through Limited Partnership – National Class

Interim Report to Unitholders

June 30
2023

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These interim financial statements for the period ended June 30, 2023, were not reviewed by the Partnership's auditors.

The interim management report of fund performance is an analysis and explanation that is designed to complement and supplement an investment fund's financial statements. This report contains financial highlights but does not contain the complete interim financial statements of the investment fund. A copy of the interim financial statements has been included separately within the Report to Securityholders. You can also get a copy of the interim financial statements at your request, and at no cost, by calling 1-888-362-7172, by visiting our website at www.ninepoint.com or SEDAR at www.sedar.com or by writing to us at: Ninepoint Partners LP, Royal Bank Plaza, South Tower, 200 Bay Street, Suite 2700, P.O. Box 27, Toronto, Ontario M5J 2J1. Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Management Report of Fund Performance

Investment Objective and Strategies

Ninepoint 2022 Flow-Through Limited Partnership – National Class (the "Partnership") is a non-redeemable investment fund. The Partnership's investment objective is to achieve capital appreciation and significant tax benefits for Limited Partners by investing in a diversified portfolio of Flow-Through Shares and other securities, if any, of Resource Issuers carrying out activities across Canada.

The Partnership's investment strategy is to invest in flow-through shares and other securities, if any, of Resource Issuers whose principal business is: (i) mining exploration, development, and/or production, (ii) oil and gas exploration, development, and/or production or (iii) certain energy production that may incur Canadian renewable and conservation expenses. To accomplish this strategy, a strong preference is given to companies with existing production, which Ninepoint Partners LP (the "Manager") believes should mitigate downside risk relative to investing in earlier stage companies.

Sprott Asset Management LP. is the sub-advisor of the Partnership.

Risks

The risks of investing in the Partnership are detailed in the prospectus dated January 21, 2022. There have been no material changes to the Partnership since inception that affected the overall level of risk. There were no significant changes to the investment objective and strategies that affected the Partnership's overall level of risk during the reporting period.

Results of Operations

The Partnership, Class A, returned -26.2% in the first half of 2023, finishing the period with a Net Asset Value per unit of $9.29 for Transactional NAV purposes.

Most of the commodities impacting resource portfolios sold off in the first half of 2023. Copper, nickel, zinc and crude oil were all down, having returned -1%, -33%, -19% and -11%, respectively. The Bloomberg Commodity Index, which is comprised of a broad basket of commodities, fell 10% during the first half of the year to levels last seen in January 2022. Gold bullion was one of the exceptions, having climbed 5% in the first half of the year as the Federal Reserve became moderately less hawkish. An increasing Federal Funds Rate, a global economy flirting with recession, Europe's industrial slump and China's sputtering post Covid recovery were the major themes impacting resource equities.

The Fund's performance suffered because of the general decline in resource-based equities. In terms of individual securities, Collective Mining and ATAC Resources were the top contributors. Collective Mining continued to expand on a gold discovery while ATAC Resources was acquired. The top individual detractors from performance were Canada Nickel and Trillium Gold Mines. Both stocks depreciated along with other small capitalization resource equities.

The Partnership's net asset value decreased by 24.6% during the period, from $30.6 million as at December 31, 2022 to $23.1 million as at June 30, 2023. This change was predominantly due to net realized and unrealized losses on investments of $7.2 million.

Loan Facility

The Partnership has entered into a loan facility (the "Loan Facility") with a Canadian chartered bank to fund the agents' fees, offering expenses and ongoing expenses of the Partnership, including management fees. The Partnership may borrow a principal amount of up to 10% of the gross proceeds of any individual offering. The Partnership's obligation under the Loan Facility is secured by a pledge of the assets held by the Partnership. Prior to the earlier of: (a) the dissolution of the Partnership, (b) the date on which a Liquidity Alternative, as defined in the Partnership's prospectus, is completed, and (c) the maturity date of the Loan Facility all amounts outstanding under the Loan Facility, including all interest accrued thereon, will be repaid in full. Interest is calculated based on the bank's Prime rate. Certain covenants exist that, if breached, would require the immediate payment of accrued interest and the aggregate principal outstanding. As at June 30, 2023, the Partnership was in compliance with all covenants.

As at June 30, 2023, the loan outstanding consists of a prime rate loan with a principal amount (including interest payable) of $5,358,253 . The minimum and maximum amounts borrowed for the period ended June 30, 2023 were $4,351,958 and $5,358,253, respectively. Interest expense, including standby fees and bank charges, for the period ended June 30, 2023 was $183,589.

Recent Developments

There were no material changes to the investment strategy, and features of the Partnership during the period ended June 30, 2023. The Manager actively monitors the positioning of the Partnership's portfolio for changes in current market conditions and the economic environment.

Related Party Transactions

MANAGEMENT FEES

The Partnership pays the Manager an annual management fee equal to 2.00% of the Net Asset Value, calculated and accrued daily and paid monthly in arrears. For the period ended June 30, 2023, the Partnership incurred management fees (including taxes) of $302,976. Of the management fees incurred by the Partnership, 100% is attributed to portfolio advisory services.

OPERATING EXPENSES

The Partnership pays its own operating expenses, which include, but are not limited to, audit, legal, custodial, trustee, filing and administrative expenses as well as unitholder reporting costs. The Partnership may use the Loan Facility to fund these expenses. The Manager pays certain of these expenses on behalf of the Fund and then is reimbursed by the Partnership. At its sole discretion, the Manager may waive or absorb a portion of the operating expenses of the Partnership. Amounts waived or absorbed by the Manager are reported in the Statements of Comprehensive Income (Loss). Waivers or absorptions can be terminated at any time without notice. For the period ended June 30, 2023, the Manager did not absorb any expenses.

OTHER RELATED PARTY TRANSACTIONS

The Partnership relied on the approval, positive recommendation or standing instruction from the Partnership's Independent Review Committee with respect to any related party transactions.

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 period ended June 30, 2023 and each of the previous years ended December 31 shown, unless otherwise indicated.

The Partnership's Net Assets per unit[1]

Class A	**June 30, 2023 $**	Dec 31, 2022[4] $
Net assets, beginning of period[2]	**13.00**	23.18
Increase (decrease) from operations:		
Total revenue	**0.12**	0.10
Total expenses	**(0.24)**	(0.44)
Realized gains (losses)	**(3.44)**	(0.00)
Unrealized gains (losses)	**0.37**	(10.18)
Total increase (decrease) from operations[3]	**(3.19)**	(10.52)
Distributions:		
Total annual distributions	–	–
Net assets, end of period	**9.81**	13.00

Class F	**June 30, 2023 $**	Dec 31, 2022[4] $
Net assets, beginning of period[2]	**13.48**	24.06
Increase (decrease) from operations:		
Total revenue	**0.13**	0.12
Total expenses	**(0.25)**	(0.46)
Realized gains (losses)	**(3.57)**	(0.00)
Unrealized gains (losses)	**0.39**	(10.57)
Total increase (decrease) from operations[3]	**(3.31)**	(10.91)
Distributions:		
Total annual distributions	–	–
Net assets, end of period	**10.17**	13.48

1 This information is derived from the Partnership's interim and audited annual financial statements. For financial reporting purposes, the fair value of warrants is measured using the Black-Scholes model in accordance with IFRS, whereas the valuation of warrants for Transactional NAV purposes does not require such adjustments.

2 Agents' fee and issue expenses of the Offering were recorded as a reduction in partners' capital. Net assets per unit were initially offered at $25.00 per unit less agents' fees and issue costs of $1.82 per unit for Class A units and $0.94 per unit for Class F units.

3 The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period. This table is not intended to be a reconciliation of the beginning to ending net assets per unit.

4 Information provided is for the period from February 17, 2022 (launch date) to December 31, 2022 for Class A and Class F.

Ratios and Supplemental Data

Class A	**June 30, 2023**	Dec 31, 2022
Total net asset value (000's)[1]	**$18,864**	$25,001
Number of Units outstanding[1]	**1,923,113**	1,923,113
Management expense ratio[2]	**2.60%**	2.46%
Trading expense ratio[3]	**0.29%**	–
Portfolio turnover rate[4]	**24.37%**	–
Net asset value per Unit[1,5]	**$9.81**	13.00

Class F	**June 30, 2023**	Dec 31, 2022
Total net asset value (000's)[1]	**$4,211**	$5,580
Number of Units outstanding[1]	**413,840**	413,840
Management expense ratio[2]	**2.59%**	2.46%
Trading expense ratio[3]	**0.29%**	–
Portfolio turnover rate[4]	**24.37%**	–
Net asset value per Unit[1,5]	**$10.17**	13.48

1 This information is provided as at June 30, 2023 and December 31 for the years shown prior to 2023.

2 Management expense ratio ("MER") is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period.

3 The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period.

4 The Partnership's portfolio turnover rate indicates how actively the Partnership's portfolio adviser trades its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Partnership buying and selling all of the securities in its portfolio once in the course of the year. The higher the portfolio turnover rate in a year, the greater the trading costs payable by the Partnership in the year, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of the Partnership.

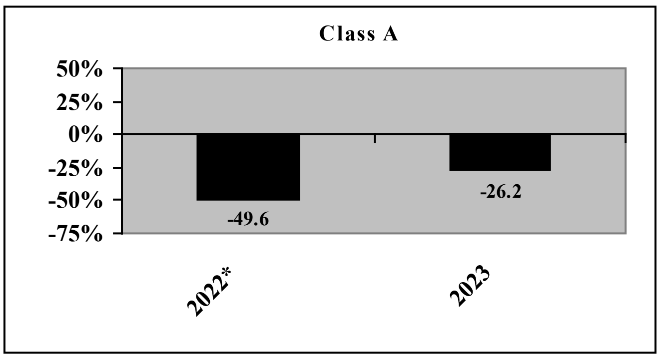
5 Transactional net asset value per share for Class A is $9.29 and Class F is $9.63 as at June 30, 2023.

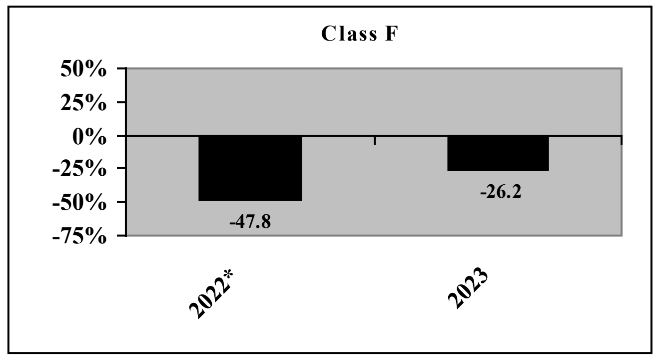
Past Performance

The indicated rates of return are the historical total returns including changes in unit values and assume reinvestment of all distributions in additional units of the relevant Series of the Fund. These returns do not take into account sales, redemption, distribution or optional charges or income taxes payable by any unitholder that may reduce returns. Please note that past performance is not indicative of future performance. All rates of returns are calculated based on the Net Asset Value of the particular Series of the Fund.

Year-by-Year Returns

The following charts indicates the performance of each Series of the Fund for the period ended June 30, 2023 and for the period since initial issuance to December 31, 2022. The chart shows, in percentage terms, how much an investment made on the first day of each period would have grown or decreased by the last day of each period. Returns are not shown for a Series in any period in which there were zero outstanding units as at the end of the period.





* Return from February 17, 2022 (first issuance) for Class A and Class F, to December 31, 2022 (not annualized).

Summary of Investment Portfolio

As at June 30, 2023

Portfolio Allocation

	% of Net Asset Value
Long Positions	
Materials	113.9
Energy	6.7
Total Positions	120.6
Cash	1.5
Other Net Liabilities	(22.1)
Total Net Asset Value	100.0

Top 25 Positions

Issuer	% of Net Asset Value
Collective Mining Limited	10.6
Wallbridge Company Limited	6.8
Canada Nickel Company Inc.	5.4
Tudor Gold Corporation	5.4
Sitka Gold Corporation	5.1
First Mining Gold Corporation.	4.9
Cantex Mine Development Corporation	3.8
Lithium Ionic Corporation	3.8
Asante Gold Corporation	3.6
Thesis Gold Inc.	3.4
Trillium Gold Mines Inc.	3.4
Exploits Discovery Corporation	3.3
Eldorado Gold Corporation	3.2
Skyharbour Resources Limited	3.2
Banyan Gold Corporation	3.2
Talisker Resources Limited	3.1
Big Ridge Gold Corporation	3.0
Goldshore Resources Inc.	2.6
P2 Gold Inc.	2.6
Brixton Metals Corporation	2.3
Heliostar Metals Limited	2.1
NexGen Energy Limited	2.0
Ascot Resources Limited	2.0
Pan American Energy Corporation	2.0
Signal Gold Inc.	1.7
Top 25 positions as a percentage of net asset value	92.5

The Partnership held no short positions as at June 30, 2023.

This summary of investment portfolio may change due to the ongoing portfolio transactions of the Partnership. Quarterly updates of the Partnership’s investment portfolio are available on the Internet at www.ninepoint.com.

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Statements of Financial Position

As at June 30, 2023 (unaudited) and December 31, 2022	**2023**	2022
	$	$
Assets		
Current assets		
Investments *(note 3, 5)*	**27,839,282**	34,937,837
Cash *(note 10)*	**354,103**	20,994
Due from broker	**9,737**	-
Dividends receivable	**285,000**	-
Total assets	**28,488,122**	34,958,831
Liabilities		
Current liabilities		
Management fees payable	**42,329**	-
Loan payable *(note 7)*	**5,358,253**	4,351,958
Accrued expenses	**12,770**	25,699
Total liabilities	**5,413,352**	4,377,657
Net Assets attributable to holders of Partnership units	**23,074,770**	30,581,174
Net Assets attributable to holders of Partnership units per class		
Class A	**18,864,122**	25,000,681
Class F	**4,210,648**	5,580,493
Net Assets attributable to holders of Partnership units per class per unit *(note 3)*		
Class A	**9.81**	13.00
Class F	**10.17**	13.48

See accompanying notes which are an integral part of these financial statements

Approved on behalf of Ninepoint 2022 Flow-Through
Limited Partnership by the Board of Directors of
Ninepoint 2019 Corporation as General Partner

John Wilson
DIRECTOR

James Fox
DIRECTOR

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Statements of Comprehensive Income (Loss)

For the six-month periods ended June 30 (unaudited)	**2023**	2022
	$	$
Income		
Dividends *(note 3)*	**285,000**	-
Net realized gains (losses) on sales of investments	**(8,183,524)**	-
Change in unrealized appreciation (depreciation) in the value of investments	**967,111**	(15,494,551)
Net realized gains (losses) on foreign exchange	**76**	-
Total income (loss)	**(6,931,337)**	(15,494,551)
Expenses *(note 11, 12)*		
Management fees	**302,976**	380,894
Interest,standby charges and bank charges *(note 7)*	**183,589**	30,959
Transaction costs *(note 3, 13)*	**39,557**	-
Administrative fees	**13,069**	11,641
Unitholder reporting fees	**11,297**	3,590
Custodial fees	**11,046**	2,578
Audit fees	**8,041**	5,685
Independent Review Committee fees *(note 14)*	**2,312**	840
Filing fees	**2,049**	1,701
Legal fees	**1,131**	3,614
Total expenses	**575,067**	441,502
Increase (Decrease) in Net Assets attributable to holders of Partnership units from operations	**(7,506,404)**	(15,936,053)
Increase (Decrease) in Net Assets attributable to holders of Partnership units from operations per class		
Class A	**(6,136,559)**	(13,024,164)
Class F	**(1,369,845)**	(2,911,889)
Weighted average number of Partnership units		
Class A	**1,923,113**	1,780,529
Class F	**413,840**	383,729
Increase (Decrease) in Net Assets attributable to holders of Partnership units from operations per class per unit (note 3)		
Class A	**(3.19)**	(7.31)
Class F	**(3.31)**	(7.59)

See accompanying notes which are an integral part of these financial statements

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Statements of Changes in Net Assets Attributable to Holders of Partnership Units

For the six-month periods ended June 30 (unaudited)	**2023**	2022
	$	$
Net Assets attributable to holders of Partnership units, beginning of period		
Class A	**25,000,681**	-
Class F	**5,580,493**	-
	30,581,174	-
Increase (Decrease) in Net Assets attributable to holders of Partnership units from operations		
Class A	**(6,136,559)**	(13,024,164)
Class F	**(1,369,845)**	(2,911,889)
	(7,506,404)	(15,936,053)
Partners' transactions *(note 1, 9)*		
Proceeds from Partnership units issued		
Class A	**-**	48,077,825
Class F	**-**	10,346,000
Agents' fees and issue expenses		
Class A	**-**	(3,489,271)
Class F	**-**	(388,744)
	-	54,545,810
Net increase (decrease) in Net Assets attributable to holders of Partnership units		
Class A	**(6,136,559)**	31,564,390
Class F	**(1,369,845)**	7,045,367
	(7,506,404)	38,609,757
Net Assets attributable to holders of Partnership units, end of period		
Class A	**18,864,122**	31,564,390
Class F	**4,210,648**	7,045,367
	23,074,770	38,609,757

See accompanying notes which are an integral part of these financial statements

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Statements of Changes in Net Assets Attributable to Holders of Partnership Units *continued*

For the six-month periods ended June 30 (unaudited)	**2023**	2022
Units, beginning of period		
Class A	**1,923,113**	-
Class F	**413,840**	-
	2,336,953	-
Partners' transactions *(note 1, 9)*		
Partnership units issued		
Class A	**-**	1,923,113
Class F	**-**	413,840
	-	2,336,953
Units, end of period		
Class A	**1,923,113**	1,923,113
Class F	**413,840**	413,840
	2,336,953	2,336,953

See accompanying notes which are an integral part of these financial statements

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Statements of Cash Flows

For the six-month periods ended June 30 (unaudited)	**2023**	2022
	$	$
Cash flows from operating activities		
Increase (Decrease) in Net Assets attributable to holders of Partnership units from operations	**(7,506,404)**	(15,936,053)
Adjustments for:		
Foreign exchange (gains) losses on cash	**(21)**	-
Net realized (gains) losses on sales of investments	**8,183,524**	-
Change in unrealized (appreciation) depreciation in the value of investments	**(967,111)**	15,494,551
Purchases of investments	**(6,383,417)**	(45,292,730)
Proceeds from sale of investments	**6,255,822**	-
Net increase (decrease) in other assets and liabilities	**750,695**	3,977,041
Net cash provided by (used in) operating activities	**333,088**	(41,757,191)
Cash flows from financing activities		
Proceeds from issuance of Partnership units issued	**-**	58,423,825
Agents' fees and issue expenses	**-**	(3,878,015)
Net cash provided by (used in) financing activities	**-**	54,545,810
Foreign exchange gains (losses) on cash	**21**	-
Net increase (decrease) in cash	**333,088**	12,788,619
Cash (Bank indebtedness), beginning of period	**20,994**	-
Cash (Bank indebtedness), end of period	**354,103**	12,788,619
Supplemental Information*		
Interest paid	**183,589**	30,959

*Information provided relates to the operating activities of the Fund

See accompanying notes which are an integral part of these financial statements

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Schedule of Investment Portfolio

As at June 30, 2023 (unaudited)		Retriction/Expiry Date	Average Cost	Fair Value
			$	$
SHARES	EQUITIES [115.06%]			
	MATERIALS [108.83%]			
590,083	Archer Exploration Corporation		159,322	91,463
484,035	Asante Gold Corporation		926,817	827,700
900,000	Ascot Resources Limited		1,017,000	468,000
2,000,000	Banyan Gold Corporation		1,100,000	730,000
1,000,000	Benchmark Metals Inc.		480,000	270,000
7,000,000	Big Ridge Gold Corporation		1,400,000	700,000
3,000,000	Brixton Metals Corporation		480,000	540,000
1,000,000	Canada Nickel Company Inc.		3,650,000	1,250,000
4,400,000	Cantex Mine Development Corporation		1,672,000	880,000
715,000	Cassiar Gold Corporation		500,500	314,600
2,600,000	CMC Metals Limited		442,000	338,000
409,900	Collective Mining Limited		1,891,048	2,438,906
88,500	Critical Elements Corporation		159,199	153,105
55,400	Eldorado Gold Corporation		1,001,078	742,914
2,240,500	EV Nickel Inc.		403,290	201,645
4,999,995	Exploits Discovery Corporation		899,999	749,999
6,700,000	First Mining Gold Corporation		2,010,000	1,139,000
175,000	Fury Gold Mines Limited		140,000	96,250
3,500,000	Gold Terra Resource Corporation		840,000	297,500
128,000	Golden Independence Mining Corporation	Jul 3, 2023	39,680	35,200
3,333,334	Goldshore Resources Inc.		2,000,000	600,000
3,384,000	Grizzly Discoveries Inc.		203,040	270,720
1,363,800	Heliostar Metals Limited	Jul 18, 2023*	300,036	487,695
1,000,000	iMetal Resources Inc.		150,000	165,000
182,000	Legacy Lithium Corporation		-	-
2,500,000	Libero Copper & Gold Corporation		825,000	162,500
355,000	Lithium Ionic Corporation		938,716	876,850
7,000,000	Matador Mining Limited		804,582	339,756
721,000	Metallis Resources Inc.		165,830	39,655
2,504,900	Nickel Creek Platinum Corporation		237,966	62,623
617,000	Nighthawk Gold Corporation		499,770	333,180
2,400,000	P2 Gold Inc.		1,440,000	600,000
910,000	Pan American Energy Corporation		591,500	455,000
268,182	Reflex Advanced Materials Corporation		147,500	111,296
5,000,000	Rockhaven Resources Limited		500,000	275,000
1,719,000	Signal Gold Inc.		962,640	386,775
11,765,000	Sitka Gold Corporation		2,000,050	1,176,500
22,000	Snowline Gold Corporation		67,294	81,620
3,000,000	Solstice Gold Corporation		405,000	112,500
919,500	Stuhini Exploration Limited		413,775	255,161
1,000,000	Sun Summit Minerals Corporation		520,000	55,000
7,900,000	Talisker Resources Limited		1,422,000	711,000
166,667	Theia Gold Corporation**		250,001	208,334
1,250,000	Thesis Gold Inc.		3,000,000	787,500
3,030,000	Torr Metals Inc.		999,900	287,850
8,249,552	Trillium Gold Mines Inc.		1,443,482	783,707
381,300	Troilus Gold Corporation		244,047	175,398
1,041,600	Tudor Gold Corporation		2,499,840	1,239,504
10,810,000	Wallbridge Company Limited		3,999,700	1,567,450
1,500,000	York Harbour Metals Inc.		1,800,000	240,000
			48,043,602	25,111,856
	ENERGY [6.23%]			
30,000	Logan Energy Corporation		-	10,500
75,000	NexGen Energy Limited.		441,175	468,750
2,084,000	Skyharbour Resources Limited		1,000,320	739,820
30,000	Spartan Delta Corporation		355,525	142,500
2,559,000	Standard Uranium Limited		332,670	76,770
			2,129,690	1,438,340
Total equities			50,173,292	26,550,196

Ninepoint 2022 Flow-Through Limited Partnership - National Class

Schedule of Investment Portfolio *continued*

As at June 30, 2023 (unaudited)		Retriction/Expiry Date	Average Cost	Fair Value
			$	$
SHARES	WARRANTS [5.59%]			
	MATERIALS [5.09%]			
4,687,500	ATAC Resources Limited	Mar 29, 2024	-	93,283
757,500	Aurelius Mineral Inc.	Mar 30, 2024	-	40
500,000	Benchmark Metals Inc.	Sep 29, 2024	-	9,649
3,750,000	Big Ridge Gold Corporation	Jul 25, 2024	-	52,423
1,562,500	Brixton Metals Corporation	Sep 1, 2024	-	82,925
5,194,000	Cantex Mine Development Corporation	Mar 30, 2024	-	149,078
357,500	Cassiar Gold Corporation	Aug 4, 2024	-	11,306
1,185,000	Churchill Resources Inc.	Mar 31, 2024	-	1,742
3,369,300	Clean Air Metals Inc.	Feb 18, 2024	-	6,800
1,911,765	CMC Metals Limited	Apr 19, 2024	-	43,570
1,388,885	EV Nickel Inc.	Jul 7, 2024	-	26,563
128,000	Golden Independence Mining Corporation	Jul 3, 2025	-	8,597
1,666,667	Goldshore Resources Inc.	Apr 6, 2024	-	122,888
4,166,500	Grizzly Discoveries Inc.	Apr 22, 2024	-	141,160
681,900	Heliostar Metals Limited	Jul 10, 2026	-	146,330
555,000	iMetal Resources Inc.	Apr 7, 2024	-	-
3,125,000	K9 Gold Corporation	May 27, 2024	-	3,294
1,087,500	Metallis Resources Inc.	Jun 10, 2025	-	15,198
5,263,150	Nickel Creek Platinum Corporation	May 10, 2025	-	34,801
308,500	Nighthawk Gold Corporation	May 3, 2024	-	1,444
2,500,000	P2 Gold Inc.	Jun 30, 2024	-	23,247
910,000	Pan American Energy Corporation	Oct 11, 2024	-	42,933
268,182	Reflex Advanced Materials Corporation	Feb 8, 2025	-	37,942
950,000	Searchlight Resources Inc.	Aug 16, 2024	-	2,395
859,500	Signal Gold Inc.	Jun 8, 2025	-	9,058
5,882,500	Sitka Gold Corporation	Jun 7, 2024	-	63,052
1,851,850	Solstice Gold Corporation	Feb 29, 2024	-	3,093
550,000	Stuhini Exploration Limited	Aug 4, 2024	-	26,085
1,442,308	Sun Summit Minerals Corporation	Mar 21, 2024	-	6
583,110	Trillium Gold Mines Inc.	Feb 28, 2024	-	34
3,570,000	TRU Precious Metals Corporation	May 17, 2024	-	5,045
520,800	Tudor Gold Corporation	Aug 14, 2023*, Apr 7, 2024	-	28,075
4,300,000	Universal Copper Limited	Feb 28, 2024	-	2,250
850,000	York Harbour Metals Inc.	Jun 29, 2024	-	523
			-	1,194,829
	ENERGY [0.50%]			
6,000,000	Azincourt Energy Corporation	Mar 29, 2024	-	9,372
30,000	Logan Energy Corporation	Jun 15, 2028	-	-
1,042,000	Skyharbour Resources Limited	Aug 25, 2025	-	77,260
2,885,000	Standard Uranium Limited	Jun 27, 2024	-	7,625
			-	94,257
Total warrants			-	1,289,086
Transaction costs *(note 3)*			(89,198)	
Total investments [120.65%]			**50,084,094**	**27,839,282**
Cash and other assets less liabilities [-20.65%]				(4,764,512)
Total Net Assets attributable to holders of Partnership units [100.00%]				**23,074,770**

* Securities are restricted for resale until the date indicated, or under Rule 144 of the Securities Act of 1933 for those noted R1933

See accompanying notes which are an integral part of these financial statements

Financial Risk Management *(note 6)*

Investment Objective

The Partnership's investment objective is to achieve capital appreciation and significant tax benefits for Limited Partners by investing in a diversified portfolio of Flow-Through Shares and other securities, if any, of Resource Issuers carrying out activities across Canada whose principal business will be: (i) mining exploration, development, and/or production, (ii) certain energy production that may incur Canadian renewable and conservation expense or, to a lesser extent and (iii) oil and gas exploration, development, and/or production.

The Schedule of Investment Portfolio presents the securities held by the Partnership as at June 30, 2023. Significant risks that are relevant to the Partnership are discussed here. General information on risks and risk management is described in *Note 6 Financial Risk Management* of the Generic Notes.

Market Risk

a) Other Price Risk

The Partnership's most significant exposure to market price risk arises from its investment in equity and warrant securities. As at June 30, 2023 and December 31, 2022, had the fair value for these securities increased or decreased by 10%, with all other variables held constant, Net Assets attributable to Partners would have increased or decreased by the amount shown in the below table.

June 30, 2023		December 31, 2022	
Impact	**As a % of Net Assets attributable to Partners**	Impact	As a % of Net Assets attributable to Partners
$	**%**	$	%
2,783,928	12.06	3,493,784	11.42

b) Currency Risk

As at June 30, 2023 and December 31, 2022, the Partnership did not have a significant exposure to currency risk.

c) Interest Rate Risk

As at June 30, 2023 and December 31, 2022, the Partnership did not have a material exposure to interest rate risk from its investments. Assuming the same debt level as at June 30, 2023, a 0.5% change in interest rates would result in an increase or decrease of approximately $26,791 (December 31, 2022 - $21,760) to Net Assets attributable to holders of Partnership units on an annual basis.

Credit Risk

As at June 30, 2023 and December 31, 2022, the Partnership did not have a significant exposure to credit risk.

Concentration Risk

As at June 30, 2023 and December 31, 2022, the Partnership's concentration risk as a percentage of Net Assets attributable to holders of Partnership units is shown in the table below.

	June 30, 2023	December 31, 2022
	%	%
Equities:		
Materials	108.83	105.36
Energy	6.23	4.70
Warrants	5.59	4.19
Cash and other assets less liabilities	(20.65)	(14.25)
Total Net Assets attributable to holders of Partnership units	100.00	100.00

Fair Value Measurements *(note 5)*

As at June 30, 2023 and December 31, 2022, the Partnership's financial assets and liabilities, which are measured at fair value, have been categorized based upon the fair value hierarchy as shown in the tables below.

June 30, 2023	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
Equities	25,486,506	855,356	208,334	26,550,196
Warrants	–	1,289,086	–	1,289,086
Total	25,486,506	2,144,442	208,334	27,839,282

December 31, 2022	Level 1	Level 2	Level 3	Total
	$	$	$	$
Equities	31,419,318	2,028,482	208,334	33,656,134
Warrants	–	1,281,703	–	1,281,703
Total	31,419,318	3,310,185	208,334	34,937,837

During the period ended June 30, 2023 and year ended December 31, 2022, there were no significant transfers between levels.

For the period ended June 30, 2023 and year ended December 31, 2022, the reconciliation of investments measured at fair value using unobservable inputs (Level 3) is shown in the table below.

	June 30, 2023		December 31, 2022	
	Equities	**Warrants**	Equities	Warrants
	$	**$**	$	$
Balance, beginning of period	208,334	–	–	–
Purchases	–	–	250,001	–
Sales	–	–	–	–
Change in unrealized appreciation (depreciation) in the value of investments	–	–	(41,667)	–
Balance, end of period	208,334	–	208,334	–
Change in unrealized appreciation (depreciation) during the period for investments held at end of period	–	–	(41,667)	–

The Partnership's Level 3 securities consist of private equity and private warrants positions. The Manager determines their fair value by utilizing a variety of valuation techniques such as the use of comparable recent transactions, discounted cash flows and other techniques used by market participants. As at June 30,2023, these positions were not significant to the Partnership and any changes in reasonable possible assumption used in their valuation would not have significant impact to the Net Assets attributable to holders of redeemable units of the Partnership.

Loan Facility *(note 7)*

As at June 30, 2023, the loan outstanding consists of a prime rate loan with a principal amount (including interest payable) of $5,358,253 (June 30, 2022 $3,872,963). The minimum and maximum amounts borrowed for the period ended June 30, 2023, were $4,351,958 and $5,358,253 respectively (period from February 17, 2022 to June 30, 2022, were $2,197,915 and $3,872,963, respectively). Interest expense, including standby fees and bank charges, for the period ended June 30, 2023 was $183,589 (period from February 17, 2022 to June 30, 2022 was $30,959).

See accompanying notes which are an integral part of these financial statements

1. Formation of the Partnerships

Ninepoint 2022 Flow-Through Limited Partnership, Ninepoint 2022 Short Duration Flow-Through Limited Partnership and Ninepoint 2023 Flow-Through Limited Partnership (the "Partnerships" and each a "Partnership") were formed as limited partnerships under the laws of the Province of Ontario. Ninepoint 2022 Flow-Through Limited Partnership was formed on January 21, 2022, Ninepoint 2022 Short Duration Flow-Through Limited Partnership was formed on September 14, 2022, and Ninepoint 2023 Flow-Through Limited Partnership was formed on January 30, 2023. The Manager has retained Sprott Asset Management LP as the sub-advisor of each Partnership. The address of the Partnerships' registered office is 200 Bay Street, Toronto, Ontario.

On February 17, 2022, Ninepoint 2022 Flow-Through Limited Partnership completed the first closing of its initial public offering of 1,941,014 units at $25 per unit for gross proceeds of $48,525,350. On March 22, 2022, the Partnership completed the second closing of its initial public offering of 530,000 units at $25 per unit for gross proceeds of $13,250,000. On April 7, 2022, the Partnership completed the final closing of its initial public offering of 165,339 units at $25 per unit for gross proceeds of $4,133,475. Ninepoint 2022 Flow-Through Limited Partnership is a multi-series Partnership and has been authorized to issue four classes of units: National Class A, National Class F, Quebec Class A and Quebec Class F. The differences among the classes of units are the different eligibility criteria and fee structures associated with each class. The National Class Units and the Quebec Class Units are separate non-redeemable investment funds for securities law purposes.

On September 21, 2022, Ninepoint 2022 Short Duration Flow-Through Limited Partnership completed its initial public offering of 507,377 units at $25 per unit for gross proceeds of $12,684,425. On October 20, 2022, the Partnership completed the final closing of its initial public offering of 433,468 units at $25 per unit for gross proceeds of $10,836,700. It is a multi-series Partnership that has been authorized to issue two classes of units: Class A and Class F. The differences among the classes of units are the different eligibility criteria and fee structures associated with each class.

On February 15, 2023, Ninepoint 2023 Flow-Through Limited Partnership completed its initial public offering of 677,674 units at $25 per unit for gross proceeds of $16,941,850. On March 23, 2023, the Partnership completed the second closing of its initial public offering of 455,111 units at $25 per unit for gross proceeds of $11,377,775. On April 20, 2023, the Partnership completed the final closing of its initial public offering of 205,652 units at $25 per unit for gross proceeds of $5,141,300. It is a multi-series Partnership that has been authorized to issue two classes of units: Class A and Class F. The differences among the classes of units are the different eligibility criteria and fee structures associated with each class.

The Partnerships have retained Ninepoint Partners LP (the "Manager") to provide investment, management, administrative and other services. The general partner of the Partnerships is Ninepoint 2019 Corporation ("General Partner").

Ninepoint 2022 Flow-Through Limited Partnership, and Ninepoint 2022 Short Duration Flow-Through Limited Partnership intend to implement a Mutual Fund Rollover Transaction prior to February 28, 2024, and Ninepoint 2023 Flow-Through Limited Partnership intends to implement a Mutual Fund Rollover Transaction in the period between January 15, 2025 and February 28, 2025, unless the Limited Partners approve a Liquidity Alternative, as defined in the Partnership's prospectus, at a special meeting held for such purpose. If the Mutual Fund Rollover Transaction is implemented, then pursuant to the Transfer Agreement, the assets of the Partnerships will be transferred to the Mutual Fund Corporation, in exchange for Mutual Fund Shares on a tax-deferred basis, provided appropriate elections are made. In connection with the Mutual Fund Rollover Transaction, the Partnerships will be dissolved, and the Limited Partners will receive their pro-rata portion of redeemable Mutual Fund Shares.

The Statement of Financial Position of each of the Partnerships are as at June 30, 2023 and December 31, 2022, unless otherwise noted. The Statement of Comprehensive Income (Loss), Statement of Changes in Net Assets Attributable to Holders of Partnership Units and Statement of Cash Flows for each Partnership are for the periods ended June 30, 2023 and 2022, except for Funds or series of a Fund established during either period, in which case the information for that Fund or applicable series of a Fund is provided for the period from the start date of that Fund or series of a Fund to June 30 of the applicable period. . The Schedule of Investment Portfolio for each Partnership is as at June 30, 2023.

These financial statements were approved for issuance by the Manager on August 29, 2023.

2. Basis of Presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS") as published by the International Accounting Standards Board ("IASB") and include estimates and assumptions made by the Manager that may affect the reported amounts of assets, liabilities, income, expenses and the reported amounts of changes in Net Assets during the reporting period. Actual results could differ from those estimates.

These interim financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements including IAS 34, Interim Financial Reporting (“IAS 34”). The financial statements have been prepared on a going concern basis using the historical cost convention. However, each Partnership is an investment entity and primarily all financial assets and financial liabilities are measured at fair value in accordance with IFRS.

The financial statements are presented in Canadian dollars, which is the Partnerships’ functional currency.

3. Summary of Significant Accounting Policies

The following is a summary of significant accounting policies followed by the Partnerships:

CLASSIFICATION AND MEASUREMENT OF INVESTMENTS

The Partnerships classify and measure financial instruments in accordance with IFRS 9, *Financial Instruments* (“IFRS 9”). Based on the Partnership’s business model for managing the financial assets and the contractual cash flow characteristics of these assets, it requires financial assets to be classified as amortized cost, fair value through profit or loss (“FVTPL”), or fair value through other comprehensive income (“FVOCI”).

The Partnerships’ investments, investments sold short and derivative assets and liabilities are classified as FVTPL and measured at fair value, with changes in fair value recorded in the Statement of Comprehensive Income (Loss).

The Partnerships’ accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its Net Asset Value (“NAV”) for transactions with partners. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Financial assets and liabilities at FVTPL are recorded in the Statement of Financial Position at fair value upon initial recognition. All transaction costs such as brokerage commissions incurred in the purchase and sale of such securities are recognized directly in the Statement of Comprehensive Income (Loss). Subsequent to initial measurement, these investments are recorded at fair value which, as at the financial reporting period end is determined as follows:

1. Securities listed upon a recognized public stock exchange are valued at the closing price recorded by the exchange on which the security is principally traded, where the last traded price falls within that day’s bid-ask spread. In circumstances where the closing price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.
2. Common shares of unlisted companies and warrants that are not traded on an exchange are valued using valuation techniques established by the Manager. Restricted securities are valued in a manner that the Manager determines represents fair value.
3. Bonds, debentures and other debt obligations are valued at the mean of bid/ask prices provided by recognized investment dealers. Unlisted bonds are valued using valuation techniques established by the Manager.

The difference between the fair value of investments and the cost of investments represents the unrealized appreciation or depreciation in the value of investments. The cost of investments for each security is determined on an average cost basis.

All other financial assets and financial liabilities are classified at amortized cost. They are recognized at fair value upon initial recognition and subsequently measured at amortized cost. IFRS 9 requires that an entity recognize a loss allowance for expected credit losses on financial assets which are at amortized cost or FVOCI. The Partnerships consider both historical analysis and forward-looking information in determining any expected credit loss. The Partnerships’ obligation for Net Assets attributable to partners is presented at the redemption amount.

INVESTMENT TRANSACTIONS AND INCOME RECOGNITION

Investment transactions are accounted for on the business day the order to buy or sell is executed. Realized gains and losses arising from the sale of investments and unrealized appreciation and depreciation on investments are calculated with reference to the average cost of the related investments.

Interest income for distribution purposes represents the coupon interest recognized on an accrual basis. Dividend income is recognized on the ex-dividend date.

CASH

Cash is comprised of cash on deposit with financial institutions.

CALCULATION OF NET ASSETS ATTRIBUTABLE TO PARTNERS PER UNIT

Net assets attributable to holders of Partnership units per unit is calculated on each valuation date by dividing the net assets attributable to holders of the Partnership units by the total number of partnership units outstanding on that date.

INCREASE (DECREASE) IN NET ASSETS ATTRIBUTABLE TO PARTNERS FROM OPERATIONS PER UNIT

"Increase (decrease) in Net Assets attributable to Partners from operations per unit" in the Statement of Comprehensive Income (Loss) represents the increase (decrease) in Net Assets attributable to Partners from operations, divided by the weighted average number of units outstanding during the period, which is presented in the Statement of Comprehensive Income (Loss).

TRANSACTION COSTS

Transaction costs are expensed and are included in "Transaction costs" in the Statement of Comprehensive Income (Loss). Transaction costs are incremental costs that are 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.

AGENTS' FEE AND ISSUE EXPENSES

Agents' fees and issue expenses related to the offering of the units are recognized as a reduction of Partners' capital.

INCOME TAXES

The Partnerships themselves are not liable for income tax. As a result, no provision for income taxes has been recorded by the Partnerships. Each Limited Partner will generally be required to include, in computing their income or loss for tax purposes for a taxation year, their share of the income or loss for tax purposes (including taxable capital gains or allowable capital losses) allocated by the Partnership to such Limited Partner for each fiscal year of the Partnerships.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

The Partnerships have determined there are no IFRS standards that are issued but not yet effective that could materially impact the Partnerships' financial statements.

4. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Partnerships have made in preparing the financial statements:

FAIR VALUE MEASUREMENT OF SECURITIES NOT QUOTED IN AN ACTIVE MARKET

The Partnerships hold financial instruments that are not quoted in active markets. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources (such as pricing agencies) or indicative prices from market makers. Where no market data is available, the Partnerships may value investments using valuation models, which are usually based on methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by experienced personnel of the Manager, independent of the party that created them. Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Partnerships consider observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Refer to *Note 5: Fair Value Measurements* for further information about the fair value measurement of the Partnerships' financial instruments.

CLASSIFICATION AND MEASUREMENT OF INVESTMENTS AND APPLICATION OF THE FAIR VALUE

In classifying and measuring financial instruments held by the Partnerships, the Manager is required to make significant judgments in determining the most appropriate classification in accordance with IFRS 9. The Manager has assessed the Partnerships' business models and concluded that FVTPL, in accordance with IFRS 9, provides the most appropriate classification of the Partnerships' financial instruments.

5. Fair Value Measurements

The Partnership uses a three-tier hierarchy as a framework for disclosing fair value based on inputs used to value each Partnership's investments. The fair value hierarchy has the following levels:

- Level 1 Unadjusted quoted prices in active markets for identical, unrestricted assets or liabilities that the Partnerships have the ability to access at the measurement date;
- Level 2 Quoted prices which are not active, or inputs that are observable (either directly or indirectly) for substantially the full term of the asset or liability; and
- Level 3 Prices, inputs or complex modeling techniques that are both significant to the fair value measurement and unobservable (supported by little or no market activity).

The hierarchy of investments and derivatives for the Partnership is included in the *Notes to Financial Statements – Partnership Specific Information* of each Partnership.

All fair value measurements above are recurring. The carrying values of cash, subscriptions receivable, interest receivable, payable for investments purchased, redemptions payable, distributions payable and accrued expenses approximate their fair values due to their short-term nature. Fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3.

The following provides details of the categorization in the fair value hierarchy by asset classes:

Level 1 securities include:

- Equity securities using quoted market prices (unadjusted).

Level 2 securities include:

- Equity securities that are not frequently traded in active markets. In such cases, fair value is determined based on observable market data (e.g., transactions for similar securities of the same issuer).

Level 3 securities include:

- Investments valued using valuation techniques that are based on unobservable market data. These techniques are determined pursuant to procedures established by the Manager. Quantitative information about unobservable inputs and related sensitivity of the fair value measurement are disclosed in the *Notes to Financial Statements – Partnership Specific Information* of each Partnership.

Additional disclosures relating to transfers between levels and a reconciliation of the beginning and ending balances in Level 3 are also disclosed in the *Notes to Financial Statements – Partnership Specific Information* of each Partnership.

For the periods ended June 30, 2023 and 2022, the majority of Level 2 securities consisted of common shares acquired pursuant to a private placement and subject to a hold period following the closing date of the purchase, and warrants received in consideration of the private placement purchase. Upon the expiry of the hold period on the common shares, the shares become freely traded and, as such, would be moved from Level 2 to Level 1. The warrants would be Level 2 until either the warrant expires at which time the security would be removed from the Level 2 balance, or the warrant was exercised, at which time the warrant would be converted into a Level 1 common share. There were no other material transfers between Level 1 and Level 2 during the period.

6. Financial Risk Management

The Partnerships are exposed to risks that are associated with their investment strategies, financial instruments and markets in which they invest. The extent of risk within each Partnership is largely contingent upon its investment policy and guidelines as stated in each Partnership's prospectus, and the management of such risks is contingent upon the qualification and diligence of the portfolio manager designated to manage the Partnerships. The Schedule of Investment Portfolio presents the securities held by the Partnerships as at June 30, 2023, and groups the securities by asset type and market segment. Significant risks that are relevant to the Partnerships are discussed below. Refer to the *Notes to Financial Statements – Partnership Specific Information* of each Partnership for specific risk disclosures.

MARKET RISK

Each Partnership's investments are subject to market risk which is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market variables such as equity prices, currency rates and interest rates.

a) Other Price Risk

Other price risk is the risk that the fair value of a financial instrument will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). The investments of the Partnerships are subject to normal market fluctuations and the risks inherent in the financial markets. The maximum risk resulting from purchased securities held by the Partnerships is limited to the fair value of these investments. The Manager moderates this risk through a careful selection of securities within specified limits, as well as through the diversification of the investment portfolio.

b) Currency Risk

Currency risk is the risk that arises from the change in price of one currency against another. The Partnerships may hold securities that are denominated in currencies other than the Canadian dollar. These securities are converted to the Partnership's functional currency (Canadian dollar) in determining fair value, and fair values are subject to fluctuations relative to the strengthening or weakening of the functional currency.

c) Interest Rate Risk

Interest rate risk is the risk borne by an interest-bearing financial instrument that is attributed to interest rate fluctuations. The majority of each Partnership's investments are non-interest bearing. Cash and short-term investments do not expose the Partnerships to significant amounts of interest rate risk. As a result, the Partnership is not subject to a significant amount of risk related to fluctuations in prevailing market interest rate levels. The loan facility bears interest at prime, therefore, an increase in interest rates would impact the amount of interest paid under the loan facility.

CREDIT RISK

Credit risk is the risk of loss due to the failure of a counterparty to satisfy its obligations. All transactions executed by the Partnerships in listed securities are settled upon delivery using approved brokers. The risk of default is considered minimal, as the delivery of those securities sold is made only when the broker has received payment. Payment is made on purchases only when the security is received by the broker. The trade will fail to consummate if either party fails to meet its obligations.

LIQUIDITY RISK

Liquidity risk is the risk that the Partnerships will not be able to generate sufficient cash resources to fulfill payment obligations. The Partnerships invest in liquid securities that are readily tradable in an active market or maintain sufficient cash to fund expenses in the normal course of operations. The Partnerships may, from time to time, invest in illiquid or restricted securities such as private placements, private companies and warrants as identified in the Schedules of Investment Portfolio. In addition, units are not redeemable by the Limited Partners.

With the exception of loans payable, all of the Partnerships' financial liabilities are short-term liabilities maturing within 90 days after the period end. Any loan payable held by a Partnership matures on the date that Partnership is wound up pursuant to the Mutual Fund Rollover transaction.

CONCENTRATION RISK

Concentration risk arises as a result of the concentration of financial instrument exposures within the same category, whether it is geographic region, asset type or industry sector.

7. Loan Facility

The Partnerships have each entered into a loan facility (the "Loan Facility") with a Canadian chartered bank to fund the agents' fees, offering expenses and ongoing expenses of the Partnerships, including management fees. The Partnerships may borrow a principal amount of up to 10% of the gross proceeds of any individual offering for each of Ninepoint 2022 Flow-Through Limited Partnership, Ninepoint 2022 Short Duration Flow-Through Limited Partnership, and Ninepoint 2023 Flow-Through Limited Partnership. Each Partnership's obligation under the Loan Facility is secured by a pledge of the assets held by the Partnerships. Prior to the earlier of: (a) the dissolution of the Partnerships; (b) the date on which a Liquidity Alternative is completed; and (c) the maturity date of the Loan Facility, all amounts outstanding under the Loan Facility, including all interest accrued thereon, will be repaid in full. Interest is calculated based on the bank's Prime rate. Certain covenants exist that, if breached or not waived, would require the immediate payment of accrued interest and the aggregate principal outstanding. For Ninepoint 2022 Flow-Through Limited Partnership and Ninepoint 2022 Short Duration Flow-Through Limited Partnership, these covenants require that: (a) the outstanding principal of the loan facility not exceed the least of the following amounts: (i) credit commitment equal to $10.0M for Ninepoint 2022 Flow-Through Limited Partnership, $2.5M for Ninepoint 2022 Short Duration Flow-Through Limited Partnership and $5.0M for Ninepoint 2023 Flow-Through Limited Partnership; (ii) 10% of the gross proceeds from the sale of partnership units for each Partnership; and (iii) the offering expenses incurred in connection with the initial or any subsequent offering at that time plus the Management Fees and ongoing expenses; (b) the Partnerships each maintain a ratio of total assets to indebtedness of 3:1; and (c) the Partnerships each maintain a minimum ratio of total cash and liquid assets to indebtedness of 4:1. For Ninepoint 2023 Flow-Through Limited Partnership, these covenants require that: the maximum amount of leverage that the Partnership could be exposed to at any time pursuant to the Loan Facility is 1.33:1 ((total long positions (including leveraged positions) plus total short positions) divided by the net assets of the Partnership). The Partnerships were not in breach of the covenants or they have been waived.

8. Allocation to the Partners

On the last day of each fiscal year, 99.99% of the net income or loss of the Partnership will be allocated pro-rata among the Limited Partners who are holders of units and 0.01% of the net income or loss will be allocated to the General Partner.

The General Partner will be entitled to a distribution of each Partnership's property on the Performance Bonus Allocation Date (as defined in each Partnership's prospectus) (the "Performance Bonus Allocation") in an amount equal to the number of units outstanding at the Performance

Bonus Allocation Date multiplied by 20% of the amount by which the NAV per unit on the Performance Bonus Allocation Date (excluding the effects of distributions, if any) exceeds $26.50 for Ninepoint 2022 Flow-Through Limited Partnership's National Class A units, Ninepoint 2022 Flow-Through Limited Partnership's Quebec Class A units, Ninepoint 2022 Short Duration Flow-Through Limited Partnership's Class A units and Ninepoint 2023 Flow-Through Limited Partnership Class A units, and $27.48 for Ninepoint 2022 Flow-Through Limited Partnership's National Class F units, Ninepoint 2022 Flow-Through Limited Partnership's Quebec Class F units, Ninepoint 2022 Short Duration Flow-Through Limited Partnership's Class F units, and Ninepoint 2023 Flow-Through Limited Partnership Class F units.

The Performance Bonus Allocation will be calculated on the Performance Bonus Allocation Date and paid as soon as practicable thereafter. The Performance Bonus Allocation will be paid in cash before the transfer of the assets of the Partnership to the Designated Mutual Fund pursuant to the Mutual Fund Rollover Transaction or if the assets of the Partnership are not transferred to the Designated Mutual Fund, before the dissolution of the Partnership. No Performance Bonus was allocated for the periods ended June 30, 2023 and 2022.

9. Partners' Capital and Capital Management

The Partnerships are authorized to issue an unlimited number of units. Each unit subjects the holder thereof to the same obligations and entitles such holder to the same rights as the holder of any other unit, including the right to one vote at all meetings of the Limited Partners and to equal participation in any distribution made by the Partnerships. Each Partnership is a limited life fund and the Partnership interest represents a contractual obligation to deliver cash or another financial instrument. Therefore, Partnership units are classified as financial liabilities.

Units are not redeemable by the Limited Partners.

CAPITAL MANAGEMENT

The Partnerships' capital represents the net assets of the Partnerships and is comprised of issued units net of agents' fees and issue expenses, and retained earnings (deficit). The Manager utilizes the partners' capital in accordance with the Partnerships' investment objectives, strategies and restrictions, as outlined in each Partnership's prospectus. The Partnerships do not have any externally imposed capital requirements.

UNIT VALUATION

As at June 30, 2023 and December 31, 2022, there were no differences between the NAV used for transactions with unitholders and the net assets attributable to holders of Partnership units used for reporting purposes under IFRS, except as noted below.

For financial reporting purposes, the fair value of warrants is measured using the Black-Scholes model in accordance with IFRS, whereas the valuation of warrants for Transactional NAV purposes does not require such adjustments. The table below provides a comparison of Transactional NAV per unit and Net Assets per unit on the financial statements as at June 30, 2023 and December 31, 2022:

		June 30, 2023		**December 31, 2022**	
Fund Name	**Series**	**Transactional NAV per unit**	**Net Assets per unit as per the financial statements**	**Transactional NAV per unit**	**Net Assets per unit as per the financial statements**
Ninepoint 2022 Flow-Through Limited Partnership – National Class	Class A	9.29	9.81	12.59	13.00
Ninepoint 2022 Flow-Through Limited Partnership – National Class	Class F	9.63	10.17	13.06	13.48
Ninepoint 2022 Flow-Through Limited Partnership – Quebec Class	Class A	10.44	10.67	14.10	14.53
Ninepoint 2022 Flow-Through Limited Partnership – Quebec Class	Class F	10.84	11.08	14.64	15.09
Ninepoint 2022 Short Duration Flow-Through Limited Partnership	Class A	16.08	17.14	17.85	19.76
Ninepoint 2022 Short Duration Flow-Through Limited Partnership	Class F	17.22	18.35	19.11	20.88
Ninepoint 2023 Flow-Through Limited Partnership	Class A	22.71	25.20	-	-
Ninepoint 2023 Flow-Through Limited Partnership	Class F	23.76	26.17	-	-

10. Restricted Cash and Investments

Cash, investments and broker margin include balances with prime brokers held as collateral for securities sold short and other derivatives. This collateral is not available for general use by the Partnerships. The value of any restricted cash and investments held for each of the Partnerships is disclosed in the *Notes to Financial Statements – Partnership Specific Information* of each Partnership, if applicable.

11. Related-Party Transactions

MANAGEMENT FEES

In consideration for the Manager's services and pursuant to the terms of the Management Agreement, each Partnership pays the Manager an annual management fee equal to 2% of their NAV, calculated and accrued daily and paid monthly in arrears.

ALLOCATION TO PARTNERS

The General Partner will be entitled to a distribution of the Partnerships' property if certain performance criteria are met. Refer to *Note 8: Allocation to the Partners*.

12. Operating Expenses of the Partnerships

The Partnerships are responsible for all expenses (inclusive of applicable taxes) incurred in connection with their operation and administration. These expenses include, but are not limited to, audit, legal, safekeeping, custodial, fund administration expenses, preparation costs of financial statements and other reports to investors and Independent Review Committee ("IRC") member fees and expenses. The Partnerships may use the Loan Facility to fund these expenses.

13. Sharing Arrangements

In addition to paying for the cost of brokerage services in respect of securities transactions, commissions paid to certain brokers may also cover research services provided to the portfolio manager. Sharing arrangements for each Partnership are disclosed in the *Notes to Financial Statements – Partnership Specific Information* of each Partnership, if applicable.

14. Independent Review Committee ("IRC")

In accordance with National Instrument 81-107, Independent Review Committee for Investment Funds ("NI 81-107"), the Manager has established an IRC for the Partnership. The mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager is subject when managing a Partnership and other funds. Each fund or partnership subject to IRC oversight pays its pro rata share of the IRC member fees, costs and other fees in connection with operation of the IRC. The IRC reports annually to the Limited Partners as required by NI 81-107.

15. Economic Conditions

RUSSIA & UKRAINE CONFLICT

The escalating conflict between Russia and Ukraine has continued to increase financial market uncertainties and volatility which have greatly impacted the markets around the world. The impacts of these circumstances on the global economy, especially in terms of geopolitical norms, supply chains and investment valuations are still being felt. Although, the ultimate extent of the effects from this on the Partnerships is uncertain, the Manager has and will continually assess the performance of the portfolio and make investment decisions that are aligned with each Partnership's mandate and the best interests of its unitholders.

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