

**Annual Report of the Independent Review Committee of**  
**the Ninepoint Group of Funds**

February 7<sup>th</sup>, 2023

**IRC Annual Report to Securityholders in the Ninepoint Group of Funds (the “Funds”) as listed at the end of this Report**

Dear Securityholders,

In accordance with **National Instrument 81-107 *Independent Review Committee for Investment Funds*** (“NI 81-107” or the “Instrument”), Ninepoint Partners LP (the “Manager”) established an Independent Review Committee (the “Committee” or “IRC”) for the Prospectus Funds on July 26, 2017. The IRC has functioned in accordance with the applicable securities laws and is composed of three individuals, each of whom is independent of the Funds, of the Manager and each entity related to the Manager (as defined in the Instrument).

The Manager also manages several onshore and offshore Non-Prospectus Funds that are not reporting issuers and to which NI 81-107 does not apply. The Manager was granted Exemptive Relief Orders on July 24, 2017 by the Ontario Securities Commission (“OSC”) (referred to as the “Collective Relief”). As a result of the Collective Relief, the Manager has appointed the Committee to be the Independent Review Committee of the Non-Prospectus Funds as listed herein. The Manager will deal with the conflict of interest matters referred to in the Collective Relief by referring conflicts of interest to the IRC in accordance with the provisions of such Collective Relief and the provisions of Securities legislation referred to therein.

The IRC is pleased to publish its annual report to Securityholders, covering the period from January 1, 2022 to December 31, 2022 (the “Reporting Period”). The Committee met nine times during the Reporting Period.

**Mandate of the IRC**

In accordance with the Instrument, the mandate of the IRC is to consider and provide decisions to the Manager on conflicts of interest to which the Manager may be subject when managing the Funds. The Manager is required under the Instrument to identify potential conflicts of interest inherent in its management of the Funds, develop written policies and procedures guiding its management of those conflicts and request input from the IRC on those written policies and procedures.

When a conflict matter arises, the Manager must refer its proposed course of action in respect of such conflict to the IRC for its review. While certain matters require the IRC’s prior approval, in most cases the IRC will provide a decision to the Manager as to whether, in the opinion of the IRC, the Manager’s proposed action provides a fair and reasonable result for the Funds. For recurring conflict of interest matters, the IRC can provide the Manager with Standing Instructions (“SIs”). The SIs enable the Manager to proceed with certain matters without having to refer them to the IRC each time for approval, providing the Manager deals with the conflicts in accordance with the SIs.

The IRC is empowered to represent the best interest of the Funds in any matter where the Manager has referred a conflict of interest matter to it. In those cases, the IRC has sought to ensure that the Manager’s proposed course of action represents a fair and reasonable result for the affected Funds.

## **Composition of the IRC**

The current members of the IRC, and their principal occupations, are as follows:

<b><i>Name and municipality of residence</i></b>	<b><i>Principal Occupation</i></b>	<b><i>Term of Office</i></b>
Eamonn B.P. McConnell, Toronto, Ontario	Consultant, Managing Director, Kensington Capital	Initially Appointed: July 26, 2017  Re-appointed effective January 1, 2022 for a three-year term until December 31, 2024
Lawrence A. Ward, Toronto, Ontario	Consultant, retired partner of PricewaterhouseCoopers, LLP	Initially Appointed: July 26, 2017  Re-appointed effective January 1, 2020 for a three-year term until December 31, 2022
W. William Woods, Toronto, Ontario	Consultant, Lawyer, Independent Director, former CEO of the Bermuda Stock Exchange	Initially Appointed: July 26, 2017  Re-appointed effective January 1, 2021 for a three-year term until December 31, 2023
Audrey Robinson, Toronto, Ontario	Investment professional, Board director	Initial Appointment on January 1, 2023 for a three-year term until December 31, 2025

Lawrence Ward resigned effective December 31, 2022. As part of its succession process, the IRC reviewed several candidates. On November 2, 2022, the IRC met and appointed Audrey Robinson to the IRC effective January 1, 2023 for three years.

## **Compensation and Indemnification**

### **Review of Compensation**

At least annually, the IRC reviews its compensation considering the following:

- the nature and extent of the workload of each member of the IRC, including the commitment of time and energy expected from each member;
- the number of meetings required by the IRC including special meetings to consider conflict issues brought to the Committee;
- industry best practices, including industry averages and surveys on IRC compensation; and,
- the complexity of the conflict issues brought to the IRC.

### **Members' Fees**

In aggregate, the IRC members were paid \$66,500 for the Reporting Period, plus applicable taxes.

## **Indemnities Granted**

The Funds and the Manager have provided each IRC Member with a contractual indemnity in keeping with NI 81-107. No payments were made to the IRC Members pursuant to this indemnity by the Funds or the Manager during the Reporting Period.

## **Disclosure of IRC Members' Holdings**

As of December 31, 2022, the IRC Members did not beneficially own, directly or indirectly:

- any interest in any of the Funds;
- any interests in the Manager; or,
- any interests in a company or person that provides services to the Manager or any Fund.

## **Decisions and Approvals**

On **March 4, 2022** the Manager met with the IRC and provided an update with respect to two of its private credit funds; Ninepoint-TEC Private Credit Fund and Ninepoint Alternative Income Fund (the "Funds"). On **April 13, 2022** the Manager proposed restructuring the above two funds as well as the Ninepoint Canadian Senior Debt Fund and the Ninepoint Monroe Fund (the "Funds").

After reasonable enquiry and based on the information provided to the IRC by the Manager (both verbally and in writing) prior to and during the meetings, the IRC determined that proposed restructuring of the Funds provided a fair and reasonable result for each of the Funds.

On **July 14, 2022**, the Manager notified the IRC that proposed courses of action to make changes to the Ninepoint Private Debt Funds, which are:

- TEC Private Credit Fund
- Ninepoint Alternative Income Fund
- Ninepoint Canadian Senior Debt Fund
- Ninepoint Monroe US Private Debt Fund

outlined to the IRC previously, constituted a conflict of interest matter. After reviewing the material presented by the Manager from the meeting held on June 14, 2022 and after reasonable enquiry the IRC determined that the Manager's course of action to make the proposed changes provided a fair and reasonable result for each of the Funds.

On **September 23, 2022**, the Manager has proposed a change of auditors from KPMG to EY for all its Funds. After reasonable enquiry and based on the information provided to the IRC by the Manager prior to and during the meeting, the IRC determined that the Manager's proposed course of action to change the auditors from KPMG to EY provided a fair and reasonable result for each of the Funds.

**On November 2, 2022** the Manager has proposed the following fund mergers as part of the Manager’s ongoing rationalization of its fund lineup:

<b>Terminating Funds</b>	<b>Continuing Funds</b>
Ninepoint Convertible Securities Fund (“Convertible Fund”)	Ninepoint Global Infrastructure Fund
Ninepoint International Small Cap Fund (“Small-Cap Fund”)	Ninepoint Focused Global Dividend Fund
Ninepoint Return Advantaged US Equity Index Fund	Ninepoint Target Income Fund

After reasonable enquiry and based on the information provided to the IRC by the Manager (both verbally and in writing) prior to and during the meeting, the IRC determined that provided that the unitholders of the terminating funds vote in favour by proxy or otherwise at the unitholders’ meeting, the Manager’s course of action to effect the fund mergers, provided a fair and reasonable result for each of the Terminating funds.

### **Standing Instructions (“SIs”) Approved**

The IRC has granted the Manager four (4) SIs, which constitute a written approval or decision from the IRC. The SIs permit the Manager to proceed with the specific action(s) set out in the SI on an ongoing basis, without having to refer the conflict of interest matter or its proposed action to the IRC, provided that the Manager complies with the terms and conditions of the SI. In each case, the SI required the Manager to comply with its related policy and procedures and to report periodically to the IRC.

**Standing Instruction No. 1: Omnibus** deals with several conflict of interest matters including:

1. Expenses charged to the Funds policy
2. Expense allocations policy between prospectus funds
3. Expense allocations policy between prospectus and non-prospectus funds
4. Short-term trading and late trading policy
5. Trade allocations policy
6. Net asset value error correction policy
7. Other material transaction error policy
8. Best execution policy
9. Soft dollar policy
10. Favouritism policy
11. Proxy voting policy
12. Changing service providers policy
13. Employee Personal Trading policy
14. Sub-advisors Personal Trading policy
15. Short term Trading policy
16. Complaint handling policy
17. Service providers related to the Manager policy
18. Affiliate dealer policy

**Standing Instruction No. 2: Portfolio Pricing Issues: Fair Valuing Securities**

**Standing Instruction No. 3: Related Party Issues: Inter Fund Trades**

**Standing Instruction No. 4: Related Party Issues: Inter Fund Trades –Pooled/Hedge Funds**

**Standing Instruction No. 5: Fairness Issues: Flow Through Limited Partnership Merging into a Fund**

**Manager's Report on its Standing Instructions**

In accordance with the Instrument, the Manager provided written reports to the IRC describing its reliance on the Sis during the Reporting Period. The Manager relied on Sis No. 1, 2, 3 and 4 during the Reporting Period.

This report is available on the Manager's website at <http://www.ninepoint.com/> or you may request a copy, at no cost to you, by contacting the Ninepoint Funds at 416.362.7172 or 1 888-362-7172 or by emailing the Ninepoint Funds at [invest@ninepoint.com](mailto:invest@ninepoint.com). This document and other information about the Ninepoint Funds are available at [www.sedar.com](http://www.sedar.com).

Yours truly,

*"William Woods"*

Chair of the Ninepoint Independent Review Committee

## **Funds served by the IRC as of December 31, 2022**

**Funds within Scope:** Ninepoint Funds

### **MUTUAL FUNDS**

Ninepoint Silver Bullion Fund  
 Ninepoint Gold Bullion Fund  
 Ninepoint Gold and Precious Minerals Fund (and ETF Series)  
 Ninepoint Energy Fund (and ETF Series)  
 Ninepoint Diversified Bond Fund (and ETF Series)  
 Ninepoint Global Infrastructure Fund  
 Ninepoint Global Real Estate Fund  
 Ninepoint Alternative Health Fund (and ETF Series)  
 Ninepoint International Small Cap Fund  
 Ninepoint Risk Advantaged US Equity Index Fund  
 Ninepoint High Interest Savings Fund (and ETF Series)  
 Ninepoint Convertible Securities Fund  
 Ninepoint Resource Fund  
 Ninepoint Silver Equities Fund (and ETF Series)  
 Ninepoint Focused Global Dividend Fund  
 Ninepoint Resource Fund Class  
 Ninepoint Target Income Fund (and ETF Series)

### **DIGITAL ASSETS**

Ninepoint Bitcoin ETF (and ETF Series)

### **LIQUID ALTERNATIVES:**

Ninepoint Alternative Credit Opportunities Fund (and ETF Series)  
 Ninepoint Bitcoin ETF (Mutual Fund Class)  
 Ninepoint FX Strategy Fund  
 Ninepoint Return Advantaged US Equity Index Fund  
 Ninepoint Carbon Credit ETF (and ETF Series)  
 Ninepoint Energy Income Fund (and ETF Series)

### **NON – PROSPECTUS FUNDS:**

Ninepoint Alternative Income Fund  
 Ninepoint TEC Private Credit Fund  
 Ninepoint TEC Private Credit Fund II  
 Ninepoint Canadian Senior Debt Fund  
 Ninepoint Credit Income Opportunities Fund  
 Ninepoint-Monroe U.S. Private Debt Fund  
 Ninepoint-Monroe U.S. Private Debt Fund - Canadian \$ Hedged

### **FLOW THROUGH**

Ninepoint 2021 Short Duration Flow-Through LP  
 Ninepoint 2021 Flow-Through LP  
 Ninepoint 2020 Short Duration Flow-Through LP  
 Ninepoint 2022 Short Duration Flow-Through LP

## **Schedule of all the Independent Review Committees on which the IRC Members Sit**

### **Eamonn McConnell as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers, managed by 3iQ Inc.  
 Investment funds that are reporting issuers managed by Edgehill Partners LP.  
 Investment funds that are reporting issuers managed by Genus Capital Management Inc.  
 Investment funds that are reporting issuers managed by Next Edge Capital Corp.  
 Investment funds that are reporting issuers managed by Ninepoint Partners LP.  
 Investment funds that are reporting issuers managed by SmartBe Wealth Inc.

### **W. William Woods serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers, managed by 3iQ Inc.  
 Investment funds that are reporting issuers, managed by Educators Financial Group Inc.  
 Investment funds that are reporting issuers managed by Ninepoint Partners LP.  
 Investment funds that are reporting issuers managed by Northwest & Ethical Investments L.P  
 Investment funds that are reporting issuers managed by Russell Investments Canada Limited.  
 Investment funds that are reporting issuers managed by Spartan Fund Management Inc.

### **Audrey Robinson serves as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers, managed by Educators Financial Group Inc.  
 Investment funds that are reporting issuers, managed by Russell Investments Canada Limited  
 Investment funds that are reporting issuers, managed by Knowledge First Foundation  
*(Appointed effective October 1, 2022)*  
 Investment funds that are reporting issuers, managed by Ninepoint Partners LP.  
*(Appointed effective January 1, 2023)*

### **Lawrence A. Ward served as a member of the Independent Review Committees for the following funds:**

Investment funds that are reporting issuers managed by Ninepoint Partners LP. *(retired December 31, 2022)*