

# Ninepoint Energy Income Fund

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

**DECEMBER 31** 

2023

The annual 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 annual financial statements of the investment fund. You can get a copy of the annual 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.sedarplus.ca 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 Discussion of Fund Performance

## Investment Objective and Strategies

The objective of Ninepoint Energy Income Fund (the "Fund") is to seek to provide unitholders with income and capital appreciation by investing in dividend paying energy companies. To achieve the Fund's investment objective, the Fund will primarily invest directly in a diversified portfolio of dividend paying energy companies located primarily in Canada while seeking to enhance yield through the writing of covered calls while at times strategically using oil futures to lower portfolio risk. The Fund will use derivatives, which may introduce leverage into the Fund. The Fund may also borrow cash and sell securities short. The Fund's maximum aggregate exposure to short selling, cash borrowing and derivatives used for leverage must not exceed 300% of the Fund's net asset value, calculated on a daily basis.

As part of its investment strategy, the Fund may:

- engage in securities lending and repurchase and reverse repurchase transactions as permitted by securities regulations; and
- hold cash, short-term money market instruments and fixed income securities, at any time, for cash management purposes based on the market outlook for the energy sector.

#### Risks

The risks of investing in the Fund are described in the Fund's simplified prospectus. This Fund is suitable for those investors seeking exposure to dividend paying energy companies. This Fund is suitable for investors with a high tolerance for risk and has a medium to long-term investment horizon.

## **Results of Operations**

The Fund, Series A returned 4.8% in 2023, while its benchmark, the S&P/TSX Composite Energy Sector GICS Index, returned 6.3%.

In 2023, the macro environment for the energy sector was weaker relative to 2022, which was slightly negative for fund performance. The 2023 WTI full-year average price was ~US\$78/bbl, which was ~18% below the 2022 average of ~US\$95/bbl. The Canadian heavy oil (WCS) differential was roughly flat year-over-year, with an average discount of US\$18.49 per bbl. The weakness in oil prices year-over-year was largely due to continued concerns around recessions in North America and Europe and the associated potential oil demand destruction along with higher global oil supply from regions such as the U.S., Brazil and Guyana. In 2023, U.S. oil growth surprised to the upside, coming in around ~1,000 mbbl/d (annual average basis). The growth primarily came from the Gulf of Mexico and North Dakota, as well as from private operators ramping their production in advance of a sale process to public companies. For 2024, current estimates are that U.S. onshore oil production should grow in the range of ~300-500 mbbl/d on an annual average basis. Public operators continue to show capital discipline for growth perspective generally targeting no to low single digit growth from 2023 levels. Further, public operators remain committed to returning significant amounts of capital to shareholders, which reduces capital available to grow production and explore for new development opportunities. This, combined with inventory challenges in the Lower 48 and well productivity that is generally plateaued in most shale basins, will limit the ability of U.S. oil production to grow meaningfully in 2024, which should be supportive for pricing, in our view.

Natural gas also had a weaker 2023, with an average Henry Hub spot price of US\$2.55/mmbtu, down 60% from 2022 levels and AECO daily prices averaged \$2.64/mcf, 51% below the 2022 average of \$5.42/mcf. The weakness in pricing was due to warmer weather in 2023 (resulting in weaker heating demand) combined with natural gas supply growth in the U.S. In 2022, average U.S. natural gas production levels were ~99 Bcf/d, and increased 3% to an average of 102 Bcf/d but growing to an exit rate of ~104 Bcf/d. This supply growth was largely from the Permian Basin and the Haynesville. The Permian growth is primarily associated gas from oil production growth and rising gas-oil ratios in the basin, while the Haynesville growth has been in anticipation of LNG expansions in the U.S. Gulf Coast.

While 2023 was a weaker year for energy prices, the outlook for energy producers for 2024 and beyond remains encouraging in our view, with major infrastructure projects set to alleviate egress issues for both natural gas and oil which should support basis differentials and improved realized pricing for producers. The Transmountain Expansion (TMX) pipeline is currently on target to achieve line fill in the first half of 2024 and should reduce the volatility of WCS differential and narrow the discount to a range of US\$10-15/bbl as Western Canada will have surplus egress capacity for heavy oil. For natural gas, in Canada, the LNG Canada project is currently on track to be exporting gas to global markets in late 2024 to early 2025, which should be supportive for in basin pricing hubs such as AECO. The U.S. Gulf Coast is also set to add additional LNG export with the Golden Pass and Plaquemines projects currently expected to start exporting gas to in late 2024 or early 2025. This North American LNG expansion should also benefit energy service providers as drilling and completions activity in gas focused basins could rise as gas demand increases once the LNG projects are up and running.

The top two performers in the Fund in 2023 on a total return basis were Diamondback Energy Inc. and Permian Resources Corporation. Diamondback Energy Inc. performed well due its strong operational performance throughout the year, combined with its robust shareholder return framework (75% of free cash flow returned to shareholders), which was able to pivot between buybacks and variable dividends depending on the stock price action during each quarter. Permian Resources Corporation outperformed due to strong operational performance and oil volumes along with its acquisition of Earthstone Energy Inc. at attractive metrics which offered the company larger scale and more investor relevance for Permian producers.

The bottom two performers in the fund on a total return basis were Chesapeake Energy Corporation and Devon Energy Corporation. Chesapeake underperformed largely a result of the weaker natural gas environment which reduced cash flow, margins and variable dividend payments. Devon Energy Corporation underperformed as it experienced some well productivity degradation in some of its assets, resulting in weaker capital efficiencies than expected. The lower production volumes resulted in weaker cash flows and lower variable dividend payments. No significant changes were made to the portfolio mandate.

The Fund's net asset value decreased by 8.2% during the year, from \$297.4 million as at December 31, 2022 to \$272.9 million as at December 31, 2023. This change was predominantly due to net redemptions of \$18.2 million and net realized and unrealized losses on investments of \$6.6 million.

#### Recent Developments

There were no material changes to the investment strategy and features of the Fund during the year ended December 31, 2023. The Manager actively monitors the positioning of the Fund's portfolio for changes in current market conditions and the economic environment.

#### **Related Party Transactions**

#### MANAGEMENT FEES

The Fund pays a management fee to the Manager at an annual rate of 2.50% for Series A units, 1.50% for Series D, Series F and ETF Series units, 1.75% for Series S units, 0.75% for Series SF units and as negotiated by the unitholders for Series I. The management fee is calculated and accrued daily and is paid monthly based on the daily net asset value of that series of the Fund. For the year ended December 31, 2023, the Fund incurred management fees of \$4,914,294 (including taxes). The breakdown of the services received in consideration of the management fees, as a percentage of management fees, is as follows:

	Portfolio	Trailing
	Advisory	Commissions
Ninepoint Energy Income Fund – Series A	60%	40%
Ninepoint Energy Income Fund – Series D	100%	-
Ninepoint Energy Income Fund – Series F	100%	=
Ninepoint Energy Income Fund – Series S	100%	-
Ninepoint Energy Income Fund – Series SF	100%	-
Ninepoint Energy Income Fund – ETF Series	100%	-

Out of the management fees that the Manager received from the Fund, the Manager paid trailer commissions of \$18,337 during the year ended December 31, 2023, to Sightline Wealth Management, an affiliate of the manager.

#### PERFORMANCE FEES

The Fund also pays the Manager a quarterly performance fee equal to 15% of the amount by which the return in the net asset value per unit of the series from the calendar quarter exceeds the previous High Water Mark. The High Water Mark is the greater of (i) the initial net asset value per unit, or (ii) the net asset value per unit at the end of the most recent calendar quarter for which a performance fee was paid after giving effect to all distributions in, and payments of performance fees for, such calendar quarter, and 1.5% for the same period (the "Hurdle Rate"). If the performance of a particular series of units in any calendar quarter is positive, but below the Hurdle Rate, the High Water Mark for the subsequent calendar quarter will be adjusted upwards to reflect such increase in the net asset value per unit of that particular series, until such time as a performance fee is paid and the High Water Mark is reset. If the performance of a particular series of units in any calendar quarter is negative, there will be no adjustment to the High Water Mark in the subsequent calendar quarter, such that it will remain the same as it was in the prior calendar quarter. The performance fee, plus applicable taxes, is calculated and accrued daily and paid quarterly on a calendar quarter basis. During the year ended December 31, 2023, the Fund accrued performance fees of \$3,914,322.

#### OPERATING EXPENSES

The Fund pays its own operating expenses, which include, but are not limited to, audit, legal, custodial, filing and administrative expenses as well as unitholder reporting costs. The Manager pays certain of these expenses on behalf of the Fund and then is reimbursed by the Fund. At its sole discretion, the Manager may waive or absorb a portion of the operating expenses of the Fund. 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. During the year ended December 31, 2023, the Manager did not absorb expenses.

#### OTHER RELATED PARTY TRANSACTIONS

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

# Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the years ended December 31 shown, unless otherwise indicated.

The Fund's Net Assets per Unit1

	Dec 31,	Dec 31,
	2023	$2022^{4}$
Series A	\$	\$
Net assets, beginning of period	10.23	10.00
Increase (decrease) from operations:		
Total revenue	0.59	0.66
Total expenses	(0.51)	(0.49)
Realized gains (losses) for the period	0.82	0.30
Unrealized gains (losses) for the period	(0.47)	(0.19)
Total increase (decrease) from operations <sup>2</sup>	0.43	0.28
Distributions:		
From dividends	(0.04)	(0.38)
From capital gains	(0.67)	(0.12)
From return of capital	(0.01)	-
Total annual distributions <sup>3</sup>	(0.72)	(0.50)
Net assets, end of period	9.97	10.23
	Dec 31,	Dec 31,
	2023	2022 <sup>4</sup>
Series D	\$	\$
Net assets, beginning of period	10.36	10.00
Increase (decrease) from operations:		
Total revenue	0.58	0.64
Total expenses	(0.44)	(0.40)
Realized gains (losses) for the period	0.80	0.08
Unrealized gains (losses) for the period	(0.10)	0.24
Total increase (decrease) from operations <sup>2</sup>	0.84	0.56
Distributions:		
From dividends	(0.08)	(0.37)
From capital gains	(0.64)	(0.12)
From return of capital	(0.01)	(0.01)
From return of capital  Total annual distributions <sup>3</sup>	(0.01) (0.73)	(0.01)

	Dec 31,	Dec 31,
	2023	20224
Series F	\$	\$
Net assets, beginning of period	10.25	10.00
Increase (decrease) from operations:		
Total revenue	0.60	0.69
Total expenses	(0.43)	(0.40)
Realized gains (losses) for the period	0.87	0.40
Unrealized gains (losses) for the period	(0.90)	(1.06)
Total increase (decrease) from operations <sup>2</sup>	0.14	(0.37)
Distributions:		
From dividends	(0.08)	(0.41)
From capital gains	(0.63)	(0.11)
From return of capital	(0.01)	-
Total annual distributions <sup>3</sup>	(0.72)	(0.52)
Net assets, end of period	10.06	10.25
	Dec 31,	Dec 31,
	2023	20224
Series S	\$	\$
Net assets, beginning of period	10.28	10.00
Increase (decrease) from operations:		
Total revenue	0.59	0.62
Total expenses	(0.46)	(0.44)
Realized gains (losses) for the period	0.81	0.18
Unrealized gains (losses) for the period	(0.61)	0.51
Total increase (decrease) from operations <sup>2</sup>	0.33	0.87
Distributions:		
From dividends	-	(0.50)
	(0.72)	(0.06)
From capital gains	(01.2)	
From capital gains From return of capital	-	
	(0.72)	(0.56)

	Dec 31,	Dec 31,
	2023	$2022^{4}$
Series SF	\$	\$
Net assets, beginning of period	10.34	10.00
Increase (decrease) from operations:		
Total revenue	0.60	0.62
Total expenses	(0.37)	(0.38)
Realized gains (losses) for the period	0.85	0.19
Unrealized gains (losses) for the period	(0.72)	0.50
Total increase (decrease) from operations <sup>2</sup>	0.36	0.93
Distributions:		
From dividends	(0.01)	(0.51)
From capital gains	(0.70)	(0.06)
From return of capital	(0.01)	-
Total annual distributions <sup>3</sup>	(0.72)	(0.57)
Net assets, end of period	10.23	10.34
	Dec 31,	Dec 31,
	2023	20224
ETF Series	\$	\$
Net assets, beginning of period	20.65	20.00
Increase (decrease) from operations:		
Total revenue	1.18	1.29
Total expenses	(0.86)	(0.85)
Realized gains (losses) for the period	1.53	0.42
Unrealized gains (losses) for the period	(0.38)	0.93
Total increase (decrease) from operations <sup>2</sup>	1.47	1.79
Distributions:		
From dividends	(0.19)	(0.83)
From capital gains	(1.23)	(0.23)
From return of capital	(0.03)	-
Total annual distributions <sup>3</sup>	(1.45)	(1.06)
Net assets, end of period	20.34	20.65

<sup>1</sup> This information is derived from the Fund's audited annual financial statements.

The increase/decrease from operations is based on the weighted average number of units outstanding over the financial period. Net assets and distributions are based on the actual number of units outstanding at the relevant time. This table is not intended to be a reconciliation of the beginning to ending net assets per unit.

<sup>3</sup> Distributions were reinvested in additional units of the Fund.

<sup>4</sup> Information provided is for the period from March 7, 2022 (launch date) for Series A units, Series D units, Series F units, Series S units, Series SF units and ETF Series units, to December 31, 2022.

# Ratios and Supplemental Data

	Dec 31,	Dec 31,
Series A	2023	2022
Total net asset value (000's) <sup>1</sup>	\$53,062	\$36,869
Number of units outstanding <sup>1</sup>	5,321,416	3,605,597
Management expense ratio <sup>2</sup>	3,321,410 4.14%	4.30%
Management expense ratio before incentive fees <sup>2</sup>	2.95%	2.91%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$9.97	\$10.23
	Dec 31,	Dec 31,
Series D	2023	20224
Total net asset value (000's) <sup>1</sup>	\$168	\$300
Number of units outstanding <sup>1</sup>	16,451	29,002
Management expense ratio <sup>2</sup>	3.36%	3.32%
Management expense ratio before incentive fees <sup>2</sup>	1.75%	1.72%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$10.21	\$10.36
	Dec 31,	Dec 31,
Series F	2023	2022
Total net asset value (000's) <sup>1</sup>	\$69,007	\$111,338
Number of units outstanding <sup>1</sup>	6,859,097	10,859,190
Management expense ratio <sup>2</sup>	3.31%	3.16%
Management expense ratio before incentive fees <sup>2</sup>	1.79%	1.72%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$10.06	\$10.25
	Dec 31,	Dec 31,
Series S	2023	2022
Total net asset value (000's) <sup>1</sup>	\$2,206	\$3,096
Number of units outstanding <sup>1</sup>	219,053	301,167
Management expense ratio <sup>2</sup>	3.60%	3.83%
Management expense ratio before incentive fees <sup>2</sup>	2.10%	2.08%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$10.07	\$10.28
	Dec 31,	Dec 31,
Series SF	2023	2022
Total net asset value (000's) <sup>1</sup>	\$14,698	\$21,657
Number of units outstanding <sup>1</sup>	1,436,248	2,094,416
Management expense ratio <sup>2</sup>	2.65%	3.05%
Management expense ratio before incentive fees <sup>2</sup>	1.02%	0.98%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$10.23	\$10.34
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	Dec 31,	Dec 31,
ETF Series	2023	2022
Total net asset value (000's) <sup>1</sup>	\$133,735	\$124,100
Number of units outstanding <sup>1</sup>	6,575,000	6,010,000
Management expense ratio <sup>2</sup>	3.27%	3.54%
Management expense ratio before incentive fees <sup>2</sup>	1.79%	1.86%
Trading expense ratio <sup>3</sup>	0.48%	0.51%
Portfolio turnover rate <sup>4</sup>	101.72%	94.78%
Net asset value per unit <sup>1</sup>	\$20.34	\$20.65
Closing market price <sup>5</sup>	\$20.33	\$20.69

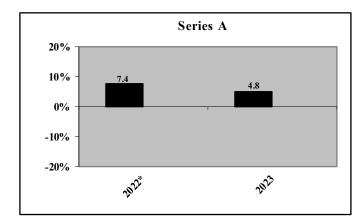
- 1 This information is provided as at December 31 for the years shown.
- Management expense ratio ("MER") is based on total expenses (including incentive fees, if any; excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period. The Manager may waive or absorb a portion of the operating expenses of the Fund. Waivers and absorption can be terminated at any time.
- 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. The TER includes dividend expense and securities borrowing expense paid by the Fund in connection with securities sold short.
- The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser trades its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund 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 Fund 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 Fund.
- 5 Last closing price as at December 31 for the years shown

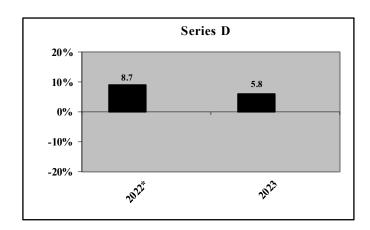
# Past Performance

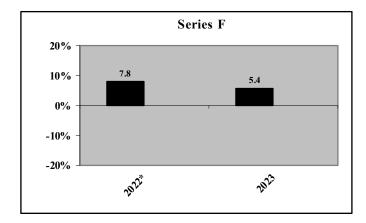
The indicated rates of return are the historical total returns including changes in share values and assume reinvestment of all distributions in additional units of the relevant Series of the Fund. These returns do not take into account sales, redemption, distribution or optional charges or income taxes payable by any shareholder 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.

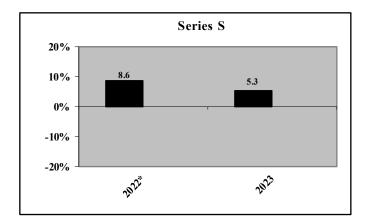
## Year-by-Year Returns

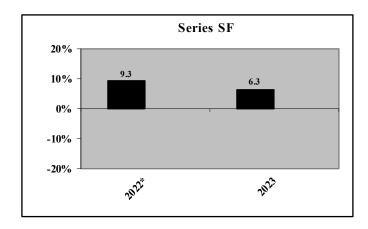
The following chart indicates the performance of each Series of the Fund for the years ended December 31 shown, unless otherwise indicated. The chart shows, in percentage terms, how much an investment made on the first day of each period would have grown or decreased by the last day of each period. Returns are not shown for a Series in any period in which there were zero outstanding units as at the end of the period.

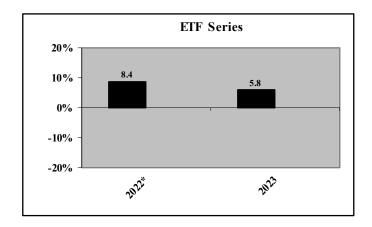








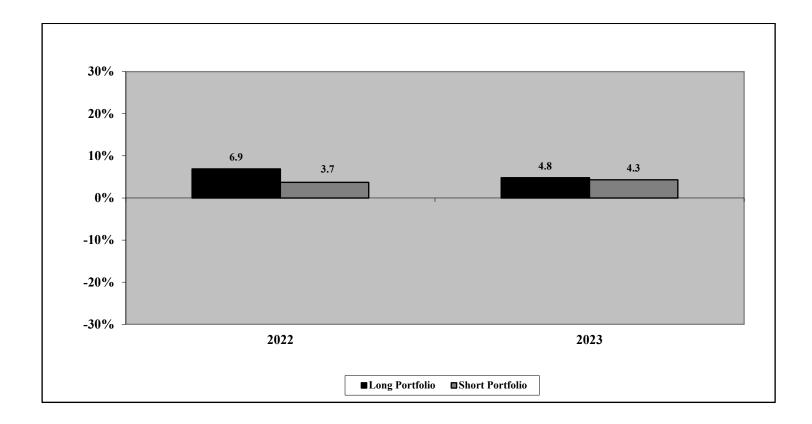




\* Return from March 7, 2022 (launch date) for Series A units, Series D units, Series S units, Series SF units and ETF Series units (not annualized).

# Long and Short Portfolio Returns

The following table illustrates the contribution to the return of the Fund by the long portfolio and the short portfolio of the Fund (before the impact of Fund expenses) for the years ended December 31, 2023, unless otherwise indicated. For the purposes of this disclosure, certain derivatives may be considered to be part of the short portfolio.



## **Annual Compound Returns**

The following table illustrates the annual compound total return for each Series of units of the Fund for the periods shown. As a basis of performance comparison, the annual compound return of the Fund is compared to that of S&P/TSX Composite Energy Sector GICS Index (STENRS) (the "Index"). The Index imposes capped weights on the index constituents included in the S&P/TSX Composite that are classified in the GICS® energy sector. Since the Fund does not necessarily invest in the same securities or in the same proportion as the Index, the performance of the Fund is not expected to equal the performance of the Index.

	1-Year I	Since
		Inception*
Ninepoint Energy Income Class – Series A	4.8%	6.7%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Ninepoint Energy Income Class – Series D	5.8%	8.0%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Ninepoint Energy Income Class – Series F	5.4%	7.3%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Ninepoint Energy Income Class – Series S	5.3%	7.6%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Ninepoint Energy Income Class – Series SF	6.3%	8.6%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Ninepoint Energy Income Class – ETF Series	5.8%	7.8%
S&P/TSX Composite Energy Sector GICS Index	6.3%	4.8%
Long Portfolio	4.8%	
Short Portfolio	4.3%	

<sup>\*</sup> Since launch date of March 7, 2022 for Series A, Series D, Series F, Series S, Series SF and ETF Series.

# Summary of Investment Portfolio

As at December 31, 2023

## Portfolio Allocation

	% of
	Net Asset
	Value
Long Positions	
Oil & Gas Exploration & Production	75.2
Oil & Gas Storage & Transportation	10.2
Integrated Oil & Gas	9.7
Oil & Gas Drilling	2.0
Total Long Positions	96.1
Cash	3.3
Other Net Liabilities	(0.4)
Total Net Asset Value	100.0

#### All Long Positions

	% of
	Net Asset
Issuer	Value
Viper Energy Inc.	9.9
Cenovus Energy Inc.	9.7
Peyto Exploration & Development Corporation	9.7
Tourmaline Oil Corporation	8.4
Northern Oil and Gas Inc.	8.1
Chord Energy Corporation	8.1
Permian Resources Corporation	7.9
Diamondback Energy Inc.	6.4
Gibson Energy Inc.	5.5
Enbridge Inc.	4.7
Parex Resources Inc.	4.6
Whitecap Resources Inc.	4.5
Freehold Royalties Limited	4.0
Topaz Energy Corporation	3.6
Cash	3.3
Precision Drilling Corporation	2.0
All long positions as a percentage of Net Asset Value	100.4

The fund held no short positions as at December 31, 2023.

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

# Corporate Information

#### **Corporate Address**

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