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Portland Private Income Fund  
**Interim Financial Report**

June 30, 2024

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## PORTFOLIO MANAGER

**Christopher Wain-Lowe, BA, MBA**  
Chief Investment Officer, Executive Vice President and Portfolio Manager

## Overview

The investment objective of the Portland Private Income Fund (the Fund) is to preserve capital and provide income and above average long-term returns. The Fund intends to achieve its investment objective by investing all, or substantially all, of its net assets in the Portland Private Income LP (the Partnership), although Portland Investment Counsel Inc. (the Manager) may determine from time to time that the investment objective of the Fund can be best achieved through direct investment in underlying securities and/or investment in other pooled investment vehicles. To the extent the Fund makes direct investments, it will apply the investment strategies of the Partnership.

The award winning Fund seeks to preserve capital and provide income and above average long-term returns by investing primarily in a portfolio of private debt instruments, debt instruments and debt-related securities and to a lesser extent equity, either directly or indirectly through other funds, currently consisting of:

- Real Estate debt; primarily first mortgage floating-rate loans, asset backed on properties being developed and constructed for residential and commercial use across North America.
- Senior secured cash flow lending; to mid-market companies in North America and Europe, targeting loans characterized by robust legal structures, equity cushions and floating interest rates that provide quarterly income and improve returns in a rising interest rate environment.
- Maritime assets; primarily senior secured floating-rate loans to global shipping and other maritime businesses by engaging in asset-based financings secured by high quality maritime assets.
- Infrastructure assets; by acquisition of a diversified portfolio of what we believe are high quality, core infrastructure, long duration assets with regulated/contracted revenues, from which a significant percentage of returns can be generated from cash distributions.

The Manager will invest a portion of its portfolio in investment products directly or indirectly managed by specialty investment managers which it believes have disciplined investment philosophies (a Specialty Investment Manager). The Manager decides whether the Partnership invests in a fund managed by a Specialty Investment Manager and the extent of the commitment to that fund but does not decide on the individual loans or investments which will comprise that Specialty Investment Manager's Fund. Aside from funds managed by Specialty Investment Managers, the Partnership does also co-invest or directly invest in opportunities presented by Specialty Investment Managers at the Manager's discretion.

Current Specialty Investment Managers are: Brookfield Asset Management Inc. (Brookfield); Bridge Investment Group Holdings Inc. (Bridge); Crown Capital Partners Inc. (Crown Capital); Crown Private Credit Partners Inc. (Crown Credit); EnTrust Global; Incus Capital (Incus); Northleaf Capital Partners Ltd. (Northleaf); Parkview Financial, LLC (Parkview); Sagard Holdings Inc. (Sagard); and the European Investment Fund (EIF) and its sister institution the European Investment Bank (EIB).

When creating this Fund, the Manager wanted to build a portfolio that could straddle a variety of investment opportunities, be nimble and adapt to changing circumstances and align to the best opportunities within those circumstances, while delivering steady income distributions and a stable net asset value per unit.

The following discussion covers the period from January 1, 2024 to June 30, 2024. Information related to investments is presented on a combined basis whether the investments are held by the Fund or the Partnership. All values are in Canadian dollars unless otherwise noted.

## Financial Highlights

### Common Units

The Fund's one-year net return on common units as at June 30, 2024 was -12.51% for Series A units and -11.49% for Series F units. The Fund's net asset value (NAV) per unit as of June 30, 2024 was \$37.68 for Series A units and \$39.41 for Series F units. The Fund has delivered annualized and cumulative net returns since inception of 5.89% and 91.22% for Series A units and 7.15% and 120.89% for Series F units, respectively, compared to its targeted 8% annualized return for Series A units and 9% annualized return first set in January 2013.<sup>1</sup>

Recent administrative duties have been disappointing for MarshallZehr Group Inc.<sup>2</sup> (MarshallZehr), who acts as mortgage administrator for a portion of the mortgage loan portfolio of the Fund. By comparison (and as detailed in this report) over the last few years the Manager has been working very successfully with other Specialty Investment Managers and believes the Fund is well placed to meet its objectives through those relations. The Manager is optimistic that it should over time be able to recover some, if not all, of the Canadian mortgage debt administered by MarshallZehr which has been marked down in value. Also, as inflation abates, interest rates lower, and the existing portfolio of mortgages administered by MarshallZehr are repaid, the Manager expects future returns to meet target.

On June 28, 2024, the Fund and the Partnership issued their December 31, 2023 annual audited financial statements and subsequently received news of a significant write down of an investment initiated by Crown Credit. The Fund's auditor, KPMG LLP, in light of the Mapleview mortgage write down in January 2024 (for a development project located at 780 Mapleview Drive East in Barrie, Ontario and as further detailed in this commentary), expressed concerns in June 2024 pertaining to the Fund's reliance on the administrator, MarshallZehr, for direct mortgages that are having difficulties. The Manager reviewed its fair value of the mortgage portfolio administered by MarshallZehr, and lowered the current values of some of the mortgages (8.4% of the net asset value of the Fund as of May 31, 2024), which together with the write down by Crown Credit (4.5% of the net asset value of the Fund as of May 31, 2024), when combined with other activity, resulted in a negative monthly return of 13.4% for Series A and 13.3% for Series F as of June 30, 2024.

During the period, the Fund changed its distribution process and began paying variable distributions. For June month end, the Fund reverted to paying a fixed distribution per unit of \$0.333 for Series A, \$0.375 for Series F and \$0.396 for Series O rather than only paying all or most of the earnings on a monthly basis. The Fund's assets under management (AUM) were \$154.9 million as at June 30, 2024.

Figure 1 shows the comparison of performance per year of the Series F units of the Fund alongside the total distributions that have been paid. The performance of the Fund's Series F units has been an annualized rate of 7.15% since inception. If the Fund had not paid distributions, the NAV per unit would have risen from \$50.00 to \$90.61, a change of \$40.61 per unit. However, since inception the Fund has targeted a regular distribution of 9% per annum and so paid out \$50.34 of monthly distributions as well as \$0.86 of special distributions required to ensure the Fund is not liable for income taxes as all income and capital gains must be distributed out to the investors in the Fund. As detailed in Figure 1, the difference between the performance earned of \$40.61 and total distributions paid of \$51.20 equals a change of (\$10.59) and equates to the NAV per unit of \$39.41 as at June 30, 2024.

**Figure 1. Performance and Distributions - Series F**

Year	Opening NAV per Unit	+ Performance	- Regular Distributions	- Special Distribution	Ending NAV per Unit
2013	\$50.00	\$4.51	\$3.33	-	\$51.19
2014	\$51.19	\$4.42	\$4.50	\$0.21	\$50.89
2015	\$50.89	\$4.89	\$4.50	\$0.32	\$50.96
2016	\$50.96	\$4.44	\$4.50	\$0.15	\$50.75
2017	\$50.75	\$3.90	\$4.50	-	\$50.15
2018	\$50.15	\$4.38	\$4.50	-	\$50.03
2019	\$50.03	\$3.50	\$4.50	-	\$49.03
2020	\$49.03	\$3.22	\$4.50	\$0.18	\$47.57
2021	\$47.57	\$5.19	\$4.50	-	\$48.26
2022	\$48.26	\$5.46	\$4.50	-	\$49.22
2023	\$49.22	\$2.97	\$4.50	-	\$47.69
2024	\$47.69	(\$6.27)	\$2.01	-	\$39.41
Total		\$40.61	\$50.34	\$0.86	

### Fund Awards<sup>3</sup>

The Fund finished in 2nd place in the 2023 Canadian Hedge Fund Awards for the Best 3 Year Return in the private debt category. The Fund finished in 3rd place in the 2023 Canadian Hedge Fund Awards for the Best 5 Year Return in the private debt category.

The Fund finished in 2nd place in the 2022 Canadian Hedge Fund Awards for the Best 1 Year Return in the private debt category. The Fund finished in 3rd place in the 2022 Canadian Hedge Fund Awards for the Best 3 Year Return and the Best 5 Year Return in the private debt category.

The Fund finished in 3rd place in the 2021 Canadian Hedge Fund Awards for the Best 1 Year Return and the Best 3 Year Return in the private debt category.

The Fund finished in 3rd place in the 2020 Canadian Hedge Fund Awards for the Best 5 Year Return in the private debt category.

The Fund was the winner of the 2018 Canadian Hedge Fund Awards for the Best 5 Year Return and the Best 5 Year Sharpe Ratio in the private debt category, the last time the 5 Year Sharpe Ratio was awarded.

### Preferred Units

The Fund offers a preferred class of units (the preferred units). Preferred shares are already a popular investment for investors seeking lower risk compared to an equity investment in the same issuer.

The preferred units are issued to provide support to the investment objectives of the Fund by providing a source of borrowing at what we believe to be an attractive cost. The preferred units will be included as debt in the calculation of net borrowing as outlined in the investment strategies, which continues to be an aggregate amount of up to 25% of the total assets of the Partnership after giving effect to the borrowing.

The preferred units are available in two series, Series AP and Series FP, with a minimum investment of \$5,000 and are available for purchase in registered accounts. Similar to the common units, subscriptions for preferred units must be received no later than the 20th calendar day of the month (or the preceding business day if the 20th falls on a weekend). The preferred units are intended to be priced at a fixed NAV per unit of \$10.00. Redemptions require 60 days' notice and no redemption fees apply.

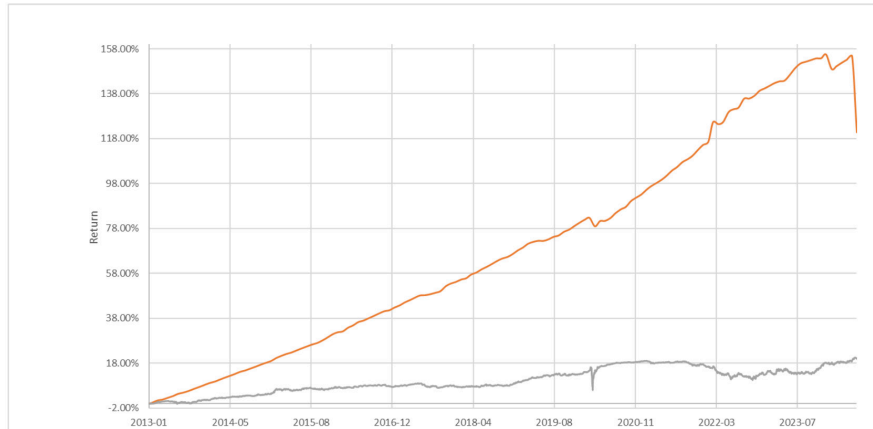
The Fund's one-year net return on preferred units as at June 30, 2024 was 4.80% for Series FP units and 3.76% for Series AP units. The Fund's NAV per unit as of June 30, 2024 was \$10.00 for both Series AP and FP units. The Fund has delivered an annualized net return since inception of 4.30% for Series FP units and 3.24% for Series AP units.<sup>1</sup>

The preferred units are expected to pay a monthly distribution of no more than the cost of unsecured debt available to the Partnership. The Series AP units pay an annual distribution of 3.70% and the Series FP units pay an annual distribution of 4.70%. The distribution rate is reviewed on a quarterly basis and distribution rates are posted on the Fund's website at [www.portlandic.com/private\\_income](http://www.portlandic.com/private_income).

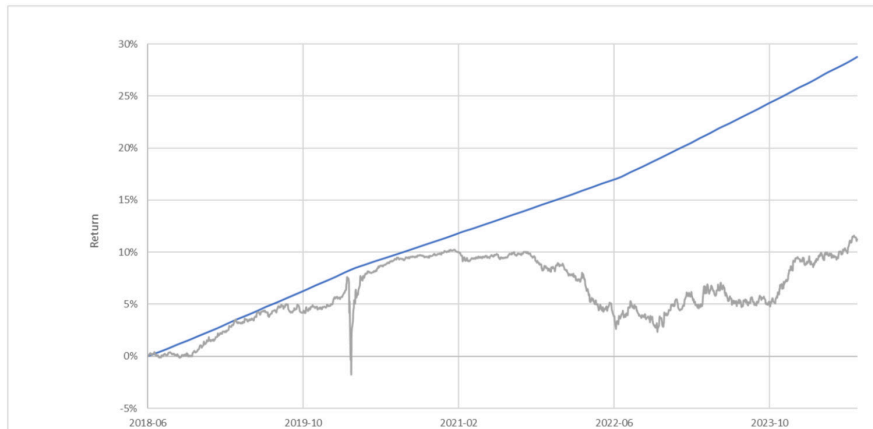
## Recent Developments and Outlook

Inflation is an important economic indicator, which is a predictor of changes in the overnight interest rate as determined by Central Banks. Due to the high rate of inflation present in developed market economies, this has caused an upward pressure on short-term interest rates, although notably Canada's Central Bank has begun reducing rates beginning in June 2024. The Fund's common units and preferred units have outperformed short-term publicly traded fixed income securities, as reflected with the iShares Core Canadian Short Term Bond Index ETF (XSB), throughout this challenging interest rate environment. Please see Figure 2 below which shows the Since Inception performance of the Series F common units and the iShares Core Canadian Short Term Bond Index ETF (XSB). Please see Figure 3 below which shows the Since Inception performance of the Series FP preferred units and the iShares Core Canadian Short Term Bond Index ETF (XSB).

**Figure 2. Since Inception Series F Performance Comparison**



**Figure 3. Since Inception Series FP Performance Comparison**



We believe that we have better positioned and shaped the Fund's future by providing two discrete offers to investors: the common units and preferred units; supported across four strong pillars of global assets: North American Mortgages, North American and European Commercial Loans, Global Maritime Loans and Assets and Global Infrastructure Assets and Leases as shown in Figure 4 below.

**Figure 4.**



From inception in January 2013 to mid-2015, we selected a portfolio almost exclusively of private mortgages. Beginning in mid-2015, we gradually assessed the attractiveness of the housing market compared to other lending opportunities and selected Specialty Investment Managers to enable the Fund to take advantage of those opportunities in order to ensure the Fund’s monthly distribution was supported by the four strong pillars of asset classes that are diversified by sector and geography.

### North American Mortgages



After the 2007-2008 global financial crisis (GFC), increased regulatory oversight of the banking sector resulted in more conservative lending standards and higher capital requirements. The tightened credit and reduced liquidity in the real estate-backed debt market created an attractive opportunity for non-traditional real estate lenders, as yields generally increased. This environment has persisted despite being more than a decade removed from the beginning of the GFC.

More recently, there has been extreme dislocation in credit markets as a result of the worldwide COVID-19 pandemic and the Federal Reserve tightening cycle, with several banks collapsing and others posting significant losses on low yield investments needing to be fair valued in a higher interest environment. Also, private lenders have not been immune due to insufficient capital, excess leverage, and exposure to the office sector, leading to some of the lowest levels of competition experienced since 2014. We believe that this market volatility, while pressuring near term fair values, has created and continues to create unique opportunities for the Fund, especially as many commercial real estate (CRE) providers of capital have withdrawn.

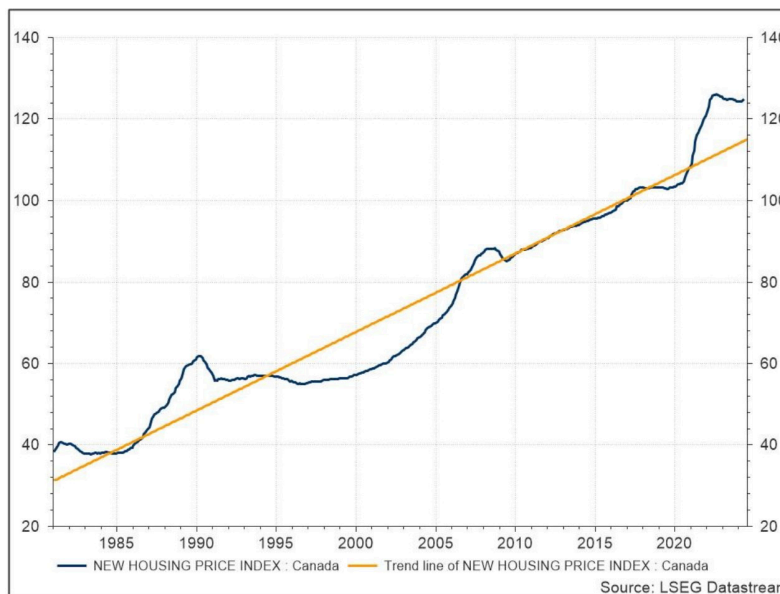
Mortgage investment entities are not a homogeneous group. The Fund lends short-term to developers, not long-term to individuals, based on a project’s understood exit, typically take-out financing as the development progresses or based on verified presales. The Fund has only modest exposure to office properties but does have exposure to retirement, student and commercial retail markets and has experience investing in affordable housing, which we believe is increasingly needed as urbanization increases a city’s ‘support network’ of service industry workers.

### Canada

Figure 5 highlights Canadian real home index prices from January 15, 1981 to June 30, 2024. Figure 5 seeks to show that real home prices in Canada remain on the high-side of their long-term trend. Conversely, the lack of supply of housing units and the high immigration into Canada are likely to support current housing prices, future price increases, and the continued construction of new housing projects. However, the development of more affordable housing units is likely to take years and only offers potential relief over the longer-term horizon.

We continue to recognize the heightened evidence of overvaluation in the Toronto and Greater Toronto Area (GTA) housing market that is also noticeable in adjacent cities and believe continued price increases could moderate as underlying economic fundamentals catch up to current prices. We have continued to shun exposure to mortgages in the high-rise downtown core of Toronto. The shift to remote working arrangements caused an increased demand for housing in the suburbs around the GTA. This trend has continued to benefit some of the Fund’s mortgages.

**Figure 5. Canada New Housing Price Index – January 15, 1981 to June 30, 2024**



House prices are relatively high in other major cities around the world. Common to all these cities are buyers from emerging markets, notably China, who have been willing to pay a premium to secure a safe place for their savings and so at the margin, help to drive a wedge between the prices of homes and the local fundamentals of incomes and rental payments. This mismatch has been frustrating local policymakers, hence the introduction of the non-resident and vacancy taxes introduced in Canada.

Increasing costs including those driven by higher interest rates on development sites have pushed some projects, administered by MarshallZehr, into receivership. Ordinarily, the Manager would agree to appoint a receiver in order to preserve the recovery of indebtedness. Debt is senior to equity in the capital stack, which means that in the event of a default, debt holders are paid back before equity holders. However, one project within the Fund that has been particularly impacted by budgetary and other issues is in Barrie, Ontario located at 780 Maplevue Drive East (Maplevue). Maplevue is designed as a 1057 unit project, with 260 already constructed. Maplevue is made up of six phases over 99 acres approximately one-hour north of Metro Toronto. The assortment of five types of townhouses positioned Maplevue with an opportunity for purchasers of all budgets being adjacent to the South Barrie GO Train station. The development struggled with escalating costs and supply issues from the onset of the COVID-19 pandemic and in February 2024 was placed into receivership by Kingsett, the first mortgagee across the project.

Upon notification of Kingsett's intent to appoint a Receiver, the unusually high degree of uncertainty needed to be recognized in the fair value of Maplevue and some other mortgages administered by MarshallZehr. This review of fair value resulted in the NAV of the Fund being reduced by 2.54% as of January 31, 2024, which included writing down the Fund's \$6.75 million exposure to the Maplevue project by 75%. Pending the outcome of the receivership, the Manager completed further reviews of the project, including a thorough review of materials and legalities and received categoric assurances from the co-founder principals of MarshallZehr. As a result, the fair value of this project was further written down in June and the Manager has subsequently engaged legal counsel to engage with the Receiver.

MarshallZehr's recent administrative duties have been increasingly disappointing causing us to increase demands of MarshallZehr pertaining to the remaining portfolio of mortgages it administers. During June 2024, in addition to the fair value adjustment of Maplevue noted above, following additional reviews of the portfolio of mortgages administered by MarshallZehr, along with recognizing the current severe dislocation in markets, including real estate in Canada, resulted in additional impairments being reflected in the fair value of certain Stage III mortgages (see section below Measurement of Credit Risk via Expected Credit Loss (ECL) for definition of Stage III), with the collection of these mortgages being marked down by over 50%, which was approximately 15% of the Fund. The Fund has not accepted any new projects since December 2022 with MarshallZehr, instead engaging with the U.S. based mortgage specialists Parkview Financial as detailed below.

## U.S.A.

In 2021, we introduced an additional Specialty Investment Manager, Bridge, within the North American Mortgages pillar of the portfolio. Bridge is a leading, vertically integrated real estate investment manager, diversified across specialized asset classes, with approximately US\$48 billion of AUM as of March 31, 2024. Bridge has enjoyed significant growth since its establishment as an institutional fund manager in 2009, driven by strong investment returns and its successful efforts to develop an array of investment platforms focused on sectors of the U.S. real estate market that it believes are the most attractive. As of March 31, 2024, Bridge had approximately 2,200 employees, including its investment professionals and employees supporting its investment, investor service and corporate activities.

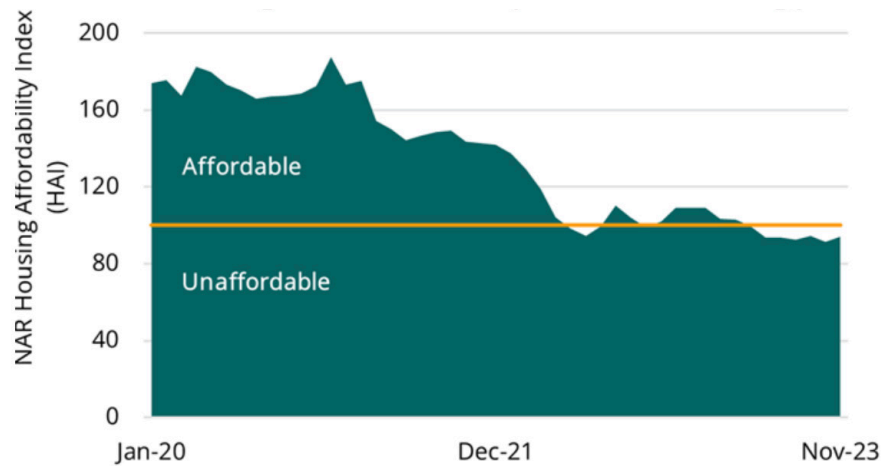
Bridge is the fund manager for Bridge Agency MBS Fund International LP (Bridge AMBS) and Bridge Debt Strategies Fund IV International LP (Bridge Debt IV). Bridge AMBS and Bridge Debt IV help to add liquidity and diversification respectively to the North American Mortgages pillar.

Bridge AMBS' strategy includes investments in mortgage-backed securities, collateralized mortgage obligations, regularly issued residential mortgage-backed securities that are guaranteed by a government sponsored enterprise, and residential mortgage-backed securities that include agency mortgage backed securities from multiple government sponsored enterprises, in each case acquired directly, through securitized pools, real estate mortgage investment conduits, or via to-be-announced contracts. Agency mortgage-backed securities are backed by residential mortgage loans that produce regular cash flows, are generally collateralized by a first lien mortgage, and are guaranteed by government sponsored entities, including The Federal National Mortgage Association, The Federal Home Loan Mortgage Corporation, and The Government National Mortgage Association. The investments use leverage via borrowing with repurchase agreements in the repurchase market or other collateralized financing and may include U.S. Treasuries and various risk management strategies using derivative instruments, including swaps, swaptions, and futures. The portfolio has an exposure of US\$1.65 billion to Bridge AMBS as at June 30, 2024. Furthermore, Bridge AMBS had an AUM of US\$2.5 billion as at June 30, 2024.

Bridge Debt IV invests in a diversified portfolio of commercial real estate-related debt and certain related investments related to or secured by income-producing multifamily, commercial office, seniors housing and selected other real estate assets in the United States. Bridge Debt IV capitalizes on established relationships with asset originators and other market participants, derived from the longstanding commercial relationships and identification and focus on underserved segments of the commercial real estate debt and certain related markets. The portfolio had committed US\$15 million to Bridge Debt IV's AUM of US\$4.99 billion with 98.7% drawn as at June 30, 2024, of which there is only a 1% exposure to office properties.

Over the past year, a prevailing macroeconomic theme that Bridge focused on was the critical undersupply of housing in the U.S. Typically, Bridge looked at this on a month-to-month basis to understand the trajectory of the economy and whether interest rates were having an impact on housing inflation. However, in reviewing the past year's housing production data in the context of the past couple of decades, Bridge found that conditions are likely to become tighter despite a near-term surge in supply—beginning with the single-family ownership market in the U.S.

In the decade-plus since the global financial crisis, a stark reality has emerged: people are forming households faster than the U.S. can build homes. The implications are meaningful and are likely to increase demand-side pressures and impact affordability across product segments. From 2010 to 2023, household formation rose by 11.1%, but housing stock overall lagged behind, growing only 6.2%. This glaring mismatch signals that, even with a short-term construction boom post-2020, the market is unlikely to meet demand over the long-term. This mismatch is likely to contribute to an ongoing increase in home prices and an expansion of the renter population, particularly as the barrier to homeownership becomes more significant. Please see the below Figure 6 for a reference to the NAR Housing Affordability Index:

**Figure 6. Homeownership Has Become Increasingly Out of Reach for a Median Household**

In 2022, we selected Parkview as a new Specialty Investment Manager within the North American Mortgages pillar. Parkview was founded in 2009 and has offices in Los Angeles, New York, Las Vegas and Atlanta. Parkview is a direct private lender specializing in ground up commercial and residential real estate financing.

Through a private real estate debt fund, Parkview provides short-term bridge and construction loans secured by first trust deeds to developers throughout the United States. Since 2015, Parkview has successfully executed more than US\$4 billion in financing for multifamily, retail, office, industrial and mixed-use projects with executed loans ranging from US\$5 million to US\$200 million. To date, the portfolio has completed investments of US\$3.6 million to the Parkview Financial US-Cayman Blocker, LLC (Parkview Financial). Parkview Financial has US\$1.14 billion in AUM.

In 2024, the Fund committed approximately US\$243,650 to an opportunistic acquisition of a multifamily property in the suburbs of Seattle, which is managed by Parkview. This committed capital had been fully drawn during the first half of 2024. This property is being acquired at a 19% discount on the construction cost of the property and is currently approximately 90% rented.

## North American and European Commercial Loans



We believe that while middle-market companies (revenues between \$50 million and \$500 million) are vital to support a growing economy, they have remarkably few alternatives to access growth capital to expand their operations, fund acquisitions, or recapitalize. The financial landscape is dominated by large global banks and private equity funds, whose financial terms and dilutive financing structures are often ill-suited to meet the demands of mid-market companies. There is, we believe, a clear funding gap between equity providers and bank debt. Continued market uncertainty and banking regulatory changes have exacerbated the funding gap, as banks further limit their willingness to extend adequate credit, so providing the increasing growth opportunity for focused specialty finance providers seeking attractive risk-adjusted returns.

Inflation in the Eurozone has proven to be stickier than initially forecasted. Throughout 2022, supply chain shocks and rising energy prices were considered the culprit of high inflation. Supply chains and energy prices normalized during 2023, but a knock-on effect caused labour, food and services inflation to keep CPI above target throughout this year.

Monetary policy is far from being a high-precision tool, but it's fair to say that it has been working. The transmission of higher rates in the western economies goes through many derivatives and ultimately depends on many factors. Credit availability, consumer behaviour, savings rates, and fiscal policy can all have mitigating or exacerbating impacts on the ultimate effects of monetary policy.

We believe there are a few observable trends contributing to an unprecedented hiking cycle which has not yet been met with a deep recession:

1. Fiscal policy has not been equally restrictive. Governments have refused to cut spending and have run large deficits versus the last 10-year average. A lot is related to post-COVID stimulus packages (which will run in Europe until 2030), but it is also a consequence of real rates being negative up until recently.
2. Consumers have proven resilient: excess savings from COVID times coupled with COVID government spending stimulus packages have supported consumer goods and services for the 2022-2023 period. Household investment rates are still above historical averages across the EU and North America. This can be explained by strong employment numbers and is also linked to fiscal policy.
3. Capital markets are functioning but have had to absorb and adapt to several disruptions in 2023 including the banking crisis as Silicon Valley Bank and Credit Suisse imploded. But further shocks could still cause the plumbing of financial markets to break somewhere and we believe that the road will remain bumpy. Volumes are light, but credit markets are functioning for now.
4. Private Credit has stepped up: Global private debt has grown threefold in the last decade. A lot of the recent stability can be attributed to the growth of private credit, which has effectively filled the shoes of banks whenever the market felt shaky. Throughout 2023, we have seen intermittent periods of market opening followed by periods in which alternative lenders have stepped up and provided liquidity when needed.

In 2016, the portfolio initiated its exposure to private commercial debt via Crown Partner Funding that originates, structures and provides tailored transitory and permanent financing solutions in the form of loans, royalties and other structures with minimal or no ownership dilution to middle-market companies.



The portfolio of commercial loans held by Crown Partner Funding are detailed on Crown Credit's website at <https://crownprivatecredit.ca>. Crown Partner Funding currently has AUM of \$30.8 million of which the Fund owns 18.3%. Crown Partner Funding is in the divesting/harvesting stage with just three loans remaining with no further capital calls expected. A sector breakdown of the commercial loan, including those in Crown Partner Funding, is provided in Figure 12. From time to time, the Partnership has invested directly in deals syndicated by Crown Credit and Crown Capital. The Fund is currently participating in two direct loans syndicated by Crown Credit and Crown Capital with total principal lent amounting to \$1.9 million.

In late June 2024, the Manager was advised of a significant write down of an investment held by Crown Partner Funding. This investment is a privately held company servicing a high-quality core base of customers with the majority of its revenue derived from master service agreements with large utilities. The business has a large growth pipeline and required additional capital to fund the working capital associated with this growth. On April 26, 2019, Crown Credit closed a 60-month, \$25 million term loan bearing interest at a rate of 10% annually with bonus tied to the growth in equity value of the business. On November 6, 2019, Crown approved the increase of the existing term loan to \$50 million. The terms of the loan remained generally the same, subordinated to approximately \$50 million revolving loan from Canadian Western Bank. In October 2023, the sale of a division of the company was successfully completed which generated net proceeds of approximately \$30 million based on an earnings before interest, taxes, depreciation and amortization (EBITDA) multiple of close to 8x. A decision was made to sell the entire remainder of the company in March 2024. Throughout the sale process, operating results suffered due to prolonged periods of reduced demand from customers and as a result offers were revised down in June 2024 to multiples of 4x to 6x EBITDA, which would be insufficient to repay the outstanding Crown Credit loan. Crown Credit is evaluating options with legal counsel but for now, has taken a 90% write-down of the \$50 million loan as at June 30, 2024. For the Fund, this significant write down is partially cushioned to a 75% write down following Crown Credit partially offsetting the loss against earlier gains attributable to it from earlier well performing realized divestments.

In 2021, we added an additional Specialty Investment Manager, Northleaf, within the North American and European Commercial Loans pillar of the portfolio. Northleaf is an independent, employee-owned global private markets investment firm with US\$25.0 billion in private credit, private equity and infrastructure commitments under management on behalf of more than 250 institutional investors including the Canada Pension Plan Investment Board and the Caisse de dépôt et placement du Québec. Based in Toronto, Montreal, London, New York, Chicago, Menlo Park, Los Angeles, Tokyo and Melbourne, Northleaf's team of 250 people are focused exclusively on the sourcing, acquisition and management of private markets investments. Northleaf with strong Canadian roots, was formed in 2009 by the spin-out of TD Capital Private Equity Investors, the independent private equity, secondary investment and co-investment arm of TD Bank Group. With the spin-out, Northleaf became the successor to TD Capital's entire team, track record and global investment program. Northleaf is focused on providing globally diversified private markets solutions to investors and currently manages more than 500 active private markets investments in more than 40 countries with a focus on mid-market companies and assets.

The Partnership has committed US\$7.0 million to the Northleaf Senior Private Credit-L with assets under management of US\$851.9 million and total investor commitments of US\$2.3 billion through NSPC-L Investor Trust (Northleaf Private Credit) and had 100% of its commitment called as of June 30, 2024.

In 2022, we introduced two additional Specialty Investment Managers - Incus and Sagard.

Incus is the fund manager for the Incus Capital European Credit Fund IV (Incus Credit Fund IV) and the Incus Capital European Renewables Credit Fund Feeder LP (Incus Renewables Credit Fund LP). Incus was founded in 2012 with offices in Madrid, Lisbon, Milan and Paris including a team of 37 investment professionals. The firm is an advisor to over €2.0 billion of assets under management across European credit and equity funds in more than 115 transactions. It targets loans between €20 million to €100 million and is backed by tier-1 institutional investors around the globe. Incus has knowledge and understanding of local market particularities. Its established relationships and local expertise allows for deal sourcing capabilities.

Incus Credit Fund IV is focused on a value-oriented approach to investing in asset-backed investments in selected markets of the Eurozone (Spain, France, Portugal and Italy). Incus Credit Fund IV is focused on building a diversified portfolio of credit exposures, primarily targeting the small and medium enterprise market where transactions typically require a total targeted transaction size ranging between €10 million and €50 million. The Partnership initiated a commitment of €2.5 million to Incus Credit Fund IV that has received total commitments of €652 million, which was 56.83% drawn as at June 30, 2024.

The Incus Credit Renewables Fund LP seeks to build a diversified portfolio across the value chain from projects in an advance stage of development to bringing ready to build projects to a commercial operation date. The Incus Credit Renewables Fund LP utilizes a non-sponsored driven strategy working with what it believes to be best-in-class operators willing to pay for liquidity to develop their portfolio. The Incus Credit Renewables Fund LP has strong downside protection with capital backed by a sizable and valuable portfolio of assets with significant equity cushion. Traditional banks have limited capacity to provide financing to non-sponsor renewable players across Europe. The European Union Green Deal and the European Union gas shortages are driving the requirement for further renewable energy investment across the Eurozone. The decrease in installation cost has made renewable energy the most compelling long term economic solution for solving the energy crisis in Europe. The Partnership initiated a commitment of €2.0 million to Incus Credit Renewables Fund LP that was 31.9% drawn as at June 30, 2024. The following video summarizes the corporate vision that Incus employs as it assists Europe transition into a greener and more sustainable future: <https://youtu.be/iEeGOvtWK8s?si=5XRQq37v-gNDzMKG>

Sagard is a multi-strategy alternative asset management firm with more than US\$25.1 billion under management, 150+ portfolio companies, and 300+ professionals. On July 6, 2023, Sagard made an announcement regarding its new strategic alliances. The firm entered partnerships with Abu Dhabi Development Holding Company PJSC (ADQ), an Abu Dhabi-based investment and holding company, and Bank of Montreal (BMO). Under separate agreements, ADQ and BMO have committed to acquiring minority equity stakes in Sagard, while Great-West Lifeco Inc. (GWL) has agreed to increase its existing minority stake. Under these agreements, ADQ, BMO and GWL have committed to investing capital to facilitate Sagard's future growth, which includes potential mergers and acquisitions. Power Corporation of Canada will retain controlling ownership of Sagard following the transaction's completion. In addition, the strategic partners have made commitments to provide additional long-term capital to support Sagard's existing and future investment strategies, which will strengthen Sagard's fundraising potential and accelerate the firm's capacity to launch new products.

Sagard is the fund manager for the Sagard Senior Lending Partners LP (Sagard Lending LP). Focused on the Canadian and U.S. middle market, Sagard Lending LP targets borrowers with US\$10 to US\$50 million of EBITDA. The Partnership initiated a commitment of US\$10 million with Sagard Lending LP's commitments currently totaling US\$515 million in a first close in 2023. Sagard Lending LP is targeting total capital commitments of US\$600 million

with a maximum of US\$750 million in commitments. Since launch, Sagard Lending LP has focused on nine investments in the Canadian and U.S. middle market. The portfolio's commitment to Sagard Lending LP is 24.4% drawn as at June 30, 2024. In July 2024, Christopher Wain-Lowe, portfolio manager of the Fund, was appointed to the Advisory Committee of Sagard Lending LP.

## Global Maritime Loans and Assets



### Global Maritime Loans and Assets

The global maritime industry plays a pivotal role in the worldwide economy, with 85% of world trade carried out by sea. Its importance cannot be overstated as it is heavily relied upon as a dependable and cost-effective means of transportation. The industry serves as the backbone of international trade and commerce, facilitating the movement of goods, raw materials, and energy resources across the world.

The assets that make up the entire maritime industry are generally all mobile (excluding ports and other select stationary infrastructure) with the ability to relocate and operate globally. The industry consists of numerous unique and uncorrelated sectors that support the production, transportation, and storage of different types of energy, as well as the transportation of many other commodities, finished goods, equipment, and passengers. The assets of these sectors are the vessels, equipment, ports and storage facilities, whose earnings and values are driven by idiosyncratic supply and demand factors.

As the world's attention moves from energy transition to energy security the reconfiguration of the flow of energy globally has led to much longer-haul trade routes, soaking up significant additional asset supply. Also, the current global fleet has been affected by several "Black Swan" events which benefited the commodity shipping market through reduced vessel supply. The major disruptions include the Panama Canal drought and the ongoing situation in the Red Sea. Droughts reduced daily transits by 39% through the Panama Canal from pre-drought levels, forcing vessels to queue up at the canal entry and impacting global seaborne trade, as approximately 5% of seaborne trade volume and about 40% of U.S. container trade volume transit through the canal annually. The Houthi-led attacks on commercial vessels sailing through the Red Sea resulted in a 42% reduction in Suez Canal transits in 2023 (approximately 12% to 15% of global seaborne trade passes through the Suez Canal annually), as vessels reroute around the African continent, increasing voyage durations by 30% to 50%.

In 2024, global seaborne tonnes carried is expected to grow by a steady 2.3%, supported by moderate growth in the global economy and the easing of some economic challenges, although risks persist. Shifting trade patterns are a significant factor, with global seaborne trade in tonne-miles projected to grow 4.1%. Disruption events are amplifying the "distance kicker" to overall shipping demand. Traffic through the Red Sea, has sharply declined (transits down 70% from December 2023 through March 2024) as vessels reroute via the Cape of Good Hope, extending voyage distances. It is projected that these diversions are currently generating an additional 3% in global tonne-miles, equivalent to a full year of typical trade growth, and that disruptions through first half of 2024 will add 12% to the total Twenty-foot Equivalent Unit-miles growth of container trade. Restrictions on transits through the Panama Canal, which handles 2.5% of global trade, due to persisting low water levels have also had an impact, with transits down by 30% year to date in the first quarter of 2024. Additionally, the tonne-mile impacts of redistributed Russian oil and gas exports continue, as well as those of European imports.

Supply side constraints persist in some sectors, with a moderate overall order book (approximately 12% of current global fleet capacity) but with significant variations across sectors. The overall fleet growth in terms of cargo capacity is projected to be approximately 3% in 2024, though this growth is uneven across sectors. So far into 2024, there has been an uptick in newbuild orders, with particularly strong interest in tankers, gas carriers, and ongoing green fleet renewal programs by liner companies. But the number of shipyards has fallen by approximately 64% from 2008 and with slot availability now tight and shipyards having 3.5 years of forward cover, prices are up 40% since 2020.

In the near term, the outlook for the tanker market and offshore oil services appear promising, buoyed by factors such as disruptions in the Red Sea, expansion in Atlantic oil supply, and the commencement of operations at new refineries.

In 2023 oil tanker newbuild contracting picked up. As of March 2024, the tanker orderbook accounted for 8% of fleet capacity, a level considered historically moderate but showing an increase from the low of 4% observed in March 2023.

After struggling for almost a decade, the offshore oil services sector has markedly improved over the past few years. Between 2014 and 2016, oil prices experienced a significant contraction, with the average price dropping by approximately 47% year-over-year in 2015. From 2018 to 2019, oil prices regained some momentum with supply/demand rebalancing against the backdrop of sanctions against Iran and Venezuela, in addition to OPEC+ supply cuts, but the oil market was completely upended by COVID-19. The post-pandemic surge in oil demand and Russia's invasion of Ukraine elevated monthly average Brent oil prices from approximately \$75 per barrel to around \$118 per barrel in 2022, while remaining relatively stable between \$70 to \$80 per barrel in 2023 and through the first quarter of 2024, a level at which most offshore oil and gas projects remain commercially attractive. Offshore oil and gas currently account for 16% of the global energy supply, and this share is expected to rise to approximately 18% by 2030 due to the increase in investments boosting output.

Last year's market dynamics of strong rig demand and very limited rig supply have continued through the first quarter of 2024 and are expected to persist. The supply side limitations are driven by the challenges in finding solutions for "stranded" assets (given rising yard costs and issues in securing finance), increased costs for reactivation processes, and an orderbook of only 37 units, the lowest since 2005. In addition to the tight supply-demand balance, utilization at 88% at the end of the quarter (compared to 74% on average between 2016 and 2022, the highest level since 2015) has improved earnings by 51% compared to the preceding five-year average. The demand outlook is positive, with global rig utilization expected to reach 92% by the end of 2024, driven by further demand for Jack-up rigs in India and the Middle East, floater demand in the U.S. Gulf, and demand for harsh environment rigs in Norway, Australia, Namibia, and Canada. Overall, active rig supply is projected to grow by a modest 2% across 2024 and 2025 to 641 units, still 1% below available assets in 2020. Additionally, geopolitical tensions are increasing the demand for offshore oil production to diversify energy supply chains. Offshore markets have continued to strengthen over the first quarter of 2024, with the Clarksons Offshore Index (covering rig, Offshore Support Vessel, and subsea day rates) rising to 115 points, above the all-time high of 114 set in 2008.

By comparison, the containership fleet is expected to experience a rapid expansion in the next years, with a total orderbook standing at approximately 24% of the existing fleet at the end of the first quarter of 2024. This supply coming online in the containership market suggests that the containership sector will provide relatively poor performance over the next few years.

Christopher Wain-Lowe, portfolio manager of the Fund, has previous direct experience in European banking, having been employed by Barclays PLC for nearly 20 years. During that time, Christopher spent over three years based in Athens, Greece, ultimately as Chief Executive Officer of Barclays business in Greece responsible for its large shipping portfolio.

These earlier experiences assisted the decision in 2018 to select EnTrust Global as a Specialty Investment Manager to complement the Fund's existing portfolio via its maritime lending fund, Blue Ocean Fund (Blue Ocean) and subsequently the acquisition of the Maas Capital Shipping B.V. portfolio (Maas), through Blue MC (Cayman) LLC (Blue MC). EnTrust Global is a leading global alternative asset manager and is one of the world's largest hedge fund investors.

The investment strategy of Blue Ocean is to seek to generate attractive risk adjusted returns by targeting direct lending opportunities to vessel owners by engaging in asset-based financings secured by high-quality maritime assets. Blue Ocean is primarily engaged in lending to and investing in shipping companies, non-U.S. oil services companies and other maritime businesses and operations related directly thereto. In April 2024, EnTrust Global was awarded with the Marine Money 2023 Dealmaker of the Year for Blue Ocean.

EnTrust Global provides portfolio and risk management services to its maritime strategy of approximately US\$2.9 billion which, as of June 30, 2024, includes the Partnership's initial: (i) US\$5 million commitment to the Blue Ocean fund's first closed-end fund in March 2018 with a current market value of US\$0.3 million outstanding; (ii) US\$7 million commitment to the fund's second closed-end fund in December 2018 with a current market value of US\$4.7 million outstanding and; (iii) the investment in the acquisition of Maas from ABN AMRO Bank N.V. (ABN AMRO) through Blue MC with a current market value of US\$11.3 million outstanding. Blue Ocean's first and second closed-end funds have now both passed their investment periods and have entered into their respective divesting/harvesting periods. The Partnership will continue to receive periodic distributions as investments are realized.

The Manager and EnTrust Global believe that financing opportunities in the shipping sector have come with significant contractual downside protection given moderate loan-to-ship values and first lien, senior secured structures. As at the end of June 30, 2024, Blue Ocean's total invested capital of the first close featured a portfolio of four vessels with an average vessel age of 13 years and its total invested capital of the second close featured a portfolio of 133 vessels with an average vessel age of 12 years. The acquisition of Maas from ABN AMRO in 2021 features a portfolio of 76 vessels across a portfolio of 15 equity joint venture investments within the product/chemical tanker, dry bulk, LPG, container, and offshore services segments with underlying attractive average vessel ages. In addition, Maas includes an equity stake in a growing intermodal business which leases out container boxes.

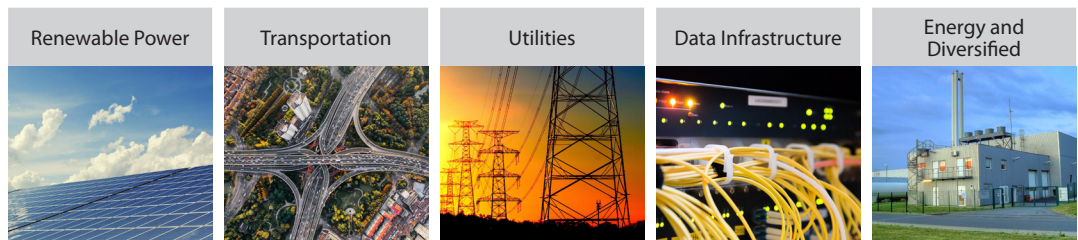
The focus for EnTrust Global's Blue Ocean maritime capital deployment through to 2025 will be on tankers, offshore oil services, selective cruise line opportunities as well as dry bulk and infrastructure investment. There has been no new investment in the containership market for over two years and this reticence is likely to continue at least until 2026.

## Global Infrastructure Assets and Leases








We believe there has been systemic underinvestment in infrastructure which means that a significant amount of private capital is needed to address the global funding gap. This market's activity has been catalyzed further by strategic and infrastructure fund divestment programs. Furthermore, recent government initiatives are expected to create additional opportunities. Some examples of these assets are depicted in Figure 7.

Figure 7. Infrastructure Asset Sectors



Infrastructure assets have certain characteristics that we see as displaying attractive attributes for the Fund. These characteristics include having a significant cash yield, lower volatility, diversification, inflation protection and long duration. Please see Figure 8.

Figure 8. Infrastructure Asset Characteristics

				
<b>Significant Cash Yield</b>	<b>Lower Volatility</b>	<b>Diversification</b>	<b>Inflation Protection</b>	<b>Long Duration</b>
Significant percentage of returns can be generated from cash distributions	Regulated/contracted revenues from operating assets	Low correlation of infrastructure to other major asset classes	Inflation-linked cash flows provide natural hedge to rising liabilities	Long operational life of underlying assets

We expect an expanding opportunity set of core infrastructure assets, as capital-constrained governments and corporations are continuing to monetize mature infrastructure assets in order to deploy capital towards growth and development initiatives. This activity is set against a prevailing landscape of systemic underinvestment in public sector infrastructure. Furthermore, inflation-linked infrastructure assets are now benefitting from higher rates of inflation seen across global economies leading to the current higher-interest rate environment.

### International Infrastructure Assets

In 2018, we selected Brookfield as a Specialty Investment Manager, one of the world's largest global infrastructure investors and operators.

As an initial investor, we committed US\$5 million to the open-ended Brookfield Super-Core Infrastructure Partners (CAN) L.P. (BSIP) managed by Brookfield and subsequently increased this commitment by US\$0.8 million. BSIP is investing in a portfolio of high quality, stable infrastructure assets and target mature, cash-generating core infrastructure assets with predominantly contracted/regulated revenues. BSIP pursues investments in developed markets where Brookfield has an investment presence, including North America, Western Europe and Australia and focuses on the utilities, energy, power and transportation sectors where Brookfield has established operating expertise. BSIP has current assets under management of US\$10.3 billion comprising ten infrastructure businesses. The Partnership's commitments are 100% drawn as of June 30, 2024 with no direct exposure to commodity prices. Effective June 30, 2024, Brookfield has accepted the Fund's request to redeem its entire holding of BSIP. The value of the Fund's holding of BSIP as of June 30, 2024 is \$8.6 million. We expect the redemption proceeds to be received by the Fund in the third quarter of 2024.

In 2019, the Partnership as an initial investor, committed US\$15 million to the Brookfield Infrastructure Fund IV (BIF IV) with Brookfield closing this flagship global infrastructure fund in 2020 with total equity commitments of US\$20 billion. As at June 30, 2024, the Partnership has a remaining unpaid commitment of US\$2.9 million to BIF IV.

In 2022, the Partnership as an initial investor committed US\$4 million to Brookfield Infrastructure Fund V (BIF V). Brookfield has to date received total equity commitments of US\$30 billion for BIF V. As at June 30, 2024, the Partnership had paid US\$1.4 million towards its commitment in BIF V, resulting in a remaining commitment of US\$2.6 million.

BIF IV and BIF V seek to acquire high quality, core infrastructure assets on a value basis, focused on essential services with inelastic demand, strong barriers to entry due to regulatory and/or contractual frameworks and attractive locations. Brookfield seeks sustainable, long-term, inflation-linked cash flows with high operating margins. In order to invest on a value basis, Brookfield taps into proprietary deal flow utilizing its proactive outreach program and advantages of scale and operating expertise. It capitalizes on a broad global mandate to invest opportunistically where pockets of value exist and to leverage its ability to execute large, multifaceted transactions, where there is less competition. In order to enhance value with an operations-oriented approach, Brookfield's focus is on acquiring control or co-control of investments. Brookfield originates accretive organic growth projects and add-on acquisitions as it seeks to execute opportunistic exits in order to maximize value.

BIF IV has invested or committed capital to a diversified set of 21 attractive infrastructure businesses (with one already divested) some of which include the largest short-haul rail operator in North America, natural gas pipelines in North America, European residential infrastructure, global telecom towers, data infrastructure businesses in North America, South America, Australia, New Zealand, India and the UK, a North American Liquefied Natural Gas export facility, and a global portfolio of renewable power assets including solar and wind, with no direct exposure to commodity prices.

BIF IV has successfully divested in June 2023 its ownership interest in a New Zealand data distribution business that was originally acquired in July 2019. Brookfield was able to improve operational efficiencies within the business and implement a cost cutting program. These changes allowed BIF IV to obtain a strong exit price and helps solidify a strong return profile that has been experienced to date.

BIF V has invested or committed capital to six attractive infrastructure businesses. These businesses are domiciled in strong long-term growth industries including the highly sought after semiconductor manufacturing sector, a global telecom business based in Europe, an intermodal shipping container owner and lessor, a fully integrated renewables platform of utility scale solar, wind and battery storage throughout 17 states in the U.S., a European hyperscale data center platform, and a leading developer, owner and operator of wholesale data centers in Canada and the U.S.

### Renewable Energy Infrastructure Assets in Developing (Non-OECD) Countries

For over a decade we have believed that renewable energy and energy efficiency are at the core of sustainable investing, which in turn is central to the transition to a less carbon-intensive and more sustainable global energy system. The investment in renewable energy and energy efficiency has grown rapidly over the past few years, as costs decline sharply especially for solar photovoltaics and wind power.

The Fund has invested in Portland Global Energy Efficiency and Renewable Energy Fund LP (Portland GEEREF LP), managed by the Manager via Christopher Wain-Lowe. The investment objective of Portland GEEREF LP is to provide income and above average long-term returns by investing primarily in the B units of GEEREF, advised by the EIF and sub-advised by the EIB, the largest multilateral borrower and lender in the European Union.

GEEREF is a private equity and infrastructure fund of funds, investing in energy efficiency and renewable energy private equity funds, for primarily energy efficiency and renewable energy projects in developing countries (Regional Funds). GEEREF was initiated by the European Commission in 2006 and launched A shares in 2008 with funding from the European Union, Germany and Norway, ultimately totaling €131.8 million. GEEREF concluded its fundraising from private sector investors for B units in May 2015 raising €110 million. GEEREF's total commitments were €241.8 million. The Partnership owns units of Portland GEEREF LP, which committed €14.25 million for B units in GEEREF. The B units of GEEREF feature a preferred return mechanism and faster return of capital over the A shares currently held by the public sponsors.

The portfolio currently comprises 207 investments. The Regional Funds selected by GEEREF are detailed on GEEREF's website at [www.geeref.com](http://www.geeref.com), and full details about Portland GEEREF LP can be found on our website at [www.portlandic.com/geeref.html](http://www.portlandic.com/geeref.html). To date, GEEREF has paid twelve distributions to Portland GEEREF LP which in turn initiated paying distributions from Portland GEEREF LP to its unitholders beginning December 2017.

Consequences of the COVID-19 pandemic were the slowdown in builds of projects under construction and the deterrence of would-be acquirers from visiting to inspect commissioned and operating projects. Also, increased finance costs and inflation widened the gap between expectations of acquirers and sellers. Nevertheless, the aggregate status of the portfolio of projects continues to hold up and with our encouragement, the pace of successful divesting has picked up, so as cash distributions are received, we expect this to become a very small component of the portfolio within a couple of years.

**Power Generation: Infrastructure Assets in Ontario**

Crown Capital launched Crown Capital Power LP (Crown Power) in 2019 to address the market opportunity for onsite power generation in Ontario and Alberta. Private operators are building onsite Integrated Energy Platforms (IEPs) that include combined heat and power units (CHP) to provide electricity at a lower and more predictable cost. The IEPs are natural gas fired generators with heat exchangers that supplement or replace electricity, customers would otherwise purchase from the public utility and provide heat as a by-product. Crown Power raised commitments of \$50 million of which Crown Capital committed \$21.5 million. The Partnership committed \$8.6 million and therefore holds about a 17.26% interest in Crown Power. As of August 1, 2023, Crown Power had fully drawn all the committed capital. As at June 30, 2024, Crown Power has a total of seven operating projects with a cumulative operating capacity of 10.7 megawatts (MW). Three of the four projects under construction are expected to be operational over the next three months, and one project is expected to be operational by the fourth quarter of 2024, so that the ultimate size of Crown Power’s portfolio inclusive of both operating assets and assets under development is 11.6 MW.

**Portfolio Profile**

The portfolio is comprised as follows:

June 30, 2024	Asset Allocation	# of Investments
<b>North American Mortgages</b>	<b>45.0%</b>	<b>276</b>
Direct Investment	28.1%	25
Indirect Investment into Open Fund	4.4%	110
Indirect Investment into Closed Fund	12.5%	141
<b>North American and European Commercial Loans</b>	<b>14.4%</b>	<b>106</b>
Direct Investment	1.1%	1
Indirect Investment into Open Fund	5.9%	82
Indirect Investment into Closed Fund	7.4%	23
<b>Global Maritime Loans and Assets</b>	<b>13.6%</b>	<b>213</b>
Direct Investment	9.4%	76
Indirect Investment into Closed Fund	4.2%	137
<b>Global Infrastructure Assets and Leases</b>	<b>25.7%</b>	<b>276</b>
Indirect Investment into Open Fund	5.2%	24
Indirect Investment into Closed Fund	20.5%	252
<b>Public Securities</b>	<b>1.3%</b>	<b>6</b>
Direct Public Securities	1.3%	6
<b>Total</b>	<b>100.0%</b>	<b>877</b>

The Fund is primarily invested in private debt. Please see the below Figure 9 to see the Fund’s historical asset allocation to debt.

**Figure 9. Annual Historical Debt Allocations**

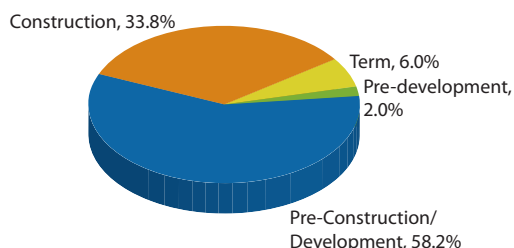
	June 2024	2023	2022	2021	2020	2019	2018	2017	2016
Mortgages	48%	48%	45%	45%	44%	46%	46%	45%	47%
Commercial Loans	15%	17%	18%	19%	27%	26%	31%	33%	29%
Maritime Debt	5%	4%	6%	7%	8%	8%	9%	6%	-
Infrastructure Operating Leases	5%	4%	4%	4%	5%	3%	-	-	-
Cash Equivalents Surplus	-	1%	-	-	-	-	-	-	-
<b>Total Debt Allocation</b>	<b>73%</b>	<b>74%</b>	<b>73%</b>	<b>75%</b>	<b>84%</b>	<b>83%</b>	<b>86%</b>	<b>84%</b>	<b>76%</b>

**North American Mortgages**



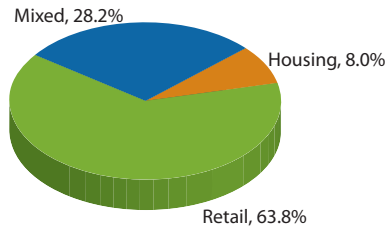
As of June 30, 2024, the mortgage portfolio consisted primarily of first mortgages, a significant component of which consists of mortgages in the Greater Toronto Area, Southwestern Ontario and Central Ontario sourced and administered by MarshallZehr<sup>2</sup>. These mortgages include a variety of infill and intensification projects with developers located in areas of increased demand. The projects span term, pre-development, development and construction stages (see Figure 10). The projects are also segmented between traditional housing, retail and mixed uses (see Figure 11). The mortgages are diversified across project types, geography, project stage and term.

**Figure 10. Mortgage portfolio breakdown by mortgage type as of June 30, 2024**





**Figure 11. Mortgage portfolio breakdown by property usage as of June 30, 2024**



Parkview Financial includes loans to developers as primarily construction loans as well as some bridge loans. The Parkview Financial portfolio is well-diversified, comprising of 46 projects, spanning 14 states and districts in America including Washington DC, Connecticut, Washington, Oregon, California, Colorado, Indiana, Alabama, Pennsylvania, North Carolina, Maryland, New Jersey, New York, and Utah. Parkview Financial issues loans with collateral property types including multi-family, land, single family residential, mixed use, office, retail and industrial. Similarly, Bridge Debt IV has continued to diversify its portfolio. Bridge Debt IV has completed 123 loans across the United States of America. Of the total 123 loans that have been made, 52.7% are located in the South, 32.1% are located in the West, 7.8% are located in the Northeast, and 7.4% are located in the Midwest of the country.

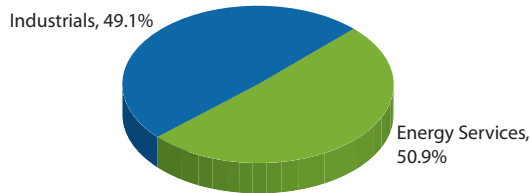
**North American and European Commercial Loans**



As depicted in Figure 12, the portfolio is diversified by sector, and comprises four commercial loans via Crown Partner Funding and direct loan investments:

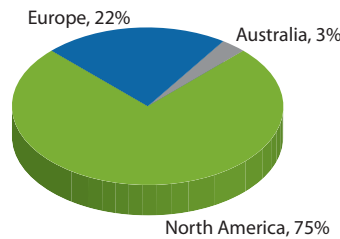
- (i) RBee Aggregate Consulting Ltd. (construction/engineering);
- (ii) Source Energy Services Inc. (frac sand supplier in hydraulic fracturing process);
- (iii) Rokstad Holdings Corporation (power line construction and maintenance services); and
- (iv) MDT Sporting Goods Ltd. (outdoor sporting goods).

**Figure 12. Commercial Loans Breakdown by Sector as at June 30, 2024**

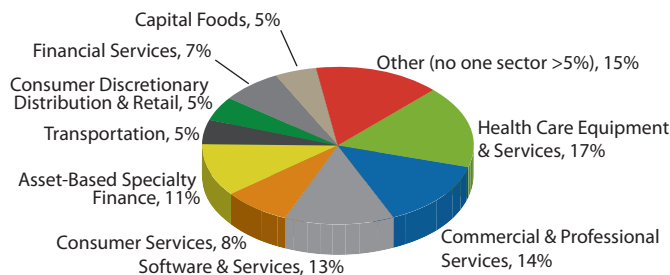


Northleaf Private Credit is building out a diversified portfolio of currently 82 senior secured loans across various geographies and sectors. Please see Figure 13 for the portfolio breakdown by geographic location and Figure 14 for portfolio breakdown by sector.

**Figure 13. Northleaf Private Credit by Geography**



**Figure 14. Northleaf Private Credit by Sector**




## Global Maritime Loan and Assets







Figure 15 illustrates a snapshot of Blue Ocean’s first portfolio as of June 30, 2024. Figure 16 illustrates a snapshot of Blue Ocean’s second portfolio as of June 30, 2024.

Figure 17 below illustrates the current asset allocation of the Maas portfolio.






**Figure 15. Portfolio Asset Allocation for the First Close of the Blue Ocean Fund**

Asset Allocation		
Segment Breakdown	AUM (USD millions)	% of Total
Tanker 	\$7.97	100%
Total	\$7.97	100%

**Figure 16. Portfolio Asset Allocation for the Second Close of the Blue Ocean Fund**

Asset Allocation		
Segment Breakdown	AUM (USD millions)	% of Total
Container 	\$9.93	22%
Dry Bulk 	\$19.40	42%
Tanker 	\$15.69	34%
Cruise 	\$1.10	2%
Total	\$46.12	100%

**Figure 17. Maas Capital Shipping B.V. Portfolio**

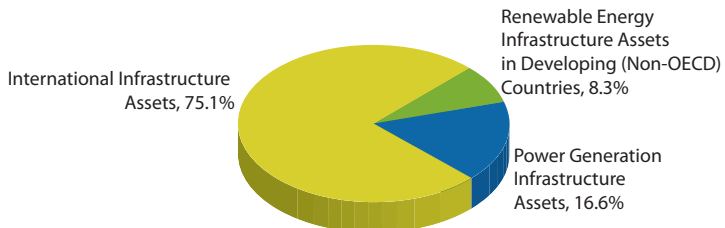
Asset Allocation	
Segment Breakdown	% of Total
Container 	9%
Dry Bulk 	39%
Tanker 	20%
LPG Carriers 	16%
Container Leasing Platform 	16%
Total	100%

## Global Infrastructure Assets and Leases



Figure 18 shows the approximate infrastructure asset class allocation within the Fund as at June 30, 2024.

**Figure 18. Approximate Infrastructure Assets and Leases by Type as at June 30, 2024**



## Risk

### Project Risk and Returns

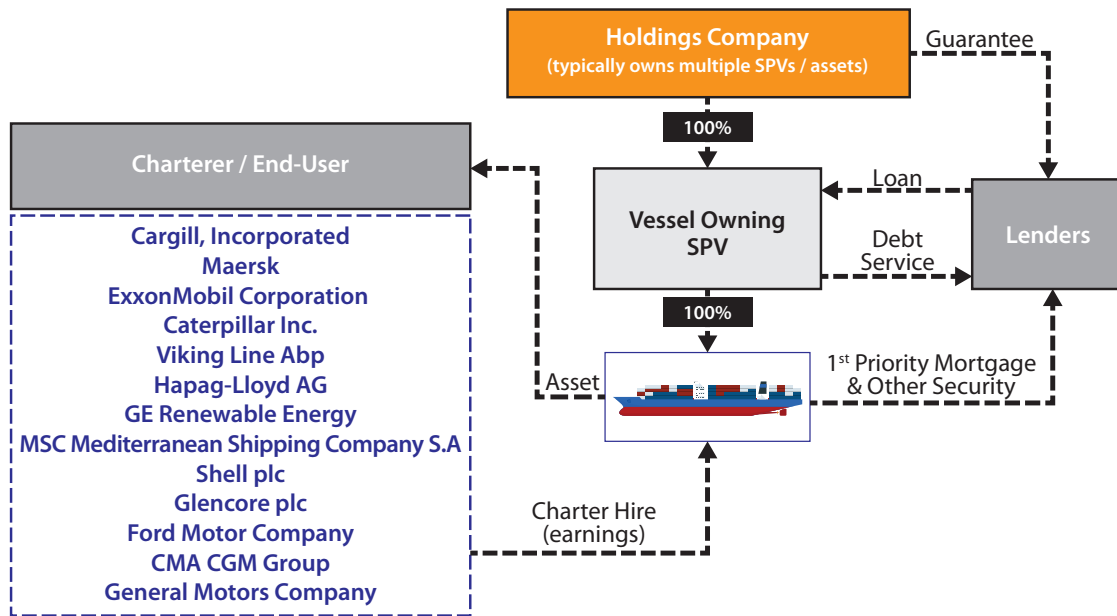
The business environment in which the Fund operates is a relatively high yield market. This market presents opportunities but not without risk. As described earlier, the holdings within the portfolio of private mortgages engage in a strategy that centers around taking on a suitable amount of project risk. The project that developers set out to accomplish is to construct or upgrade a building or complete a phase of homes. Along a timeline from beginning to completion, a project enters into different periods of time when the level of risk varies. As an example, the point in time when the Fund initiates a loan to a developer is one when zoning approvals have only been conditionally obtained for a piece of land, however full approval is expected. It is at this point in time when the lender can command a high interest rate on its funds of currently about 10% to 14% per annum since there is a quantum of due diligence required that large banks are unwilling to dedicate to relatively small developments - and this is the opportunity that the Fund captures. As the project develops and evolves where more units/homes are sold and built, the level of risk on the project reduces and as such the capital available to such a project from large banks increases and the price of this capital decreases. It is at those points in time when the Fund's more expensive capital is replaced by less expensive capital that requires a lower interest rate. The opportunity set and pricing across North American commercial loans are similar albeit the security covenants are more cash-flow centric than asset-based. As interest rates peak and then in time subside, we expect the internal rates of return (IRRs) to settle back around net 11%-12%+.

This particular strategy of providing expensive capital and executing on the development of a project is one in which the EIB's GEEREF, Crown Power, BSIP, BIF IV and BIF V all operate. GEEREF's Regional Funds and Crown Power intend to build portfolios of IEP's and then sell them at a higher price and lower risk to the purchaser. It is the aggregation of these assets in a diversified portfolio that reduce the risk of the combined portfolio and lowers the required rate of return the purchaser seeks. It is these factors that should allow GEEREF and Crown Power to generate attractive returns for investors, targeting net IRR of greater than 10%. Crown Power intends to provide operating leases by effectively owning each combined heat and power unit and leasing them back via long-term power contracts to creditworthy end-user counterparties; whereas GEEREF's A shares/B units structure provides significant downside protection and preferred returns to the B unitholders (in which the Fund invests).

By comparison, BSIP, BIF IV and BIF V will seek to capitalize on Brookfield's over 120-year history of owning and operating essential infrastructure businesses globally. BSIP, BIF IV and BIF V will invest in a portfolio of high-quality, stable infrastructure assets with a focus on the utilities, energy, renewable power, data infrastructure and transportation sectors where Brookfield has established operating expertise. BIF IV and BIF V will target a gross IRR of approximately 13%+, a net IRR of 10%+ and an average current yield of 5% to 9%.

Exposure to global maritime assets is likely to be more cyclical than infrastructure but similar to commercial loans and so will be driven by opportunistically favourable deals due in part to a dearth of competition, so enabling loan pricing of currently 9% to 14% per annum.

**Figure 19. Illustrative Example of Maritime Single Asset Recourse Financing**

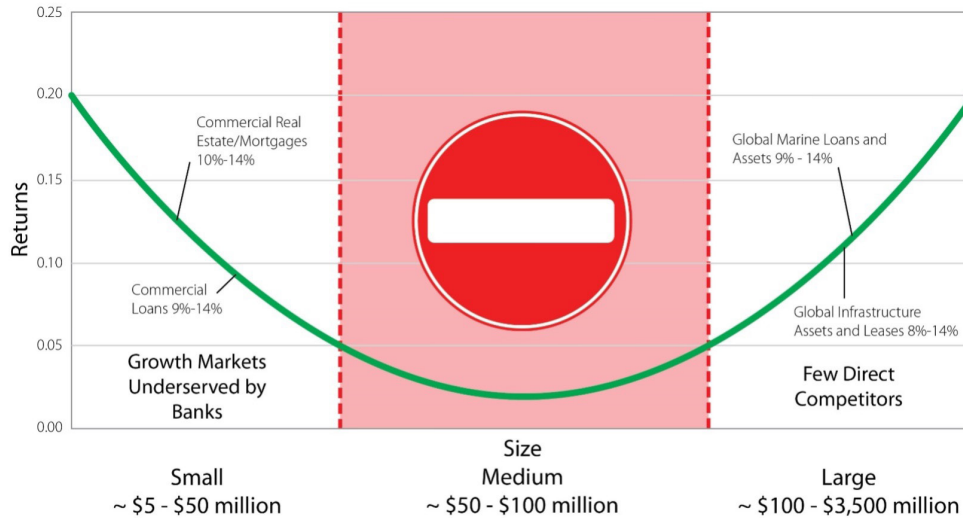


A key consideration to our seeking exposure to all four pillars: mortgages, commercial loans, maritime assets and infrastructure, is our belief that such diversification lowers the correlation of risk to other major asset classes including publicly traded asset classes, thereby enhancing the attractiveness of the Fund's risk-adjusted returns.

Figure 20 shows the expected returns of the different investments along the y-axis and the size of the underlying investment entity along the x-axis. This illustrates that we target to invest in growth markets that are under served by banks or invest in areas where there are few direct competitors. The scope of investments that range in between these two types of opportunities are likely an area where we would typically not invest since we would expect to receive lower returns due to competition.



**Figure 20. Targeted Returns in a Competitive Framework**



*These dollar sizes are general/approximate ranges. The size of a business may be relative to the size and shape of the industry it is in, whether the industry is growing or mature and whether there are a few large or many small competitors. As such, the ranges depicted are very approximate.*

The target returns illustrated in Figure 20 is illustrated net of the fees that the Fund pays to the mortgage administrator and Specialty Investment Managers. The four pillars of assets are listed in Figure 21, which highlights an approximated range of the management fees and performance fees that we have agreed to pay in recognition of contribution to performance and/or sourcing the deals. Our approach has been to setup the fee structure such that the Fund will generally only pay performance fees after its distribution and return targets have been achieved with the performance, net of fees, published on the website.

**Figure 21. Fees Profile**

Security	Management Fee per annum	Performance Fee	Hurdle Rate
North American Mortgages	0.54% - 1.50%	0% - 20%	0% - 8%
North American and European Commercial Loans	0.35% - 1.50%	0% - 20%	0% - 8%
Global Maritime Loans and Assets	1.50%	15%	6%
Global Infrastructure Assets and Leases	0.925% - 1.50%	0% - 20%	0% - 10%

**Credit risk**

Credit risk is the risk of suffering financial loss should any of the borrowers fail to fulfill their contractual obligations. Credit risk is managed by adhering to the investment and operating policies, as set out in the Fund’s offering documents. This includes the following policies:

- The majority of mortgages are generally expected to be written for terms of 6 to 36 months and supported by commercial liability insurance and by personal or corporate guarantees.
- The portfolio of mortgages are generally expected to be written for principal amounts at the time of commitment (together with the principal balance outstanding on prior mortgages if applicable), not exceeding 75% of the determined value of the underlying property securing the mortgage.
- Such mortgage risks are further mitigated by ensuring a comprehensive due diligence process is conducted on each mortgage prior to funding. This process generally includes, but is not limited to, reviewing legal documentation, independent appraisers’ valuations and credit checks and financial statement reviews on prospective borrowers.
- The portfolio of commercial loans are generally expected to be first and second lien senior loans and mezzanine debt of one to ten years with amortization and so with terms being between one to seven years, although some may be a much longer duration while bridge loans would typically be less than one year.

We believe that strong management, real cash flow, controlled balance sheet leverage and the ability, either directly or indirectly, to negotiate the appropriate entry price point are the primary drivers of value creation.

In selecting EnTrust Global as a Specialty Investment Manager of maritime assets, we reviewed the experiences and expectations of the senior team managing Blue Ocean and agreed with their analysis of opportunities to exploit twin dislocations in the shipping and European banking sectors by serving as an alternative source of liquidity to companies as traditional lenders reduce their activities. Both the Manager and EnTrust Global believe that current financing opportunities in the shipping sector come with contractual downside protection given low to moderate loan-to-ship values, historically low asset values and first lien, senior security structures.

The success of any investment is subject to several risks but various credit enhancements (outside of the standard security packages including first priority mortgages over the underlying assets) are included in maritime debt transactions such as: financial covenants, corporate guarantees, insurance proceeds which cover more than the full value of outstanding loans and collateral assets which are fungible and readily saleable, allowing

for maximum recovery in a worst-case scenario. Structures generally deleverage at a pace which is faster than the underlying depreciation of the asset, building equity, and are covered by scrap steel valued at approximately 50% through to maturity (assuming five-year duration).

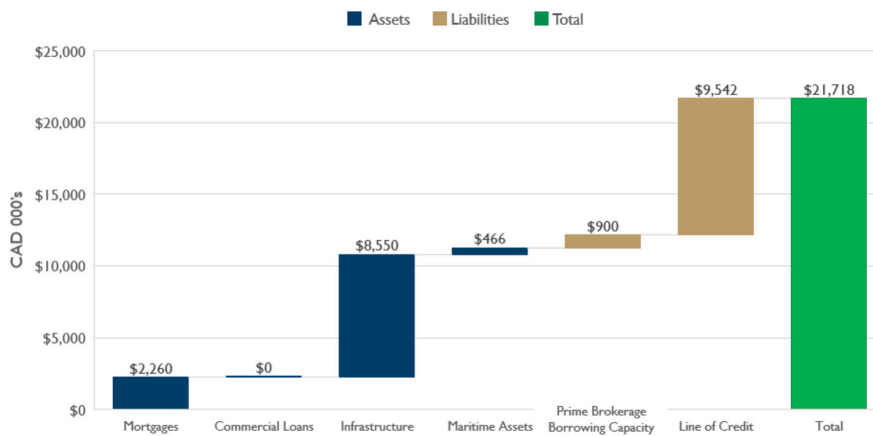
**Liquidity**

The liquidity of the Fund is an important consideration that we take into account when we conduct portfolio asset allocation. It is of utmost importance that the Fund is able to meet its financial liabilities as they come due. The Fund continually balances the desire to earn the illiquidity premium on private asset classes and avoid engaging in forced selling of private assets in order to meet near term liabilities. As discussed earlier, we look at the Fund through the lens of the four pillars of assets, namely North American Mortgages, North American and European Commercial Loans, Global Maritime Loans and Assets and Global Infrastructure Assets and Leases.

The Partnership may from time to time borrow from a bank, prime broker, the Manager or its affiliates but such borrowings are subject to the restriction that they will not exceed 25% of the total assets of the Partnership as detailed in the offering memorandum. The Partnership may borrow in U.S. dollars but holds cash and cash equivalents as collateral in Canadian dollars in order to hedge portfolio positions held in U.S. dollars. The Partnership also actively manages borrowings from a bank credit facility. The total leverage of the Fund (including preferred units) is 6.4% net of cash equivalents as at June 30, 2024 (December 31, 2023: 3.17%). All of the Fund’s Specialty Investment Managers have the capacity to borrow.

The Fund has various options to access liquidity should it need time to access certain amounts of capital over a three-month to 12-month time horizon. Liquidity options for the Fund include redeeming specific investments that have been made, maturing loans within the Fund and the ability to borrow. Figure 22 provides a breakdown of the liquidity options available to the Fund.

**Figure 22. Available Liquidity as of June 30, 2024<sup>4</sup>**



The assets within the portfolio generate cash distributions/payments on monthly and quarterly intervals. Based on target distribution rates and interest payments, we currently expect to receive approximately \$0.76 million in monthly payments. Investors within the Fund can elect to receive their monthly distributions in cash or have them reinvested. Approximately 94% of the monthly liquidity received has been used to meet monthly cash distributions that the Fund pays and the remaining portion can be used to fund additional investments and/or meet other financial liabilities that may come due.

**Impairment of Financial assets**

On a monthly basis, we assess whether there is objective evidence that mortgages administered by MarshallZehr are impaired, having occurred after the initial recognition of the asset and prior to the period-end that have adversely impacted the estimated future cash flows of the asset. The criteria that we use to determine that there is objective evidence of an impairment loss include: significant financial difficulty of the borrowing entity; a breach of contract; and we, as lender, for economic or legal reasons relating to the borrower’s financial difficulty, grant (directly or indirectly) to the borrower a concession that the lender would not otherwise consider.

Non-performing loans and the resolution of such loans are a normal, ongoing part of the business. In general, loan pricing takes into account the fact that a small percentage of loans will have a period of non-performance. While all Specialty Investment Managers aim to collect all indebtedness on mortgages and loans respectively, there are instances where borrowers encounter circumstances when the collection and/or timing of principal repayments and interest payments becomes unclear. For these non-performing loans, interest accrued into revenues is discounted, if such loans are partly performing, or eliminated, if such loans are not performing, thereby resulting in a lower return on the portfolio. Resolving non-performing loans to maximize value is not typically an expedient process and takes patience, experience and capital.

As at June 30, 2024, we recognized that 18 mortgages administered by MarshallZehr have objective evidence of financial difficulty and from the date of recognition, classified these mortgages as non-performing loans, with their mortgage interest accrued into revenue being discounted by way of creating a specific allowance. More details are provided in the section below entitled Measurement of Credit Risk via Expected Credit Loss (ECL). MarshallZehr has been engaged in the recovery processes although we are seeking much more timely updates and the appointment of receivers when deemed complex and/or necessary to expedite recovery. Initially, mortgage loans through MarshallZehr are valued at amortized cost (principal plus accrued interest less an allowance for expected credit losses), which approximates their fair value due to their short-term nature.

Bridge as manager of Bridge Debt IV has a portfolio of 141 loans that includes four defaulted loans. Two of the four defaulted loans are real estate owned assets, namely the Historic Bank Block (Office) in downtown Portland, Oregon and Landings at Northpointe (Multifamily) in Houston, Texas. For the Historic Bank Block, Bridge continues to evaluate the possibility of converting the asset to residential but in the interim have received some short-term leasing interest. Landings at Northpointe is in the process of being re-stabilized after mismanagement by the previous borrower. There are also some

fire damaged units at the asset that will be put back online soon. Bridge plans to stabilize the asset and then sell it. The net exposure to Bridge Debt IV in total is about \$36 million or 0.73% of the overall gross asset value.

The other two loan defaults in the portfolio are both multifamily loans in K-series deals. Raintree Apartments is in Houston, Texas and Westbridge Apartments is in Little Rock and in both cases the special servicer for the trust is in communication with the borrowers about next steps. Looking ahead, Bridge believes the high rate environment could continue to stress multifamily loans but Bridge believes defaults will be largely driven by lack of borrower liquidity rather than true value deterioration of the collateral. Bridge expects loss severities to be very modest (or zero) as Bridge re-underwrites its entire portfolio every quarter and are not seeing any indications in the multifamily portfolio that would foreshadow significant loan losses.

Parkview as manager of Parkview Financial completes mortgage loans, which are valued at amortized cost (principal plus accrued interest less an allowance for expected credit losses), which approximates their fair value as well. Parkview is aware of six loans within the portfolio that are in default. These properties are either now owned by Parkview Financial or are being put through a foreclosure process to recoup the outstanding loan proceeds or to gain ownership of the property. Parkview expects that these six loans will be fully recovered.

Crown Capital and Crown Credit, as Specialty Investment Managers, conducts their own quarterly review of the loans it manages and provides us with that assessment. Private securities are valued based upon the value of the underlying components. For example, an investment made by Crown Capital and Crown Credit that includes both debt and equity will value the debt component as one security and the equity component as a second security. Upon inception of an investment, the two components shall be equal to the consideration provided by Crown Capital and Crown Credit exclusive of market rate financing fees and transaction expenses.

The loan component will be valued by a discounted cash flow method taking into account current market interest rates and other spread premiums. The discount rate shall be the sum of the following components:

- (i) Benchmark yield: For Canadian loans, this is the on-the-run Government of Canada bond with equivalent duration. For U.S. loans, this is the on-the-run U.S. Treasury bond with equivalent duration.
- (ii) Credit spread: This is the Canadian or U.S. 'BBB' rated corporate spread index of equivalent duration.
- (iii) Excess credit spread: This is determined by Crown Capital and Crown Credit at the inception of the loan and fluctuates over time as these spreads are observed by Crown in the marketplace.
- (iv) Excess illiquidity spread: This is determined by Crown Capital and Crown Credit at the inception of the loan and fluctuates over time as these spreads are observed by Crown Capital and Crown Credit in the marketplace.

Crown Capital and Crown Credit conduct internal valuations monthly and provides these valuations to us ordinarily within about five business days after the month end.

Brookfield, Bridge, Incus, Sagard and Northleaf, as Specialty Investment Managers, provide quarterly fair valued NAV per unit and quarterly performance and fund updates.

- Brookfield's BSIP uses KPMG as its independent third party valuator.
- Incus uses Kroll Inc. as its independent third party valuator.
- Sagard uses Lincoln International as its independent third party valuator. They are an industry leader in valuations for major credit funds.
- Northleaf's Northleaf Private Credit uses IHS Markit Ltd. as its external valuation agent.
- EnTrust Global's Blue Ocean uses Citco Fund Services (Ireland) Limited to act as an external valuation agent to fair value Level 1 and certain Level 2 securities of Blue Ocean (for an explanation of Fair Value Levels 1, 2 and 3, please refer to the Notes to the Financial Statements). Level 3 securities, being mainly the loans, lease portfolios and similar investments within Blue Ocean will be valued by EnTrust Global with the assistance of one or more specialist maritime pricing providers, in accordance with fair value accounting principles. Under U.S. Accounting Standards Codification 820 Fair Value Measures and Disclosures, EnTrust Global is required to fair value including an impairment/expected credit loss.
- The third-party valuation firm for the Blue Ocean Maas portfolio is Marsoft Inc. Marsoft Inc. is responsible for calculating valuations on a quarterly basis.

#### Measurement of Credit Risk via Expected Credit Loss (ECL)

At least annually, we will estimate the ECL attributable to the portfolio of mortgages administered by MarshallZehr based on probabilities of inherent losses that are yet unidentified. The approach adopted is 'Expected Credit Loss', a methodology which performs a quantitative calculation of the ECL to arrive at a probable quantitative value of the overall ECL. This methodology is similar to regulatory capital calculations already employed by banks and so represents the industry's regulatory standard. The principal objective of credit risk measurement is to produce the most accurate possible quantitative assessment of the credit risk to which the portfolio of mortgages (and separately loans) is exposed, from the level of individual borrowers up to the total portfolio. The key building blocks of this process are:

- probability of default (PD);
- loss given default (LGD); and
- exposure at default (EAD).

For example, the portfolio of mortgages can assign an ECL over the next 12 months to each borrower by multiplying these three factors. A PD is calculated by assessing the credit quality of borrowers. For illustration purposes, suppose a borrower has a 8% probability of defaulting over a 12-month period. The EAD is our estimate of what the outstanding balance will be if the borrower does default. Suppose the current balance is \$100,000, our models might predict a rise to \$110,000 by the time the borrower defaults. Should borrowers default, some part of the exposure is usually recovered. The part that is not recovered, together with the costs associated with the recovery process, comprise the LGD, which is expressed as a percentage of

EAD. Suppose the LGD in this case is estimated to be 25%, the ECL for this borrower is then calculated as  $8\% \times \$110,000 \times 25\%$  which is \$2,200 (i.e. 2.0% of the outstanding balance).

To calculate PD, the Manager assesses the credit quality of borrowers and utilizes publicly available risk default data to help determine one-year probabilities of default and lifetime probabilities of default. When assessing EAD, the portfolio anticipates mortgages to be fully drawn and for the purposes of assessing the LGD, the portfolio makes adjustments to account for the increased losses experienced under downturn conditions.

Based on this ECL methodology, we have conducted regular assessments and have assigned an ECL/collective loan loss provision attributable to the mortgage portfolio holdings, administered by MarshallZehr and Parkview. As at June 30, 2024, we have assigned an overall rate of 0.47% on the outstanding balances in the mortgage portfolio (less any balances that include a specific provision). Based on this ECL methodology, we have assigned a rate of 1.13% on the \$1.64 million direct commercial loan to MDT Sporting Goods Ltd.

In the ECL for mortgages, we recognize that such related losses have yet to be identified. As described further in the notes to these financial statements, mortgages are classified into three categories, Stage 1 - Performing, Stage 2 - Non-Performing and Stage 3 - Impaired. The difference between a Stage 1 and a Stage 2 loan is that a Stage 2 loan is one in which there has been a significant increase in credit risk since inception of the loan. In other words, the probability of default on the loan significantly increased since the loan was first made and based on information available to the Manager, a specific impairment may be placed on the mortgage. Once a loan is classified as Stage 2 and is showing some impairment, the ECL/collective loan loss provision is amended and the lifetime expected credit losses are calculated on the whole life of the loan instead of the one-year expected credit losses that are calculated for Stage 1 loans. An increase in the PD does not mean that a default has occurred or that we have identified a situation that makes a default certain in the future. This means that a higher value is used for the PD value compared to the example that was used above. Please refer to the notes to these financial statements for further details on Staging.

With the exception of Parkview, the Specialty Investment Managers classify their funds as at fair value through profit and loss. We believe our approach towards ECLs is in harmony with IFRS Accounting Standards and IFRS 9, which became effective January 1, 2018, namely, that we are setting aside collective provisions on performing and 'watch listed' loans, so establishing coverage of credit risk based on expected losses.

## Thank You

The last few years have been challenged with the impact of living in the era of the COVID-19 pandemic followed by escalating inflation and interest rates with Central Banks now deliberating on when to begin lowering those rates. As the Fund now enters its second decade, it has attracted over 3,000 investors. Collectively, you enable us to continue to prioritize the monthly distribution while maintaining an attractive allocation of capital to the four pillars of assets. Whether you have been investing with us for many years or just recently, we want to thank you for placing your savings and trust in the Fund. We look forward to continuing to partner with you and help you achieve your financial goals.

## Notes

*Sources: Unless noted, information has been compiled from various sources including corporate documents, press releases, annual reports, offering documents and public news articles of underlying investment funds and Specialty Investment Managers, Thomson Reuters and company websites.*

*Certain statements included in this Commentary constitute forward-looking statements, including those identified by the expressions "anticipate," "believe," "plan," "estimate," "expect," "intend" and similar expressions to the extent they relate to the Fund or Partnership. These forward-looking statements are not historical facts, but reflect the current expectations of the portfolio management team regarding future results or events of the Fund or Partnership. These forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. The portfolio management team has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, except as required by securities legislation.*

*Certain research and information about specific holdings in the Fund or Partnership, including any opinion, is based upon various sources believed to be reliable, but it cannot be guaranteed to be current, accurate or complete. It is for information only, and is subject to change without notice.*

*1. Inception dates of each series are as follows: Series A February 28, 2013, Series F January 7, 2013, Series AP December 31, 2018 and Series FP June 29, 2018.*

*2. MarshallZehr Group Inc. Mortgage Administration #11955 Mortgage Brokerage #12453*

*3. The Canadian Hedge Fund Awards are based solely on quantitative performance data of Canadian hedge funds with Fundata Canada managing the collection and tabulation of the data to determine the winners. There is no nomination process or subjective assessment in identifying the winning hedge funds. The 2018 awards were based on 207 Canadian hedge funds to June 30th, 2018; the 2019 awards were based on 197 Canadian hedge funds to June 30th, 2019; the 2020 awards were based on 221 Canadian hedge funds to June 30th, 2020, the 2021 awards are based on 226 Canadian hedge funds to June 30, 2021, and the 2022 awards are based on 234 Canadian hedge funds to June 30, 2022. The 2023 awards are based on 264 Canadian hedge funds to June 30, 2023. The Sharpe ratio is a measure for calculating risk-adjusted returns. The Sharpe ratio is the portfolio return in excess of the risk-free rate divided by the volatility of the portfolio.*

*4. Remaining term as of breakdown date for mortgages and commercial loan*

## Management's Responsibility for Financial Reporting

The accompanying financial statements of Portland Private Income Fund (the Fund) and Portland Private Income LP (the Partnership) (collectively the Funds) have been prepared and approved by Portland Investment Counsel Inc. (the Manager) in its capacity as the manager of the Funds. The Manager is responsible for the information and representations contained in these financial statements. The Board of Directors of general partner of the Partnership, Portland General Partner (Ontario) Inc., and the Board of Directors of the Manager, in its capacity as trustee of the Fund, approved these financial statements.

The Manager maintains appropriate processes to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with IFRS Accounting Standards as published by the International Accounting Standards Board (IASB) and include certain amounts that are based on estimates and judgments. The material accounting policies which management believes are appropriate for the Funds are described in note 3 to each of these financial statements.

*"Michael Lee-Chin"*

**Michael Lee-Chin**  
**Director**  
**August 28, 2024**

*"Shannon Taylor"*

**Shannon Taylor**  
**Chief Financial Officer**  
**August 28, 2024**

These financial statements have not been reviewed by an independent auditor

## Statements of Financial Position (Unaudited)

	As at June 30, 2024	As at December 31, 2023
<b>Assets</b>		
Cash and cash equivalents	\$ 178	\$ 1,541,730
Margin accounts (note 11)	86,892	13,912
Subscriptions receivable	5,570	792,179
Receivable for investments sold	2,470,600	-
Interest receivable	854,820	753,928
Dividends receivable	-	108
Investments (note 5)	157,572,894	187,230,784
Investments - pledged as collateral (note 5 and 11)	-	174,040
	160,990,954	190,506,681
<b>Liabilities</b>		
Management fees payable (note 8)	876,734	370,430
Expenses payable	682,424	313,163
Redemptions payable	911,603	138,834
Distributions payable	814,274	712,774
Organization expenses payable (note 10)	1,933	1,933
Derivative liabilities	-	2,430
	3,286,968	1,539,564
<b>Net Assets Attributable to Holders of Redeemable Units</b>	\$ 157,703,986	\$ 188,967,117
<b>Net Assets Attributable to Holders of Redeemable Units Per Series</b>		
Series AP	248,146	250,660
Series FP	2,804,781	4,085,440
Series A	26,540,309	31,129,643
Series F	128,106,780	153,496,886
Series O	3,970	4,488
	\$ 157,703,986	\$ 188,967,117
<b>Number of Redeemable Units Outstanding (note 6)</b>		
Series AP	24,815	25,066
Series FP	280,478	408,544
Series A	704,185	695,259
Series F	3,249,864	3,283,586
Series O	107	102
<b>Net Assets Attributable to Holders of Redeemable Units Per Unit</b>		
Series AP	\$ 10.00	\$ 10.00
Series FP	\$ 10.00	\$ 10.00
Series A	\$ 37.69	\$ 44.77
Series F	\$ 39.42	\$ 46.75
Series O	\$ 37.10	\$ 44.00

Approved by the Board of Directors of Portland Investment Counsel Inc.

*"Michael Lee-Chin"*

Director

*"Shannon Taylor"*

Director

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

## Statements of Comprehensive Income (Loss) (Unaudited)

For the periods ended June 30,	2024	2023
<b>Income</b>		
Securityholder redemption fees	\$ 18,533	\$ 1,564
Net gain (loss) on investments		
Dividends	1,771	-
Interest for distribution purposes	843,857	291,354
Net realized gain (loss) on investments	3,251,293	(37,966)
Net realized gain (loss) on options	4,612	43,519
Change in unrealized appreciation (depreciation) on investments and derivatives	(21,159,695)	7,835,839
	<u>(17,039,629)</u>	<u>8,134,310</u>
<b>Other income</b>		
Foreign exchange gain (loss) on cash and other net assets	(1,508)	(4,989)
<b>Total income (loss)</b>	<u>(17,041,137)</u>	<u>8,129,321</u>
<b>Expenses</b>		
Impairment (gain) loss (note 5)	2,608,877	179,570
Management fees (note 8)	512,731	552,252
Bad debt - mortgages (note 5)	290,030	-
Service fees (note 8)	173,598	173,573
Mortgage administration fees	119,932	34,518
Securityholder reporting costs	118,305	113,065
Legal fees	66,219	113
Audit fees	7,643	5,165
Independent review committee fees	1,228	1,176
Custodial fees	1,180	2,833
Transaction costs	492	1,848
Bank charges	253	1,100
Withholding tax expense	-	233
<b>Total operating expenses</b>	<u>3,900,488</u>	<u>1,065,446</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>	<u>\$ (20,941,625)</u>	<u>\$ 7,063,875</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series</b>		
Series AP	\$ 4,648	\$ 4,218
Series FP	\$ 75,939	\$ 108,636
Series A	\$ (3,766,770)	\$ 990,490
Series F	\$ (17,254,924)	\$ 5,960,356
Series O	\$ (518)	\$ 175
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit</b>		
Series AP	\$ 0.18	\$ 0.18
Series FP	\$ 0.23	\$ 0.23
Series A	\$ (5.37)	\$ 1.50
Series F	\$ (5.25)	\$ 1.83
Series O	\$ (4.97)	\$ 1.86

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

## Statements of Changes in Net Assets Attributable to Holders of Redeemable Units (Unaudited)

For the periods ended June 30,	2024	2023
<b>Net Assets Attributable to Holders of Redeemable Units at Beginning of Period</b>		
Series AP	\$ 250,660	\$ 193,937
Series FP	4,085,440	5,746,508
Series A	31,129,643	30,231,155
Series F	153,496,886	155,411,852
Series O	4,488	4,285
	<u>188,967,117</u>	<u>191,587,737</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>		
Series AP	4,648	4,218
Series FP	75,939	108,636
Series A	(3,766,770)	990,490
Series F	(17,254,924)	5,960,356
Series O	(518)	175
	<u>(20,941,625)</u>	<u>7,063,875</u>
<b>Distributions to Holders of Redeemable Units</b>		
From net investment income		
Series AP	(4,648)	(4,218)
Series FP	(75,939)	(108,636)
Series A	(1,226,723)	(1,321,782)
Series F	(6,624,478)	(7,329,196)
Series O	(221)	(223)
<b>Net Decrease from Distributions to Holders of Redeemable Units</b>	<u>(7,932,009)</u>	<u>(8,764,055)</u>
<b>Redeemable Unit Transactions</b>		
Proceeds from redeemable units issued		
Series AP	2	49,000
Series FP	15	-
Series A	283,581	1,842,240
Series F	2,812,524	10,163,018
Series O	-	-
	<u>3,096,122</u>	<u>12,054,258</u>
Reinvestments of distributions		
Series AP	4,104	3,674
Series FP	30,361	55,514
Series A	597,509	716,958
Series F	3,204,496	3,712,525
Series O	221	223
	<u>3,836,692</u>	<u>4,488,894</u>
Redemptions of redeemable units		
Series AP	(6,620)	-
Series FP	(1,311,035)	(1,427,896)
Series A	(476,931)	(730,416)
Series F	(7,527,724)	(3,974,850)
Series O	-	-
	<u>(9,322,310)</u>	<u>(6,133,162)</u>
<b>Net Increase (Decrease) from Redeemable Unit Transactions</b>	<u>(2,389,497)</u>	<u>10,409,990</u>
<b>Net Assets Attributable to Holders of Redeemable Units at End of Period</b>		
Series AP	248,146	246,611
Series FP	2,804,781	4,374,127
Series A	26,540,309	31,728,645
Series F	128,106,780	163,943,705
Series O	3,970	4,460
	<u>\$ 157,703,986</u>	<u>\$ 200,297,548</u>

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



## Statements of Cash Flows (Unaudited)

For the periods ended June 30,	2024	2023
<b>Cash Flows from Operating Activities</b>		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ (20,941,625)	\$ 7,063,875
Adjustments for:		
Net realized (gain) loss on investments	(3,251,293)	37,966
Net realized (gain) loss on options	(4,612)	(43,519)
Change in unrealized (appreciation) depreciation on investments and derivatives	21,159,695	(7,835,839)
Unrealized foreign exchange (gain) loss on cash	(143)	21
Impairment (gain) loss	2,608,876	179,570
(Increase) decrease in interest receivable	(100,892)	(2,533,450)
(Increase) decrease in dividends receivable	108	1,396
Increase (decrease) in management fees and expenses payable	875,565	285,994
Increase (decrease) in organization expenses payable	-	(2,185)
Purchase of investments	(663,240)	(872,979)
Proceeds from sale of investments	7,509,474	337,933
<b>Net Cash Generated (Used) by Operating Activities</b>	<b>7,191,913</b>	<b>(3,381,217)</b>
<b>Cash Flows from Financing Activities</b>		
Change in margin cash	(72,980)	155,584
Distributions to holders of redeemable units, net of reinvested distributions	(3,993,817)	(4,260,035)
Proceeds from redeemable units issued (note 3)	3,772,784	12,934,299
Amount paid on redemption of redeemable units (note 3)	(8,439,594)	(6,075,510)
<b>Net Cash Generated (Used) by Financing Activities</b>	<b>(8,733,608)</b>	<b>2,754,338</b>
Net increase (decrease) in cash and cash equivalents	(1,541,695)	(626,879)
Unrealized foreign exchange gain (loss) on cash	143	(21)
Cash and cash equivalents - beginning of period	1,541,730	1,179,963
<b>Cash and cash equivalents - end of period</b>	<b>178</b>	<b>553,063</b>
<b>Cash and cash equivalents comprise:</b>		
Cash at bank	\$ 178	\$ 4,014
Short-term investments	-	549,049
	\$ 178	\$ 553,063
<b>From operating activities:</b>		
Interest received, net of withholding tax	\$ 742,965	\$ -
Dividends received, net of withholding tax	\$ 1,879	\$ 1,163
<b>From financing activities:</b>		
Interest paid	\$ 268	\$ -
Distributions paid	\$ 3,993,817	\$ 4,260,035

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

## Schedule of Investment Portfolio (Unaudited)

as at June 30, 2024

No. of Units	Description	Average Cost	Fair Value/ Amortized Cost	% of Net Assets Attributable to Holders of Redeemable Units
<b>EQUITIES - COMMON</b>				
<b>United States</b>				
8,000	Altice USA, Inc.	\$ 75,304	\$ 22,327	
14,000	Lumen Technologies, Inc.	68,329	21,068	
	<b>Total equities - common</b>	<u>143,633</u>	<u>43,395</u>	-
<b>UNDERLYING FUNDS</b>				
<b>Canada</b>				
1,441,498	Portland Private Income LP Class B	103,000,456	155,522,208	98.6%
	<b>Total underlying funds</b>	<u>103,000,456</u>	<u>155,522,208</u>	<u>98.6%</u>
<b>MORTGAGES</b>				
<b>Canada</b>				
	Private Mortgage Loans (note 5)*	6,095,069	2,007,291	1.3%
	<b>Total mortgages</b>	<u>6,095,069</u>	<u>2,007,291</u>	<u>1.3%</u>
	<b>Total investment portfolio</b>	109,239,158	157,572,894	99.9%
	Transaction costs	(72)	-	-
		<u>\$ 109,239,086</u>	<u>157,572,894</u>	<u>99.9%</u>
	Other assets less liabilities		131,092	0.1%
	<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS</b>		<u>\$ 157,703,986</u>	<u>100.0%</u>

\*Reported at amortized cost

## 1. GENERAL INFORMATION

Portland Private Income Fund (the Fund) is an open-ended investment fund established under the laws of the Province of Ontario as a trust pursuant to an amended and restated master declaration of trust dated as of December 13, 2013, as amended thereafter and as may be amended and restated from time to time. On March 21, 2024, the offering memorandum was amended and restated. The formation date of the Fund was December 17, 2012 and inception date was January 7, 2013. Portland Investment Counsel Inc. (the Manager) is the Investment Fund Manager, Portfolio Manager and Trustee of the Fund. The head office of the Fund is 1375 Kerns Road, Suite 100, Burlington, Ontario L7P 4V7. These financial statements were authorized for issue by the Board of Directors of the Manager on August 28, 2024. The financial statements of Portland Private Income LP (the Partnership) are included in Appendix A and are to be read in conjunction with these financial statements.

The Fund offers units to the public on a private placement basis under an offering memorandum. The investment objectives of the Fund are to preserve capital and provide income and above average long-term returns. Although the Fund intends to achieve its investment objective by investing all, or substantially all, of its net assets in the Partnership, the Manager may from time to time determine that the investment objective of the Fund can be best achieved through direct investment in underlying securities and/or investment in other pooled investment vehicles. To the extent the Fund makes direct investments, it will apply the investment strategies of the Partnership. The investment objective of the Partnership is to preserve capital and provide income and above average long-term returns by investing primarily in a portfolio of private debt securities.

The statements of financial position and schedule of investment portfolio of the Fund are as at June 30, 2024 and December 31, 2023. The statements of comprehensive income (loss), changes in net assets attributable to holders of redeemable units and cash flows of the Fund are for the six-month periods ended June 30, 2024 and June 30, 2023.

## 2. BASIS OF PRESENTATION

These financial statements have been prepared in compliance with IFRS Accounting Standards (IFRS) as published by the International Accounting Standards Board (IASB). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss (FVTPL).

## 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

### Financial instruments

#### (a) Classification

The Fund classifies financial assets based on the business model used for managing such financial assets and the contractual cash flow characteristics of those financial assets. The Fund may be divided into sub-portfolios that have different business models. Where contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI test), the financial asset will be classified as a financial asset at amortized cost.

The Fund recognizes financial instruments at fair value upon initial recognition, inclusive of transaction costs in the case of financial instruments not measured at FVTPL. Purchases and sales of financial assets are recognized as at their trade date. The Fund classifies its investment in equities and fixed income securities as financial assets or financial liabilities at FVTPL. Other investment funds (the Partnership) held by the Fund do not meet the SPPI test and therefore have been classified as financial assets at FVTPL.

All other financial assets and liabilities are recognized at amortized cost and are reflected at the amount required to be paid, discounted to reflect the time value of money when appropriate.

The Fund's obligation for net assets attributable to holders of redeemable units does not meet the criteria for equity treatment and therefore is presented as a liability on the statement of financial position. The Fund has classified its obligation for net assets attributable to holders of redeemable units as a financial liability at FVTPL.

The Fund's accounting policies for measuring the fair value of its investments are similar to those used in measuring net asset value (NAV) for unitholder transactions; except for items attributable to a difference in the valuation methodology applied under IFRS for trading purposes or differences in the month end NAV and financial statement date. Organization expenses are deductible from the NAV over a five-year period commencing at such time as the Manager shall determine and such expenses were fully deductible in the first year of operations under IFRS. There is a comparison of NAV per unit and net assets attributable to holders of redeemable units per unit within note 12.

Financial assets and liabilities may be offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Fund may enter into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy, certain events of default or termination of the contracts.

#### (b) Recognition, de-recognition and measurement

Purchases and sales of financial assets are recognized on their trade date - the date on which the Fund commits to purchase or sell the investment. Financial assets and liabilities are initially recognized at fair value. Transaction costs incurred to acquire financial assets at FVTPL are expensed as incurred in the statement of comprehensive income (loss). Subsequent to initial recognition, all financial assets and liabilities at FVTPL are measured at fair value. Unrealized gains and losses arising from changes in fair value of the FVTPL category are presented in the statements of comprehensive income (loss) within 'Change in unrealized appreciation (depreciation) on investments and derivatives' in the period in which they arise. Financial assets at amortized cost are subsequently measured at amortized cost. Transaction costs incurred on financial assets or liabilities at amortized cost are amortized over the life of the asset or liability.

Financial assets are de-recognized when the rights to receive cash flows have expired or the Fund has transferred substantially all the risks and rewards of ownership. Upon disposal, the difference between the amount received and the average cost to acquire the financial asset (for financial assets at FVTPL) or the amortized cost (for financial assets at amortized cost) is included within 'Net realized gain (loss) on investments' and 'Net realized gain (loss) on options' in the statements of comprehensive income (loss).

Amounts receivable or payable with respect to derivative transactions, including premiums or discounts received or paid, are included in the statements of financial position under 'Derivative assets' or 'Derivative liabilities'.

When the Fund writes an option, an amount equal to fair value, which is based on the premium received by the Fund, it is recorded as a liability. When options are closed, the difference between the premium and the amount received, net of brokerage commissions, or the full amount of the premium if the option expires worthless, is recognized as a gain or loss and is presented in the statements of comprehensive income (loss) within 'Net realized gain (loss) on options'. When a written call option is exercised, the amount of gain or loss realized from the disposition of the related investment at the exercise price, plus the premiums received at the time the option was written are included in the statements of comprehensive income (loss) within 'Net realized gain (loss) on options'. When a written put option is exercised, the amount of premiums received is deducted from the cost to acquire the related investment.

Option premiums paid when the Fund purchases an option are recorded as an asset. Exchange traded options are valued at their last traded market price where the last traded market price falls within the day's bid-ask spread. In cases where the last traded price is not within the day's bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances.

Realized gains and losses relating to purchased options may arise from:

- i. Expiration of purchased options - realized losses will arise equal to the premium paid;
- ii. Exercise of the purchased options - realized gains will arise up to the intrinsic value of the option net of premiums paid; or
- iii. Closing of the purchased options - realized gains or losses will arise equal to the proceeds from selling the options to close the position, net of any premium paid.

Realized gains and losses related to options are included in 'Net realized gain (loss) on options' in the statements of comprehensive income (loss).

#### **Fair value measurement**

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. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Fund uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread and the difference is material, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. If there has been no trade, the mid-price (average bid and asking price) as of the close of the business on the reporting date is used to approximate fair value. The Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The Manager has procedures to determine the fair value of securities at FVTPL for which market prices are not readily available or which may not be reliably priced. The Partnership does not trade on an active market hence its fair value is determined using valuation techniques. The fair value is primarily determined based on the latest available price of the Partnership as reported by the administrator of the Partnership.

#### **Revenue recognition**

'Interest for distribution purposes' shown on the statements of comprehensive income (loss) represents the stated rate of interest earned by the Fund on income securities including loans and mortgages accounted for on an accrual basis, as applicable. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities. Interest receivable is shown separately in the statements of financial position based on the stated rates of interest. Dividends on equity investments and distributions on investments in Underlying Funds are recognized as income on the ex-dividend date.

#### **Impairment of financial assets**

The Manager estimates the amount of expected credit losses (ECLs) on the Fund's financial assets at amortized cost at each reporting date. The amount of the ECL is deducted from the carrying amount of investments on the statements of financial position. Changes in the ECL from the previous reporting date are included as 'Impairment (gain) loss' on the statements of comprehensive income (loss). Refer to note 5 Credit Risk for information on ECLs.

#### **Foreign currency translation**

The Fund's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the reporting date. Foreign exchange gains and losses related to assets and liabilities at amortized cost are recognized in profit and loss and are presented as 'Foreign exchange gain (loss) on cash and other net assets' on the statements of comprehensive income (loss). Realized foreign exchange gains and losses related to investments are recognized when incurred and are presented in the statements of comprehensive income (loss) within 'Net realized gain (loss) on investments' and 'Net realized gain (loss) on options'.

Unrealized exchange gains or losses on investments, including options, are included in 'Change in unrealized appreciation (depreciation) of investments and derivatives' in the statements of comprehensive income (loss).

'Foreign exchange gain (loss) on cash and other net assets' arises from sale of foreign currencies, change in foreign currency denominated loans, currency gains or losses realized between trade and settlement dates on securities transactions, and the difference between the recorded amounts of dividend, interest and foreign withholding taxes and the Canadian dollar equivalent of the amounts actually received or paid.

### Cash and cash equivalents

The Fund considers highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents. Cash is comprised of deposits with financial institutions.

### Cost of investments

The cost of investments represents the cost for each security excluding transaction costs for investments at FVTPL. On the schedule of investment portfolio, transaction costs have been deducted in aggregate from the total cost of individual investments which includes transaction costs. The premium received on a written put option is added to the cost of investments acquired when the written put option is exercised.

### Redeemable Units

The Fund is permitted to issue an unlimited number of redeemable units issuable in Series A, Series F, and/or Series O (Common Units) and Series AP and Series FP (Preferred Units), which are redeemable at the holder's option and do not have identical rights. Redeemable units can be put back to the Fund at any redemption date for cash equal to a proportionate share of the Fund's NAV attributable to the unit series. Units are redeemable monthly with 60 days' notice. Refer to Note 6 for further details on redeemable units, Common Units and Preferred Units.

The redeemable units are carried at the redemption amount that is payable at the statements of financial position date if the holder exercises the right to put the units back to the Fund.

Redeemable units are issued and redeemed at the holder's option at prices based on the Fund's NAV per unit at the time of issue or redemption. The Fund's NAV per unit is calculated by dividing the net assets attributable to the holders of each series of redeemable units by the total number of outstanding redeemable units of each respective series. Refer to note 6 for additional details on redeemable units.

### Expenses

Expenses of the Fund including management fees and other operating expenses are recorded on an accrual basis.

Transaction costs associated with investment transactions for financial assets and liabilities at FVTPL, including brokerage commissions, have been expensed on the statements of comprehensive income (loss).

### Organization expenses

Organization expenses including legal fees, time spent by the Manager to create the Fund, and registration fees associated with the formation of the Fund are recoverable from the Fund by the Manager. In 2018, organization expenses were incurred for the issuance of Preferred Units. The Fund is required to re-pay this amount to the Manager over five years commencing January 31, 2019.

### Increase (Decrease) in net assets attributable to holders of redeemable units per unit

'Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit' in the statements of comprehensive income (loss) represents the Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Series, divided by the weighted average units outstanding of that series during the reporting period.

### Distribution to Unitholders

Distributions will be made to unitholders only at such times and in such amounts as may be determined at the discretion of the Manager. The Fund will distribute sufficient net income and net realized capital gains to unitholders annually to ensure that the Fund is not liable for ordinary income taxes. All distributions by the Fund will be automatically reinvested in additional units of the Fund held by the investor at the NAV per unit thereof, unless the investor notifies the Manager in writing that cash distributions are preferred.

With respect to distributions, the Common Units and Preferred Units are, to a certain extent, comparable to common shares and preferred shares, respectively, of a corporation. The Preferred Units pay or accrue a monthly distribution (which accrues if it is unpaid) equal to the return expressed as an annualized percentage (the Preferred Return) of the Preferred unitholder's subscription price (the Preferred Unit Investment Amount) which will range from the Royal Bank of Canada Prime Rate (the Prime Rate) to no more than the cost of unsecured debt available to the Partnership, as adjusted by the Manager from time to time. The annual distribution rate of the Preferred Units was \$0.37 per unit for Series AP and \$0.47 per unit for Series FP. The Preferred Return is paid in preference to distributions on the Common Units. The Common Units receive a distribution following the payment of Preferred Return, which is not capped (unlike the Preferred Return). The distribution on the Common Units is variable and may be higher or lower than the distribution on the Preferred Units depending upon the cash flow of the Fund's underlying investments. All distributions are paid after the payment of fund expenses, including interest and principal payments on indebtedness.

During the six-month period ended June 30, 2024, the Fund distributed \$7,932,009 to unitholders (June 30, 2023: \$8,764,055).

### Allocation of income and expense, and realized and unrealized gains and losses

Management fees and other costs directly attributable to each series of common units are charged to that series.

All of the Fund's expenses, income and realized and unrealized gains and losses, including the Preferred Return, are allocated to the Common Units of the Fund. The Preferred Units do not receive any allocation of fees or expenses of the Fund because the Preferred Units only entitle the holder to the Preferred Return and a return of the Preferred Unit Investment Amount. In contrast, the Common Units entitle the holder to the Fund's income after payment of all fees, expenses, the Preferred Return and the return of any amount of the Preferred Unit Investment Amount.

### Collateral

Collateral in the form of cash or cash equivalents provided by the Fund is identified in the statements of financial position as 'Margin accounts' and is not included as a component of cash and cash equivalents. Collateral other than cash and cash equivalents is classified in the statements of financial position separately from other assets and liabilities as 'Investments - pledged as collateral' if the party to whom the collateral is provided has the right by contract or custom to sell or re-pledge the collateral.

### Allocation of non-cash items on the statement of cash flows

The Fund includes only the net cash flow impact and does not include non-cash switches between series of the Fund that occurred during the year in 'Proceeds from redeemable units issued' or 'Amount paid on redemption of redeemable units'. For the six-month period ended June 30, 2024, \$109,947 non-cash switches have been excluded from the Fund's operation and financing activities on the statements of cash flows (June 30, 2023: \$34,508).

### Future accounting changes

There are no new accounting standards effective after January 1, 2024 which affect the accounting policies of the Fund.

## 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 material accounting judgments and estimates the Fund has made in preparing these financial statements.

### Fair value of securities not quoted in an active market

The fair value of such securities not quoted in an active market may be determined by the Fund using reputable pricing sources (such as pricing agencies) or indicative prices. Such values may be indicative and not executable or binding. The Fund would exercise judgment and estimates on the quantity and quality of pricing sources used. Where no market data is available, the Fund may value positions using their own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The inputs into these models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The determination of what constitutes 'observable' requires significant judgment by the Fund. The Fund considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

### Fair value of Underlying Funds

The fair value of Underlying Funds (as defined in note 5) that are not quoted in an active market is determined primarily in reference to the latest available price of such units for each Underlying Fund, as determined by the administrator of such Underlying Fund. The Fund may make adjustments to the reported net asset value of various Underlying Funds based on considerations such as the value date of the price provided, cash flows (calls/distributions) since the latest value date, the estimated total return reported by the manager of the Underlying Fund if a price is unavailable, restrictions on redemptions and the basis of accounting, if not at fair value. The carrying values of Underlying Funds may be materially different to the values that could be realized as of the financial reporting date or ultimately realized on redemption.

### Fair value of mortgages and loans

The value of mortgages and loans and respective ECL may include judgment and assumptions based on information provided by the mortgage administrator and industry data. Refer to note 5 Credit Risk for further information on ECLs.

### Classification of financial assets and liabilities

Financial assets may be classified as financial assets at amortized cost, financial assets at FVTPL or financial assets at fair value through other comprehensive income (loss). Financial liabilities may be classified as financial liabilities at amortized cost or financial liabilities at FVTPL. In order to classify its financial assets and liabilities in accordance with IFRS 9, the Manager uses judgment to assess the business model of the Fund and the cash flows of their financial assets and liabilities. The classification of financial assets and liabilities of the Fund is outlined in note 3.

## 5. FINANCIAL INSTRUMENTS

### a) Risk management

The Fund's investment activities may be exposed to various financial risks, including market risk (which includes price risk, interest rate risk and currency risk), liquidity risk and credit risk. The Fund also invests in the Partnership which invests in other funds (the Underlying Funds) and is therefore susceptible to the market risk arising from uncertainties about future values of those Underlying Funds. The Manager makes investment decisions after an extensive assessment of the Underlying Funds, their strategies and the overall quality of the Underlying Funds' manager. All of the Underlying Funds and their underlying investments are subject to risks inherent in their industries. In the case of the Underlying Funds, established markets do not exist for these holdings, and are therefore considered illiquid. The Fund is therefore indirectly exposed to each financial risk of the respective Underlying Fund in proportion to its investments in such Underlying Fund. The Fund's risk management goals are to ensure that the outcome of activities involving risk is consistent with the Fund's investment objectives and risk tolerance per the Fund's offering memorandum. All investments result in a risk of loss of capital.

### Price risk

Price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). Financial instruments, excluding interest-bearing financial instruments such as mortgages reported at amortized cost, held by the Fund may be susceptible to market price risk arising from uncertainties about future prices of the instruments.

If the price of these investments held by the Fund on June 30, 2024 had been higher or lower by 10%, net assets attributable to holders of redeemable units of the Fund would have been higher or lower by \$15,757,289 (December 31, 2023: \$18,260,126). Actual results may differ from this sensitivity analysis and the difference could be material. The Fund has indirect exposure to price risk through its investment in the Partnership.

### Interest rate risk

Interest rate risk arises on interest-bearing financial instruments held by the Fund, such as mortgages. The fair value and future cash flows of such instruments held by the Fund will fluctuate due to changes in market interest rates.

As of June 30, 2024, the Fund held direct mortgages. The Fund generally intends to hold all of these investments to maturity. There is a very limited secondary market and in syndication transactions such as the ones in which the Fund participates, these investments are generally traded at face value without regard to changes in interest rates.

The following is a summary of the carrying value (principal minus allowance for ECL) of the direct mortgages administered by MarshallZehr Group Inc. (Direct Mortgages) segmented by gross interest rate (before deduction of mortgage administration fees) as at June 30, 2024 and December 31, 2023:

	0% - 11.99% (\$)	12% - 12.99% (\$)	13% - 13.99% (\$)	14% - 14.99% (\$)	15% - 15.99% (\$)	Greater than 15.99% (\$)	Total (\$)
June 30, 2024	-	-	-	-	749,136	1,258,155	2,007,291
December 31, 2023	19,511	-	-	-	1,060,936	3,720,692	4,801,139

The Fund's balances of dividends receivable, interest receivable, subscriptions receivable, receivable for investments sold, expenses payable and payable for investments purchased have no significant exposure to interest rate risk due to their short-term nature.

The Fund also has indirect exposure to interest rate risk through its investment in the Partnership.

### Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Securities included in the Fund may be valued in or have exposure to currencies other than the Canadian dollar and when measured in Canadian dollars, be affected by fluctuations in the value of such currencies relative to the Canadian dollar. The Fund has indirect exposure to currency risk through its investment in the Partnership.

The following tables below indicate the foreign currency to which the Fund had significant exposure at June 30, 2024 and December 31, 2023, in Canadian dollar terms. The tables also illustrate the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 10% in relation to each of the other currencies, with all other variables held constant.

June 30, 2024	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary (\$)	Non-monetary (\$)	Total (\$)	Monetary (\$)	Non-monetary (\$)	Total (\$)
United States Dollar	(6,141)	43,394	37,253	(614)	4,339	3,725
<b>Total</b>	<b>(6,141)</b>	<b>43,394</b>	<b>37,253</b>	<b>(614)</b>	<b>4,339</b>	<b>3,725</b>
% of net assets attributable to holders of redeemable units	-	-	-	-	-	-

December 31, 2023	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary (\$)	Non-monetary (\$)	Total (\$)	Monetary (\$)	Non-monetary (\$)	Total (\$)
United States Dollar	10,493	246,385	256,878	1,049	24,639	25,688
<b>Total</b>	<b>10,493</b>	<b>246,385</b>	<b>256,878</b>	<b>1,049</b>	<b>24,639</b>	<b>25,688</b>
% of net assets attributable to holders of redeemable units	-	0.1%	0.1%	-	-	-

### Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting obligations associated with financial liabilities. The Fund's exposure to liquidity risk is concentrated in the cash redemption of its units. The Fund provides investors with the right to redeem units monthly upon 60 days' notice in advance of the redemption date. Such redemptions are to be paid within 30 days following the redemption date. Historical experience indicates that shares of the Fund are generally held by unitholders on a medium or long term basis. Based on average historical information from the



past three years, redemption levels were an average of \$1,127,658 per month (December 31, 2023: \$793,389); however, actual monthly redemptions could differ significantly. The portfolio receives a constant cash flow from the underlying mortgage portfolio and other investments and the Manager monitors liquidity within the portfolio on a monthly basis. As at June 30, 2024, 1.3% of the portfolio is held in publicly traded securities (December 31, 2023: 2.6%).

The Fund invests in the Partnership and Direct Mortgages, which are not traded in an active market. Although units of the Partnership are redeemable, the portfolio of the Partnership includes mortgages and certain underlying investment funds which may not be redeemable upon demand. As a result, the Fund may not be able to quickly liquidate its investments at amounts which approximate their fair values. The Fund may suspend the redemption of Units or postpone the date of payment of redeemed units (a) for any period when normal trading is suspended on any stock, options, futures or other exchange or market within or outside Canada on which securities are listed and traded, or on which permitted derivatives are traded, which represent more than 50% by value or underlying market exposures of the public securities of the Fund, without allowance for liabilities or (b) at any time that the Manager is unable to value or dispose of the assets of the Fund. In case of a suspension of a right of redemption, a unitholder will receive redemption proceeds based on the NAV per unit on the first Valuation Date (as defined in note 6) following the termination of the suspension unless the redemption request has been withdrawn earlier by the Unitholder.

The Fund invests directly in the Partnership and both the Fund and the Partnership has the ability to borrow up to 25% of the total assets of the Partnership for the purposes of making investments, providing cover for the writing of options, paying redemptions, working capital purposes and to maintain liquidity in accordance with its investment objective and investment strategies.

The Fund may write cash secured put options in accordance with its investment objectives and strategies. The value of the securities and/or cash required to satisfy the options if they were exercised as at December 31, 2023 are presented in the table below. There were no put options as at June 30, 2024.

	Less than 1 month (\$)	1 to 3 months (\$)	Total (\$)
December 31, 2023	99,000	56,500	155,500

Other obligations of the Fund including management fees payable, service fees payable, expenses payable, redemptions payable, payable for investments purchased, and distributions payable, as applicable, were due within three months from the financial reporting date. Issued redeemable units are payable on demand following 60 days' notice.

#### Credit risk

Credit risk is the risk that a party to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. All transactions in listed securities are settled or paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the broker has received the securities. The trade will fail if either party fails to meet its obligation.

The Fund is exposed to credit risk through its investments in Direct Mortgages. Credit risk is managed by adhering to the investment and operating policies, as set out in the Partnership's offering documents.

The Fund's credit risk management objectives are to:

- establish a framework of controls to ensure credit risk-taking is based on sound credit risk management principles; and
- identify, assess and measure credit risk clearly and accurately across the Fund, from the level of individual mortgages up to the total portfolio.

Mortgages are asset-based lending and the majority of mortgages are generally expected to be written for terms of 6 to 36 months and supported by commercial liability insurance and by personal or corporate guarantees. The portfolio of mortgages is generally expected to be written for principal amounts at the time of commitment (together with the principal balance outstanding on prior mortgages if applicable, with an 'owners mentality' lending at 65%-75% of the determined value of the underlying property securing the mortgage in established high growth secondary markets across North America. Such risks are further mitigated by ensuring a comprehensive due diligence process is conducted on each mortgage prior to funding. This process generally includes, but is not limited to, reviewing legal documentation, independent appraiser's valuations and credit checks and financial statement reviews on prospective borrowers.

Such risks are further mitigated by generally considering collateral of the underlying businesses, including property, plant and equipment, inventory and receivables.

#### *Determination of significant changes of credit risk*

The Manager compares the risk of a default occurring as at the reporting date with the risk of a default occurring on a financial instrument as at the date of initial recognition using reasonable and supportable information that is available without undue cost. The Manager may assume that the credit risk of a private mortgage loan has not changed significantly if it is determined to have low credit risk at the reporting date. The Manager looks at the following factors to assess whether credit risk has increased (or decreased) since initial recognition:

- Increases in loan-to-cost (LTC) and/or loan-to-value (LTV) on particular loans;
- Events/delays in construction or intentions that are a significant deviation from planned activities;
- Missed interest and/or principal payments; and
- Material degradation of the financial position of the borrower, including its guarantors.



LTV ratios are updated using forward-looking information whenever it is available via periodic updates from the third party investment manager/mortgage administrator on the status of projects and collateral underlying the loans. LTC and LTV ratios that exceed 90% and 85%, respectively are viewed as a sign that the mortgage may be put on a watch list for potential changes in credit risk. This will depend on how close a project is to completion (in the case of development/construction projects) and other qualitative factors.

The assessment may include an evaluation of the monitoring steps being taken by the third-party investment manager/mortgage administrator which can be a sign of a change in credit risk. The Fund has recourse under the terms of the private mortgage loans in the event of default by the borrower, in which case the Partnership would have a claim against the underlying property and security.

#### *Expected Credit Losses*

At each reporting date, the Manager performs an assessment of credit risk. An impairment is estimated and reflected as a reduction to the carrying amount of the Fund's mortgages and commercial loans reported at amortized cost.

Based on the underlying mortgage, the Manager may use one or more methods in order to estimate an expected credit loss:

(a) The Manager estimates the credit risk using the expected credit loss (ECL) method. ECL is calculated by applying the following formula:

$$\text{Expected credit loss} = \text{Exposure at Default (EAD)} \times \text{Loss Given Default (LGD)} \times \text{Probability of Default (PD)}$$

EAD is the estimate of what the outstanding balance will be at the time of default, if the borrower does default, including time to resolve the default. LGD is the unrecovered part of EAD if there is a default requiring recovery of collateral or payments under a guarantee. PD is the probability that a borrower will default prior to the maturity of the loan. The ECL is applied to the portion of the Direct Mortgages where there is no objective evidence of impairment. The ECL or ECL rate, as determined above, is multiplied by the aggregate principal plus accrued interest on loan to reduce the carrying amount. A lifetime ECL may be applied on individual mortgages or loans that show signs of impairment. The lifetime ECL is determined using LTV, information from the third party mortgage administrator or investment manager as well as historical experience in similar situations.

(b) Specific impairment based on objective evidence of an impairment loss such as a significant financial difficulty of the borrowing entity or a breach of contract including non-payment of interest and extensions of maturity date. A range of possibilities is considered and the probable value of the recovery amount determines the amount of the ECL. Loans will be written off when there is no reasonable prospect of recovering any further cash flows from the financial asset.

#### *Credit Quality Analysis*

The Direct Mortgage portfolio is grouped into three categories or stages, as described below.

##### Stage 1 - Performing

There has been no significant change in credit risk on the loan (or the loan was and still is in the low credit risk category) since initial recognition.

##### Stage 2 - Non performing

When a particular Stage 1 mortgage moves to Stage 2, a lifetime ECL is applied on the individual loan. Typically, the ECL is rateably higher than the ECL on Stage 1 assets to reflect the increase in credit risk. The Fund considers a borrower to be in default in instances where there is a failure to pay interest or principal on a loan more than 30 days after the payment is due.

##### Stage 3 - Impaired

If the Manager believes that a mortgage or commercial loan is impaired, an allowance specific to that loan will be determined based on an assessment of the expected loss over the lifetime of the loan. A range of possibilities is considered and the probable value of the recovery amount determines the amount of the lifetime ECL. The Fund considers a borrower to be in default when the first of (i) a failure to pay interest or principal on a loan more than 90 days after the payment is due and either the loan-to-cost (LTC) or LTV covenant is breached or (ii) bankruptcy filing or receivership, occurs. The Manager believes that more than 90 days and either a LTC or LTV covenant breach is a reasonable definition of default based on its previous experience in the mortgage and commercial loan industry.

For Direct Mortgages in Stage 1, an ECL percentage rate of 0.47% is applied to the total carrying value of all mortgages that are in Stage 1. For Direct Mortgages in Stage 2 or Stage 3, the ECL may be determined based on the Manager's best estimate of the ECL and a specific provision is applied.

The following tables present the breakdown of into Stages and the respective ECL as at June 30, 2024 and December 31, 2023:

June 30, 2024	Number of Loans	Principal + Accrued Interest (\$)	ECL Amount (\$)	ECL Rate
<b>Direct Mortgages</b>				
Stage 1	-	-	-	-
Stage 2	1	1,169,664	(316,864)	27.1%
Stage 3	4	5,770,913	(3,770,913)	65.3%
<b>Total</b>	<b>5</b>	<b>6,940,577</b>	<b>(4,087,777)</b>	

December 31, 2023	Number of Loans	Principal + Accrued Interest (\$)	ECL Amount (\$)	ECL Rate
Direct Mortgages				
Stage 1	2	4,147,317	(19,492)	0.5%
Stage 2	-	-	-	-
Stage 3	3	2,877,341	(1,459,409)	51.0%
<b>Total</b>	<b>5</b>	<b>7,024,658</b>	<b>(1,478,902)</b>	

The following is a summary of the Direct Mortgages held by the Partnership as at June 30, 2024 and December 31, 2023:

June 30, 2024	Number of Mortgages	Carrying Value (\$)	Carrying Value + Accrued Interest (\$)
First Mortgages	5	2,007,291	2,852,800
Second Mortgages	-	-	-
Third Mortgages	-	-	-
<b>Total</b>	<b>5</b>	<b>2,007,291</b>	<b>2,852,800</b>

December 31, 2023	Number of Mortgages	Carrying Value (\$)	Carrying Value + Accrued Interest (\$)
First Mortgages	3	1,055,137	1,312,355
Second Mortgages	1	2,985,571	3,055,470
Third Mortgages	1	1,541,397	1,958,898
<b>Total</b>	<b>5</b>	<b>5,582,105</b>	<b>6,326,723</b>

The following is a summary of the Direct Mortgages segmented by type of project as at June 30, 2024 and December 31, 2023:

	Pre-development (\$)	Pre-development/Construction (\$)	Construction (\$)	Term (\$)	Total (\$)
June 30, 2024	-	749,136	-	1,258,155	2,007,291
December 31, 2023	-	2,596,534	-	2,985,571	5,582,105

The following is a summary of the maturity profile of the Direct Mortgages as at June 30, 2024 and December 31, 2023:

	12 months or less (\$)	13 to 24 months (\$)	25 to 36 months (\$)	Total (\$)
June 30, 2024	2,007,291	-	-	2,007,291
December 31, 2023	5,582,105	-	-	5,582,105

During the six-month period ended June 30, 2024, one mortgage loan was written off to bad debt in the amount of \$290,030 and was reported on the statements of comprehensive income (loss) under 'Bad debt – mortgages'.

The Fund also has indirect exposure to credit risk through its investment in the Partnership.

#### b) Fair value of financial instruments

Financial instruments measured at fair value are classified according to a fair value hierarchy that reflects the importance of the inputs used to perform each valuation. The fair value hierarchy is made up of the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs are unobservable for the asset or liability.

The fair value hierarchy requires the use of observable market data each time such data exists. A financial instrument is classified at the lowest level of the hierarchy for which significant input has been considered in measuring fair value. 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 Fund's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The following tables illustrates the classification of the Fund's financial instruments within the fair value hierarchy as at June 30, 2024 and December 31, 2023:

As at June 30, 2024	Assets (Liabilities)			Total (\$)
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	
Underlying Funds - Long	-	155,522,208	-	155,522,208
Equities - Long	43,395	-	-	43,395
<b>Total</b>	<b>43,395</b>	<b>155,522,208</b>	<b>-</b>	<b>155,565,603</b>

As at December 31, 2023	Assets (Liabilities)			Total (\$)
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	
Derivative Liabilities	-	(2,430)	-	(2,430)
Underlying Funds - Long	-	181,630,804	-	181,630,804
Equities - Long	248,815	-	-	248,815
Treasury Bills	-	724,067	-	724,067
<b>Total</b>	<b>248,815</b>	<b>182,352,441</b>	<b>-</b>	<b>182,601,256</b>

### c) Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes:

- i) restricted activities;
- ii) a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity to investors;
- iii) insufficient equity to permit the structured entity to finance its activities without subordinate financial support; and
- iv) financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

The Fund considers its investment in the Partnership to be an investment in an unconsolidated structured entity. The Partnership is valued as per the above section on Fair Value Measurement. The change in fair value of the Partnership is included in the statements of comprehensive income (loss) in 'Change in unrealized appreciation (depreciation) on investments and derivatives'.

The Fund's investment in the Partnership is subject to the terms and conditions of its offering document and is susceptible to market price risk arising from uncertainties about future values. The Partnership units are redeemable.

The exposure to the investment in the Partnership at fair value as at June 30, 2024 and December 31, 2023 are presented in the following tables. This investment is included at fair value in financial assets at FVTPL in the statements of financial position. The Manager's best estimate of the maximum exposure to loss from the Fund's investment in the Partnership is the fair value below.

June 30, 2024	Investment at Fair Value (\$)	Net Asset Value (\$)	% of Net Asset Value
Portland Private Income LP	155,522,208	155,522,413	100.0%

December 31, 2023	Investment at Fair Value (\$)	Net Asset Value (\$)	% of Net Asset Value
Portland Private Income LP	181,630,804	181,631,021	100.0%

## 6. REDEEMABLE UNITS

The Fund is permitted to issue an unlimited number of redeemable units issuable in Series A, Series F, and/or Series O (Common Units). The Fund is permitted to issue Series AP and Series FP (Preferred Units), limited to equivalent of a maximum of 25% of the total assets of the Partnership after giving effect to borrowing, inclusive of any prime brokerage or other borrowing facility. Additional series may be offered in the future on different terms, including different fee and dealer compensation terms and different minimum subscription levels. Each unit of a series represents an undivided ownership interest in the net assets of the Fund attributable to that series of units.

The Fund's NAV per unit is determined on the last business day of each month at the close of regular trading on the Toronto Stock Exchange, or on such other date as determined by the Manager (each, a Valuation Date). Unitholders may redeem their units on any Valuation Date by submitting a request for redemption no later than the day that is 60 days prior to the Valuation Date in order for the redemption to be accepted as at that Valuation Date; otherwise the redemption will be processed as at the next Valuation Date. If a holder of Common Units redeems his or her units within the first 18 months from initial purchase, the Manager may, in its discretion, charge a redemption penalty equal to 5% of the NAV of such units redeemed which will be deducted from the redemption proceeds and retained by the Fund. If a holder of Common Units redeems his or her units after 18 months to 36 months from initial purchase, the Manager may, in its discretion, charge a redemption penalty equal to 2% of the NAV

of such units redeemed which will be deducted from the redemption proceeds and retained by the Fund. There are no redemption fees applicable to Preferred Units.

The Fund endeavors to invest capital in appropriate investments in conjunction with their investment objectives. The Fund may dispose of investments, or the Partnership may borrow, where necessary, to fund redemptions.

The principal difference between the series of units relates to the distribution policy, management fee payable to the Manager, minimum investment requirements and the compensation paid to dealers. Units of the Fund are entitled to participate in the liquidation of assets on a series basis. Units are issued as fully paid and non-assessable and are redeemable at the NAV per unit of the applicable series of units of the Fund being redeemed, determined at the close of business on the redemption date, as outlined in the offering memorandum.

Preferred Units are issuable and redeemable at the NAV per unit of the applicable series, which is generally \$10.00, plus any accrued and unpaid distributions. Common Units are issuable and redeemable at the NAV per unit which is the NAV of the applicable series of Common Units divided by the number of units of the applicable series. The NAV of Common Units is the amount of net assets available after deduction of the NAV and accrued and unpaid distribution attributable to the Preferred Units.

Preferred Units rank ahead of Common Units for payment of distributions and redemptions in the normal course, as well as upon liquidation of the Fund.

The number of units issued and outstanding for the six-month periods ended June 30, 2024 and June 30, 2023 was as follows:

June 30, 2024	Beginning Balance	Units Issued Including Switches from Other Series	Units Reinvested	Units Redeemed Including Switches to Other Series	Ending Balance	Weighted Average Number of Units
Series AP	25,066	-	411	662	24,815	25,136
Series FP	408,544	1	3,036	131,103	280,478	323,306
Series A	695,259	6,450	13,935	11,459	704,185	701,103
Series F	3,283,586	61,263	71,712	166,697	3,249,864	3,288,401
Series O	102	-	5	-	107	104

June 30, 2023	Beginning Balance	Units Issued Including Switches from Other Series	Units Reinvested	Units Redeemed Including Switches to Other Series	Ending Balance	Weighted Average Number of Units
Series AP	19,394	4,900	367	-	24,661	22,842
Series FP	574,651	-	5,551	142,790	437,413	462,872
Series A	638,337	739,283	15,300	-	677,323	661,118
Series F	3,157,490	208,079	76,126	81,586	3,360,109	3,257,863
Series O	92	-	5	-	97	94

## 7. TAXATION

The Fund qualifies as a mutual fund trust within the meaning of the Income Tax Act (Canada) (the Tax Act). The Fund calculates taxable and net capital gains/(losses) in accordance with the Tax Act and intends to distribute sufficient net income and net realized capital gains, if any, to ensure it does not pay ordinary income tax. As a result, the Fund does not record income taxes. Since the Fund does not record income taxes, the tax benefit of capital and non-capital losses, if any, has not been reflected in the statements of financial position as a deferred income tax asset.

The taxation year-end of the Fund is December 31.

The Fund has \$2,658,299 in capital losses and \$nil non-capital loss carry forwards as at December 31, 2023 (December 31, 2022: \$2,658,299 capital loss and \$nil non-capital loss carry forwards).

## 8. FEES AND EXPENSES

Pursuant to the Fund's offering memorandum, all of the Fund's fees and expenses, including distributions of the Preferred Return on Preferred Units, are allocated to the Common Units of the Fund. The Preferred Units do not receive any allocation of fees or expenses of the Fund because the Preferred Units only entitle the holder to the Preferred Return and the Preferred Unit Investment Amount. In contrast, the Common Units entitle the holder to the Fund's income after payment of all fees, expenses, the Preferred Return and the return of any amount of the Preferred Unit Investment Amount.

The Fund is required to pay management fees to the Manager, calculated and accrued on each valuation date and paid monthly. The annual management fee rate for Series A, Series F, Series AP and Series FP Units is 0.50% of the NAV of the applicable series. Management fees on Series O Units are negotiated and are charged to the investors who hold Series O Units, not the Fund. The Fund is also charged service fees payable to the Manager on Series A and Series AP Units of 1.00% per annum calculated and accrued on each Valuation Date and paid monthly. The Manager distributes the service fees to advisors as a trailing commission.

In addition, the Fund is responsible for, and the Manager is entitled to reimbursement for any operating expenses it incurs on behalf of the Fund, including regulatory filing fees, custodian fees, legal and audit fees, costs associated with the independent review committee, bank charges, the cost

of financial reporting, and all related sales taxes. The Manager also provides key management personnel to the Fund. The Manager may charge the Fund for actual time spent by its personnel (or those of its affiliates) in overseeing the day-to-day business affairs of the Fund. The amount charged for time spent by personnel is determined based on fully allocated costs and does not include a markup or administration fee. The Manager may absorb fund operating expenses at its discretion but is under no obligation to do so.

In 2018, organization expenses in the amount of \$29,000 (excluding applicable taxes such as GST and/or HST) were incurred for the issuance of Preferred Units. Organization expenses were expensed in full in 2019 on the statements of comprehensive income (loss) and the Fund is required to re-pay this amount to the Manager over five years commencing January 31, 2019.

All management fees, operating expenses and organization expense payable by the Fund to the Manager are subject to GST and/or HST as applicable and will be deducted as an expense of the applicable series of units in the calculation of the NAV of such series of units.

## 9. SOFT DOLLARS

Allocation of business to brokers of the Fund is made on the basis of coverage, trading ability and fundamental research expertise. The Manager may choose to affect portfolio transactions with dealers who provide research, statistical and other similar services to the Fund or to the Manager at prices which reflect such services (termed proprietary research). The dealers do not provide the Manager with an estimate of the cost of the research, statistical and other similar services (referred to as soft dollars).

## 10. RELATED PARTY TRANSACTIONS

The following table outlines the management fees, service fees and operating expense reimbursements that were paid to the Manager by the Fund during the six-month periods ended June 30, 2024 and June 30, 2023. The table includes the amount of operating expense reimbursement that was made to affiliates of the Manager. All of the dollar amounts in the table below exclude applicable GST and/or HST.

	Management Fees (\$)	Service Fees (\$)	Operating Expense Reimbursement (\$)	Organization Costs (\$)	Operating Expenses Reimbursed to Affiliates of the Manager (\$)
June 30, 2024	450,983	155,642	173,209	-	784
June 30, 2023	490,704	154,240	109,732	2,900	787

The Fund owed the following amounts to the Manager excluding the applicable GST and/or HST:

	Management Fees (\$)	Service Fees (\$)	Operating Expense Reimbursement (\$)	Organization Costs (\$)
June 30, 2024	781,726	263,180	341,836	1,933
December 31, 2023	330,743	107,538	168,627	1,933

The Manager and/or its affiliates and key management personnel of the Manager and their family (collectively referred to as Related Parties) may invest in units of the Fund from time to time in the normal course of business. As at June 30, 2024, Related Parties held 447,400 Series F Common Units, 107 Series O Common Units and 8,105 Series FP Preferred Units (December 31, 2023: 432,888 Series F Common Units, 102 Series O Common Units and 7,956 Series FP Preferred Units.)

## 11. BROKERAGE FACILITY

The Fund has a Settlement Services Agreement with RBC Dominion Securities Inc. (RBCDS), and has placed securities and cash on account with RBCDS as collateral for their option writing strategy and/or borrowing. Cash collateral has been classified separately on the statements of financial position as 'Margin accounts'. In the event of default, including failure to make any payment or delivery to RBCDS, RBCDS may freeze the collateral property and cease the provision of settlement services. In such circumstances, RBCDS had the right to set off the collateral property to reduce or eliminate the amount owed to them. RBCDS also has the right to sell or otherwise dispose of the collateral property held on account for the Fund in order to set off against amounts owing to them from the Fund. The Fund has not had any borrowing to date under this facility.

## 12. RECONCILIATION OF NAV PER UNITS AND NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS PER UNIT

The following table provides a comparison of NAV per unit and net assets attributable to holders of redeemable units of the Fund as at June 30, 2024. There were no differences as of June 30, 2023.

June 30, 2024	NAV per Unit (\$)	Net assets attributable to holders of redeemable units per unit (\$)
Series AP Units	10.00	10.00
Series FP Units	10.00	10.00
Series A Units	37.68	37.69
Series F Units	39.41	39.42
Series O Units	36.96	37.10

### 13. EXEMPTION FROM FILING

The Fund is relying on the exemption contained within National Instrument 81-106, Part 2.11 to not file its financial statements with the applicable securities regulatory authorities.

# APPENDIX A

## Portland Private Income LP

# Interim Financial Report

June 30, 2024

### ▪ PARTNERSHIP INFORMATION

- General Partner: Portland General Partner (Ontario) Inc.
- Registered Office: 1375 Kerns Road, Suite 100  
Burlington, Ontario  
L7P 4V7
- Investment fund manager and portfolio manager: Portland Investment Counsel Inc.  
Burlington, Ontario
- Administrator: CIBC Mellon Global Securities Services Company  
Toronto, Ontario
- Auditor: KPMG LLP  
Toronto, Ontario

## Statements of Financial Position (Unaudited)

	As at		As at	
	June 30, 2024		December 31, 2023	
<b>Assets</b>				
Cash and cash equivalents	\$	141,012	\$	204,999
Margin accounts (note 9)		29,164,206		34,145,305
Receivable for investments sold		104,000		745,054
Interest receivable		18,406,755		15,557,690
Dividends receivable		4,206		114,410
Investments (note 5)		157,220,305		163,704,577
Investments - pledged as collateral (note 5 and 11)		13,364,213		20,148,206
Derivative assets		33,433		1,067,588
		<u>205,073,917</u>		<u>235,687,829</u>
<b>Liabilities</b>				
Borrowing (note 9)		46,467,583		53,558,516
Expenses payable		542,501		472,237
Redemptions payable		2,470,600		-
Derivative liabilities		70,820		26,055
		<u>49,551,504</u>		<u>54,056,808</u>
<b>Net Assets Attributable to Holders of Redeemable Units</b>	\$	<u>155,522,413</u>	\$	<u>181,631,021</u>
<b>Equity</b>				
General Partner's Equity		<u>100</u>		<u>100</u>
<b>Net Assets Attributable to Holders of Redeemable Units Per Class</b>				
Class A		105		117
Class B		155,522,208		181,630,804
	\$	<u>155,522,313</u>	\$	<u>181,630,921</u>
<b>Number of Redeemable Units Outstanding (note 6)</b>				
Class A		1		1
Class B		1,441,498		1,511,277
<b>Net Assets Attributable to Holders of Redeemable Units Per Unit</b>				
Class A	\$	104.53	\$	117.25
Class B	\$	107.89	\$	120.18

Approved by the Board of Directors of Portland General Partner (Ontario) Inc.

*"Michael Lee-Chin"*

Director

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



## Statements of Comprehensive Income (Loss) (Unaudited)

For the periods ended June 30,	2024	2023
<b>Income</b>		
Net gain (loss) on investments and derivatives		
Dividends	\$ 5,534,489	\$ 5,774,657
Interest for distribution purposes	6,172,587	6,179,695
Net realized gain (loss) on investments	1,063,173	1,384,001
Net realized gain (loss) on options	2,924	12,242
Net realized gain (loss) on forward currency contracts	(427,636)	95,943
Change in unrealized appreciation (depreciation) on investments and derivatives	(8,881,967)	(3,388,585)
	<u>3,463,570</u>	<u>10,057,953</u>
<b>Other income</b>		
Foreign exchange gain (loss) on cash and other net assets	(1,688,093)	1,336,318
<b>Total income (loss)</b>	<u>1,775,477</u>	<u>11,394,271</u>
<b>Expenses</b>		
Impairment (gain) loss (note 5)	17,839,383	1,510,182
Interest expense (note 11)	1,126,347	1,268,864
Mortgage administration fees	596,881	613,975
Audit fees	68,617	46,383
Securityholder reporting costs (note 8)	58,076	65,003
Bad debt - mortgages (note 5)	4,519	35,105
Custodial fees	4,007	1,721
Withholding tax expense	1,144	2,364
Transaction costs	1,111	4,581
Legal fees	-	112
<b>Total operating expenses</b>	<u>19,700,085</u>	<u>3,548,290</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>	<u>\$ (17,924,608)</u>	<u>\$ 7,845,981</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Class</b>		
Class A	\$ (12)	\$ 4
Class B	\$ (17,924,596)	\$ 7,845,977
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit</b>		
Class A	\$ (12.70)	\$ 3.94
Class B	\$ (11.98)	\$ 4.68

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

## Statements of Changes in Net Assets Attributable to Holders of Redeemable Units (Unaudited)

For the periods ended June 30,	2024	2023
<b>Net Assets Attributable to Holders of Redeemable Units at Beginning of Period</b>		
Class A	\$ 117	\$ 113
Class B	181,630,804	189,901,032
	<u>181,630,921</u>	<u>189,901,145</u>
<b>Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units</b>		
Class A	(12)	4
Class B	(17,924,596)	7,845,977
	<u>(17,924,608)</u>	<u>7,845,981</u>
<b>Redeemable Unit Transactions</b>		
Proceeds from redeemable units issued		
Class A	-	-
Class B	-	1,807,476
	<u>-</u>	<u>1,807,476</u>
Redemptions of redeemable units		
Class A	-	-
Class B	(8,184,000)	-
	<u>(8,184,000)</u>	<u>-</u>
<b>Net Increase (Decrease) from Redeemable Unit Transactions</b>	<u>(8,184,000)</u>	<u>1,807,476</u>
<b>Net Assets Attributable to Holders of Redeemable Units at End of Period</b>		
Class A	105	117
Class B	155,522,208	199,554,485
	<u>\$ 155,522,313</u>	<u>\$ 199,554,602</u>

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

## Statements of Cash Flows (Unaudited)

For the periods ended June 30,	2024	2023
<b>Cash Flows from Operating Activities</b>		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ (17,924,608) \$	7,845,981
Adjustments for:		
Net realized (gain) loss on investments	(1,063,173)	(1,384,001)
Net realized (gain) loss on options	(2,924)	(12,242)
Change in unrealized (appreciation) depreciation on investments and derivatives	8,881,967	3,388,585
Unrealized foreign exchange (gain) loss on cash	(26,869,247)	2,183
Impairment (gain) loss	17,839,383	1,510,182
(Increase) decrease in distributions receivable	-	1,040,872
(Increase) decrease in interest receivable	(2,849,065)	(498,272)
(Increase) decrease in dividends receivable	110,204	35,300
Increase (decrease) in expenses payable	70,264	(77,305)
Purchase of investments	(19,371,031)	(12,551,105)
Proceeds from sale of investments	22,068,230	6,320,618
<b>Net Cash Generated (Used) by Operating Activities</b>	<b>(19,110,000)</b>	<b>5,620,796</b>
<b>Cash Flows from Financing Activities</b>		
Increase (decrease) in borrowing	(7,090,933)	(5,957,600)
Change in margin cash	4,981,099	(2,385,066)
Proceeds from redeemable units issued (note 3)	-	2,797,566
Amount paid on redemption of redeemable units (note 3)	(5,713,400)	-
<b>Net Cash Generated (Used) by Financing Activities</b>	<b>(7,823,234)</b>	<b>(5,545,100)</b>
Net increase (decrease) in cash and cash equivalents	(26,933,234)	75,696
Unrealized foreign exchange gain (loss) on cash	26,869,247	(2,183)
Cash and cash equivalents - beginning of period	204,999	154,327
<b>Cash and cash equivalents - end of period</b>	<b>141,012</b>	<b>227,840</b>
<b>Cash and cash equivalents comprise:</b>		
Cash at bank	\$ 141,012 \$	227,840
<b>From operating activities:</b>		
Interest received, net of withholding tax	\$ 3,323,522 \$	5,681,423
Dividends received, net of withholding tax	\$ 5,643,549 \$	5,807,593
<b>From financing activities:</b>		
Interest paid	\$ 1,089,379 \$	1,151,666

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

## Schedule of Investment Portfolio (Unaudited)

As at June 30, 2024

No. of Units/ Shares/ Face Value	Description	Average Cost	Fair Value/ Amortized Cost	% of Net Assets Attributable to Holders of Redeemable Units
<b>LOAN PARTICIPATION AGREEMENTS</b>				
<b>Canada</b>				
	Crown Capital Partner Fund, LP - Rokstad Holdings Corporation	\$ 2,500,000	\$ 250,000	
	Crown Private Credit Partners Inc. - MDT Sporting Goods Ltd*	1,615,904	1,597,645	
	<b>Total loan participation agreements</b>	<b>4,115,904</b>	<b>1,847,645</b>	<b>1.2%</b>
<b>EQUITIES - COMMON</b>				
<b>Canada</b>				
644,400	Crown Capital Partners Inc.	5,510,255	1,939,644	1.2%
<b>United Kingdom</b>				
2,000	Vodafone Group PLC, Sponsored ADR	43,401	24,269	-
<b>United States</b>				
2,000	AT&T Inc.	47,398	52,287	
3,000	Warner Bros. Discovery, Inc.	80,519	30,535	
		127,917	82,822	0.1%
	<b>Total equities - common</b>	<b>5,681,573</b>	<b>2,046,735</b>	<b>1.3%</b>
<b>UNDERLYING FUNDS</b>				
<b>Canada</b>				
5,788	Brookfield Super-Core Infrastructure Partners (CAN) L.P.	7,450,279	8,551,276	
7,500	Crown Capital Partner Fund, LP (Non-Voting Units)	217,501	829,875	
45,000	Crown Capital Partner Fund, LP (Voting Units)	-	4,979,250	
2,500	Crown Capital Power Limited Partnership (Non-Voting Units)	2,086,198	1,746,775	
7,500	Crown Capital Power Limited Partnership (Voting Units)	6,258,594	5,240,325	
700	NSPC-L Investor Trust	8,574,473	9,753,043	
44,975	Portland Global Energy Efficiency and Renewable Energy Fund LP Class O (Voting Units)	1,395,677	2,576,963	
15,447	Portland Global Energy Efficiency and Renewable Energy Fund LP Class O (Non-Voting Units)	479,715	885,089	
		26,462,437	34,562,596	22.2%
<b>Cayman Islands</b>				
	Blue MC (Cayman) LLC	7,424,400	15,469,872	
2,115	Bridge Agency MBS Fund International LP	2,775,145	2,256,282	
	Bridge Debt Strategies Fund IV International LP	16,113,597	20,561,051	
		26,313,142	38,287,205	24.6%
<b>Ireland</b>				
2,629	Blue Ocean Fund Class I	344,704	466,224	
25,817	Blue Ocean Fund Class I-B	2,899,431	6,493,015	
		3,244,135	6,959,239	4.5%
<b>United Kingdom</b>				
	Incus Capital European Credit Fund IV Feeder LP	2,021,678	2,263,989	
	Incus Capital European Renewables Credit Fund Feeder LP	932,722	935,437	
		2,954,400	3,199,426	2.1%
<b>United States</b>				
	Brookfield Infrastructure Fund IV-A, L.P.	18,491,336	21,192,757	
	Brookfield Infrastructure Fund V-A, L.P.	1,865,811	1,826,050	
	Parkview Madison 2024, LLC	328,988	333,325	
	Sagard Senior Lending Partners LP	3,243,629	3,254,396	
	Parkview Financial US-Cayman Blocker, LLC*	4,644,380	4,900,916	
		28,574,144	31,507,444	20.2%
	<b>Total underlying funds</b>	<b>87,548,258</b>	<b>114,515,910</b>	<b>73.6%</b>
<b>MORTGAGES</b>				
<b>Canada</b>				
	Private Mortgage Loans (note 5)*	59,320,672	25,445,802	16.4%
	<b>Total mortgages</b>	<b>59,320,672</b>	<b>25,445,802</b>	<b>16.4%</b>
<b>TREASURY BILLS</b>				
<b>Canada</b>				
	Government of Canada, 5.27%, July 18, 2024*	5,986,159	5,986,159	
	Government of Canada, 4.78%, October 24, 2024*	3,448,328	3,448,328	
	Government of Canada, 4.57%, November 21, 2024*	3,929,726	3,929,726	
	<b>Total treasury bills</b>	<b>13,364,213</b>	<b>13,364,213</b>	<b>8.6%</b>
	<b>Total investment portfolio</b>	<b>170,030,620</b>	<b>157,220,305</b>	<b>101.1%</b>

## Schedule of Investment Portfolio (Unaudited) (continued)

As at June 30, 2024

No. of Units/ Shares/ Face Value	Description	Average Cost	Fair Value/ Amortized Cost	% of Net Assets Attributable to Holders of Redeemable Units
<b>FORWARD CURRENCY CONTRACTS (Schedule 1)</b>				
	Total unrealized loss on forward currency contracts	-	(70,820)	-
	Total unrealized gain on forward currency contracts	-	33,433	-
	<b>Net Investments</b>	170,030,620	157,182,918	101.1%
	Transaction costs	(1,711)	-	-
		<u>\$ 170,028,909</u>	<u>157,182,918</u>	<u>101.1%</u>
	Liabilities less other assets		(1,660,505)	(1.1%)
	<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS</b>		<u>\$ 155,522,413</u>	<u>100.0%</u>

## Schedule 1

Contract Price	Settlement Date	Purchased Currency			Sold Currency			Unrealized gain (loss) (\$)
		Currency	Amount (\$)	Value as at June 30, 2024 (\$)	Currency	Amount (\$)	Value as at June 30, 2024 (\$)	
0.67785	2024-07-08	Canadian Dollar	1,512,131	1,512,131	Euro	1,025,000	1,501,929.10	10,202
0.67156	2024-08-07	Canadian Dollar	1,526,297	1,526,297	Euro	1,025,000	1,503,066	23,231
							<b>Unrealized gain</b>	<u>33,433</u>
0.74061	2024-07-10	Canadian Dollar	1,687,800	1,687,800	United States Dollar	1,250,000	1,709,780	(21,980)
0.73181	2024-07-10	Canadian Dollar	15,031,170	15,031,170	United States Dollar	11,000,000	15,046,060	(14,890)
0.73290	2024-08-14	Canadian Dollar	15,350,063	15,350,063	United States Dollar	11,250,000	15,375,118	(25,056)
0.73152	2024-07-10	Canadian Dollar	10,594,405	10,594,405	United States Dollar	7,750,000	10,600,633	(6,228)
0.73204	2024-08-14	Canadian Dollar	5,805,713	5,805,713	United States Dollar	4,250,000	5,808,378	(2,666)
							<b>Unrealized loss</b>	<u>(70,820)</u>

\* Reported at amortized cost

## 1. GENERAL INFORMATION

Portland Private Income LP (the Partnership) is a limited partnership established under the laws of the Province of Ontario pursuant to a limited partnership agreement dated as of December 17, 2012, as amended thereafter and as may be amended and restated from time to time. On March 21, 2024, the offering memorandum was amended and restated. The inception date of the Partnership was January 7, 2013. Pursuant to the partnership agreement, Portland General Partner (Ontario) Inc. (the General Partner) is responsible for the management of the Partnership. The General Partner has engaged Portland Investment Counsel Inc. (the Manager) to direct the day-to-day business, operations and affairs of the Partnership, including management of the Partnership's portfolio on a discretionary basis and distribution of the units of the Partnership. The head office of the Partnership is 1375 Kerns Road, Suite 100, Burlington, ON L7P 4V7. These financial statements were authorized for issue by the General Partner on August 28, 2024.

The Partnership was established as an investment vehicle for Portland Private Income Fund (the Fund). Both the Partnership and the Fund are managed by the Manager.

The investment objective of the Partnership is to preserve capital and provide income and above average long-term returns by investing primarily in a portfolio of private debt securities. To achieve the investment objective, the Manager may invest in a portfolio of private income generating securities, either directly or indirectly through other funds, consisting of:

- private mortgages, administered by licensed mortgage administrators;
- private commercial debts, a portion of which may have provisions resulting in equity ownership of the issuer of the debt or the underlying asset if certain events occur;
- other debt securities, a portion of which may have provisions resulting in equity ownership of the issuer of the debt or the underlying asset if certain events occur; and
- invest in complementary income producing public securities, including real estate income trusts, royalty income trusts, preferred shares, dividend paying equity securities and debt securities including convertibles, corporate and sovereign debt.

To a lesser extent, derivatives may also be used on an opportunistic basis in order to meet the Partnership's investment objective. Derivatives may limit or hedge potential losses associated with currencies, specific securities, stock markets and interest rates or are used to generate income. Derivatives may include forward currency agreements and options.

In addition, the Partnership may borrow up to 25% of the total assets of the Partnership after giving effect to the borrowing.

The Partnership may invest in investment funds, private equity, and mutual funds (collectively, Underlying Funds) and exchange-traded funds which may or may not be managed by the Manager or one of its affiliates or associates. The Partnership may hold cash in short-term debt instruments, money market funds or similar temporary instruments, pending full investment of the Partnership's capital and at any time deemed appropriate by the Manager.

The Partnership has no geographic, industry sector, asset class or market capitalization restrictions. There is no restriction on the percentage of the net asset value of the Partnership which may be invested in the securities of a single issuer.

The statements of financial position and schedule of investment portfolio of the Partnership are as at June 30, 2024 and December 31, 2023. The statements of comprehensive income (loss), changes in net assets attributable to holders of redeemable units and cash flows of the Partnership are for the six-month periods ended June 30, 2024 and June 30, 2023.

## 2. BASIS OF PRESENTATION

These financial statements have been prepared in compliance with IFRS Accounting Standards (IFRS), as published by the International Accounting Standards Board (IASB). The financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss (FVTPL).

## 3. SUMMARY OF MATERIAL ACCOUNTING POLICIES

### Financial instruments

#### (a) Classification

The Partnership classifies financial assets based on the business model used for managing such financial assets and the contractual cash flow characteristics of those financial assets. The Partnership may be divided into sub-portfolios that have different business models. Where contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding (SPPI test), the financial asset will be classified as a financial asset at amortized cost.

The Partnership recognizes financial instruments at FVTPL upon initial recognition, inclusive of transaction costs in the case of financial instruments not measured at fair value. Purchases and sales of financial assets are recognized as at their trade date. The Partnership classifies its investment in equities and fixed income securities as financial assets or financial liabilities at FVTPL. Mortgage loans have been classified as amortized cost. Other Underlying Funds held by the Partnership do not meet the SPPI test and therefore have been classified as financial assets at FVTPL.

All other financial assets and liabilities are recognized at amortized cost and are reflected at the amount required to be paid, discounted to reflect the time value of money when appropriate.

The Partnership's obligation for net assets attributable to holders of redeemable units does not meet the criteria for equity treatment and therefore is presented as a liability on the statement of financial position. The Partnership has elected to classify its obligation for net assets attributable to holders of redeemable units as a financial liability at FVTPL.

Financial assets and liabilities may be offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis, or to realize the asset and settle the liability simultaneously. In the normal course of business, the Partnership may enter into various master netting agreements or similar agreements that do not meet the criteria for offsetting in the statements of financial position but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy, certain events of default or termination of the contracts.

(b) Recognition, de-recognition and measurement

Purchases and sales of financial assets are recognized on their trade date - the date on which the Partnership commits to purchase or sell the investment. Financial assets and liabilities are initially recognized at fair value. Transaction costs incurred to acquire financial assets at FVTPL are expensed as incurred in the statement of comprehensive income (loss). Subsequent to initial recognition, all financial assets and liabilities at FVTPL are measured at fair value. Unrealized gains and losses arising from changes in fair value of the FVTPL category are presented in the statements of comprehensive income (loss) within 'Change in unrealized appreciation (depreciation) on investments and derivatives' in the period in which they arise. Financial assets at amortized cost are subsequently measured at amortized cost, less any impairment losses. Transaction costs incurred on financial assets or liabilities at amortized cost are amortized over the life of the asset or liability.

Financial assets are de-recognized when the rights to receive cash flows have expired or the Partnership has transferred substantially all the risks and rewards of ownership. Upon disposal, the difference between the amount received and the average cost to acquire the financial asset (for financial assets at FVTPL) or the amortized cost (for financial assets at amortized cost) is included within 'Net realized gain (loss) on investments' and 'Net realized gain (loss) on options' in the statements of comprehensive income (loss).

Amounts receivable or payable with respect to derivative transactions, including premiums or discounts received or paid, are included in the statements of financial position under 'Derivative assets' or 'Derivative liabilities'.

When the Partnership writes an option, an amount equal to fair value, which is based on the premium received by the Partnership, it is recorded as a liability. When options are closed, the difference between the premium and the amount received, net of brokerage commissions, or the full amount of the premium if the option expires worthless, is recognized as a gain or loss and is presented in the statements of comprehensive income (loss) within 'Net realized gain (loss) on options'. When a written call option is exercised, the amount of gain or loss realized from the disposition of the related investment at the exercise price, plus the premiums received at the time the option was written are included in the statements of comprehensive income (loss) within 'Net realized gain (loss) on options'. When a written put option is exercised, the amount of premiums received is deducted from the cost to acquire the related investment.

Option premiums paid when the Partnership purchases an option are recorded as an asset. Exchange traded options are valued at their last traded market price where the last traded market price falls within the day's bid-ask spread. In cases where the last traded price is not within the day's bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on specific facts and circumstances.

Realized gains and losses relating to purchased options may arise from:

- i. Expiration of purchased options - realized losses will arise equal to the premium paid;
- ii. Exercise of the purchased options - realized gains will arise up to the intrinsic value of the option net of premiums paid; or
- iii. Closing of the purchased options - realized gains or losses will arise equal to the proceeds from selling the options to close the position, net of any premium paid.

Realized gains and losses related to options are included in 'Net realized gain (loss) on options' in the statements of comprehensive income (loss).

#### Fair value measurement

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. The fair value of financial assets and liabilities traded in active markets (such as publicly traded derivatives and marketable securities) are based on quoted market prices at the close of trading on the reporting date. The Partnership uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread and the difference is material, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. If there has been no trade, the mid-price (average bid and asking price) as of the close of the business on the reporting date is used to approximate fair value. The Partnership's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The Manager has procedures to determine the fair value of securities at FVTPL for which market prices are not readily available or which may not be reliably priced. The Underlying Funds do not trade on an active market hence its fair value is determined using valuation techniques. The fair value is primarily determined based on the latest available price of the Underlying Fund as reported by the administrator of the Underlying Fund.

#### Revenue recognition

'Interest for distribution purposes' shown on the statements of comprehensive income (loss) represents the stated rate of interest earned by the Partnership on income securities including loans and mortgages accounted for on an accrual basis, as applicable. The Partnership does not amortize premiums paid or discounts received on the purchase of fixed income securities. Interest receivable is shown separately in the statements of financial position based on the stated rates of interest. Dividends on equity investments and distributions on investments in Underlying Funds are recognized as income on the ex-dividend date.



**Impairment of financial assets**

The Manager estimates the amount of expected credit losses (ECLs) on the Partnership's financial assets at amortized cost at each reporting date. The amount of the ECL is deducted from the carrying amount of investments on the statements of financial position. Changes in the ECL from the previous reporting date are included as 'Impairment (gain) loss' on the statements of comprehensive income (loss). Refer to note 5 Credit Risk for information on ECLs.

**Foreign currency translation**

The Partnership's subscriptions and redemptions are denominated in Canadian dollars, which is also its functional and presentation currency. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates that transactions occur. Assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the reporting date. Foreign exchange gains and losses related to assets and liabilities at amortized cost are recognized in profit and loss and are presented as 'Foreign exchange gain (loss) on cash and other net assets' on the statements of comprehensive income (loss). Realized foreign exchange gains and losses related to investments are recognized when incurred and are presented in the statements of comprehensive income (loss) within 'Net realized gain (loss) on investments' and 'Net realized gain (loss) on options'. Realized foreign exchange gains and losses related to forward currency contracts are recognized when incurred and are presented in the statements of comprehensive income (loss) within 'Net realized gain (loss) on forward currency contracts'. Unrealized exchange gains or losses on investments, including options and forward currency contracts are included in 'Change in unrealized appreciation (depreciation) of investments and derivatives' in the statements of comprehensive income (loss).

'Foreign exchange gain (loss) on cash and other net assets' arises from sale of foreign currencies, change in foreign currency denominated loans, currency gains or losses realized between trade and settlement dates on securities transactions, and the difference between the recorded amounts of dividend, interest and foreign withholding taxes and the Canadian dollar equivalent of the amounts actually received or paid.

**Cash and cash equivalents**

The Partnership considers highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents. Cash is comprised of deposits with financial institutions.

**Cost of investments**

The cost of investments represents the cost for each security excluding transaction costs for investments at FVTPL. On the schedule of investment portfolio, transaction costs have been deducted in aggregate from the total cost of individual investments which includes transaction costs. The premium received on a written put option is added to the cost of investments acquired when the written put option is exercised.

**Redeemable Units**

The Partnership has issued multiple classes of redeemable units, which are redeemable at the holder's option and do not have identical rights. Redeemable units can be put back to the Partnership at any redemption date for cash equal to a proportionate share of the Partnership's NAV attributable to the unit class. Units are redeemable monthly with 60 days' notice.

The redeemable units are carried at the redemption amount that is payable at the statements of financial position date if the holder exercises the right to put the units back to the Partnership.

Redeemable units are issued and redeemed at the holder's option at prices based on the Partnership's NAV per unit at the time of issue or redemption. The Partnership's NAV per unit is calculated by dividing the net assets attributable to the holders of each class of redeemable units by the total number of outstanding redeemable units of each respective class. Refer to note 6 for additional details on redeemable units.

**Expenses**

Expenses of the Partnership including operating expenses are recorded on an accrual basis.

Transaction costs associated with investment transactions for financial assets and liabilities at FVTPL, including brokerage commissions, have been expensed on the statements of comprehensive income (loss).

Interest expense and applicable non-utilization fees associated with borrowing are recorded on an accrual basis.

**Increase (Decrease) in net assets attributable to holders of redeemable units per unit**

'Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit' in the statements of comprehensive income (loss) represents the Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Class, divided by the weighted average units outstanding of that class during the reporting period.

**Loan origination fees**

The Partnership may pay fees to a lender at the time of negotiating borrowing facilities (see note 9). Such origination fees are due at the time the borrowing facility becomes legally binding, which is generally when both the borrower and the lender have signed the agreement. Such fees are expensed when paid and may be included as 'Arrangement fee-Clarien Bank' on the statements of comprehensive income (loss).

**Distribution to Unitholders**

Distributions will be made to unitholders only at such times and in such amounts as may be determined at the discretion of the Manager. All distributions by the Partnership will be paid in cash.

**Allocation of income and expense, and realized and unrealized gains and losses**

Fees and other costs directly attributable to a class are charged to that class. The Partnership's shared operating expenses, income, and realized and unrealized gains and losses are generally allocated proportionately to each class of Units based upon the relative NAV of each class.

**Collateral**

Collateral in the form of cash or cash equivalents provided by the Partnership is identified in the statements of financial position as 'Margin accounts' and is not included as a component of cash and cash equivalents. Collateral other than cash and cash equivalents is classified in the statements of financial position separately from other assets and liabilities as 'Investments - pledged as collateral' if the party to whom the collateral is provided has the right by contract or custom to sell or re-pledge the collateral.

**Allocation of non-cash items on the statement of cash flows**

The Partnership includes only the net cash flow impact and does not include non-cash switches between classes of the Partnership that occurred during the year in 'Proceeds from redeemable units issued' or 'Amount paid on redemption of redeemable units'. There were no non-cash switches excluded from the Partnership's operation and financing activities on the statements of cash flows for the six-month periods ended June 30, 2024 and June 30, 2023.

**Future accounting changes**

There are no new accounting standards effective after January 1, 2024 which affect the accounting policies of the Partnership.

**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 material accounting judgments and estimates the Partnership has made in preparing these financial statements.

**Fair value of securities not quoted in an active market**

The fair value of such securities not quoted in an active market may be determined by the Partnership using reputable pricing sources (such as pricing agencies) or indicative prices. Such values may be indicative and not executable or binding. The Partnership would exercise judgment and estimates on the quantity and quality of pricing sources used. Where no market data is available, the Partnership may value positions using their own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The inputs into these models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments. The determination of what constitutes 'observable' requires significant judgment by the Partnership. The Partnership considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

**Fair value of Underlying Funds**

The fair value of Underlying Funds that are not quoted in an active market is determined primarily in reference to the latest available price of such units for each Underlying Fund, as determined by the administrator of such Underlying Fund. The Partnership may make adjustments to the reported net asset value of various Underlying Funds based on considerations such as the value date of the price provided, cash flows (calls/distributions) since the latest value date, the estimated total return reported by the manager of the Underlying Fund if a price is unavailable, restrictions on redemptions and the basis of accounting, if not at fair value. The carrying values of Underlying Funds may be materially different to the values that could be realized as of the financial reporting date or ultimately realized on redemption.

**Fair value of mortgages and loans**

The value of mortgages and loans and respective ECL may include judgment and assumptions based on information provided by the mortgage administrator and industry data. Refer to note 5 Credit Risk for further information on ECLs.

**Classification of financial assets and liabilities**

Financial assets may be classified as financial assets at amortized cost, financial assets at FVTPL or financial assets at fair value through other comprehensive income (loss). Financial liabilities may be classified as financial liabilities at amortized cost or financial liabilities at FVTPL. In order to classify its financial assets and liabilities in accordance with IFRS 9, the Manager uses judgment to assess the business model of the Partnership and the cash flows of their financial assets and liabilities. The classification of financial assets and liabilities of the Partnership are outlined in note 3.

**5. FINANCIAL INSTRUMENTS****a) Offsetting of Financial Assets and Financial Liabilities**

The Partnership has a master netting or similar arrangements in place with a counterparty for borrowing and the execution of forward currency contracts. This means that in the event of default or bankruptcy, the Partnership may set off the assets held with the counterparty against the liabilities it owes to the same counterparty. The contracts in place under these arrangements that settle on the same date have been offset and presented in the statements of financial position of the Partnership and the table below, where there is a legally enforceable right and an intention to settle the contracts on a net basis. There is no collateral associated with these arrangements. The following table presents the gross amount of recognized financial assets and liabilities of the Partnership that are offset under master netting or similar arrangements as at June 30, 2024 and December 31, 2023:

	June 30, 2024 (\$)	December 31, 2023 (\$)
<b>Gross Derivatives</b>		
Gross Derivative Assets	33,433	1,067,588
Gross Derivative Liabilities	(70,820)	(21,444)
Net Exposure	(37,387)	1,046,144
<b>Gross Borrowing</b>		
Gross Borrowing	(42,363,433)	(53,558,516)
Cash	19,529,624	15,077,447
Short Term Investments	9,634,582	37,184,422
Net Exposure	(13,199,227)	(1,296,646)

## b) Risk management

The Partnership's investment activities may be exposed to various financial risks, including market risk (which includes price risk, interest rate risk and currency risk), liquidity risk, credit risk and leverage risk. The Partnership invests in other funds and is therefore susceptible to the market risk arising from uncertainties about future values of those Underlying Funds. The Manager makes investment decisions after an extensive assessment of the Underlying Funds, their strategies and the overall quality of the Underlying Fund's manager. All of the Underlying Funds and their underlying investments are subject to risks inherent in their industries. In the case of the Underlying Funds, established markets do not exist for these holdings, and are therefore considered illiquid. The Partnership is therefore indirectly exposed to each financial risk of the respective Underlying Fund in proportion to its investments in such Underlying Fund. The Partnership's risk management goals are to ensure that the outcome of activities involving risk is consistent with the Partnership's investment objectives and risk tolerance per the Partnership's offering documents. All investments result in a risk of loss of capital.

### Price risk

Price risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market prices (other than those arising from interest rate risk or currency risk). Financial instruments, excluding interest-bearing financial instruments such as mortgages, commercial loans and bonds reported at amortized cost held by the Partnership are susceptible to market price risk arising from uncertainties about future prices of the instruments.

If the price of these investments held by the Partnership on June 30, 2024 had been higher or lower by 10%, net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$15,722,031 (December 31, 2023: \$13,970,737). Actual results may differ from this sensitivity analysis and the difference could be material.

### Interest rate risk

Interest rate risk arises on interest-bearing financial instruments held by the Partnership, such as mortgages and commercial loans and bonds. The fair value and future cash flows of such instruments held by the Partnership will fluctuate due to changes in market interest rates.

This risk is managed by investing in short-term mortgages and commercial loans. As a result, the credit characteristics of these investments will evolve such that in periods of higher market interest rates, there will be those with narrower credit spreads, and vice versa in periods of lower market interest rates, compared to other benchmark rates.

As of June 30, 2024 and December 31, 2023, the Partnership held direct mortgages and commercial loans. The Partnership generally intends to hold all of these investments to maturity. There is a very limited secondary market and in syndication transactions such as the ones in which the Partnership participates, these investments are generally traded at face value without regard to changes in interest rates.

The following is a summary of the carrying value (principal minus allowance for ECL) of the direct mortgages administered by MarshallZehr Group Inc. (Direct Mortgages) segmented by gross interest rate (before deduction of mortgage administration fees) as at June 30, 2024 and December 31, 2023:

	0% - 11.99% (\$)	12% - 12.99% (\$)	13% - 13.99% (\$)	14% - 14.99% (\$)	15% - 15.99% (\$)	Greater than 15.99% (\$)	Total (\$)
June 30, 2024	7,616,818	12,920,771	-	398,101	-	4,510,112	25,445,802
December 31, 2023	20,942,985	7,887,091	-	8,330,910	-	524,893	37,685,879

The Partnership has invested in Bridge Agency MBS Fund International LP (Bridge AMBS) which invests in a diversified portfolio of residential mortgage-backed securities which are backed by U.S. government sponsored entities and other related securities. Bridge AMBS is subject to interest rate risk but its intention is to hedge interest rate risk by using various derivative instruments and hedging of cash. As at June 30, 2024, the value of Bridge AMBS and the maximum exposure to interest rate risk is \$2,256,282 (December 31, 2023: \$2,031,280).

The Partnership has committed to invest US\$15,000,000 in Bridge Debt Strategies Fund IV International LP (Bridge Debt IV) which invests in a diversified portfolio of commercial real-estate debt and certain related investments related to or secured by income-producing multifamily, commercial office, seniors housing and select other real estate assets in the United States. Bridge Debt IV is subject to interest rate risk but its intention is to hedge interest rate risk by using various derivative instruments and hedging of cash. As at June 30, 2024, US\$14,804,902 (December

31, 2023: US\$14,804,902) was paid towards this commitment and US\$195,098 remains outstanding (December 31, 2023: US\$195,098). The value of Bridge Debt IV and the maximum exposure to interest rate risk is \$20,561,051 (December 31, 2023: \$19,763,830).

The Partnership has invested US\$3,200,000 in Parkview Financial US–Cayman Blocker, LLC (Parkview Financial) which invests in real estate development companies in the form of construction and commercial loans. As of June 30, 2024, Parkview Financial is subject to interest rate risk on the underlying loans of its portfolio. The value of Parkview Financial and the maximum exposure to interest rate risk is \$4,900,916 (December 31, 2023: \$4,746,810).

The Partnership has committed to invest US\$7,000,000 in NSPC-L Investor Trust (Northleaf Private Credit), an open-end private credit fund that seeks to build a diversified portfolio of senior secured private credit investments focused on mid-market, primarily private equity-backed, companies. Northleaf Private Credit is subject to interest rate risk on the underlying loans of its portfolio. As at June 30, 2024, the full US\$7,000,000 was paid towards this commitment. The value of Northleaf Private Credit and the maximum exposure to interest rate risk is \$9,753,043 (December 31, 2023: \$9,471,699).

The Partnership has invested US\$243,650 in Parkview Madison 2024, LLC (Parkview Madison) which is an equity property and is subject to interest rate risk due to the underlying mortgage portfolio. The value of Parkview Madison and the maximum exposure to interest rate risk is \$333,325.

The Partnership held an interest in two commercial loans and are subject to interest rate risk. One participation interest is \$2.5 million of a \$55 million loan that was completed with Rokstad Holdings Corporation (Rokstad) with an interest rate of 10% per annum is payable monthly. The second is a participation interest of \$2.0 million of a \$40 million loan with MDT Sporting Goods Ltd. (MDT) with an interest rate of 7.0%. Agreements for MDT include covenants where the interest rate may change based the company's condition for the most recently completed fiscal quarter end whereas if the senior debt over EBITDA increases, the interest rate payable to the Partnership decreases. As at June 30, 2024, the interest rate was 7.0% for MDT.

The Partnership has indirect exposure to interest rate risk in commercial loans through its investments in Crown Capital Partner Fund, LP (Crown Partner Funding), Blue Ocean Fund Class I and Blue Ocean Fund Class I-B (collectively referred to as Blue Ocean), Blue MC (Cayman) LLC (Blue MC), Incus Capital European Credit Fund IV Feeder (Incus Credit Fund IV), Incus Capital European Renewables Credit Fund Feeder LP (Incus Renewables Credit Fund LP) and Sagard Senior Lending Partners LP (Sagard Lending LP).

The Partnership has exposure to interest rate risk due to its borrowings as described in note 11. If interest rates had doubled during the six-month period ended June 30, 2024, interest expense would have been higher and ending net assets attributable to holders of redeemable units would have been lower by \$1,026,651 (December 31, 2023: \$2,605,362).

The Partnership's balances of dividends receivable, interest receivable, subscriptions receivable, receivable for investments sold, expenses payable and payable for investments purchased have no significant exposure to interest rate risk due to their short-term nature.

### Currency risk

Currency risk is the risk that the value of a financial instrument will fluctuate due to changes in foreign exchange rates. Securities included in the Partnership may be valued in or have exposure to currencies other than the Canadian dollar and when measured in Canadian dollars, be affected by fluctuations in the value of such currencies relative to the Canadian dollar.

The use of currency risk mitigation strategies such as forward currency contracts involves special risks including the possible default by the counterparty to the transaction, illiquidity and to the extent the Manager's assessment of certain market movements is incorrect, the risk that the use of such strategies could result in losses greater than if the strategy had not been used. The forward currency contracts may have the effect of limiting or reducing the total returns of the Partnership if the Manager's expectations concerning future events or market conditions prove to be incorrect. In addition, costs associated with the forward currency contracts may outweigh the benefits of the arrangements in some circumstances.

The Manager may from time to time, at its sole discretion, enter into forward currency contracts in relation to all or a portion of the value of the Partnership's non-Canadian dollar currency exposure or the non-Canadian currency exposure of the issuers whose securities comprise the Partnership's portfolio back, directly or indirectly, to the Canadian dollar. Forward currency contract amounts are based on a combination of trading currency of the Partnership's holdings and an estimate of the currency to which their operations are exposed.

The tables below indicate the foreign currencies to which the Partnership had significant exposure at June 30, 2024 and December 31, 2023 in Canadian dollar terms, net of the notional amounts of forward currency contracts. The table also illustrates the potential impact on the net assets attributable to holders of redeemable units if the Canadian dollar had strengthened or weakened by 10% in relation to each of the other currencies, with all other variables held constant.

June 30, 2024	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary (\$)	Non-monetary (\$)	Total (\$)	Monetary (\$)	Non-monetary (\$)	Total (\$)
Euro	(3,004,995)	3,199,426	194,431	(300,500)	319,943	19,443
United States Dollar	(90,850,208)	91,085,212	235,004	(9,085,020)	9,108,521	23,501
<b>Total</b>	<b>(93,855,203)</b>	<b>94,284,638</b>	<b>429,435</b>	<b>(9,385,520)</b>	<b>9,428,464</b>	<b>42,944</b>
<b>% of net assets attributable to holders of redeemable units</b>	<b>(60.3%)</b>	<b>60.6%</b>	<b>0.3%</b>	<b>(6.0%)</b>	<b>6.1%</b>	<b>-</b>

December 31, 2023	Exposure			Impact on net assets attributable to holders of redeemable units		
	Monetary (\$)	Non-monetary (\$)	Total (\$)	Monetary (\$)	Non-monetary (\$)	Total (\$)
Euro	(2,879,338)	2,878,260	(1,078)	(287,934)	287,826	(108)
United States Dollar	(93,496,454)	94,095,832	599,378	(9,349,645)	9,409,583	59,938
<b>Total</b>	<b>(96,375,792)</b>	<b>96,974,092</b>	<b>598,300</b>	<b>(9,637,579)</b>	<b>9,697,409</b>	<b>59,830</b>
% of net assets attributable to holders of redeemable units	51.8%	52.2%	0.3%	(5.2%)	5.3%	0.1%

### Liquidity risk

Liquidity risk is the risk that the Partnership will encounter difficulty in meeting their obligations associated with financial liabilities. The Partnership is exposed to monthly cash redemptions and may borrow on margin to invest or settle redemptions. The Manager monitors the Partnership's liquidity position on an ongoing basis.

The Partnership's investments in Direct Mortgages, commercial loans and Underlying Funds are not traded in an active market and may not be redeemable. As a result, the Partnership may not be able to quickly liquidate its investments in these instruments at amounts, which approximate their fair values. In order to maintain liquidity, the Partnership may invest in complementary, more liquid, income producing public securities, including real estate income trusts, royalty income trusts, preferred shares, dividend paying equity securities and debt securities including convertibles, corporate and sovereign debt. The Partnership has the ability to borrow for the purposes of making investments, providing cover for the writing of options, paying redemptions, working capital purposes and to maintain liquidity in accordance with its investment objective and investment strategies. The borrowing facilities may be payable upon demand, as described in note 9.

The Partnership has committed amounts to Underlying Funds, as described in note 12. All other payables are due within three-months from the financial reporting date. Issued redeemable units and borrowings are payable on demand following 60 days' notice.

The Partnership may write cash secured put options in accordance with its investment objectives and strategies. The value of the securities and/or cash required to satisfy the options if they were exercised as at December 31, 2023 are presented in the table below. There were no put options as at June 30, 2024.

	Less than 1 month (\$)	1 to 3 months (\$)	Total (\$)
December 31, 2023	316,000	10,000	326,000

### Credit risk

Credit risk is the risk that a party to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Partnership. The Partnership is exposed to credit risk through its investments in Direct Mortgages, indirect mortgages and direct and indirect commercial loans. Credit risk is managed by adhering to the investment and operating policies, as set out in the Partnership's offering documents.

The Partnership's credit risk management objectives are to:

- establish a framework of controls to ensure credit risk-taking is based on sound credit risk management principles; and
- identify, assess and measure credit risk clearly and accurately across the Partnership, from the level of individual mortgages or commercial loans up to the total portfolio.

Mortgages are asset-based lending and the majority of mortgages are generally expected to be written for terms of 6 to 36 months and supported by commercial liability insurance and by personal or corporate guarantees. The portfolio of mortgages is generally expected to be written for principal amounts at the time of commitment (together with the principal balance outstanding on prior mortgages if applicable, with an 'owners mentality' lending at 65%-75% of the determined value of the underlying property securing the mortgage in established high growth secondary markets across North America. Such risks are further mitigated by ensuring a comprehensive due diligence process is conducted on each mortgage prior to funding. This process generally includes, but is not limited to, reviewing legal documentation, independent appraiser's valuations and credit checks and financial statement reviews on prospective borrowers.

Commercial loans are primarily cash-flow lending to independent, mid-market companies with a value proposition including robust legal structures and equity cushions; and

- the majority of the loans are expected to be senior secured lending, diversified across geographies and industry sectors;
- apart from the Maritime sector, focused on less cyclical sectors; and
- targeting individual borrower concentrations to be less than 3% of the Partnership's portfolio with earnings before interest, taxes, depreciation and amortization (EBITDA) in the range of \$10 million to \$150 million.

Such risks are further mitigated by generally considering collateral of the underlying businesses, including property, plant and equipment, inventory and receivables.

*Determination of significant changes of credit risk*

The Manager compares the risk of a default occurring as at the reporting date with the risk of a default occurring on a financial instrument as at the date of initial recognition using reasonable and supportable information that is available without undue cost. The Manager may assume that the credit risk of a private mortgage loan has not changed significantly if it is determined to have low credit risk at the reporting date. The Manager looks at the following factors to assess whether credit risk has increased (or decreased) since initial recognition:

- Increases in loan-to-cost (LTC) and/or loan-to-value (LTV) on particular loans;
- Events/delays in construction or intentions that are a significant deviation from planned activities;
- Missed interest and/or principal payments; and
- Material degradation of the financial position of the borrower, including its guarantors.

LTV ratios are updated using forward-looking information whenever it is available via periodic updates from the third party investment manager/mortgage administrator on the status of projects and collateral underlying the loans. LTC and LTV ratios that exceed 90% and 85%, respectively are viewed as a sign that the mortgage may be put on a watch list for potential changes in credit risk. This will depend on how close a project is to completion (in the case of development/construction projects) and other qualitative factors.

The assessment may include an evaluation of the monitoring steps being taken by the third party investment manager/mortgage administrator which can be a sign of a change in credit risk. The Partnership has recourse under the terms of the private mortgage loans in the event of default by the borrower, in which case the Partnership would have a claim against the underlying property and security.

*Expected Credit Losses*

At each reporting date, the Manager performs an assessment of credit risk. An impairment is estimated and reflected as a reduction to the carrying amount of the Partnership's mortgages and commercial loans reported at amortized cost.

Based on the underlying mortgage or commercial loan, the Manager may use one or more methods in order to estimate an expected credit loss:

(a) The Manager estimates the credit risk using the expected credit loss (ECL) method. ECL is calculated by applying the following formula:

$$\text{Expected credit loss} = \text{Exposure at Default (EAD)} \times \text{Loss Given Default (LGD)} \times \text{Probability of Default (PD)}$$

EAD is the estimate of what the outstanding balance will be at the time of default, if the borrower does default, including time to resolve the default. LGD is the unrecovered part of EAD if there is a default requiring recovery of collateral or payments under a guarantee. PD is the probability that a borrower will default prior to the maturity of the loan. The ECL is applied to the portion of the Loan Portfolio where there is no objective evidence of impairment. The ECL or ECL rate, as determined above, is multiplied by the aggregate principal plus accrued interest on loan to reduce the carrying amount. A lifetime ECL may be applied on individual mortgages or loans that show signs of impairment. The lifetime ECL is determined using LTV, information from the third party mortgage administrator or investment manager as well as historical experience in similar situations.

(b) Specific impairment based on objective evidence of an impairment loss such as a significant financial difficulty of the borrowing entity or a breach of contract including non-payment of interest and extensions of maturity date. A range of possibilities is considered and the probable value of the recovery amount determines the amount of the ECL. Loans will be written off when there is no reasonable prospect of recovering any further cash flows from the financial asset.

*Credit Quality Analysis*

The Loan Portfolio is grouped into three categories or stages, as described below.

*Stage 1 - Performing*

There has been no significant change in credit risk on the loan (or the loan was and still is in the low credit risk category) since initial recognition.

*Stage 2 – Non performing*

When a particular Stage 1 mortgage or commercial loan moves to Stage 2, a lifetime ECL is applied on the individual loan. Typically, the ECL is rateably higher than the ECL on Stage 1 assets to reflect the increase in credit risk. The Partnership considers a borrower to be in default in instances where there is a failure to pay interest or principal on a loan more than 30 days after the payment is due.

*Stage 3 – Impaired*

If the Manager believes that a mortgage or commercial loan is impaired, an allowance specific to that loan will be determined based on an assessment of the expected loss over the lifetime of the loan. A range of possibilities is considered and the probable value of the recovery amount determines the amount of the lifetime ECL. The Partnership considers a borrower to be in default when the first of (i) a failure to pay interest or principal on a loan more than 90 days after the payment is due and either the loan-to-cost (LTC) or LTV covenant is breached or (ii) bankruptcy filing or receivership, occurs. The Manager believes that more than 90 days and either a LTC or LTV covenant breach is a reasonable definition of default based on its previous experience in the mortgage and commercial loan industry.

For Direct Mortgages in Stage 1, an ECL percentage rate of 0.47% is applied to the total carrying value of all mortgages that are in Stage 1 (December 31, 2023: 0.47%). For Direct Mortgages in Stage 2 or Stage 3, the ECL is determined based on the Manager's best estimate of the ECL and a specific provision is applied. For commercial loans in Stage 1, an ECL percentage rate of 1.13% to MDT on principal (December 31, 2023: 1.13%), and 0.48% to Parkview Financial (December 31, 2023: 0.48%), and is applied to the total carrying value of each commercial loan.

The following tables present the breakdown into Stages and the respective ECL as at June 30, 2024 and December 31, 2023:

June 30, 2024	Number of Loans	Principal + Accrued Interest (\$)	ECL Amount (\$)	ECL Rate
Direct Mortgages				
Stage 1	5	17,086,862	(80,308)	0.5%
Stage 2	1	1,752,002	(384,002)	21.9%
Stage 3	18	58,676,319	(33,410,560)	56.9%
<b>Total</b>	<b>24</b>	<b>77,515,183</b>	<b>(33,874,870)</b>	
Commercial Loans				
Stage 1	2	5,280,472	(42,233)	0.8%
Stage 2	-	-	-	-
Stage 3	-	-	-	-
<b>Total</b>	<b>2</b>	<b>5,280,472</b>	<b>(42,233)</b>	

December 31, 2023	Number of Loans	Principal + Accrued Interest (\$)	ECL Amount (\$)	ECL Rate
Direct Mortgages				
Stage 1	5	13,374,625	(62,861)	0.5%
Stage 2	3	819,128	(75,121)	9.2%
Stage 3	15	54,512,904	(15,896,939)	29.2%
<b>Total</b>	<b>23</b>	<b>68,706,657</b>	<b>(16,034,921)</b>	
Commercial Loans				
Stage 1	2	6,632,228	(42,892)	0.6%
Stage 2	-	-	-	-
Stage 3	-	-	-	-
<b>Total</b>	<b>2</b>	<b>6,632,228</b>	<b>(42,892)</b>	

The following is a summary of the Direct Mortgages held by the Partnership as at June 30, 2024 and December 31, 2023:

June 30, 2024	Number of Mortgages	Carrying Value (\$)	Carrying Value + Accrued Interest (\$)
First Mortgages	19	20,848,345	38,491,285
Second Mortgages	5	4,597,457	5,089,083
Third Mortgages	-	-	-
<b>Total</b>	<b>24</b>	<b>25,445,802</b>	<b>43,580,368</b>

December 31, 2023	Number of Mortgages	Carrying Value (\$)	Carrying Value + Accrued Interest (\$)
First Mortgages	19	32,264,178	47,046,874
Second Mortgages	4	5,421,701	5,620,342
Third Mortgages	-	-	-
<b>Total</b>	<b>23</b>	<b>37,685,879</b>	<b>52,667,216</b>

The following is a summary of the Direct Mortgages segmented by type of project as at June 30, 2024 and December 31, 2023:

	Pre-development (\$)	Pre-development/Construction (\$)	Construction (\$)	Term (\$)	Total (\$)
June 30, 2024	883,933	14,460,377	10,101,492	-	25,445,802
December 31, 2023	1,282,878	16,070,371	19,282,065	1,050,565	37,685,879

The following is a summary of the maturity profile of the Direct Mortgages as at June 30, 2024 and December 31, 2023:

	12 months or less (\$)	13 to 24 months (\$)	25 to 36 months (\$)	Total (\$)
June 30, 2024	23,299,949	1,610,572	535,282	25,445,802
December 31, 2023	35,919,144	1,766,735	-	37,685,879



During the six-month period ended June 30, 2024, there was an adjustment to a bad debt amount written off in 2023 in the amount of \$4,519 and was reported on the statements of comprehensive income (loss) under 'Bad debt – mortgages'.

The Partnership has indirect exposure to credit risk through its investments in Bridge AMBS, Bridge Debt IV, Northleaf Private Credit, Incus Credit Fund IV, Incus Renewables Credit Fund LP, Sagard Senior Lending Partners and Parkview Madison. As at June 30, 2024, the value of Bridge AMBS and the maximum exposure to credit risk is \$2,256,282 (December 31, 2023: \$2,031,280). As at June 30, 2024, the value of Bridge Debt IV and the maximum exposure to credit risk is \$20,561,051 (December 31, 2023: \$19,763,830). As at June 30, 2024, the value of Northleaf Private Credit and the maximum exposure to credit risk is \$9,753,043 (December 31, 2023: \$9,471,699). As at June 30, 2024, the value of Incus Credit Fund IV and the maximum exposure to credit risk is \$2,263,989 (December 31, 2023: \$1,944,728). As at June 30, 2024, the value of Incus Renewables Credit Fund LP and the maximum exposure to credit risk is \$935,437 (December 31, 2023: \$933,532). As at June 30, 2024, the value of Sagard Senior Lending Partners and the maximum exposure to credit risk is \$3,254,396 (December 31, 2023: \$3,022,472). As at June 30, 2024, the value of Parkview Madison and the maximum exposure to credit risk is \$333,325.

The Partnership has indirect exposure to credit risk on commercial loans through its investments in Crown Partner Funding, Blue Ocean and Blue MC. As at June 30, 2024, the value of Crown Partner Funding and the maximum exposure to credit risk is \$5,809,125 (December 31, 2023: \$11,415,600). As at June 30, 2024, the value of Blue Ocean and the maximum exposure to credit risk is \$6,959,239 (December 31, 2023: \$7,597,648). As at June 30, 2024, the value of Blue MC and the maximum exposure to credit risk is \$15,469,872 (December 31, 2023: \$17,511,893).

The Partnership has exposure to credit risk through its investment in Rokstad, which is reported at FVTPL.

The Partnership is also exposed to credit risk from investments in forward currency contracts. The Partnership limits its exposure to credit losses on forward currency contracts by ensuring there are netting arrangements with each counterparty to the forward currency contracts, such that any gains (amounts owing to the Partnership) on individual contracts can be set off against any losses (amounts owing to the counterparty) even in the event of default or bankruptcy. The maximum exposure to credit risk from these contracts is equivalent to the fair value of forward currency contracts that are in a net unrealized gain position as of the reporting date as outlined in the tables below including the effect of master netting or similar arrangements in place with all counterparties. The following tables outline the exposure and credit rating of each counterparty in an unrealized gain position as of the date of the statements of financial position.

June 30, 2024	Net Unrealized Gain (\$)	Credit Rating
CIBC World Markets Inc.	33,433	Standard & Poor's A-1

December 31, 2023	Net Unrealized Gain (\$)	Credit Rating
CIBC World Markets Inc.	1,067,588	Standard & Poor's A-1

### Leverage Risk

The Partnership uses leverage as part of its investment strategy and is therefore subject to leverage risk. The Partnership may generally borrow up to 25% of its total assets. The Partnership pledges securities as collateral and is able to borrow up to limits imposed by the lender it has pledged the collateral to. The amount of borrowing allowed by the lender depends on the nature of securities pledged. The Partnership pays interest on the amounts borrowed, which accrues daily and is payable monthly. When the Partnership makes investments in derivatives, borrows cash for investment purposes, or uses physical short sales on equities, fixed-income securities or other portfolio assets, leverage may be introduced into the Partnership. Leverage occurs when the Partnership borrows to invest or when the Fund's notional exposure to underlying assets is greater than the amount invested. It is an investment technique that can magnify gains and losses. Consequently, any adverse change in the value or level of the Partnership's investments, or of the underlying assets, rate or index to which the Partnership's investments relate, may amplify losses compared to those that would have been incurred if the Fund had not borrowed to invest or if the underlying asset had been directly held by the Partnership. This may result in losses greater than if the Partnership had not borrowed to invest, or, in the case of derivatives, losses greater than the amount invested in the derivative itself.

As of June 30, 2024, the amount borrowed was \$46,467,583 (December 31, 2023: \$53,558,516) and borrowing net of cash and cash equivalents and treasury bills of 2.3% of the total assets of the Partnership (December 31, 2023: 0.7%) and 4.1% of the total assets of the Partnership including Preferred Units (December 31, 2023: 3.0%). Interest expense incurred on amounts borrowed for the six-month period ended June 30, 2024 was \$1,126,347 (December 31, 2023: \$2,781,779).

### c) Fair value of financial instruments

Financial instruments measured at fair value are classified according to a fair value hierarchy that reflects the importance of the inputs used to perform each valuation. The fair value hierarchy is made up of the following levels:

Level 1 - quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;

Level 2 - inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - inputs are unobservable for the asset or liability.

The fair value hierarchy requires the use of observable market data each time such data exists. A financial instrument is classified at the lowest level of the hierarchy for which significant input has been considered in measuring fair value. 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 Partnership's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The following tables illustrate the classification of the Partnership's financial instruments within the fair value hierarchy as at June 30, 2024 and December 31, 2023:

June 30, 2024	Assets (Liabilities)			Total (\$)
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	
Derivative Assets	-	33,433	-	33,433
Derivative Liabilities	-	(70,820)	-	(70,820)
Loans	-	-	250,000	250,000
Underlying Funds - Long	-	23,603,783	86,011,211	109,614,994
Equities - Long	107,091	1,939,644	-	2,046,735
Treasury Bills	-	13,364,213	-	13,364,213
<b>Total</b>	<b>107,091</b>	<b>38,870,253</b>	<b>86,261,211</b>	<b>125,238,555</b>

December 31, 2023	Assets (Liabilities)			Total (\$)
	Level 1 (\$)	Level 2 (\$)	Level 3 (\$)	
Derivative Assets	-	1,067,588	-	1,067,588
Derivative Liabilities	-	(26,055)	-	(26,055)
Loans	-	-	2,500,000	2,500,000
Underlying Funds - Long	-	28,538,798	85,815,387	114,354,185
Equities - Long	1,143,639	3,597,585	-	4,741,224
Treasury Bills	-	18,116,564	-	18,116,564
<b>Total</b>	<b>1,143,639</b>	<b>51,294,480</b>	<b>88,315,387</b>	<b>140,753,506</b>

The Partnership held units of Portland Global Energy Efficiency and Renewable Energy Fund LP (Portland GEEREF LP), Blue Ocean, Brookfield Infrastructure Fund IV-A, L.P. (BIF IV), Brookfield Infrastructure Fund V-A, L.P. (BIF V), Rokstad, Bridge Debt IV, Blue MC, Northleaf Private Credit, Incus Credit Fund IV, Incus Renewables Credit Fund LP and Sagard Lending LP which are considered to be Level 3 investments. During 2024, the Partnership invested in Parkview Madison which is also considered to be a Level 3 investment. Details of these investments are noted below.

Portland GEEREF LP is a closed-end investment fund. Portland GEEREF LP has the same Manager and administrator as the Partnership. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution except in very limited circumstances. The Partnership measures Portland GEEREF LP units at the most recently published NAV per unit as reported by its administrator, considering restrictions on the Partnership's ability to redeem units of Portland GEEREF LP. If the NAV per unit of Portland GEEREF LP had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$346,205 as at June 30, 2024 (December 31, 2023: \$353,867).

Blue Ocean is a closed-ended sub-fund of EnTrustPermal ICAV, an umbrella Irish Collective Asset-Management Vehicle with segregated liability between sub-funds. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Blue Ocean at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Blue Ocean. If the NAV per unit of Blue Ocean had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$695,924 as at June 30, 2024 (December 31, 2023: \$759,765).

BIF IV is a closed-ended parallel structured fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures BIF IV at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of BIF IV. If the NAV per unit of BIF IV had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$2,119,276 as at June 30, 2024 (December 31, 2023: \$2,053,234).

BIF V is a closed-ended parallel structured fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures BIF V at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of BIF V. If the NAV per unit of BIF V had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$182,605 as at June 30, 2024 (December 31, 2023: \$149,858).

In 2019, the Partnership participated in a co-investment opportunity with Crown Partner Funding in a loan participation agreement with Rokstad in the amount of \$2,500,000. This investment is considered Level 3 in the fair value hierarchy because it is valued using a fair valuation technique to determine value of the loan participation agreement. If the value of Rokstad had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$25,000 as at June 30, 2024 (December 31, 2023: \$250,000).

Bridge Debt IV is a closed-ended parallel structured fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Bridge Debt IV at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Bridge Debt IV. If the NAV per unit of Bridge Debt IV had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$2,056,105 as at June 30, 2024 (December 31, 2023: \$1,976,383).

Blue MC is a closed-ended fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Blue MC at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Blue MC. If the NAV per unit of Blue MC had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$1,546,987 as June 30, 2024 (December 31, 2023: \$1,751,189).

Northleaf Private Credit is an open-ended private credit fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions until three years following capital contribution date. The Partnership measures Northleaf Private Credit at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Northleaf Private Credit. If the NAV per unit of Northleaf Private Credit had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$975,304 as at June 30, 2024 (December 31, 2023: \$947,170).

Incus Credit Fund IV is a closed-ended fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Incus Credit Fund IV at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Incus Credit Fund IV. If the NAV per unit of Incus Credit Fund IV had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$226,399 as at June 30, 2024 (December 31, 2023: \$194,473).

Incus Renewables Credit Fund LP is a closed-ended fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Incus Renewables Credit Fund LP at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Incus Renewables Credit Fund LP. If the NAV per unit of Incus Renewables Credit Fund LP had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$93,544 as at June 30, 2024 (December 31, 2023: \$93,353).

Sagard Lending LP is a closed-ended fund. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Sagard Lending LP at the most recently published NAV per unit as reported by its administrator, considering the Partnership's inability to redeem units of Sagard Lending LP. If the NAV per unit of Sagard Lending LP had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$325,440 as at June 30, 2024 (December 31, 2023: \$302,247).

Parkview Madison is a private equity investment. This investment is considered Level 3 in the fair value hierarchy because it does not allow redemptions or transfers of units prior to dissolution. The Partnership measures Parkview Madison using valuation techniques based on the latest available reporting provided by the company, considering the Partnership's inability to redeem units of Parkview Madison. If the fair value of Parkview Madison had been higher or lower by 10%, the net assets attributable to holders of redeemable units of the Partnership would have been higher or lower by \$33,333 as at June 30, 2024.

#### Reconciliation of Level 3 Fair Value Measurement of Financial Instruments

The following tables reconcile the Partnership's Level 3 fair value measurement of financial instruments for the six-month period ended June 30, 2024 and year ended December 31, 2023.

June 30, 2024	Investment Funds (\$)	Loans (\$)	Total (\$)
Balance, Beginning of Period	85,815,387	2,500,000	88,315,387
Investment purchases during the period*	334,072	-	334,072
Proceeds from sales during the period*	(1,816,874)	-	(1,816,874)
Net realized gain (loss) on sale of investments	979,604	-	979,604
Change in unrealized appreciation (depreciation) in value of investments	699,023	(2,250,000)	(1,550,977)
Balance, End of Period	86,011,211	250,000	86,261,211
Change in unrealized appreciation (depreciation) in value of investments held at end of period	1,831,877	(2,250,000)	-

December 31, 2023	Investment Funds (\$)	Loans (\$)	Total (\$)
Balance, Beginning of Period	76,731,133	2,500,000	79,231,133
Investment purchases during the period*	16,999,050	-	16,999,050
Proceeds from sales during the period*	(7,448,281)	-	(7,448,281)
Net realized gain (loss) on sale of investments	1,645,943	-	1,645,943
Change in unrealized appreciation (depreciation) in value of investments	(2,112,458)	-	(2,112,458)
Balance, End of Period	85,815,387	2,500,000	88,315,387
Change in unrealized appreciation (depreciation) in value of investments held at end of period	777,393	-	-

\*Balances reported are net of return of capital

#### d) Structured entities

A structured entity is an entity that has been designed so that voting or similar rights are not the dominant factor in deciding who controls the entity, such as when any voting rights relate to administrative tasks only and the relevant activities are directed by means of contractual arrangements. A structured entity often has some or all of the following features or attributes:

- i) restricted activities;
- ii) a narrow and well-defined objective, such as to provide investment opportunities for investors by passing on risks and rewards associated with the assets of the structured entity to investors;
- iii) insufficient equity to permit the structured entity to finance its activities without subordinate financial support; and
- iv) financing in the form of multiple contractually linked instruments to investors that create concentrations of credit or other risks (tranches).

The Partnership considers its investments in Underlying Funds to be investments in unconsolidated structured entities.

The change in fair value of the Partnership is included in the statements of comprehensive income (loss) in 'Change in unrealized appreciation (depreciation) on investments and derivatives'.

The Partnership's investments in Underlying Funds are subject to the terms and conditions of their respective offering documents and are susceptible to market price risk arising from uncertainties about future values. The Manager makes investment decisions after extensive due diligence on the strategy and overall quality of the Underlying Fund's manager.

The exposure to investments in Underlying Funds at fair value as at June 30, 2024 and December 31, 2023 are presented in the following tables. These investments are included at their fair value in financial assets at FVTPL in the statements of financial position. The Manager's best estimate of the maximum exposure to loss from the Partnership's investment in Underlying Funds is the fair value below.

June 30, 2024	Investment at Fair Value (\$)	Net Asset Value (\$ millions)	% of Net Asset Value
Blue MC (Cayman) LLC	15,469,872	981	1.6%
Blue Ocean Fund Class I	466,224	9	5.5%
Blue Ocean Fund Class I-B	6,493,015	86	7.6%
Bridge Agency MBS Fund International LP	2,256,282	419	0.5%
Bridge Debt Strategies Fund IV International LP	20,561,051	719	2.9%
Brookfield Infrastructure Fund IV-A, L.P.	21,192,757	31,158	0.1%
Brookfield Infrastructure Fund V-A, L.P.	1,826,050	13,332	-
Brookfield Super-Core Infrastructure Partners (CAN) L.P.	8,551,276	14,856	0.1%
Crown Capital Partner Fund, LP	5,809,125	32	18.3%
Crown Capital Power Limited Partnership	6,987,100	40	17.3%
Incus Capital European Credit Fund IV Feeder LP	2,263,989	275	0.8%
Incus Capital European Renewables Credit Fund Feeder LP	935,437	72	1.3%
NSPC-L Investor Trust	9,753,043	2,343	0.4%
Parkview Financial US-Cayman Blocker, LLC	4,900,916	1,168	0.4%
Parkview Madison 2024, LLC	333,325	10	3.3%
Portland Global Energy Efficiency and Renewable Energy Fund LP Class O	3,462,052	17	20.8%
Sagard Senior Lending Partners	3,254,396	16	20.4%

December 31, 2023	Investment at Fair Value (\$)	Net Asset Value (\$ millions)	% of Net Asset Value
Blue MC (Cayman) LLC	17,511,893	951	1.6%
Blue Ocean Fund Class I	514,308	9	5.7%
Blue Ocean Fund Class I-B	7,083,340	79	9.0%
Bridge Agency MBS Fund International LP	2,031,280	430	0.5%
Bridge Debt Strategies Fund IV International LP	19,763,830	695	2.8%
Brookfield Infrastructure Fund IV-A, L.P.	20,532,335	29,884	0.1%
Brookfield Infrastructure Fund V-A, L.P.	1,498,576	12,685	-
Brookfield Super-Core Infrastructure Partners (CAN) L.P.	8,049,118	12,280	0.1%
Crown Capital Partner Fund, LP	11,415,600	69	16.4%
Crown Capital Power Limited Partnership	7,042,800	40	17.4%
Incus Capital European Credit Fund IV Feeder LP	1,944,728	213	0.9%
Incus Capital European Renewables Credit Fund Feeder LP	933,532	n/a	n/a
NSPC-L Investor Trust	9,471,699	2,144	0.4%
Parkview Financial US-Cayman Blocker, LLC	4,770,180	1,131	0.4%
Portland Global Energy Efficiency and Renewable Energy Fund LP Class O	3,538,674	17	20.3%
Sagard Senior Lending Partners	3,022,472	13	23.6%

## 6. REDEEMABLE UNITS

The Partnership is available in two classes of shares: Class A and Class B. Class A units may only be issued to the General Partner or an affiliate of the General Partner and have voting rights, while Class B units are available for purchase by the Fund and are non-voting. The Partnership is permitted to have an unlimited number of classes of units, having such terms and conditions as the Manager may determine. Additional classes may be offered in the future on different terms, including different fee and dealer compensation terms and different minimum subscription levels. Each unit of a class represents an undivided ownership interest in the net assets of the Partnership attributable to that class of units.

The Partnership's NAV per unit is determined on the last business day of each month at the close of regular trading on the Toronto Stock Exchange, (each, a Valuation Date) or on such other date as determined by the Manager. Unitholders may redeem their units on any Valuation Date by submitting a request for redemption no later than the day that is 60 days prior to the Valuation Date in order for the redemption to be accepted as at that Valuation Date; otherwise, the redemption will be processed as at the next Valuation Date.

The Partnership endeavors to invest capital in appropriate investments in conjunction with their investment objectives. The Partnership may borrow or dispose of investments, where necessary, to fund redemptions.

The number of units issued and outstanding for the six-month periods ended June 30, 2024 and June 30, 2023 was as follows:

June 30, 2024	Beginning Balance	Units Issued	Units Redeemed	Ending Balance	Weighted Average Number of Units
Class A	1	-	-	1	1
Class B	1,511,277	-	69,779	1,441,498	1,495,721

June 30, 2023	Beginning Balance	Units Issued	Units Redeemed	Ending Balance	Weighted Average Number of Units
Class A	1	-	-	1	1
Class B	1,663,906	15,675	-	1,679,581	1,674,852

## 7. TAXATION

The Partnership calculates its taxable income and net capital gains/(losses) in accordance with the Income Tax Act (Canada). The Partnership is not a taxable entity and is required to allocate its taxable income and net capital gains/(losses) to its limited partners in accordance with the limited partnership agreement. Accordingly, the Partnership has not included a provision for taxes in the financial statements.

The Partnership may incur withholding taxes imposed by certain countries on investment income and capital gains. Such income or gains are recorded gross of withholding taxes in the statements of comprehensive income (loss). Withholding taxes are shown as a separate item in the statements of comprehensive income (loss).

The taxation year-end of the Partnership is December 31.

## 8. FEES AND EXPENSES

The Partnership is responsible for the payment of the following ongoing fees and expenses relating to its operation: custodian fees, administration fees, accounting expenses, audit fees, interest and safekeeping charges, all taxes (including applicable GST and/or HST), assessments or other regulatory and governmental charges levied against the Partnership, interest and all brokerage fees. The Manager may absorb future Partnership operating expenses at its discretion but is under no obligation to do so.

## 9. SOFT DOLLARS

Allocation of business to brokers of the Partnership is made on the basis of coverage, trading ability and fundamental research expertise. The Manager may choose to affect portfolio transactions with dealers who provide research, statistical and other similar services to the Partnership or to the Manager at prices, which reflect such services (termed proprietary research). The dealers do not provide the Manager with an estimate of the cost of the research, statistical and other similar services (referred to as soft dollars).

## 10. RELATED PARTY TRANSACTIONS

The following table outlines the operating expense reimbursements that were paid to the Manager by the Partnership during the six-month period ended June 30, 2024 and June 30, 2023. The table includes the amount of operating expense reimbursement that was made to affiliates of the Manager. All of the dollar amounts in the table below exclude applicable GST and/or HST.

As at	Operating Expense Reimbursement (\$)	Operating Expenses Reimbursed to Affiliates of the Manager (\$)
June 30, 2024	116,642	-
June 30, 2023	100,836	787

As at June 30, 2024, the Partnership owed \$261,254 of operating expenses excluding applicable GST and/or HST to the Manager (December 31, 2023: \$144,612).

All of the issued and outstanding Class B units of the Partnership are owned by the Fund, which has the same manager as the Partnership. The Class A unit of the Partnership is owned by the General Partner which is related to the Partnership and the Manager. The Partnership invests in Portland GEEREF LP which have the same manager as the Partnership.

On December 13, 2017, an affiliate of the Manager acquired indirect controlling interest in the Bank. The Partnership has Facility with the Bank as described under note 9. During the year ended December 31, 2023, the Partnership paid loan origination fees of US\$33,360. Interest and loan origination fees with the Facility are subject to an additional withholding tax as a result of the indirect controlling interest in the Bank and may be included under 'Arrangement fee-Clarion Bank' on the statements of comprehensive income (loss) when paid.

## 11. BORROWING FACILITY

The Partnership may use various forms of leverage, including its margin facility with a prime broker, a loan facility with a bank and the use of Preferred Units (as defined in the notes to the Fund), that allows it to borrow funds from time to time when the Manager determines this to be appropriate. The aggregate amount of borrowing by the Partnership may not exceed 25% of the total assets of the Partnership at the time of use.

### *Settlement Services Agreement*

The Partnership has a Settlement Services Agreement (SSA) with a Canadian dealer for margin borrowing. The rate of interest payable on borrowed money in Canadian dollars was the three-month Canadian Overnight Repo Rate Average (CORRA) plus 0.75bps and in U.S. dollars was the OBF (Overnight Bank Funding Rate) plus 0.60bps and the facility is repayable on demand. The Partnership has placed securities on account with the dealer as collateral for borrowing.

Based on the amount borrowed, the required amount of cash, cash equivalents or non-cash collateral has been classified separately within the statements of financial position from other assets and is identified as 'Investments - pledged as collateral' or 'Margin accounts'.

As at June 30, 2024, the Partnership borrowed \$46,467,583 or positive \$3,939,164 net of short-term investments and cash through the SSA (December 31, 2023: \$53,558,516 or negative \$1,296,646 net of short-term investments and cash). During the six-month periods ended June 30, 2024, the Partnership borrowed a minimum of \$42,150,571 and a maximum of \$54,203,355 under the SSA (December 31, 2023: minimum of \$47,926,206 and maximum of \$70,951,654).

### *Revolving Loan Facility*

The Partnership has a revolving loan facility (the Facility) with a Bermuda-based bank (the Bank). Under the Facility, the Partnership could borrow in order to bridge the timing difference between planned subscriptions from unitholders and the commitments/disbursements to/from investments made by the Partnership.

The Facility is renewed annually. The Partnership agreed to pay on demand to the Bank the principal sum of up to US\$10,000,000 and to pay interest on unpaid principal, calculated from and including the date of first drawdown at a rate which is the greater of 4.5% above the U.S. dollar three-month LIBOR (London Interbank Offered Rate) + 3.5% net of any applicable withholding taxes, payable over 364 days from the date of first drawdown at interest only quarterly with principal payments at the Partnership's election subject to the term if not renewed. In the event that the Facility becomes 90 days overdue, the Bank could increase the rate of interest to 2% over the interest rate being charged at that time. A non-utilization fee was payable quarterly in arrears of between zero and 0.30% per annum, if the average utilization during the preceding quarter is less than 40%. Payments of principal could be made at any time without penalty. The terms of the Facility include that the maximum total debt of the Partnership does not exceed 25% of total assets and that the Facility amount drawn does not exceed 20% of the Partnership's assets less those securities the Partnership has placed on account with the dealer of the SSA as collateral for the margin borrowing mentioned above. An arrangement fee of 0.30% or US\$33,000 was payable on the date of renewal in November 2023 and was deducted from the proceeds.

As at June 30, 2024 and December 31, 2023, the Partnership did not have borrowing under the Facility. During the six-month period ended June 30, 2024, the Partnership borrowed a minimum of US\$nil and a maximum of US\$4,225,000 under the Facility (December 31, 2023: minimum of US\$nil and a maximum of US\$6,033,360).

## 12. COMMITMENTS

Unfunded capital commitments to the Underlying Funds are not presented in the statement of financial position as a liability, as the unfunded capital represents a loan commitment that is not within the scope of IFRS 9.

### *Crown Capital Partner Funding, LP*

On September 23, 2015, the Partnership committed to invest \$10,000,000 in Crown Partner Funding. Effective July 15, 2016, the amount of this commitment was increased by \$6,400,000, effective January 9, 2017, the amount of this commitment was increased by \$9,850,000, effective July 13, 2017, the amount of this commitment was increased by \$7,500,000 and effective July 13, 2018, the amount of this commitment was increased by \$18,750,000. On December 31, 2020, Crown provided the Fund a notice of waiver of \$10,500,000 of capital commitment and as a result of the waiver, remaining uncalled capital commitment was reduced by this amount for a total commitment of \$42,000,000. As at June 30, 2024, the cumulative amount paid toward this commitment was \$14,205,644 (net of return of capital) and the remaining uncalled capital commitment was \$10,500,000 (December 31, 2023: \$10,500,000). Crown Partner Fund is in a stage of divestment and no further capital calls are expected.

Christopher Wain-Lowe is a non-voting observer member of Crown Partner Funding.

### *Blue Ocean Fund*

On June 1, 2017, the Partnership committed to invest US\$5,000,000 to Blue Ocean Class I Units. As at June 30, 2024, US\$4,989,071 was paid toward this commitment, resulting in a remaining uncalled commitment of US\$10,929 (December 31, 2023: US\$10,929).



On September 10, 2018, the Partnership committed to invest US\$7,000,000 to Blue Ocean Class I-B Units. As of June 30, 2024, the commitment is paid in full but is subject to a recallable distribution in the amount of US\$9,457,341 (December 31, 2023: US\$9,464,445).

*Brookfield Super-Core Infrastructure Partners (CAN) L.P.*

On December 21, 2018, the Partnership committed to invest US\$5,000,000 to Brookfield Super-Core Infrastructure Partners (NUS) L.P. Effective October 12, 2021, the amount of the commitment was increased by US\$800,000. Effective June 30, 2022, the investment and commitment was transferred to Brookfield Super-Core Infrastructure Partners (CAN) L.P. In March 2024, the Manager submitted a request to redeem all units, which would be effective June 30, 2024, with cash proceeds expected to be paid within 90 days of the effective date.

*Crown Capital Power Limited Partnership*

On February 28, 2019, the Partnership committed to invest \$10,000,000 to Crown Capital Power Limited Partnership (Crown Power). On June 23, 2022, Crown Power provided the Fund a notice of waiver of \$1,367,700 of capital commitment and as a result of the waiver, remaining uncalled capital commitment was reduced by this amount for a total commitment of \$8,632,300. As at June 30, 2024, this commitment was paid in full.

Christopher Wain-Lowe is a member of the fund advisory board of Crown Power.

*Brookfield Infrastructure Fund IV-A, L.P.*

On March 4, 2019, the Partnership committed to invest US\$15,000,000 to BIF IV. Subsequently, Brookfield provided a series of capital restorations totaling a cumulative amount of \$2,054,757 between January and June of 2024. As at June 30, 2024, US\$14,128,750 was paid toward this commitment, resulting in a remaining uncalled commitment of US\$2,901,920 (December 31, 2023: US\$1,168,471). Bridge Debt Strategies Fund IV International LP

On July 20, 2021, the Partnership committed to invest US\$5,000,000 to Bridge Debt IV and an additional US\$1,500,000 on September 24, 2021 and an additional US\$4,500,000 on March 2, 2022 and US\$4,000,000 on May 23, 2022 for a total commitment of US\$15,000,000. As at June 30, 2024, US\$14,804,902 was paid toward this commitment, resulting in a remaining uncalled commitment of US\$195,098 (December 31, 2023: US\$195,098).

*Blue MC (Cayman) LLC*

On September 20, 2021, the Partnership committed to invest US\$6,000,000 to Blue MC. As at June 30, 2024, this commitment was paid in full.

*NSPC-L Investor Trust*

On December 13, 2021, the Partnership committed to invest US\$5,000,000 to Northleaf Private Credit through Northleaf and an additional US\$2,000,000 on March 31, 2022 for a total additional commitment of US\$7,000,000. As at June 30, 2024, this commitment was paid in full.

*Incus Capital European Credit Fund IV Feeder*

On June 16, 2022, the Partnership committed to invest €2,500,000 to Incus Credit Fund IV. As at June 30, 2024, €1,420,776 was paid toward this commitment, resulting in a remaining uncalled commitment of €1,079,224 (December 31, 2023: €1,243,137).

*Brookfield Infrastructure Fund V-A, L.P.*

On June 21, 2022, the Partnership committed to invest US\$4,000,000 to Brookfield Infrastructure Fund V-A, LP (BIF V). As at June 30, 2024, US\$1,378,587 was paid toward this commitment, resulting in a remaining uncalled commitment of US\$2,621,413 (December 31, 2023: US\$2,805,122).

*Sagard Senior Lending Partners LP*

On August 10, 2022, the Partnership committed to invest US\$10,000,000 to Sagard Lending LP. As at June 30, 2024, US\$2,437,871 was paid toward this commitment, resulting in a remaining uncalled commitment of US\$7,562,129 (December 31, 2023: US\$7,594,214).

In July 2024, Christopher Wain-Lowe was appointed as a member of the fund advisory board of Sagard Lending LP.

*Parkview Financial Real Estate Equity Fund, LP*

On December 15, 2022, the Partnership committed to invest US\$3,000,000 to Parkview Financial Real Estate Equity Fund, LP (Parkview Real Estate). No capital has been called to date.

*Incus Capital European Renewables Credit Fund Feeder LP*

On September 20, 2023, the Partnership committed to invest €2,000,000 to Incus Renewables Credit Fund. As at June 30, 2024, €638,188 was paid toward this commitment, resulting in a remaining uncalled commitment of €1,361,812 (December 31, 2023: €1,361,812).

### 13. SUBSEQUENT EVENTS

On August 22, 2024, the Partnership received redemption proceeds from BSIP in the amount of US\$6,343,361, subject to a holdback of US\$325,557 for 2024 tax purposes which will be confirmed and any over-withheld amount remitted back to the Fund in 2025.

### 14. EXEMPTION FROM FILING

The Partnership is relying on the exemption contained within National Instrument 81-106, Part 2.11 to not file its financial statements with the applicable securities regulatory authorities.



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