

KENSINGTON PRIVATE EQUITY FUND

FINANCIAL STATEMENTS

FOR THE NINE MONTHS ENDED DECEMBER 31, 2020

(unaudited)

KENSINGTON PRIVATE EQUITY FUND

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying financial statements of the Kensington Private Equity Fund (the "Fund") and all the information in this report are the responsibility of the management of Kensington Capital Advisors Inc. (the "Manager"), and have been approved by the Manager.

The financial statements have been prepared by management in accordance with International Financial Reporting Standards (IFRS) and include certain amounts that are based on estimates and judgments. Management has ensured that the other financial information presented in this report is consistent with the financial statements. The significant accounting policies which management believes are appropriate for the Fund are described in Note 2 of the financial statements.

The Manager is also responsible for maintaining a system of internal controls designed to provide reasonable assurance that assets are safeguarded and that accounting systems provide timely, accurate and reliable financial information.

The Manager meets periodically with the external auditors to discuss internal controls, the financial reporting process, various auditing and financial reporting issues, and to review this report and the financial statements.

"Thomas Kennedy"

Chairman

Kensington Capital Advisors Inc.

"Martin Kent"

Managing Director & Chief Financial Officer

Kensington Capital Advisors Inc.

February 12, 2021

KENSINGTON PRIVATE EQUITY FUND

TABLE OF CONTENTS

Financial Statements

Statement of Financial Position	1
Statement of Comprehensive Income/(Loss)	2
Statement of Changes in Net Assets Attributable to Holders of Redeemable Units	3
Statement of Cash Flows	4
Notes to Financial Statements	5-14

KENSINGTON PRIVATE EQUITY FUND

STATEMENT OF FINANCIAL POSITION

As at
(unaudited)

	December 31, 2020	March 31, 2020
	\$	\$
Assets		
Cash	81,225,555	67,286,578
Investments (Notes 3 & 4)	670,520,638	462,568,131
Accounts receivable	2,199,028	657,325
Prepaid expenses	592,039	60,884
	<u>754,537,260</u>	<u>530,572,918</u>
Liabilities		
Accrued expenses	1,936,580	2,208,293
	<u>1,936,580</u>	<u>2,208,293</u>
Net assets attributable to holders of redeemable units	<u>752,600,680</u>	<u>528,364,625</u>

Net assets attributable to holders of redeemable units	\$	\$
Class A	4,259,298	3,955,630
Class F	491,372	472,651
Class E	22,747,067	28,564,709
Class G	612,817,740	416,463,144
Class U	24,699,137	21,305,500
Class C	87,586,066	57,602,991
	<u>752,600,680</u>	<u>528,364,625</u>

Number of redeemable units issued and outstanding (Note 5)

Class A	150,549	149,795
Class F	15,921	16,535
Class E	932,717	1,240,088
Class G	22,090,944	16,110,606
Class U	872,728	794,213
Class C	3,138,946	2,226,454
	<u>27,201,805</u>	<u>20,537,691</u>

Net assets attributable to holders of redeemable units per unit	\$	\$
Class A	28.29	26.41
Class F	30.86	28.58
Class E	24.39	23.03
Class G	27.74	25.85
Class U	28.30	26.83
Class C	27.90	25.87

The accompanying notes are an integral part of these Financial Statements.

KENSINGTON PRIVATE EQUITY FUND

STATEMENT OF COMPREHENSIVE INCOME

(unaudited)

	For the three months ended December 31, 2020 \$	For the nine months ended December 31, 2020 \$	For the three months ended December 31, 2019 \$	For the nine months ended December 31, 2019 \$
Investment income	1,591,404	4,014,586	1,855,804	4,926,614
Net realized gain and distribution income on portfolio investments	6,092,066	18,474,084	430,063	11,299,929
Net realized gain (loss) on foreign currency translation	3,157,744	3,176,680	(828,851)	9,696
Net change in unrealized appreciation on portfolio investments	30,110,553	71,678,334	4,335,779	5,254,225
Net change in unrealized (depreciation) appreciation on foreign currency translation	(4,796,105)	(8,635,825)	266,076	(2,070,338)
Total operating income	36,155,662	88,707,859	6,058,871	19,420,126
Expenses (Note 7)				
Management fee (inclusive of HST)	2,659,046	7,233,194	2,236,540	5,839,550
Expenses incurred by investee funds	1,139,876	3,270,098	1,542,268	3,842,159
Performance fee (inclusive of HST)	1,012,453	2,354,789	-	1,626,135
Service fees	63,007	179,290	210,881	614,399
Legal fees	10,875	289,627	6,028	40,195
Professional fees	88,022	220,929	116,872	182,776
Unitholders' communication	3,813	75,554	39,768	161,983
Custodian and transfer agent fees	92,109	317,400	44,960	134,642
Interest expense	23,550	23,550	4,382	6,288
Withholding taxes from investee funds	85,717	97,579	2,520	19,557
HST expenses	371,135	(937,388)	18,007	191,914
Other expenses	17,519	51,237	10,506	37,399
Total operating expenses	5,567,122	13,175,859	4,232,732	12,696,997
Operating profit	30,588,540	75,532,000	1,826,139	6,723,129
Increase in net assets attributable to holders of redeemable units from operations	30,588,540	75,532,000	1,826,139	6,723,129
Increase (decrease) in net assets attributable to holders of redeemable units from operations per class				
Class A	176,247	481,492	6,607	65,292
Class F	20,655	56,461	6,415	38,075
Class E	721,846	2,284,571	119,354	658,965
Class G	25,365,124	60,716,041	1,565,959	6,395,034
Class U	405,062	2,353,637	127,804	(434,237)
Class C	3,899,606	9,639,798	-	-
	30,588,540	75,532,000	1,826,139	6,723,129
Increase (decrease) in net assets attributable to holders of redeemable units from operations per unit				
Class A	\$ 1.16	\$ 3.17	\$ 0.04	\$ 0.40
Class F	1.30	3.53	0.09	0.55
Class E	0.77	2.46	0.03	0.20
Class G	1.24	3.35	0.10	0.48
Class U	0.47	2.83	0.17	(0.57)
Class C	1.31	3.52	-	-

The accompanying notes are an integral part of these Financial Statements.

KENSINGTON PRIVATE EQUITY FUND

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE UNITS

For the nine months ended December 31,
(unaudited)

	Class A		Class F		Class E		Class G		Class U		Class C		Total	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
Beginning net assets attributable to holders of redeemable units, April 1	3,955,630	4,418,018	472,651	1,879,501	28,564,709	72,724,213	416,463,144	269,256,379	21,305,500	-	57,602,991	-	528,364,625	348,278,111
Capital conversions from holders of redeemable units	(71,744)	(512,840)	(30,942)	31,272	(8,666,169)	(73,334)	655,489	554,902	-	-	8,113,366	-	-	-
Capital contributions from holders of redeemable units	84,159	61,500	12,829	61,805	1,721,084	7,562,033	156,380,484	134,977,765	2,048,650	19,870,000	15,959,031	-	176,206,237	162,533,103
Capital redemptions to holders of redeemable units	-	-	-	-	-	-	-	-	-	-	(452,811)	-	(452,811)	-
Distributions to holders of redeemable units	(190,239)	(165,207)	(19,627)	(68,239)	(1,157,128)	(3,223,467)	(21,397,418)	(13,037,880)	(1,008,650)	-	(3,276,309)	-	(27,049,371)	(16,494,793)
Increase in net assets attributable to holders of redeemable units	481,492	65,292	56,461	38,075	2,284,571	658,965	60,716,041	6,395,034	2,353,637	(434,237)	9,639,798	-	75,532,000	6,723,129
Ending net assets attributable to holders of redeemable units, December 31, 2020	4,259,298	3,866,763	491,372	1,942,414	22,747,067	77,648,410	612,817,740	398,146,200	24,699,137	19,435,763	87,586,066	-	752,600,680	501,039,550

The accompanying notes are an integral part of these Financial Statements.

KENSINGTON PRIVATE EQUITY FUND

STATEMENT OF CASH FLOWS

(unaudited)

	For the nine months ended December 31, 2020	For the nine months ended December 31, 2019
	\$	\$
Cash used in operating activities		
Increase in net assets attributable to holders of redeemable units from operations	75,532,000	6,723,129
Net change in unrealized appreciation on portfolio investments	(71,678,334)	(5,254,225)
Net change in unrealized depreciation on foreign currency translation	8,635,825	2,070,338
Net realized gain and distribution income on portfolio investments	(18,474,084)	(11,299,929)
Net realized gain on foreign currency translation	(3,176,680)	(9,696)
Net change in non-cash investing activities	158,435	460,087
Net change in non-cash working capital	(2,344,571)	(262,741)
Proceeds and return of capital from Private Equity investments	42,387,968	24,199,567
Purchase of Private Equity investments	(159,805,637)	(157,413,313)
Purchase of short-term investment	(6,000,000)	23,500,000
Net cash used in operating activities	(134,765,078)	(117,286,783)
Cash provided by financing activities		
Capital contributions from holders of redeemable units	176,206,237	1,510,000
Capital redemptions to holders of redeemable units	(452,811)	162,533,103
Distributions paid to holders of redeemable units	(27,049,371)	(16,494,793)
Net cash provided by financing activities	148,704,055	147,548,310
Increase in cash during the period	13,938,977	30,261,527
Cash, beginning of period	67,286,578	23,870,263
Cash, end of period	81,225,555	54,131,790

The accompanying notes are an integral part of these Financial Statements.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

1. Formation of Kensington Private Equity Fund

Kensington Private Equity Fund (“KPEF”) is an investment trust established under the laws of the Province of British Columbia. KPEF is the successor to Kensington Global Private Equity Fund (“Global Fund”), which was established in a public offering of units in April 2007. On September 17, 2014, Global Fund transferred substantially all of its assets and transitioned into KPEF. Accordingly, the historical results and other characteristics of Global Fund are presented in these financial statements as part of the historical results of KPEF. Effective April 1, 2016, KPEF’s regulatory status changed from being an “Investment Fund” to a “Corporate Finance Issuer”.

As of December 31, 2020, KPEF had issued six classes of Units, Class A Units, Class F Units, Class E Units, Class G Units, Class U Units and Class C Units. The six classes of units are collectively and interchangeably referred to herein as the “Units”. Holders of Units are collectively referred to herein as the “Unitholders”.

Kensington Capital Advisors Inc. is the Manager and Trustee of KPEF. The Manager is entitled to a management fee based on the net asset value (“NAV”) of KPEF. The Manager is also eligible to earn a performance fee (“Performance Fee”). See Note 7.

Income is allocated to the Unitholders on a pro rata basis. There is no termination date for KPEF.

KPEF’s registered office is at 95 St. Clair Avenue West, Suite 905, Toronto, Ontario, Canada.

The financial statements were authorized for issuance by the Manager on February 12, 2021.

2. Significant Accounting Policies

Basis of Presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards (“IFRS”).

The financial statements have been prepared on the historical cost basis except for financial instruments at fair value through profit and loss (“FVTPL”) which are measured at fair value.

KPEF qualifies as an investment entity as it meets the following definition of an investment entity as outlined in IFRS 10, *Consolidated Financial Statements*:

- Obtains funds from one or more investors for the purpose of providing those investor(s) with investment management services.
- Commits to its investor(s) that its business purpose is to invest funds solely for returns from capital appreciation, investment income, or both.
- Measures and evaluates the performance of substantially all of its investments on a fair value basis.

No significant judgements or assumptions were made in determining that KPEF meets the definition of an investment entity as defined in IFRS 10.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

2. Significant Accounting Policies (continued)

Use of Estimates

Financial statements prepared in accordance with IFRS require management to make estimates and assumptions that affect the reported amounts of assets and liabilities as at the date of the financial statements and the income and expenses during the reporting period. Significant estimates and judgments are required principally in determining the reported estimated fair values of investments since these determinations include estimates of expected future cash flows, rates of return and the anticipated impact of future events. Actual results could differ from those estimates.

Investments

The cost of private equity investments includes all amounts paid to fund the subscription or acquisition of the investment to date. Investments in private equity funds are funded over time in response to capital calls from the private equity fund managers.

Valuation of Investments:

Portfolio Investments

Investments are carried at their estimated fair value. Fair values are determined and reported by the underlying private equity fund managers. The investments held by the underlying private equity fund managers, are defined as underlying investments. These portfolio investments fair values are based on the fair value of the underlying investments held by each of the funds. Fair value is defined and evaluated independently by each fund. The Manager may adjust these values if, in its view, the values do not reflect the price which would be paid in an open and unrestricted market between informed and prudent parties, acting at arm's length and under no compulsion to act. The fair value of forward currency is determined by reference to quoted bid prices.

Direct Investments

Fair value is the price that would be received to sell an asset or paid to transfer the liability in an orderly transaction between participants at the measurement date. Direct investments in securities where no quoted market values are available are held at fair value as determined by the Manager. A number of valuation methodologies are considered in arriving at fair value, including comparable company transactions, earnings multiples, the price of a recent investment, net assets, discounted cash flows, industry valuation benchmarks and available market prices. The most appropriate methodology, on an investment by investment basis, is chosen to determine fair value. Any sale, size, control, liquidity or other discounts or premiums on the investment are considered by the Manager in its determination of fair value. In the case of investments held through a limited partnership fund, fair value is generally determined based on relevant information reported by the general partner using similar accepted industry valuation methods.

Short-term and Other Investments (Liquid investments)

Liquid investments consist of cash, government treasury bills, money market instruments and investment grade securities. Fair value is determined using cost, which, together with accrued interest income, approximates fair value due to the short-term nature of these securities.

Cash

Cash is comprised of cash on hand and demand deposits with financial institutions. They are recorded at cost and represent fair value.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

2. Significant Accounting Policies (continued)

Classification

KPEF classifies its financial assets and liabilities into the categories below in accordance with IFRS 9, *Financial Instruments*.

Financial assets classified at fair value through profit and loss

Financial assets are either classified at fair value through profit and loss or at amortized cost. The classification depends on (a) the business model for managing the financial assets and (b) the cash flow characteristics of the financial assets. All financial assets through profit or loss are classified at fair value on the basis that they are part of a portfolio of financial assets which are managed and whose performance is evaluated on a fair value basis in accordance with investment strategies and risk management of KPEF. Financial assets classified at fair value through profit or loss include investments. Interest receivable and accounts receivable are carried at amortized cost, which approximates fair value given their short-term nature.

Financial liabilities classified at fair value through profit and loss

Financial liabilities are either classified at fair value through profit or loss or at amortized cost. The classification depends on (a) whether the financial liability meets the definition of held for trading or (b) upon initial recognition the financial liability is designated as at fair value through profit or loss. Accrued expenses are carried at amortized cost.

IFRS 9 replaced the incurred loss model in International Accounting Standards (“IAS”) 39 with the expected credit loss model (“ECL”), as the new impairment model for financial assets carried at amortized cost. The Fund’s financial assets measured at amortized cost consist of receivables with no financing component and which have maturities of less than 12 months, as such, it has chosen to apply the simplified ECL approach, whereby any loss allowance is recognized based on the lifetime ECLs. Given the short-term nature of the receivables and high credit quality, this amendment has not had a material impact on the financial statements and these receivables are not considered impaired.

Functional and presentation currency

KPEF’s functional and presentation currency is the Canadian dollar, which is the currency of the primary economic environment in which it operates. KPEF’s performance is evaluated and its liquidity is managed in Canadian dollars. Therefore, the Canadian dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

Transaction Costs

Transaction costs are incremental costs that are directly attributable to the acquisition or disposal of portfolio investments, including the costs associated with portfolio transactions that are unsuccessful. They are expensed as incurred and included in the statement of operations.

Investment Income

Income from investments includes realized gains and losses from investments, changes in unrealized gains and losses on investments, dividend income and interest income. Interest income is recorded on an accrual basis. Dividend income is recorded when declared and payable to KPEF. The difference between fair value and cost of investments is recorded as unrealized appreciation (depreciation) of portfolio investments. Realized gain and loss is recorded when paid or realized by KPEF.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

2. Significant Accounting Policies (continued)

Classification of Redeemable Units Issued by KPEF

Under IFRS, IAS 32 requires that redeemable units of an entity which include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset be classified as financial liability when they meet the criteria set up in IAS 32. KPEF's redeemable units do not meet the criteria in IAS 32 for classification for equity as they involve multiple contractual obligations on the part of KPEF and, therefore, have been classified as financial liabilities.

Foreign Currency Translation

Assets and liabilities denominated in foreign currencies are translated into Canadian dollars at the prevailing rate of exchange on each valuation date. Purchases and sales of portfolio investments are translated at the rate of exchange prevailing on the respective date of such transaction. The related exchange gain or loss is recognized in net earnings.

Increase/Decrease in Net Assets Attributable to Holders of Redeemable Units from Operations per Unit

Increase/Decrease in net assets attributable to holders of redeemable units from operations per unit in the statement of comprehensive income represents the net increase/decrease in net assets attributable to holders of redeemable units by class from operations for the period divided by the average number of units outstanding during the period.

Capital Disclosures

IAS Section 1 specifies the disclosure of: (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data and qualitative information about what the entity regards as capital; (iii) whether the entity is subject to any externally imposed capital requirements; and (iv) if it has not complied with any such capital requirements, the consequences of such non-compliance. KPEF's objectives, policies and processes are described in Note 1. Information on KPEF's Unitholders' equity is described in Note 5 and the Statement of changes in net assets. KPEF does not have any externally imposed capital requirements.

3. Cash, Short Term and Other Investments (Liquid Investments)

Capital held by KPEF pending investment in private equity investments is invested in short-term investments, consisting of a variety of financial products such as cash, government treasury bills, money market instruments and investment grade securities, as well as hedge funds (which are redeemable on a monthly basis) and other securities consistent with the overall objectives of liquidity, capital preservation and an appropriate return.

	December 31, 2020			December 31, 2019		
	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets
Cash	81,225,555	81,225,555	10.8%	54,131,790	54,131,790	10.8%
Kensington Alternative Strategy Fund	25,547,836	30,740,006	4.1%	29,273,575	33,996,072	6.8%
GIC Investment	1,500,000	1,596,434	0.2%	1,500,000	1,562,715	0.3%
	108,273,391	113,561,995	15.1%	84,905,365	89,690,577	17.9%

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

4. Investments

Fair Value Measurements

KPEF follows IFRS 13 which requires KPEF to classify fair value measurements using a three-level fair value hierarchy framework (the "Framework") that reflects the relative reliability of the inputs used in making the measurements (Level 1, Level 2 and Level 3 inputs as defined in the standard). The inputs and methodology used for valuing securities may not be an indication of the risks associated with investing in those securities.

The Framework used is summarized as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices in Level 1 that are observable for the assets or liabilities, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3: inputs for the assets or liabilities that are not based on an observable market data.

The following is a summary of KPEF's investments, as at December 31, 2020 classified using a three-level fair value hierarchy framework, based on the relative reliability of the inputs used to estimate their fair value, as described in Note 3.

Assets at fair value as at December 31, 2020				
	Level 1	Level 2	Level 3	Total
Private Equity Investments	-	-	\$572,829,443	\$572,829,443
Public Equity Investments	\$65,354,755	-	-	\$65,354,755
Other Investment	-	\$32,336,440	-	\$32,336,440
Total	\$65,354,755	\$32,336,440	\$572,829,443	\$670,520,638

Assets at fair value as at December 31, 2019				
	Level 1	Level 2	Level 3	Total
Private Equity Investments	-	-	\$413,465,426	\$413,465,426
Other Investment	-	\$35,558,787	-	\$35,558,787
Total	-	\$35,558,787	\$413,465,426	\$449,024,213

During the nine months ended December 31, 2020, 44,815,383 was transferred from Level 3 to Level 1. During the nine months ended December 31, 2019, there was no transfer into and out of the three levels.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

4. Investments (continued)

During the nine months ended December 31, 2020, the reconciliation of investments measured at fair value using market price (Level 1) and unobservable inputs (Level 3) is presented as follows:

	<u>Equity Investments</u>
Beginning Balance, April 1, 2020	439,184,031
Purchases	159,788,047
Sales	(20,737,204)
Change in unrealized appreciation included in net income	59,949,324
Ending Balance, December 31, 2020	<u>638,184,198</u>

Total unrealized appreciation on investments still held as at December 31, 2020 was \$138,607,656 (December 31, 2019: \$58,192,694)

Description	Fair value at December 31, 2020	Valuation technique	Unobservable inputs	Price range
Equity securities (Direct Investments) \$	365,880,280	Most recent private transactions/EBITDA multiples	Transaction price	\$1-\$1000
Fund Investments \$	206,949,163	Net asset value provided by Investment Manager	-	-
Total	\$ 572,829,443			

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

5. Units Outstanding

The following units were issued and redeemed for the nine months ended December 31, 2020 and December 31, 2019:

	December 31, 2020						December 31, 2019				
	Class A	Class F	Class E	Class G	Class U	Class C	Class A	Class F	Class E	Class G	Class U
Balance Beginning of period	149,795	16,535	1,240,088	16,110,606	794,213	2,226,454	169,489	67,109	3,142,317	10,535,086	-
Class Switches	(2,584)	(1,080)	(383,223)	23,289	-	321,191	(20,129)	1,130	(3,197)	22,230	-
Capital Contribution	3,338	466	75,852	5,957,049	78,515	608,684	2,470	2,302	337,697	5,392,758	807,018
Capital Redemption	-	-	-	-	-	(17,382)	-	-	-	-	-
Balance End of period	150,549	15,921	932,717	22,090,944	872,728	3,138,946	151,830	70,541	3,476,817	15,950,074	807,018

6. Income Taxes

KPEF is subject to income tax in Canada on the amount of its income for the year, including net realized taxable capital gains, less the amount that it claims in respect of the amount of such income paid or payable to Unitholders in the year. KPEF generally intends to claim the full amount available for deduction in each year and, therefore, expects that it will generally not be liable for Canadian income tax.

As a result of its investments, KPEF may derive income (including gains) from investments in countries other than Canada and, as a result, may be liable to pay income or profits tax to such countries. The financial statements reflect only the amount of non-recoverable income tax paid or payable by KPEF.

7. Management Fees, Performance Fees and Other Expenses

KPEF pays all ordinary expenses incurred in connection with its operation and administration and is responsible for commissions and other costs of securities transactions and any extraordinary expenses which may be incurred by it from time to time. KPEF is also responsible for investment expenses incurred by the Manager and advisory board relating to investment operations, due diligence and research, including any costs related to investment transactions which are not completed.

The Manager is paid a management fee equal to an annual rate of 1.95% of the NAV of the Class A Units and Class F Units; 1.65% of the NAV of the Class E Units, Class G Units and Class U Units; and 1.00% of the NAV of the Class C Units as reported at the end of each quarter.

The Manager is eligible to earn a performance fee on the Class A Units and the Class F Units of 10% of the amounts available to be paid once the performance hurdle has been achieved. The following two criteria must be met in order to satisfy the performance hurdle: (i) the NAV per unit must be equal to the fully paid NAV per unit; and (ii) Unitholders must have received, or must receive in such year, on a cumulative non-compounding basis since the beginning of 2010, cash distributions per unit of net income and net realized capital gains (and excluding any amounts distributed to investors on the Units as a return of capital) equal to not less than 10% of the fully paid NAV per unit for each year. The Performance Fee, if earned, is payable to the Manager in units over a five-year vesting period. The Manager cannot earn a Performance Fee unless KPEF earns and distributes profits to Unitholders.

The Manager is eligible to earn a performance fee based on net income and net realized capital gains earned by KPEF which are distributed to holders of Class E Units, Class G Units, Class U Units and Class C Units. The performance fee will be equal to that amount which results in the Manager receiving 10% of the sum of the total amount payable as cash distributions.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

7. Management Fees, Performance Fees and Other Expenses (continued)

The Manager cannot receive a performance fee unless KPEF makes cash distributions to Unitholders. For the Manager to receive the performance fee on the Class E Units, Class G Units, Class U Units and the Class C Units in any year, the NAV per unit of those classes must be at least equal to the fully paid NAV per unit at the time a cash distribution is declared. The fully paid NAV per Unit will be reduced by any amounts distributed to investors as a return of capital.

Each registered dealer whose clients hold Class A Units is paid a service fee equal to 0.40% of the NAV, calculated and paid quarterly on those Class A Units held at the end of the relevant quarter by clients of the registered dealer. Each registered dealer whose clients hold Class E Units is paid a service fee equal to 1.00% of the NAV, calculated and paid quarterly on those Class E Units held at the end of the relevant quarter by clients of the registered dealer. No service fee is payable on the Class F Units, Class G Units, Class U and the Class C Units.

KPEF is also subject to fees and expenses of the underlying private equity investments, including management fees payable to managers of private equity funds and carried interest payments or other performance fees. These fees and expenses form part of the invested capital in such underlying private equity investments for the purpose of determining their performance, and generally will be recovered by KPEF and other investors prior to the payment of Performance Fees or a carried interest to the manager of the underlying private equity investment.

From time to time to encourage a large holding of Units, the Manager may, in its sole discretion, reduce the management fee otherwise payable to it and allocate the benefit of such reduced fee to the Unitholder. In such case, the Fund will distribute to the Unitholder an amount equal to the reduction of the management fee. The amount of the management fee reduction is negotiable between the Manager and the Unitholder and will be based, among other factors, on the size of the holdings by the Unitholder in the Fund. Such management fee distributions will be made quarterly by the Fund to the relevant Unitholder, in an amount equal to the portion of the fee otherwise payable to the Manager. If the Manager determines to reduce its entitlement to its management fee in respect of one Unitholder, it will not be bound to do so in respect of other Unitholders or subsequent Unitholders.

For the nine months ended December 31, 2020 the management fees amounted to \$6,556,868 plus HST of \$676,326 (December 31, 2019: \$5,352,475 plus HST of \$487,075), of which \$nil remains payable at December 31, 2020.

8. Risk Management

KPEF's financial instruments consist of portfolio investments, interest receivable and accrued expenses. As a result, KPEF is exposed to various types of risks that are associated with its investment strategies, its financial instruments and the markets in which it invests. The most important risks include market risk (which includes currency risk, interest rate risk and other price risk), credit risk and liquidity risk.

Currency Risk

The value of securities denominated in a currency other than Canadian dollars will be affected by changes in the value of the Canadian dollar in relation to the value of the currency in which such securities are denominated. When KPEF makes commitments to underlying investments in private equity which are denominated in currencies other than Canadian dollars, KPEF may enter foreign currency hedging contracts to minimize the impact of foreign exchange fluctuations on the net asset value of the fund. The Fund does not make any speculative currency investments in the foreign exchange market.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

8. Risk Management (continued)

As at December 31, 2020 and December 31, 2019, KPEF had direct exposure to the following currencies:

	December 31, 2020		December 31, 2019	
	Currency Exposure (\$)	Percentage of Net Assets (%)	Currency Exposure (\$)	Percentage of Net Assets (%)
U.S. Dollar	277,426,421	36.9%	138,655,595	27.7%
Euro	4,946,948	0.7%	5,155,329	1.0%

The Manager has determined that based on the financial position of KPEF as at December 31, 2020, if the Canadian dollar had strengthened or weakened by one percent in relation to all currencies, with all other variables held constant, net assets would have decreased or increased, respectively, by approximately \$1,100,000. In practice, the actual trading result may differ from this sensitivity analysis and the difference could be material.

Interest Rate Risk

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or fair values of financial instruments. KPEF's direct investments in debt securities were only in those with a term to maturity of less than one year. KPEF has minimal direct sensitivity to interest rates, since such securities are usually held to maturity and are short-term in nature. KPEF may borrow an amount up to 25% of its total assets and thereby become exposed to interest rate risk. There were no borrowings as at December 31, 2020.

Other Price Risk

KPEF's portfolio investments, including those held through underlying funds and those held directly are susceptible to fluctuations in value caused by both industry and market conditions and the performance of the individual companies within the Private Equity investment portfolio.

KPEF invests over a broad industry and geographic range. This allows KPEF to gain the benefits of opportunities in many different areas and the diversification reduces the risk of loss in any one industry or region. By employing a process of in-depth due diligence in selecting the underlying fund managers and using similar standards for direct investments and secondary fund investments, the Manager attempts to significantly reduce the risk of poor performance.

In addition, the diversification strategy of investing in several different underlying funds, who in turn, invest in several different individual companies, minimizes the impact on KPEF of any loss that may be realized in any one company.

The Manager has determined that based on the financial position of KPEF as at December 31, 2020, if the value of KPEF's private equity investments increased or decreased by five percent, with all other variables held constant, net assets would have increased or decreased, respectively, by approximately \$20,200,000. In practice, the actual trading result may differ from this sensitivity analysis and the difference could be material.

Credit Risk

Credit risk is the risk that the counterparty to a financial instrument will fail to discharge an obligation or commitment that it entered into with KPEF. KPEF limits credit loss by placing its cash and cash equivalents with high quality government and financial institutions.

KENSINGTON PRIVATE EQUITY FUND

NOTES TO FINANCIAL STATEMENTS

December 31, 2020 and December 31, 2019

8. Risk Management (continued)

The credit ratings provided by Dominion Bond Rating Service of KPEF's Liquid Investments as at December 31, 2020 and December 31, 2019 are as follow:

	<u>December 31, 2020</u>	<u>December 31, 2019</u>
AA	72.9%	62.1%
Not Rated	27.1%	37.9%
Total	100.0%	100.0%

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet cash flow commitments associated with financial instruments. The purpose of liquidity management is to ensure that there is sufficient cash to meet all financial commitments and obligations as they fall due. To manage short-term cash flow requirements, KPEF maintains all its assets which are not invested in private equity investments in liquid investments which are readily convertible into cash. Unitholders may redeem Units on an annual redemption date. KPEF reserves sufficient liquid investments to fund its obligations for Units tendered for redemption.