



KENSINGTON PRIVATE
EQUITY FUND

Financial Statements

FOR THE NINE MONTHS ENDED December 31, 2022

2022

KENSINGTON PRIVATE EQUITY FUND

Management's Responsibility for Financial Reporting

INTRODUCTION

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 Advisor Inc.

Alfred Chuang
Chief Financial Officer
Kensington Capital Advisor Inc.

February 14, 2023

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Statement of Financial Position

As at December 31, 2022 and March 31, 2022

	December 31, 2022	March 31, 2022
Assets		
Cash	\$ 6,166,404	\$ 16,202,447
Investments (Notes 3 & 4)	1,862,662,698	1,696,188,711
Accounts receivable	6,340,162	6,643,957
Prepaid expenses	622,178	840,145
	1,875,791,442	1,719,875,260
Liabilities		
Subscription received in advance	195,000	100,000
Accrued expenses	3,446,751	6,630,315
Loan payable (Note 5)	111,000,000	68,000,000
	114,641,751	74,730,315
Net assets attributable to holders of redeemable units	1,761,149,691	1,645,144,945
Net assets attributable to holders of redeemable units		
Class A	\$ 4,557,470	\$ 5,043,324
Class F	644,389	684,090
Class E	36,204,086	36,383,223
Class G	1,227,876,996	1,240,279,737
Class U	32,828,390	34,809,991
Class C	401,915,113	320,630,899
Class M	7,123,247	7,313,681
	1,761,149,691	1,645,144,945
Number of redeemable units issued and outstanding		
(Note 6)		
Class A	128,894	133,894
Class F	16,465	16,465
Class E	1,217,062	1,145,322
Class G	36,598,713	33,517,031
Class U	1,004,181	1,038,956
Class C	11,307,913	8,537,796
Class M	200,481	196,361
	50,473,709	44,585,825
Net assets attributable to holders of redeemable units		
per unit		
Class A	\$ 35.36	\$ 37.67
Class F	39.14	41.55
Class E	29.75	31.77
Class G	34.92	37.00
Class U	32.69	33.50
Class C	35.54	37.55
Class M	35.53	37.25

The accompanying notes are an integral part of these financial statements

KENSINGTON PRIVATE EQUITY FUND

Statement of Comprehensive Income

For the three and nine months ended December 31, 2022 and December 31, 2021

	For the three months ended December 31, 2022	For the nine months ended December 31, 2022	For the three months ended December 31, 2021	For the nine months ended December 31, 2021
Investment income	\$ 1,243,096	\$ 6,482,298	\$ 2,742,201	\$ 6,113,791
Net realized gain on portfolio investments	14,031,966	41,769,236	14,140,034	47,501,858
Net realized gain/(loss) on foreign currency translation	462,318	647,196	736,853	8,109,817
Net realized loss on foreign currency contracts	(18,282,447)	(32,708,752)	-	(98,004)
Net change in unrealized depreciation/(appreciation) on portfolio investments	(19,268,441)	(110,038,604)	(13,713,623)	100,874,004
Net change in unrealized appreciation / (depreciation) on foreign currency translation	17,863,229	41,093,200	(5,002,210)	(14,681,283)
Total operating income / (loss)	(3,950,279)	(52,755,426)	(1,100,745)	147,820,183
Expenses (Note 8)				
Management fee (inclusive of HST)	7,473,320	21,442,394	5,957,321	15,169,815
Expenses incurred by investee funds	4,490,148	11,940,164	2,764,133	9,170,781
Performance fee (inclusive of HST)	(418,794)	(383,237)	1,773,705	6,196,280
Service fees	105,199	311,295	103,327	260,280
Legal fees	95,607	772,550	428,337	1,092,038
Professional fees	86,884	304,086	356,368	971,187
Unitholders' communication	(42,735)	128,309	59,798	64,129
Custodian and transfer agent fees	193,224	363,730	472,180	632,982
Interest expense	3,419,979	5,321,845	809	257,463
Withholding taxes from investee funds	501,246	501,246	14,353	176,805
HST expenses	189,310	326,336	75,164	201,650
Other expenses	23,773	70,581	267,068	325,371
Total operating expenses	16,117,161	41,099,299	12,272,563	34,518,781
Operating profit / (loss)	(20,067,440)	(93,854,725)	(13,373,308)	113,301,402
Increase / (Decrease) in net assets attributable to holders of redeemable units from operations	\$ (20,067,440)	\$ (93,854,725)	\$ (13,373,308)	\$ 113,301,402
Increase / (Decrease) in net assets attributable to holders of redeemable units from operations per class				
Class A	\$ (75,657)	\$ (308,632)	\$ (45,436)	\$ 407,254
Class F	(9,499)	(39,701)	(5,269)	57,004
Class E	(586,651)	(2,340,958)	(423,589)	2,516,049
Class G	(17,118,346)	(71,488,412)	(9,528,488)	90,371,028
Class U	2,309,341	(938,874)	(1,253,272)	1,864,938
Class C	(4,521,701)	(18,423,554)	(2,011,653)	18,190,730
Class M	(64,927)	(314,594)	(105,601)	(105,601)
	(20,067,440)	(93,854,725)	(13,373,308)	113,301,402
Increase / (Decrease) in net assets attributable to holders of redeemable units from operations per unit				
Class A	\$ (0.58)	\$ (2.33)	\$ (0.34)	\$ 2.93
Class F	(0.58)	(2.41)	(0.32)	3.49
Class E	(0.48)	(1.98)	(0.37)	2.37
Class G	(0.47)	(2.02)	(0.30)	3.11
Class U	2.30	(0.91)	(1.24)	1.87
Class C	(0.41)	(1.79)	(0.29)	3.17
Class M	(0.32)	(1.58)	(0.57)	0.57

The accompanying notes are an integral part of these financial statements

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Statement of Change in Net Assets Attributable to Holders of Redeemable Units For the nine months ended December 31, 2022 and December 31, 2021

	2022							
	Class A	Class F	Class E	Class G	Class U	Class C	Class M	Total
Beginning net assets	5,043,324	684,090	36,383,223	1,240,279,737	34,809,991	320,630,899	7,313,681	1,645,144,945
Conversions	(177,222)	-	(428,641)	1,031,519	(1,387,328)	961,672	-	-
Contributions	-	-	2,590,462	108,054,153	344,600	99,326,346	124,160	210,439,721
Redemptions	-	-	-	-	-	(580,250)	-	(580,250)
Distributions	-	-	-	-	-	-	-	-
Increase / (Decrease) in net assets	(308,632)	(39,701)	(2,340,958)	(71,488,412)	(938,874)	(18,423,554)	(314,594)	(93,854,725)
Ending net Assets	4,557,470	644,389	36,204,086	1,277,876,997	32,828,389	401,915,113	7,123,247	1,761,149,691

	2021							
	Class A	Class F	Class E	Class G	Class U	Class C	Class M	Total
Beginning net assets	4,892,303	575,907	25,407,556	762,208,361	29,580,717	121,379,352	-	944,044,196
Conversions	(501,290)	-	397,951	(4,930,560)	-	(840,227)	5,874,126	-
Contributions	111,529	19,154	7,967,277	289,917,247	2,404,322	125,181,245	494,000	426,094,774
Redemptions	-	-	-	-	-	(432,039)	-	(432,039)
Distributions	(252,884)	(28,736)	(1,824,442)	(48,031,266)	(1,730,322)	(9,178,452)	-	(61,046,102)
Increase / (Decrease) in net assets	407,254	57,004	2,516,049	90,371,028	1,864,938	18,190,730	(105,601)	113,301,402
Ending net Assets	4,656,912	623,329	34,464,391	1,089,534,810	32,119,655	254,300,609	6,262,525	1,421,962,231

The accompanying notes are an integral part of these financial statements

KENSINGTON PRIVATE EQUITY FUND

Statement of Cashflows

For the nine months ended December 31, 2022 and December 31, 2021

	December 31, 2022	December 31, 2021
Cash used in operating activities		
Increase / (Decrease) in net assets attributable to holders of redeemable units from operations	\$ (93,854,725)	\$ 113,301,402
Net change in unrealized appreciation on portfolio investments	110,038,604	(100,874,004)
Net change in unrealized (appreciation) / depreciation on foreign currency translation	(41,093,200)	14,681,283
Net realized gain on portfolio investments	(42,769,236)	(47,501,858)
Net realized gain / (loss) on foreign currency translation	(647,196)	(8,109,817)
Net change in non-cash investing activities	1,547,672	142,467
Net change in non-cash working capital	(2,661,802)	(465,006)
Proceeds and return of capital from Private Equity investments	79,958,482	92,406,044
Purchase of Private Equity investments	(288,309,113)	(499,447,317)
Purchase of short-term investment	-	(13,000,000)
Redemption of short-term investments	17,800,000	20,000,000
Net cash used in operating activities	(262,990,514)	(428,866,806)
Cash provided by financing activities		
Subscription received in advance	95,000	-
Capital contributions from holders of redeemable units	210,439,721	426,094,774
Capital redemptions to holders of redeemable units	(580,250)	(432,039)
Distributions paid to holders of redeemable units	-	(61,046,102)
Net change in notes payable	43,000,000	35,000,000
Net cash provided by financing activities	252,954,471	364,616,633
Increase / (decrease) in cash during the period	(10,036,043)	(29,250,173)
Cash, beginning of the period	16,202,447	48,853,974
Cash, end of the period	6,166,404	19,603,801

The accompanying notes are an integral part of these financial statements

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

1. Formation of Kensington Private Equity Fund

Kensington Private Equity Fund (“KPEF” or “the fund”) 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, 2022, KPEF had issued seven classes of Units: Class A Units, Class F Units, Class E Units, Class G Units, Class U Units, Class C Units and Class M Units. The seven 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 8.

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 14, 2023.

2. Significant Accounting Policies

Basis of Presentation

These financial statements have been prepared in accordance 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 the Financial Statements
December 31, 2022 and December 31, 2021

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 Fund recognizes purchases and sales of investments on the trade date. Transactions pending settlement are reflected on the statement of financial position in other assets or in accounts payable and accrued liabilities. Investments in private equity funds are funded over time in response to capital calls from the private equity fund managers. Investments classified at FVTPL are initially recognized at fair value with transaction costs recorded as investment expenses in the statement of comprehensive income. Subsequent to initial recognition, investments classified at FVTPL are measured at fair value with changes in fair value reported in the statement of comprehensive income. The Fund further disaggregates net gains (losses) on investments into realized and unrealized components.

Valuation of Investments

Fair values for most of the Fund's investments are measured using a combination of market, income approaches and reported values from private equity fund managers. Market approaches include 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. 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. Considerable judgment may be required in interpreting market data used to develop estimates of fair value. Accordingly, actual values realized in future market transactions may differ from the estimates presented in these financial statements. The use of different market assumptions and/or valuation methodologies may have a material effect on the estimated fair values. The fair values of public equity investments are based on bid prices for financial assets and ask prices for financial liabilities. KPEF categorizes its fair value measurements using a three-level fair value hierarchy in accordance with IFRS as described in Note 4.

Short-term and Other Investments (Liquid investments)

Liquid investments consist of 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 short term nature of these securities. For investments in other funds, fair value is based on the net asset value of the underlying investee fund.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

2. Significant Accounting Policies (continued)

Cash

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

Classification

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

Financial Assets

Financial assets are either classified at fair value 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. Cash and accounts receivable is 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 ("FVTPL"), 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, subscription received in advance, and loan payable are carried at amortized cost.

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 comprehensive income.

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 for distribution purposes is recorded on an accrual basis, based upon the stated coupon. 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.

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Notes to the Financial Statements December 31, 2022 and December 31, 2021

2. Significant Accounting Policies (continued)

Classification of Redeemable Units Issued by KPEF

Financial Instruments: Presentation (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, 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

IFRS requires 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 6 and the Statement of changes in net assets. Externally imposed capital requirements are described in Note 5.

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, 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, 2022			December 31, 2021		
	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets	Cost (CAD)	Estimated Fair Value (CAD)	% of Fund's Net Assets
Cash	6,166,404	6,166,404	0.4%	19,603,801	19,603,801	1.4%
Kensington Alternative Strategy Fund	24,005,585	29,352,410	1.7%	48,547,836	58,370,485	4.1%
GIC Investment	1,500,000	1,609,189	0.1%	1,500,000	1,609,189	0.1%
	31,671,989	37,128,003	2.2%	69,651,637	79,583,475	5.6%

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Notes to the Financial Statements
December 31, 2022 and December 31, 2021

4. Investments

Fair Value Measurements

Portfolio investments of KPEF are presented at fair value as determined by the General Partner, based on assumptions that market participants would use in pricing an asset or liability in the principal or most advantageous market. Fair value is defined as the amount to be received to sell an asset in an orderly transaction with market participants at the reporting date.

A fair value measurement is made up of one or more inputs, which are the assumptions that market participants would make in valuing the asset or liability. The most reliable evidence of fair value is a quoted price in an active market. When this is not available, valuation approaches maximize use of relevant observable inputs and minimize the use of unobservable inputs. These inputs are classified using a three-level fair value hierarchy framework (the “Framework”) that reflects the relative reliability of the inputs used in making the measurements. 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 that KPEF has the ability to access;
- 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) for identical or similar assets in markets that are not active or inputs other than quoted prices that are observable (for example: Interest rates, yield curves and credit spreads); and
- Level 3: inputs for the assets or liabilities that are not based on an observable market data, which are significant to the overall fair value assessment, requiring significant judgment by the General Partner.

The categorization of the fair value measurement into one of the three levels is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. Assessing the significance of a particular input requires judgment, taking into account factors specific to the asset or liability. The following is a summary of KPEF's investments, as at December 31, 2022 and December 31, 2021 classified using the Framework.

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Notes to the Financial Statements
December 31, 2022 and December 31, 2021

4. Investments (continued)

Assets at fair value as at December 31, 2022				
	Level 1	Level 2	Level 3	Total
Private Equity Investments	-	-	1,792,231,184	1,792,231,184
Public Equity Investments	36,469,915	-	-	39,469,915
Other Investment	-	30,961,599	-	30,961,599
Total	36,469,915	30,961,599	1,792,231,184	1,862,662,698

Assets at fair value as at December 31, 2021				
	Level 1	Level 2	Level 3	Total
Private Equity Investments	-	-	1,281,658,141	1,281,658,141
Public Equity Investments	91,331,237	-	-	91,331,237
Other Investment	-	59,979,674	-	59,979,674
Total	91,331,237	59,979,674	1,281,658,141	1,432,969,052

The following table presents the changes in fair value in the Level 3 assets:

	Private Equity Investments
Beginning Balance, April 1, 2022	1,554,079,099
Purchases	288,309,113
Sales	(75,958,482)
Change in unrealized appreciation included in net income	43,180,919
Transfer to Level 1	(17,379,465)
Ending Balance, December 31, 2022	1,792,231,184

	Private Equity Investments
Beginning Balance, April 1, 2021	766,445,228
Purchases	499,447,317
Sales	(33,209,499)
Change in unrealized appreciation included in net income	60,633,650
Transfer to Level 1	(11,658,155)
Ending Balance, December 31, 2021	1,281,658,141

Total unrealized appreciation on investments still held as at December 31, 2022 was \$438,247,250 (December 31, 2021: \$348,975,137).

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Notes to the Financial Statements December 31, 2022 and December 31, 2021

4. Investments (continued)

Sensitivity analysis to significant changes in unobservable inputs within the Level 3 hierarchy

The unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at December 31, 2022 and December 31, 2021 are shown below.

December 31, 2022					
Description	Input¹	Sensitivity used²	Fair Value³	Weighted Average⁴	Impact⁵
Private equity funds - Buyout	Net asset value	+/- 3.0%	\$290,177,667	88.2%	
		+/- 5.0%	\$21,644,620	6.6%	+/- 3.4%
		+/- 9.0%	\$17,149,072	5.2%	
Private equity funds - Growth	Net asset value	+/- 3.5%	\$126,592,203	56.5%	
		+/- 6.0%	\$86,427,769	38.6%	+/- 4.8%
		+/- 11.0%	\$10,910,877	4.9%	
Private equity funds – Venture	Net asset value	+/- 4.5%	\$102,627,196	41.9%	
		+/- 8.0%	\$91,559,852	37.4%	+/- 7.7%
		+/- 13.5%	\$50,945,494	20.8%	
Private equity direct investments	EV/EBTIDA or EV/Revenue	+/- 0.5x	\$163,116,889	69.6%	
		+/- 1.0x	\$24,364,179	10.4%	+/- 0.8%
		+/- 1.5x	\$46,738,531	20.0%	
	Recent Financing	0.5%/0.0%	\$574,502,170	72.3%	
		2.5%/-1.0%	\$16,695,794	2.1%	+1.7%/-0.7%
		5.0%/-2.5%	\$203,315,761	25.6%	
Total			\$1,826,768,073		

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Notes to the Financial Statements
December 31, 2022 and December 31, 2021

December 31, 2021

Description	Input ¹	Sensitivity used ²	Fair Value ³	Weighted Average ⁴	Impact ⁵
Private equity funds - Buyout	Net asset value	+/- 2.0%	\$188,797,627	88.1%	
		+/- 4.0%	\$15,437,172	7.2%	+/- 2.4%
		+/- 8.0%	\$10,018,178	4.7%	
Private equity funds - Growth	Net asset value	+/- 2.5%	\$84,228,118	54.0%	
		+/- 5.0%	\$62,051,199	39.7%	+/- 4.0%
		+/- 10.0%	\$9,842,563	6.3%	
Private equity funds – Venture	Net asset value	+/- 3.0%	\$83,624,178	53.3%	
		+/- 7.0%	\$29,711,816	18.9%	+/- 6.3%
		+/- 12.0%	\$43,643,842	27.8%	
Private equity direct investments	EV/EBTIDA or EV/Revenue	+/- 0.5x	\$134,581,197	76.5%	
		+/- 1.0x	\$26,942,278	15.3%	+/- 0.7%
		+/- 1.5x	\$14,440,446	8.2%	
	Recent Financing	0.5%/0.0%	\$476,603,789	81.2%	
		2.5%/-1.0%	\$13,720,120	2.3%	+1.3%/-0.4%
		5.0%/-2.5%	\$96,824,855	16.5%	
Total			\$1,290,467,378		

1. Fund investment carrying values are recorded primarily on the basis of published net asset values from the private equity fund manager. Management reviews the reports and assesses its reasonableness.
2. In determining the sensitivity range, management considers a variety of factors including the private equity fund manager's strategy, track record and fund specific underlying holdings.
3. Fair values presented exclude foreign currency hedges. The fair market value of the portfolio's net investment hedged position is -\$34,536,870, (December 31, 2021: -\$8,809,237) bringing the total Level 3 investments to \$1,792,231,184 (December 31, 2021: \$1,281,658,141).
4. Inputs were weighted based on the fair value of the investments included in the Sensitivity category
5. The impact presented is the directional change in the fair value of the Level 3 investments that would result from the corresponding increase or decrease in the unobservable input.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

4. Investments (continued)

The fair value of private equity investments is valued initially based on the transaction price and may continue to be valued at cost for a significant time period after the acquisition, if this is determined to be the best indicator of fair value. Valuations may also be derived by reference to observable valuation measures for comparable companies or transactions, such as multiplying a key performance metric by a relevant valuation multiple. These multiples are derived from observable market data and private market data by applying assumptions on the comparability of the businesses, considering operational, market, financial and non-financial factors. KPEF may base the valuation on references to third-party investments or precedent transactions in comparable equity securities of the company, and other similarly situated companies, and will consider current average or median multiples as well as high and low ends of the comparative data set. After the valuation of a company is determined, the next step is to determine the value of the specific securities owned by KPEF.

5. Loan Payable

KPEF has established a revolving credit facility of \$275,000,000 with Canadian Imperial Bank of Commerce. The indebtedness is secured by the portfolio of assets of KPEF. The borrowing under this credit facility is subject to interest at Canadian Imperial Bank of Commerce's Prime Lending Rate plus 1.75% per annum. In addition, the unused portion of the facility is subject to a standby charge at a rate of 0.20% per annum. The standby fee is calculated daily and charged monthly. The facility requires the Fund to maintain its Net Asset Value of not less than \$850,000,000. As at December 31, 2022, the balance on the revolving credit facility was \$108,000,000 (December 31, 2021: \$35,000,000).

KPEF has entered into a promissory note of \$3,000,000 with Arrow Machine and Fabrication Group Inc in connection with a share purchase agreement dated November 12, 2021. This promissory note bears no interest and is scheduled to be paid March 2023.

6. Units Outstanding

The following units were issued and redeemed for the nine months ended December 31, 2022 and December 31, 2021:

	December 31, 2022						
	Class A	Class F	Class E	Class G	Class U	Class C	Class M
Beginning balance	133,894	16,465	1,145,322	33,517,031	1,038,956	8,537,796	196,361
Class Switches	(5,000)	-	(14,007)	28,860	(45,648)	26,336	691
Capital Contribution	-	-	85,747	3,052,822	10,873	2,579,879	3,429
Capital Redemption	-	-	-	-	-	(16,098)	-
Ending balance	128,894	16,465	1,217,062	36,598,713	1,004,181	11,307,913	200,481

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

December 31, 2021

	Class A	Class F	Class E	Class G	Class U	Class C	Class M
Beginning balance	147,708	15,921	892,859	23,472,630	937,100	3,708,746	-
Class Switches	(15,688)	-	14,546	(139,637)	-	(19,746)	171,089
Capital Contribution	-	-	237,221	7,901,425	22,483	3,608,626	14,388
Capital Redemption	-	-	-	(35,404)	-	(13,361)	-
Capital Reinvested	3,496	544	42,744	1,125,688	57,507	164,725	-
Ending balance	135,516	16,465	1,187,370	32,324,702	1,017,090	7,448,990	185,477

KPEF is authorized to issue an unlimited number of transferable units of seven classes, referred to as the Class A Units, the Class C Units, the Class E Units, the Class F Units, the Class G Units, the Class U Units, the Class M Units as well as Units of any other classes subsequently authorized by the Trustee, each of which represents an equal, undivided beneficial interest in the net assets of the Fund. No Unit of a class shall have any privilege, priority or preference in relation to any other Unit.

Class A and Class F Units are, subject to any qualification requirements, convertible into Class C, Class E, Class G or Class U Units. Class C, Class E, Class G and Class U Units are convertible into each of Class C, Class E, Class G and Class U Units (subject to any qualification requirements). The Class A Units and Class F Units are not available for distribution. Other than as set forth below, the period of time that a holder held any class of units prior to a conversion into another class of Units shall not be included in determining the amount of the redemption fee applicable on redemption of such units. The period of time that a holder held Class E, Class G or Class C Units prior to a conversion into Class E, Class G or Class C Units, as applicable, shall be included in determining the amount of the redemption fee applicable on redemption of such units. Class U Units and Class G Units are convertible into each other.

Holders of Class A Units or Class F Units may redeem such Units on an Annual Redemption Date for a redemption price per Unit equal to the NAV per Unit of the class determined on the Annual Redemption Date less a redemption fee of 10% of the NAV per Unit of the class, less any costs incurred by the Fund in funding the redemption, including commissions paid by the Fund.

Holders of Class C Units, Class E Units, Class G Units, Class U Units or Class M Units may redeem such Units on an Annual Redemption Date for a redemption price per Unit equal to the NAV per Unit of the class determined on the Annual Redemption Date less any costs incurred by the Fund in funding the redemption, including commissions paid by the Fund and less the applicable redemption fee. Holders of Class C Units may also redeem such Units on a Semi-Annual Redemption Date for a redemption price per Unit equal to the NAV per Class C Unit determined on the Semi-Annual Redemption Date less any costs incurred by the Fund in funding the redemption, including commissions paid by the Fund and less the applicable redemption fee.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

7. Income Tax

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.

8. 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.

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.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

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

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, G, U, C and M 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 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, 2022, the management fees amounted to \$19,265,404 plus HST of \$2,176,990 (December 31, 2021: \$13,705,709 plus HST of \$1,464,105), of which \$nil remains payable at December 31, 2022 (December 31, 2021: \$0).

9. Risk Management

KPEF's financial instruments consist of cash, subscription received in advance, portfolio investments and loan payable. 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.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

9. Risk Management (continued)

Currency Risk

Foreign currency risk is the risk that the fair value or cash flows of a financial instrument or another asset or liability will fluctuate because of changes in foreign currency exchange rates and produce an adverse effect on earnings or equity when measured in a company's functional currency. 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. The Fund's foreign currency risk management objective is to mitigate the impact of foreign currency exchange rate fluctuations on total equity. The Fund monitors its invested assets for exposure to foreign currency risk and limits such exposure as deemed necessary. At the consolidated level KPEF accumulates and matches all significant asset and liability foreign currency exposures to identify net unmatched positions. To mitigate exposure to an unmatched position, KPEF may enter into long and short foreign currency forward to manage exposure on foreign currency denominated transactions. Class U net asset value is denominated in Canadian dollars but hedged to the EURO on a monthly basis. Class U net asset value is adjusted for the benefits and cost of these foreign exchange contracts.

As at December 31, 2022 and December 31, 2021, KPEF had direct exposure to the following currencies:

	December 31, 2022		December 31, 2021	
	Currency Exposure (C\$)	Percentage of Net Assets (%)	Currency Exposure (C\$)	Percentage of Net Assets (%)
U.S. Dollar	998,017,590	56.7%	619,307,784	43.6%
Euro	16,993,020	1.0%	7,934,085	0.6%

The Manager has determined that based on the financial position of KPEF as at December 31, 2022, 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 \$10,150,000 (December 31, 2021: \$6,300,000). 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 are at fixed rates. KPEF may borrow an amount up to 25% of its net assets per the Declaration of Trust. The impact of every 1% change in interest rate would change the interest expense by \$1,080,000 annually based on the outstanding principal of \$108,000,000 of revolving credit facility as outlined in Note 5.

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements December 31, 2022 and December 31, 2021

9. Risk Management (continued)

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. The Manager's investment screening, due diligence, investment decisioning and fund manager selection process is focused on creating investment portfolios that seek to generate attractive risk-adjusted returns.

In addition, the diversification strategy of investing in different private equity and venture funds, which in turn, invest in underlying individual companies across numerous industries, 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, 2022, 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 \$91,600,000 (December 31, 2021: \$69,000,000). In practice, the actual trading result may differ from this sensitivity analysis and the difference could be material. For additional sensitivity analysis, refer to note 4.

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. The credit ratings provided by Dominion Bond Rating Service of KPEF's Liquid Investments as at December 31, 2022 and December 31, 2021 are as follows:

	<u>December 31, 2022</u>	<u>December 31, 2021</u>
AA	20.9%	26.7%
Not Rated	79.1%	73.3%
Total	100.0%	100.0%

KENSINGTON PRIVATE EQUITY FUND

Notes to the Financial Statements
December 31, 2022 and December 31, 2021

9. Risk Management (continued)

Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting the obligations associated with its financial liabilities. KPEF closely monitors its ongoing ability to meet cash flow commitments associated with financial instruments, such as capital calls. 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 semi-annual or annual redemption dates. KPEF reserves sufficient liquid investments to fund its obligations for Units tendered for redemption. Additionally, KPEF maintains a credit facility with a Schedule 1 bank that may be used for working capital and general corporate requirements in the ordinary course of business.

10. Global Pandemic, Russia-Ukraine Conflict, Economic and Market Conditions

KPEF's portfolio and the underlying companies in which it invests are materially affected by financial markets and economic conditions. COVID-19 continues to cause considerable social and economic uncertainties. Even as the global economy transitions to a post-pandemic environment, supply chain disruptions, rising input costs and inflation are dampening the economic recovery. The Russia-Ukraine conflict have added further pressures, including substantial impacts on commodity and energy prices, having far-reaching impacts on economies, contributing to significant volatility in financial markets. Management continues to monitor developments and assess the potential for adverse impact on its business and has considered the uncertainties around the ongoing COVID-19 pandemic and the Russia-Ukraine conflict in preparation of its financial statements. The financial impact going forward will depend on evolving changes in government policy and business and consumer reactions.

The Fund invests over a broad industry and geographic range. This allows the Fund 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.

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This management discussion and analysis of the Kensington Private Equity Fund contains financial highlights as well as the financial statements for the nine months ended December 31, 2022. You may obtain a copy of the financial statements and the annual information form at your request, and at no cost, by calling 416-362-9000 or toll free at 1-855-362-9329, by writing us at 95 St. Clair Avenue West, Suite 905, Toronto, Ontario, M4V 1N6, or by visiting our website at www.kcpl.ca. Additional information relating to the Kensington Private Equity Fund is on SEDAR at www.sedar.com.