

**TSX: PWI, PWI.PR.A**

**BROMPTON**  
FUNDS



**SUSTAINABLE**  
POWER & INFRASTRUCTURE  
SPLIT CORP.

# **Sustainable Power & Infrastructure Split Corp.**

## **Annual Report 2022**

*Actively managed global portfolio of sustainable  
power & infrastructure companies.*

**VALUE  
INTEGRITY  
PERFORMANCE**

**THE FOUNDATION FOR EXCELLENCE**

## MANAGEMENT REPORT OF FUND PERFORMANCE

March 17, 2023

This annual management report of Fund performance for Sustainable Power & Infrastructure Split Corp. (the “Fund”) contains financial highlights but does not contain the audited annual financial statements of the Fund. The audited annual financial statements follow this report. You may obtain a copy of the audited annual or unaudited interim financial statements, at no cost, by calling 1-866-642-6001 or by sending a request to Investor Relations, Brompton Funds, Bay Wellington Tower, Brookfield Place, 181 Bay Street, Suite 2930, Box 793, Toronto, Ontario, M5J 2T3, or by visiting our website at [www.bromptongroup.com](http://www.bromptongroup.com) or SEDAR at [www.sedar.com](http://www.sedar.com). Shareholders may also contact us by using one of these methods to request a copy of the Fund’s proxy voting policies and procedures, proxy voting disclosure record, Independent Review Committee’s report, or quarterly portfolio disclosure.

## THE FUND

Sustainable Power & Infrastructure Split Corp. is a mutual fund corporation managed by Brompton Funds Limited (the “Manager”). The Fund has Class A and Preferred shares outstanding which trade on the Toronto Stock Exchange (“TSX”) under the symbols PWI and PWI.PR.A, respectively. The Class A and Preferred shares are RRSP, DPSP, RRIF, RESP and TFSA eligible. The Preferred shares are rated Pfd-3 (high) by Dominion Bond Rating Service Limited (“DBRS”).

Preferred shares of the Fund receive fixed, cumulative quarterly payments. Payments may consist of ordinary dividends, capital gains dividends or returns of capital. Preferred shares have a priority claim ahead of the Class A shares on the Fund’s assets in the event of liquidation. However, the Net Asset Value of Preferred shares generally does not benefit from growth in value of the underlying stocks. Class A shares capture the movement of the underlying stocks but in a more magnified way than if an investor owned the underlying portfolio of securities directly. This magnification of return is commonly known as “leverage”, which is provided by the Preferred shares.

## INVESTMENT OBJECTIVES AND STRATEGIES

The Fund’s investment objectives are:

- i) to provide holders of Preferred shares with fixed, cumulative, preferential quarterly cash distributions and to return the original issue price of \$10.00 per Preferred share to Preferred shareholders at maturity; and
- ii) to provide holders of Class A shares with regular monthly non-cumulative cash distributions, targeted to be \$0.06667 per share, and the opportunity for growth in Net Asset Value per share through exposure to the Portfolio.

To achieve these objectives, the Fund will invest in a globally diversified and actively managed portfolio (the “Portfolio”) consisting primarily of dividend-paying securities of power and infrastructure companies, whose assets, products and services the Manager believes are facilitating the multi-decade transition toward decarbonization and environmental sustainability. The Portfolio will include investments in companies operating in the areas of renewable power, green transportation, energy efficiency, and communications, among others (“Sustainable Power and Infrastructure Companies”). In seeking to achieve its investment objectives, the Fund intends to target investments in Sustainable Power and Infrastructure Companies that have positive and/or improving environmental, social and governance (“ESG”) characteristics as identified by the Manager.

The Manager will integrate ESG considerations to complement fundamental analysis in its security selection process. The qualitative ESG policies and practices considered may include, but are not limited to, a company’s environmental sustainability, diversity of employees, and corporate governance. The Manager reviews ESG ratings from third party data providers such as Bloomberg, MSCI, S&P Global, Sustainalytics, Refinitiv, ISS, and others that provide independent and objective ratings as an input to the overall investment analysis and risk assessment of a company. The Fund will only invest in issuers with a market capitalization of at least \$2 billion and the Manager expects that at least 15 Sustainable Power and Infrastructure Companies will comprise the Portfolio. In addition, up to 25% of the Portfolio may be invested indirectly through exchange-traded funds (“ETF”), including funds managed by the Manager, for the purposes of enhanced diversification and return potential, at the discretion of the Manager. Covered call options and cash-covered put options may be written in respect of the portfolio to generate additional distributable income for the Fund and/or to reduce the volatility of the Fund. In addition, the Fund may sell investments for working capital purposes or replace investments with proceeds from the exercise of covered call options previously written.

## RECENT DEVELOPMENTS

### Market Conditions

Fiscal and monetary policy responses to increased levels of inflation have led to higher interest rates and to fluctuations in securities prices. In addition, global political tension and military events in Ukraine and Russia have also caused increased volatility and disruptions in global financial markets.

The collapse of Silicon Valley Bank and Signature Bank, followed by unfavourable news for Credit Suisse in early March 2023 led to overall financial market decline especially in the banking sector as of the date of the annual report. The Fund does not have any direct exposure to the three banks but its portfolio value has been impacted by overall market selloff.

The Fund's Net Asset Value reflecting the value of the Fund's portfolio based on the most recent valuation date can be found on the Fund's webpage at [www.bromptongroup.com](http://www.bromptongroup.com).

## RISKS

Risks associated with an investment in the shares of the Fund are discussed in the Fund's 2022 Annual Information Form, which is available at [www.bromptongroup.com](http://www.bromptongroup.com) or on SEDAR at [www.sedar.com](http://www.sedar.com). There were no changes to the risks during the year ended December 31, 2022 that could materially affect an investment in the shares of the Fund as they were discussed.

## RESULTS OF OPERATIONS

### Distributions

Cash distributions for the year ended December 31, 2022 were \$0.80 per unit, reflecting a monthly distribution rate of \$0.06667, compared to \$0.47 per unit for the period from May 21, 2021 (commencement of operations) to December 31, 2021. Preferred share distributions for the year ended December 31, 2022 were \$0.50 per share reflecting quarterly distributions of \$0.125 compared to \$0.31 per share in 2021, reflecting two quarterly distributions of \$0.125 per Preferred share and one prorated from the commencement of operations to June 30, 2021 of \$0.05632 per Preferred share. Since inception, the Fund has distributed \$1.27 per Class A share and \$0.81 per Preferred share.

The Fund has a distribution reinvestment plan which allows participating Class A shareholders to automatically reinvest monthly distributions, commission free, in additional Class A shares of the Fund. Pursuant to this plan, during the year ended December 31, 2022, 6,027 Class A shares were acquired in the market at an average price of \$8.35 per Class A share.

### Income and Expenses

The Fund's investment portfolio generated total income of \$0.51 per Class A share for the year ended December 31, 2022, compared to \$0.46 per class A share for the period from the commencement of operations to December 31, 2021. Total expenses were \$0.31 per Class A share during the year, compared to \$0.48 per class A share for the period from the commencement of operations to December 31, 2021. As of December 31, 2022 expenses consisted of \$0.05 per share of agents' fees and issuance costs, compared to \$0.28 per share in 2021. The issuance related costs were borne by new subscribing shareholders through the premium issue price paid by the Class A shareholders over the then current Net Asset Value paid by the new Class A shareholders.

### Net Asset Value

The Net Asset Value per Class A share was \$6.28 at December 31, 2022, compared to \$10.09 at December 31, 2021. This reflects 37.8% or \$3.81 per class A share decrease. For the purpose of calculating the Net Asset Value of the Fund as a whole, the Preferred shares are not considered a liability of the Fund. The aggregate Net Asset Value of the Fund was \$60.8 million at December 31, 2022 compared to \$64.7 million at December 31, 2021 reflecting a decrease of 6.1% or \$3.9 million.

### Investment Portfolio

At December 31, 2022, the Fund's investment portfolio included 32 securities across 8 sectors and 1 exchange-traded fund investment which is managed by the same Manager, compared to 30 securities across 8 sectors and 1 exchange-traded fund investment at December 31, 2021. During the year, the Fund purchased 12 new securities and sold 10 securities. The exchange-traded fund is Brompton Sustainable Real Assets Dividend ETF and this investment provides exposure to global real asset companies. As of December 31, 2022, the underlying ETF represented 4.6% of the Fund's Net Asset Value. The portfolio's investment weighting (excluding cash and short-term investments) and a detailed listing of the Fund's holdings is provided in the financial statements.

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To achieve the investment objectives, the Manager uses a multi-disciplinary investment process that includes fundamental, qualitative, and technical research to construct the portfolio. As a part of this process, the Manager has integrated ESG considerations into the fundamental analysis and has targeted investments in companies that have positive and/or improving environmental, social and governance (“ESG”) characteristics. The qualitative ESG considerations include reviewing a company's policies and practices in regards to environmental sustainability, diversity of employees, and corporate governance. The Manager also reviews ESG ratings from third party data providers such as Bloomberg, MSCI, S&P Global, Sustainalytics, Refinitiv, ISS, and others that provide independent and objective ratings as an input to the overall investment analysis and risk assessment of a company.

The Fund’s portfolio continues to meet the Fund’s ESG-related investment objectives and strategies. The securities that the Fund sold and purchased in 2022 were a result of many different factors, including re-allocation of sector weighting, fundamental analysis and technical analysis. None of the securities sold in 2022 was a result of those companies not meeting the ESG characteristics. The new purchases in the Fund’s portfolio all, in the Manager’s view, have positive and/or improving ESG characteristics. One of the new purchases was Glencore PLC which produces, recycles, and distributes commodities that are critical to enable the energy transition. Glencore was purchased by the Fund after the bribery scandal in West Africa was settled and was trading at an attractive price. The Manager believed that Glencore was attempting to resolve the other investigations they had in the US, UK, and Brazil. Glencore was also progressing on climate change with total emissions reductions. On the social side, Glencore was trying to improve safety and diversity. On the governance side, Glencore was building and implementing an ethics and compliance program.

For the year ended December 31, 2022, the Fund’s portfolio recorded net realized losses of \$5.8 million and change in unrealized losses of \$3.9 million. The Fund's investments in the Energy sector contributed to \$1.1 million in net realized and change in unrealized gains. This gain was offset by the losses spread throughout the Fund's other sectors, most notable the Industrials sector, which the losses were \$4.1 million.

In response to market conditions during 2022, the Fund selectively wrote covered call options on the companies in the portfolio and generated premiums of \$0.5 million. The Fund had a net realized and change in unrealized gain on options of \$0.2 million, which represented premium income, less amounts paid to close out the options at expiry. During 2022, the Fund wrote call options on an average notional value of 6.5% of the Fund’s portfolio. There were 562 option contracts outstanding at December 31, 2022 with a notional value representing 10.4% of the portfolio.

The Fund’s portfolio is comprised of US dollar, Euro, and to a lesser extent British pound, Japanese yen and Hong Kong dollar denominated securities. At December 31, 2022, the Fund’s exposure to foreign currencies was substantially hedged through foreign currency forward contracts and had a net realized and change in unrealized loss of \$2.1 million from foreign currency forward contracts during the year ended December 31, 2022. The loss was largely offset by the foreign currency gain of the respective foreign currency denominated securities in the investment portfolio.

### Portfolio Sectors

Net Gains (Losses) by Sector (millions)	% of Portfolio as of 31-Dec-22	Realized \$	Change in Unrealized \$	Total \$
Communication services	9.9	-	(0.5)	(0.5)
Consumer discretionary	-	(0.9)	0.4	(0.5)
Energy	11.2	0.1	1.0	1.1
Industrials	28.8	(1.9)	(2.2)	(4.1)
Information technology	3.8	-	-	-
Materials	6.7	(0.9)	(0.7)	(1.6)
Real estate	6.6	0.1	(1.5)	(1.4)
Utilities	28.4	-	(0.6)	(0.6)
Sustainable real assets dividend exchange-traded fund	4.6	-	(0.2)	(0.2)
Options	-	0.2	-	0.2
Foreign currency forward contracts	-	(2.5)	0.4	(2.1)
<b>Total</b>	<b>100.0</b>	<b>(5.8)</b>	<b>(3.9)</b>	<b>(9.7)</b>

<b>Geographic Split</b>	<b>% of Portfolio as of 31-Dec-22</b>
United States	49.0
Canada	31.6
France	5.7
Japan	3.6
Switzerland	3.6
Germany	3.0
Great Britain	2.1
Hong Kong	1.4
<b>Total</b>	<b>100.0</b>

### Liquidity

To provide liquidity for shareholders, the Class A shares and Preferred shares of the Fund are listed on the TSX. Investors also have the right to retract their shares in accordance with the Fund’s retraction provisions for each class of share.

### RELATED PARTY TRANSACTIONS

Related party transactions consist of services provided by the Manager pursuant to a management agreement. See the Management Fees section below.

### MANAGEMENT FEES

Pursuant to a management agreement, the Manager provides management and administrative services to the Fund, for which it is paid a management fee equal to 0.75% per annum of the Net Asset Value of the Fund, calculated and payable monthly in arrears. The Fund does not pay any management fees on investments in funds managed by the Manager. The management fee is used by the Manager to cover its costs to obtain the Fund’s assets, the cost to administer the Fund, the cost of investment management services and for profit. For the year ended December 31, 2022, management fees amounted to \$0.5 million.

### FINANCIAL HIGHLIGHTS

The following tables show selected key financial information about the Fund and are intended to help readers understand the Fund’s financial performance for the fiscal periods indicated. This information is derived from the Fund’s unaudited interim and audited annual financial statements. *The information in the following tables is presented in accordance with National Instrument (“NI”) 81-106 and, as a result, does not act as a continuity of opening and closing Net Assets per Class A share.* The increase (decrease) in Net Assets from operations is based on average shares outstanding during the period, and all other numbers are based on actual shares outstanding at the relevant point in time.

**Net Assets per Class A Share<sup>1</sup>**

<b>For the period/year ended December 31</b>	<b>2022</b> \$	<b>2021<sup>2</sup></b> \$
Net Assets, beginning of period/year <sup>3,4</sup>	<b>10.09</b>	9.29
<b>Increase (decrease) from operations:<sup>5</sup></b>		
Total revenue	<b>0.51</b>	0.46
Total expenses <sup>4</sup>	<b>(0.31)</b>	(0.48)
Preferred share distributions	<b>(0.50)</b>	(0.31)
Realized gains (losses)	<b>(1.68)</b>	(0.85)
Unrealized gains (losses)	<b>(1.15)</b>	2.17
<b>Total increase (decrease) in Net Assets from operations</b>	<b>(3.13)</b>	0.99
<b>Distributions to Class A shareholders:<sup>3</sup></b>		
Return of capital	<b>0.80</b>	0.47
<b>Total distributions to Class A shareholders</b>	<b>0.80</b>	0.47
<b>Net Assets, end of period/year<sup>2</sup></b>	<b>6.28</b>	10.09

<sup>1</sup> The financial information was prepared using International Financial Reporting Standards.

<sup>2</sup> Period from May 21, 2021 (commencement of operations) to December 31, 2021.

<sup>3</sup> Net Assets per Class A share and distributions per Class A share are based on the actual number of Class A shares outstanding at the relevant time.

<sup>4</sup> The opening Net Assets per Class A share is net of agents' fees and issuance costs on Class A shares and Preferred shares. For financial reporting purposes, the costs related to Preferred shares, in the amount of \$0.28 per share, have also been reported as an expense during the period from May 21, 2021 to December 31, 2021. Total expenses, excluding the agents' fees and issuance costs on Preferred shares, were \$0.20 per share.

<sup>5</sup> The increase (decrease) in Net Assets from operations per Class A share is based on the weighted average number of Class A shares outstanding over the fiscal period.

**Ratios and Supplemental Data (Based on Net Asset Value)**

<b>As at December 31</b>	<b>2022</b>	2021
Net Asset Value (\$) (000s) – including Preferred shares	<b>60,771</b>	64,720
Number of Class A shares outstanding (000s)	<b>3,732</b>	3,222
Management expense ratio (“MER”) - Class A shares <sup>1</sup>	<b>10.63%</b>	15.06%
Trading expense ratio <sup>2</sup>	<b>0.09%</b>	0.32%
Portfolio turnover rate <sup>3</sup>	<b>31.37%</b>	n/a
Net Asset Value per unit (\$) <sup>4</sup>	<b>16.41</b>	20.21
Net Asset Value per Class A share (\$)	<b>6.28</b>	10.09
Net Asset Value per Preferred share (\$) <sup>5</sup>	<b>10.00</b>	10.00
Closing market price - Class A shares (\$)	<b>7.55</b>	9.87
Closing market price - Preferred shares (\$)	<b>9.75</b>	10.50

<sup>1</sup> MER for Class A shares is based on the requirements of NI 81-106 and includes the total expenses of the Fund for the stated period, including distributions on Preferred shares, issuance costs and a proportionate share of any underlying funds' expenses, but excluding brokerage commissions on securities transactions, and is expressed as an annualized percentage of the average Net Asset Value of the Fund for Class A shares over the period. Please see the Expense Ratio section following this table for further discussion of the calculation.

<sup>2</sup> The trading expense ratio represents total commissions, transaction costs and a proportionate share of any underlying funds' transaction costs expressed as an annualized percentage of daily average Net Asset Value of the Fund during the period.

<sup>3</sup> The Fund's portfolio turnover rate indicates how actively the Fund manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher the Fund's portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of the Fund. The portfolio turnover rate is not provided when the Fund is less than one year old. Portfolio turnover rate is calculated by dividing the lesser of the cost of purchases and the proceeds of sales of portfolio securities for the period, excluding cash and short-term investments maturing in less than one year, by the average market value of such investments during the period.

<sup>4</sup> A unit includes one Class A share and one Preferred share. Net Asset Value per unit is determined by the Net Asset Value of the Fund, for which the Preferred shares are not treated as liabilities. Net Asset Value per unit includes any distributions declared and not paid that are payable to Shareholders.

<sup>5</sup> Net Asset Value per Preferred share does not include the accrued Preferred share distributions.

**Expense Ratio**

At December 31, 2022, the MER per Class A share, which included Preferred share distributions and agents' fees and issuance costs, was 10.63%, down from 15.06% in 2021. The 2022 MER consisted of 1.28% of agents' fees and issuance costs, compared to 7.44% in 2021. The treasury issuances were priced at Net Asset Value per unit or higher plus fees and expenses and therefore, not dilutive for the existing shareholders. The agents' fees and issuance costs from the treasury issuances were borne by the new subscribing shareholders. However, pursuant to the prescribed regulatory formula, these costs must be included in the MER calculation.

The MER per Class A share, excluding agents' fees and issuance costs, and Preferred share distributions, was 2.78% in 2022, compared to 2.45% in 2021. The MER per unit of the Fund, excluding Preferred share distributions, issuance costs and agents' fees, was 1.20% in 2022, unchanged from 2021. This ratio is more representative of the ongoing efficiency of the administration of the Fund.

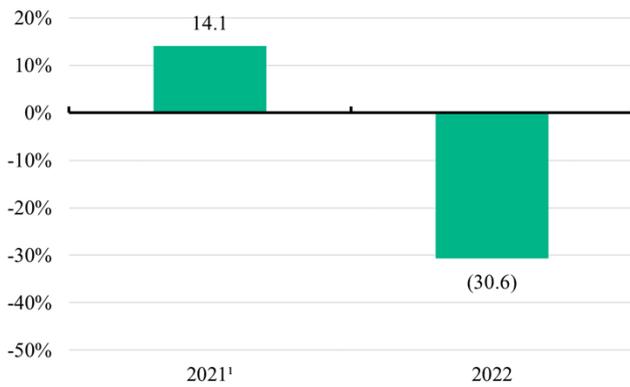
**PAST PERFORMANCE**

The following chart and table show the past performance of the Fund. Past performance does not necessarily indicate how the Fund will perform in the future. The information shown is based on Net Asset Value per Class A share and per unit and assumes that distributions made by the Fund on the Class A shares and units in the periods shown were reinvested (at Net Asset Value per Class A share and per unit, respectively) in additional Class A shares and units of the Fund.

The bar chart shows the Fund’s returns for a Class A share and a unit since inception to December 31, 2022. The chart shows, in percentage terms, how investments held in a Class A share and a unit on the first day of the fiscal period would have changed by the last day of the fiscal period.

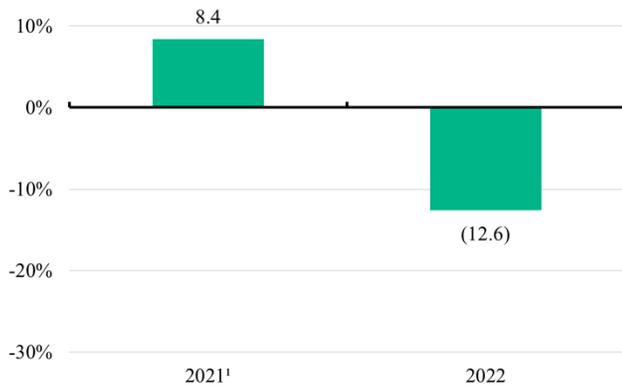
**Year-by-Year Return**

**Class A Share**



<sup>1</sup> Period from May 21, 2021 (commencement of operations) to December 31, 2021.

**PWI Unit**



<sup>1</sup> Period from May 21, 2021 (commencement of operations) to December 31, 2021.

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The following table shows the Fund's compound returns on a Class A share, Preferred share and unit for each period indicated, compared with the S&P Global Infrastructure Total Return Index ("Infrastructure Index"), the MSCI World Index ("MSCI Index"), and the S&P/TSX Preferred Share Index ("Preferred Share Index") (together the "Indices"). The Infrastructure Index tracks 75 companies from around the world, chosen to represent the listed infrastructure industry and related operations. The index includes three distinct infrastructure clusters: energy, transportation, and utilities. The MSCI Index captures large- and mid-cap representation across 23 developed markets countries and covers approximately 85% of the free float-adjusted market capitalization in each country. The Preferred Share Index tracks the performance, on a market weight basis, of a broad index of preferred shares trading on the TSX that met the criteria relating to size, liquidity and issuer rating. The Fund invests in an actively managed portfolio. It is therefore not expected the Fund's performance will mirror those of the Indices which have more diversified portfolios. The Indices are calculated without the deduction of management fees, fund expenses and trading commissions whereas the performance of the Fund is calculated after deducting such fees and expenses. Further, the performance of the Fund's Class A shares is impacted by the leverage provided by the Fund's Preferred shares.

### Annual Compound Returns

	<b>1-Year %</b>	<b>Since Inception %</b>
Sustainable Power & Infrastructure Split Corp - Class A share	(30.6)	(13.5)
S&P Global Infrastructure Total Return Index	(0.2)	2.2
MSCI World Index	(17.7)	(5.5)
Sustainable Power & Infrastructure Split Corp - Preferred share	5.1	5.1
S&P/TSX Preferred Share Index	(18.1)	(8.2)
Sustainable Power & Infrastructure Split Corp - Unit	(12.6)	(3.3)

The 2022 market was a challenging year with MSCI World Index slumped by 17.7%. In 2022, the Fund's units outperformed the MSCI World Index by 5.1%. The Fund's performance benefited from positive performance in the Energy sector, as during Q4 the Fund shifted it's allocations more towards the sector. Please see the Portfolio Manager's report for more details.

**SUMMARY OF INVESTMENT PORTFOLIO**

As at December 31, 2022

<b>Total Net Asset Value<sup>1</sup></b>	<b>\$ 60,770,647</b>	
<b>Portfolio Composition</b>	<b>% of Portfolio</b>	<b>% of Net Asset Value</b>
<b><u>Asia</u></b>		
<b>Hong Kong</b>		
Utilities	1.4	1.4
<b>Japan</b>		
Industrials	3.5	3.6
<b>Total Asia</b>	<b>4.9</b>	<b>5.0</b>
<b><u>Europe</u></b>		
<b>France</b>		
Industrials	3.2	3.2
Utilities	2.5	2.5
<b>Germany</b>		
Utilities	3.0	3.0
<b>Great Britain</b>		
Utilities	2.1	2.2
<b>Switzerland</b>		
Materials	3.5	3.6
<b>Total Europe</b>	<b>14.3</b>	<b>14.5</b>
<b><u>North America</u></b>		
<b>Canada</b>		
Industrials	9.5	9.6
Utilities	8.0	8.0
Communication services	6.4	6.5
Sustainable Real Assets Dividend Exchange-traded Fund	4.6	4.6
Energy	3.0	3.0
<b>United States</b>		
Industrials	12.5	12.6
Utilities	11.3	11.4
Energy	8.2	8.3

**SUMMARY OF INVESTMENT PORTFOLIO (cont'd)**

<b>Portfolio Composition (cont'd)</b>	<b>% of Portfolio</b>	<b>% of Net Asset Value</b>
<b>North America (cont'd)</b>		
<b>United States (cont'd)</b>		
Real estate	6.6	6.6
Information technology	3.8	3.8
Communication services	3.4	3.4
Materials	3.1	3.1
<b>Total North America</b>	<b>80.4</b>	<b>80.9</b>
Cash and short-term investments	0.4	0.4
Other net liabilities		(0.8)
<b>Total</b>	<b>100.0</b>	<b>100.0</b>

<b>Top 25 Holdings</b>	<b>% of Portfolio</b>	<b>% of Net Asset Value</b>
Brompton Sustainable Real Assets Dividend ETF	4.6	4.6
ONEOK Inc.	4.5	4.5
Nextera Energy Inc.	4.1	4.2
ON Semiconductor Corp.	3.8	3.8
Williams Companies Inc.	3.7	3.8
Glencore PLC	3.5	3.6
Hitachi Ltd.	3.5	3.6
Roper Technologies Inc.	3.5	3.6
Exelon Corp.	3.5	3.5
SBA Communications Corp.	3.5	3.5
T-Mobile US Inc.	3.4	3.4
Canadian National Railway Co.	3.3	3.3
Canadian Pacific Railway Ltd.	3.3	3.3
BCE Inc.	3.2	3.3
Schneider Electric SE	3.2	3.2
Waste Management Inc.	3.2	3.2
Telus Corp.	3.2	3.2
Capital Power Corp.	3.1	3.1
Brookfield Infrastructure Partners LP	3.1	3.1
Albemarle Corp.	3.1	3.1
Prologis Inc.	3.1	3.1
Enbridge Inc.	3.0	3.0
RWE AG	3.0	3.0

<b>Top 25 Holdings (cont'd)</b>	<b>% of Portfolio</b>	<b>% of Net Asset Value</b>
Waste Connections Inc.	2.9	3.0
Jacobs Solutions Inc.	2.9	2.9
<b>Total</b>	<b>85.2</b>	<b>85.9</b>

<sup>1</sup> Net asset value of the fund includes the value of the Preferred shares and Class J shares.

*The investment portfolio may change due to ongoing portfolio transactions of the investment fund. Quarterly updates are available on the Fund's website at [www.bromptongroup.com](http://www.bromptongroup.com) within 60 days of each quarter end.*

## 2022 TAX INFORMATION

The following information is applicable to holders who, for the purpose of the Income Tax Act (Canada), are resident in Canada and hold units as capital property outside of an RRSP, DPSP, RRIF, RESP or TFSA. Shareholders should receive a T5 slip from their investment dealer providing this information.

T5 supplementary slips will indicate Capital Gains Dividends in Box 18 and Actual Amount of Eligible Dividends in Box 24. Dividend income is subject to the standard gross-up and federal dividend tax credit rules. The return of capital component is a non-taxable amount that serves to reduce the adjusted cost base of Fund shares.

The following tables outline the breakdown in the Fund's distributions on Class A and Preferred shares paid in 2022 on a per share basis.

<b>Class A Shares</b>		<b>Return of Capital \$</b>	<b>Total Distributions \$</b>
<b>Record Date</b>	<b>Payment Date</b>		
31-Dec-21	17-Jan-22	0.06667	0.06667
31-Jan-22	14-Feb-22	0.06667	0.06667
28-Feb-22	14-Mar-22	0.06667	0.06667
31-Mar-22	14-Apr-22	0.06667	0.06667
29-Apr-22	13-May-22	0.06667	0.06667
31-May-22	14-Jun-22	0.06667	0.06667
30-Jun-22	15-Jul-22	0.06667	0.06667
29-Jul-22	15-Aug-22	0.06667	0.06667
31-Aug-22	15-Sep-22	0.06667	0.06667
30-Sep-22	17-Oct-22	0.06667	0.06667
31-Oct-22	14-Nov-22	0.06667	0.06667
30-Nov-22	14-Dec-22	0.06667	0.06667
		<b>0.80004</b>	<b>0.80004</b>

Preferred Shares		Eligible Dividends	Return of Capital	Total Distributions
Record Date	Payment Date	\$	\$	\$
31-Dec-21	17-Jan-22	0.03476	0.09024	0.12500
31-Mar-22	14-Apr-22	0.03476	0.09024	0.12500
30-Jun-22	15-Jul-22	0.03476	0.09024	0.12500
30-Sep-22	17-Oct-22	0.03476	0.09024	0.12500
		<b>0.13904</b>	<b>0.36096</b>	<b>0.50000</b>

*This information is of a general nature and does not constitute legal or tax advice to any particular investor. Accordingly, investors are advised to consult their own tax advisors with respect to their individual circumstances.*

## MANAGER/PORTFOLIO MANAGER

Founded in 2000, Brompton is an experienced investment fund manager with income focused investment solutions including exchange-traded funds (ETFs) and other TSX traded investment funds. Brompton's Portfolio Management team specializes in Canadian and global equity investments and is a leading manager of covered call writing strategies in Canada. Brompton actively manages 20 investment funds, which are listed on the TSX.



## PORTFOLIO MANAGER'S REPORT

### January 2023

#### Global Markets Review

The 2022 market presented investors with a challenging environment. The Russia-Ukraine war, aggressive monetary tightening, and rampant inflation fueled a rise in recessionary concerns, sending most major global indices to their worst yearly performance in decades. All in all, the MSCI World Index slumped by 17.7%. Energy significantly outperformed and was the only sector that registered positive returns during the year (+47.7%), while Communication Services was the bottom-performing sector (-36.7%). In North America, the S&P 500 dropped by 18.1% with Energy also the best-performing sector. The S&P/TSX Composite edged down 5.8%, boosted by Energy (+30.9%) and Consumer Staples (+10.1%). In Europe, the STOXX 600 lost 9.9% for the year. Major European indices also finished the year in negative territory except for the U.K. FTSE 100 (+4.6%). Spain IBEX 35 and France CAC 40 were down by 2.0% and 6.7%, respectively. Italy, Germany, and Switzerland fell by 9.4%, 12.3%, and 14.3%, respectively.

Global economic growth was challenged by elevated inflation throughout 2022. The impact from exogenous shocks, such as the Russia-Ukraine war and China's Covid restrictions, faded during the back half the year. While inflation trended down from the June high (9.1%) to 6.5% by December, other major economic indicators in the U.S. confirmed an economic slowdown. Manufacturing PMI largely retreated in Q4 and entered December at 48.4, an indication of contraction if readings are below 50. Global bond markets remained volatile during the second half of 2022. The U.S. Treasury market kept rising in response to the inflation overshoot and monetary tightening, while the 2-year and 10-year Treasury spread went deeper below zero territory. The US dollar appreciated during the first three quarters thanks to a hawkish Federal Reserve, but weakened against major currencies during Q4 amid expected moderation in further rate hikes. Meanwhile, the Bank of Japan ended the year with a hawkish surprise of widening the target range for 10-year government bond yields, which spiked to the highest levels since 2015. Most equity markets made robust gains in Q4, with investors balancing a slower pace of central bank tightening, deceleration of inflation, and reopening in China. Energy, Industrials, and Materials were strengthened during the quarter. From a factor perspective, value generated the best risk-adjusted returns for 2022, which came at the expense of growth.

Central banks in developed economies continued to deliver hawkish stances of their monetary policy to combat inflationary risks, although the pace started decelerating. The Federal Reserve dialed back to a 50-basis-point hike in December after a 75 basis-point tightening in November, sending the target rate to the 4.25%-4.50% range. As investors expect a less aggressive Fed and attempt to evaluate where the tightening cycle would end, the Fed funds futures market is pricing in 60 basis points of tightening in the first half

of 2023 and at least 40 basis points of cut in the second half of the year. However, as the discussion on Fed pivot is being debated, the tone could quickly change to an even higher target rate if inflation does not moderate further and the labor market remains tight.

The Bank of Canada (BoC) delivered two consecutive 50-basis-point policy rate increases at the October and December meetings, respectively. This sent Canada's overnight policy rate to 4.25%. As the central bank's rhetoric shifted from "the policy rate will need to rise further" to "considering whether the policy interest rate needs to rise further", the BoC's tightening cycle is likely nearing the zenith. Monetary policy is now considerably restrictive and risks to the economy are skewed to the downside if elevated policy rates persist, which could stem from high household debt levels and a weaker housing market.

The European Central Bank (ECB) continued raising the benchmark interest rate by 75 basis points at the October meeting, followed by a slower pace of 50 basis points in December. With the current benchmark interest rate at 2.5%, the Governing Council's hawkish rhetoric was largely unchanged, signaling that interest rates will still have to rise "significantly" further to tame inflation. Nonetheless, the ECB not only has to catch up to other major central banks such as Federal Reserve, but the Eurozone is also suffering from higher inflation, energy prices and geopolitical uncertainties, meaning that the ECB could be forced to raise rates aggressively even in a recession. Meanwhile, the Bank of England (BoE) also stepped down its hiking increment from 75 basis points in November to 50 basis points in December. The statement suggests that the labor market is top of mind to determine the path of policy rates in coming months. On the political front, Rishi Sunak was appointed leader of the Conservative party and became U.K.'s new prime minister, succeeding Liz Truss, who stepped down after only seven weeks of tenure.

During the second half of 2022, the market narratives continued to focus on inflationary risks and the path of tightening. While inflation appears to have decelerated during Q4, it remains elevated and well above central bank targets. We believe it will take some time for inflation to cool due to the stickiness of things like service inflation and lagging components like shelter. The pace of interest rate increases has begun to decelerate and is expected to be more modest in 2023. Having said that, we must acknowledge the path to inflation reduction is not a linear one as there are elements of structural inflation that will likely persist in the future. These include, reversal of many globalization trends, underinvestment in infrastructure and commodities, and the cost of climate change and decarbonization. Moreover, low unemployment rates, elevated job-workers gap and higher wage growth will continue to tighten the labor market, making broader inflation more stubborn. According to the latest World Economic Outlook update issued by the International Monetary Fund (IMF) in October 2022, the global economy is projected to grow 2.7% for 2023, revised down by 0.9 percentage points lower from the April forecast. Global inflation is forecast to decline to 6.5% in 2023 and further to 4.1% by 2024.

Looking forward to 2023 in our view, while the pace of monetary tightening will not likely exceed that of 2022, the uncertainty in the mix of growth, inflation, and recession risk will be an overhang to risk assets in the first half of 2023. We believe when companies report Q4 2022 earnings in early 2023, estimates will likely be revised downwards early to reflect the underlying economic conditions, which have been weakening. Therefore, investors should stay defensive amid this volatile market regime. We continue to favour high quality companies that generate inflation-resistant cash flow, maintain stable margin levels, and demonstrate a consistent track record of capital return to shareholders. Staples, healthcare, and real assets should perform well in that regard. More opportunities should unfold in the back half of 2023 as additional economic data emerges to provide more clarity to the uncertainty, and when forward valuations begin to reflect probabilities of a post-recession environment. In high volatility market regimes, strategies that lower portfolio correlations, such as investing in low volatility styles and preferred shares, should enhance risk-adjusted returns. Additionally, Brompton's ability to lean on its covered call writing program to harvest volatility risk premia augments risk-adjusted returns, lowers portfolio volatility, and aids in funding distributions.

### **Portfolio Review**

Units (1 Class A share plus 1 Preferred share) of Sustainable Power & Infrastructure Split Corp were down 12.6% during 2022.

The Fund was positively impacted by stock selection in Energy. Williams, ONEOK and Enbridge were the top contributors to the Fund's gains. Energy was the top performing sector in North America and Europe. The Energy sector benefited from geopolitical uncertainty brought on by the Russian-Ukraine conflict. Sanctions placed on Russia further restricted oil's flow and enhanced oil prices. We see no quick resolution on the horizon, and we remain optimistic on Energy fundamentals.

Gains were more than offset by lagging performance from Industrials. High quality industrials automation players and global transportation giants, including Schneider Electric, Siemens, ABB and Union Pacific, have seen rotation out of their respective sub-sectors into defensives. We trimmed our allocation to this sector during the year to position the portfolio more defensively. Auto players saw weak returns due to production disruptions caused by supply chain issues. We believe supply chain challenges will take multiple quarters to resolve. We continue to monitor the sector closely for changes in our thesis.

During Q4, investor sentiment has improved, and we have pivoted the Fund more offensively by increasing the Fund's allocations to Energy and Industrials. Unprecedented support for energy independence and greenhouse gas reduction should translate into capital expenditure and revenue growth opportunities for many of our Industrials, Energy and Utilities holdings in the long run. The portfolio

currently consists of both defensive and cyclical names, with a bias towards defensives. We believe the Fund is appropriately positioned given our cautious outlook for the coming year.

### **FORWARD-LOOKING STATEMENTS**

*Some of the statements contained herein including, without limitation, financial and business prospects and financial outlook may be forward-looking statements which reflect management's expectations regarding future plans and intentions, growth, results of operations, performance and business prospects and opportunities. Words such as "may," "will," "should," "could," "anticipate," "believe," "expect," "intend," "plan," "potential," "continue" and similar expressions have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements including, but not limited to, changes in general economic and market conditions and other risk factors. Although the forward-looking statements contained herein are based on what management believes to be reasonable assumptions, we cannot assure that actual results will be consistent with these forward-looking statements. Investors should not place undue reliance on forward-looking statements. These forward-looking statements are made as of the date hereof and we assume no obligation to update or revise them to reflect new events or circumstances, except as required by law.*

MANAGEMENT RESPONSIBILITY STATEMENT

The financial statements of Sustainable Power & Infrastructure Split Corp. (the “Fund”) have been prepared by Brompton Funds Limited (the “Manager” of the Fund) and approved by the Board of Directors of the Fund. The Manager is responsible for the information and representations contained in these financial statements and the other sections of the annual report.

The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. Statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgements. The significant accounting policies applicable to the Fund are described in note 3 to the financial statements.

The Board of Directors of the Fund is responsible for ensuring that management fulfills its responsibilities for financial reporting and has reviewed and approved these financial statements. The Board carries out this responsibility through the Audit Committee, which is comprised of a majority of independent directors.

The Manager, with the approval of its Board of Directors, has appointed PricewaterhouseCoopers LLP as the auditor of the Fund. It has audited the financial statements of the Fund in accordance with Canadian generally accepted auditing standards to enable it to express to shareholders its opinion on the financial statements. The auditor has full and unrestricted access to the Audit Committee to discuss its findings.

(Signed) “Mark A. Caranci”

(Signed) “Ann P. Wong”

**Mark A. Caranci**

*Chief Executive Officer  
Brompton Funds Limited*

March 17, 2023

**Ann P. Wong**

*Chief Financial Officer  
Brompton Funds Limited*

## INDEPENDENT AUDITOR'S REPORT

### To the Shareholders of Sustainable Power & Infrastructure Split Corp. (the Fund)

#### OUR OPINION

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2022 and 2021 and its financial performance and its cash flows for the year ended December 31, 2022 and for the period from May 21, 2021 (commencement of operations) to December 31, 2021 in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS).

#### What we have audited

The Fund's financial statements comprise:

- the statements of financial position as at December 31, 2022 and 2021;
- the statements of comprehensive income for the year ended December 31, 2022 and for the period from May 21, 2021 (commencement of operations) to December 31, 2021;
- the statements of cash flows for the year ended December 31, 2022 and for the period from May 21, 2021 (commencement of operations) to December 31, 2021;
- the statements of changes in net assets attributable to holders of redeemable Class A shares for the year ended December 31, 2022 and for the period from May 21, 2021 (commencement of operations) to December 31, 2021; and
- the notes to the financial statements, which include significant accounting policies and other explanatory information.

#### BASIS FOR OPINION

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

#### OTHER INFORMATION

Management is responsible for the other information. The other information comprises the Management Report of Fund Performance and the information, other than the financial statements and our auditor's report thereon, included in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE FINANCIAL STATEMENTS

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

INDEPENDENT AUDITOR'S REPORT (cont'd)

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Christopher Pitts.

(Signed) "PricewaterhouseCoopers LLP"

**Chartered Professional Accountants,  
Licensed Public Accountants**

*Toronto, Ontario*

March 17, 2023

Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

STATEMENTS OF FINANCIAL POSITION

As at December 31	2022	2021
<b>Assets</b>		
<b>Current assets</b>		
Investments	\$ 61,014,588	\$ 65,187,627
Cash	243,141	370,054
Unrealized gain on foreign currency forward contracts (note 9)	221,541	26,491
Income receivable	174,281	126,994
Prepaid expenses	52,544	-
Preferred share discount (note 4)	29,368	-
<b>Total assets</b>	<b>61,735,463</b>	<b>65,711,166</b>
<b>Liabilities</b>		
<b>Current liabilities</b>		
Option contracts written, at fair value (note 10)	43,893	10,572
Unrealized loss on foreign currency forward contracts (note 9)	121,479	306,808
Distributions payable to shareholder (note 6)	715,345	617,496
Accounts payable and accrued liabilities (note 7)	84,099	55,725
Class J shares (note 4)	100	100
Preferred shares (note 4)	37,321,660	32,216,660
<b>Total liabilities (excluding Net Assets attributable to holders of redeemable Class A shares)</b>	<b>38,286,576</b>	<b>33,207,361</b>
<b>Net Assets attributable to holders of redeemable Class A shares</b>	<b>\$ 23,448,887</b>	<b>\$ 32,503,805</b>
<b>Redeemable shares outstanding (note 4)</b>		
Preferred shares	3,732,166	3,221,666
Class A shares	3,732,166	3,221,666
Class J shares	100	100
<b>Net Assets attributable to holders of redeemable shares per share</b>		
Preferred share (\$)	10.00	10.00
Class A share (\$)	6.28	10.09
Class J share (\$)	1.00	1.00

Approved on behalf of Sustainable Power & Infrastructure Split Corp. by the Board of Directors of Brompton Funds Limited, the Manager.

(Signed) "Christopher S.L. Hoffmann"

(Signed) "Mark A. Caranci"

**Christopher S.L. Hoffmann**  
Director

**Mark A. Caranci**  
Director

## STATEMENTS OF COMPREHENSIVE INCOME

For the period/year ended December 31	2022	2021 <sup>1</sup>
<b>Income</b>		
Securities lending income (note 11)	\$ 2,695	\$ 69
Net gain (loss) on foreign exchange on cash	(430)	(36,928)
<b>Net gain (loss) on investments and derivatives:</b>		
Dividend income	1,733,833	1,489,762
Net realized gain (loss) on sale of investments (note 8)	(3,448,899)	(1,285,232)
Net change in unrealized gain (loss) on investments	(4,361,588)	7,241,422
Net realized gain (loss) on options (note 8)	196,293	(54,923)
Net change in unrealized gain (loss) on options	46,183	(832)
Net realized gain (loss) on foreign currency forward contracts (note 9)	(2,488,609)	(1,360,379)
Net change in unrealized gain (loss) on foreign currency forward contracts (note 9)	380,379	(280,317)
<b>Total net gain (loss) on investments and derivatives</b>	<b>(7,942,408)</b>	<b>5,749,501</b>
<b>Total income (loss), net</b>	<b>(7,940,143)</b>	<b>5,712,642</b>
<b>Expenses</b>		
Management fees (note 7)	481,212	312,678
Audit fees	36,623	28,630
Independent Review Committee fees (note 7)	3,718	5,281
Custodial fees	10,865	11,074
Legal fees	2,971	567
Shareholder reporting costs	25,806	12,835
Other administrative expenses	129,980	79,088
Interest and bank charges	133	413
Agents' fees and issuance cost on Preferred shares, amortized (note 4)	154,478	909,333
Transaction costs	47,825	108,305
<b>Total expenses before taxes</b>	<b>893,611</b>	<b>1,468,204</b>
Income tax	39,464	-
Withholding taxes	116,510	74,330
<b>Net investment income (loss) before distributions on Preferred shares</b>	<b>(8,989,728)</b>	<b>4,170,108</b>
Distributions on Preferred shares (note 6)	(1,705,858)	(986,861)
Preferred share premium amortization (note 4)	(3,232)	-
<b>Increase (decrease) in Net Assets attributable to holders of redeemable Class A shares</b>	<b>\$ (10,698,818)</b>	<b>\$ 3,183,247</b>
<b>Increase (decrease) in Net Assets attributable to holders of redeemable Class A shares per share<sup>2</sup></b>	<b>\$ (3.13)</b>	<b>\$ 0.99</b>

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2021.

<sup>2</sup> Based on the weighted average number of redeemable units outstanding for the year (note 4).

## STATEMENTS OF CASH FLOWS

For the period/year ended December 31	2022	2021 <sup>1</sup>
<b>Cash flows from operating activities:</b>		
Increase (decrease) in Net Assets attributable to holders of redeemable Class A shares from operations	\$ (10,698,818)	\$ 3,183,247
<b>Adjustments to reconcile net cash provided by (used in) operations:</b>		
Net change in unrealized (gain) loss on foreign exchange on cash	(4,024)	915
Net realized (gain) loss on sale of investments (note 8)	3,448,899	1,285,232
Net change in unrealized (gain) loss on investments	4,361,588	(7,241,422)
Net realized (gain) loss on options (note 8)	(196,293)	54,923
Net change in unrealized (gain) loss on options	(46,183)	832
Net change in unrealized (gain) loss on foreign currency forward contracts	(380,379)	280,317
Increase (decrease) in distributions payable to Preferred shareholders	63,813	402,708
Preferred share premium amortization (note 4)	3,232	-
Decrease (increase) in income receivable	(47,287)	(126,994)
Decrease (increase) in prepaid expense	(52,544)	-
Increase (decrease) in accounts payable and accrued liabilities	28,374	55,725
Purchase of investments and options (note 8)	(22,247,678)	(84,654,907)
Proceeds from sale of investments and options (note 8)	18,886,027	25,378,287
<b>Cash provided by (used in) operating activities</b>	<b>(6,881,273)</b>	<b>(61,381,137)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of redeemable Class A shares (note 4)	4,568,975	32,216,660
Proceeds from issuance of redeemable Preferred shares (note 4) <sup>2</sup>	5,072,400	32,216,660
Proceeds from issuance of redeemable Class J shares (note 4)	-	100
Agents' fee and issue costs paid on issuance of redeemable Class A shares	(177,438)	(1,392,583)
Distributions paid to redeemable Class A shareholders (note 6)	(2,713,601)	(1,288,731)
<b>Cash provided by (used in) financing activities</b>	<b>6,750,336</b>	<b>61,752,106</b>
Net increase (decrease) in cash	(130,937)	370,969
Net change in unrealized gain (loss) on foreign exchange on cash	4,024	(915)
Cash, beginning of year	370,054	-
<b>Cash, end of year</b>	<b>\$ 243,141</b>	<b>\$ 370,054</b>
<b>Distributions paid on Preferred shares (note 6) (\$)</b>	<b>\$ 1,642,045</b>	<b>\$ 584,153</b>
<b>Supplemental information:<sup>3</sup></b>		
Dividends received, net of withholding taxes (\$)	1,570,036	1,288,438
Interest paid (\$)	133	413

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2021.

<sup>2</sup> For the year ended December 31, 2022, gross proceeds from issuance of redeemable Preferred shares of \$5,105,000 (year ended December 31, 2021 - \$32,216,660), net of \$32,600 (year ended December 31, 2021 - \$nil) accrued distributions payable.

<sup>3</sup> Included in cash flows from operating activities.

## STATEMENTS OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES

For the period/year ended December 31	2022	2021 <sup>1</sup>
<b>Net Assets attributable to holders of redeemable Class A shares at beginning of year</b>	<b>\$ 32,503,805</b>	<b>\$ -</b>
<b>Operations:</b>		
Increase (decrease) in Net Assets attributable to holders of redeemable Class A shares	<b>(10,698,818)</b>	3,183,247
<b>Distributions to holders of redeemable Class A shares (note 6):</b>		
Return of capital	<b>(2,747,637)</b>	(1,503,519)
<b>Total</b>	<b>(2,747,637)</b>	<b>(1,503,519)</b>
<b>Redeemable Class A share transactions:</b>		
Proceeds from issuance of redeemable Class A shares (note 4)	<b>4,568,975</b>	32,216,660
Agents' fees and issue costs paid on issuance of redeemable Class A shares (note 4)	<b>(177,438)</b>	(1,392,583)
Net increase (decrease) from redeemable unit transactions	<b>4,391,537</b>	30,824,077
<b>Net increase (decrease) in Net Assets attributable to holders of redeemable Class A shares</b>	<b>(9,054,918)</b>	32,503,805
<b>Net Assets attributable to holders of redeemable Class A shares at end of year</b>	<b>\$ 23,448,887</b>	<b>\$ 32,503,805</b>

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2021.

## Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

### SCHEDULE OF INVESTMENT PORTFOLIO

As at December 31, 2022

	Number of Shares	Cost <sup>1</sup> \$	Carrying Value \$	% of Portfolio
<b>Asia</b>				
<b><u>Hong Kong</u></b>				
<b>Utilities</b>				
CK infrastructure Holdings Ltd.	118,500	892,700	839,713	
		<b>892,700</b>	<b>839,713</b>	<b>1.4</b>
<b><u>Japan</u></b>				
<b>Industrials</b>				
Hitachi Ltd.	31,400	2,059,666	2,167,570	
		<b>2,059,666</b>	<b>2,167,570</b>	<b>3.6</b>
<b>Total Asia</b>		<b>2,952,366</b>	<b>3,007,283</b>	<b>5.0</b>
<b>Europe</b>				
<b><u>France</u></b>				
<b>Industrials</b>				
Schneider Electric SE	10,400	1,998,380	1,970,427	
		<b>1,998,380</b>	<b>1,970,427</b>	<b>3.2</b>
<b>Utilities</b>				
Veolia Environnement SA	44,000	2,032,492	1,530,555	
		<b>2,032,492</b>	<b>1,530,555</b>	<b>2.5</b>
<b><u>Germany</u></b>				
<b>Utilities</b>				
RWE AG	30,000	1,583,402	1,808,403	
		<b>1,583,402</b>	<b>1,808,403</b>	<b>3.0</b>
<b><u>Great Britain</u></b>				
<b>Utilities</b>				
National Grid PLC	16,000	1,313,787	1,306,772	
		<b>1,313,787</b>	<b>1,306,772</b>	<b>2.1</b>
<b><u>Switzerland</u></b>				
<b>Materials</b>				
Glencore PLC	240,000	1,780,757	2,170,161	
		<b>1,780,757</b>	<b>2,170,161</b>	<b>3.6</b>
<b>Total Europe</b>		<b>8,708,818</b>	<b>8,786,318</b>	<b>14.4</b>

<sup>1</sup> Where applicable, distributions received from investment trusts as a return of capital are used to reduce the adjusted cost base of the investment funds in the portfolio.

Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

SCHEDULE OF INVESTMENT PORTFOLIO (cont'd)

As at December 31, 2022

	Number of Shares	Cost <sup>1</sup> \$	Carrying Value \$	% of Portfolio
<b>North America</b>				
<b>Canada</b>				
<b>Communication Services</b>				
BCE Inc.	33,400	2,001,151	1,986,966	
Telus Corp.	74,400	2,006,508	1,944,072	
		<b>4,007,659</b>	<b>3,931,038</b>	<b>6.5</b>
<b>Energy</b>				
Enbridge Inc.	35,000	1,926,204	1,852,200	
		<b>1,926,204</b>	<b>1,852,200</b>	<b>3.0</b>
<b>Industrials</b>				
Canadian National Railway Co.	12,600	2,084,966	2,026,584	
Canadian Pacific Railway Ltd.	19,700	1,986,725	1,988,715	
Waste Connections Inc.	10,000	1,594,925	1,794,800	
		<b>5,666,616</b>	<b>5,810,099</b>	<b>9.5</b>
<b>Investment Funds</b>				
Brompton Sustainable Real Assets Dividend ETF	125,000	2,784,931	2,822,000	
		<b>2,784,931</b>	<b>2,822,000</b>	<b>4.6</b>
<b>Utilities</b>				
Brookfield Infrastructure Partners LP	45,600	1,938,365	1,912,464	
Capital Power Corp.	41,300	2,096,797	1,913,429	
Hydro One Ltd.	30,000	1,054,542	1,088,100	
		<b>5,089,704</b>	<b>4,913,993</b>	<b>8.0</b>
<b>United States</b>				
<b>Communication Services</b>				
T-Mobile US Inc.	11,000	2,072,926	2,085,160	
		<b>2,072,926</b>	<b>2,085,160</b>	<b>3.4</b>
<b>Energy</b>				
ONEOK Inc.	30,800	2,067,346	2,739,900	
Williams Companies Inc.	51,100	1,616,959	2,276,331	
		<b>3,684,305</b>	<b>5,016,231</b>	<b>8.2</b>
<b>Industrials</b>				
Jacobs Solutions Inc.	10,900	1,979,720	1,772,065	
Roper Technologies Inc.	3,700	1,992,322	2,164,685	
Union Pacific Corp.	6,300	1,877,722	1,766,349	
Waste Management Inc.	9,200	2,076,152	1,954,223	
		<b>7,925,916</b>	<b>7,657,322</b>	<b>12.5</b>

<sup>1</sup> Where applicable, distributions received from investment trusts as a return of capital are used to reduce the adjusted cost base of the investment funds in the portfolio.

Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

SCHEDULE OF INVESTMENT PORTFOLIO (cont'd)

As at December 31, 2022

	Number of Shares	Cost <sup>1</sup> \$	Carrying Value \$	% of Portfolio
<b>North America (cont'd)</b>				
<b>United States (cont'd)</b>				
<b>Information Technology</b>				
ON Semiconductor Corp.	27,300	2,276,382	2,305,457	
		<b>2,276,382</b>	<b>2,305,457</b>	<b>3.8</b>
<b>Materials</b>				
Albemarle Corp.	6,400	2,253,972	1,879,222	
		<b>2,253,972</b>	<b>1,879,222</b>	<b>3.1</b>
<b>Real Estate</b>				
Prologis Inc.	12,300	1,845,112	1,877,428	
SBA Communications Corp.	5,600	2,014,814	2,125,423	
		<b>3,859,926</b>	<b>4,002,851</b>	<b>6.6</b>
<b>Utilities</b>				
Constellation Energy Corp.	9,900	490,097	1,155,611	
Exelon Corp.	36,600	1,416,116	2,142,323	
Nextera Energy Inc.	22,400	1,990,572	2,535,555	
Southern Co.	11,500	1,085,341	1,111,925	
		<b>4,982,126</b>	<b>6,945,414</b>	<b>11.4</b>
<b>Total North America</b>		<b>46,530,667</b>	<b>49,220,987</b>	<b>80.6</b>
Embedded Broker Commission		(57,097)		
<b>Total Investments</b>		<b>58,134,754</b>	<b>61,014,588</b>	<b>100.0</b>

<sup>1</sup> Where applicable, distributions received from investment trusts as a return of capital are used to reduce the adjusted cost base of the investment funds in the portfolio.

## NOTES TO THE FINANCIAL STATEMENTS

December 31, 2022 and 2021

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### 1. GENERAL INFORMATION

Sustainable Power & Infrastructure Split Corp. (the “Fund”) is a mutual fund corporation established under the laws of the Province of Ontario on March 31, 2021. Brompton Funds Limited (the “Manager”) is responsible for managing the affairs of the Fund and manages the Fund’s portfolio and options program. The Fund is listed on the Toronto Stock Exchange and commenced operations on May 21, 2021. CIBC Mellon Trust Company is the custodian of the Fund’s assets and prepares the daily valuations of the Fund. The address of the Fund’s registered office is Suite 2930, Bay Wellington Tower, Brookfield Place, 181 Bay Street, Toronto, Ontario M5J 2T3.

The Fund invests in a globally diversified and actively managed portfolio consisting primarily of dividend-paying securities of power and infrastructure companies, whose assets, products and services the Manager believes are facilitating the multi-decade transition toward decarbonization and environmental sustainability. The Portfolio will include investments in companies operating in the areas of renewable power, green transportation, energy efficiency, and communications, among others (“Sustainable Power and Infrastructure Companies”).

These financial statements were approved by the Board of Directors of Sustainable Power & Infrastructure Split Corp. on March 8, 2023.

### 2. BASIS OF PRESENTATION

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

### 3. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied.

#### a) Financial Instruments

The Fund’s portfolio of investments is managed, and performance is evaluated, on a fair value basis. The Fund is primarily focused on fair value information and uses that information to assess the assets’ performance and to make decisions. The Fund has not taken the option to irrevocably designate any equity securities as fair value through other comprehensive income (“FVOCI”). The contractual cash flows of the Fund’s debt securities that are solely principal and interest are neither held for the purpose of collecting contractual cash flows nor held both for collecting contractual cash flows and for sale. The collection of contractual cash flows is only incidental to achieving the objective of the Fund’s business model. Consequently, all investments are measured at fair value through profit or loss (“FVTPL”). Derivative assets and liabilities are also measured at FVTPL.

The Fund’s obligations for Net Assets attributable to holders of redeemable Class A shares and Class J shares are measured assuming the redemption of shares at Net Asset Value on the valuation date. The Preferred shares are measured at amortized cost. All other financial assets and liabilities are initially recognized at fair value and subsequently measured at amortized cost. Under this method, financial assets and liabilities reflect the amounts required to be received or paid, net of any directly attributable transaction costs, discounted when appropriate, at the financial instrument’s effective interest rate. The Fund’s accounting policies for measuring the fair value of its investments and derivatives are the same as those used in measuring its published Net Asset Value. In addition, Preferred shares are carried at amortized cost for accounting purposes but at redemption amount in measuring the published Net Asset Value. The carrying values of the Fund’s financial assets and liabilities, except for the Preferred shares (Note 4), that are not carried at FVTPL approximate their fair values due to their short-term nature.

#### b) Offsetting Financial Instruments

Financial assets and liabilities are 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. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Fund or the counterparty.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

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**c) 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 marketable securities) is based on quoted market prices at the close of trading on the measurement 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, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. 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.

Investments in Underlying Funds are valued at the Net Asset Value per unit reported by the Underlying Funds.

The fair value of financial assets and liabilities that are not traded in an active market, including over-the-counter derivatives, is determined using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each measurement date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, and others commonly used by market participants that make the maximum use of observable inputs. Refer to note 13 for further information about the Fund's fair value measurements.

**d) Investments in Associates, Joint Ventures and Subsidiaries**

An investment entity is an entity that obtains funds from one or more investors for the purpose of providing them with investment management services. Its business purpose is to invest funds solely for returns from capital appreciation, income, or both, and it measures and evaluates the performance of substantially all of its investments on a fair value basis. Subsidiaries are all entities, including investment in other investment entities, over which the Fund has control. A Fund controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and the ability to affect those returns through its power over the entity. The Fund has determined that such entities are investment entities and, as such, accounts for subsidiaries at fair value.

**e) Cash**

Cash is comprised of demand deposits with financial institutions.

**f) Investment Transactions and Income and Expense Recognition**

Net realized gain (loss) on sale of investments and net change in unrealized gain (loss) on investments are determined on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities. Dividend income is recognized on the ex-dividend date. Distributions received from investment trusts, including investment trusts managed by the Manager, are recorded as income, capital gains or a return of capital based on the nature of the underlying allocations. Distributions from investment trusts treated as a return of capital reduce the average cost of the underlying investment trusts. Investment transactions are accounted for as of the trade date and any realized gains or losses from such transactions are calculated on an average cost basis.

The interest for distribution purposes shown on the Statements of Comprehensive Income represents the coupon interest received by the Fund accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities.

Option premiums paid or received by the Fund are, so long as the options are outstanding, reflected as an asset or liability, respectively, in the Statements of Financial Position and are valued at an amount equal to the current market value of an option that would have the effect of closing the position. Gains or losses realized upon expiration, repurchase or exercise of the option are included in net realized gains or losses on options.

**g) Transaction Costs**

Transaction costs directly attributable to the acquisition or disposal of an investment are expensed in the period incurred and disclosed as "Transaction costs" in the Statements of Comprehensive Income.

**h) Income Taxes**

The Fund is a mutual fund corporation as defined in the Income Tax Act (Canada) (the "Act") and is subject to tax in respect of its net realized capital gains. This tax is refundable in certain circumstances. Also, the Fund is generally subject to tax of 38½% under Part IV of the Act on taxable dividends received from Canadian corporations in the year. This tax is fully refundable upon payment of sufficient dividends.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

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The Fund is also a financial intermediary corporation as defined in the Act and, as such, is not subject to tax under Part IV.1 of the Act on dividends received nor is it generally liable to tax under Part VI.1 on dividends paid by the Fund on taxable preferred shares as defined in the Act.

Given the investment and dividend policy of the Fund and taking into account the deduction of expenses and taxable dividends on shares of taxable Canadian corporations, the Fund does not expect to be subject to any appreciable amount of non-refundable Canadian income tax. Accordingly, no income tax provision has been recorded for the Canadian income. However, the Fund is subject to tax on the amount of its foreign income that is not offset by its operating expenses and share issue costs.

Currently the Fund incurs withholding taxes imposed by certain foreign countries on investment income. Such foreign income is recorded gross of withholding taxes, and the withholding taxes are presented as an expense item on the Statement of Comprehensive Income.

**i) 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. Foreign currency assets and liabilities denominated in a foreign currency are translated into the functional currency using the exchange rate prevailing at the measurement date. Foreign exchange gains and losses relating to cash are presented as "Net gain (loss) on foreign exchange on cash" and those relating to other financial assets and liabilities are presented within "Net realized gain (loss)" and "Net change in unrealized gain (loss)" in the Statements of Comprehensive Income.

**j) Securities Lending**

The Fund may enter into securities lending transactions. These transactions involve the temporary exchange of securities as collateral with a commitment to deliver the same securities on a future date. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on securities held as collateral. Income earned from these transactions is recognized on an accrual basis and included in the Statements of Comprehensive Income.

**k) Classification of Redeemable Shares by the Fund**

As required under International Accounting Standard ("IAS") 32, *Financial Instruments: Presentation*, shares of an entity which include a contractual obligation for the issuer to repurchase or redeem them for cash or another financial asset must be classified as financial liabilities, unless certain criteria are met. Under IFRS, the Fund's Preferred shares and Class J shares are classified as liabilities as they are not the most subordinate class of shares. The Class A shares contain multiple redemption features and, therefore are considered to have more than one contraction obligation to its Class A shareholders. As a result, the Fund's Class A shares have been classified as financial liabilities.

**4. REDEEMABLE SHARES**

**Units**

A unit means a notional unit consisting of one Preferred share and one Class A share. Net Asset Value per unit is determined by (i) the aggregate value of the assets of the Fund, less (ii) the aggregate value of the liabilities of the Fund (the Preferred shares will not be treated as liabilities), including any distributions declared and not paid that are payable to shareholders, less (iii) the stated capital of Class J shares (\$100).

**Class J Shares**

The Fund is authorized to issue an unlimited number of Class J shares.

As of December 31, 2022, 100 (December 31, 2021, 100) Class J shares were outstanding.

Class J shares are not entitled to receive dividends but are entitled to one vote per share. The Class J shares are redeemable and retractable at a price of \$1.00 per share.

**Redeemable Class A Shares**

**Authorized**

The Fund is authorized to issue an unlimited number of Class A shares.

## Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

### NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

The Fund intends to pay monthly, non-cumulative distributions to the holders of Class A shares. No distributions will be paid on Class A shares if (i) distributions payable on the Preferred shares are in arrears or (ii) in respect of a cash distribution, after the payment of a cash distribution by the Fund, the Net Asset Value per unit is less than \$15.00.

The Class A shares rank subsequent to the Preferred shares but in priority to the Class J shares with respect to the payment of distributions and the repayment of capital on the dissolution, liquidation or winding-up of the Fund. Each Class A share is entitled to one vote on certain shareholder matters.

The current issued and outstanding Class A shares have a maturity date of May 29, 2026. The redemption price payable by the Fund for a Class A share on that date will be equal to the greater of (i) the Net Asset Value per unit on that date minus the sum of \$10.00, plus any accrued and unpaid distributions on the Preferred shares, and (ii) nil.

Class A shares may be surrendered for retraction by the Fund at least 10 business days prior to the second last business day of a month ("Retraction Date"). Holders of Class A shares whose Class A shares are surrendered for retraction will be entitled to receive a price per Class A share equal to 96% of the difference between (i) the Net Asset Value per unit determined as of the relevant Retraction Date and (ii) the cost to the Fund of the purchase of a Preferred share for cancellation. The cost of the purchase of a Preferred share includes the purchase price of the Preferred share, commission and such other costs, if any, related to the liquidation of any portion of the Fund's portfolio required to fund such purchase.

A holder of Class A shares may concurrently retract an equal number of Class A and Preferred shares on the second last business day of May of each year ("Annual Retraction Date"), commencing in 2023, at a price per unit equal to the Net Asset Value per unit on that date, less any costs associated with the retraction, including commissions and other costs, if any, related to the liquidation of any portion of the portfolio required to fund such retraction. The Class A shares and the Preferred shares must both be surrendered for retraction at least 10 business days prior to the Annual Retraction Date.

The Fund's Class A shares are classified as financial liabilities on the Statements of Financial Position.

#### Issued

	2022 Number of Units	2021 <sup>1</sup> Number of Units
Redeemable Class A shares, outstanding at January 1	3,221,666	-
Issuance of redeemable Class A shares	510,500	3,221,666
<b>Redeemable Class A shares, outstanding at December 31</b>	<b>3,732,166</b>	<b>3,221,666</b>
<b>Weighted average number of redeemable Class A shares outstanding</b>	<b>3,413,278</b>	<b>3,221,666</b>

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2022.

The Fund had the following treasury offerings for Class A shares for the year ended December 31, 2022 and period ended December 31, 2021:

Closing Date	Number of Shares	Price \$	Gross Proceeds \$	Issue Cost <sup>1</sup> \$
17-Aug-22	510,500	8.95	4,568,975	239,434
<b>Total as of December 31, 2022</b>	<b>510,500</b>		<b>4,568,975</b>	<b>239,434</b>
21-May-21	3,221,666	10.00	32,216,660	1,392,583
Total as of December 31, 2021	3,221,666		32,216,660	1,392,583

<sup>1</sup> The agents' fees and issuance costs were netted off against Class A shares gross proceeds.

In 2022, the manager reimbursed the Fund \$61,996 in connection to the agents' fees and issuance costs in relation to the 2021 initial public offering. The actual agents' fees and issuance costs incurred was lesser than what was estimated at the time of the offering.

On December 31, 2022, the Class A shares' closing market price on the Toronto Stock Exchange was \$7.55 per share (December 31, 2021- \$9.87 market price).

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

**Redeemable Preferred Shares****Authorized**

The Fund is authorized to issue an unlimited number of Preferred shares.

Holders of Preferred shares are entitled to receive fixed, cumulative, preferential quarterly cash distributions of \$0.1250 per share. The Preferred shares rank in priority to the Class A shares with respect to the payment of distributions and the repayment of capital on the dissolution, liquidation, or winding-up of the Fund. Each Preferred share is entitled to one vote on certain shareholder matters.

The current issued and outstanding Preferred shares have a maturity date of May 29, 2026. The redemption price payable by the Fund for a Preferred share on that date will be equal to the lesser of (i) \$10.00, plus any accrued and unpaid distributions thereon, and (ii) the Net Asset Value of the Fund on that date divided by the number of Preferred shares then outstanding.

Preferred shares may be surrendered at any time for retraction by the Fund but at least 10 business days prior to the second last business day of a month ("Retraction Date"). Shareholders whose Preferred shares are retracted will be entitled to receive a price per share equal to 96% of the lesser of (i) the Net Asset Value per unit determined as of the relevant Retraction Date, less the cost to the Fund of the purchase of a Class A share for cancellation, and (ii) \$10.00. The cost of the purchase of a Class A share will include the purchase price of the Class A share, commission and other costs, if any, related to the liquidation of any portion of the portfolio required to fund such purchase.

A holder of Preferred shares may also concurrently retract an equal number of Preferred shares and Class A shares on the second last business day of May of each year ("Annual Retraction Date"), commencing in 2023, at a price per unit equal to the Net Asset Value per unit on that date, less any costs associated with the retraction, including commissions and other such costs, if any, related to the liquidation of any portion of the portfolio required to fund such retraction. The Preferred shares and Class A shares must both be surrendered for retraction at least 10 business days prior to the Annual Retraction Date.

**Issued**

	2022 Number of Units	2021 <sup>1</sup> Number of Units
Redeemable Preferred shares, outstanding at January 1	3,221,666	-
Issuance of redeemable Preferred shares	510,500	3,221,666
<b>Redeemable Preferred shares, outstanding at December 31</b>	<b>3,732,166</b>	<b>3,221,666</b>

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2022.

The Fund had the following treasury offerings for Preferred shares for the year ended December 31, 2022 and period ended December 31, 2021:

Closing Date	Number of Shares	Price \$	Gross Proceeds \$	Issue Cost \$
17-Aug-22	510,500	10.00	5,105,000	216,474
<b>Total as of December 31, 2022</b>	<b>510,500</b>		<b>5,105,000</b>	<b>216,474</b>
21-May-21	3,221,666	10.00	32,216,660	909,333
Total as of December 31, 2021	3,221,666		32,216,660	909,333

In 2022, the manager reimbursed the Fund \$61,996 in connection to the agents' fees and issuance costs in relation to the 2021 initial public offering. The actual agents' fees and issuance costs incurred was lesser than what was estimated at the time of the offering.

The Fund's preferred shares may be issued at a premium, discount or at par, which is the redemption value. A premium/discount is identified as the difference between the Fund's treasury offering issuance price (excluding the accrued dividends embedded in the price) and its redemption value. There is a premium when the Fund completes an offering at an issuance price (excluding the accrued dividends embedded in the price) that is more than the redemption value; and a discount when the Fund completes an offering at an issuance price (excluding the accrued dividends embedded in the price) that is less than the redemption value. The Fund completed its August 17, 2022

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

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treasury offering at a discount of \$32,600. The cumulative discount is amortized until the next Annual Retraction Date of the Preferred shares. During the year ended December 31, 2022, \$3,232 (year ended December 31, 2021 – nil) was amortized and the discount balance as at December 31, 2022 is \$29,368 (December 31, 2021 - nil).

At December 31, 2022, 0.2% of the Fund's Preferred shares were held by an investment fund managed by the Manager (December 31, 2021 - nil).

On December 31, 2022, the Preferred shares' closing market price on the Toronto Stock Exchange was \$9.75 per share (December 31, 2021 – \$10.50 market price).

## 5. CAPITAL MANAGEMENT

The Fund's capital is comprised of its Net Assets attributable to holders of redeemable units. The Fund's objectives in managing its capital are:

- i) to provide holders of Preferred shares with fixed, cumulative, preferential quarterly cash distributions and to return the original issue price to the holders of the shares on the scheduled maturity date, the terms of which may be extended for a period of up to five years as determined by the Board of Directors or such other date if the term of the Fund is extended, and
- ii) to provide holders of Class A shares with regular monthly cash distributions and the opportunity for growth in Net Asset Value per share.

The Fund manages its capital taking into consideration the risk characteristics of its holdings. In order to manage its capital structure, the Fund may adjust the amount of distributions paid to shareholders or return capital to shareholders.

## 6. DISTRIBUTIONS TO SHAREHOLDERS

Distributions are made on a quarterly basis, record date being last business day of March, June, September and December, on the Preferred shares and on a monthly basis on the Class A shares. Distributions are payable no later than the tenth business day of the following month.

For the year ended December 31, 2022, the Fund declared \$0.80 (period ended December 31, 2021 - \$0.47) per unit in distributions per Class A share and accrued distributions of \$0.50 (period ended December 31, 2021 - \$0.31) per Preferred share, which amounted to \$2,747,637 and \$1,705,858 (period ended December 31, 2021 - \$1,503,519 and \$986,861, respectively), respectively. Under the Fund's distribution reinvestment plan, Class A shareholders may elect to reinvest monthly distributions in additional Class A shares of the Fund, which may be purchased in the open market.

On January 24, 2023, the Fund declared distributions of \$0.06667 per Class A share for record date January 31, 2023.

## 7. RELATED PARTY TRANSACTIONS

### a) Management Fees

Pursuant to a management agreement, the Manager provides management and administrative services, including key management personnel, to the Fund. In consideration for these services, the Fund pays a management fee equal to 0.75% per annum of the Net Asset Value of the Fund, excluding investment funds managed by the Manager, plus applicable taxes. The Fund does not pay any management fees on investments in funds managed by the Manager. The Net Asset Value of the Fund is determined by taking the total assets of the Fund and deducting the Fund's liabilities. For these purposes, the Preferred shares are not considered a liability of the Fund. This fee is calculated and payable monthly.

For the year ended December 31, 2022, the management fee amounted to \$481,212 (period ended December 31, 2021 - \$312,678), of which, \$825 was prepaid as of December 31, 2022 (December 31, 2021 – prepaid of \$9). The Fund is responsible for the payment of all expenses relating to its operations and the carrying on of its business.

### b) Independent Review Committee Fees

The total remuneration paid to members of the Independent Review Committee during the year ended December 31, 2022 was \$3,718 (period ended December 31, 2021 - \$5,281) and consisted only of fees. As at December 31, 2022 and 2021, there were no Independent Review Committee fees payable.

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

**c) Related Party Holdings**

The Fund invests in other funds (the Underlying Funds) managed by the Manager. Amounts invested in such affiliated Underlying Funds are disclosed in the Fund's Schedule of Investment and as noted in Note 15, where applicable. The Fund's Board of Directors and Independent Review Committee has provided a standing instruction confirming its approval for the Fund to invest in other funds managed by the Manager.

As indicated in Note 4, a certain number of the Fund's Preferred shares are held by an investment fund managed by the Manager.

**8. INVESTMENT TRANSACTIONS**

Investment transactions for the years ended December 31 were as follows:

	2022 \$	2021 \$
Proceeds from sale of investments and options <sup>1</sup>	18,886,027	25,378,287
<b>Less cost of investments and options sold:</b>		
Investments and options at cost, beginning of year <sup>2</sup>	57,936,465	-
Investments purchased and options written during the year <sup>3</sup>	22,247,678	84,654,907
Investments and options at cost, end of year <sup>2</sup>	(58,045,510)	(57,936,465)
<b>Cost of investments sold and options written during the year</b>	<b>22,138,633</b>	<b>26,718,442</b>
<b>Net realized gain (loss) on sale of investments and options<sup>1</sup></b>	<b>(3,252,606)</b>	<b>(1,340,155)</b>

<sup>1</sup> Includes distributions received from investment trusts, including investment trusts managed by the Manager, which are recorded as capital gains based on the nature of the underlying allocations

<sup>2</sup> Where applicable, distributions received from investment trusts as a return of capital are used to reduce the adjusted cost base of the underlying investment trust in the portfolio.

<sup>3</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2021.

There were no soft dollar commissions paid by the Fund for the year ended December 31, 2022 and the period from May 21, 2021 to December 31, 2021.

**9. FOREIGN CURRENCY FORWARD CONTRACTS**

The Fund uses foreign currency forward contracts to hedge foreign exchange risks associated with its US dollar, Euro, Hongkong dollar, Swiss franc, Japanese yen and British pound investment portfolio. During the year ended December 31, 2022, the Fund realized a loss in the amount of \$2,488,609 (period ended December 31, 2021 – loss of \$1,360,379) on the close-out of certain contracts. The following foreign currency forward contracts the Fund has entered with a Canadian Chartered bank are with a DBRS rating of AA (high).

At December 31, 2022:

Canadian Dollars Purchased (Sold)	US Dollars Purchased (Sold)	Maturity Date	Rate (USD/CAD)	Fair Value (CAD) \$
31,771,480	(23,338,000)	13-Jan-23	0.73456	173,235
<b>31,771,480</b>	<b>(23,338,000)</b>			<b>173,235</b>

Canadian Dollars Purchased (Sold)	Euros Purchased (Sold)	Maturity Date	Rate (EUR/CAD)	Fair Value (CAD) \$
5,467,599	(3,809,000)	13-Jan-23	0.69665	(56,493)
<b>5,467,599</b>	<b>(3,809,000)</b>			<b>(56,493)</b>

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NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

At December 31, 2022 (cont'd):

Canadian Dollars Purchased (Sold)	British Pounds Purchased (Sold)	Maturity Date	Rate (GBP/CAD)	Fair Value (CAD) \$
2,205,985	(1,322,000)	13-Jan-23	0.59928	41,515
<b>2,205,985</b>	<b>(1,322,000)</b>			<b>41,515</b>

Canadian Dollars Purchased (Sold)	Hong Kong Dollar Purchased (Sold)	Maturity Date	Rate (HKD/CAD)	Fair Value (CAD) \$
833,335	(4,764,000)	13-Jan-23	5.71679	6,791
<b>833,335</b>	<b>(4,764,000)</b>			<b>6,791</b>

Canadian Dollars Purchased (Sold)	Japanese Yen Purchased (Sold)	Maturity Date	Rate (JPY/CAD)	Fair Value (CAD) \$
2,245,975	(223,725,000)	13-Jan-23	99.61152	(64,986)
<b>2,245,975</b>	<b>(223,725,000)</b>			<b>(64,986)</b>

At December 31, 2021:

Canadian Dollars Purchased (Sold)	US Dollars Purchased (Sold)	Maturity Date	Rate (USD/CAD)	Fair Value (CAD) \$
38,599,926	(30,630,000)	14-Jan-22	0.79352	(145,860)
(2,192,707)	1,704,000	14-Jan-22	0.77712	(37,212)
<b>36,407,219</b>	<b>(28,926,000)</b>			<b>(183,072)</b>

Canadian Dollars Purchased (Sold)	Swiss Francs Purchased (Sold)	Maturity Date	Rate (CHF/CAD)	Fair Value (CAD) \$
4,422,762	(3,241,000)	14-Jan-22	0.73280	(77,583)
<b>4,422,762</b>	<b>(3,241,000)</b>			<b>(77,583)</b>

Canadian Dollars Purchased (Sold)	Euros Purchased (Sold)	Maturity Date	Rate (EUR/CAD)	Fair Value (CAD) \$
6,124,262	(4,283,000)	14-Jan-22	0.69935	(45,090)
1,906,489	(1,316,000)	14-Jan-22	0.69027	10,887
<b>8,030,751</b>	<b>(5,599,000)</b>			<b>(34,203)</b>

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

At December 31, 2021 (cont'd):

Canadian Dollars Purchased (Sold)	Hong Kong Dollar Purchased (Sold)	Maturity Date	Rate (HKD/CAD)	Fair Value (CAD) \$
880,323	(5,433,000)	14-Jan-22	6.17160	(1,064)
880,323	(5,433,000)			(1,064)

Canadian Dollars Purchased (Sold)	Japanese Yen Purchased (Sold)	Maturity Date	Rate (JPY/CAD)	Fair Value (CAD) \$
2,322,715	(209,783,000)	14-Jan-22	90.31800	15,605
2,322,715	(209,783,000)			15,605

**10. OPTION CONTRACTS**

The Fund may write covered call or cash covered put options to generate additional income for the Fund. The Fund had the following call option contracts outstanding:

As at December 31, 2022:

Underlying Interest	Number of Contracts <sup>1</sup>	Expiration Date	Currency	Strike Price per Contract	Premium Received (CAD) \$	Fair Value (CAD) \$
Albemarle Corp.	6	20-Jan-23	USD	260.00	2,726	(447)
Albemarle Corp.	10	20-Jan-23	USD	280.00	3,270	(271)
Canadian Pacific Railway Ltd.	31	20-Jan-23	CAD	107.00	1,736	(682)
Constellation Energy Corp.	15	20-Jan-23	USD	95.00	2,213	(863)
Enbridge Inc.	66	17-Feb-23	CAD	55.00	4,290	(3,069)
Exelon Corp.	55	20-Jan-23	USD	44.00	2,918	(4,654)
Jacobs Engineering Group Inc.	16	20-Jan-23	USD	130.00	4,481	(561)
NextEra Energy Inc.	45	20-Jan-23	USD	87.50	6,917	(3,808)
ON Semiconductor Corp.	55	20-Jan-23	USD	69.00	15,188	(5,772)
ON Semiconductor Corp.	27	20-Jan-23	USD	70.00	7,369	(2,193)
ONEOK Inc.	60	20-Jan-23	USD	67.50	8,407	(8,733)
T-Mobile US Inc.	17	20-Jan-23	USD	145.00	6,495	(3,591)
T-Mobile US Inc.	22	20-Jan-23	USD	155.00	8,967	(715)
Union Pacific Corp.	9	20-Jan-23	USD	217.50	2,853	(1,645)
Union Pacific Corp.	9	20-Jan-23	USD	225.00	1,454	(396)
Waste Management Inc.	14	20-Jan-23	USD	165.00	2,247	(806)
Williams Cos. Inc. (The)	105	20-Jan-23	USD	34.00	7,713	(5,687)
	<b>562</b>				<b>89,244</b>	<b>(43,893)</b>

<sup>1</sup> Each contract was written for 100 shares of the underlying security.

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

As at December 31, 2021:

Underlying Interest	Number of Contracts <sup>1</sup>	Expiration Date	Currency	Strike Price per Contract	Premium Received (CAD) \$	Fair Value (CAD) \$
NextEra Energy Inc.	22	21-Jan-22	USD	97.50	1,392	(904)
ON Semiconductor Corp.	41	21-Jan-22	USD	75.00	3,622	(2,723)
Prologis Inc.	21	21-Jan-22	USD	175.00	2,590	(3,188)
Roper Technologies Inc.	6	21-Jan-22	USD	500.00	2,136	(3,757)
	90				9,740	(10,572)

<sup>1</sup> Each contract was written for 100 shares of the underlying security.**11. SECURITIES LENDING**

The Fund has entered into a securities lending program with its custodian, CIBC Mellon Trust Company (and certain of its affiliates). The aggregate market value of all securities loaned by the Fund cannot exceed 50% of the assets of the Fund. The Fund will receive collateral of at least 102% of the value of the securities on loan. Collateral will generally be comprised of cash and obligations of, or guaranteed by, the Government of Canada or a province thereof, or the United States Government or its agencies, or a permitted supranational agency as defined in National Instrument 81-102. The market values of the securities on loan and the related collateral at December 31, 2022 were \$2.0 and \$2.1 respectively, (December 31, 2021 \$nil and \$nil). Securities lending income reported in the Statements of Comprehensive Income is net of a securities lending charge which the Fund's custodian, CIBC Mellon Trust Company (and certain of its affiliates), is entitled to receive. The securities lending income details as following:

For the years ended December 31,	2022 \$	2021 <sup>1</sup> \$
Gross securities lending income	3,875	141
Securities lending charges	(1,162)	(42)
<b>Net securities lending income</b>	<b>2,713</b>	<b>99</b>
Withholding taxes on securities lending income	(18)	(30)
<b>Net securities lending income received by the Fund</b>	<b>2,695</b>	<b>69</b>

<sup>1</sup> For the period from May 21, 2021 (commencement of operations) to December 31, 2021

During the year ended December 31, 2022, securities lending charges represented 30.0% (year ended December 31, 2021 – 30.0%) of the gross securities lending income.

**12. FINANCIAL RISK MANAGEMENT**

The Fund's investment activities expose it to a variety of financial risks. The Schedule of Investment Portfolio presents the securities held by the Fund as at December 31, 2022, and groups the securities by market segment. The following summary represents the investment sectors held by the Fund as at December 31, 2021. Significant risks that are relevant to the Fund are discussed below.

## Sustainable Power & Infrastructure Split Corp. - Annual Report 2022

### NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

As at	December 31, 2021
Investment Sector	% of Portfolio
Communication services	6.8
Consumer discretionary	2.3
Energy	6.7
Industrials	36.5
Information technology	3.6
Materials	10.7
Real estate	8.7
Brompton Sustainable Real Assets Dividend ETF	4.9
Utilities	19.8
<b>Total</b>	<b>100.0</b>

The Manager attempts to minimize the potential adverse effects of these risks on the Fund's performance by regular rebalancing of the investment portfolio within the constraints of the investment objectives. To assist in managing risks, the Manager also maintains a governance structure that oversees the Fund's investment activities and monitors compliance with the Fund's stated investment strategy and restrictions, internal guidelines, and securities regulations.

The investment portfolio is comprised of Canadian, US and global exchange-listed equity securities.

#### a) Other Price Risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All securities and derivatives present a risk of loss of capital. The Manager attempts to moderate this risk through the careful selection of securities and derivatives within the parameters of the investment strategy. Except for options written, the maximum risk of loss resulting from financial instruments is equivalent to their fair value. There were no cash-covered put options outstanding as at December 31, 2022. No additional risk is introduced by covered call options written.

The Fund is exposed to other price risk from its investment in equity securities and option contracts. As at December 31, 2022, had the prices on the respective stock exchanges for these securities increased by 10%, with all other variables held constant, Net Assets attributable to holders of redeemable Class A shares would have increased by approximately \$6.0 million or 25.7% (December 31, 2021 - approximately \$6.4 million or 19.8%). Similarly, had the prices on the respective stock exchanges for these securities decreased by 10%, with all other variables held constant, Net Assets attributable to holders of redeemable Class A shares would have decreased by approximately \$6.1 million or 26.0% (December 31, 2021 - approximately \$6.5 million or 20.0%). In practice, the actual trading results may differ, and the difference could be material.

#### b) Credit Risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Fund. The Fund did not have significant credit risk exposure as at December 31, 2022. The carrying amount of income receivable represents the maximum credit risk exposure as it will be settled in the short term.

All transactions in securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the Fund has received payment. The trade will fail if either party fails to meet its obligation.

The Fund has entered into a securities lending program with its custodian; see note 11. Credit risk associated with these transactions is considered minimal as all counterparties have a sufficient, approved credit rating and the value of cash or securities held as collateral must be at least 102% of the fair value of the securities loaned.

The Fund is also exposed to credit risk for the amount of unrealized gains under the foreign currency forward contracts (note 9) with a Canadian chartered bank with a DBRS rating of AA (high).

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

**c) Liquidity Risk**

Liquidity risk is the risk that the Fund may not be able to settle or meet its obligations on time or at a reasonable price. The Fund is exposed to liquidity risk through its monthly and annual retractions of Class A shares and Preferred shares. For the monthly and annual retractions of Class A shares and Preferred shares, the Fund receives notice at least 10 business days prior to the Retraction Date and has up to 10 business days after the Retraction Date to settle the retractions, which gives the Manager time to sell securities, although there may not be sufficient time to sell the securities at a reasonable price. All Class A shares and Preferred shares outstanding on May 29, 2026 are scheduled to be redeemed by the Fund on that date unless the term of the Fund is extended.

As at December 31, 2022 and 2021, all the Fund's other financial liabilities had maturities of less than three months.

**d) Currency Risk**

Currency risk is the risk that financial instruments that are denominated in a currency other than the Canadian dollar, which is the Fund's reporting currency, will fluctuate due to changes in exchange rates. The investment portfolio of the Fund includes cash and equities that are primarily US-dollar and Euro denominated and to a lesser extent Swiss franc ("CHF"), Japanese yen ("JPY"), Hong Kong dollar ("HKD") and British pound ("GBP") denominated. The Fund's currency risk is substantially hedged with the use of foreign currency forward contracts. The tables below indicate the foreign currency investment holdings in the Fund and the corresponding foreign currency hedges as at December 31, 2022 and 2021 in Canadian dollar terms. The table also illustrate the potential impact to the Fund's Net Assets attributable to holders of redeemable units, all other variables held constant, as a result of a 5% change in the foreign currency related to the Canadian dollar. In practice, the actual trading results may differ, and the difference could be material.

As at December 31, 2022	Investments and Options \$	Cash and Other Receivables \$	Foreign Currency Forward Contracts (note 9) \$	Total Currency Exposure \$	Impact on Net Assets \$	Impact on Net Assets %
British pounds	2,170,161	491	(2,164,470)	6,182	309	-
Euros	5,309,385	44,642	(5,524,092)	(170,065)	(8,503)	(0.04)
Hong Kong dollars	839,713	2	(826,544)	13,171	659	-
Japanese yen	2,167,569	-	(2,310,961)	(143,392)	(7,170)	(0.03)
Swiss francs	-	4,332	-	4,332	217	-
US dollars	31,158,286	121,287	(31,598,245)	(318,672)	(15,934)	(0.07)
	<b>41,645,114</b>	<b>170,754</b>	<b>(42,424,312)</b>	<b>(608,444)</b>	<b>(30,422)</b>	<b>(0.14)</b>

As at December 31, 2021	Investments and Options \$	Cash and Other Receivables \$	Foreign Currency Forward Contracts (note 9) \$	Total Currency Exposure \$	Impact on Net Assets \$	Impact on Net Assets %
British Pounds	-	1,600	-	1,600	80	-
Euros	8,103,743	6,133	(8,064,954)	44,922	2,246	0.01
Hong Kong dollars	954,449	2	(881,386)	73,065	3,653	0.01
Japanese yen	2,151,196	-	(2,307,110)	(155,914)	(7,796)	(0.02)
Swiss francs	4,615,221	1,078	(4,500,345)	115,954	5,798	0.02
US dollars	37,442,995	74,301	(36,590,291)	927,005	46,350	0.14
	<b>53,267,604</b>	<b>83,114</b>	<b>(52,344,086)</b>	<b>1,006,632</b>	<b>50,331</b>	<b>0.16</b>

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

**e) Interest Rate Risk**

Interest rate risk is the risk that the fair value of the Fund's interest bearing investments will fluctuate due to changes in market interest rates. Interest bearing investments are namely, bonds, money market investments, short-term investments, debentures and mortgages or other income-producing securities, whose value increases if interest rates fall and decreases if interest rates rise. As of December 31, 2022 and 2021, the Fund had no exposure to interest rate risk.

**13. FAIR VALUE MEASUREMENT**

The Fund's assets and liabilities recorded at fair value have been categorized within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy are:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2: Inputs, other than quoted prices, that are observable for the asset or liability, either directly or indirectly, including inputs in markets that are not considered to be active.

Level 3: Inputs that are unobservable. There is little if any market activity. Inputs into the determination of fair value require significant management judgement or estimation.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

<b>Assets and liabilities at fair value as at December 31, 2022</b>	<b>Level 1 \$</b>	<b>Level 2 \$</b>	<b>Level 3 \$</b>	<b>Total \$</b>
Equities	58,192,588	-	-	58,192,588
Investment Funds	2,822,000	-	-	2,822,000
Foreign currency forward contracts gain	-	221,541	-	221,541
Foreign currency forward contracts loss	-	(121,479)	-	(121,479)
Option contracts written	(43,893)	-	-	(43,893)
<b>Total</b>	<b>60,970,695</b>	<b>100,062</b>	<b>-</b>	<b>61,070,757</b>

<b>Assets and liabilities at fair value as at December 31, 2021</b>	<b>Level 1 \$</b>	<b>Level 2 \$</b>	<b>Level 3 \$</b>	<b>Total \$</b>
Equities	62,015,702	-	-	62,015,702
Investment Funds	3,171,925	-	-	3,171,925
Foreign currency forward contracts gain	-	26,491	-	26,491
Foreign currency forward contracts loss	-	(306,808)	-	(306,808)
Option contracts written	(10,572)	-	-	(10,572)
<b>Total</b>	<b>65,177,055</b>	<b>(280,317)</b>	<b>-</b>	<b>64,896,738</b>

The Preferred shares issued and outstanding as at December 31, 2022 had a retraction price per share of \$10.00 (December 31, 2021 - \$10.00) and a TSX closing market price of \$9.75 (December 31, 2021 - \$10.50 market price).

There were no transfers of financial assets and liabilities between the levels during the year ended December 31, 2022 and for the period May 21, 2021 to December 31, 2021.

All fair value measurements above are recurring. The carrying values of cash, income receivable, distributions payable, and accounts payable and accrued liabilities approximate their fair values due to their short-term nature. 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, the instrument is 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.

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

**a) Equities**

The Fund's equity positions are classified as level 1 as the securities are actively traded and a reliable price is observable. The net realized and change in unrealized loss from equity securities during the year ended December 31, 2022 was \$7,525,245 (period from May 21, 2021 to December 31, 2021 – gain of \$5,669,460).

**b) Investment Funds**

The Fund's holdings in the investment fund are classified as level 1 as the security is actively traded and a reliable price is observable. The net realized and net change in unrealized loss from holdings in the investment fund during the year ended December 31, 2022 was \$285,242 (period from May 21, 2021 to December 31, 2021 – gain of \$286,730).

**c) Options Contracts**

The Fund's option contracts written are classified as level 1, as the options are based on unadjusted quoted prices in active markets. The net realized and change in unrealized gain from option contracts during the year ended December 31, 2022 was \$242,476 (period from May 21, 2021 to December 31, 2021 – loss of \$55,755).

**d) Foreign Currency Forward Contracts**

The Fund may enter into foreign currency forward contracts, which are agreements between two parties to buy and sell currencies at a set price on a future date. The fair value of such contracts will fluctuate with changes in currency exchange rates. The forward contracts' value is the value that could be realized if the forward contracts were closed out on the financial reporting date and the change in fair value recorded as an unrealized gain or loss. When the contract is closed, the Fund records a realized gain or loss equal to the difference between the value of the contract on the date it was opened and the value on the date it was closed. Foreign currency forward contracts are classified as level 2. The net realized and change in unrealized loss from foreign currency forward contracts during the year ended December 31, 2022 was \$2,108,230 (period from May 21, 2021 to December 31, 2021 – loss of \$1,640,696).

**14. OFFSETTING OF FINANCIAL INSTRUMENTS**

The Fund has a foreign exchange settlement and novation netting agreement in place for its foreign currency forward contracts that does not meet the criteria for offsetting in the Statements of Financial Position but allows for the related amounts to be set off in certain circumstances, such as bankruptcy or termination of the contracts. The following tables present the Fund's financial assets and liabilities subject to offsetting, enforceable master netting arrangement and similar agreements. The table is presented by type of financial instrument, as at December 31, 2022 and 2021.

As at December 31, 2022

Financial Assets and Liabilities	Amounts eligible for offset			
	Gross Amounts of Recognized Financial Assets/Liabilities \$	Net Amounts of Financial Assets/Liabilities Presented in the Statement of Financial Position \$	Financial Instruments Eligible for Offset \$	Net Amount \$
Derivative Assets	221,541	221,541	(121,479)	100,062
Derivative Liabilities	(121,479)	(121,479)	121,479	-
<b>Total</b>	<b>100,062</b>	<b>100,062</b>	<b>-</b>	<b>100,062</b>

## NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

As at December 31, 2021

Financial Assets and Liabilities	Amounts eligible for offset			Net Amount \$
	Gross Amounts of Recognized Financial Assets/Liabilities \$	Net Amounts of Financial Assets/ Liabilities Presented in the Statement of Financial Position \$	Financial Instruments Eligible for Offset \$	
Derivative Assets	26,491	26,491	(26,491)	-
Derivative Liabilities	(306,808)	(306,808)	26,491	(280,317)
Total	(280,317)	(280,317)	-	(280,317)

## 15. INTEREST IN UNCONSOLIDATED STRUCTURED ENTITIES

The Fund qualifies as an investment entity under IFRS 10, Consolidated Financial Statements, and therefore accounts for investments at FVTPL. The Fund's primary purpose is to obtain funds from investors to provide them with investment management services, and to obtain a return primarily from capital appreciation and/or investment income. The Fund also measures and evaluates the performance of its investments on a fair value basis. In determining whether the Fund has control over an investee, the Fund assessed the voting rights, the exposure to variable returns and their ability to use the voting rights over the investee to affect the amount of the returns.

Type of Structured Entity	Nature and Purpose	Interest Held by the Fund
Investment fund	<ul style="list-style-type: none"> <li>To manage assets on behalf of third-party investors and generate investment fees for the Manager of the Fund</li> <li>These vehicles are financed through the issue of units to investors</li> </ul>	Investments in units issued by the investment funds

The tables below set out interests held by the Fund in unconsolidated structured entities. The maximum exposure to loss is the carrying amount of the financial assets held:

As at December 31, 2022:

Holding	% of Net Asset Value <sup>1</sup>	Country of Establishment and Principal Place of Business	% of Ownership Interest
Brompton Sustainable Real Assets Dividend ETF	4.64	Canada	23.37

<sup>1</sup> Net Asset Value of the Fund includes the value of the Preferred shares. Excluding the value of the Preferred shares, the Net Asset Value is 12.03%

As at December 31, 2021:

Holding	% of Net Asset Value <sup>1</sup>	Country of Establishment and Principal Place of Business	% of Ownership Interest
Brompton Sustainable Real Assets Dividend ETF	4.90	Canada	45.45

<sup>1</sup> Net Asset Value of the Fund includes the value of the Preferred shares. Excluding the value of the Preferred shares, the Net Asset Value is 9.76%

The Fund can redeem or sell units in the above investment fund on any business day.

NOTES TO THE FINANCIAL STATEMENTS (cont'd)

December 31, 2022 and 2021

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**16. INCOME TAXES**

As at December 31, 2022, the Fund had capital loss carry-forwards of \$8,317,001 (December 31, 2021 - \$2,657,968). The capital losses can be carried forward for an indefinite period.

As at December 31, 2022, the Fund had non-capital loss carry-forwards for income tax purposes of \$132,436 (December 31, 2021 - nil). The non-capital loss carry-forwards will expire as follows:

	<b>2022</b>
	<b>\$</b>
2042	<b>132,436</b>

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During the year ended December 31, 2022, the Fund incurred \$39,464 in income taxes as a result of excess foreign income the Fund earned during the taxation year ended December 31, 2021.

## CORPORATE INFORMATION

### Independent Review Committee

**Raj Kothari**, BComm, MBA,  
FCPA/FCA

**Patricia Meredith**, BMath, MBA,  
PhD, FCPA/FCA

**Ken S. Woolner**, BSc, PEng

### Directors and Officers of the Manager

**Mark A. Caranci**, BComm, CPA, CA  
Director, President and  
Chief Executive Officer

**Christopher S.L. Hoffmann**, LLB, MS  
Director

**Raymond R. Pether**, BA, MBA  
Director

**Ann P. Wong**, BA, MAcc, CPA, CA, CFA  
Director, Chief Financial Officer and  
Chief Compliance Officer

**Laura Lau**, BSc (Hons), CFA, DMS  
Chief Investment Officer

**Christopher Cullen**, BSc, MBA, CFA  
Senior Vice President

**Michelle L. Tiraborelli**, BSc, MBA  
Senior Vice President

**Michael D. Clare**, BComm (Hons),  
CPA, CA, CFA  
Senior Vice President and  
Senior Portfolio Manager

**Kathryn A.H. Banner**, BA, MA  
Senior Vice President and  
Corporate Secretary

**Manith Phanvongsa**, BA  
Senior Vice President

### Transfer Agent

TSX Trust Company

### Custodian

CIBC Mellon Trust Company

### Auditor

PricewaterhouseCoopers LLP

### Website

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