

# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

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## ***Interim Management Report of Fund Performance***

*For the Six-Month Period Ended September 30, 2023*

*This Interim Management Report of Fund Performance contains financial highlights but does not contain either the interim financial report or annual financial statements of the investment fund. You may obtain a copy of the interim financial report or annual financial statements, at no cost, by contacting us using one of the methods noted under Fund Formation and Series Information or by visiting the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).*

*Securityholders may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure. For more information, please refer to the Fund's Simplified Prospectus and Fund Facts, which may also be obtained, at no cost, using any of the methods outlined above.*

*For the Fund's current net asset values per security and for more recent information on general market events, please visit our website.*

### **A NOTE ON FORWARD-LOOKING STATEMENTS**

*This report may contain forward-looking statements that reflect our current expectations or forecasts of future events. Forward-looking statements include statements that are predictive in nature, depend upon or refer to future events or conditions, or include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates", "preliminary", "typical" and other similar expressions. In addition, these statements may relate to future corporate actions, future financial performance of a fund or a security and their future investment strategies and prospects. Forward-looking statements are inherently subject to, among other things, risks, uncertainties and assumptions that could cause actual events, results, performance or prospects to differ materially from those expressed in, or implied by, these forward-looking statements. These risks, uncertainties and assumptions include, without limitation, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, the volatility of global equity and capital markets, business competition, technological change, changes in government regulations, changes in securities laws and regulations, changes in tax laws, unexpected judicial or regulatory proceedings, catastrophic events, outbreaks of disease or pandemics (such as COVID-19), and the ability of Mackenzie to attract or retain key employees. The foregoing list of important risks, uncertainties and assumptions is not exhaustive. Please consider these and other factors carefully and do not place undue reliance on forward-looking statements.*

*The forward-looking information contained in this report is current only as of the date of this report. There should not be an expectation that such information will in all circumstances be updated, supplemented or revised whether as a result of new information, changing circumstances, future events or otherwise.*



**MACKENZIE**  
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# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended September 30, 2023

## Management Discussion of Fund Performance

November 13, 2023

This Management Discussion of Fund Performance presents the portfolio management team's view on the significant factors and developments that have affected the Fund's performance and outlook in the six-month period ended September 30, 2023 (the "period"). If the Fund was established during the period, "period" represents the period since inception.

In this report, "Mackenzie" and "the Manager" refer to Mackenzie Financial Corporation, the manager of the Fund. In addition, net asset value ("NAV") refers to the value of the Fund as calculated for transaction purposes, on which the discussion of Fund performance is based.

Please read *A Note on Forward-Looking Statements* on the first page of this document.

## Results of Operations

### Investment Performance

The performance of all series in the current and previous periods is shown in the *Past Performance* section of the report. Performance will vary by series primarily because fees and expenses differ between series, or because securities of a series were not issued and outstanding for the entire reporting period. Please refer to the *Fund Formation and Series Information* section of this report for the varying management and administration fees payable by each series. The following comparison to market indices is intended to help investors understand the Fund's performance relative to the general performance of the markets. However, the Fund's mandate may be different from that of the indices shown.

During the period, the Fund's Series A securities returned 4.1% (after deducting fees and expenses paid by the series). This compares with a return of 5.2% for a blended index composed of a 75% weighting in the Fund's broad-based index, the Morningstar LSTA Leveraged Loan (Hedged) Index (returned 6.3%), and a 25% weighting in the ICE BofA Global High Yield (Hedged) Index (returned 2.1%). All index and series returns are calculated on a total return basis in Canadian dollar terms. Investors cannot invest in an index without incurring fees, expenses and commissions, which are not reflected in the index returns.

In response to elevated inflation, the U.S. Federal Reserve increased its federal funds rate by 50 basis points over the period to a target range of 5.25%–5.50%. The floating-rate nature of the asset class led to higher interest rates for term loans. Loan prices rose amid expectations the U.S. economy may avoid a significant recession, and loan spreads (the margin by which the interest rate, which fluctuates according to a loan's market price, exceeds the floating reference rate) narrowed.

The Fund underperformed the broad-based index, with holdings in investment grade bonds in the underlying exchange-traded funds held by the Fund (the "Public Portfolio") detracting from performance. Given the Fund's mandate, the return of the blended index is a more meaningful comparison.

The Fund underperformed the blended index, with the Public Portfolio's underweight exposure to floating-rate term loans detracting from performance. The Fund's investment in Northleaf Senior Private Credit-L LP (the "Private Portfolio") contributed to performance.

Within the Private Portfolio, the underlying borrowers generally performed well, and the portfolio was very resilient. Relative to public market loans, the running yield was higher in the strategy and the average loan valuation in the portfolio increased slightly over the period.

Over the period, the Fund's exposure to North American first-lien private loans increased, while cash decreased, as the Fund increased its exposure to the Private Portfolio. This private loan portfolio emphasizes floating-rate, direct lending in

non-cyclical industries and to companies with contractual revenue frameworks and/or businesses that have demonstrated resilient demand for their products and services.

### Net Assets

The Fund's net assets increased by 9.4% during the period to \$29.1 million. This change was composed primarily of \$1.5 million in net income (including any interest and/or dividend income) from investment performance, after deducting fees and expenses, and an increase of \$1.0 million due to net securityholder activity (including sales, redemptions and cash distributions).

### Fees and Expenses

The annualized management expense ratio ("MER") for each series during the period ended September 30, 2023, was generally similar to the MER for the year ended March 31, 2023. Total expenses paid vary from period to period mainly as a result of changes in average assets in each series. The MERs for all series are presented in the *Financial Highlights* section of this report.

### Recent Developments

The portfolio management team of Northleaf Senior Private Credit-L LP has seen early indicators of a more active lending market as general risk sentiment appears to be improving. However, the team believes a patient, measured approach is warranted given the potential for further market volatility.

Against this backdrop, private credit floating-rate loans continue to benefit from the highest yields in over a decade, and borrowers are adapting to the evolving macroeconomic environment and performing well, in the team's view. Market defaults stabilized during the period after trending upwards to the long-term average. From this standpoint, the team believes private credit is delivering strong relative value and attractive returns, even after factoring in the medium-term potential for higher defaults and losses.

The team remains focused on businesses with non-discretionary demand and pricing power that can drive positive revenue and earnings growth.

### Related Party Transactions

#### Management and Administration Services

For each applicable series, the Fund paid management fees and administration fees to the Manager at the annual rates specified under *Fund Formation and Series Information* in this report and as more fully described in the Prospectus. In return for the administration fees, the Manager pays all costs and expenses (other than certain specified fund costs) required to operate the Fund that are not included in management fees. See also *Management Fees*.

#### Other Related Party Transactions

At September 30, 2023, the Fund held an investment of \$19.9 million (70.5% of the Fund's NAV) in Northleaf Senior Private Credit-L LP, a private fund managed by Northleaf Capital Partners, a company affiliated with the Manager. This represents 100% of a total commitment to invest US\$13.0 million. In making the investment, the Manager relied on a positive recommendation previously issued by the Mackenzie Funds' Independent Review Committee.

At September 30, 2023, Mackenzie had an investment of \$26.1 million in the Fund (89.7% of the Fund's NAV). If Mackenzie decides to redeem its investment, it will do so in a manner that reduces the possibility of adverse effects on the Fund.

During the period, the Fund received \$0.02 million in income distributions from investments in exchange-traded funds ("ETFs") managed by Mackenzie to offset fees paid within those ETFs. There is no assurance that these distributions will continue in the future.

# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended September 30, 2023

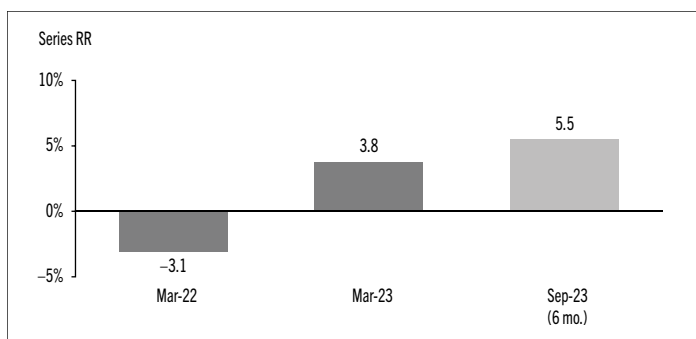
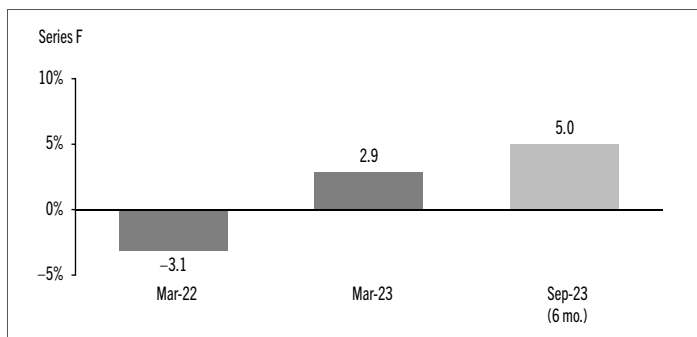
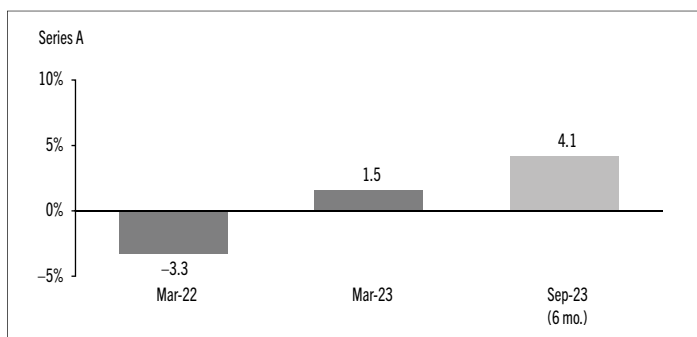
## Past Performance

The Fund's performance information assumes all distributions made by the Fund in the periods presented are reinvested in additional securities of the relevant series of the Fund. The performance information does not take into account sales, redemption, distribution or other optional charges, or income taxes payable by any investor that would have reduced returns or performance. The past performance of the Fund is not necessarily an indication of how it will perform in the future.

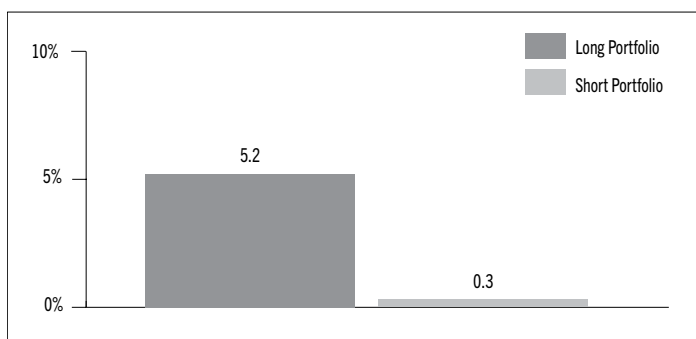
If you hold this Fund outside of a registered plan, income and capital gains distributions paid to you increase your income for tax purposes whether paid to you in cash or reinvested in additional securities of the Fund. The amount of reinvested taxable distributions is added to the adjusted cost base of the securities that you own. This would decrease your capital gain or increase your capital loss when you later redeem from the Fund, thereby ensuring that you are not taxed on this amount again. Please consult your tax advisor regarding your personal tax situation.

## Year-by-Year Returns

The following bar charts present the performance of each series of the Fund for each of the fiscal periods shown. The charts show, in percentage terms, how much an investment made on the first day of each fiscal period, or on the series inception or reinstatement date, as applicable, would have increased or decreased by the last day of the fiscal period presented. Series inception or reinstatement dates can be found under *Fund Formation and Series Information*.



The following bar chart presents the performance of the Fund's long and short portfolio positions for the period ended September 30, 2023, before deducting fees and expenses and before the effect of other assets (liabilities).



# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

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## Summary of Investment Portfolio at September 30, 2023

EFFECTIVE PORTFOLIO ALLOCATION	% OF NAV
Private loans	68.6
<i>First lien</i>	49.4
<i>Unitranche</i>	19.2
Bonds	21.1
<i>Bonds</i>	21.1
<i>Short bond futures</i> *	–
Cash and cash equivalents	8.0
Other assets (liabilities)	2.0
Equities	0.2
Exchange-traded funds/notes	0.1

EFFECTIVE REGIONAL ALLOCATION	% OF NAV
North America – Private loans	52.8
North America – Other	18.7
Europe – Private loans	13.7
Cash and cash equivalents	8.0
Asia – Private loans	2.1
Other assets (liabilities)	2.0
Europe – Other	2.0
Other	0.4
Asia – Other	0.3

EFFECTIVE SECTOR ALLOCATION	% OF NAV
Corporate bonds	16.4
Private loans – Health care equipment and services	12.3
Private loans – Software and services	10.3
Private loans – Financials	9.6
Cash and cash equivalents	8.0
Private loans – Commercial and professional services	6.9
Private loans – Consumer services	6.2
Term loans	4.4
Private loans – Transportation	4.1
Private loans – Retailing	3.4
Private loans – Capital goods	3.4
Private loans – Utilities	3.4
Other	3.3
Private loans – Automobiles and components	2.1
Other assets (liabilities)	2.0
Private loans – Insurance	1.4
Private loans – Household and personal products	1.4
Private loans – Media and entertainment	1.4

\* Notional values represent 63.4% of NAV for long currency futures, –0.4% of NAV for short bond futures and –11.2% of NAV for short currency futures.

The effective allocation shows the portfolio, regional or sector exposure of the Fund calculated by combining its direct and indirect investments.

TOP 25 LONG POSITIONS	% OF NAV
<b>Issuer/Underlying Fund</b>	
Northleaf Senior Private Credit-L LP <sup>(1)</sup>	68.6
Mackenzie Global High Yield Fixed Income ETF	6.3
Mackenzie US Investment Grade Corporate Bond Index ETF (CAD-Hedged)	5.9
Cash and cash equivalents	5.5
Mackenzie Floating Rate Income ETF	4.7
Mackenzie Canadian All Corporate Bond Index ETF	3.9
Mackenzie US High Yield Bond Index ETF (CAD-Hedged)	3.5
Canadian Dollar Currency Futures	0.1
<b>Top long positions as a percentage of total net asset value</b>	<b>98.5</b>

TOP 25 SHORT POSITIONS	% OF NAV
<b>Issuer</b>	
AUD/USD Currency Futures	–
Euro FX Futures	0.1
British Pound Currency Futures	0.1
<b>Top short positions as a percentage of total net asset value</b>	<b>0.2</b>

(1) The issuer of this security is related to the Manager.

For the prospectus and other information about the underlying fund(s) held in the portfolio, visit [www.mackenzieinvestments.com](http://www.mackenzieinvestments.com) or [www.sedarplus.ca](http://www.sedarplus.ca).

The investments and percentages may have changed since September 30, 2023, due to the ongoing portfolio transactions of the Fund. Quarterly updates of holdings are available within 60 days of the end of each quarter except for March 31, the Fund's fiscal year-end, when they are available within 90 days.

# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE | For the Period Ended September 30, 2023

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for each of the fiscal periods presented below. If during the period a fund or series was established or reinstated, "period" represents the period from inception or reinstatement to the end of that fiscal period. Series inception or reinstatement dates can be found under *Fund Formation and Series Information*.

### THE FUND'S NET ASSETS PER SECURITY (\$)¹

	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
<b>Series A</b>			
<b>Net assets, beginning of period</b>	9.37	9.66	10.00
<b>Increase (decrease) from operations:</b>			
Total revenue	0.55	0.63	0.05
Total expenses	(0.08)	(0.22)	(0.04)
Realized gains (losses) for the period	(0.05)	(0.68)	(0.22)
Unrealized gains (losses) for the period	(0.03)	0.59	(0.14)
<b>Total increase (decrease) from operations²</b>	<b>0.39</b>	<b>0.32</b>	<b>(0.35)</b>
<b>Distributions:</b>			
From net investment income (excluding Canadian dividends)	(0.28)	(0.37)	–
From Canadian dividends	(0.01)	(0.02)	–
From capital gains	–	–	–
Return of capital	–	–	–
<b>Total annual distributions³</b>	<b>(0.29)</b>	<b>(0.39)</b>	<b>–</b>
<b>Net assets, end of period</b>	<b>9.35</b>	<b>9.37</b>	<b>9.66</b>
	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
<b>Series F</b>			
<b>Net assets, beginning of period</b>	9.39	9.69	10.00
<b>Increase (decrease) from operations:</b>			
Total revenue	0.57	0.48	0.05
Total expenses	(0.04)	(0.10)	(0.01)
Realized gains (losses) for the period	–	(0.09)	(0.21)
Unrealized gains (losses) for the period	(0.03)	0.45	(0.14)
<b>Total increase (decrease) from operations²</b>	<b>0.50</b>	<b>0.74</b>	<b>(0.31)</b>
<b>Distributions:</b>			
From net investment income (excluding Canadian dividends)	(0.33)	(0.43)	–
From Canadian dividends	(0.02)	(0.05)	–
From capital gains	–	–	–
Return of capital	–	–	–
<b>Total annual distributions³</b>	<b>(0.35)</b>	<b>(0.48)</b>	<b>–</b>
<b>Net assets, end of period</b>	<b>9.39</b>	<b>9.39</b>	<b>9.69</b>

	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
<b>Series RR</b>			
<b>Net assets, beginning of period</b>	9.45	9.69	10.00
<b>Increase (decrease) from operations:</b>			
Total revenue	0.56	0.51	0.05
Total expenses	–	–	(0.01)
Realized gains (losses) for the period	(0.02)	(0.14)	(0.21)
Unrealized gains (losses) for the period	(0.03)	0.48	(0.14)
<b>Total increase (decrease) from operations²</b>	<b>0.51</b>	<b>0.85</b>	<b>(0.31)</b>
<b>Distributions:</b>			
From net investment income (excluding Canadian dividends)	(0.38)	(0.41)	–
From Canadian dividends	(0.02)	(0.07)	–
From capital gains	–	–	–
Return of capital	–	–	–
<b>Total annual distributions³</b>	<b>(0.40)</b>	<b>(0.48)</b>	<b>–</b>
<b>Net assets, end of period</b>	<b>9.46</b>	<b>9.45</b>	<b>9.69</b>

(1) These calculations are prescribed by securities regulations and are not intended to be a reconciliation between opening and closing net assets per security. This information is derived from the Fund's unaudited interim financial statements and audited annual financial statements. The net assets per security presented in the financial statements may differ from the net asset value per security calculated for fund pricing purposes. An explanation of these differences, if any, can be found in the *Notes to Financial Statements*.

(2) Net assets and distributions are based on the actual number of securities outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of securities outstanding over the fiscal period.

(3) Distributions were paid in cash/reinvested in additional securities of the Fund, or both.

# MACKENZIE NORTHLEAF PRIVATE CREDIT INTERVAL FUND

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## RATIOS AND SUPPLEMENTAL DATA

	Sep. 30 2023	Mar. 31 2023	Mar. 31 2022
<b>Series A</b>			
Total net asset value (\$000) <sup>1</sup>	447	341	184
Securities outstanding (000) <sup>1</sup>	48	36	19
Management expense ratio (%) <sup>2</sup>	2.75	2.77	2.60
Management expense ratio before waivers or absorptions (%) <sup>2</sup>	3.60	3.58	3.33
Trading expense ratio (%) <sup>3</sup>	0.03	0.03	0.48
Portfolio turnover rate (%) <sup>4</sup>	–	98.43	n/a
Net asset value per security (\$)	9.35	9.37	9.66
<b>Series F</b>			
Total net asset value (\$000) <sup>1</sup>	2,547	714	1
Securities outstanding (000) <sup>1</sup>	271	76	–
Management expense ratio (%) <sup>2</sup>	1.59	1.60	1.43
Management expense ratio before waivers or absorptions (%) <sup>2</sup>	2.43	2.43	2.16
Trading expense ratio (%) <sup>3</sup>	0.03	0.03	0.48
Portfolio turnover rate (%) <sup>4</sup>	–	98.43	n/a
Net asset value per security (\$)	9.39	9.39	9.69
<b>Series RR</b>			
Total net asset value (\$000) <sup>1</sup>	26,073	25,506	3,731
Securities outstanding (000) <sup>1</sup>	2,757	2,698	385
Management expense ratio (%) <sup>2</sup>	0.61	0.61	–
Management expense ratio before waivers or absorptions (%) <sup>2</sup>	0.72	0.77	0.61
Trading expense ratio (%) <sup>3</sup>	0.03	0.03	0.48
Portfolio turnover rate (%) <sup>4</sup>	–	98.43	n/a
Net asset value per security (\$)	9.46	9.45	9.69

- (1) This information is provided as at the end of the fiscal period shown.
- (2) Management expense ratio (“MER”) is based on total expenses, excluding commissions and other portfolio transaction costs, income taxes and withholding taxes, for the stated period and is expressed as an annualized percentage of daily average net assets during the period, except as noted. In the period a series is established, the MER is annualized from the date of inception to the end of the period. Where the Fund directly invests in securities of another fund (including exchange-traded funds or “ETFs”), the MERs presented for the Fund include the portion of MERs of the other fund(s) attributable to this investment. Any income distributions received from ETFs managed by the Manager, with the intention of offsetting fees paid within those ETFs but which are not considered to be duplicative fees under regulatory requirements, are treated as waived expenses for MER purposes. The Manager may waive or absorb operating expenses at its discretion and stop waiving or absorbing such expenses at any time without notice.
- (3) The trading expense ratio (“TER”) represents total commissions and other portfolio transaction costs incurred as an annualized percentage of daily average net assets during the period. Where the Fund invests in securities of another fund (including ETFs), the TERs presented for the Fund include the portion of TERs of the other fund(s) attributable to this investment.
- (4) The Fund’s portfolio turnover rate indicates how actively the Fund’s portfolio advisor 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 period. The higher the Fund’s portfolio turnover rate in a period, the greater the trading costs payable by the Fund in the period, 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 a fund. The portfolio turnover rate is not provided when the Fund is less than one year old. The value of any trades to realign the Fund’s portfolio after a fund merger, if any, is excluded from the portfolio turnover rate.

## Management Fees

The management fee for each applicable series is calculated and accrued daily as a percentage of its NAV. The Fund’s management fees were used by the Manager to pay for the costs of managing the investment portfolio of the Fund and/or the underlying fund(s), as applicable, including providing investment analysis and recommendations, making investment decisions, making brokerage arrangements for the purchase and sale of the investment portfolio, and providing other services. The Manager also used the management fees to fund sales commissions, trailing commissions and any other compensation (collectively “distribution-related payments”) to registered dealers and brokers whose clients invest in the Fund.

The following dealers affiliated with the Manager may be entitled to distribution-related payments from the Manager on the same basis as unrelated registered brokers and dealers: IPC Securities Corporation, Investors Group Securities Inc., IPC Investment Corporation and Investors Group Financial Services Inc.

The Manager used approximately 42% of the total management fee revenues received from all Mackenzie funds during the period to fund distribution-related payments to registered dealers and brokers. In comparison, such distribution-related payments for the Fund represented on average 12% of the management fees paid by all applicable series of the Fund during the period. The actual percentage for each series may be higher or lower than the average depending on the level of trailing commissions and sales commissions paid for that series.

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## Fund Formation and Series Information

The Fund may have undergone a number of changes, such as a reorganization or a change in manager, mandate or name. A history of the major changes affecting the Fund in the last 10 years can be found in the Fund's Simplified Prospectus.

Date of Formation: January 26, 2022

The Fund may issue an unlimited number of securities of each series. The number of issued and outstanding securities of each series is disclosed under *Financial Highlights*.

**Series Offered by Mackenzie Financial Corporation** (180 Queen Street West, Toronto, Ontario, M5V 3K1; 1-800-387-0614; [www.mackenzieinvestments.com](http://www.mackenzieinvestments.com))

Series A securities are offered to retail investors investing a minimum of \$500.

Series F securities are offered to investors who are enrolled in a dealer-sponsored fee-for-service or wrap program, who are subject to an asset-based fee rather than commissions on each transaction and who invest at least \$500; they are also available to employees of Mackenzie and its subsidiaries, and directors of Mackenzie.

Series RR securities are offered only to other funds managed by Mackenzie on a non-prospectus basis in connection with fund-of-fund arrangements.

The Fund is available only through a sales charge purchase option. The charges under the sales charge purchase option are negotiated by investors with their dealers. For further details, please refer to the Fund's Simplified Prospectus and Fund Facts.

Series	Inception/ Reinstatement Date	Management Fee	Administration Fee
Series A	January 31, 2022	2.25%	0.20%
Series F	January 31, 2022	1.25%	0.15%
Series RR	January 31, 2022	n/a	n/a