

This is the annual Management Report of Fund Performance (MRFP) for the year ended November 30, 2023. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The annual financial statements and accompanying notes are attached to this report.

Investors may also obtain a copy of the Company's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure by visiting our website at [www.canadianbanc.com](http://www.canadianbanc.com) or by writing to the Company at Investor Relations, 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2.

These reports are available to view and download at [www.canadianbanc.com](http://www.canadianbanc.com) or [www.sedar.com](http://www.sedar.com).

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## **INVESTMENT OBJECTIVES AND STRATEGIES**

### **Investment objectives**

Canadian Banc Corp. invests primarily in a portfolio of common shares which will include each of the following Canadian chartered banks:

Bank of Montreal	National Bank of Canada
Bank of Nova Scotia	Royal Bank of Canada
Canadian Imperial Bank of Commerce	Toronto-Dominion Bank

The Company may also invest up to 20% of the net asset value in equity securities of Canadian or foreign financial services corporations other than the core holdings listed above. In order to supplement the dividends received on the portfolio and to reduce risk, the Company will from time to time write covered call options in respect of some or all of the common shares in the portfolio.

The Company offers two types of shares:

### **Preferred shares**

The investment objectives with respect to the Preferred shares are as follows:

1. Preferred shareholders are entitled to receive a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 1.5%, with a minimum annual rate of 5% and a maximum annual rate of 8% based on the \$10 repayment value; and
2. On the termination date of December 1, 2028 (subject to further 5 year extensions thereafter), to pay holders the \$10 repayment value of those shares.

## **Class A shares**

The investment objectives with respect to the Class A shares are as follows:

1. To provide holders of Class A shares with monthly cash distributions targeted to be at a rate of 15% annualized based on the volume weighted average market price of the Class A shares for the last 3 trading days of the preceding month and to pay the original issue price of those shares on the termination of the Company. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared; and
2. On the termination date, to pay holders the original issue price (\$15) of those shares.

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## **RISK**

The risks of investing in the Company remain as discussed in the Annual Information Form dated February 23, 2024. In addition, note 5 of the financial statements (“Management of Risk of Financial Instruments”) contains disclosure on specific types of risks related to the financial investments held by the Company.

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## **RESULTS OF OPERATIONS**

North American markets continued to experience macroeconomic headwinds and bouts of volatility during the year ended November 30, 2023. After aggressive tightening of monetary policies beginning in early 2022, central banks moderated their pace of interest rate increases during the early months of 2023 as record high inflationary pressures began to abate. As a result, market expectations that the monetary tightening cycle would soon end helped improve market sentiment in the early months of the year. The global economy continued to slow during the year and inflation eased further as the year progressed. In the United States, growth was stronger than expected, led by robust consumer and government spending. In Canada, economic growth stalled through the middle quarters of 2023, with higher interest rates restraining spending, and the labour market eased, despite wage growth.

In March 2023, regulators abruptly closed certain U.S. regional banks due to liquidity and solvency concerns. Later that month, Credit Suisse was taken over by UBS Group at the behest of regulators in Switzerland. These events led to widespread and significant declines in the market prices of financial services companies globally and highlighted the risks associated with the historical pace of increase in interest rates that had occurred over the last year.

Markets were also buffeted by the ongoing developments surrounding the U.S. debt ceiling and the potential adverse consequences that could result if the U.S. defaulted on its obligations. In early June 2023, U.S. lawmakers passed legislation to suspend the nation’s debt ceiling through January 1, 2025, averting a U.S. default just days ahead of the deadline.

Though the spread between the 10-year and 2-year treasury yield narrowed near the end of the year, the yield curve continued to be inverted during the year, with shorter term maturities yielding more than longer-term maturities, which generally adversely impacted the earnings potential of financial services companies and reflected market expectations for a decline in longer-term interest rates as a result of a deteriorating economic performance.

Overall, portfolio returns were adversely impacted by the weaker performance of the financial services stocks held in the portfolio other than life insurance stocks which benefited from higher longer-term rates.

As the year ended, market participants continued to closely monitor economic data and remarks from monetary policymakers to determine the possibility and timing of interest rate cuts in the new year and whether the economy would experience a soft landing or a recession, as central banks remained committed to restoring price stability.

The net assets per unit finished at \$18.75 as at November 30, 2023, after the payment of \$2.72 in combined distributions to both classes of shares at the targeted rates. A combined total of \$31.35 has been paid in distributions since inception.

On March 2, 2023, the Company announced the extension of the termination date of the Company for a further five year period from December 1, 2023 to December 1, 2028. In connection with the extension of the termination date of the Company, a special retraction right was offered allowing existing shareholders to tender one or both classes of shares and receive a retraction price based on the November 30, 2023 net asset value of \$18.75 per unit (\$10.00 per Preferred share and \$8.75 per Class A share). 8,523,887 Preferred shares and 51,483 Class A shares were tendered for retraction and a total of \$85,689,346 was paid subsequent to the year-end on December 15, 2023 in connection with the special retraction.

The termination date of the Company may be extended thereafter at the Company's discretion for additional terms of five years each. Shareholders will be provided with a special retraction right in connection with any such extension.

The Company announced on May 25, 2023 that the TSX accepted its notice of intention to make a Normal Course Issuer Bid (the "NCIB") to purchase its Preferred shares and Class A shares through the facilities of the TSX and/or alternative Canadian trading systems. The NCIB commenced on May 29, 2023 and will terminate on May 28, 2024. Pursuant to the NCIB, the Company proposes to purchase, from time to time, if it is considered advisable, up to 2,226,511 Preferred shares and 2,204,842 Class A shares of the Company, representing 10% of the public float of 22,265,111 Preferred shares and 22,048,422 Class A shares. As of May 15, 2023, there were 22,287,682 Preferred shares and 22,082,182 Class A shares issued and outstanding. The Company will not purchase, in any given 30-day period, in the aggregate, more than 445,753 Preferred shares or more than 441,643 Class A shares, being 2% of the issued and outstanding Preferred shares and Class A shares as of May 15, 2023. The previous NCIB which commenced on May 27, 2022 terminated on May 26, 2023. There were no Preferred shares nor Class A shares purchased for cancellation during the year ended November 30, 2023.

During the year ended November 30, 2023, 9,312,900 Preferred shares were sold through an at-the-market equity program ("ATM Program") at an average selling price of \$10.03 per Preferred share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$93,452,435, \$91,116,500 and \$2,335,935, respectively.

During the year ended November 30, 2023, 9,311,100 Class A shares were sold through the ATM Program at an average selling price of \$12.79 per Class A share. Gross proceeds, net proceeds and commissions on the Class A share sales were \$119,045,151, \$116,069,314 and \$2,975,837, respectively.

The Company issued 8,674,000 Preferred shares at \$9.80 per shares for gross proceeds of \$85,005,200 pursuant to a secondary offering that was completed on November 23, 2023. Agents' fees and issuance costs on the Preferred shares were \$2,700,156 in connection with this offering. This offering was completed in order to restore an equal number of Preferred shares and Class A shares following the retraction of shares in connection with the special retraction right offered to both classes of shares in connection with the extension of the termination date of the Company.

The Company issued 2,360,000 Preferred shares at \$10.00 per share and 1,560,000 Class A shares at \$13.75 per share for gross proceeds of \$45,050,000 pursuant to a secondary offering that was completed on January 31, 2023. Agents' fees and issuance costs were \$1,791,402 in connection with this offering.

Net assets of the Company finished the year at \$601.7 million, prior to the payment of retraction proceeds in December 2023 of \$85.7 million.

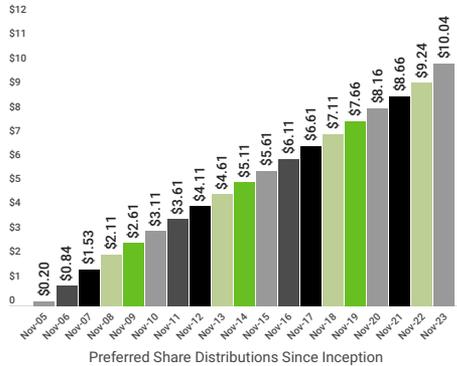
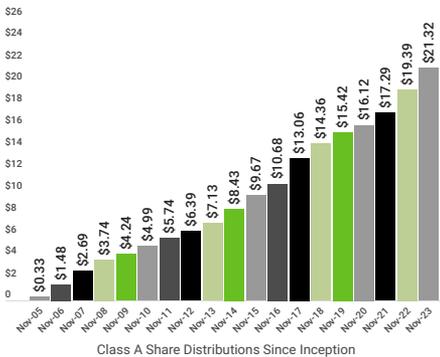
The covered call writing program continued to provide additional income and supplemented the dividend income earned in the portfolio.

## Class A shares – Distributions

Class A shareholders receive monthly cash distributions targeted to be at a rate of 15% annualized based on the volume weighted average market price of the Class A shares for the last 3 trading days of the preceding month. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be paid. Total monthly cash distributions per Class A share during the year amounted to \$1.9212.

## Preferred shares – Distributions

Preferred shareholders are entitled to receive a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 1.5%, with a minimum annual rate of 5% and a maximum annual rate of 8% based on the \$10 repayment value. Total distributions during the year amounted to \$0.80 per Preferred share.



21.32

Cumulative total of distributions paid to Class A share since inception



10.04

Cumulative total of distributions paid to Preferred share since inception



1.12

Special distributions paid since inception

## RECENT DEVELOPMENTS

Financial markets and equity markets have experienced volatility in response to significant macroeconomic factors, including central bank responses to inflation levels and geopolitical events and tensions, including military events. The investment portfolio of the Company has been subject to these market fluctuations and may continue to experience significant volatility as these situations evolve.

Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 8,523,887 Preferred shares and 51,483 Class A shares and made retraction payments of \$85,238,870 and \$450,476, respectively, to each class of shares subsequent to the year-end on December 15, 2023.

## RELATED PARTY TRANSACTIONS

Quadravest Capital Management Inc. (“Quadravest”) as investment manager and Manager earns fees from the Company as described below in the Management Fees section.

## FINANCIAL HIGHLIGHTS

The following tables show selected financial information about the Company and are intended to help you understand the Company's financial performance for the past five years. This information is derived from the Company's audited annual financial statements. The information in the following table 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 unit.

### The Company's net assets per unit

	Years ended November 30				
	2023	2022	2021	2020	2019
Net assets per unit, beginning of year <sup>(1)</sup>	21.37	23.11	19.01	21.36	21.02
Increase (decrease) from operations					
Total revenue	0.84	0.79	0.81	0.84	0.83
Total expenses	(0.23)	(0.28)	(0.33)	(0.24)	(0.29)
Realized gains for the year	0.03	0.16	0.28	(0.32)	0.44
Unrealized gains (losses) for the year	(1.24)	(0.43)	5.05	(1.52)	0.96
Total increase (decrease) from operations <sup>(2)</sup>	<u>(0.60)</u>	<u>0.24</u>	<u>5.81</u>	<u>(1.24)</u>	<u>1.94</u>
Distributions <sup>(3)</sup>					
Canadian dividends	(2.69)	(2.53)	(1.40)	(1.21)	(1.15)
Capital gains dividends	(0.03)	(0.15)	(0.27)	-	(0.45)
Total distributions	<u>(2.72)</u>	<u>(2.68)</u>	<u>(1.67)</u>	<u>(1.21)</u>	<u>(1.60)</u>
Net assets per unit at end of year	18.75	21.37	23.11	19.01	21.36
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	<u>8.75</u>	<u>11.37</u>	<u>13.11</u>	<u>9.01</u>	<u>11.36</u>
Net assets per unit at end of year	18.75	21.37	23.11	19.01	21.36

(1) Net assets per unit is the difference between the aggregate amount of the Company's assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Class A shares, at the valuation date, divided by the number of units then outstanding.

(2) Total increase (decrease) from operations is before the payment of Preferred and Class A share distributions and other income (charges) related to Preferred shares and is calculated based on the weighted average number of units outstanding during the year.

(3) Distributions are to Preferred shares and Class A shares are based on the number of Preferred shares and Class A shares outstanding on the record date for each distribution in the year and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors.

## RATIOS AND SUPPLEMENTAL DATA

	┌ 2023	Years ended November 30			└
	2023	2022	2021	2020	2019
Net asset value (millions) <sup>(1)</sup>	\$601.7	\$345.4	\$235.9	\$203.1	\$237.0
Number of units outstanding <sup>(2)</sup>	32,088,590	16,168,419	10,207,582	10,679,482	11,092,282
Base Management expense ratio <sup>(3)</sup>	1.07%	1.16%	1.39%	1.28%	1.35%
Management expense ratio including one time secondary offering expenses <sup>(4)</sup>	3.30%	2.60%	1.45%	1.28%	1.35%
Management expense ratio per Class A share <sup>(5)</sup>	15.59%	9.61%	6.74%	9.42%	7.70%
Portfolio turnover rate <sup>(6)</sup>	1.99%	6.11%	9.11%	14.5%	2.5%
Trading expense ratio <sup>(7)</sup>	0.03%	0.04%	0.05%	0.06%	0.02%
Closing market price (TSX): Preferred shares	\$9.84	\$10.06	\$10.70	\$10.31	\$10.67
Closing market price (TSX): Class A shares	\$9.78	\$13.40	\$13.20	\$8.67	\$10.59

(1) This information is provided as at November 30.

(2) At times when there is an unequal number of Class A and Preferred shares outstanding, a notional unit amount will be determined as the quotient of the total net asset value of the Company and the sum of the net asset value per share attributable to Class A shares and Preferred shares.

(3) A separate base management expense ratio per unit has been presented to reflect the ongoing operating expenses of the Company. The base management expense ratio per unit is based on total expenses for the stated year, excluding commissions and other portfolio transaction costs, withholding tax, distributions on Preferred shares and any one time offering expenses and is expressed as an annualized percentage of the average net asset value of the Company during the year.

(4) Share issue expenses including all agents' fees and other offering expenses are one time initial expenses connected with the launch of the Company or any subsequent secondary offering. Any expenses incurred with secondary offerings were offset by the accretion to net asset value per unit of such offerings.

(5) Management expense ratio per Class A share is based on the requirements of NI 81-106. This instrument requires that all split share companies produce an expense ratio which allocates all ongoing operating expenses of the Company (excluding commissions and other portfolio transaction costs and withholding tax), all distributions on Preferred shares and all issuance costs to the Class A shares and expresses this as an annualized percentage of the average net asset value attributable to the Class A shares during the year. The management expense ratio per Class A share should not be interpreted as the required return necessary for the Company or the Class A shares to cover the operating expenses of the Company. This calculation is based only on a portion of the Company's assets whereas the Company utilizes its entire assets to generate investment returns. Management believes that the base management expense ratio per unit disclosed in the table above is the most representative ratio in assessing the ongoing efficiency of the administration of the Company, making comparisons to the expense ratios of single unit mutual funds or determining the minimum investment returns necessary by the Company to achieve growth in net asset value per unit.

(6) The Company's portfolio turnover rate indicates how actively Quadravest manages the portfolio investments. A portfolio turnover rate of 100% is equivalent to the Company buying and selling all of the securities in its portfolio once in the course of the year. The Company employs a covered call writing strategy which can cause the portfolio turnover rate to be higher than conventional mutual funds. The higher the Company's portfolio turnover rate in a year, the greater the trading costs payable by the Company in the year and the greater 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 Company.

(7) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of the average net asset value of the Company during the year.

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## MANAGEMENT FEES

Pursuant to the terms of the investment management agreement, Quadrainvest is entitled to a base management fee payable in arrears at an annual rate equal to 0.65% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month end valuation date. In addition, Quadrainvest is entitled to receive a performance fee subject to the achievement of certain pre-established total return thresholds.

Pursuant to the management agreement, Quadrainvest is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.20% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date and an amount equal to the service fee payable to dealers on the Class A shares at a rate of 0.50% per annum. No service fee will be paid in any calendar quarter if regular dividends are not paid to holders of Class A shares in respect of each month in such calendar quarter. Effective June 1, 2022, the Company discontinued the payment of the service fee.

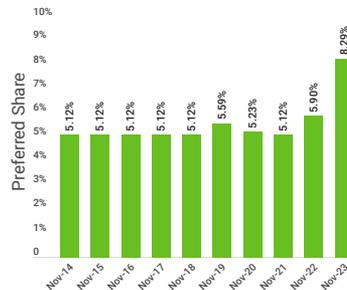
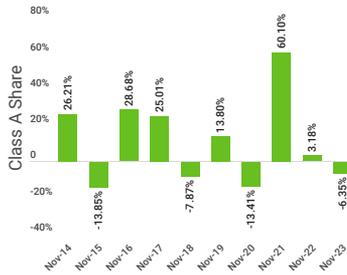
The base management fee was used by Quadrainvest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required by the Company which includes all operational services, financial accounting, shareholder reporting and regulatory reporting.

## PAST PERFORMANCE

### Year-by-Year Returns

The past performance of 1) the net asset value per unit; 2) the Preferred share on a net asset value basis; and 3) the Class A share on a net asset value basis for each of the last 10 years are presented in the bar charts below. Each bar in the chart reflects the change in percentage terms of how a unit, a Preferred share or a Class A share would have increased or decreased during the applicable year. In respect to the charts displayed below, please note the following:

- The performance information shown assumes that all cash distributions made by the Company during the years shown were reinvested in the applicable additional securities of the Company;
- The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance; and
- Past performance of the Company does not necessarily indicate how it will perform in the future.



## ANNUAL COMPOUND PERFORMANCE

The following table shows the Company's annual compound return for the one, three, five and ten years ended November 30, 2023 and since inception:

	One year	Three years	Five years	Ten years	Since inception
Canadian Banc Corp. - Unit	0.63%	11.22%	7.53%	7.68%	7.24%
Canadian Banc Corp. - Preferred share	8.29%	6.43%	6.02%	5.57%	5.60%
Canadian Banc Corp. - Class A share	-6.35%	15.66%	8.80%	9.40%	8.70%

## MARKET INDICES<sup>(1)</sup>

S&P TSX Financial Index	-0.28%	10.01%	8.40%	8.81%	8.38%
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- (1) As a result of the Company being limited to a specific universe of stocks and that a covered call writing program is implemented to generate additional income, the investment profile of the Company is quite unique and any comparisons with any other external market indices may not be appropriate.

## SUMMARY OF INVESTMENT PORTFOLIO

All holdings as at November 30, 2023

Name	Weighting (%)
Royal Bank of Canada	18.8
Toronto-Dominion Bank	12.5
National Bank of Canada	9.0
Bank of Montreal	7.8
Bank of Nova Scotia	5.2
Canadian Imperial Bank of Commerce	4.8
J.P. Morgan Chase & Co.	4.8
Bank of America	3.7
Citigroup Inc.	2.0
Goldman Sachs Group Inc.	2.0
Morgan Stanley	1.2
<b>Total long positions as a percentage of net assets</b>	<b>71.8</b>
Cash	32.6
Other net assets (liabilities)	-4.4
	100.0

The summary of investment portfolio may change due to ongoing portfolio transactions of the Company. Updates are available quarterly.

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**CANADIAN BANC CORP.**

**MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The financial statements of Canadian Banc Corp. (the "Company") have been prepared by Quadravest Capital Management Inc. (the "Manager" of the Company) and approved by the Board of Directors of the Company. 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. The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The significant accounting policies applicable to the Company are described in note 3 to the financial statements.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting and has reviewed and approved these financial statements.

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



**WAYNE FINCH**

Chief Executive Officer, President and Director  
Quadravest Capital Management Inc.



**SILVIA GOMES**

Chief Financial Officer  
Quadravest Capital Management Inc.