This is the annual Management Report of Fund Performance (MRFP) for the year ended November 30, 2016. 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.dividend15.com or by writing to the Company at Investor Relations, TD Tower North, 77 King Street West, P.O. Box 341, Toronto, Ontario, M5K 1K7.

These reports are available to view and download at www.dividend15.com or www.sedar.com.

Investment Objectives and Strategies

The Company invests in a portfolio of dividend yielding common shares which will include each of the 15 Canadian companies listed below:

- Bank of Montreal
- Bank of Nova Scotia
- BCE Inc.
- Canadian Imperial Bank of Commerce
- CI Financial Corp.
- Enbridge Inc.
- Manulife Financial
- National Bank of Canada
- Royal Bank of Canada
- Sun Life Financial Inc.
- TELUS Corporation
- Thomson Reuters Corporation
- The Toronto-Dominion Bank
- TransAlta Corporation
- TransCanada Corp.

The Company may also invest up to 15% of the net asset value in equity securities of issuers other than the 15 companies 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. To provide holders of the Preferred shares with fixed, cumulative preferential monthly cash dividends in the amount of $0.04375 per Preferred share to yield 5.25% per annum on the original issue price; and
2. On or about the termination date of December 1, 2019 (subject to further 5 year extensions thereafter), to pay the holders of the Preferred shares the original issue price of those shares.

Class A Shares

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

1. To provide holders of the Class A shares with regular monthly cash dividends targeted to be $0.10 per Class A share to yield 8.0% per annum on the original issue price. The net asset value per unit must be above the required $15 per unit threshold in order for monthly dividends to be declared; and
2. On or about the termination date, to pay the holders of Class A shares at least the original issue price of those shares.

Risk

The risks of investing in the Company remain as discussed in the Annual Information Form dated February 22, 2017. In addition, note 5 of the annual financial statements ("Management of Risk of Financial Instruments") contains disclosure on specific types of risks related to the financial investments held by the Company.

Results of Operations

The year ended November 30, 2016 finished strong as prospects for the Canadian economy were boosted by a significant and steady recovery in energy and commodity prices from their January 2016 lows. Canadian financial markets responded favourably and in tandem with US markets after the unexpected outcome of the November US election led to a late year market rally.

Following the US election, Canadian longer term interest rates have tracked US interest rates higher on the expectation of better economic growth which has provided a better profitability environment for the financial service stocks such as the bank and life insurance companies held in the portfolio. The core portfolio companies rank among the highest dividend yielding companies in the S&P TSX 60 and most of these companies have exhibited consistent dividend growth, which should continue to make them relatively attractive investments in this environment

The net assets per unit (consisting of one Preferred share and one Class A share) finished the period at $15.66 as at November 30, 2016, after the payment of distributions to both classes of shares at the targeted rates. A combined total of $1.43 was paid in distributions during the period, bringing total distributions paid per unit to $16.17 since inception.

Net assets of the Company finished the period at $221.6 million.

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

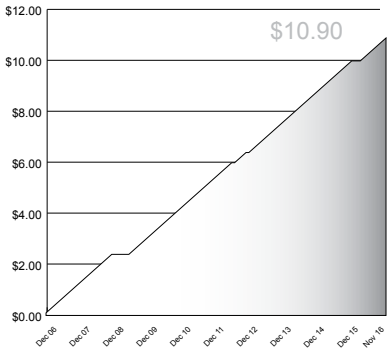
Class A shares – Distributions

Class A shareholders are entitled to receive regular monthly cash dividends initially targeted to be $0.10 per Class A share to yield 8.0% per annum on the original issue price. The net asset value per unit must be greater than $15 in order to declare monthly dividends. Total distributions per Class A share during the year amounted to $0.90 at the target rate.

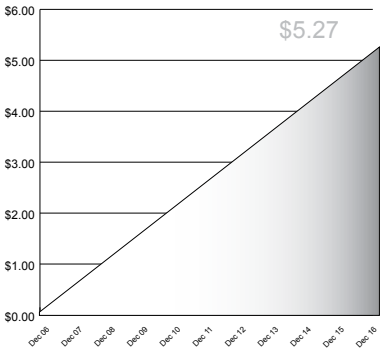
Preferred shares – Distributions

Preferred shareholders are entitled to fixed, cumulative preferential monthly cash dividends in the amount of $0.04375 per Preferred share to yield 5.25% per annum on the original issue price. Distributions during the year were at the fixed rate for a total $0.5250 per Preferred share.

Cumulative Distributions since inception



Cumulative Distributions since inception



Recent Developments

On January 4, 2017, the Company completed a secondary offering of 2,290,000 Class A shares and 2,290,000 Preferred shares for net proceeds of $38,379,250 (gross proceeds of $40,075,000).

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 annual financial statements and previous audited 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[4]				
	2016	2015	2014	2013	2012
Net assets per unit, beginning of the year[1]	15.09	17.35	16.62	15.30	15.21
Increase (decrease) from operations					
Total revenue	0.59	0.59	0.54	0.60	0.63
Total expenses	(0.16)	(0.19)	(0.48)	(0.26)	(0.20)
Realized gains (losses) for the year	0.09	0.18	0.45	(0.17)	0.73
Unrealized gains (losses) for the year	1.48	(1.39)	1.10	2.86	0.43
Total increase (decrease) from operations[2]	2.00	(0.81)	1.61	3.03	1.59
Distributions[3]					
Canadian dividends	(1.43)	(1.73)	(1.73)	(1.73)	(1.53)
Total annual distributions	(1.43)	(1.73)	(1.73)	(1.73)	(1.53)
Net assets per unit at end of year	15.66	15.09	17.35	16.61	15.30
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	5.66	5.09	7.35	6.61	5.30
Net assets per unit at end of year	15.66	15.09	17.35	16.61[5]	15.30

(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 calculated based on the weighted average number of units outstanding during the year.

(3) Distributions on the 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.

(4) Per unit figures presented for 2014 and onwards are derived from the Company's audited annual financial statements which were prepared in accordance with International Financial Reporting Standards ("IFRS"). Per unit figures presented for years prior to 2014 were derived from the Company's audited financial statements which were prepared in accordance with Canadian Generally Accepted Accounting Principles ("GAAP") as defined in Part V of the CPA Handbook.

(5) The difference between the GAAP net assets per unit and the net asset value per unit (published) is due to the fact that Canadian GAAP requires the use of bid prices for long positions and ask prices for short positions in the fair valuation of investments rather than the use of last traded prices currently used for the purpose of determining net asset value. The difference is also due to the timing of the accounting for the secondary issue of 1,782,500 units for net proceeds of $32,530,625 that closed on December 3, 2013. The published net asset value of $16.83 reflects and accrues for the accretive financial impact of the secondary offering that closed on December 3, 2013. The Company concluded that all necessary conditions for the closing of this secondary offering were present on November 30, 2013 and as such the Company accrued for this transaction as part of its published net asset value. The GAAP net assets per unit does not reflect this transaction as at November 30, 2013. The difference in timing of the accounting of this offering accounts for $0.21 of the difference.

Ratios and Supplemental Data (based on net asset value)

	Years ended November 30				
	2016	2015	2014	2013	2012
Net asset value (millions)[1]	$221.6	$213.5	$198.6	$115.6[7]	$78.1
Number of units outstanding	14,144,214	14,144,214	11,444,214	6,868,964	5,086,464
Base Management expense ratio[2]	1.06%	1.19%	2.72%	1.58%[7]	1.28%
Management expense ratio including one time secondary offering expenses[3]	1.06%	2.18%	4.62%	3.35%	1.28%
Management expense ratio per Class A share[4]	13.9%	14.58%	18.59%	17.63%	13.61%
Portfolio turnover rate[5]	2.92%	9.4%	30.70%	49.0%	50.7%
Trading expense ratio[6]	0.04%	0.03%	0.08%	0.06%	0.06%
Closing market price (TSX): Preferred shares	$10.10	$10.05	$10.13	$10.03	$10.16
Closing market price (TSX): Class A shares	$7.32	$7.86	$8.68	$8.24	$6.26

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

(2) A separate base management expense ratio has been presented to reflect the normal operating expenses of the Company excluding any one time offering expenses. Management expense ratio is based on total expenses for the stated year and is expressed as an annualized percentage of average net asset value during the year.

(3) Share issue expenses, representing all Agents' fees and other offering expenses are one time expenses connected with any secondary offering. Any expenses incurred with secondary offerings were offset by the accretion to net assets per unit of such offerings.

(4) Management expense ratio for Class A shares is based on the requirements of NI 81-106. This instrument requires that all split share companies produce an expense ratio which allocates all operating expenses of the Company, all distributions on Preferred shares and all issuance costs to the Class A shares and expresses this as an annualized percentage of net assets applicable only 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.

(5) 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.

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

(7) The difference between the GAAP net assets per unit and the net asset value per unit (published) is due to the fact that Canadian GAAP requires the use of bid prices for long positions and ask prices for short positions in the fair valuation of investments rather than the use of last traded prices currently used for the purpose of determining net asset value. The difference is also due to the timing of the accounting for the secondary issue of 1,782,500 units for net proceeds of $32,530,625 that closed on December 3, 2013. The published net asset value reflects and accrues for the accretive financial impact of the secondary offering that closed on December 3, 2013. The Company concluded that all necessary conditions for the closing of this secondary offering were present on November 30, 2013 and as such the Company accrued for this transaction as part of its published net asset value. The GAAP net assets and GAAP net assets per unit does not reflect this transaction as at November 30, 2013. The difference in timing of the accounting of this offering accounts for $0.21 of the difference.

Management Fees

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

Pursuant to the management agreement, the Manager is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.1% of the transactional net assets 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.

The base management fee was used by Quadravest 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

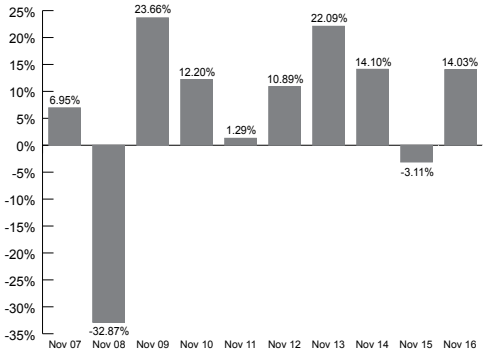
The past performance of 1) the net asset value per unit; 2) the Preferred share on a net asset value basis; and 3) the Class A share on a net asset value basis for each year since inception are presented in the bar charts below. Each bar in the chart reflects the change in percentage terms of how a unit, 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:

a) 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;

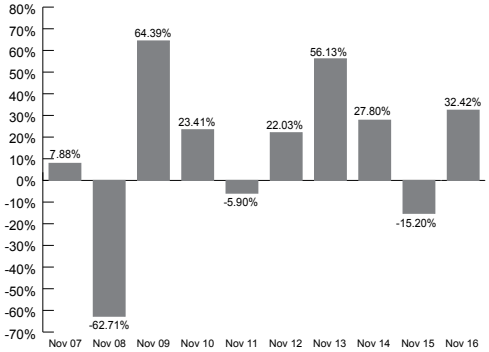
b) The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance; and

c) Past performance of the Company does not necessarily indicate how it will perform in the future.

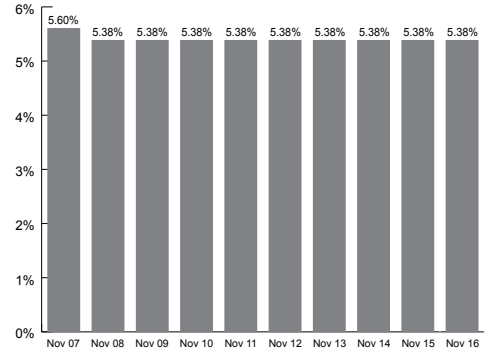
NET ASSET VALUE PER UNIT



CLASS A SHARE



PREFERRED SHARE



(1) Based on initial year from November 16, 2006 to November 30, 2006

Annual Compound Performance

The following table shows the Company's annual compound return for the one, three and five years ended November 30, 2016 and since inception:

	One years	Three years	Five years	Since inception
Dividend 15 Split Corp. II - Unit	14.03%	8.03%	11.28%	5.47%
Dividend 15 Split Corp. II - Preferred share	5.38%	5.38%	5.38%	5.37%
Dividend 15 Split Corp. II - Class A share	32.42%	12.80%	22.28%	7.51%
Market indices[1]				
S&P TSX 60 Index[1]	15.71%	7.98%	8.26%	5.65%

(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

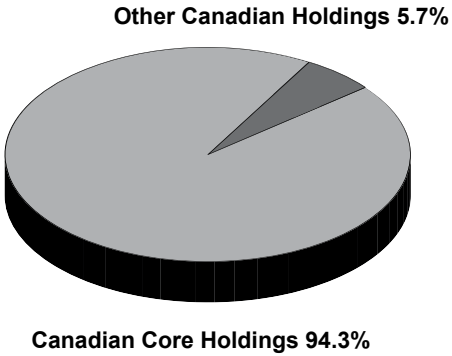
All holdings as at November 30, 2016

Name	Weighting (%)
Canadian Imperial Bank of Commerce	8.7
Toronto-Dominion Bank	8.2
Bank of Nova Scotia	7.8
Sun Life Financial Inc.	7.7
BCE Inc.	6.7
Manulife Financial Corporation	6.7
Royal Bank of Canada	6.3
National Bank of Canada	5.9
TransCanada Corp.	5.5
Bank of Montreal	5.4
Thomson Reuters Corp.	5.4
CI Financial Corp.	4.4
Telus Corporation	4.3
Enbridge Inc.	4.2
Loblaw Companies Ltd.	3.5
TransAlta Corporation	2.7
AGF Management Ltd., Class 'B'	1.2
TMX Group Inc.	0.7
Total long positions as a percentage of net assets	**95.3**
Cash	5.6
Other net assets	-0.9
	100.0

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

Portfolio Breakdown

The following pie chart shows the division of the Company's holdings between Canadian core and other Canadian investments.



Dividend 15 Split Corp. II

Management's Responsibility for Financial Reporting

The financial statements of Dividend 15 Split Corp. II (the "Company") and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors of the Company.

The Company 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 may include certain amounts that are based on estimates and judgments. 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 Company with the approval of its Board of Directors has appointed the external firm PricewaterhouseCoopers LLP as the 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.