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## DIVIDEND 15 SPLIT CORP. II

### SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

MAY 31, 2019

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This is the semi-annual Management Report of Fund Performance (MRFP) for the period ended May 31, 2019. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The semi-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](http://www.dividend15.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.dividend15.com](http://www.dividend15.com) or [www.sedar.com](http://www.sedar.com).

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

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, 2024 (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.

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## RISK

The risks of investing in the Company remain as discussed in the Annual Information Form dated February 25, 2019. 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.

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## RESULTS OF OPERATIONS

The six month period ended May 31, 2019 reflected a mixed period for Canadian markets. Financial markets rallied significantly from the multi-year low reached on December 24, 2018. Market participants became much more optimistic beginning in January after both the U.S. Federal Reserve and the Bank of Canada signaled a more dovish and accommodative perspective on interest rate changes. In addition, prospects for a successful resolution to global trade negotiations became much more positive in the early months of 2019, which added further fuel to the market rally. However, a set-back in the U.S./China trade negotiations and the escalation of tariffs by the U.S. on Chinese imports caused weakness and increased uncertainty across global markets into the end of May. Fixed income markets were also impacted, with longer term bond yields declining significantly amidst fears that trade tensions could adversely impact economic growth and corporate profits. The yield curve continued to flatten and invert during the period, putting increasing pressure on net interest margins and investment income for Canadian banks and life insurance companies. Notwithstanding these developments, the Canadian economy showed evidence of recovering from the slowdown in late 2018 and early 2019.

The core portfolio companies continue to 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 the current low interest rate environment.

The net assets per unit (consisting of one Preferred share and one Class A share) finished the period at \$14.70 as at May 31, 2019, after the payment of distributions. A combined total of \$0.46 was paid in distributions during the period, bringing total distributions paid per unit to \$19.28 since inception.

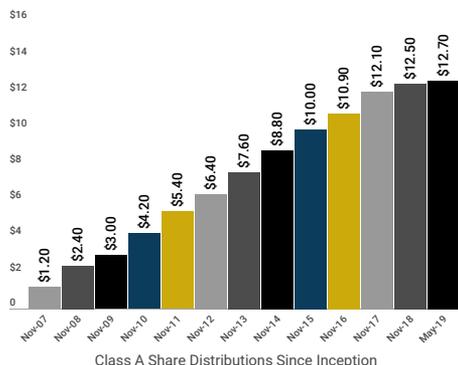
On February 21, 2019, the Company announced the extension of its termination date for a further five year period from December 1, 2019 to December 1, 2024. In connection with the extension of its term, the Company will offer a special retraction right which will allow shareholders to tender one or both classes of shares and receive a retraction price based on the November 30, 2019 net asset value per unit. The Company will have the right to amend the rate of cumulative preferential monthly dividends to be paid to the Preferred shares for the five year renewal period, commencing December 1, 2019. Any change to the Preferred share dividend rate will be announced no later than September 30, 2019. The termination date may be extended thereafter at the Company’s discretion for additional terms of five years each. Shareholders would be provided with a special retraction right in connection with any such extension.

Net assets of the Company finished the period at \$241.6 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 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 period amounted to \$0.20.

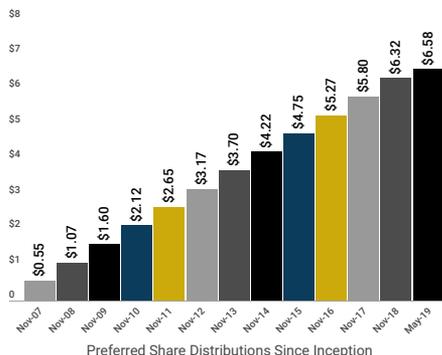


12.70

Cumulative total of distributions paid to Class A share since inception

## 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 period were at the fixed rate for a total of \$0.2625 per Preferred share.



6.58

Cumulative total of distributions paid to Preferred share since inception

## RECENT DEVELOPMENTS

On February 21, 2019, the Company announced the extension of its termination date for a further five year period from December 1, 2019 to December 1, 2024. In connection with the extension of its term, the Company will offer a special retraction right which will allow shareholders to tender one or both classes of shares and receive a retraction price based on the November 30, 2019 net asset value per unit. The Company will have the right to amend the rate of cumulative preferential monthly dividends to be paid to the Preferred shares for the five year renewal period, commencing December 1, 2019. Any change to the Preferred share dividend rate will be announced no later than September 30, 2019. The termination date may be extended thereafter at the Company's discretion for additional terms of five years each. Shareholders would be provided with a special retraction right in connection with any such extension.

## 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 semi-annual financial statements and previous 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

	May 31, 2019	Years ended November 30				
		2018	2017	2016	2015	2014
Net assets per unit, beginning of the period <sup>(1)</sup>	14.26	15.62	15.66	15.09	17.35	16.62
Increase (decrease) from operations						
Total revenue	0.28	0.56	0.54	0.59	0.59	0.54
Total expenses	(0.08)	(0.15)	(0.19)	(0.16)	(0.19)	(0.48)
Realized gains (losses) for the period	0.24	0.18	0.35	0.09	0.18	0.45
Unrealized gains (losses) for the period	0.46	(1.03)	0.81	1.48	(1.39)	1.10
Total increase (decrease) from operations <sup>(2)</sup>	<u>0.90</u>	<u>(0.44)</u>	<u>1.51</u>	<u>2.00</u>	<u>(0.81)</u>	<u>1.61</u>
Distributions <sup>(3)</sup>						
Canadian dividends	(0.46)	(0.93)	(1.73)	(1.43)	(1.73)	(1.73)
Total distributions	<u>(0.46)</u>	<u>(0.93)</u>	<u>(1.73)</u>	<u>(1.43)</u>	<u>(1.73)</u>	<u>(1.73)</u>
Net assets per unit at end of period	<u>14.70</u>	<u>14.26</u>	<u>15.62</u>	<u>15.66</u>	<u>15.09</u>	<u>17.35</u>
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	4.70	4.26	5.62	5.66	5.09	7.35
Net assets per unit at end of period	<u>14.70</u>	<u>14.26</u>	<u>15.62</u>	<u>15.66</u>	<u>15.09</u>	<u>17.35</u>

- (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 period.
- (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 period and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors.

## RATIOS AND SUPPLEMENTAL DATA (BASED ON NET ASSET VALUE)

	May 31, 2019	2018	Years ended November 30			2014
			2017	2016	2015	
Net asset value (millions) <sup>(1)</sup>	\$241.6	\$234.4	\$256.8	\$221.6	\$213.5	\$198.6
Number of units outstanding	16,434,214	16,434,214	16,434,214	14,144,214	14,144,214	11,444,214
Base Management expense ratio <sup>(2)</sup>	1.04%	0.98%	1.16%	1.06%	1.19%	2.72%
Management expense ratio including one time secondary offering expenses <sup>(3)</sup>	1.04%	0.98%	1.82%	1.06%	2.18%	4.62%
Management expense ratio per Class A share <sup>(4)</sup>	15.0%	14.2%	14.25%	13.9%	14.58%	18.59%
Portfolio turnover rate <sup>(5)</sup>	3.50%	5.42%	22.05%	2.92%	9.4%	30.70%
Trading expense ratio <sup>(6)</sup>	0.02%	0.03%	0.04%	0.04%	0.03%	0.08%
Closing market price (TSX): Preferred shares	\$10.04	\$9.96	\$10.08	\$10.10	\$10.05	\$10.13
Closing market price (TSX): Class A shares	\$4.66	\$4.00	\$8.47	\$7.32	\$7.86	\$8.68

(1) This information is provided as at May 31 or 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 period and is expressed as an annualized percentage of average net asset value during the period.

(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 asset value 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 period. 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 period. 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 period, the greater the trading costs payable by the Company in the period and the greater chance of an investor receiving taxable capital gains in the period. 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 period.

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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, the Manager is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.1% 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.

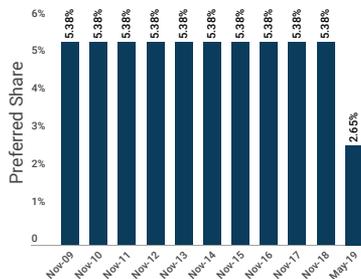
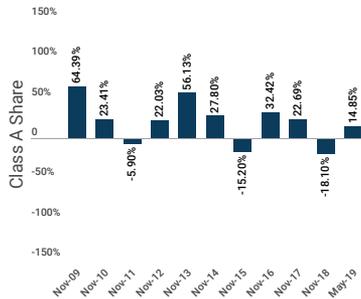
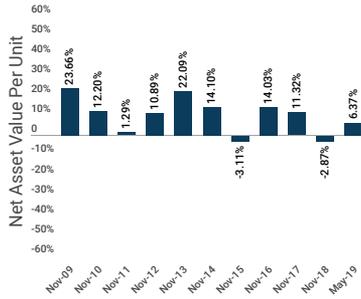
The base management fee was used by Quadrainvest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services 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 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:

- 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.



**SUMMARY OF INVESTMENT PORTFOLIO**  
**All holdings as at May 31, 2019**

Name	Weighting (%)
TC Energy Corp.	7.8
Toronto-Dominion Bank	7.4
Canadian Imperial Bank of Commerce	6.6
National Bank of Canada	6.6
Royal Bank of Canada	6.2
Manulife Financial Corporation	6.0
BCE Inc.	5.6
Bank of Nova Scotia	5.4
Sun Life Financial Inc.	5.4
TELUS Corporation	5.1
Enbridge Inc.	5.0
Thomson Reuters Corp.	4.8
Bank of Montreal	3.8
Suncor Energy Inc.	3.0
CI Financial Corp.	2.4
TransAlta Corporation	2.4
Emera Inc.	1.9
Loblaw Companies Ltd.	1.6
TMX Group Inc.	1.1
AGF Management Ltd.	1.0
<b>Total long positions as a percentage of net assets</b>	<b>89.1</b>
Cash	11.8
Other net assets (liabilities)	-0.9
	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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## PORTFOLIO BREAKDOWN

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



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## DIVIDEND 15 SPLIT CORP. II MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The interim financial statements of Dividend 15 Split Corp. II (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 interim financial statements and the other sections of the semi-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, as applicable to the preparation of interim financial statements including International Accounting Standard 34, 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 interim financial statements.

**WAYNE FINCH**

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

**SILVIA GOMES**

Chief Financial Officer  
Quadravest Capital Management Inc.