

---

## **TDb SPLIT CORP.**

### **ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE**

**NOVEMBER 30, 2016**

---

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.tdbsplit.com](http://www.tdbsplit.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.tdbsplit.com](http://www.tdbsplit.com) or [www.sedar.com](http://www.sedar.com).

---

## **INVESTMENT OBJECTIVES AND STRATEGIES**

TDb Split Corp. invests primarily in common shares of the Toronto-Dominion Bank.

The Company offers two types of shares:

### **Priority Equity Shares (XTD.PR.A)**

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

1. to provide holders of Priority Equity shares with cumulative preferential monthly cash dividends in the amount of \$0.04375 per share to yield 5.25% annually; and
2. on or about the termination date of December 1, 2019 (subject to further 5 year extensions thereafter), to pay an amount of \$10.00 per Priority Equity share.

### **Class A shares (XTD)**

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

1. to provide holders of Class A shares with regular monthly cash dividends in the amount of \$0.05 per Class A share if and when the net asset value per unit exceeds \$12.50; and
2. to permit such holders to participate in all growth in the net asset value of the Company above \$10.00 per unit.

---

## **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

As at November 30, 2016, the TDb Split Corp. had 97.1% of its net assets invested in TD Bank common shares. The market price of TD Bank increased by 16.6 percent during the year with a significant portion of the gain occurring after the outcome of the US election.

Canadian longer term interest rates tracked US longer term bond rates higher following the election and have provided an improved operating environment for the Canadian banks. In particular, the prospects for improved profitability from rising net interest margins for TD Bank could provide a meaningful catalyst for further gains.

TD Bank remains among the best managed and strongest capitalized in the world, and appears to remain poised to benefit from any further recovery in the North American economies

The net assets per unit (consisting of one Priority Equity share and one Class A share) finished at \$15.27 as at November 30, 2016, after the payment of \$1.13 in combined distributions to Priority Equity shares and Class A shares at the targeted rates.

Net assets of the Fund finished the year at \$51.8 million.

The dividend income from the common shares of TD Bank is supplemented by income received from a selective covered call writing program.

### Class A shares - Distributions

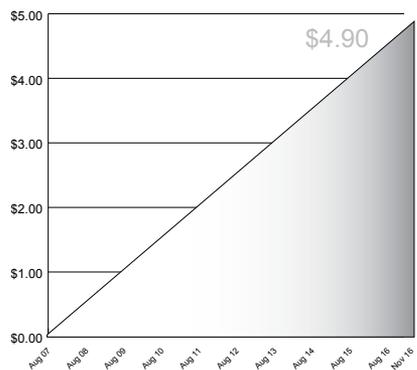
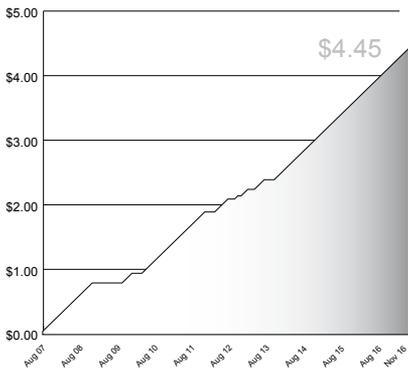
Class A shareholders are entitled to receive regular monthly cash dividends targeted to be \$0.05 per Class A Share to yield 6% per annum on the original issue price. Total distributions per Class A share during the year amounted to \$0.60 at the target rate.

### Priority Equity shares - Distributions

Priority Equity shareholders are entitled to receive regular monthly cash dividends in the amount of \$0.04375 per Priority Equity 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 Priority Equity share.

### Cumulative Distributions since inception

### Cumulative Distributions since inception



---

**RECENT DEVELOPMENTS**

There were no developments during the year.

---

**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 <sup>(4)</sup>				
	2016	2015	2014	2013	2012
Net assets per unit, beginning of the year <sup>(1)</sup>	13.88	15.42	13.92	12.62	11.91
Increase (decrease) from operations					
Total revenue	0.53	0.52	0.48	0.45	0.37
Total expenses	(0.17)	(0.17)	(0.59)	(0.18)	(0.17)
Realized gains (losses) for the year	0.33	0.08	0.51	0.41	0.56
Unrealized gains (losses) for the year	<u>1.82</u>	<u>(0.86)</u>	<u>1.48</u>	<u>1.54</u>	<u>0.83</u>
Total increase (decrease) from operations <sup>(2)</sup>	<u>2.51</u>	<u>(0.43)</u>	<u>1.88</u>	<u>2.22</u>	<u>1.59</u>
Distributions <sup>(3)</sup>					
Canadian dividends	<u>(1.13)</u>	<u>(1.13)</u>	<u>(1.13)</u>	<u>(0.93)</u>	<u>(0.88)</u>
Total annual distributions	<u>(1.13)</u>	<u>(1.13)</u>	<u>(1.13)</u>	<u>(0.93)</u>	<u>(0.88)</u>
Net assets per unit at end of year	<u>15.27</u>	<u>13.88</u>	<u>15.42</u>	<u>13.92</u>	<u>12.62</u>
Net assets per Priority Equity share	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	5.27	3.88	5.42	3.92	2.62
Net assets per unit at end of year	<u>15.27</u>	<u>13.88</u>	<u>15.42</u>	<u>13.92</u>	<u>12.62</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 Priority Equity 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 from operations is calculated based on the weighted average number of units outstanding during the year.
- (3) Distributions on the Priority Equity shares and Class A shares are based on the number of Priority Equity 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.

## RATIOS AND SUPPLEMENTAL DATA

	┌ 2016	Years ended November 30			└ 2012
	2016	2015	2014	2013	2012
Net asset value (millions) <sup>(1)</sup>	\$51.8	\$47.1	\$52.3	\$23.2	\$21.2
Number of units outstanding	3,392,260	3,392,260	3,392,260	1,667,260	1,667,260
Base Management expense ratio <sup>(2)</sup>	1.18%	1.20%	3.93%	1.37%	1.35%
Management expense ratio including secondary offering issue costs <sup>(3)</sup>	1.18%	1.20%	5.90%	1.37%	1.35%
Management expense ratio per Class A share <sup>(4)</sup>	17.03%	16.95%	28.72%	23.67%	26.38%
Portfolio turnover rate <sup>(5)</sup>	3.9%	0.1%	9.90%	14.8%	28.4%
Trading expense ratio <sup>(6)</sup>	0.02%	0.00%	0.05%	0.01%	0.02%
Closing market price (TSX): Priority Equity shares	\$10.20	\$10.05	\$10.22	\$10.06	\$10.05
Closing market price (TSX): Class A shares	\$5.50	\$5.05	\$6.00	\$4.62	\$3.40

- (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 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 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 Priority Equity 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 daily average net asset value during the year.

## 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 0.55% of the net asset value of the Company, which include the outstanding Priority Equity shares, calculated as at each month-end valuation date. Pursuant to the management agreement, Quadravest 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 Priority Equity 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.

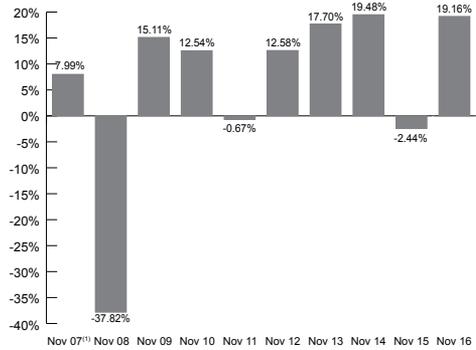
## PAST PERFORMANCE

### Year-by-Year Returns

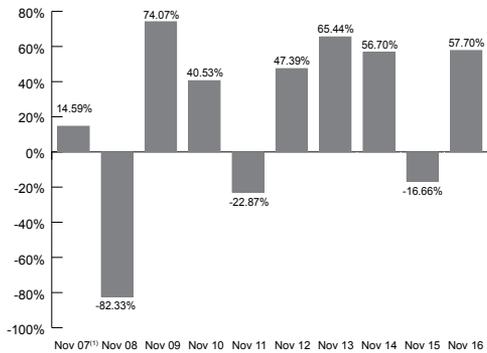
The past performance of 1) the net asset value per unit; 2) the Priority Equity share on a net asset value basis; and 3) the Class A share on a net asset value basis for each year since inception are presented in the bar charts below. Each bar in the chart reflects the change in percentage terms of how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

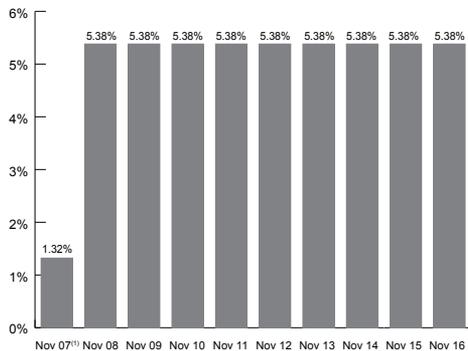
#### NET ASSET VALUE PER UNIT



#### CLASS A SHARE



#### PRIORITY EQUITY SHARE



<sup>(1)</sup> Based on initial year from August 7, 2007 to November 30, 2007

---

## 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
TDb Split Corp. - Unit	19.16%	11.57%	12.98%	5.10%
TDb Split Corp. - Priority Equity share	5.38%	5.38%	5.38%	5.37%
TDb Split Corp. - Class A share	57.70%	27.23%	38.09%	7.30%

## MARKET INDICES

S&P TSX Financial Index <sup>(1)</sup>	16.11%	10.73%	14.90%	6.33%
--	--------	--------	--------	-------

- (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 (%)
Toronto-Dominion Bank	97.1
Cash	5.0
Other net assets	-2.1
	100.0

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

---

**TDb SPLIT CORP.****MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The financial statements of TDb Split Corp. (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.