

2023

TDb SPLIT CORP.
SEMI-ANNUAL REPORT
(UNAUDITED)



This report may contain forward-looking statements about the Company. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates” or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Company action, is also forward-looking. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company and economic factors.

Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to any divergence between what is anticipated and what actually occurs, including, but not limited to, general economic, political and market factors, interest and foreign exchange rates, global equity and capital markets, business competition, technology change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

The above-mentioned list of important factors is not exhaustive. You should consider these and other factors carefully before making any investment decisions and you should avoid placing undue reliance on forward-looking statements. While the Company currently anticipates that subsequent events and developments may cause the Company’s views to change, the Company does not undertake to update any forward-looking statements.

TDb SPLIT CORP.
SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
MAY 31, 2023

This is the semi-annual Management Report of Fund Performance (MRFP) for the period ended May 31, 2023. 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.tdbsplit.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.tdbsplit.com or www.sedar.com.

INVESTMENT OBJECTIVES AND STRATEGIES

TDb Split Corp. invests primarily in common shares of the Toronto-Dominion Bank ("TD 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, 2024 (subject to further 5 year extensions thereafter), to pay holders the Priority Equity share repayment amount of \$10 per 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 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 23, 2023. 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.

RESULTS OF OPERATIONS

North America markets continued to experience macroeconomic headwinds and bouts of volatility during the period ended May 31, 2023. The Bank of Canada's aggressive tightening of monetary policy beginning in early 2022, which included rapid increases in interest rates and the reduction of its balance sheet in order to control inflation, has had an adverse impact on the Canadian economy, affecting many households and small businesses with higher loan payments. The Bank of Canada remains committed to a hawkish monetary policy, including increasing interest rates, until inflation returns to the 2% target.

In early March 2023, regulators abruptly closed certain U.S. regional banks due to liquidity and solvency concerns. Later in the 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 discussions and the potential adverse consequences that could result if U.S. politicians were unable to reach an agreement to increase the debt ceiling limit before the projected early June deadline at which time the U.S. would run out of the ability to fully fund all of its obligations.

The yield curve continued to be inverted during the period, 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 deteriorating economic performance.

The period ended with a decline in North American stocks as unexpectedly strong reports on the Canadian labour market caused some concern among market participants that further interest rate hikes may be required to slow potential wage pressures that could continue to sustain higher inflation rates.

The market price of TD bank declined by 14.2% during the period ended May 31, 2023.

The net assets per unit finished at \$11.80 as at May 31, 2023, after the payment of \$0.51 in combined distributions to Priority Equity shares and Class A shares. A combined total of \$16.10 has been paid in distributions to Class A shareholders and Priority Equity shareholders since inception.

During the period ended May 31, 2023, 351,400 Priority Equity shares were sold through an at-the-market equity program ("ATM Program") at an average selling price of \$9.88 per Priority Equity share. Gross proceeds, net proceeds and commissions on the Priority Equity share sales were \$3,470,987, \$3,384,216 and \$86,771, respectively.

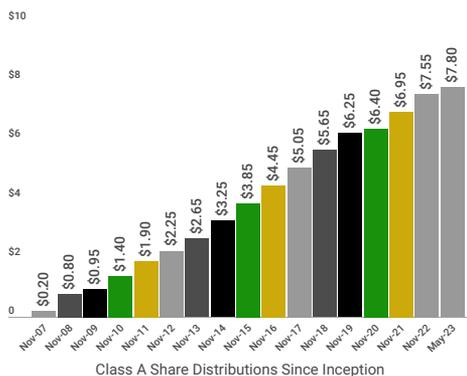
During the period ended May 31, 2023, 392,900 Class A shares were sold through the ATM Program at an average selling price of \$4.65 per Class A share. Gross proceeds, net proceeds and commissions on the Class A share sales were \$1,827,973, \$1,782,274 and \$45,699, respectively.

Net assets of the Company finished the period at \$80.7 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 monthly cash dividends targeted to be \$0.05 per Class A Share to yield 6% per annum on the original issue price, if and when the net asset value per unit exceeds \$12.50. Total distributions during the period amounted to \$0.25 per Class A share.

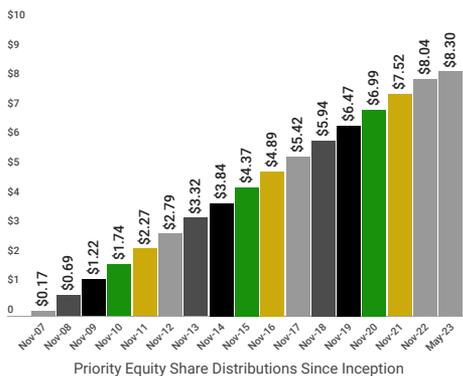


7.80

Cumulative total of distributions paid to Class A share since inception

Priority Equity shares - Distributions

Priority Equity shareholders are entitled to receive monthly cash dividends in the amount of \$0.04375 per Priority Equity Share to yield 5.25% per annum on the Priority Equity share repayment amount of \$10. Distributions during the period were at the fixed rate for a total of \$0.2625 per Priority Equity share.



8.30

Cumulative total of distributions paid to Priority Equity share 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 in Ukraine and Russia.

In addition, the abrupt closures of certain U.S. regional banks due to liquidity and solvency concerns led to widespread and significant declines in the market prices of financial services companies in the United States and Canada.

The investment portfolio of the Company has been subject to these market fluctuations and may continue to experience significant volatility as these situations evolve.

Effective December 5, 2022, Michael Sharp was appointed to the Independent Review Committee (the "IRC") of the Company following the death of William C. Thornhill, who had served as a dedicated member of the IRC since May 2007.

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, 2023	Years ended November 30				
		2022	2021	2020	2019	2018
Net assets per unit, beginning of the period ⁽¹⁾	13.69	14.53	12.10	15.84	15.93	16.55
Increase (decrease) from operations						
Total revenue	0.28	0.53	0.48	0.34	0.59	0.56
Total expenses	(0.07)	(0.15)	(0.16)	(0.15)	(0.20)	(0.21)
Realized gains (losses) for the period	0.26	0.23	(0.12)	(0.40)	0.49	0.37
Unrealized gains (losses) for the period	<u>(1.94)</u>	<u>(0.36)</u>	<u>3.03</u>	<u>(2.71)</u>	<u>0.15</u>	<u>(0.21)</u>
Total increase (decrease) from operations ⁽²⁾	<u>(1.47)</u>	<u>0.25</u>	<u>3.23</u>	<u>(2.92)</u>	<u>1.03</u>	<u>0.51</u>
Distributions ⁽³⁾						
Canadian dividends	<u>(0.51)</u>	<u>(1.13)</u>	<u>(1.08)</u>	<u>(0.68)</u>	<u>(1.13)</u>	<u>(1.13)</u>
Total distributions	<u>(0.51)</u>	<u>(1.13)</u>	<u>(1.08)</u>	<u>(0.68)</u>	<u>(1.13)</u>	<u>(1.13)</u>
Net assets per unit at end of period	11.80	13.69	14.53	12.10	15.84	15.93
Net assets per Priority Equity share	10.00	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	<u>1.80</u>	<u>3.69</u>	<u>4.53</u>	<u>2.10</u>	<u>5.84</u>	<u>5.93</u>
Net assets per unit at end of period	11.80	13.69	14.53	12.10	15.84	15.93

- (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 (decrease) from operations is before the payment of Class A shares and Priority Equity shares and other income (charges) related to the Priority Equity shares and is calculated based on the weighted average number of units outstanding during the period.
- (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 period and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors for all funds (for semi-annual periods ended May 31, it is based on the actual characterization for the most recently completed annual period and will be updated at year end).

RATIOS AND SUPPLEMENTAL DATA

	May 31, 2023	Γ 2022	Years ended November 30			Γ
		2021	2020	2019	2018	
Net asset value (millions) ⁽¹⁾	\$80.7	\$88.9	\$86.3	\$60.0	\$53.6	\$54.0
Number of units outstanding ⁽²⁾	6,842,669	6,491,166	5,941,760	4,954,760	3,386,660	3,386,660
Base Management expense ratio ⁽³⁾	1.05%	1.05%	1.14%	1.11%	1.25%	1.27%
Management expense ratio including secondary offering issue costs ⁽⁴⁾	1.22%	1.43%	2.01%	3.44%	1.25%	1.27%
Management expense ratio per Class A share ⁽⁵⁾	22.38%	16.45%	20.88%	40.60%	12.49%	11.22%
Portfolio turnover rate ⁽⁶⁾	4.27%	4.79%	4.63%	108.2%	0.0%	0.0%
Trading expense ratio ⁽⁷⁾	0.04%	0.02%	0.03%	0.08%	0.02%	0.01%
Closing market price (TSX): Priority Equity shares	\$9.50	\$9.75	\$10.50	\$10.03	\$10.18	\$10.00
Closing market price (TSX): Class A shares	\$4.15	\$4.60	\$5.01	\$3.00	\$6.29	\$6.18

- (1) This information is provided as at May 31 or November 30.
- (2) At times when there is an unequal number of Class A and Priority Equity shares outstanding, a notional unit amount will be determined based on the net assets attributable to each of the Class A and Priority Equity shares as a proportion of the net asset value of the Company.
- (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 period, excluding commissions and other portfolio transaction costs, distributions on Priority Equity 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 period.
- (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), all distributions on Priority Equity 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 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.
- (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 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.
- (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 period.

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 0.55% of the net asset value of the Company, which includes the outstanding Priority Equity shares, calculated as at each month-end valuation date.

Pursuant to the management agreement, Quadrainvest 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. Effective June 1, 2022, the Company discontinued the payment of the service fee.

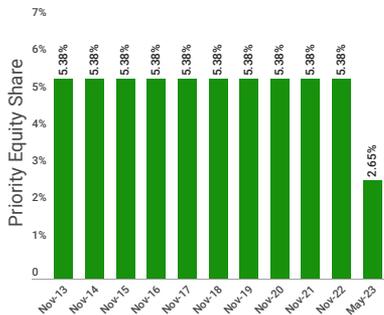
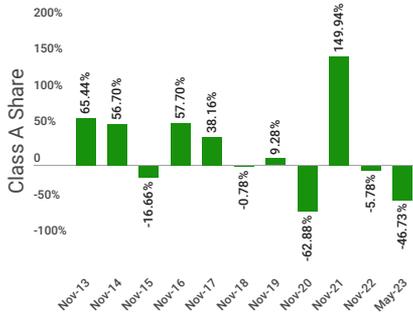
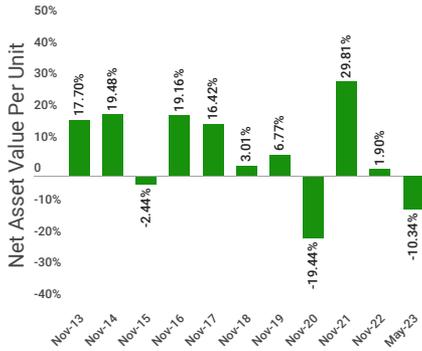
The base management fee was used by Quadrainvest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services 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 Priority Equity share on a net asset value basis; and 3) the Class A share on a net asset value basis for each of the last ten years 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.



SUMMARY OF INVESTMENT PORTFOLIO
All holdings as at May 31, 2023

Name	Weighting (%)
Toronto-Dominion Bank	73.3
Cash	21.6
Other net assets (liabilities)	5.1
	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 interim financial statements of TDb Split 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 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. The interim financial 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.

TDB SPLIT CORP.**STATEMENTS OF FINANCIAL POSITION**

AS AT MAY 31, 2023 (UNAUDITED) AND NOVEMBER 30, 2022

	May 31, 2023 (\$)	November 30, 2022 (\$)
ASSETS		
Current Assets		
Investments	59,152,200	80,873,344
Cash	17,468,909	8,870,629
Interest, dividends and other receivables	1,134	1,060
Receivable in respect of investments sold	4,869,913	-
	<u>81,492,156</u>	<u>89,745,033</u>
LIABILITIES		
Current Liabilities		
Written options	14,174	179,000
Fees and other accounts payable	83,347	85,778
Distributions payable	645,051	610,033
Priority Equity shares (note 6)	68,271,600	64,757,600
Class B shares	1,000	1,000
	<u>69,015,172</u>	<u>65,633,411</u>
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES		
	12,476,984	24,111,622
Number of Priority Equity shares (note 6)		
	6,827,160	6,475,760
Number of Class A shares (note 6)		
	6,927,260	6,534,360
Net assets per Priority Equity share		
	\$10.00	\$10.00
Net assets per Class A share		
	\$1.80	\$3.69
Net assets per unit		
	\$11.80	\$13.69

Approved on behalf of the Board of Directors

**WAYNE FINCH**

Director

**PETER CRUICKSHANK**

Director

The accompanying notes are an integral part of these financial statements.

TDB SPLIT CORP.
STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)

FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2023 (\$)	2022 (\$)
INCOME		
Net gain (loss) on investments and derivatives		
Net realized gain (loss)	1,697,619	1,017,078
Net change in unrealized appreciation/depreciation	(12,909,492)	5,000,420
Dividends	1,639,987	1,611,363
Interest for distribution purposes	206,228	-
Net gain (loss) on investments and derivatives	<u>(9,365,658)</u>	<u>7,628,861</u>
EXPENSES (note 7)		
Management fees	283,600	301,864
Service fee	-	55,796
Audit fees	13,891	15,383
Directors' fees	7,167	11,792
Independent Review Committee fees	950	1,154
Custodial fees	13,101	11,179
Legal fees	28,073	29,323
Shareholder reporting costs	15,043	10,812
Other operating expenses	46,718	38,380
Harmonized sales tax	47,894	66,474
Transaction costs	18,437	7,075
	<u>474,874</u>	<u>549,232</u>
Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions and other income (charges) related to Priority Equity shares	(9,840,532)	7,079,629
Distributions on Priority Equity shares	(1,743,598)	(1,571,341)
Premium (discount) on Priority Equity shares	(43,013)	27,660
Issuance costs on Priority Equity shares	(93,037)	(87,725)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	<u>(11,720,180)</u>	<u>5,448,223</u>
Increase (decrease) in net assets attributable to holders of redeemable Class A shares per share (note 8)	(1.74)	0.91

The accompanying notes are an integral part of these financial statements.

TDB SPLIT CORP.
STATEMENTS OF CHANGES IN NET ASSETS
ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES
FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2023 (\$)	2022 (\$)
Net Assets attributable to holders of redeemable Class A shares - Beginning of year	24,111,622	26,906,328
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(11,720,180)	5,448,223
Gross proceeds on issuance of Class A shares (note 6)	1,827,973	495,943
Issuance costs on Class A shares	<u>(51,966)</u>	<u>(68,519)</u>
Net proceeds on issuance of Class A shares	<u>1,776,007</u>	<u>427,424</u>
Distributions on Class A shares⁽¹⁾		
Canadian dividends	(1,690,465)	(1,797,073)
Change in net assets attributable to holders of redeemable Class A shares	<u>(11,634,638)</u>	<u>4,078,574</u>
Net Assets attributable to holders of redeemable Class A shares - End of year	<u>12,476,984</u>	<u>30,984,902</u>

(1) The tax characterization of distributions is an estimate only based on the actual characterization for the respective most recently completed annual period. Actual year-end characterization will differ.

The accompanying notes are an integral part of these financial statements.

TDB SPLIT CORP.**STATEMENTS OF CASH FLOW**FOR THE SIX MONTH PERIODS ENDED **MAY 31** (UNAUDITED)

	2023 (\$)	2022 (\$)
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(11,720,180)	5,448,223
Adjustment for:		
Distributions on Priority Equity shares	1,743,598	1,571,341
(Premium) discount on Priority Equity shares	43,013	(27,660)
Issuance costs on Priority Equity shares	93,037	87,725
Net realized (gain) loss on investments and derivatives	(1,697,619)	(1,017,078)
Net change in unrealized appreciation/depreciation of investments and derivatives	12,909,492	(5,000,420)
Purchase of investments, net of option premiums	(2,983,273)	(85,406)
Proceeds from sale of investments	8,457,805	3,734,166
(Increase) decrease in interest, dividends and other receivables	(74)	(686)
Increase (decrease) in fees and other accounts payable	(2,431)	(25,215)
Net cash flows from (used in) operating activities	<u>6,843,368</u>	<u>4,684,990</u>
Cash flows from (used in) financing activities		
Gross proceeds on issuance of Class A shares and Priority Equity shares (note 6)	5,298,960	1,448,603
Issuance costs on Class A shares and Priority Equity shares	(145,003)	(156,244)
Distributions on Class A shares	(1,670,820)	(1,792,448)
Distributions on Priority Equity shares	(1,728,225)	(1,567,294)
Net cash flows from (used in) financing activities	<u>1,754,912</u>	<u>(2,067,383)</u>
Net increase (decrease) in cash	8,598,280	2,617,607
Cash at beginning of the period	<u>8,870,629</u>	<u>1,977,744</u>
Cash at end of the period	<u>17,468,909</u>	<u>4,595,351</u>
Dividends received*	1,639,987	1,611,363
Interest received*	206,228	-

* Included as part of Cash Flows from Operating Activities.

The accompanying notes are an integral part of these financial statements.

TDB SPLIT CORP.
SCHEDULE OF PORTFOLIO INVESTMENTS

AS AT MAY 31, 2023 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	Core Holding		
	Canadian Common Equities		
769,810	Toronto-Dominion Bank	53,466,467	59,152,200
	Total Canadian Common Equities in Core Holding (100.0%)	<u>53,466,467</u>	<u>59,152,200</u>
	Call options written (100 shares per contract)		
	Canadian call options written		
(450)	Toronto-Dominion Bank @ \$85 June 2023	(22,500)	(51)
(250)	Toronto-Dominion Bank @ \$80 July 2023	(12,750)	(12,625)
(400)	Toronto-Dominion Bank @ \$85 July 2023	(35,200)	(1,498)
	Total Canadian call options written (0.0%)	<u>(70,450)</u>	<u>(14,174)</u>
		<u>53,396,017</u>	<u>59,138,026</u>
	less adjustment for transaction costs	(18,777)	
	Total Investments (100.0%)	<u>53,377,240</u>	<u>59,138,026</u>

TDB SPLIT CORP.

NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIODS ENDED MAY 31, 2023 AND 2022 (UNAUDITED)

1. Incorporation

Tdb Split Corp. (the "Company") is a mutual fund corporation established under the laws of the Province of Ontario on May 24, 2007 that began investment operations on August 7, 2007. The manager and the investment manager of the Company is Quadravest Capital Management Inc. ("Quadravest" or "Manager"). The termination date of the Company is December 1, 2024 and may be extended thereafter at the Company's discretion for additional terms of five years each. The Company's principal office is located at 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2. The Company invests in the common shares of Toronto-Dominion Bank ("TD Bank"). The Company employs an active covered call writing program to generate additional income in addition to the dividends received.

2. Basis of presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards ("IFRS"), as applicable to the preparation of interim financial statements, including International Accounting Standard ("IAS") 34, Interim Financial Reporting. These financial statements should be read in conjunction with the annual financial statements for the year ended November 30, 2022, which were prepared in accordance with IFRS.

These financial statements were approved by the Board of Directors of the Company on July 13, 2023.

3. Summary of significant accounting policies

The following is a summary of the significant accounting policies followed by the Company.

Investments and financial instruments

The Company classifies its investments, including derivatives, based on both the Company's business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Company is primarily focused on fair value information and uses that information to assess the assets' performance and to make decisions. The Company has not taken the option to irrevocably designate any equity securities as fair value in other comprehensive income ("FVOCI"). Consequently, all investments, including derivatives are measured at fair value through profit or loss.

The Company's obligations for net assets attributable to holders of redeemable Class A shares are presented at the annual redemption amount. All other financial assets and liabilities are recognized initially at fair value and subsequently measured at amortized cost, which approximates fair value.

The Company recognizes regular purchases and sales of financial instruments on the trade date, which is the date on which it commits to purchase or sell the instrument. Transaction costs, such as brokerage commissions, related to financial assets and financial liabilities at fair value through profit or loss are expensed as incurred and transaction costs related to financial instruments not at fair value through profit and loss ("FVTPL") are included in the carrying amounts thereof. A financial asset is derecognized when the rights to receive cash flows from the investment have expired or have been transferred and when the Company has transferred substantially all the risks and rewards of ownership of the asset. Dividends are recognized as income on the ex-dividend date. Realized gains and losses and unrealized appreciation and depreciation are determined on an average cost basis. The cost of investments is determined using the average cost method.

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Written option premiums received by the Company are, so long as the options are outstanding, reflected as a liability, in the Statements of Financial Position and are valued at an amount equal to the current market value of an option that would have the effect of closing the position. Gains or losses realized upon expiration or exercise of the option are included in net realized gain (loss) on investments and derivatives in the Statements of Comprehensive Income/(Loss).

The Priority Equity shares rank prior to the Class A and Class B shares and are thus not subordinate to all other classes of puttable instruments and therefore, the shares have been classified as financial liabilities. These shares are carried at amortized cost. Amortization of premiums or discounts on the issuance of Priority Equity shares is included in the Statements of Comprehensive Income/(Loss).

The Class B shares are subordinate to the Priority Equity shares but rank prior to the Class A shares and are thus not subordinate to all other classes of puttable instruments and therefore, the shares have been classified as financial liabilities. These shares are carried at amortized cost.

The Class A shares may be retracted monthly, annually, or on the termination date of the Company. As a result, the shares contain multiple contractual obligations, and therefore, have been presented as financial liabilities.

The net asset value of the Company is determined in accordance with requirements of law, including National Instrument 81-106, Investment Fund Continuous Disclosure, and is used to process shareholder transactions. For financial reporting purposes, net assets of the Company is determined as 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 ("Net Assets of the Company"). Priority Equity shares and Class A shares are issued on the basis that an equal number of Priority Equity shares and Class A shares (together, a "unit") will be issued and outstanding at all material times. At times when there is an unequal number of Class A and Priority Equity shares outstanding, a notional unit amount will be determined based on the net assets attributable to each of the Class A and Priority Equity shares as a proportion of the net asset value of the Company.

Valuation of investments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded shares and options) are based on the last traded prices at the close of trading on the reporting date. The Company uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Company's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing

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models and others commonly used by market participants and which make the maximum use of observable inputs. Refer to note 5 for further information about the Company's fair value measurements.

Cash

Cash is comprised of demand deposits with a financial institution.

Translation of foreign currencies

The Company's functional and presentation currency is Canadian dollars. The fair value of investments and other assets and liabilities in foreign currencies are translated into the Company's functional currency at the rates of exchange prevailing at each measurement date. Purchases and sales of investments, income and expenses are translated at the rates of exchange prevailing on the respective dates of such transactions.

Management fees and administration fees

Management fees and administration fees are accrued by the Company over time, as services are rendered by Quadravest. Refer to note 7 for further information about the calculation of management and administration fees of the Company.

Increase (decrease) in net assets attributable to holders per redeemable Class A share

Increase (decrease) in net assets attributable to holders per redeemable Class A share is based on the increase or decrease in net assets attributable to holders of redeemable Class A shares divided by the weighted average number of such shares outstanding during the period. Refer to note 8 for the calculation.

Taxation

The Company qualifies as a mutual fund corporation under the Income Tax Act (Canada) (the "Tax Act") and it is subject to income tax in each taxation year on the amount of its net income for the taxation year, including net realized taxable capital gains, if any, at the rate applicable to mutual fund corporations. The general income tax rules associated with a public corporation also apply to a mutual fund corporation with the exception that taxes payable on net realized capital gains are refundable on a formula basis when its shares are redeemed or when it pays capital gains dividends out of its capital gains dividend account to its shareholders.

Interest and foreign income are taxed at normal corporate rates applicable to mutual fund corporations and can be reduced by permitted deductions for tax purposes.

All of the Company's expenses including management fees, administration fees and operating expenses will be taken into account in determining its overall tax liability.

As a mutual fund corporation, taxable dividends received from taxable Canadian corporations are subject to a Part IV tax of 38 1/3%. Such taxes are fully refundable upon payment of taxable dividends to its shareholders on a basis of \$1.15 for every \$3 of dividends paid. Any such tax paid is reported as an amount receivable until recovered through the payment to shareholders of dividends out of net investment income. All tax on net taxable realized capital gains is refundable when the gains are distributed to shareholders as capital gains dividends or through redemption of shares at the request of shareholders, while the Company qualifies as a mutual fund corporation. As a result of the capital gains refund mechanism and Part IV

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tax refunds, the Company recovers any Canadian income taxes paid in respect of its capital gains and taxable Canadian dividends. As a result, the Company has determined that it is in substance not taxable. Consequently, the tax benefit of capital and non-capital losses and other temporary differences have not been reflected in the Statements of Financial Position as deferred income tax assets or liabilities.

The Company has estimated accumulated non capital losses for tax purposes as at May 31, 2023 of \$6,283,604 (November 30, 2022-\$6,283,604) that are available to lower taxable income in future periods if required and expire after the scheduled termination date of the Company on December 1, 2024. The Company also has estimated accumulated capital losses for tax purposes of \$5,474,744 (November 30, 2022-\$5,474,744) which may be used to lower future capital gains if required and which do not expire.

4. Critical Accounting Estimates and Judgments

The preparation of these financial statements include estimates and assumptions by management based on past experiences, present conditions and expectations of future events. Where estimates were made, the reported amounts for assets, liabilities, income and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were known at the time these financial statements were prepared. The Company's most significant estimates involve the measurement of investments and derivatives at fair value as described in note 5.

5. Management of Risk of Financial Instruments

The Company classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can assess at the measurement date;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs that are unobservable for the asset or liability.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at May 31, 2023 and November 30, 2022:

Financial assets and liabilities at fair value as at May 31, 2023

	Level 1	Level 2	Level 3	Total
Equities	\$59,152,200	-	-	\$59,152,200
Options	<u>(\$14,174)</u>	<u>-</u>	<u>-</u>	<u>(\$14,174)</u>
	\$59,138,026	-	-	\$59,138,026

Financial assets and liabilities at fair value as at November 30, 2022

	Level 1	Level 2	Level 3	Total
Equities	\$80,873,344	-	-	\$80,873,344
Options	<u>(\$179,000)</u>	<u>-</u>	<u>-</u>	<u>(\$179,000)</u>
	\$80,694,344	-	-	\$80,694,344

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All fair value measurements above are recurring and fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. There were no transfers or reclassifications between levels for the period ended May 31, 2023 or the year ended November 30, 2022.

The Company's investment activities expose it to a variety of financial risks: market risk (including price risk, interest rate risk and currency risk), credit risk and liquidity risk.

Any sensitivity analysis presented below may differ from actual results and the difference could be material.

Market Price Risk

All securities investments present a risk of loss of capital.

The market price risk is affected by three main components: price risk, interest rate risk and foreign currency movements.

Price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk).

The supplemental covered call writing program generates an additional stream of income to the portfolio which may also help mitigate against market price declines during periods in which a covered call option is written against a position in TD Bank.

The Company is exposed to other price risk from its investment in equity securities and written options. As at May 31, 2023, had the prices on the respective stock exchanges for these equity securities increased by 10%, with all other variables held constant, Net Assets of the Company would have increased by approximately \$5,815,000 (November 30, 2022-\$7,413,000). Similarly, had the prices on the respective stock exchanges for these equity securities decreased by 10%, with all other variables held constant, Net Assets of the Company would have decreased by approximately \$5,907,000 (November 30, 2022-\$7,989,000).

Interest rate risk

Interest rate risk is the risk that the fair value of interest bearing financial instruments will fluctuate due to changes in market interest rates. The majority of the Company's financial assets and liabilities are non interest bearing. As a result, the Company is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates and considers interest rate risk insignificant as at May 31, 2023 and November 30, 2022.

Currency risk

Currency risk is the risk that financial instruments that are denominated in a currency other than the Canadian dollar, which is the Company's reporting currency, will fluctuate due to changes in exchange rates. All portfolio holdings and Net Assets of the Company are denominated in Canadian dollars and therefore there is no currency risk as at May 31, 2023 and November 30, 2022.

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Other risks

Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. All of the Company's transactions are in listed securities and options and are settled and paid for using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on purchase once the securities have been received by the broker. Cash is held with a reputable and regulated financial institution. As at May 31, 2023 and November 30, 2022, the Company did not have significant credit risk exposure.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time or at a reasonable price. The Company is exposed to liquidity risk primarily through its monthly and annual retractions of Class A shares and Priority Equity shares. The Company receives adequate notice for all retraction requests. The Company's portfolio is invested in TD Bank which is a highly liquid large capitalization stock that trades on the Toronto Stock Exchange ("TSX"). All Class A shares and Priority Equity shares outstanding are redeemable on a monthly and annual basis but are scheduled to be redeemed upon termination of the Company. As at May 31, 2023 and November 30, 2022, all other financial liabilities are payable within three months from the end of the period.

Concentration risk

The Company's only equity holding is concentrated in the common shares of TD Bank and as such will be exposed to the specific factors that affect this stock.

The Company's investment portfolio is concentrated in the following segments as at:

	May 31, 2023	November 30, 2022
TD Bank common shares	73.3%	91.0%
Call options written	0.0%	-0.2%
Other assets less liabilities (excluding Priority Equity shares)	<u>26.7%</u>	<u>9.2%</u>
	100%	100%

6. Redeemable Units

Priority Equity shares

The Company is authorized to issue an unlimited number of Priority Equity shares.

<u>Priority Equity share transactions</u>	May 31, 2023	May 31, 2022
Beginning of period	6,475,760	5,941,760
Issued during the period	<u>351,400</u>	<u>92,500</u>
End of period	6,827,160	6,034,260

Priority Equity shares are entitled to cumulative monthly cash dividends of \$0.04375 per Priority Equity share. All Priority Equity shares outstanding on the termination date will be redeemed

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by the Company on that date. The Priority Equity shares have been presented as liabilities in the financial statements.

Priority Equity shares trade under the symbol "XTD.PR.A" on the TSX. The trading price of Priority Equity shares on the TSX was \$9.50 as at May 31, 2023 (November 30, 2022-\$9.75). Priority Equity shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Priority Equity share and a Class A share in the month of December in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of December. Priority Equity shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Priority Equity shares or Class A shares tendered for retraction.

The Priority Equity shares rank in priority to the Class A shares and Class B shares with respect to the payment of dividends. Priority Equity shares rank in priority to the Class A shares upon termination of the Company.

On December 2, 2021, the Company announced the commencement of an at-the-market equity program (the "ATM Program") that allows the Company to issue shares of the Company to the public from time to time, at the Company's discretion. Any Class A shares or Priority Equity shares sold in the ATM Program will be sold through the TSX or any other marketplace in Canada on which the Class A shares and Priority Equity shares are listed, quoted or otherwise traded at the prevailing market price at the time of sale.

During the period ended May 31, 2023, 351,400 Priority Equity shares were sold through the ATM Program at an average selling price of \$9.88 per Priority Equity share. Gross proceeds, net proceeds and commissions on the Priority Equity share sales were \$3,470,987, \$3,384,216 and \$86,771, respectively.

During the year ended November 30, 2022, 534,000 Priority Equity shares were sold through the ATM Program at an average selling price of \$10.06 per Priority Equity share. Gross proceeds, net proceeds and commissions on the Priority Equity share sales were \$5,373,597, \$5,240,097 and \$133,500, respectively.

Class A shares and Class B shares

Authorized

An unlimited number of Class A shares

1,000 Class B shares

Class A share transactions

	May 31, 2023	May 31, 2022
Beginning of period	6,534,360	5,941,760
Issued during the period	<u>392,900</u>	<u>92,500</u>
End of period	6,927,260	6,034,260

Class A shares were originally issued at \$10.00 per share. Class A share distributions are targeted at \$0.05 per month per share, when the net asset value per unit exceeds \$12.50. All Class A shares outstanding on the termination date will be redeemed by the Company on that date. Class A shares trade under the symbol "XTD" on the TSX. The trading price of Class A shares on the TSX was \$4.15 as at May 31, 2023 (November 30, 2022-\$4.60). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Class A share and a Priority Equity share in the month of December in each year will be entitled to receive an amount equal to the net

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asset value per unit calculated on the last business day of December. Class A shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Priority Equity shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss).

The Priority Equity shares rank in priority to the Class A shares with respect to the payment of dividends. Upon the termination of the Company, Class A shareholders will receive an amount equal to the net asset value per unit less \$10.00 (the repayment value of the Priority Equity shares).

During the period ended May 31, 2023, 392,900 Class A shares were sold through the ATM Program at an average selling price of \$4.65 per Class A share. Gross proceeds, net proceeds and commissions on the Class A share sales were \$1,827,973, \$1,782,274 and \$45,699, respectively.

During the year ended November 30, 2022, 592,600 Class A shares were sold through the ATM Program at an average selling price of \$4.88 per Class A share. Gross proceeds, net proceeds and commissions on the Class A share sales were \$2,893,250, \$2,829,418 and \$63,832, respectively.

The holders of Class B shares are not entitled to receive dividends. The Class B shares are retractable at a price of \$1.00 per share. Class B shareholders are entitled to one vote per share. On May 29, 2007, the Company issued 1,000 Class B shares to TDb Split Corp. Holding Trust, for cash consideration of \$1,000.

7. Expenses

The Company is responsible for all expenses incurred in connection with the operation and administration of the Company, including, but not limited to, accounting and administration fees, custodian fees, transfer agent fees, legal and audit expenses, fees payable to the independent directors of the Company and the Company's independent review committee, regulatory filing and stock exchange fees, costs of reporting to shareholders and costs and expenses arising as a result of complying with all applicable laws, regulations and policies.

Pursuant to the management agreement, Quadravest is entitled to an administration fee payable monthly in arrears at an annual rate of 0.10% 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% of the net asset value attributable to Class A shares 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.

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 includes the outstanding Priority Equity shares, calculated as at each month-end valuation date.

The monthly discount to net asset value of 2% applicable to the redemption of Priority Equity shares and Class A shares is payable to Quadravest. Redemption fees paid for the period ended May 31, 2023 were \$NIL (May 31, 2022-\$NIL).

Total management fees of \$283,600 (May 31, 2022-\$301,864) incurred during the period ended May 31, 2023 include the administration fee and base management fee. As at May 31, 2023, \$46,243 (November 30, 2022-\$47,384) was payable to the Manager with respect to the administration fee and investment management fee.

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The brokerage commissions paid during the period by the Company for its portfolio transactions were \$18,437 (May 31, 2022-\$7,075). Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of portfolio transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the period ended May 31, 2023 amounted to \$2,035 (May 31, 2022-\$10).

8. Increase (decrease) in net assets attributable to holders per redeemable Class A share

The increase (decrease) in net assets attributable to holders per redeemable Class A share for the periods ended May 31, 2023 and 2022 is calculated as follows:

	May 31, 2023	May 31, 2022
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(\$11,720,180)	\$5,448,223
Weighted average Class A shares outstanding	6,751,377	5,983,410
Increase (decrease) in net assets attributable to holders of redeemable Class A shares per share	(\$1.74)	\$0.91

9. Distributions

Distributions per share were as follows:

	May 31, 2023	May 31, 2022
Priority Equity shares	\$0.2625	\$0.2625
Class A shares	\$0.25	\$0.30

10. Capital Management

The Company considers its capital to consist of Class A, Class B and Priority Equity shares.

The Company's objectives in managing its capital are:

- i) to provide holders of Priority Equity shares with fixed cumulative preferential monthly cash dividends in an amount of \$0.04375 per Priority Equity share to yield 5.25% per annum on the Priority Equity share repayment amount of \$10 and to pay holders the Priority Equity share repayment amount of \$10 per share on the termination date; and
- ii) to provide holders of Class A shares with regular monthly cash distribution targeted to be \$0.05 per Class A share when the net asset value per unit exceeds \$12.50 and to permit such holders to participate in all growth in the net asset value of the Company above \$10.00 per unit.

In order to manage its capital structure, the Company may adjust the amount of dividends paid to shareholders or return capital to shareholders.

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11. Reconciliation of net asset value per Class A share to net assets attributable to holders per redeemable Class A share

As at May 31, 2023 and November 30, 2022, there were no differences between net asset value per Class A share used for transactional purposes and net assets attributable to holders per redeemable Class A share for financial reporting purposes.

QUADRVEST CAPITAL MANAGEMENT INC.

Quadravest Capital Management Inc. was formed in 1997 and is focused on the creation and management of enhanced yield products for retail investors. The investment strategy combines fundamental based equity investing with covered call writing. Guided by four key principles, Quadravest sets attainable investment objectives that allow the team to stay focused on a long-term investment strategy.

The four principles – innovation in financial products, discipline in investment management, solid results for investors, and excellence in client service – form the foundation of Quadravest. Each member of the firm’s tight-knit team is committed to upholding these principles, ensuring a coherence and dedication that is unique to the Company.

Quadravest has raised over \$2.5 billion in initial public offerings.

BOARD OF DIRECTORS

Wayne Finch,
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and Chief Investment Officer,
Quadravest Capital Management Inc.

Peter Cruickshank,
Managing Director,
Quadravest Capital Management Inc.

Laura Johnson,
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