
TDb SPLIT CORP.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

NOVEMBER 30, 2024

This is the annual Management Report of Fund Performance (MRFP) for the year ended November 30, 2024. 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 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.sedarplus.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 (effective December 1, 2024, \$0.05833 per Priority Equity share to yield 7.0% per annum); and
2. on or about the termination date of December 1, 2029 (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 24, 2025. 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 American equity markets experienced robust gains over the year ended November 30, 2024, driven by a confluence of factors including moderating inflation, a shift in monetary policy by central banks, and a significant post-U.S. election rally. In Canada, initial gains were supported in part by higher commodity prices and easing inflation. This decline in inflation fostered expectations of imminent interest rate cuts, initially boosting market sentiment. However, the Bank of Canada maintained its policy rate unchanged through the first half of 2024, awaiting further confirmation of sustained lower inflation. During this time, the Canadian economy showed signs of moderation, with rising unemployment and slowing wage growth.

Starting in June 2024, the Bank of Canada began cutting its policy interest rate, reducing it four times from 5.00% to 3.75% by November 2024. This shift in monetary policy was designed to stimulate economic activity as Canada's economy showed signs of trending towards a recession in the latter half of the year, with weak consumer and business sentiment, a sluggish labour market, a cooling housing market, and slower GDP growth. The rate cuts helped support Canadian equity markets by lowering borrowing costs for both businesses and consumers, signaling the central bank's responsiveness to slowing economic conditions. However, despite these rate reductions, key economic indicators continued to reflect a moderating economy.

In November 2024, U.S. equity markets rallied to record highs following the U.S. election results. This surge was attributed to both the swift confirmation of the election outcome and the market's positive reaction to the incoming administration's proposed economic agenda, which emphasized pro-growth measures, tax cuts, a more market-driven economy, and reduced federal government spending. This positive sentiment in the U.S. had a positive spillover effect on Canadian equities, further contributing to their gains.

TD Bank's share price experienced a decline of 4.2% during the year ended November 30, 2024. This decrease was largely attributed to concerns surrounding the potential financial impact of regulatory issues in the U.S. Following the October 16, 2024, settlement between the bank and the U.S. Securities and Exchange Commission, TD Bank's share price saw a notable shift in market sentiment. The settlement, which resolved allegations of misleading disclosures related to certain financial products, was seen by investors as a key step in reducing regulatory uncertainty for the bank. By November 30, 2024, TD Bank's share performance was influenced by broader economic challenges, including a slowing Canadian economy, rising interest rates, and a cooling housing market. These factors prevented the bank's share price from experiencing significant upward movement.

The net assets per unit of the Company was \$11.15 as at November 30, 2024, after the payment of \$0.53 in distributions to Priority Equity shares. A combined total of \$16.99 has been paid in distributions to Class A shares and Priority Equity shares since inception.

During the year ended November 30, 2024, 670,200 Priority Equity shares were sold through an at-the-market equity program ("ATM Program") at an average selling price of \$10.02 per Priority Equity share. Gross proceeds, net proceeds and commissions on the Priority Equity share sales were \$6,718,566, \$6,621,073 and \$97,493, respectively.

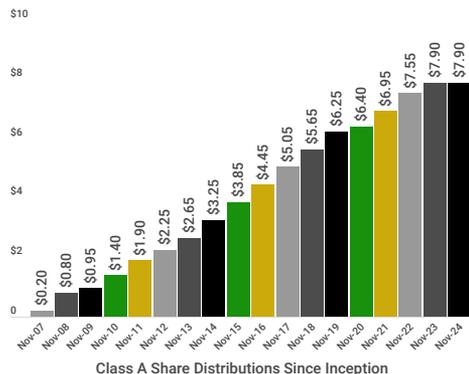
During the year ended November 30, 2024, 607,100 Class A shares were sold through the ATM Program at an average selling price of \$2.35 per Class A share. Gross proceeds, net proceeds and commissions on the Priority Equity share sales were \$1,429,057, \$1,403,707 and \$25,350, respectively.

As at November 30, 2024, net assets of the Company were \$87.8 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 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. There were no distributions to Class A shares during the year.

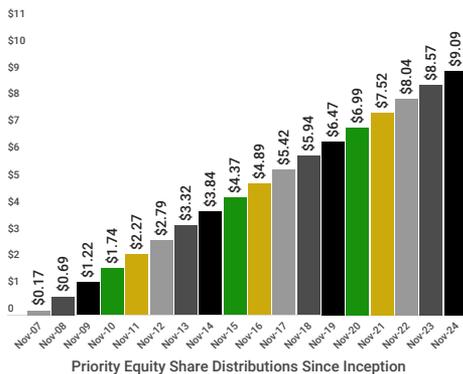


7.90

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 (effective December 1, 2024, \$0.05833 per Priority Equity share to yield 7.0% per annum). Distributions during the year were at the fixed rate for a total of \$0.5250 per Priority Equity share.



9.09

Cumulative total of distributions paid to Priority Equity share since inception

RECENT DEVELOPMENTS

In February 2025, the U.S. announced trade tariffs on certain Canadian exports, prompting retaliatory tariffs from Canada on specific U.S. goods. Although these trade tariffs have been temporarily suspended, the Company's investment portfolio may experience volatility as trade negotiations progress.

During the year, the Company extended its term for a further five year term from December 1, 2024 to December 1, 2029. Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 4,409,314 Priority Equity shares and 6,014 Class A shares and made retraction payments of \$44,093,140 and \$6,916, respectively, to each class of shares on December 9, 2024.

Following the special retraction payment, and in order to restore balance in the number of shares outstanding for each class of shares, Class A shares were consolidated on the basis of 0.5 post-consolidation Class A shares for every 1 pre-consolidation Class A share outstanding on December 12, 2024.

In connection with the extension, the Company also amended the dividend entitlement of the Priority Equity shares, increasing the annual distribution rate to 7.0% from 5.25% effective December 1, 2024.

RELATED PARTY TRANSACTIONS

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

FINANCIAL HIGHLIGHTS

The following tables show selected financial information about the Company and are intended to help you understand the Company’s financial performance for the past five years. This information is derived from the Company’s audited annual financial statements. The information in the following table is presented in accordance with National Instrument (“NI”) 81-106 and, as a result, does not act as a continuity of opening and closing net assets per unit.

The Company’s net assets per unit

	Years ended November 30				
	2024	2023	2022	2021	2020
Net assets per unit, beginning of the year ⁽¹⁾	12.07	13.69	14.53	12.10	15.84
Increase (decrease) from operations					
Total revenue	0.57	0.55	0.53	0.48	0.34
Total expenses	(0.13)	(0.13)	(0.15)	(0.16)	(0.15)
Realized gains (losses) for the year	0.07	0.44	0.23	(0.12)	(0.40)
Unrealized gains (losses) for the year	<u>(0.94)</u>	<u>(1.68)</u>	<u>(0.36)</u>	<u>3.03</u>	<u>(2.71)</u>
Total increase (decrease) from operations ⁽²⁾	<u>(0.43)</u>	<u>(0.82)</u>	<u>0.25</u>	<u>3.23</u>	<u>(2.92)</u>
Distributions ⁽³⁾					
Canadian dividends	<u>(0.53)</u>	<u>(0.88)</u>	<u>(1.13)</u>	<u>(1.08)</u>	<u>(0.68)</u>
Total distributions	<u>(0.53)</u>	<u>(0.88)</u>	<u>(1.13)</u>	<u>(1.08)</u>	<u>(0.68)</u>
Net assets per unit at end of year	11.15	12.07	13.69	14.53	12.10
Net assets per Priority Equity share	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	<u>1.15</u>	<u>2.07</u>	<u>3.69</u>	<u>4.53</u>	<u>2.10</u>
Net assets per unit at end of year	11.15	12.07	13.69	14.53	12.10

- (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 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 for all funds.

RATIOS AND SUPPLEMENTAL DATA

	┌	Years ended November 30				└
	2024	2023	2022	2021	2020	
Net asset value (millions) ⁽¹⁾	\$87.8	\$87.0	\$88.9	\$86.3	\$60.0	
Number of units outstanding ⁽²⁾	7,875,091	7,207,111	6,491,166	5,941,760	4,954,760	
Base Management expense ratio ⁽³⁾	1.00%	0.98%	1.05%	1.14%	1.11%	
Management expense ratio including secondary offering issue costs ⁽⁴⁾	1.32%	1.30%	1.43%	2.01%	3.44%	
Management expense ratio per Class A share ⁽⁵⁾	42.20%	26.11%	16.45%	20.88%	40.60%	
Portfolio turnover rate ⁽⁶⁾	91.51%	26.50%	4.79%	4.63%	108.2%	
Trading expense ratio ⁽⁷⁾	0.09%	0.05%	0.02%	0.03%	0.08%	
Closing market price (TSX): Priority Equity shares	\$10.19	\$9.75	\$9.75	\$10.50	\$10.03	
Closing market price (TSX): Class A shares	\$2.07	\$3.05	\$4.60	\$5.01	\$3.00	

(1) This information is provided as at 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 as the quotient of the total net asset value of the Company and the sum of the net asset value per share attributable to Class A shares and Priority Equity shares.

(3) A separate base management expense ratio per unit has been presented to reflect the ongoing operating expenses of the Company. The base management expense ratio per unit is based on total expenses for the stated year, excluding commissions and other portfolio transaction costs, 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 year.

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

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

(6) The Company's portfolio turnover rate indicates how actively Quadravest manages the portfolio investments. A portfolio turnover rate of 100% is equivalent to the Company buying and selling all of the securities in its portfolio once in the course of the year. The Company employs a covered call writing strategy which can cause the portfolio turnover rate to be higher than conventional mutual funds. The higher the Company's portfolio turnover rate in a year, the greater the trading costs payable by the Company in the year and the greater chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of the Company.

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

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.

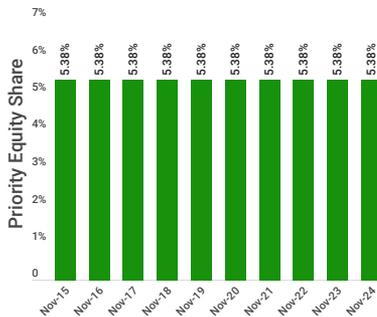
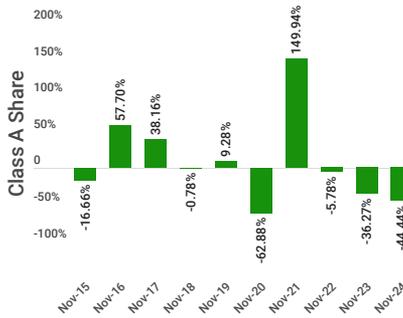
The base management fee was used by Quadrainvest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services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



ANNUAL COMPOUND PERFORMANCE

The following table shows the Company's annual compound return for the one, three, five and ten years ended November 30, 2024 and since inception:

	One year	Three years	Five years	Ten years	Since inception
TDb Split Corp. - Unit	-3.37%	-2.39%	-0.55%	3.77%	4.02%
TDb Split Corp. - Priority Equity share	5.38%	5.38%	5.38%	5.38%	5.37%
TDb Split Corp. - Class A share	-44.44%	-30.64%	-20.91%	-4.83%	-0.64%

MARKET INDICES⁽¹⁾

S&P TSX Financial Index	42.58%	13.20%	13.06%	10.82%	9.30%
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- (1) As a result of the Company being limited to a specific universe of stocks and that a covered call writing program is implemented to generate additional income, the investment profile of the Company is quite unique and any comparisons with any other market indices may not be appropriate.

SUMMARY OF INVESTMENT PORTFOLIO

All holdings as at November 30, 2024

Name	Weighting (%)
Toronto-Dominion Bank	23.2
Cash	77.3
Other net assets (liabilities)	-0.5
	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") have been prepared by Quadravest Capital Management Inc. (the "Manager" of the Company) and approved by the Board of Directors of the Company. The Manager is responsible for the information and representations contained in these financial statements and the other sections of the annual report.

The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The material accounting policy information applicable to the Company is described in note 3 to the financial statements.

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

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

**WAYNE FINCH**

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

**SILVIA GOMES**

Chief Financial Officer
Quadravest Capital Management Inc.