TDb SPLIT CORP

Priority Equity Shares

Class A Shares

ANNUAL INFORMATION FORM

February 24, 2025

TABLE OF CONTENTS

NAME, FORMATION AND HISTORY OF THE COMPANY

TDb Split Corp. (the "Company") is a mutual fund corporation incorporated under the laws of Ontario by articles of incorporation dated May 24, 2007, as amended July 26, 2007, May 20, 2014 and December 9, 2024. The Company was created to provide exposure to the common shares of The Toronto-Dominion Bank (the "Bank"). The principal office address of the Company is 200 Front Street West, Suite 2510, Toronto, ON M5V 3K2.

Quadravest Capital Management Inc. ("Quadravest") is the manager and investment manager for the Company. Quadravest is the manager and investment manager of 11 other public mutual fund corporations, one public mutual fund trust and one exchange traded fund with total assets under management of approximately $5.8 billion. The principal office address of Quadravest is at 200 Front Street West, Suite 2510, Toronto, ON M5V 3K2, and its website address is www.quadravest.com.

On August 7, 2007, the Company completed its initial public offering of 1,750,000 Priority Equity Shares and 1,750,000 Class A Shares pursuant to a prospectus dated July 27, 2007 (the "Initial Prospectus"). Priority Equity Shares and the Class A Shares are issued only 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.

Listing

The Priority Equity Shares and the Class A Shares are listed on the Toronto Stock Exchange ("TSX") under the symbols XTD.PR.A. and XTD, respectively. The Priority Equity Shares and the Class A Shares are collectively referred to as the "Shares" and the holders of such Shares as the "Shareholders" in this Annual Information Form.

2014 Extension of the Termination Date

The Company was initially scheduled to terminate on December 1, 2014 (the date on which the Company is to terminate, the "Termination Date"). On May 14, 2014, the Shareholders at a special meeting (the "2014 Special Meeting") approved a further amendment to the articles of incorporation of the Company to, among other things:

(a) extend the Termination Date of the Company from December 1, 2014 to, initially, December 1, 2019 and to provide Shareholders with a special retraction right in connection with such extension which allowed Shareholders to tender Shares for retraction effective June 13, 2014 and receive a retraction price calculated in the same way that such price would have been calculated if the Company had terminated on December 1, 2014 as originally contemplated (the "2014 Special Retraction Right");

(b) provide for an additional extension of the term of the Company for a five year period beginning on December 1, 2019 if the board of directors of the Company (the "Board of Directors") so determines, and for further extensions for additional terms of five years each thereafter, and to provide Shareholders with a right (the "Recurring Special Retraction Right") in connection with each such extension;

(c) amend the dividend entitlement of the Priority Equity Shares, effective December 1, 2019, if the term of the Company is then extended, so as to provide the Company with the right to establish the rate of cumulative preferential monthly dividends to be paid on

the Priority Equity Shares for the five year renewal period commencing December 1, 2019, and in respect of any subsequent five year renewal term;

(d) provide for a subdivision or consolidation of the Priority Equity Shares or Class A Shares to the extent that the Board of Directors in its discretion considers such subdivision or consolidation necessary or advisable in connection with the implementation of the 2014 Special Retraction Right or any implementation of the Recurring Special Retraction Right, so as to ensure that after such implementation an equal number of Priority Equity Shares and Class A Shares remain outstanding; and

(e) provide the Company with a special redemption right in respect of the Priority Equity Shares and Class A Shares in connection with the implementation of the 2014 Special Retraction Right or any implementation of the Recurring Special Retraction Right, if necessary or desirable so as to ensure that after such implementation an equal number of Priority Equity Shares and Class A Shares remain outstanding.

In addition, Shareholders at the 2014 Special Meeting also authorized, among other matters, (i) a change to the dividend policy in relation to the Class A Shares to permit the Company to pay special year-end non-cash dividends on the Class A Shares even if, after payment of such a dividend, the net asset value per Unit would be less than $20.00, where the purpose of such a special dividend in a year would be to reduce or eliminate the amount of net tax payable by the Company under the *Income Tax Act* (Canada) (the "Tax Act") for that year, (ii) a change to the Company's investment objectives; (iii) the Company to be terminated prior to any scheduled Termination Date in the discretion of Quadravest if the Priority Equity Shares or the Class A Shares are delisted on the TSX or if the net asset value of the Company declines to less than $5,000,000; and (iv) a decrease in the discount to net asset value applicable to monthly redemptions of Shares from 4% to 2%, with the amount of the reduced discount to be paid to Quadravest.

2014 Financing

Pursuant to a short form prospectus dated August 26, 2014, on September 3, 2014 the Company issued 1,725,000 Priority Equity Shares and 1,725,000 Class A Shares.

2019 Extension of the Termination Date

On February 21, 2019, the Company announced that the Board of Directors had extended the Termination Date of the Company from December 1, 2019 to December 1, 2024. In connection with the extension of the Termination Date to December 1, 2024, the Company implemented a Recurring Special Retraction Right which allowed Shareholders to tender one or both classes of Shares and receive a retraction price based on the November 29, 2019 net asset value per Unit (the "2019 Recurring Special Retraction Right").

2019 Financing

Pursuant to a short form prospectus dated December 16, 2019, on December 23, 2019 the Company issued 2,600,012 Priority Equity Shares and 1,568,100 Class A Shares (the "**2019 Financing**").

In connection with the 2019 Recurring Special Retraction Right, more Priority Equity Shares were tendered for retraction than Class A Shares. Since the Company is required to have an equal number of Priority Equity Shares and Class A Shares outstanding at all material times, in connection with the

2019 Financing the Company offered 1,031,912 Priority Equity Shares on an unmatched basis in order to maintain an equal number of Priority Equity Shares and Class A Shares outstanding.

2021 Financing

Pursuant to a short form prospectus dated March 29, 2021, on April 7, 2021 the Company issued 987,000 Priority Equity Shares and 987,000 Class A Shares.

2021 ATM Program

On December 3, 2021, the Company established an at-the-market equity program (the "2021 ATM Program") pursuant to a prospectus supplement dated December 2, 2021 to the Company's short form base shelf prospectus dated December 1, 2021. The Company issued an aggregate of 1,280,900 Priority Equity Shares and 1,251,900 Class A Shares pursuant to the 2021 ATM Program in accordance with the terms of the equity distribution agreement dated December 2, 2021. The 2021 ATM Program was terminated by the Company on December 19, 2023.

2023 ATM Program

On December 20, 2023, the Company renewed its at-the-market equity program (the "2023 ATM Program") that allows the Company to issue Priority Equity Shares having an aggregate market value of up to $37,500,000 and Class A Shares having an aggregate market value of up to $37,500,000 to the public from time to time, at the Company's discretion, at the prevailing market price on the TSX or on any other existing trading market for the Priority Equity Shares or Class A Shares, as applicable, in Canada. The 2023 ATM Program was established pursuant to a prospectus supplement dated December 20, 2023 to the Company's short form base shelf prospectus dated December 19, 2023. The 2023 ATM Program will be effective until January 20, 2026 unless terminated prior to such date by the Company or otherwise in accordance with the terms of the equity distribution agreement dated December 20, 2023.

2024 Extension of the Termination Date and Consolidation of Class A Shares

The Company was scheduled to terminate on December 1, 2024, with an additional extension of the term of the Company for a five year period beginning on December 1, 2024 if the Board of Directors so determined. On March 12, 2024, the Company announced that the Board of Directors had extended the Termination Date of the Company from December 1, 2024 to December 1, 2029. As set out above, further extensions for additional terms of five years thereafter may be made in the discretion of the Board of Directors. In connection with each such extension, Shareholders will be provided with a Recurring Special Retraction Right.

In connection with the extension of the Termination Date to December 1, 2029, the Company also:

(a) amended the dividend entitlement of the Priority Equity Shares effective December 1, 2024 to pay a fixed cumulative preferential monthly cash dividend at an annual rate equivalent to 7.00% based on the notional issue price of the Priority Equity Shares of $10.00; and

(b) implemented a Recurring Special Retraction Right which allowed Shareholders to tender one or both classes of Shares and receive a retraction price based on the November 29, 2024 net asset value per Unit (the "2024 Recurring Special Retraction Right").

In connection with the 2024 Recurring Special Retraction Right, more Priority Equity Shares were tendered for retraction than Class A Shares. As such, the Company consolidated the Class A Shares effective December 11, 2024 such that each holder of a Class A Share on such date had such Share consolidated into 0.5 Class A Shares.

INVESTMENT OBJECTIVES

The Company's investment objective with respect to the Priority Equity Shares is (a) to provide holders of Priority Equity Shares with cumulative preferential monthly cash dividends, the amount of which is fixed by the Board of Directors in respect of each five-year term of the Company; and (b) on the Termination Date, to pay the holders of the Priority Equity Shares an amount per Priority Equity Share equal to the Priority Equity Share Repayment Amount of $10.00.

The Company's investment objective with respect to the Class A Shares is (a) to provide holders of Class A Shares with regular monthly cash distributions, in an amount to be determined by the Board of Directors; and (b) to permit such holders to participate in all growth in the net asset value of the Company above $10.00 per Unit, by paying such holders, on or about the Termination Date, such amounts as remain in the Company on the Termination Date after paying the Priority Equity Share Repayment Amount to the holders of the Priority Equity Shares.

The Company invests in common shares of the Bank (the "Portfolio"). To supplement the dividends earned on those common shares and to reduce risk, the Company will from time to time write covered call options in respect of all or a part of common shares of the Bank that it holds. The number of such common shares that are the subject of call options and the terms of such options will vary from time to time as determined by Quadravest. In addition, the Company may also write cash covered put options or purchase call options with the effect of closing out existing call options written by the Company and may also purchase put options in order to protect the Company from declines in the market prices of the common shares of the Bank that it holds.

In addition to the restrictions and limitations on the Company's investing activities discussed under "*Investment Restrictions*" below, the Company will not invest in or hold (i) a share of, an interest in, or a debt of a non-resident entity, an interest in or a right or option to acquire such a share, interest or debt or an interest in a partnership which holds such a share, option or rights, interest or debt that would cause the Company (or partnership) to include amounts in income under section 94.1 of the Tax Act, (ii) securities of a non-resident trust other than an "exempt foreign trust" as defined in subsection 94(1) of the Tax Act, or (iii) an interest in a trust that would require the Company to report income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act.

Priority Equity Portfolio Protection Plan

The Company has adopted a strategy (the "Priority Equity Portfolio Protection Plan") intended to provide that the Priority Equity Share Repayment Amount will be paid in full to holders of the Priority Equity Shares on the Termination Date.

The Priority Equity Portfolio Protection Plan provides that if the net asset value of the Company declines below the Required Amount (as defined below), Quadravest will liquidate a portion of the common shares of the Bank held by the Company and use the net proceeds to acquire qualifying debt securities (the "Permitted Repayment Securities") in order to cover the Priority Equity Share Repayment Amount in the event of further declines in the net asset value of the Company. To qualify as Permitted Repayment Securities, debt securities must be issued or guaranteed by the government of Canada or a province or the government of the United States, or be short term commercial paper with a rating of at least R-1 (mid) by

DBRS Limited ("DBRS") or the equivalent rating from another rating organization. The Company would also be permitted to use forward agreements in connection with the implementation of the Priority Equity Protection Plan, but does not currently intend to do so.

Under the Priority Equity Portfolio Protection Plan, the amount of the Company's net assets, if any, required to be allocated to Permitted Repayment Securities (the "Required Amount") will be determined such that (i) the net asset value of the Company, less the value of the Permitted Repayment Securities held by the Company, is at least 125% of (ii) the Priority Equity Share Repayment Amount, less the amount anticipated to be received by the Company in respect of its Permitted Repayment Securities on the Termination Date.

The Company may unwind the Priority Equity Portfolio Protection Plan by selling Permitted Repayment Securities and using the net proceeds from such sale to purchase additional common shares of the Bank if, and then only to the extent, the value of the Permitted Repayment Securities exceeds the Required Amount. The Company may also implement the Priority Equity Portfolio Protection Plan at an earlier stage than the Plan calls for.

The Company implemented the Priority Equity Portfolio Protection Plan in November 2008 and unwound it on July 15, 2010. It was again implemented in November 2011. During the fiscal years ended November 30, 2012 and 2013, the Portfolio was rebalanced as necessary to meet the requirement of the Priority Equity Portfolio Protection Plan. During the fiscal years of the Company ended November 30, 2014 through November 30, 2019, the Priority Equity Portfolio Protection Plan was not required to be implemented. It was again implemented in March 2020 and was last unwound on February 12, 2021. As at February 14, 2025 (the last Valuation Date (as defined below) for the Company prior to the date of this Annual Information Form), the net asset value per Unit of the Company was $13.16.

INVESTMENT RESTRICTIONS

The Company is subject to, and its investment portfolio is managed in accordance with, certain standard restrictions and practices prescribed by securities legislation of each of the provinces of Canada, including National Instrument 81-102 *Investment Funds* ("NI 81-102"), and any deviation from these restrictions and practices requires the prior approval of the Canadian Securities Administrators of each of the provinces of Canada. These restrictions and practices are designed, in part, to ensure that the Company's investments are diversified and relatively liquid and to ensure the proper administration of the Company. The Company has been exempted, pursuant to a decision document of the Canadian Securities Administrators dated June 28, 2007, from the requirements of section 2.1(1) of NI 81-102 (among other provisions), so as to permit the Company to invest in the shares of the Bank on the basis described herein. The Company was also granted relief, pursuant to a decision document of the Canadian Securities Administrators dated October 3, 2008, from the provisions of sections 2.6(a)(ii), 2.7(1)(a)(ii) and 2.7(4) of NI 81-102 in connection with any forward agreement the Company might enter into in connection with the Priority Equity Portfolio Protection Plan.

The Company is also subject to certain additional investment restrictions or criteria that, among other things, limit the equity securities and other securities the Company may acquire in the Portfolio. The Company's investment restrictions and criteria may not be changed without the approval of the holders of the Priority Equity Shares and the Class A Shares by a two-thirds majority vote at a meeting called for such purpose. See "*Description of the Shares of the Company − Acts Requiring Shareholder Approval*". In this regard, the Company may not:

(a) purchase securities of any issuer unless such securities are common shares of the Bank or are Permitted Repayment Securities;

(b) make any investment or conduct any activity that would result in the Company failing to qualify as a "mutual fund corporation" within the meaning of the Tax Act;

(c) write a call option in respect of a common share of the Bank unless such share is held by the Company at the time the option is written or dispose of such a share that is subject to a call option written by the Company unless that option has either been terminated or has expired;

(d) enter into any arrangement (including the acquisition of securities and the writing of covered call options in respect thereof) where the main reason for entering into the arrangement is to enable the Company to receive a dividend on such securities in circumstances where, under the arrangement, someone other than the Company bears the risk of loss or enjoys the opportunity for gain or profit with respect to such securities in any material respect; and

(e) acquire or continue to hold any security that is a "specified property" as defined in subsection 18(1) of the legislative proposals to amend the Tax Act released by the Minister of Finance (Canada) on September 16, 2004 if the total of all amounts each of which is the fair market value of a specified property would exceed 10% of the total of all amounts each of which is the fair market value of a property of the Company.

DESCRIPTION OF THE SHARES OF THE COMPANY

The Company is authorized to issue an unlimited number of Priority Equity Shares and Class A Shares and 1,000 Class B Shares of which as at the date of this Annual Information Form there are issued and outstanding 1,000 Class B Shares, 4,625,246 Priority Equity Shares and 4,465,873 Class A Shares. The attributes of the Priority Equity Shares and Class A Shares are described below under "*Description of the Shares of the Company – Certain Provisions of the Priority Equity Shares*" and "*Description of the Shares of the Company – Certain Provisions of the Class A Shares*", respectively. The Company is permitted to issue additional Priority Equity Shares and Class A Shares under the provisions of NI 81-102 so long as such Shares are issued at a price (a) which, so far as is reasonably practicable, does not cause dilution of the net asset value per Priority Equity Share or Class A Share at the time such Shares are issued, and (b) which is at least equal to the net asset value per Priority Equity Share or Class A Share most recently calculated prior to the pricing of the offering of such Shares. The Company will not issue additional Class B Shares.

Class B Shares

The holders of Class B Shares are not entitled to receive dividends. The holders of the Class B Shares are entitled to one vote per share. The Class B Shares are retractable at a price of $1.00 per share and have a nominal liquidation entitlement of $1.00 per share. The Class B Shares rank subsequent to the Priority Equity Shares and prior to the Class A Shares with respect to such nominal liquidation entitlement on the dissolution, liquidation or winding-up of the Company.

Certain Provisions of the Priority Equity Shares

Dividends

The Company will pay, as and when declared by the Board of Directors, a fixed cumulative preferential monthly dividend of $0.05833 per Priority Equity Share to holders of Priority Equity Shares on the last day of each month (each a "Dividend Record Date"). From and after December 1, 2029,

assuming the Termination Date of the Company is extended beyond December 1, 2029, and in respect of each five year extension, if any, thereafter, the Company shall determine the rate of cumulative preferential monthly dividends to be paid on the Priority Equity Shares for the ensuing five year period. Such determination shall be made no later than September 30 (or the first business day thereafter, if September 30 is not a business day) of the year in which the otherwise scheduled Termination Date is extended (the "Extension Year"), failing which the then-applicable dividend rate shall continue to apply. The dividend rate will be announced by press release (which press release will also set out a Shareholder's entitlement to the Recurring Special Retraction Right in connection with the extension of the term of the Company).

Based on market conditions and the composition of the Portfolio, it is anticipated that such dividends will consist solely of Ordinary Dividends (as defined under "*Canadian Federal Income Tax Considerations – Tax Treatment of the Company*" below). Dividends that are declared by the Board of Directors will be payable to holders of Priority Equity Shares of record at 5:00 p.m. (local time in Toronto, Ontario) on the applicable Dividend Record Date, with payment being made within 15 days thereafter.

Regular monthly dividends were paid to holders of the Priority Equity Shares in each of the months during the Company's last fiscal year ended November 30, 2024.

Retraction Privileges

Priority Equity Shares may be surrendered at any time for retraction to Computershare Investor Services Inc. ("Computershare"), the Company's registrar and transfer agent, but will be retracted only as of the last business day of each month (a "Retraction Date"). Priority Equity Shares surrendered for retraction by a Shareholder at least 20 business days prior to a Retraction Date will be retracted and the holder will receive payment on or before the 15th business day following such Retraction Date (the "Retraction Payment Date"). If a holder of Priority Equity Shares makes such surrender after 5:00 p.m. (local time in Toronto, Ontario) on the 20th business day immediately preceding a Retraction Date, the Priority Equity Shares will be retracted on the Retraction Date in the following month and the holder will receive payment for the retracted Priority Equity Shares as of the Retraction Payment Date in respect of the Retraction Date in the following month.

Except as noted below, holders of Priority Equity Shares whose shares are surrendered for retraction will be entitled to receive a price per Priority Equity Share (the "Priority Equity Share Retraction Price") equal to the lesser of (i) $10.00; and (ii) 98% of the net asset value per Unit determined as of the Retraction Date less the cost to the Company of the purchase of a Class A Share in the market for cancellation. For this purpose, the cost of the purchase of a Class A Share will include the purchase price of the Class A Share and commissions and costs, if any, related to the liquidation of any portion of the common shares of the Bank or Permitted Repayment Securities to fund the purchase of the Class A Share (to a maximum of 1% of the net asset value per Unit). Any accrued or declared and unpaid dividends payable on or before a Retraction Date in respect of Priority Equity Shares tendered for retraction on such Retraction Date will be paid on or before the Retraction Payment Date. The 2% discount to net asset value per Unit so applied to retractions of Priority Equity Shares is payable to Quadravest. See "*Fees and Expenses*".

Shareholders also have an annual retraction right under which they may concurrently retract an equal number of Priority Equity Shares and Class A Shares on the Retraction Date in December in each year (the "December Retraction Date"). The price paid by the Company for such a concurrent retraction will be equal to the net asset value per Unit calculated as of such date.

As disclosed below under "*Description of the Shares of the Company – Resale of Shares Tendered for Retraction*", if a holder of Priority Equity Shares tendered for retraction has not withheld his, her or its consent thereto in the manner provided in the Retraction Notice (as defined below) delivered to CDS Clearing and Depository Services Inc. ("CDS") through a participant in the CDS book-entry system (a "CDS Participant"), the Company may, but is not obligated to, require a Recirculation Agent (as defined below) to use its best efforts to find purchasers for any Priority Equity Shares tendered for retraction prior to the relevant Retraction Payment Date pursuant to the applicable Recirculation Agreement (as defined below). In such event, the amount to be paid to the holder of the Priority Equity Shares on the Retraction Payment Date will be an amount equal to the proceeds of the sale of the Priority Equity Shares less any applicable commission. Such amount will not be less than the Priority Equity Share Retraction Price. Holders of Priority Equity Shares are free to withhold their consent to such treatment and to require the Company to retract their Priority Equity Shares in accordance with their terms.

Subject to the Company's right to require a Recirculation Agent (as defined below) to use its best efforts to find purchasers prior to the relevant Retraction Payment Date for any Priority Equity Shares tendered for retraction, any and all Priority Equity Shares which have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the Priority Equity Share Retraction Price is not paid on the Retraction Payment Date, in which event such Priority Equity Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described under "*Description of the Shares of the Company – Book-Entry System*" below. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Priority Equity Shares which are not retracted by the Company on the relevant Retraction Date.

If any Priority Equity Shares are tendered for retraction and are not resold in the manner described below under "*Description of the Shares of the Company – Resale of Shares Tendered for Retraction*", the Company will, prior to the Retraction Payment Date, purchase for cancellation that number of Class A Shares which equals the number of Priority Equity Shares so retracted. Any Class A Shares so purchased for cancellation will be purchased in the market.

Priority and Rating

The Priority Equity Shares rank in priority to the Class A Shares with respect to the payment of dividends and in priority to the Class A Shares and the Class B Shares with respect to the repayment of capital on the dissolution, liquidation or winding-up of the Company. The Priority Equity Shares have not been rated by any rating organization.

Certain Provisions of the Class A Shares

Dividends and other Distributions

The policy of the Board of Directors is to endeavour to declare and pay regular monthly dividends targeted to be $0.05 per Class A Share to yield 6.0% per annum on the original issue price. It is also the policy of the Board of Directors to pay dividends to the holders of Class A Shares in a year in an amount equal to all net realized capital gains, dividends and option premiums (other than option premiums in respect of options outstanding at year end) earned by the Company in such year (net of expenses, taxes and loss carry-forwards) that are in excess of the dividends paid on the Priority Equity Shares. Accordingly, if any amounts remain available for the payment of dividends after payment of the

dividends on the Priority Equity Shares and the regular monthly dividends on the Class A Shares, a special year-end dividend of such amount will be payable to holders of the Class A Shares of record on the last day of November in each year. Distributions paid on the Class A Shares may consist of Ordinary Dividends (as defined under "*Canadian Federal Income Tax Considerations – Tax Treatment of the Company*" below), capital gains dividends and non-taxable returns of capital**.**

No regular monthly dividends or other monthly distributions will be paid on the Class A Shares in any month as long as any dividends on the Priority Equity Shares are then in arrears or so long as the net asset value per Unit is equal to or less than $12.50.

Additionally, it is currently intended that no special year-end dividends will be paid if after payment of such a dividend the net asset value per Unit would be less than $20.00, unless the purpose of paying such a special dividend would be to reduce or eliminate the amount of net tax payable by the Company under the Tax Act for that year. Any dividends so declared would be payable in additional Class A Shares, and not in cash, and following the payment the Articles would be further amended to effect a share consolidation, so that after such payment, the Shareholder would hold the same number of Class A Shares as were held immediately prior to such payment. This share consolidation would also restore the net asset value per Unit to the same amount as immediately before the year end distribution.

The amount of dividends or other distributions in any particular month will be determined by the Board of Directors on the advice of Quadravest, having regard to the investment objectives of the Company, the net income and net realized capital gains of the Company during the month and in the year to date, the net income and net realized capital gains of the Company anticipated in the balance of the year, the net asset value per Unit and dividends or distributions paid in previous monthly periods.

Dividends or other distributions declared by the Board of Directors on the Class A Shares will be payable to holders of Class A Shares of record at 5:00 p.m. (local time in Toronto, Ontario) on the applicable Dividend Record Date with payment being made within 15 days thereafter.

No monthly dividends were paid to the holders of Class A Shares in each of the months during the Company's last fiscal year ended November 30, 2024, as the net asset value per Unit was equal to or less than $12.50 on the applicable dates of approval in such months.

Retraction Privileges

Class A Shares may be surrendered at any time for retraction to Computershare, but will be retracted only as of a Retraction Date. Class A Shares surrendered for retraction by a Shareholder at least 20 business days prior to a Retraction Date will be retracted and the holder will receive payment on or before the Retraction Payment Date. If a holder of Class A Shares makes such surrender after 5:00 p.m. (local time in Toronto, Ontario) on the 20th business day immediately preceding a Retraction Date, the Class A Shares will be retracted as of the Retraction Date in the following month and the holder will receive payment for the retracted Class A Shares as of the Retraction Payment Date in respect of the Retraction Date in the following month.

Except as noted below, holders of Class A Shares whose shares are surrendered for retraction will be entitled to receive a retraction price per Class A Share ("Class A Share Retraction Price") equal to 98% of the net asset value per Unit determined as of the Retraction Date less the cost to the Company of the purchase of a Priority Equity Share in the market for cancellation. For this purpose, the cost of the purchase of a Priority Equity Share will include the purchase price of the Priority Equity Share and commissions and costs, if any, related to the liquidation of any portion of the common shares of the Bank or Permitted Repayment Securities to fund the purchase of the Priority Equity Share (to a maximum of

1% of the net asset value per Unit). Any declared and unpaid dividends payable on or before a Retraction Date in respect of Class A Shares tendered for retraction on such Retraction Date will be paid on or before the Retraction Payment Date. The 2% discount to net asset value per Unit so applied to retractions of Class A Shares is payable to Quadravest. See "*Fees and Expenses*".

Shareholders also have an annual retraction right under which they may concurrently retract one Priority Equity Share and one Class A Share on the December Retraction Date in each year. The price paid by the Company for such a concurrent retraction will be equal to the net asset value per Unit calculated as of such date.

As disclosed below under "*Description of the Shares of the Company – Resale of Shares Tendered for Retraction*", if the holder of Class A Shares tendered for retraction has not withheld his, her or its consent thereto in the manner provided in the Retraction Notice delivered to CDS through a CDS Participant, the Company may, but is not obligated to, require a Recirculation Agent to use its best efforts to find purchasers for any Class A Shares tendered for retraction prior to the relevant Retraction Payment Date pursuant to the applicable Recirculation Agreement. In such event, the amount to be paid to the holder of the Class A Shares on the Retraction Payment Date will be an amount equal to the proceeds of the sale of the Class A Shares less any applicable commission. Such amount will not be less than the Class A Share Retraction Price. Holders of Class A Shares are free to withhold their consent to such treatment and to require the Company to retract their Class A Shares in accordance with their terms.

Subject to the Company's right to require a Recirculation Agent to use its best efforts to find purchasers prior to the relevant Retraction Payment Date for any Class A Shares tendered for retraction, any and all Class A Shares which have been surrendered to the Company for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the Class A Share Retraction Price is not paid on the Retraction Payment Date, in which event such Class A Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described under "*Description of the Shares of the Company – Book-Entry Only System*". Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Class A Shares which are not retracted by the Company on the relevant Retraction Date.

If any Class A Shares are tendered for retraction and are not resold in the manner described below under "*Description of the Shares of the Company – Resale of Shares Tendered for Retraction*", the Company will, prior to the Retraction Payment Date, purchase for cancellation that number of Priority Equity Shares which equals the number of Class A Shares so retracted. Any Priority Equity Shares so purchased for cancellation will be purchased in the market.

Priority

The Class A Shares rank subordinate to the Priority Equity Shares with respect to the payment of dividends and subordinate to the Priority Equity Shares and the Class B Shares with respect to the repayment of capital on the dissolution, liquidation or winding-up of the Company.

Term and Termination of the Company

Payments on Termination

All Priority Equity Shares and Class A Shares outstanding on the Termination Date will be redeemed by the Company on such date. Immediately prior to the Termination Date, the Company will, to the extent possible, convert the Portfolio to cash and will pay or make adequate provision for all of the Company's liabilities. Except in the case of an early termination following a Liquidation Event (as defined below), the Company will, after receipt of the net cash proceeds of the liquidation of the Portfolio, as soon as practicable after the Termination Date:

(a) distribute to the holders of the Priority Equity Shares an amount in respect of each Priority Equity Share to be redeemed equal to (i) the sum of (A) the lesser of (x) $10.00 and (y) the net asset value of the Company on the Termination Date, divided by the number of Priority Equity Shares then outstanding, plus (B) an amount equal to the accrued and unpaid dividends on each Priority Equity Share to but excluding the Termination Date, plus (ii) all declared and unpaid dividends on the Priority Equity Shares to but excluding the Termination Date;

(b) return the initial investment amount of $1,000 ($1.00 per Class B Share) to the Trust (as defined below) upon the redemption of the Class B Shares on the Termination Date;

(c) thereafter distribute to holders of the Class A Shares the remaining assets of the Company, if any, as soon as practicable after the Termination Date.

Early Termination Following a Liquidation Event

Subject to any applicable law, the Priority Equity Shares and the Class A Shares may in the discretion of Quadravest be redeemed by the Company on a date determined by the directors of the Company (the "Liquidation Date") following a Liquidation Event. For these purposes, a "Liquidation Event" means the receipt by the Company of a notice from the TSX that the Priority Equity Shares or the Class A Shares are to be delisted by the TSX, or if the net asset value of the Company on any date on which such net asset value is calculated is less than $5,000,000.

In the event a Liquidation Event occurs, the Company will (in addition to any obligation the Company may have under applicable law to issue an immediate press release and file a material change report in respect of such Liquidation Event), not less than 15 business days thereafter, issue an announcement (the "Liquidation Announcement") referencing such occurrence and stating whether the Company will exercise its discretion to elect early termination of the Company as a result of such Liquidation Event. The Company will (i) specify in the Liquidation Announcement the Liquidation Date, which shall not be less than 60 days nor more than 90 days following the date the Liquidation Announcement is made, (ii) provide notice to each person who is a registered holder of Priority Equity Shares or Class A Shares to be redeemed of the intention of the Company to redeem such Priority Equity Shares and Class A Shares on such Liquidation Date, and (iii) set out the manner and place or places within Canada at which such Priority Equity Shares and Class A Shares will be redeemed.

In the event the Company elects to redeem all issued and outstanding Priority Equity Shares and Class A Shares on a Liquidation Date, the Company shall pay:

(a) an amount in respect of each Priority Equity Share to be redeemed equal to the sum of (A) the sum of (x) the net asset value per Unit on the Liquidation Date multiplied by a fraction, the numerator of which is the volume weighted average trading price ("VWAP")

of the Priority Equity Shares calculated over the 20 trading days ending immediately prior to the Liquidation Announcement and the denominator of which is the aggregate VWAP of the Priority Equity Shares and the Class A Shares calculated over the 20 trading days ending immediately prior to the Liquidation Announcement plus (y) an amount equal to the accrued and unpaid dividends on each Priority Equity Share to but excluding the Liquidation Date, plus (B) all declared and unpaid dividends on a Priority Equity Share to be redeemed to but excluding the Liquidation Date; and

(b) an amount in respect of each Class A Share to be redeemed equal to the sum of (A) the net asset value per Unit on the Liquidation Date multiplied by a fraction, the numerator of which is the VWAP of the Class A Shares calculated over the 20 trading days ending immediately prior to the Liquidation Announcement and the denominator of which is the aggregate VWAP of the Class A Shares and the Priority Equity Shares calculated over the 20 trading days ending immediately prior to the Liquidation Announcement, plus (B) all declared and unpaid dividends on a Class A Share to be redeemed to but excluding the Liquidation Date.

Extensions of the Termination Date

The Termination Date of the Company may be extended after December 1, 2029 for a further period of five years and thereafter for additional successive periods of five years each as determined by the Board of Directors. In the event the Board of Directors elects to so extend the Termination Date, holders of Priority Equity Shares and Class A Shares shall have the right to retract such shares by exercising the Recurring Special Retraction Right. Not less than 60 days prior to a scheduled Termination Date, the Company shall provide notice to each person who is a registered holder of Priority Equity Shares or Class A Shares either of (i) the determination of the Board of Directors to extend the Termination Date for a further five year period, the rights of the holders of such shares to the Recurring Special Retraction Right, and the rate at which cumulative preferential cash dividends shall be paid on the Priority Equity Shares for the ensuing five year period; or (ii) the determination of the Board of Directors not to extend the Termination Date for a further five year period, in which event such notice shall set out the Termination Date, and the manner and place or places within Canada on which the Priority Equity Shares and Class A Shares will be redeemed on that Termination Date. The Company shall also issue a press release providing the same information on the date such notice is given to the registered holder or holders of Priority Equity Shares and Class A Shares.

Recurring Special Retraction Right

In the event that the Termination Date is extended in any Extension Year, each holder of Priority Equity Shares or Class A Shares shall have the right to retract such Priority Equity Shares or Class A Shares effective December 1 of such Extension Year (the "Recurring Special Retraction Right"). The price payable per Priority Equity Share so retracted shall be equal to (i) the sum of (A) the lesser of (x) $10.00 and (y) the net asset value of the Company calculated on November 30 of such Extension Year, divided by the number of Priority Equity Shares then outstanding, plus (B) an amount equal to the accrued and unpaid dividends on each Priority Equity Share to but excluding November 30 of such Extension Year, plus (ii) all declared and unpaid dividends thereon to but excluding November 30 of such Extension Year. The price payable per Class A Share so retracted shall be equal to the greater of (i) the net asset value per Unit calculated on November 30 of such Extension Year less $10.00, and (ii) zero. Holders of Priority Equity Shares or Class A Shares wishing to take advantage of the Recurring Special Retraction Right must surrender their Priority Equity Shares or Class A Shares for retraction no later than the close of business on November 1 of such Extension Year (or, if November 1 of such year is not a business day, on the immediately preceding business day). Payment of the retraction price per Priority Equity Share or Class A Share owing in respect of the exercise of the Recurring Special Retraction Right

will be made on or before December 15 of such Extension Year (or, if December 15 of such year is not a business day, on the immediately succeeding business day).

Special Redemption Right

Following any exercise of the Recurring Special Retraction Right, the Company shall have the right to redeem, on a pro rata basis, as at November 30 of the year in which the Recurring Special Retraction Right is exercised, such number of Priority Equity Shares (if more Class A Shares than Priority Equity Shares are tendered for redemption upon any exercise of the Recurring Special Retraction Right) or such number of Class A Shares (if more Priority Equity Shares than Class A Shares are tendered for redemption upon any exercise of the Recurring Special Retraction Right) as is required to achieve an equality in the number of outstanding Priority Equity Shares and Class A Shares (the "Special Redemption Right") at a price per Priority Equity Share equal to (i) the sum of (A) the lesser of (x) $10.00 and (y) the net asset value of the Company calculated on November 30 of the year in which the Recurring Special Retraction Right is exercised, divided by the number of Priority Equity Shares then outstanding, plus (B) an amount equal to the accrued and unpaid dividends on each Priority Equity Share to but excluding November 30 of such year, plus (ii) all declared and unpaid dividends thereon to but excluding November 30 of such year; and at a price per Class A Share equal to the greater of (i) the net asset value per Unit calculated on November 30 of the year in which the Recurring Special Retraction Right is exercised less $10.00, and (ii) zero (the "Applicable Special Redemption Price"). In connection with any exercise of this Special Redemption Right, the Company shall, at least seven days prior to November 30 of the year in which the Recurring Special Retraction Right is exercised, provide notice to each person who is a registered holder of Priority Equity Shares (in the case of a redemption of Priority Equity Shares) or a registered holder of Class A Shares (in the case of a redemption of Class A Shares) to be redeemed of the intention of the Company to redeem such Priority Equity Shares or Class A Shares, as the case may be, and of the manner and place or places within Canada at which such Priority Equity Shares or Class A Shares will be redeemed.

No later than December 15 of the year in which the Special Redemption Right is exercised, the Company shall pay or cause to be paid to or to the order of the registered holders of the Priority Equity Shares or Class A Shares to be redeemed, as the case may be, an amount per Priority Equity Share or Class A Share equal to the Applicable Special Redemption Price. Payment of the Applicable Special Redemption Price shall be made by cheque(s) of the Company drawn on a Canadian chartered bank or a trust company incorporated under or governed by the laws of Canada or of a Province of Canada and payable to the holders thereof in lawful money of Canada at par at any branch in Canada of such bank or trust company or in any other manner acceptable to the Company and a registered holder of Priority Equity Shares or Class A Shares, as the case may be. The mailing of such a cheque to a registered holder of Priority Equity Shares or Class A Shares from the Company's registered office or the principal office in Toronto of the registrar for the Priority Equity Shares or Class A Shares shall be deemed to be payment in accordance with these requirements and shall satisfy and discharge all liability in respect of such Applicable Special Redemption Price to the extent of the amount represented by such cheque, unless such cheque is not paid on due presentation. From and after November 30 of such year, the holders of the Priority Equity Shares or Class A Shares called for redemption shall cease to be entitled to dividends or to exercise any rights as Shareholders of the Company in respect of such Shares except the right to receive the Applicable Special Redemption Price; provided that if payment of such Applicable Special Redemption Price is not made in accordance with the provisions hereof, then the rights of the holders of the Priority Equity Shares or Class A Shares shall remain unimpaired.

Subdivision or Consolidation of the Priority Equity Shares or the Class A Shares

The Company shall have the right to further amend its articles of incorporation to provide for a subdivision or consolidation of the Priority Equity Shares or the Class A Shares to the extent that the

Manager advises the Company that it considers such subdivision or consolidation necessary or advisable in connection with any implementation of the Recurring Special Retraction Right, so as to ensure that after such implementation an equal number of Priority Equity Shares and Class A Shares remain outstanding

Resale of Shares Tendered for Retraction

The Company has entered into a recirculation agreement dated July 27, 2007 (the "2007 Recirculation Agreement") with CIBC World Markets Inc. ("CIBC") and Computershare and a recirculation agreement dated December 3, 2019 (the "2019 Recirculation Agreement" and, together with the 2007 Recirculation Agreement, the "Recirculation Agreements") with National Bank Financial Inc. ("NBF" and, together with CIBC, the "Recirculation Agents") and Computershare. Pursuant to their respective Recirculation Agreements, each Recirculation Agent has agreed to use its best efforts to find purchasers for any Priority Equity Shares or Class A Shares tendered for retraction prior to the relevant Retraction Payment Date, provided that the holder of the Priority Equity Shares or Class A Shares so tendered has not withheld consent thereto. The Company is not obligated to require a Recirculation Agent to seek such purchasers but may elect to do so. In the event that a purchaser for such Priority Equity Shares or Class A Shares is found in this manner, the notice of retraction shall be deemed to have been withdrawn prior to the relevant Retraction Date and the Priority Equity Shares or Class A Shares shall remain outstanding. The amount to be paid to the holder of the Priority Equity Shares or Class A Shares on the relevant Retraction Payment Date will be an amount equal to the proceeds of the sale of the Priority Equity Shares or Class A Shares less any applicable commission. Such amount will not be less than the applicable Priority Equity Share Retraction Price or Class A Share Retraction Price, as the case may be. Accordingly, the proceeds of the sale of the tendered securities by a Recirculation Agent must be equal to or exceed the applicable Priority Equity Share Retraction Price or the Class A Share Retraction Price.

Suspension of Retractions or Redemptions

The Company may suspend the retraction or redemption of Priority Equity Shares and Class A Shares or payment of retraction or redemption proceeds during any period when normal trading is suspended on one or more stock exchanges on which the common shares of the Bank are listed or, with the prior permission of the Ontario Securities Commission, for any period not exceeding 120 days during which the Company determines that conditions exist which render impractical the sale of assets of the Company or which impair the ability of the Company to determine the value of the assets of the Company. The suspension may apply to all requests for retraction received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All Shareholders making such requests shall be advised by the Company of the suspension and that the retraction will be effected at a price determined on the first Valuation Date (as defined herein) following the termination of the suspension. All such Shareholders shall have and shall be advised that they have the right to withdraw their requests for retraction. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over the Company, any declaration of suspension made by the Company shall be conclusive.

Book-Entry Only System

Registration of interests in and transfers of the Priority Equity Shares and Class A Shares will be made only through a book-entry system administered by CDS (the "book-entry only system"). Priority

Equity Shares and Class A Shares must be purchased, transferred and surrendered for retraction or redemption through a CDS Participant. All rights of a beneficial owner of Priority Equity Shares or Class A Shares must be exercised through, and all payments or other property to which such beneficial owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Priority Equity Shares or Class A Shares. Upon purchase of any Priority Equity Shares or Class A Shares, the beneficial owner will receive only the customary confirmation. References in this Annual Information Form to a holder of Priority Equity Shares or Class A Shares means, unless the context otherwise requires, the owner of the beneficial interest in such shares.

The ability of a beneficial owner of Priority Equity Shares or Class A Shares to pledge such shares or otherwise take action with respect to such owner's interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

A beneficial owner of Priority Equity Shares or Class A Shares who desires to exercise its retraction privileges thereunder must do so by causing a CDS Participant to deliver to CDS (at its office in the City of Toronto) on behalf of the beneficial owner a written notice of the beneficial owner's intention to retract shares, no later than 5:00 p.m. (local time in Toronto, Ontario) on the relevant notice date. An owner who desires to retract Priority Equity Shares or Class A Shares should ensure that the CDS Participant is provided with notice (the "Retraction Notice") of his, her or its intention to exercise its retraction privilege sufficiently in advance of the relevant notice date so as to permit the CDS Participant to deliver notice to CDS by the required time. The Retraction Notice will be available from a CDS Participant or Computershare, the Company's transfer agent and registrar. Any expense associated with the preparation and delivery of Retraction Notices will be for the account of the beneficial owner exercising the retraction privilege.

By causing a CDS Participant to deliver to CDS a notice of the beneficial owner's intention to retract shares, a beneficial owner shall be deemed to have irrevocably surrendered its shares for retraction and appointed such CDS Participant to act as his, her or its exclusive settlement agent with respect to the exercise of the retraction privilege and the receipt of payment in connection with the settlement of obligations arising from such exercise.

Any Retraction Notice which CDS determines to be incomplete, not in proper form or not duly executed shall for all purposes be void and of no effect, and the retraction privilege to which it relates shall be considered for all purposes not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with the beneficial owner's instructions will not give rise to any obligations or liability on the part of the Company to the CDS Participant or the beneficial owner.

The Company has the option to terminate registration of the Priority Equity Shares or Class A Shares through the book-entry only system, in which case certificates for Priority Equity Shares or Class A Shares, as the case may be, in fully registered form would be issued to beneficial owners of such shares, or their nominees.

Meetings of Shareholders

Except as required by law or set out below, holders of Priority Equity Shares and Class A Shares will not be entitled to receive notice of, to attend or to vote at any meeting of shareholders of the Company.

Acts Requiring Shareholder Approval

The following matters require the approval of the holders of Priority Equity Shares and Class A Shares by a two-thirds majority vote (other than matters referred to in paragraphs (c), (l) and (m), which require approval of a simple majority vote) at a meeting called and held for such purpose: (a) a change in the fundamental investment objectives and strategy of the Company; (b) a change in the investment restrictions of the Company as described under "*Investment Restrictions*"; (c) the entering into by the Company of transactions involving derivatives, other than the use of derivatives as described in this Annual Information Form and any other use of derivatives permitted under NI 81-102; (d) any change in the basis of calculating fees or other expenses that are charged to the Company which could result in an increase in charges to the Company; (e) the introduction of a fee or expense to be charged to the Company or directly to Shareholders by the Company or Quadravest in connection with the holding of securities of the Company that could result in an increase in charges to the Company or its Shareholders; (f) the approval of the appointment of a successor to Quadravest as manager following the resignation of Quadravest unless an affiliate is appointed; (g) the removal of Quadravest as manager and the appointment of a successor in the event Quadravest is insolvent, or is in breach or default of its obligations under the Management Agreement (as defined below) and such breach or default is not cured within 30 days of notice of such breach or default being given to Quadravest; (h) the approval of any other change of manager of the Company unless an affiliate of Quadravest becomes the manager; (i) the approval of the assignment of the Investment Management Agreement by Quadravest, except to an affiliate; (j) the confirmation of the appointment of a successor to Quadravest as investment manager in the event the Company terminates the Investment Management Agreement unless an affiliate is appointed; (k) the approval of the termination of the Investment Management Agreement by Quadravest, unless the reason for such termination is (i) a material breach or default by the Company of its obligations under the Investment Management Agreement where notice of such breach or default has been provided by Quadravest to the Company and it remains uncured for 30 days, or (ii) there has been a material change to the fundamental investment objectives, strategies or criteria of the Company; (l) a decrease in the frequency of calculating the net asset value; (m) a change of the auditor of the Company, unless such change does not require Shareholder approval under applicable securities legislation; (n) any merger of the Company for which Shareholder approval under NI 81-102 would be required; (o) an amendment, modification or variation in the provisions or rights attaching to the Priority Equity Shares, Class A Shares or Class B Shares; and (p) any other change for which the approval of the holders of the Priority Equity Shares and the Class A Shares is required under the provisions of the *Business Corporations Act* (Ontario).

Each Priority Equity Share and Class A Share will have one vote at such a meeting and will not vote separately as a class in respect of any vote taken (except for a vote in respect of the matters referred to in paragraphs (a), (b), (i) and (o) above and any other matters referred to above if a class is affected by the matter in a manner different from the other classes of shares of the Company). Ten percent of the outstanding Priority Equity Shares and Class A Shares, respectively, represented in person or by proxy at the meeting will constitute a quorum. If no quorum is present, the holders of Priority Equity Shares and Class A Shares then present will constitute a quorum at an adjourned meeting.

Reporting to Shareholders

The Company will deliver (or, if permitted by law, make available) to each Shareholder annual and semi-annual financial statements of the Company, annual and semi-annual management reports of fund performance and such additional or other statements or reports as may be required by law. Each Shareholder will be mailed annually, no later than February 28, information necessary to enable such Shareholder to complete an income tax return with respect to amounts paid or payable by the Company in respect of the preceding calendar year.

VALUATION OF PORTFOLIO SECURITIES

The net asset value of the Company is calculated by RBC Investor Services Trust ("RBC Trust") as of each Retraction Date and as of the 15th day of each month or if the 15th day of each month is not a business day then the immediately preceding business day (each, a "Valuation Date") by subtracting the aggregate amount of the Company's liabilities from its total assets. The Company's assets are valued in accordance with any requirements of law, including National Instrument 81-106 *Investment Fund Continuous Disclosure* ("NI 81-106"), and the following valuation principles of RBC Trust:

(a) the value of any cash on hand, on deposit or on call, prepaid expenses, cash dividends declared and interest accrued and not yet received, shall be deemed to be the face amount thereof, unless RBC Trust determines that any such deposit or call loan is not worth the face amount thereof, in which event the value thereof shall be deemed to be such value as RBC Trust determines to be the reasonable value thereof;

(b) the value of any bonds, debentures, and other debt obligations shall be valued by taking the average of the bid and ask prices on a Valuation Date at such times as RBC Trust, in its discretion, deems appropriate. Short-term investments including notes and money market instruments shall be valued at cost plus accrued interest;

(c) the value of any security, index futures or index options thereon which is listed on any recognized exchange shall be determined by the sale price at the time of valuation or, if there is no sale price, the average between the bid and the asked price on the day on which the net asset value of the Company is being determined, all as reported by any report in common use or authorized as official by a recognized stock exchange; provided that if such stock exchange is not open for trading on that date, then on the last previous date on which such stock exchange was open for trading;

(d) the value of any security or other asset for which a market quotation is not readily available shall be its fair market value as determined by RBC Trust;

(e) the value of any security, the resale of which is restricted or limited, shall be the lesser of the value thereof based on reported quotations in common use and that percentage of the market value of securities of the same class, the trading of which is not restricted or limited by reason of any representation, undertaking or agreement or by law, equal to the percentage that the Company's acquisition cost was of the market value of such securities at the time of acquisition; provided that a gradual taking into account of the actual value of the securities may be made where the date on which the restriction will be lifted is known;

(f) purchased or written clearing corporation options, options on futures, over-the-counter options, debt-like securities and listed warrants shall be valued at the current market value thereof;

(g) where a covered clearing corporation option, option on futures or over-the-counter option is written, the premium received by the Company shall be reflected as a deferred credit which shall be valued at an amount equal to the current market value of the clearing corporation option, option on futures or over-the-counter option that would have the effect of closing the position. Any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the net asset value of the Company. The securities, if any, which are the

subject of a written clearing corporation option, or over-the-counter option shall be valued at their then current market value;

(h) the value of a futures contract, or a forward contract, shall be the gain or loss with respect thereto that would be realized if, at the time of valuation, the position in the futures contract, or the forward contract, as the case may be, were to be closed out unless daily limits are in effect in which case fair value shall be based on the current market value of the underlying interest;

(i) margin paid or deposited in respect of futures contracts and forward contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin;

(j) all assets of the Company valued in a foreign currency and all liabilities and obligations of the Company payable by the Company in foreign currency shall be converted into Canadian funds by applying the rate of exchange obtained from the best available sources to RBC Trust including, but not limited to, RBC Trust or any of its affiliates; and

(k) all expenses or liabilities (including fees payable to Quadravest) of the Company shall be calculated on an accrual basis.

The value of any security or property to which, in the opinion of RBC Trust, the above valuation principles cannot be applied (whether because no price or yield equivalent quotations are available as above provided, or for any other reason) shall be the fair value thereof determined in such manner as RBC Trust from time to time provides. Quadravest does not have the discretion to require RBC Trust to deviate from these valuation principles.

CALCULATION OF NET ASSET VALUE

The net asset value per Unit is the amount obtained by dividing the net asset value of the Company as of a particular Valuation Date by the total number of Units outstanding on that date. The net asset value per Unit, as of the most recent mid-month or month-end Valuation Date, will be provided by Quadravest to Shareholders on request and will be available electronically at any time to Shareholders at www.TDbSplit.com.

PURCHASES AND SWITCHES

Priority Equity Shares and Class A Shares are not currently being offered. There are no applicable switch rights.

RETRACTIONS AND REDEMPTIONS

Retraction and redemption rights are discussed above under "*Description of the Shares of the Company ─ Certain Provisions of the Priority Equity Shares*" and "*─ Certain Provisions of the Class A Shares*".

MANAGEMENT OF THE COMPANY

Directors and Officers of the Company

The following are the names, municipalities of residence, office and principal occupations of the directors and officers of the Company.

Name and Municipality of Residence	Office	Principal Occupation
S. WAYNE FINCH[(1)] Caledon, Ontario	Chairman, President, Chief Executive Officer and Director	Chief Executive and Chief Investment Officer, Quadravest Capital Management Inc.
LAURA L. JOHNSON Oakville, Ontario	Secretary and Director	Chief Investment Strategist and Portfolio Manager, Quadravest Capital Management Inc.
PETER F. CRUICKSHANK Oakville, Ontario	Director	Director, Quadravest Capital Management Inc.
SILVIA GOMES Mississauga, Ontario	Chief Financial Officer	Chief Financial Officer and Chief Compliance Officer, Quadravest Capital Management Inc.
MICHAEL W. SHARP[(1)] Toronto, Ontario	Director	Retired Partner, Blake, Cassels & Graydon LLP
JOHN D. STEEP[(1)] Stratford, Ontario	Director	President, S Factor Consulting Inc.

(1) Member of the Audit Committee.

Other than as follows, all of the directors and officers of the Company have held the same principal occupation for the five years preceding the date hereof. Ms. Johnson was appointed Chief Investment Strategist of Quadravest in August 2021; Ms. Gomes was appointed as Chief Compliance Officer of Quadravest in May 2021; and Mr. Cruickshank was Chief Compliance Officer of Quadravest from 2000 until Ms. Gomes' appointment in May 2021.

The Manager

Pursuant to an agreement between the Company and Quadravest Inc. dated July 27, 2007, assigned to Quadravest effective June 1, 2010 (the "Management Agreement"), Quadravest is the manager of the Company and, as such, is responsible for providing or arranging for administrative services required by the Company including, without limitation, authorizing the payment of operating expenses incurred on behalf of the Company; preparing financial statements and financial and accounting information as required by the Company; ensuring that Shareholders are provided with such financial statements (including semi-annual and annual financial statements) as they have requested and such other reports as are from time to time required by applicable law; ensuring that the Company complies with regulatory requirements and applicable stock exchange listing requirements; preparing the Company's reports to Shareholders and the Canadian securities regulatory authorities; determining the amount of

dividends to be paid by the Company; and negotiating contractual agreements with third-party providers of services, including registrars, transfer agents, auditor and printers.

Quadravest as manager is required to exercise the powers and discharge the duties of its office under the Management Agreement honestly, in good faith and in the best interests of Shareholders and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent manager would exercise in similar circumstances. The Management Agreement provides that Quadravest will not be liable in any way for any default, failure or defect in or diminution in the value of any of the securities held by the Company if it has satisfied the standard of care, diligence and skill set forth above. Quadravest will incur liability for wilful misconduct, bad faith, negligence or other breach of this standard of care.

Quadravest may resign as manager upon 60 days' notice to Shareholders and the Company or such lesser notice as the Company may accept. If Quadravest so resigns it may appoint its successor, but its successor must be approved by Shareholders unless it is an affiliate of Quadravest. If Quadravest commits certain events of bankruptcy or insolvency or is in material breach or default of its obligations under the Management Agreement and such breach or default has not been cured within 30 days after notice of same has been given to Quadravest, the Company shall give notice thereof to Shareholders and the Shareholders may remove Quadravest as manager and appoint a successor. Except as described above, Quadravest cannot be terminated as manager of the Company.

Quadravest is entitled to fees for its services under the Management Agreement as described under "*Fees and Expenses*" and will be reimbursed for all reasonable costs and expenses incurred by it on behalf of the Company. In addition, Quadravest and each of its directors, officers, employees and agents will be indemnified by the Company under the Management Agreement from and against all legal fees, judgments and amounts paid in settlement, actually and reasonably incurred by Quadravest or any of its officers, directors, employees or agents in the exercise of its duties as manager, unless those fees, judgments or amounts paid in settlement were incurred as a result of a breach by Quadravest of the standard of care described above and provided the Company has reasonable grounds to believe that the action or inaction that caused the payment of fee, judgment or amount paid in settlement was in the best interests of the Company.

The management services of Quadravest under the Management Agreement are not exclusive and nothing in the Management Agreement prevents Quadravest from providing similar management services to other investment funds and other clients (whether or not their investment objectives and policies are similar to those of the Company) or from engaging in other activities. For a list of the directors and officers of Quadravest, see "*Management of the Company – The Investment Manager*".

The Investment Manager

Quadravest will manage the Company's investment portfolio in a manner consistent with the investment objectives, strategy and criteria of the Company pursuant to an agreement (the "Investment Management Agreement") between the Company and Quadravest dated July 27, 2007. Investment assets are generally managed by Quadravest to meet specific absolute return objectives rather than taking on the additional risk of targeting relative returns. As a result of the dual focus of absolute returns and capital preservation, Quadravest is able to adopt a more defensive approach in implementing its investment strategies than would be the case if it focused on relative returns. Quadravest relies on fundamental analysis in managing equity portfolios, such that it focuses on a company's earnings history, relative price- earnings multiple, cash flow, dividend yield, market position and growth prospects.

Directors and Officers of Quadravest

The name and municipality of residence of each of the directors and officers of Quadravest are as set out below.

Name and Municipality of Residence	**Office**
S. WAYNE FINCH Caledon, Ontario	Chairman, President, Secretary, Chief Executive Officer, Chief Investment Officer and Director
LAURA L. JOHNSON Oakville, Ontario	Chief Investment Strategist and Portfolio Manager
PETER F. CRUICKSHANK Oakville, Ontario	Director
SILVIA GOMES Mississauga, Ontario	Chief Financial Officer and Chief Compliance Officer

Wayne Finch is the Chairman and Chief Investment Officer of Quadravest. Mr. Finch has over 38 years of experience in designing and managing investment portfolios. Prior to forming Quadravest in 1997, Mr. Finch was Vice-President and a portfolio manager of a number of publicly traded investment vehicles employing investment strategies similar to those of the Company, and prior to that was a portfolio manager in the treasury operations of a major Canadian trust company where he managed a number of common and preferred share portfolios and mutual funds.

Laura L. Johnson is the Chief Investment Strategist and Portfolio Manager of Quadravest. Ms. Johnson has over 32 years of experience in the financial services industry, including extensive experience with investment products employing investment strategies similar to those of the Company. Ms. Johnson has significant experience in structured finance, equity, fixed income and option areas.

Peter F. Cruickshank is a Director of Quadravest and was the Chief Financial Officer of Quadravest from 2000 to 2018. Mr. Cruickshank is a Chartered Professional Accountant, Chartered Accountant who has spent the last 39 years of his career in the investment industry. Prior to joining Quadravest, he was a director and the chief financial officer of another investment management firm from 1986 to 1999.

Silvia Gomes is the Chief Financial Officer and Chief Compliance Officer of Quadravest. Ms. Gomes is a Chartered Professional Accountant, Chartered Accountant and has been with Quadravest since 2016. Prior to her current position, Ms. Gomes was Director of Accounting and Finance at Quadravest. Prior to joining Quadravest, Ms. Gomes held the role of Director, Accounting Policy at RBC and also worked at PricewaterhouseCoopers from 2005 to 2015, where she held progressive roles including senior manager in the asset management practice.

Investment Management Agreement

The services to be provided by Quadravest pursuant to the Investment Management Agreement will include the making of all investment decisions for the Company and managing the Company's call option writing, all in accordance with the investment objectives, strategy and criteria of the Company. Decisions as to the purchase and sale of securities for the Company and as to the execution of all portfolio and other transactions will be made by Quadravest. In the purchase and sale of securities for the Company

and the writing of option contracts, Quadravest will seek to obtain overall services and prompt execution of orders on favourable terms.

Under the Investment Management Agreement, Quadravest is required to act at all times on a basis which is fair and reasonable to the Company, to act honestly and in good faith with a view to the best interests of the Shareholders and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent portfolio manager would exercise in comparable circumstances. The Investment Management Agreement provides that Quadravest will not be liable in any way for any default, failure or defect in or diminution in the value of any of the securities in the Portfolio if it has satisfied the standard of care, diligence and skill set forth above. Quadravest will incur liability for any breach of this standard of care.

The Investment Management Agreement, unless terminated as described below, will continue in effect until the final redemption of the Priority Equity Shares and Class A Shares on the Termination Date. The Company may terminate the Investment Management Agreement prior to the Termination Date if Quadravest has committed certain events of bankruptcy or insolvency or is in material breach or default of the provisions of the agreement and such breach has not been cured within 30 days after notice of the breach has been given to Quadravest. Otherwise, Quadravest cannot be terminated as investment manager of the Company.

Except as set out below, Quadravest may not terminate the Investment Management Agreement or assign the same except to an affiliate of Quadravest, without Shareholder approval. Quadravest may terminate the Investment Management Agreement if the Company is in material breach or default of the provisions thereof and such breach or default has not been cured within 30 days of notice of the breach or default to the Company or if there is a material change in the fundamental investment objectives, strategy or criteria of the Company.

If the Investment Management Agreement is terminated, the Board of Directors will promptly appoint a successor investment manager to carry out the activities of Quadravest until a meeting of Shareholders is held to confirm such appointment.

Quadravest is entitled to fees for its services under the Investment Management Agreement as described under "*Fees and Expenses*" and will be reimbursed for all reasonable costs and expenses incurred by it on behalf of the Company. In addition, Quadravest and each of its directors, officers, employees and agents will be indemnified by the Company under the Investment Management Agreement from and against all legal fees, judgments and amounts paid in settlement, actually and reasonably incurred by Quadravest or any of its officers, directors, employees or agents in the exercise of its duties as investment manager, unless those fees, judgments or amounts paid in settlement were incurred as a result of a breach by Quadravest of the standard of care described above and provided the Company has reasonable grounds to believe that the action or inaction that caused the payment of the fee, judgment or amount paid in settlement was in the best interests of the Company.

Registrar, Transfer Agent, Custodian and Auditor

Pursuant to a Transfer Agent, Registrar and Dividend Disbursing Agreement dated July 27, 2007, Computershare, at its principal office in Toronto, has been appointed the registrar and transfer agent for the Priority Equity Shares and the Class A Shares and is responsible for assisting the Company in disbursing dividends and other distributions to holders of the Priority Equity Shares and the Class A Shares.

Pursuant to an agreement (the "Custodian Agreement") dated October 29, 2024, RBC Trust was re-appointed as the custodian of the assets of the Company. RBC Trust is, in addition to acting as custodian, also responsible for certain aspects of the day-to-day administration of the Company, including processing retractions, calculating net asset value and maintaining the fund valuation books and records of the Company. The address of RBC Trust is 155 Wellington Street West, Toronto, Ontario M5V 3L3, Attention: Director, Client Service & Solutions – Funds. RBC Trust will not have any responsibility or liability for any assets of the Company which it does not directly hold or have control over (including through its sub-custodians), including, without limitation, any assets of the Company pledged to a counterparty pursuant to derivatives transactions entered into by the Company, if any. RBC Trust is entitled to receive fees from the Company and to be reimbursed for all expenses and liabilities which are properly incurred by RBC Trust in connection with the activities of the Company.

The auditor of the Company is PricewaterhouseCoopers LLP, Chartered Professional Accountants, PwC Tower, 18 York Street, Suite 2500, Toronto, Ontario M5J 0B2. PricewaterhouseCoopers LLP has prepared an independent auditor's report dated February 20, 2025 in respect of the Company's financial statements for its fiscal year ended November 30, 2024. PricewaterhouseCoopers LLP has advised that it is independent with respect to the Company within the meaning of the Chartered Professional Accountants of Ontario CPA Code of Professional Conduct.

CONFLICTS OF INTEREST

Principal Holders of Securities

All of the issued and outstanding Class B Shares of the Company are owned by TDb Split Corp. Holding Trust (the "Trust"), of which S. Wayne Finch is the trustee and the beneficiaries of which include the holders of the Priority Equity Shares and Class A Shares from time to time. As a result, any amount payable in respect of the redemption of Class B Shares on the Termination Date will be paid to the holders of the Priority Equity Shares and Class A Shares on such date. The Class B Shares are held in escrow by RBC Trust pursuant to an agreement dated July 27, 2007 (the "Escrow Agreement") between the Trust, RBC Trust and the Company and will not be disposed of or dealt with in any manner until all the Priority Equity Shares and Class A Shares have been retracted or redeemed, except in certain circumstances contemplated by the Escrow Agreement.

Affiliated Entities

Except as disclosed in this Annual Information Form, no affiliated entities provide services to the Company.

Manager and Investment Manager

Quadravest is engaged in a variety of management, investment management and other business activities. The services of Quadravest under the Management Agreement and Investment Management Agreement are not exclusive and nothing in those agreement prevents Quadravest or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives, strategies and policies are similar to those of the Company) or from engaging in other activities. Quadravest's investment decisions for the Company will be made independently of those made for its other clients and independently of its own investments. However, on occasion, Quadravest may make the same investment for the Company and for one or more of its other clients. If the Company and one or more of the other clients of Quadravest are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

Quadravest will receive the fees described under "*Fees and Expenses*" for its services to the Company as manager and investment manager and will be reimbursed by the Company for all expenses incurred in connection with the operation and administration of the Company. S. Wayne Finch controls Quadravest Inc., which in turn owns all of the voting shares of Quadravest.

Insider Reporting

Quadravest and Quadravest Inc. have each undertaken to file, and have agreed to cause their directors and senior officers to file, insider trading reports as if the Company was not a mutual fund, in accordance with applicable securities legislation in respect of trades made by it or those directors and senior officers in shares of the Company.

The senior officers and directors of the Company have also undertaken to file insider trading reports, as if the Company was not a mutual fund, in accordance with applicable provincial securities legislation, for themselves. The Company has undertaken that it will not elect or appoint any person in the future as a senior officer or director unless such person undertakes to file insider trading reports as if the Company was not a mutual fund, in accordance with applicable provincial securities legislation and to deliver to the applicable Canadian Securities Administrators an undertaking to file insider trading reports in accordance with applicable provincial securities legislation. The foregoing undertakings shall remain in full force until such time as, in the case of the undertaking of Quadravest and Quadravest Inc., the voting shares of the Company are not controlled directly or indirectly by Mr. Finch; in the case of the undertakings of a director or senior officer of the Company, such person ceases to be a director or officer of the Company; or in each case all of the Priority Equity Shares and Class A Shares have been redeemed or retracted.

Brokerage Arrangements

When the services and prices offered by more than one broker or dealer are comparable and satisfy best execution criteria, Quadravest may choose to effect portfolio transactions with brokers and dealers who provide services such as research, statistical data, financial and economic databases and other similar services. The following companies have provided financial information services that Quadravest uses as part of its investment decision making process and remuneration for these services was paid through brokerage commissions on trades executed by the Company under "client commissions arrangements" (also known as "soft dollar arrangements"): Dow Jones & Company, Inc., ICE Data Indices LLC, NYSE Market (DE), Inc., Options Price Reporting Authority and TSX Inc.

FEES AND EXPENSES

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 Company's net asset value calculated as at the last Valuation Date in each month. The Company will also pay any goods and services taxes or harmonized sales taxes applicable to this administration fee.

In respect of Priority Equity Shares and Class A Shares retracted on a monthly Retraction Date, other than the December Retraction Date in each year, Shareholders receive a retraction price equal to 98% of the net asset value per Unit determined as of the applicable Retraction Date, less the costs to the Company of purchasing a Priority Equity Share or Class A Share, as the case may be, in the market for cancellation and less other applicable costs. Quadravest is paid the 2% discount to net asset value per Unit for Shares retracted on such monthly Retraction Date.

Pursuant to the terms of the Investment Management Agreement, Quadravest is entitled to a management fee payable monthly in arrears at an annual rate equal to 0.55% of the Company's net asset value calculated as at the last Valuation Date in each month. The Company will pay any goods and services taxes or harmonized sales taxes applicable to this management fee.

The Company will pay for all other expenses incurred in connection with the operation and administration of the Company, estimated to be approximately $220,000, including harmonized sales tax, per annum (excluding all commissions and other costs of Portfolio transactions and expenses relating to the issue of Shares for which the Company is also responsible). These expenses are expected to include, without limitation, valuation and administration services fees; fees payable to the Company's custodian for acting as custodian of the assets of the Company and performing certain administrative services under the Custodian Agreement; fees payable to the Company's registrar and transfer agent with respect to the Priority Equity Shares and Class A Shares; fees payable to the auditor and legal advisors of the Company; fees payable to the independent directors of the Company and the Company's IRC; premiums for directors' and officers' insurance coverage for the directors and officers of the Company and the members of the IRC; costs and expenses of preparing financial and other reports; costs of reporting to Shareholders, including mailing and printing expenses for periodic reports to Shareholders; expenses related to compliance with NI 81-107; regulatory filing and stock exchange fees (including any such fees payable by Quadravest in respect of the services it provides to the Company); costs and expenses arising as a result of complying with all applicable laws, regulations and policies including expenses and costs incurred in connection with continuous public filing requirements; fees payable to CDS; any taxes payable by the Company to which the Company may be subject, including income taxes and sales taxes; extraordinary expenses that the Company may incur; all amounts paid on account of indebtedness of the Company; and expenditures incurred upon the dissolution of the Company. Such expenses will also include expenses of any action, suit or other proceedings in which or in relation to which: (a) Quadravest or its directors, officers, employees or agents; or (b) the Company's custodian, or its affiliates, subsidiaries or agents, or their respective directors, officers and employees are entitled to indemnity by the Company.

FUND GOVERNANCE

The Board of Directors has overall responsibility for the Company's corporate governance, as with all corporations. Three of the six directors of the Company are neither officers, directors or employees of Quadravest. The auditor is independent of the Company and Quadravest, as are Computershare and RBC Trust.

Independent Review Committee

In accordance with the requirements of National Instrument 81-107 *Independent Review Committee for Investment Funds* ("NI 81-107"), Quadravest has established an independent review committee ("IRC") consisting of Messrs. Sharp and Steep, two of the independent directors of the Company, and Mr. Gordon A. M. Currie, who acts as the chair of the IRC. In accordance with NI 81-107, Mr. Sharp was appointed to the IRC effective December 5, 2022 in order to fill a vacancy. Quadravest has established a single IRC which is responsible for all of the public investment funds which it manages.

Mr. Currie was the Executive Vice President and Chief Legal Officer of George Weston Limited, which he joined in 2005. Prior to that, he was the General Counsel of Direct Energy, the North American subsidiary of Centrica plc. Prior to that, he was a partner at Blake, Cassels & Graydon LLP, specializing in securities law, having joined the firm in 1983. Mr. Sharp is a retired partner of Blake, Cassels & Graydon LLP, where he was a partner for over 20 years prior to retiring in 2019. Mr. Steep is currently

the President of S Factor Consulting Inc. Prior to retiring in 2002, Mr. Steep spent over 30 years in the financial services business and retired as a Senior Vice-President at a major Canadian chartered bank.

Under NI 81-107, Quadravest must refer conflict of interest matters for review or approval to the IRC, and imposes obligations upon Quadravest to establish written policies and procedures for dealing with conflict of interest matters, to maintain records in respect of these matters and to provide assistance to the IRC in carrying out its functions. Each of the executive officers of Quadravest work with the IRC in respect of these matters.

The IRC conducts regular assessments and provides reports to Quadravest and to Shareholders in respect of its functions. Annual reports are filed on SEDAR+ and posted on the Company's website. Upon request made by a Shareholder, the Company will deliver a copy of the most recent of such annual reports of the IRC to such Shareholder without charge.

Members of the IRC currently receive compensation of $15,000 per annum ($25,000 per annum for the chair of the IRC) plus reimbursement of expenses, in addition to harmonized sales tax, as applicable. Annual compensation is apportioned among the various funds for which the IRC acts, including the Company, in Quadravest's discretion. During the fiscal year of the Company ended November 30, 2024, $4,064, plus harmonized sales tax, as applicable, of such compensation in the aggregate was allocated to the Company. During such period, no reimbursement of expenses was made to the IRC members.

Use of Derivatives

Derivatives are used by the Company, principally exchange-traded options which are used in connection with the Company's covered call option writing program. They are not used for speculative purposes or for leverage. Derivatives must be used in compliance with the detailed rules in NI 81-102 which are designed to minimize counterparty risk and to ensure that the derivatives use is not speculative or involve the Company in leverage. The effective derivatives exposure of the Company, if any, is monitored by Quadravest on an on-going basis and any margin required in connection with the Company's derivatives positions is held by, and derivatives trading is undertaken with, independent third party organizations in compliance with the requirements of NI 81-102.

Voting of Portfolio Securities

Under the proxy voting policies and procedures adopted by the Company, Quadravest is required to vote (or decide to refrain from voting) all shares or other voting securities of the Company in accordance with its best judgement in this regard; provided that Quadravest receives the proxy and related materials from the issuer or otherwise in sufficient time to cast such vote. Quadravest will consider each such proposal on its merits in light of the best interests of the Company and its Shareholders. In order to aid in the evaluation process for each proxy proposal, Quadravest subscribes to the research services of Institutional Shareholder Services, a leading provider of proxy analysis and recommendations.

Where the custodian must vote such securities in accordance with the instructions of Quadravest in this regard, Quadravest shall ensure that instructions are provided to the custodian in accordance with its corporate action requirements in this regard.

Quadravest will maintain a proxy voting record which includes, each time the Company receives proxy voting materials, the name of the issuer in question; the stock exchange on which the securities are listed and the ticker symbol for such securities; the CUSIP number for the securities; the meeting date and whether the meeting was called by management or otherwise; a brief identification of the matters to be

voted on at the meeting; whether, and if so how, the Company voted on such matters; and whether the votes cast by the Company were for or against the recommendations of management of the issuer.

The Company prepares by August 31 in each year a proxy voting record for the one-year period ending on June 30 of that year, and posts such record on its website. Upon request made by a Shareholder by calling 1-877-478-2372 or writing to the Company at Investor Relations, 200 Front Street West, Suite 2510, Toronto, ON M5V 3K2, the Company will deliver a copy of its proxy voting record, or of its policies and procedures with respect to proxy voting, to such Shareholder without charge.

Short-Term Trading

Because the Priority Equity Shares and Class A Shares are listed on the TSX and are not issued and redeemed like a conventional mutual fund, the Company has no need of, and therefore has not developed, any policies with respect to the short-term trading by investors in those shares or entered into any arrangements with others to permit short term trading.

CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, the following is a summary of the principal Canadian federal income tax considerations generally relevant to investors who, at all relevant times and for purposes of the Tax Act, are resident in Canada, deal at arm's length with the Company and are not affiliated with the Company, and hold their Priority Equity Shares and Class A Shares as capital property. Certain investors who might not otherwise be considered to hold their Priority Equity Shares or Class A Shares as capital property may, in certain circumstances, be entitled to make an irrevocable election pursuant to subsection 39(4) of the Tax Act, the effect of which is to deem such Priority Equity Shares or Class A Shares and any other "Canadian security", as defined in the Tax Act, owned by such investor in the taxation year in which the election is made and in all subsequent taxation years, to be capital property.

This summary is based upon the facts set out in this Annual Information Form, the current provisions of the Tax Act and the regulations thereunder, and counsel's understanding of the current administrative policies and assessing practices of the Canada Revenue Agency ("CRA") made publicly available in writing prior to the date hereof and relies as to certain factual matters on certificates of an officer of the Company and Quadravest. This summary also takes into account specific proposals to amend the Tax Act announced prior to the date hereof by or on behalf of the Minister of Finance (Canada) (the "Proposed Amendments") and assumes that the Proposed Amendments will be enacted as proposed. No assurances can be given that the Proposed Amendments will become law.

This summary is based on the assumptions that:

(a) the Priority Equity Shares and the Class A Shares will at all times be listed on a designated stock exchange in Canada (which currently includes the TSX);

(b) the Company was not established and will not be maintained primarily for the benefit of non-residents of Canada;

(c) the Bank will not be a foreign affiliate of the Company or any Shareholder;

(d) the investment objectives and restrictions applicable to the Company will at all relevant times be as set out in this Annual Information Form and that the Company will at all times comply with such investment objectives and restrictions; and

(e) the Company does not and will not invest in or hold (i) a share of, an interest in, or a debt of a non-resident entity, an interest in or a right or option to acquire such a share, interest or debt or an interest in a partnership which holds such a share, option or right, interest or debt that would cause the Company (or partnership) to include amounts in income under section 94.1 of the Tax Act, (ii) securities of a non-resident trust other than an "exempt foreign trust" as defined in subsection 94(1) of the Tax Act, or (iii) an interest in a trust that would require the Company to report income in connection with such interest pursuant to the rules in section 94.2 of the Tax Act.

This summary is not exhaustive of all possible federal income tax considerations and does not take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, governmental or judicial action, other than the Proposed Amendments. This summary does not deal with foreign, provincial or territorial income tax considerations, which may differ from the federal considerations. This summary does not address the deductibility of interest on any funds borrowed by an investor to purchase Priority Equity Shares or Class A Shares.

This summary does not apply to an investor (i) that is a "financial institution" as defined in section 142.2 of the Tax Act, (ii) that is a "specified financial institution" as defined in subsection 248(1) of the Tax Act, (iii) an interest in which is a "tax shelter investment" as defined in subsection 143.2(1) of the Tax Act, (iv) which makes or has made a functional currency reporting election pursuant to section 261 of the Tax Act, or (v) which enters into a "derivative forward agreement" (a "DFA"), as such term is defined in the Tax Act, with respect to the purchase or sale of Priority Equity Shares or Class A Shares.

This summary is of a general nature only and does not constitute legal or tax advice to any particular investor. Investors are advised to consult their own tax advisors with respect to their individual circumstances.

Proposed Amendments released on September 23, 2024, to implement measures first announced in connection with the 2024 Federal Budget (Canada) (the "Capital Gains Amendments") would generally increase the capital gains inclusion rate from one-half to two-thirds. The Capital Gains Amendments are described in this summary under the heading "Canadian Federal Income Tax Considerations – Capital Gains Amendments" but are not otherwise described or referenced in this summary. The Minister of Finance (Canada) announced on January 31, 2025, that implementation of the Capital Gains Amendments will be deferred until January 1, 2026. There can be no assurance that the Capital Gains Amendments will be enacted in their current form, or at all.

Status of the Company

The Company qualifies, and intends at all relevant times to qualify, as a "mutual fund corporation" as defined in the Tax Act.

Proposed Amendments released on August 12, 2024 to implement measures announced in the 2024 Federal Budget (Canada) (the "MFC Amendments") would, for taxation years beginning after 2024, deem certain corporations not to be "mutual fund corporations" after a time at which (i) a person or partnership, or any combination of persons or partnerships that do not deal with each other at arm's length (known in the MFC Amendments as "specified persons") own, in the aggregate, shares of the capital stock of the corporation having a fair market value of more than 10% of the fair market value of all of the issued and outstanding shares of the capital stock of the corporation; and (ii) the corporation is controlled by or for the benefit of one or more specified persons. Having regard to the structure of the Company, and the intention of the MFC Amendments as described in materials accompanying the MFC Amendments,

the Company does not believe that it would cease to be a mutual fund corporation as a result of their application. The Company will continue to monitor the progress of the MFC Amendments to assess the impact, if any, that the MFC Amendments could have on the Company.

Tax Treatment of the Company

As a mutual fund corporation, the Company is entitled in certain circumstances to a refund of tax paid by it in respect of its net realized capital gains. The amount of the available refund to the Company in any taxation year is determined by a formula which is based in part on (i) the amount of the capital gains dividends (described below) paid by the Company to Shareholders, and (ii) the amount of the Company's "capital gains redemptions" (as defined in the Tax Act) for the year, which amount is determined in part by reference to the amount paid by the Company to Shareholders on the redemption of Shares. As a mutual fund corporation, the Company maintains a capital gains dividend account in respect of capital gains realized by the Company and from which it may elect to pay dividends ("capital gains dividends") which are treated as capital gains in the hands of Shareholders (see "*Canadian Federal Income Tax Considerations – Tax Treatment of Shareholders*" below). In certain circumstances where the Company has recognized a capital gain in a taxation year on which tax would be payable by the Company, it may elect not to pay capital gains dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient capital gains dividends and/or capital gains redemptions.

The Company is required to include in computing its income for a taxation year all dividends received in the year. In computing its taxable income, the Company will generally be entitled to deduct all taxable dividends received on shares of taxable Canadian corporations (which include the Bank).

The Company is a "financial intermediary corporation" (as defined in the Tax Act) and, as such, is not subject to tax under Part IV.1 of the Tax Act on dividends received by the Company nor is it generally liable to tax under Part VI.1 of the Tax Act on dividends paid by the Company on "taxable preferred shares" (as defined in the Tax Act). As a mutual fund corporation (which is not an "investment corporation" as defined in the Tax Act), the Company will generally be subject to a refundable tax of 38 $^{1}/_{3}$% under Part IV of the Tax Act on taxable dividends received during the year to the extent such dividends are deductible in computing the taxable income of the Company for the taxation year. This tax is fully refundable upon payment of sufficient dividends other than capital gains dividends ("Ordinary Dividends") by the Company.

The Company has purchased and will purchase common shares of the Bank with the objective of earning dividends thereon over the life of the Company, and intends to treat and report transactions undertaken in respect of such shares on capital account. Generally, the Company will be considered to hold such shares on capital account unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure or concern in the nature of trade. The Company has advised counsel that it has elected in accordance with the Tax Act to have each of its "Canadian securities" (as defined in subsection 39(6) of the Tax Act) treated as capital property.

In computing the adjusted cost base of any particular security held by the Company, the Company will generally be required to average the cost of that security with the adjusted cost base of all other identical securities owned by the Company and held as capital property.

A loss realized by the Company on a disposition of capital property will be a suspended loss for purposes of the Tax Act if the Company, or a person "affiliated" with the Company (within the meaning

of the Tax Act), acquires a property (a "substituted property") that is the same or identical to the property disposed of, within 30 days before and 30 days after the disposition and the Company, or a person affiliated with the Company, owns the substituted property 30 days after the original disposition. If a loss is suspended, the Company cannot deduct the loss from the Company's capital gains until the substituted property is sold and is not reacquired by the Company, or a person affiliated with the Company, within 30 days before and after the sale.

The Company will write covered call options with the objective of increasing the yield on the Portfolio beyond the dividends received on the common shares in the Portfolio. In accordance with CRA's published administrative practice, a transaction undertaken by the Company in respect of such options will be treated and reported for purposes of the Tax Act on capital account, unless such transaction is considered to be a DFA. In general, the writing of a covered call option by the Company in the manner described in "*Investment Objectives*" is not expected to constitute a DFA. It is not clear whether the writing of covered calls, if coupled with certain other transactions, could be considered to be DFAs.

Quadravest and the Company have advised counsel that the Company will not enter into a DFA the effect of which would be to materially increase the income tax payable by the Company (taking into account all DFAs entered into).

Premiums received on call options written by the Company (to the extent such call options relate to securities actually owned by the Company at the time the option is written and such securities are held on capital account as discussed above) will constitute capital gains of the Company in the year received, and gains or losses realized upon dispositions of securities owned by the Company (whether upon the exercise of call options written by the Company or otherwise) will generally constitute capital gains or capital losses of the Company in the year realized. Where a call option is exercised the premium received by the Company for the option will be included in the proceeds of disposition of the securities sold pursuant to the option and such premium will not give rise to a capital gain at the time the option is written.

If the Company sells a security under a DFA, the amount by which the proceeds of disposition exceed (or are less than) the fair market value of the security at the time the DFA is entered into will generally be recognized as ordinary income (or loss) realized upon the disposition of the security. The deductibility of any loss realized on the disposition of a security under a DFA may be restricted depending upon the particular circumstances. The adjusted cost base to the Company of any such security will be increased (or decreased) by the amount of income recognized (or loss that is deductible) because of the DFA, and the Company's capital gain (or capital loss) will be adjusted accordingly.

Generally, the Company will include gains and deduct losses on income account in connection with investments made through derivative securities (except where such derivatives are used to hedge Portfolio securities held on capital account and provided there is sufficient linkage), and will recognize such gains or losses for tax purposes at the time they are realized by the Company. The Company may also use derivative instruments for hedging purposes. Gains or losses realized on such derivatives hedging Portfolio securities held on capital account will be treated and reported for tax purposes on capital account (subject to adjustment for any ordinary income or loss recognized from the disposition of property pursuant to a derivative that constitutes a DFA), provided there is sufficient linkage.

To the extent that the Company earns net income (other than taxable dividends from taxable Canadian corporations and taxable capital gains) such as interest, dividends from corporations other than taxable Canadian corporations or certain gains from the disposition of a security under a DFA, the Company will be subject to income tax on such income and no refund will be available in respect thereof.

The Company may acquire Permitted Repayment Securities in connection with the Priority Equity Portfolio Protection Plan. The holding of Permitted Repayment Securities may result in the Company earning taxable income or gain.

Tax Treatment of Shareholders

Shareholders must include in income Ordinary Dividends received from the Company. For individual Shareholders, Ordinary Dividends will be subject to the usual gross-up and dividend tax credit rules with respect to taxable dividends paid by taxable Canadian corporations under the Tax Act. An enhanced gross-up and dividend tax credit is available on "eligible dividends" received or deemed to be received from a taxable Canadian corporation which are so designated by the corporation. Ordinary Dividends received by a corporation will generally be deductible in computing its taxable income. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Shareholder that is a corporation as a capital gain. Shareholders that are corporations should consult their own tax advisors having regard to their own circumstances.

Ordinary Dividends on Priority Equity Shares will generally be subject to a 10% tax under Part IV.1 of the Tax Act when such dividends are received by a corporation (other than a "private corporation" or a "financial intermediary corporation", as defined in the Tax Act) to the extent that such dividends are deductible in computing the corporation's taxable income. Such corporations should consult their own tax advisors with respect to whether Ordinary Dividends on the Class A Shares are subject to Part IV.1 tax when received by such corporations.

A Shareholder which is a private corporation for purposes of the Tax Act, or any other corporation controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) may be liable to pay a 38 1/3% refundable tax under Part IV of the Tax Act on Ordinary Dividends received on Class A Shares or Priority Equity Shares, to the extent that such dividends are deductible in computing the corporation's taxable income. Where Part IV.1 tax also applies to an Ordinary Dividend received by a particular corporation, the Part IV tax payable by such corporation on such dividend is reduced by 10% of the dividend. The tax payable by a Shareholder under Part IV of the Tax Act may be refunded in certain circumstances to the extent the Shareholder pays sufficient taxable dividends.

The amount of any capital gains dividend received by a Shareholder from the Company will be considered to be a capital gain of the Shareholder from the disposition of capital property in the taxation year of the Shareholder in which the capital gains dividend is received.

The current policy of the Company is to pay monthly distributions and, in addition, to pay a special year-end dividend to holders of Class A Shares (payable in cash or in Class A Shares) in certain circumstances, including in situations where the Company has net taxable capital gains upon which it would otherwise be subject to tax (other than taxable capital gains in respect of options that are outstanding at year end) or would not otherwise obtain a refund of refundable tax in respect of dividend income. Therefore, a person acquiring Shares may become taxable on distributions derived from income and capital gains of the Company that accrued before such person acquired such Shares and on realized capital gains that have not been distributed before such time.

Certain year-end dividends on the Class A Shares may be paid by issuing additional Class A Shares. If such a year-end dividend is a capital gains dividend, the cost of the Class A Shares received will be equal to the amount of the dividend. Where a year-end dividend on the Class A Shares that is an Ordinary Dividend is paid by issuing Class A Shares, the cost of such Class A Shares acquired by a Shareholder who is an individual will be equal to the amount of the dividend. A Shareholder that is a

corporation and that receives an Ordinary Dividend that is paid by issuing Class A Shares should consult with its own tax advisor regarding the cost of such Class A Shares because such cost may be less than the amount of the dividend if such dividend is deductible by such corporation and to the extent that such dividend exceeds the "safe income" in respect of the Class A Shares held by such corporation. A consolidation of Class A Shares following a special year-end dividend paid in the form of additional Class A Shares generally will not be considered to result in a disposition of such Class A Shares. The Class A Shares resulting from the consolidation will have an aggregate adjusted cost base to the Shareholder equal to the aggregate adjusted cost base to the Shareholder of the Class A Shares held immediately before the consolidation.

The Company may make returns of capital in respect of the Class A Shares. A return of capital in respect of a Class A Share will not be included in the income of the holder of the Class A Share, but will reduce the adjusted cost base of such Class A Share. To the extent that the adjusted cost base of a Class A Share would otherwise be less than zero, the negative amount will be deemed to be a capital gain realized by the Shareholder from the disposition of the Class A Share and the adjusted cost base will be increased by the amount of such deemed capital gain.

Upon the redemption, retraction or other disposition of a Share, a capital gain (or a capital loss) will be realized by the Shareholder to the extent that the proceeds of disposition of the Share exceed (or are less than) the aggregate of the adjusted cost base of the Share and any reasonable costs of disposition. If the Shareholder is a corporation, any capital loss arising on the disposition of a Share may in certain circumstances be reduced by the amount of any Ordinary Dividends received on the Share. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary. For purposes of computing the adjusted cost base of each Share of a particular class, a Shareholder must average the cost of such Share with the adjusted cost base of any Shares of that class already held as capital property.

One-half of a capital gain is included in computing income as a taxable capital gain and one-half of a capital loss must generally be deducted against taxable capital gains to the extent and under the circumstances prescribed in the Tax Act. A Shareholder that is a Canadian-controlled private corporation or a "substantive CCPC" will be subject to an additional refundable tax on its "aggregate investment income" (as defined in the Tax Act), which includes an amount in respect of taxable capital gains. The additional tax is refundable in certain circumstances to the extent the Shareholder pays sufficient taxable dividends.

Individuals (other than certain trusts) realizing net capital gains or receiving dividends may be subject to an alternative minimum tax under the Tax Act.

Capital Gains Amendments

Under the Capital Gains Amendments, the capital gains inclusion rate applicable for the purposes of determining a taxpayer's taxable capital gains and allowable capital losses for a particular taxation year is proposed to increase from one-half to two-thirds. Where allowable capital losses in excess of taxable capital gains realized in a taxation year (a "net capital loss") are applied against taxable capital gains realized in another taxation year for which there is a different inclusion rate, the amount of the net capital loss that can be applied against the taxable capital gains will be adjusted to match the inclusion rate used to compute those taxable capital gains.

The Minister of Finance (Canada) announced on January 31, 2025, that the Capital Gains Amendments are intended to be effective as of January 1, 2026.

For a Shareholder who is an individual (other than certain trusts), such Shareholder's income for a particular taxation year in which the increased rate applies will be subject to certain adjustments which are intended to effectively reduce the Shareholder's net inclusion rate to the original one-half for up to $250,000 of net capital gains realized (or deemed to be realized) by the Shareholder in the year that are not offset by an amount in respect of net capital losses carried back or forward from another taxation year.

The Capital Gains Amendments are complex and their application to a particular Shareholder will depend on the Shareholder's particular circumstances. Shareholders should consult their own tax advisors with respect to the Capital Gains Amendments.

INTERNATIONAL INFORMATION REPORTING

Pursuant to the Canada-United States Enhanced Tax Information Exchange Agreement entered into between Canada and the United States on February 5, 2014 (the "IGA") and related Canadian legislation in the Tax Act, the dealers through which Shareholders hold their Shares are required to report certain financial information (e.g. account balances) with respect to Shareholders, or their controlling persons, who are U.S. residents and U.S. citizens (including U.S. citizens who are residents and/or citizens of Canada), certain other "U.S. Persons", as defined under the IGA or who do not provide the requested information and indicia of U.S. or non-Canadian status are present (excluding trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans, tax-free savings accounts and first home savings accounts (each as defined in the Tax Act)) ("Registered Plans"), to the CRA. The CRA provides the information to the U.S. Internal Revenue Service.

Canada has also implemented the OECD Multilateral Competent Authority Agreement and Common Reporting Standard which provides for the automatic exchange of certain tax information between the tax authorities of participating jurisdictions. Affected investors are required to provide certain information including their tax identification numbers for the purpose of such information exchange, unless the investments are held within Registered Plans.

MATERIAL CONTRACTS

The following contracts can reasonably be regarded as material to holders of Priority Equity Shares and Class A Shares:

(a) the articles of incorporation of the Company, as amended, referred to under "*Name, Formation and History of the Company*";

(b) the Management Agreement described under "*Management of the Company − The Manager*";

(c) the Investment Management Agreement described under "*Management of the Company − The Investment Manager − Investment Management Agreement*"; and

(d) the Custodian Agreement described under "*Management of the Company − Registrar and Transfer Agent, Custodian and Auditor*".

Copies of the foregoing agreements have been filed on SEDAR+ at www.sedarplus.com.

ADDITIONAL INFORMATION – RISK FACTORS

The following are certain considerations relating to an investment in Priority Equity Shares or Class A Shares which existing or prospective investors should consider. There can be no assurance that the Company will be successful in meeting its dividend and capital repayment objectives, and the Priority Equity Shares and Class A Shares may trade in the market at a premium or discount to their proportionate shares of the Company's net asset value.

Concentration Risk

The assets of the Company will initially consist exclusively of common shares of the Bank and, other than Permitted Repayment Securities potentially acquired by the Company under its Priority Equity Portfolio Protection Plan, will only consist of common shares of the Bank in the future. As a result, the Company's portfolio is highly concentrated and this lack of diversification could have a negative impact on the value of the Priority Equity Shares and the Class A Shares.

Risks Associated with an Investment in the Common Shares of the Bank

Investors should review carefully the materials such as financial statements, management information circulars, annual information forms, material change reports and press releases relating to the Bank and its subsidiaries and made publicly available by it from time to time (the "the Bank Public Documents"), and in particular the most recently filed annual information form of the Bank, for a discussion of the risk factors applicable to the Bank and its common shares. The Bank Public Documents are available electronically through SEDAR+ at www.sedarplus.com.

The Bank may at any time decide to decrease or discontinue the payment of dividends on its common shares. Any decrease in the dividends received by the Company on the common shares of the Bank it holds will decrease the dividend coverage ratio for the Priority Equity Shares, and could mean that the monthly dividends paid by the Company on its Class A Shares could be reduced or discontinued, and ultimately could mean that the payment of dividends on the Priority Equity Shares would need to be reduced or discontinued or paid in a form other than Ordinary Dividends.

The Bank has not participated in the establishment of the Company, nor in the preparation of this Annual Information Form, and takes no responsibility and assumes no liability for the accuracy or completeness of any information contained in this Annual Information Form.

An investment in the Priority Equity Shares or the Class A Shares does not constitute an investment in the common shares of the Bank. Holders of the Company's Priority Equity Shares or Class A Shares will not own the common shares of the Bank held by the Company and will not have any voting or other rights with respect to such shares.

Fluctuations in Net Asset Value

The net asset value of the Company will vary primarily according to the value of the common shares of the Bank it holds. The value of such shares will be influenced by factors which are not within the control of the Company, including the financial performance of the Bank, its dividend payment policies and financial market and economic conditions generally. An investment in the Priority Equity Shares or Class A Shares is appropriate only for investors who have the capacity to absorb a loss of some, or in the case of the Class A Shares all, of that investment. The net asset value of the Company at any time may be more or less than the issue price of the Priority Equity Shares and Class A Shares or the price at which an investor can purchase Priority Equity Shares and Class A Shares on the TSX.

Class A Shares Represent a Leveraged Investment

Holders of the Class A Shares will enjoy a form of leverage, in that any capital appreciation in the common shares of the Bank held by the Company, purchased with the net proceeds of the issue of both Priority Equity Shares and Class A Shares, will be for the benefit of the holders of the Class A Shares once all accrued and unpaid dividends and declared and unpaid dividends on the Priority Equity Shares and the Priority Equity Share Repayment Amount have each been paid on the Termination Date, together with any other liabilities of the Company. In the event that the value of the common shares of the Bank decreases, this leverage will work to the disadvantage of the holders of the Class A Shares, as any capital loss incurred by the Company on those shares will effectively first be for the account of the holders of the Class A Shares. If the net asset value of the Company on the Termination Date is equal to or less than $10.00 per Unit plus the value of any accrued and unpaid dividends and declared and unpaid dividends on the Priority Equity Shares, the Class A Shares will then have no value. As at February 14, 2025, the net asset value per Unit amounted to $13.16. As at such date, there were no dividends owing on the Priority Equity Shares, as all such dividends have been paid to date.

Applicability of Mutual Fund Rules

Although the Company is considered to be a mutual fund under the securities legislation of certain provinces of Canada, it has been granted an exemption from certain requirements of NI 81-102 and NI 81-106 of the Canadian Securities Administrators governing the disclosure and related requirements of public investment funds, so as to permit the Company to operate as described in this Annual Information Form and its Initial Prospectus.

No Assurances of Achieving Objectives

There is no assurance that the Company will be able to achieve its monthly distribution and long-term capital appreciation objectives. In particular, there can be no assurance that the Company will be able to pay, or in all cases be able to pay, the full targeted, monthly dividends on the Priority Equity Shares and the Class A Shares. An investment in the Priority Equity Shares and Class A Shares is therefore appropriate only for investors who have the ability to withstand dividends not being paid on the Priority Equity Shares or the Class A Shares for any period of time.

Interest Rate Fluctuations

It is anticipated that the market price of the Priority Equity Shares and Class A Shares will, at any time, be affected by the level of interest rates prevailing at such time. A rise in interest rates may have a negative effect on the market price of the Priority Equity Shares and Class A Shares.

Risk of Volatile Markets and Market Disruption Risk

The performance of the Portfolio may be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments and national and international political and economic events and policies. In addition, unexpected and unpredictable events such as war and occupation, a widespread health crisis or global pandemic, terrorism and related geopolitical risks may lead to substantial market volatility and may have adverse long-term effects on world economies and markets generally. For example, the spread of a coronavirus disease (COVID-19 and any variants thereto) caused increased volatility and disruptions in global business activity and financial markets.

These factors may also cause inflation, a downturn or recession, exchange trading suspensions and closures, affect the Portfolio's performance and significantly reduce the value of an investment in shares. The Company is therefore exposed to some, and at times, a substantial, degree of market risk.

Use of Options

The Company is subject to the full risk of its investment position in the common shares of the Bank, including those shares that are subject to outstanding call options, should the market price of such shares decline. In addition, the Company will not participate in any gain on the shares that are subject to outstanding call options above the strike price of the options.

There can be no assurance that a liquid exchange or over-the-counter market will exist to permit the Company to write covered call options on desired terms or to close out option positions should Quadravest desire to do so. In purchasing call options, the Company is subject to the credit risk that its counterparty (whether a clearing corporation in the case of exchange traded instruments, or other third party in the case of over-the-counter instruments) may be unable to meet its obligations. The ability of the Company to close out its positions may also be affected by exchange-imposed daily trading limits on options. If the Company is unable to repurchase a call option which is in-the-money, it will be unable to realize its profits or limit its losses until such time as the option becomes exercisable or expires.

Risks Associated with the Priority Equity Portfolio Protection Plan

In the event of a dramatic decline in the value of the common shares of the Bank, the Company could as a result of the terms of the Priority Equity Portfolio Protection Plan be forced to invest primarily in Permitted Repayment Securities, and the ability of the Company to generate dividend or other income for the holders of the Priority Equity Shares would thereby be impaired. If the decline in the value of the common shares of the Bank on a single day was sufficiently large, the ability of the Company to implement the Priority Equity Portfolio Protection Plan in full could be impaired, such that it might not be possible for the Company to acquire sufficient Permitted Repayment Securities to ensure the repayment of the Priority Equity Repayment Amount in full on the Termination Date.

Furthermore, in the event that it is necessary for the Company to purchase Permitted Repayment Securities, the portion of the Company's assets that are invested in common shares of the Bank will decrease. In such circumstances, the exposure of the holders of the Class A Shares to the common shares of the Bank would decrease, resulting in a decrease in the extent to which the holders of the Class A Shares have a leveraged investment in those common shares. The sale of common shares of the Bank and purchase of Permitted Repayment Securities may make it more difficult for the Company to meet its annual targeted distributions, particularly with respect to the Class A Shares. In such an event, the Company would have to increase the number of common shares of the Bank that are subject to covered call options in order to meet its annual targeted distributions. If the Company continues to be required to liquidate common shares of the Bank and purchase Permitted Repayment Securities, its ability to pay dividends on the Class A Shares at the targeted rate, or at all, could be compromised.

Reliance on the Investment Manager

Quadravest manages the assets of the Company in a manner consistent with the investment objectives, strategy and restrictions of the Company. The officers of Quadravest who are primarily responsible for the management of the Company have extensive experience in managing investment portfolios. There is no certainty that such individuals will continue to be employees of Quadravest throughout the term of the Company.

Conflicts of Interest

Quadravest is engaged in a variety of management, investment management and other business activities. The services of Quadravest under the Management Agreement and Investment Management Agreement are not exclusive and nothing in those agreements prevents Quadravest or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives, strategies and policies are similar to those of the Company) or from engaging in other activities. Quadravest's investment decisions for the Company will be made independently of those made for its other clients and independently of its own investments. However, on occasion, Quadravest may make the same investment for the Company and for one or more of its other clients. If the Company and one or more of the other clients of Quadravest are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis.

Trading Prices of Shares

The Priority Equity Shares and the Class A Shares may trade in the market at a premium or discount to the price implied by the net asset value per Unit, and there can be no assurance that such shares will together trade at a price equal to such amount. This risk is separate and distinct from the risk that the net asset value per Unit may decrease, or possibly be zero.

Risk of Substantial Retractions

If holders of a substantial number of Priority Equity Shares or Class A Shares exercise their retraction rights, the number of such shares outstanding and the net asset value of the Company could be significantly reduced with the effect of decreasing the liquidity of the Priority Equity Shares and Class A Shares in the market and increasing the management expense ratio of the Company.

Suspension of Retractions

The Company may suspend the retraction of Priority Equity Shares and Class A Shares or payment of redemption proceeds during any period when normal trading is suspended on any stock exchange on which the common shares of the Bank are listed, or with the prior permission of the Ontario Securities Commission, for any period not exceeding 120 days during which the Company determines that conditions exist which render impractical the sale of assets of the Company or which impair the ability of the Company to determine the value of the assets of the Company. In the event of a suspension of retractions, Shareholders would experience reduced liquidity. See "*Description of the Shares of the Company – Suspension of Retractions and Redemptions*".

Treatment of Proceeds of Disposition and Option Premiums

In determining its income for tax purposes, the Company will treat gains and losses realized on the disposition of securities held by it, option premiums received on the writing of covered call options and any gains and losses sustained on closing out options as capital gains and capital losses in accordance with CRA's published administrative practice (subject to adjustment for any ordinary income or loss recognized from the disposition of property pursuant to a derivative that constitutes a DFA, as described under "*Canadian Federal Income Tax Considerations – Tax Treatment of the Company*"). CRA's practice is not to grant advance income tax rulings on the character of items as capital or income and no advance income tax ruling has been applied for or received from CRA.

If, contrary to CRA's published administrative practice, some or all of the transactions undertaken by the Company in respect of options and securities were treated on income rather than capital

account, after-tax returns to holders of Class A Shares and Priority Equity Shares could be reduced and the Company may be subject to non-refundable income tax in respect of income from such transactions, and the Company may be subject to penalty taxes in respect of excessive capital gains dividend elections.

Mutual Fund Corporation Status

The tax treatment of the Company and its Shareholders depends in part upon the Company being a "mutual fund corporation" for tax purposes. If the Company ceases to qualify as a mutual fund corporation under the Tax Act, such tax treatment would be materially and adversely different in certain respects.

Changes in Legislation and Regulatory Risk

There can be no assurance that laws applicable to the Company, including securities legislation, will not be changed in a manner which adversely affects the Company or Shareholders. Certain legal or regulatory changes could make it more difficult, if not impossible, for the Company to operate or achieve its investment objectives. If legal or regulatory changes occur, such changes could have a negative effect upon the value of the Company, the Priority Equity Shares, the Class A Shares and upon investment opportunities available to the Company.

Cybersecurity Risk

The information and technology systems of Quadravest, the Company's key service providers (including its custodian, registrar and transfer agent, valuation services provider and administration services provider) and the Portfolio company may be vulnerable to cybersecurity risks such as potential damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons (e.g. through hacking or malicious software) and general security breaches. A cybersecurity incident is an adverse intentional or unintentional action or event that threatens the integrity, confidentiality or availability of the Company's information resources. A cybersecurity incident may disrupt business operations or result in the theft of confidential or sensitive information, including personal information, or may cause system failures, disrupt business operations or require Quadravest or a service provider to make a significant investment to fix, replace or remedy the effects of such incident. Furthermore, a cybersecurity incident could cause disruptions and negatively impact the Company's business operations, potentially resulting in financial losses to the Company and Shareholders. There is no guarantee that the Company or Quadravest will not suffer material losses as a result of cybersecurity incidents. If they occur, such losses could materially adversely impact the Company's net asset value.

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Additional information about the Company is available in its management reports of fund performance and financial statements. These documents are available on the Company's website at www.TDbSplit.com. These documents and other information about the Company, such as information circulars and material contracts, are also available through SEDAR+ (the System for Electronic Document Analysis and Retrieval +) at www.sedarplus.com, or from your dealer.