



**INDEPENDENT REVIEW COMMITTEE**  
**REPORT TO SHAREHOLDERS**  
**YEAR ENDED NOV 30, 2019**

---

The Independent Review Committee (the “IRC”) of the funds (the “Funds”) managed by Quadravest Capital Management Inc. (“Quadravest” or the “Manager”), as listed in Appendix A, is pleased to submit its annual report to the securityholders of the Funds. The information provided in this report relates to the fiscal year ended on November 30, 2019 for all Funds, except Income Financial Trust which relates to the fiscal year ended on December 31, 2019.

**1. Members of the IRC**

<b>Name</b>	<b>Length of Service on the IRC</b>
Mr. Gordon A.M. Currie (Chair)	Initially appointed on May 1, 2007
Mr. William C. Thornhill	Initially appointed on May 1, 2007
Mr. John D. Steep	Initially appointed on May 1, 2007

Each of the members of the IRC agreed to so act effective May 1, 2007 in respect of all Funds other than Dividend Select 15 Corp. Upon the initial public offering of securities of Dividend Select 15 Corp. in October 2010, the IRC agreed that it would act as the IRC of this Fund as well.

There have been no changes to the composition of the IRC since its formation.

The members of the IRC do not serve on the independent review committee of any other fund family.

Each of the members of the IRC believes he is, and has received advice of counsel that he is, “independent” of Quadravest for purposes of National Instrument 81-107 *Independent Review Committee for Investment Funds*.

**2. Ownership of Securities**

**(a) Funds**

As at the date of this report, no member of the IRC owns any securities of any of the Funds.

**(b) Manager**

As at the date of this report, no member of the IRC owns any securities of the Manager.

**(c) Service Provider**

As at the date of this report, no member of the IRC owns any securities of any service provider of the Funds.

### **3. Compensation and Indemnities**

The compensation paid to members of the IRC for the fiscal years set out above was \$15,000 (\$25,000 for the Chair of the IRC) plus reimbursement of expenses. The costs of this compensation are apportioned among the Funds in QuadraVest's discretion but in accordance with its allocation policies in this regard. The amount of compensation so allocated to a particular Fund in a fiscal year is disclosed in the Fund's annual information form in respect of that fiscal year.

No indemnities were paid to the IRC for the fiscal years set out above.

Initial compensation for IRC members was set by the predecessor manager to QuadraVest and applied until April 30, 2009. The IRC has been entitled to set its own compensation for periods subsequent to April 30, 2009. To determine an appropriate level of compensation, the IRC considers its assessment of the amount of time and effort involved in acting as the IRC of the Funds and its understanding of what other investment funds are paying for comparable services.

### **4. Activities of the IRC During the Reporting Period**

#### **(a) Manager Acting without Positive Recommendation or Approval**

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter referred to the IRC for which the IRC did not give a positive recommendation.

The IRC is not aware of any instance in which the Manager acted in a conflict of interest matter but did not meet a condition imposed by the IRC in its recommendation or approval.

#### **(b) Standing Instructions for Matters Requiring IRC Recommendation or Approval**

During the year, standing instructions were relied upon by the Manager in relation to the following:

- Follow-on offerings of Preferred Shares and Class A Shares of Dividend 15 Split Corp. and Financial 15 Split Corp.; and
- Establishment of an at-the-market equity program for each of Dividend 15 Split Corp. and Financial 15 Split Corp.

#### **(c) Recommendations and Approvals Relied Upon by the Manager**

During the year, conflict of interest matters were presented to the IRC in relation to the following:

- Term extension of: Dividend 15 Split Corp., Dividend 15 Split Corp. II, M Split Corp., Commerce Split Corp. (New Commerce Split Fund), North American Financial 15 Split Corp. and TDb Split Corp.; and
- In connection with the term extensions above, changes to the dividend entitlements of Preferred Shares of: Dividend 15 Split Corp., Dividend 15 Split Corp. II and North American Financial 15 Split Corp.

In each case, the IRC determined that the proposals achieved a fair and reasonable result for the Funds listed in Schedule A.

#### **5. Availability of this Report**

This Report is required to be filed on SEDAR (the System for Electronic Document Analysis and Retrieval, found at [www.sedar.com](http://www.sedar.com)) and on each Fund's website. A copy was delivered to Quadinvest on the date hereof. A Fund is required to provide a copy of this report to securityholders of the Fund free of charge upon request to the Fund at Investor Relations, 200 Front Street West, Suite 2510, Toronto, ON M5V 3K2.

February 19, 2020

## **Appendix A**

### **List of Funds**

Canadian Banc Corp.

Canadian Life Companies Split Corp.

Commerce Split Corp. (New Commerce Split Fund)

Dividend 15 Split Corp.

Dividend 15 Split Corp. II

Dividend Select 15 Corp.

Financial 15 Split Corp.

Income Financial Trust

North American Financial 15 Split Corp.

M Split Corp.

Prime Dividend Split Corp.

TDb Split Corp.

US Financial 15 Split Corp.