

**2024** | **NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**  
**ANNUAL REPORT**



NORTH AMERICAN



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

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

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

## NOVEMBER 30, 2024

These reports are available to view and download at [www.financial15.com](http://www.financial15.com) or [www.sedarplus.com](http://www.sedarplus.com).

North American Financial 15 Split Corp. invests primarily in a portfolio of common shares which will include each of the 15 financial services companies listed below:

The Company may also invest up to 15% of the net asset value in equity securities of issuers other than the 15 financial services companies listed above. In order to supplement the dividends received on the portfolio and to reduce risk, the Company will from time to time write covered call options in respect of some or all of the common shares in the portfolio.

The Company offers two types of shares:

### **Preferred shares**

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

1. To provide holders of Preferred shares with cumulative preferential monthly cash dividends, the amount of which will be fixed by the Board of Directors on an annual basis, subject to a prescribed minimum of 5.5% on the Preferred share repayment amount of \$10 for the five year period commencing December 1, 2019 (minimum of 7% for the five year period commencing December 1, 2024). Effective December 1, 2023, dividends were set at \$0.07917 per Preferred share per month for an annual yield of 9.50% on the Preferred share repayment amount (effective December 1, 2024, \$0.07292 per Preferred share to yield 8.75% per annum); and
2. On or about the termination date of December 1, 2029 (subject to further 5 year extensions thereafter), to pay the holders \$10 per Preferred share.

### **Class A shares**

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

1. To provide holders of Class A shares with regular monthly cash distributions in an amount to be determined by the Board of Directors. The current policy is to pay holders of Class A shares monthly non-cumulative dividends of \$0.11335. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared; and
2. To permit such holders to participate in all growth in the net asset value of the Company above \$10 per unit, by paying such holders, on or about the termination date of December 1, 2029 (subject to further 5 year extensions thereafter), such amounts as remain in the Company after paying \$10 per Preferred share.

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## **RISK**

The risks of investing in the Company remain as discussed in the Annual Information Form dated February 24, 2025. In addition, note 5 of the financial statements ("Management of Risk of Financial Instruments") contains disclosure on specific types of risks related to the financial investments held by the Company.

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## **RESULTS OF OPERATIONS**

North American equity markets experienced robust gains over the year ended November 30, 2024, driven by a confluence of factors including moderating inflation, a shift in monetary policy by central banks, and a significant post-U.S. election rally. In Canada, initial gains were supported in part by higher commodity prices and easing inflation. This decline in inflation fostered expectations of imminent interest rate cuts, initially boosting market sentiment. However, the Bank of Canada maintained its policy rate unchanged through the first half of 2024, awaiting further confirmation of sustained lower inflation. During this time, the Canadian economy showed signs of moderation, with rising unemployment and slowing wage growth.

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

In the U.S., equity markets also benefited from moderating inflation and anticipation of a shift in monetary policy. The U.S. economy, while showing resilience, also began to exhibit signs of

slowing growth in the first half of 2024. Although the labour market remained relatively strong, with low unemployment, concerns about a potential recession began to emerge as business investment softened.

The U.S. Federal Reserve held rates steady in the first half of 2024, signaling its commitment to achieving its 2% target. As inflation continued to ease and the economic data pointed towards a potential slowdown, the U.S. Federal Reserve signaled a policy shift, beginning rate cuts in September 2024 and lowering rates by 0.75% cumulatively by the end of November 2024 to support economic activity and boost market confidence.

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

Against this backdrop, the companies held in the portfolio generally appreciated significantly over the year.

The net assets per unit of the Company was \$18.29 as at November 30, 2024.

A combined total of \$2.08 was paid in distributions during the year to Class A shares and Preferred shares, bringing total distributions paid since inception to \$28.79 per unit.

The Company announced on May 27, 2024 that the TSX accepted its notice of intention to make a Normal Course Issuer Bid (the "NCIB") to purchase its Preferred shares and Class A shares through the facilities of the TSX and/or alternative Canadian trading systems.

During the year ended November 30, 2024, there were 67,700 Class A shares purchased for cancellation at an average price of \$4.42.

During the year ended November 30, 2024, 7,796,400 Preferred shares were sold through an at-the-market equity program ("ATM Program") at an average selling price of \$10.27 per Preferred share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$80,073,784, \$79,683,022 and \$390,762, respectively.

During the year ended November 30, 2024, 6,216,000 Class A shares were sold through the ATM Program at an average selling price of \$6.06 per Class A share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$37,689,572, \$37,445,181 and \$244,391, respectively.

As at November 30, 2024, net assets of the Company were \$1.08 billion.

The covered call writing program continued to provide additional income and supplemented the dividend income earned in the portfolio.

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## RECENT DEVELOPMENTS

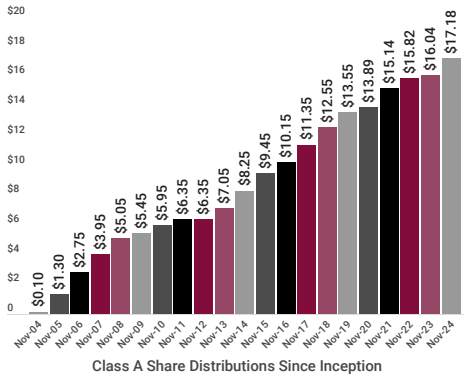
In February 2025, the U.S. announced trade tariffs on certain Canadian exports, prompting retaliatory tariffs from Canada on specific U.S. goods. Although these trade tariffs have been temporarily suspended, the Company's investment portfolio may experience volatility as trade negotiations progress.


During the year, the Company extended its term for a further five year term from December 1, 2024 to December 1, 2029. Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 4,041,223 Preferred shares and 3,628,826 Class A shares and made retraction payments of \$40,412,230 and \$30,082,968, respectively, to each class of shares on December 16, 2024.

In connection with the extension, the Company also amended the dividend entitlement of the Preferred shares, increasing the minimum annual distribution rate for the five year term commencing December 1, 2024 to 7% from 5.5%. The Preferred share annual distribution rate was set at 8.75% effective December 1, 2024.

Class A shares – Distributions


Class A shareholders are entitled to receive monthly cash dividends currently targeted to be \$0.11335 per Class A share. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared. Total distributions per Class A share during the year amounted to \$1.1335.





**17.18**

Cumulative total of distributions paid to Class A share since inception

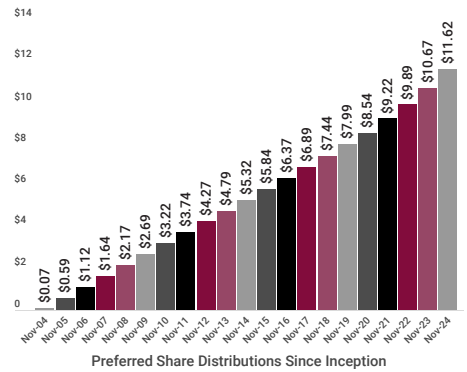



**0.25**

Special distributions paid since inception

Preferred shares – Distributions

Preferred shareholders are entitled to cumulative preferential monthly cash dividends, the amount of which will be fixed by the Board of Directors on an annual basis, subject to a prescribed minimum of 5.50% for the five year period commencing December 1, 2019 (minimum of 7% for the five year period commencing December 1, 2024). Effective December 1, 2023, dividends were set at \$0.07917 per Preferred share per month for an annual yield of 9.50% on the Preferred share repayment amount (effective December 1, 2024, \$0.07292 per Preferred share to yield 8.75% per annum). Distributions during the year amounted to \$0.9500 per Preferred share.





**11.62**

Cumulative total of distributions paid to Preferred share since inception

RELATED PARTY TRANSACTIONS

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

## FINANCIAL HIGHLIGHTS

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

### The Company's net assets per unit

	Years ended November 30				
	2024	2023	2022	2021	2020 <sup>(4)</sup>
Net assets per unit, beginning of year <sup>(1)</sup>	13.86	15.28	16.48	13.92	16.34 <sup>(5)</sup>
Increase (decrease) from operations					
Total revenue	0.56	0.57	0.48	0.43	0.52
Total expenses	(0.19)	(0.17)	(0.18)	(0.23)	(0.18)
Realized gains (losses) for the year	0.37	0.05	0.03	(0.04)	0.27
Unrealized gains (losses) for the year	5.82	(0.96)	(0.48)	3.24	(2.99)
Total increase (decrease) from operations <sup>(2)</sup>	<u>6.56</u>	<u>(0.51)</u>	<u>(0.15)</u>	<u>3.40</u>	<u>(2.38)</u>
Distributions <sup>(3)</sup>					
Canadian dividends	(1.89)	(1.00)	(1.36)	(1.92)	(0.89)
Capital gains dividends	(0.19)	-	-	-	-
Total distributions	<u>(2.08)</u>	<u>(1.00)</u>	<u>(1.36)</u>	<u>(1.92)</u>	<u>(0.89)</u>
Net assets per unit at end of year	18.29	13.86	15.28	16.48	13.92
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	<u>8.29</u>	<u>3.86</u>	<u>5.28</u>	<u>6.48</u>	<u>3.92</u>
Net assets per unit at end of year	18.29	13.86	15.28	16.48	13.92

- (1) Net assets per unit is the difference between the aggregate amount of the Company's assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Class A shares, at the valuation date, divided by the number of units then outstanding.
- (2) Total increase (decrease) from operations is before the payment of Preferred and Class A share distributions and other income (charges) related to Preferred shares and is calculated based on the weighted average number of units outstanding during the year.
- (3) Distributions on the Preferred shares and Class A shares are based on the number of Preferred shares and Class A shares outstanding on the record date for each distribution in the year and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors.
- (4) As a result of the consolidation of Class A shares on a 0.882238913 for 1 basis after the payment of special retractions on December 16, 2019 in connection with the extension of the termination date of the Company, amounts reported for the year ended November 30, 2020 and subsequent years are not comparable to prior years.
- (5) The net assets per unit, beginning of the year is based on net assets per Class A share of \$6.34 prior to giving effect to the consolidation of the Class A shares on a 0.882238913 for 1 basis in December 2019. The net assets per Class A share at the beginning of the year, after giving effect to the subsequent consolidation, was \$7.19.

## RATIOS AND SUPPLEMENTAL DATA

	┌ 2024	Years ended November 30				└ 2020
	2023	2022	2021			
Net asset value (millions) <sup>(1)</sup>	\$1,079.5	\$720.8	\$798.9	\$588.6	\$230.4	
Number of units outstanding <sup>(2)</sup>	59,027,364	52,021,249	52,281,187	35,710,363	16,552,263	
Base Management expense ratio <sup>(3)</sup>	0.91%	0.90%	0.97%	1.18%	1.01%	
Management expense ratio including one time secondary offering expenses <sup>(4)</sup>	1.00%	0.95%	2.09%	3.40%	1.01%	
Management expense ratio per Class A share <sup>(5)</sup>	19.12%	22.92%	19.77%	19.40%	19.57%	
Portfolio turnover rate <sup>(6)</sup>	14.66%	4.28%	3.34%	8.37%	3.5%	
Trading expense ratio <sup>(7)</sup>	0.04%	0.04%	0.04%	0.05%	0.07%	
Closing market price (TSX): Preferred shares	\$10.55	\$9.98	\$9.45	\$10.09	\$10.05	
Closing market price (TSX): Class A shares	\$7.52	\$3.24	\$5.89	\$7.49	\$4.26	

(1) This information is provided as at November 30.

(2) At times when there is an unequal number of Class A and Preferred shares outstanding, a notional unit amount will be determined as the quotient of the total net asset value of the Company and the sum of the net asset value per share attributable to Class A shares and Preferred shares.

(3) A separate base management expense ratio per unit has been presented to reflect the ongoing operating expenses of the Company. The base management expense ratio per unit is based on total expenses for the stated year, excluding commissions and other portfolio transaction costs, withholding tax, distributions on Preferred shares and any one time offering expenses and is expressed as an annualized percentage of the average net asset value of the Company during the year.

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

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

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

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



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## MANAGEMENT FEES

Pursuant to the terms of the investment management agreement, Quadravest is entitled to a base management fee payable in arrears at a annual rate equal to 0.65% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date. In addition, Quadravest is entitled to receive a performance fee subject to the achievement of certain pre-established total return thresholds.

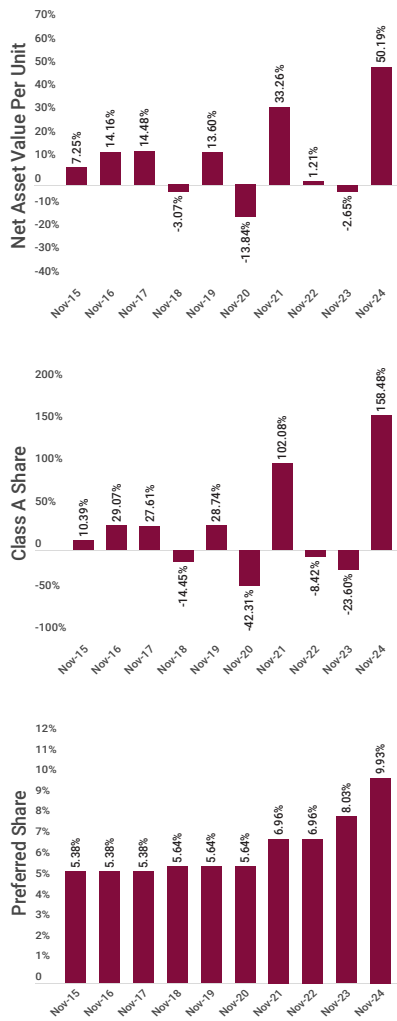
Pursuant to the management agreement, Quadravest is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.1% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date.

The base management fee was used by Quadravest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required by the Company which includes all operational services, financial accounting, shareholder reporting and regulatory reporting.

PAST PERFORMANCE
Year-by-Year Returns

The past performance of 1) the net asset value per unit; 2) the Preferred share on a net asset value basis; and 3) the Class A share on a net asset value basis for each of the last 10 years are presented in the bar charts below. Each bar in the chart reflects the change in percentage terms of how a unit, a Preferred share or a Class A share would have increased or decreased during the applicable year. In respect to the charts displayed below, please note the following:

- a) The performance information shown assumes that all cash distributions made by the Company during the years shown were reinvested in the applicable additional securities of the Company;
- b) The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance; and
- c) Past performance of the Company does not necessarily indicate how it will perform in the future.



(1) The returns per unit and per Class A share for the year ended November 30, 2020 reflect the consolidation of Class A shares in December 2019.

## ANNUAL COMPOUND PERFORMANCE

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

	One year	Three years	Five years	Ten years	Since inception
North American Financial 15 Split Corp.- Unit	50.19%	13.95%	11.18%	10.12%	7.01%
North American Financial 15 Split Corp.- Preferred share	9.93%	8.30%	7.49%	6.48%	5.92%
North American Financial 15 Split Corp.- Class A share	158.48%	21.83%	16.09%	15.49%	8.89%

## MARKET INDICES<sup>(1)</sup>

S&P TSX Financial Index	42.58%	13.20%	13.06%	10.82%	10.27%
S&P 500 Financial Index	50.27%	16.00%	14.67%	14.48%	6.92%

(1) As a result of the Company being limited to a specific universe of stocks and that a covered call writing program is implemented to generate additional income, the investment profile of the Company is quite unique and any comparisons with any other market indices may not be appropriate.

## SUMMARY OF INVESTMENT PORTFOLIO

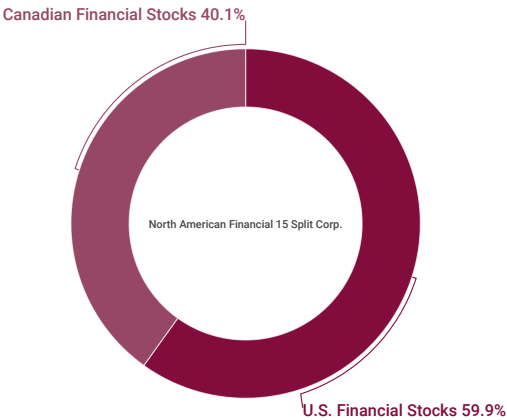
All holdings as at November 30, 2024

Name	Weighting (%)
J.P. Morgan Chase & Co.	8.9
Goldman Sachs Group Inc.	8.8
Morgan Stanley	8.5
Wells Fargo & Co.	8.4
Bank of America Corp.	8.0
Citigroup Inc.	7.6
Royal Bank of Canada	7.4
Sun Life Financial Inc.	5.6
Manulife Financial Corporation	4.9
Canadian Imperial Bank of Commerce	4.8
National Bank of Canada	3.8
Toronto-Dominion Bank	3.3
US Bancorp	3.2
Bank of Nova Scotia	3.1
Bank of Montreal	2.3
Fifth Third Bancorp.	1.1
Great-West Lifeco Inc.	0.8
CI Financial Corp.	0.4
<b>Total long positions as a percentage of net assets</b>	<b>90.9</b>
Cash	10.1
Other net assets (liabilities)	-1.0
	100.0

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

**PORTFOLIO BREAKDOWN**

The following pie chart shows the composition of the Company’s holdings between Canadian and U.S. investments.



**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.  
MANAGEMENT’S RESPONSIBILITY FOR FINANCIAL REPORTING**

The financial statements of North American Financial 15 Split Corp. (the “Company”) have been prepared by Quadravest Capital Management Inc. (the “Manager” of the Company) and approved by the Board of Directors of the Company. The Manager is responsible for the information and representations contained in these financial statements and the other sections of the annual report. The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”). The material accounting policy information applicable to the Company is described in note 3 to the financial statements.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting and has reviewed and approved these financial statements. The Manager with the approval of the Board of Directors of the Company has appointed PricewaterhouseCoopers LLP as the external auditor of the Company. They have audited the financial statements of the Company in accordance with Canadian generally accepted auditing standards to enable them to express to shareholders their opinion on the financial statements. The auditor has full and unrestricted access to the Audit Committee to discuss its findings.

**WAYNE FINCH**

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

**SILVIA GOMES**

Chief Financial Officer  
Quadravest Capital Management Inc.



## Independent auditor's report

To the Shareholders of North American Financial 15 Split Corp. (the Company)

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### Our opinion

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

#### What we have audited

The Company's financial statements comprise:

- the statements of financial position as at November 30, 2024 and 2023;
- the statements of comprehensive income/(loss) for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable Class A shares for the years then ended;
- the statements of cash flow for the years then ended; and
- the notes to the financial statements, comprising material accounting policy information and other explanatory information.

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### Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

PricewaterhouseCoopers LLP

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"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.

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## **Other information**

Management is responsible for the other information. The other information comprises the Annual Management Report of Fund Performance and the information, other than the financial statements and our auditor's report thereon, included in the annual report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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## **Responsibilities of management and those charged with governance for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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## **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Christina Fox.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
February 20, 2025

# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## STATEMENTS OF FINANCIAL POSITION

AS AT NOVEMBER 30, 2024 AND NOVEMBER 30, 2023

	November 30, 2024 (\$)	November 30, 2023 (\$)
<b>ASSETS</b>		
Current Assets		
Investments	981,987,455	662,322,090
Cash	109,032,757	44,715,527
Interest, dividends and other receivables	1,524,244	2,217,348
Receivable in respect of investments sold	-	17,537,543
	<u>1,092,544,456</u>	<u>726,792,508</u>
<b>LIABILITIES</b>		
Current Liabilities		
Written Options	906,706	2,040,097
Fees and other accounts payable	842,639	554,856
Distributions payable	11,320,110	3,360,019
Preferred shares (notes 1 and 6)	597,854,920	520,287,920
Class B shares	1,000	1,000
	<u>610,925,375</u>	<u>526,243,892</u>
<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)</b>		
	<b>481,619,081</b>	<b>200,548,616</b>
Number of Preferred shares outstanding (note 6)	59,785,492	52,028,792
Number of Class A shares outstanding (note 6)	58,111,092	51,992,492
Net assets per Preferred share	\$10.00	\$10.00
Net assets per Class A share	\$8.29	\$3.86
Net assets per unit	\$18.29	\$13.86

Approved on behalf of the Board of Directors



**WAYNE FINCH**  
Director



**PETER CRUICKSHANK**  
Director

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



**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**  
**STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)**

FOR THE YEARS ENDED NOVEMBER 30

	2024 (\$)	2023 (\$)
<b>INCOME</b>		
<b>Net gain (loss) on investments and derivatives</b>		
Net realized gain (loss)	19,488,521	2,603,261
Net change in unrealized appreciation/ depreciation	314,174,445	(51,931,718)
Dividends	27,311,994	27,778,181
Interest for distribution purposes	3,066,783	3,224,256
<b>Net gain (loss) on investments and derivatives</b>	<b>364,041,743</b>	<b>(18,326,020)</b>
<b>Other gain (loss)</b>		
Realized gain (loss) on currency	602,946	102,187
Change in unrealized gain (loss) in the value of currency	1,616,947	86,437
	<u><b>366,261,636</b></u>	<u><b>(18,137,396)</b></u>
<b>EXPENSES (note 7)</b>		
Management fees	6,610,668	5,680,085
Audit fees	28,809	28,763
Directors' fees	14,312	14,334
Independent Review Committee fees	4,064	4,064
Custodial fees	97,618	142,548
Legal fees	43,200	29,758
Shareholder reporting costs	66,259	70,492
Other operating expenses	256,246	185,546
Harmonized sales tax	706,999	634,840
Transaction costs	332,367	281,191
Withholding taxes	1,906,836	2,066,661
	<u><b>10,067,378</b></u>	<u><b>9,138,282</b></u>
<b>Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions and other income (charges) related to Preferred shares</b>	<b>356,194,258</b>	<b>(27,275,678)</b>
Distributions on Preferred shares	(52,071,598)	(41,829,180)
Premium (discount) on issuance of Preferred shares	2,109,784	(1,253,908)
Issuance costs on Preferred shares	(471,982)	(110,661)
Gain (loss) on redemption of Preferred shares	(12,233)	39,354
<b>Increase (decrease) in net assets attributable to holders of redeemable Class A shares</b>	<u><b>305,748,229</b></u>	<u><b>(70,430,073)</b></u>
<b>Increase (decrease) in net assets attributable to holders per redeemable Class A share (note 8)</b>	<b>5.68</b>	<b>(1.30)</b>

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

**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**  
**STATEMENTS OF CHANGES IN NET ASSETS**  
**ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES**  
**FOR THE YEARS ENDED NOVEMBER 30**

	2024 (\$)	2023 (\$)
<b>Net Assets attributable to holders of redeemable Class A shares - Beginning of year</b>	<b>200,548,616</b>	<b>276,117,555</b>
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	305,748,229	(70,430,073)
Gross proceeds on issuance of Class A shares (note 6)	37,689,572	16,153,650
Agents' fees and issue costs on issuance of Class A shares	<u>(325,579)</u>	<u>(223,995)</u>
Net proceeds on issuance of Class A shares	<u>37,363,993</u>	<u>15,929,655</u>
Class A share redemptions	(444,316)	(8,909,696)
<b>Distributions on Class A shares<sup>(1)</sup></b>		
Canadian dividends	(51,433,863)	(12,158,825)
Capital gains dividends	<u>(10,163,578)</u>	<u>-</u>
	<u>(61,597,441)</u>	<u>(12,158,825)</u>
<b>Change in net assets attributable to holders of redeemable Class A shares</b>	<u><b>281,070,465</b></u>	<u><b>(75,568,939)</b></u>
<b>Net Assets attributable to holders of redeemable Class A shares - End of year</b>	<u><b>481,619,081</b></u>	<u><b>200,548,616</b></u>

(1) Characterization of distributions is based on the tax treatment that is received by shareholders.

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

# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## STATEMENTS OF CASH FLOW

FOR THE YEARS ENDED NOVEMBER 30

	2024 (\$)	2023 (\$)
<b>Cash flows from (used in) operating activities</b>		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	305,748,229	(70,430,073)
Adjustment for:		
Distributions on Preferred shares	52,071,598	41,829,180
Unrealized (gain) loss in the value of currency	(1,616,947)	(86,437)
Net realized (gain) loss on investments and derivatives	(19,488,521)	(2,603,261)
Net change in unrealized appreciation/depreciation of investments and derivatives	(314,174,445)	51,931,718
(Premium) discount on issuance on Preferred shares	(2,109,784)	1,253,908
Issuance costs on Preferred shares	471,982	110,661
(Gain) loss on redemption of Preferred shares	12,233	(39,354)
Purchase of investments, net of option premiums	(98,995,280)	(22,225,979)
Proceeds from sale of investments	129,397,033	11,283,785
(Increase) decrease in interest, dividends and other receivables	693,104	(617,799)
Increase (decrease) in fees and other accounts payable	265,383	(47,408)
Net cash flows from (used in) operating activities	<u>52,274,585</u>	<u>10,358,941</u>
<b>Cash flows from (used in) financing activities</b>		
Gross proceeds on issuance of Class A shares and Preferred shares (note 6)	117,763,356	44,302,742
Agents' fees and issue costs on issuance of Class A shares and Preferred shares	(775,161)	(334,656)
Amounts paid on redemption of Class A shares and Preferred shares	(853,548)	(40,797,292)
Distributions paid on Class A shares	(55,010,549)	(18,084,897)
Distributions paid on Preferred shares	(50,698,400)	(41,409,978)
Cash flows from (used in) financing activities	<u>10,425,698</u>	<u>(56,324,081)</u>
Unrealized gain (loss) in the value of currency	<u>1,616,947</u>	<u>86,437</u>
Net increase (decrease) in cash	<u>64,317,230</u>	<u>(45,878,703)</u>
Cash at beginning of the year	<u>44,715,527</u>	<u>90,594,230</u>
<b>Cash at end of the year</b>	<u><b>109,032,757</b></u>	<u><b>44,715,527</b></u>
Dividends received, net of withholding tax*	26,010,452	25,090,851
Interest received*	3,066,783	3,224,256

\* Included as part of Cash Flows from Operating Activities.

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

**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**  
**SCHEDULE OF PORTFOLIO INVESTMENTS**

AS AT NOVEMBER 30, 2024

No. of shares (contracts)	Description	Average Cost (Premiums received) (\$)	Fair Value (\$)
<b>15 Core Holdings</b>			
<b>Canadian Core Common Equities</b>			
183,380	Bank of Montreal	21,095,956	24,481,230
420,600	Bank of Nova Scotia	32,308,657	33,584,910
566,000	Canadian Imperial Bank of Commerce	39,773,607	51,438,080
123,850	CI Financial Corp.	3,824,722	3,845,543
165,700	Great-West Lifeco Inc.	6,666,079	8,352,937
1,185,150	Manulife Financial Corporation	28,368,141	53,414,711
299,100	National Bank of Canada	25,225,689	41,488,161
456,000	Royal Bank of Canada	56,644,444	80,328,960
703,600	Sun Life Financial Inc.	44,661,712	60,629,212
455,800	Toronto-Dominion Bank	35,683,481	36,113,034
<b>Total Canadian Common Equities in Core Holdings (40.1%)</b>		<b>294,252,488</b>	<b>393,676,778</b>
<b>U.S. Core Common Equities</b>			
1,297,722	Bank of America Corp.	55,189,274	86,325,832
828,299	Citigroup Inc.	66,129,462	82,190,882
111,600	Goldman Sachs Group Inc.	43,784,881	95,093,057
275,908	J.P. Morgan Chase & Co.	48,585,869	96,469,870
850,840	Wells Fargo & Co.	52,983,665	90,741,495
<b>Total U.S. Common Equities in Core Holdings (46.0%)</b>		<b>266,673,151</b>	<b>450,821,136</b>
<b>Other U.S. Common Equities</b>			
465,000	US Bancorp	29,645,885	34,695,468
170,973	Fifth Third Bancorp.	5,305,947	11,504,967
495,400	Morgan Stanley	56,426,670	91,289,106
<b>Total Other U.S. Common Equities (14.0%)</b>		<b>91,378,502</b>	<b>137,489,541</b>
<b>Total Common Equities (100.1%)</b>		<b>652,304,141</b>	<b>981,987,455</b>

**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**  
**SCHEDULE OF PORTFOLIO INVESTMENTS (CONTINUED...)**

AS AT NOVEMBER 30, 2024

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	<b>Call Options written (100 shares per contract)</b>		
	<b>Canadian call options written</b>		
(225)	Bank of Montreal @ \$140 December 2024	(14,175)	(12,038)
(225)	Bank of Nova Scotia @ \$77 December 2024	(19,013)	(78,188)
(300)	Canadian Imperial Bank of Commerce @ \$92 December 2024	(35,100)	(41,700)
(150)	Canadian Imperial Bank of Commerce @ \$92 January 2025	(26,550)	(25,200)
(100)	CI Financial Corp. @ \$26 January 2025	(3,550)	(51,000)
(100)	Great-West Lifeco Inc. @ \$52 January 2025	(2,400)	(2,500)
(700)	Manulife Financial Corporation @ \$46 January 2025	(54,600)	(55,300)
(700)	Manulife Financial Corporation @ \$48 January 2025	(35,000)	(15,750)
(370)	Royal Bank of Canada @ \$180 December 2024	(29,230)	(36,630)
(246)	Sun Life Financial Inc. @ \$86 December 2024	(23,616)	(32,964)
(202)	Sun Life Financial Inc. @ \$88 January 2025	(17,412)	(20,604)
(500)	Toronto-Dominion Bank @ \$82 December 2024	(30,000)	(20,750)
	<b>Total Canadian options written (0.0%)</b>	<b>(290,646)</b>	<b>(392,624)</b>
	<b>U.S. call options written</b>		
(1,103)	Bank of America Corp. @ \$50 December 2024	(37,065)	(26,254)
(650)	Citigroup Inc. @ \$72 December 2024	(91,856)	(115,582)
(285)	Fifth Third Bancorp. @ \$50 December 2024	(17,961)	(13,967)
(158)	Goldman Sachs Group Inc. @ \$635 December 2024	(90,704)	(77,650)
(50)	Goldman Sachs Group Inc. @ \$645 January 2025	(63,357)	(64,055)
(453)	J.P. Morgan Chase & Co. @ \$260 December 2024	(100,994)	(85,309)
(500)	Morgan Stanley @ \$137 December 2024	(67,907)	(70,708)
(590)	US Bancorp @ \$56 December 2024	(32,217)	(27,261)
(580)	Wells Fargo & Co. @ \$81 December 2024	(56,846)	(33,296)
	<b>Total U.S. call options written (-0.1%)</b>	<b>(558,907)</b>	<b>(514,082)</b>
		<b>651,454,588</b>	<b>981,080,749</b>
	Less adjustments for transaction costs	(258,542)	
	<b>Total Investments (100%)</b>	<b>651,196,046</b>	<b>981,080,749</b>

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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### 1. Incorporation

North American Financial 15 Split Corp. (the “Company”) is a mutual fund corporation established under the laws of the Province of Ontario on September 3, 2004 that began investment operations on October 15, 2004. The manager and the investment manager of the Company is Quadravest Capital Management Inc. (“Quadravest” or “Manager”). The Company’s principal office is located at 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2. The Company invests in an actively managed portfolio of common shares comprised primarily of 15 core large capitalization Canadian and U.S. financial services companies. The Company employs an active covered call writing program to enhance the income earned from the portfolio.

In connection with the extension of the Company’s term for a further five year period from December 1, 2024 to December 1, 2029, a special retraction right was offered allowing 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 of \$18.29 (\$10 per Preferred share and \$8.29 per Class A share). The Company redeemed 4,041,223 Preferred shares and 3,628,826 Class A shares on December 16, 2024, pursuant to the special retraction right. As at November 30, 2024, Preferred shares and net assets attributable to holders of redeemable Class A shares amounts on the statements of financial position include subsequent retraction payment amounts of \$40,412,230 and \$30,082,968, respectively.

In connection with the extension, the Company also amended the dividend entitlement of the Preferred shares, increasing the minimum annual distribution rate for the five year term commencing December 1, 2024 to 7% from 5.5%. The Preferred share annual distribution rate was set at 8.75% effective December 1, 2024.

The termination date may be extended thereafter at the Company’s discretion for additional terms of five years each. Shareholders will be provided with a special retraction right in connection with any such extension.

### 2. Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”). These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss (“FVTPL”).

These financial statements were approved by the Board of Directors of the Company on February 20, 2025.

### 3. Material accounting policy information

The following is a summary of material accounting policy information applicable to the Company.

#### Investments and financial instruments

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

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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

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

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

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

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

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

The net asset value of the Company is determined in accordance with requirements of law, including National Instrument 81-106, Investment Fund Continuous Disclosure, and is used to process shareholder transactions. For financial reporting purposes under IFRS Accounting Standards, net assets of the Company is determined as the difference between the aggregate amount of the Company's assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Class A shares ("Net Assets of the Company"). Preferred shares and Class A shares are issued on the basis that an equal number of Preferred shares and Class A shares (together, a "unit") will be issued and outstanding at all material times. At times when there is an unequal number of Class A and Preferred shares outstanding, a notional unit amount will be determined as the quotient of the total net asset value of the Company and the sum of the net asset value per share attributable to Class A shares and Preferred shares.

### Valuation of investments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded shares and

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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options) are based on the last traded prices at the close of trading on the reporting date. The Company uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Company's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and others commonly used by market participants and which make the maximum use of observable inputs. Refer to note 5 for further information about the Company's fair value measurements.

### **Cash**

Cash is comprised of demand deposits with a financial institution.

### **Translation of foreign currencies**

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

### **Management fees, administration fees and performance fees**

Management fees and administration fees are accrued by the Company over time, as services are rendered by QuadraVest. At each measurement date, the Company recognizes an expense and financial liability based on the amount, if any, of performance fees expected to be paid based on net asset value of the Company. Refer to note 7 for further information about the calculation of management, administration fees and performance fees, if any, of the Company.

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

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

### **Taxation**

The Company qualifies as a mutual fund corporation under the Income Tax Act (Canada) (the "Tax Act") and it is subject to income tax in each taxation year on the amount of its net income for the taxation year, including net realized taxable capital gains, if any, at the rate applicable to mutual fund corporations. The general income tax rules associated with a public corporation also apply to a mutual fund corporation with the exception that taxes



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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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payable on net realized capital gains are refundable on a formula basis when its shares are redeemed or when it pays capital gains dividends out of its capital gains dividend account to its shareholders.

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

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

As a mutual fund corporation, taxable dividends received from taxable Canadian corporations are subject to a Part IV tax of 38 1/3%. Such taxes are fully refundable upon payment of taxable dividends to its shareholders on a basis of \$1.15 for every \$3 of dividends paid. Any such tax paid is reported as an amount receivable until recovered through the payment to shareholders of dividends out of net investment income. All tax on net taxable realized capital gains is refundable when the gains are distributed to shareholders as capital gains dividends or through redemption of shares at the request of shareholders, while the Company qualifies as a mutual fund corporation. As a result of the capital gains refund mechanism and Part IV tax refunds, the Company recovers any Canadian income taxes paid in respect of its capital gains and taxable Canadian dividends. As a result, the Company has determined that it is in substance not taxable. Consequently, the tax benefit of capital and non-capital losses and other temporary differences have not been reflected in the Statements of Financial Position as deferred income tax assets or liabilities.

The Company has estimated accumulated non capital losses for tax purposes as at November 30, 2024 of \$NIL (November 30, 2023-\$9,059,691) that are available to lower taxable income in future years if required and expire after the scheduled termination date of the Company.

The Company currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown as a separate expense in the Statements of Comprehensive Income/(Loss).

#### 4. Critical Accounting Estimates and Judgments

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

#### 5. Management of Risk of Financial Instruments

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

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

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

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

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at November 30, 2024 and November 30, 2023:

Financial assets and liabilities at fair value as at November 30, 2024				
	Level 1	Level 2	Level 3	Total
Equities	\$981,987,455	-	-	\$981,987,455
Options	(\$906,706)	-	-	(\$906,706)
	<u>\$981,080,749</u>	<u>-</u>	<u>-</u>	<u>\$981,080,749</u>

Financial assets and liabilities at fair value as at November 30, 2023				
	Level 1	Level 2	Level 3	Total
Equities	\$662,322,090	-	-	\$662,322,090
Options	(\$2,040,097)	-	-	(\$2,040,097)
	<u>\$660,281,993</u>	<u>-</u>	<u>-</u>	<u>\$660,281,993</u>

All fair value measurements above are recurring and fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. There were no transfers or reclassifications between levels for the years ended November 30, 2024 and 2023.

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

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

### Market Price Risk

All securities investments present a risk of loss of capital. The 15 core holdings were selected because of their long term history of market price appreciation and dividend growth. These portfolio companies were selected from the financial services indices of the S&P/TSX 60 and S&P 100 and are among the largest financial services companies in North America.

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

#### Price risk

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

The Manager manages market price risk by limiting investment in any one portfolio company to no more than 10% of the net asset value of the Company at the time of purchase.

In addition, the supplemental covered call writing program generates an additional stream of income to the portfolio which may also help mitigate against market price declines during years in which a particular portfolio company has a covered call option written against that position.

The Company is exposed to other price risk from its investment in equity securities and written options. As at November 30, 2024, had the prices on the respective stock exchanges for these equity securities increased by 10%, with all other variables held constant, Net Assets of the Company would have increased by approximately \$92,895,000 (November 30, 2023-\$60,237,000). Similarly, had the prices on the respective stock exchanges for these equity

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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securities decreased by 10%, with all other variables held constant, Net Assets of the Company would have decreased by approximately \$97,700,000 (November 30, 2023-\$65,110,000).

### **Interest rate risk**

Interest rate risk is the risk that the fair value of interest bearing financial instruments will fluctuate due to changes in market interest rates. The majority of the Company's financial assets and liabilities are non interest bearing. As a result, the Company is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates and considers interest rate risk insignificant as at November 30, 2024 and 2023.

### **Currency risk**

Currency risk is the risk that financial instruments that are denominated in a currency other than the Canadian dollar, which is the Company's reporting currency, will fluctuate due to changes in exchange rates. Five of the 15 core financial services companies and three additional companies are U.S. financial services companies that are listed on the New York Stock Exchange and trade in U.S. dollars. As at November 30, 2024, 61.3% (November 30, 2023-56.5%) of the Net Assets of the Company are invested in U.S. dollar denominated assets which includes U.S. dollar cash. As a result, the Net Assets of the Company will be affected by changes in the U.S. dollar relative to the Canadian dollar. The Company has not entered into currency hedging contracts. If the Canadian dollar appreciated/depreciated by 5% against the U.S. dollar, the Net Assets of the Company would decrease/increase by approximately \$33,071,000 (November 30, 2023-\$20,352,000).

### **Other risks**

#### **Credit risk**

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. All of the Company's transactions are in listed securities and options and are settled and paid for using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on purchase once the securities have been received by the broker. Cash is held with a reputable and regulated financial institution. As at November 30, 2024 and 2023, the Company did not have significant credit risk exposure.

#### **Liquidity risk**

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time or at a reasonable price. The Company is exposed to liquidity risk primarily through its monthly and annual retractions of Class A shares and Preferred shares. The Company receives adequate notice for all retraction requests. The Company's portfolio is invested in highly liquid large capitalization investments that trade on the Toronto Stock Exchange ("TSX") and New York Stock Exchange. All Class A shares and Preferred shares outstanding are redeemable on a monthly and annual basis but are scheduled to be redeemed upon termination of the Company. As at November 30, 2024 and 2023, all other financial liabilities are payable within three months from the end of the year.

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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### Concentration risk

The Company's portfolio is concentrated in the financial services sector and as such will be exposed to the specific factors that affect this sector. An individual portfolio holding may represent no more than 10% of the net asset value of the Company at the time of purchase.

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

	November 30, 2024	November 30, 2023
Canadian core common equities	36.3%	38.9%
U.S. core common equities	41.9%	41.4%
Other U.S. common equities	12.7%	11.5%
Canadian call options written	0.0%	-0.1%
U.S. call options written	0.0%	-0.2%
Other assets less liabilities		
(excluding Preferred shares)	9.1%	8.5%
	100.0%	100.0%

## 6. Redeemable Units

### Preferred shares

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

<u>Preferred share transactions</u>	November 30, 2024	November 30, 2023
Beginning of year	52,028,792	52,281,187
Issued during the year	7,796,400	2,940,300
Redeemed during the year	(39,700)	(3,192,695)
End of year	59,785,492	52,028,792

Preferred shareholders are entitled to cumulative preferential monthly cash dividends, the amount of which will be fixed by the Board of Directors on an annual basis, subject to a prescribed minimum of 5.5% on the Preferred share repayment amount of \$10 for the five year period commencing December 1, 2019 (minimum of 7% for the five year period commencing December 1, 2024). Effective December 1, 2023, dividends were set at \$0.07917 per Preferred share per month for an annual yield of 9.50% on the Preferred share repayment amount (previously, \$0.06458 per Preferred share per month for an annual yield of 7.75%; effective December 1, 2024, \$0.07292 per Preferred share to yield 8.75% per annum). All Preferred shares outstanding on the termination date will be redeemed by the Company on that date. The Preferred shares have been presented as liabilities in the financial statements.

Preferred shares trade under the symbol "FFN.PR.A" on the TSX. The trading price of Preferred shares on the TSX was \$10.55 as at November 30, 2024 (November 30, 2023-\$9.98). Preferred shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Preferred share and a Class A share in the month of October in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of October. Preferred shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss).

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

The Company announced on May 27, 2024 that the TSX accepted its notice of intention to make a Normal Course Issuer Bid (the "NCIB") to purchase its Preferred shares and Class A shares through the facilities of the TSX and/or alternative Canadian trading systems. The NCIB commenced on May 29, 2024 and will terminate on May 28, 2025. Pursuant to the NCIB, the Company proposes to purchase, from time to time, if it is considered advisable, up to 5,327,599 Preferred shares and 5,256,760 Class A shares of the Company, representing 10% of the public float of 53,275,992 Preferred shares and 52,567,602 Class A shares. As of May 15, 2024, there were 53,276,492 Preferred shares and 52,639,792 Class A shares issued and outstanding. The Company will not purchase, in any given 30-day period, in the aggregate, more than 1,065,529 Preferred shares or more than 1,052,795 Class A shares, being 2% of the issued and outstanding Preferred shares and Class A shares as of May 15, 2024.

The previous NCIB which commenced on May 29, 2023 terminated on May 28, 2024.

There were no Preferred shares purchased for cancellation during the year ended November 30, 2024. During the year ended November 30, 2023, there were 230,600 Preferred shares purchased for cancellation at an average price of \$9.83 per Preferred share.

The Company may issue shares to the public from time to time, at the Company's discretion, under an at-the-market equity program (the "ATM Program"). Any Class A shares or Preferred shares sold in the ATM Program will be sold through the TSX or any other marketplace in Canada on which the Class A shares and Preferred shares are listed, quoted or otherwise traded at the prevailing market price at the time of sale.

During the year ended November 30, 2024, 7,796,400 Preferred shares were sold through the ATM Program at an average selling price of \$10.27 per Preferred share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$80,073,784, \$79,683,022 and \$390,762, respectively.

During the year ended November 30, 2023, 2,940,300 Preferred shares were sold through the ATM Program at an average selling price of \$9.57 per Preferred share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$28,149,092, \$28,052,249 and \$96,843, respectively.

### Class A shares and Class B shares

#### Authorized

An unlimited number of Class A shares

1,000 Class B shares

#### Class A share transactions

	November 30, 2024	November 30, 2023
Beginning of year	51,992,492	52,281,187
Issued during the year	6,216,000	2,939,800
Redeemed during the year	(97,400)	(3,228,495)
End of year	58,111,092	51,992,492

Class A shares were issued at \$15 per share. Class A share distributions are currently targeted at \$0.11335 per month. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared. All Class A shares outstanding on the termination date will be redeemed by the Company on that date. Class A shares trade under

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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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the symbol “FFN” on the TSX. The trading price of Class A shares on the TSX was \$7.52 as at November 30, 2024 (November 30, 2023-\$3.24). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Class A share and a Preferred share in the month of October in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of October. Class A shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss).

The Preferred shares rank in priority to the Class A shares with respect to the payment of dividends. Upon the termination of the Company, Class A shareholders will receive an amount equal to the net asset value per unit less \$10 (the redemption value of the Preferred shares).

During the year ended November 30, 2024, there were 67,700 Class A shares purchased for cancellation at an average price of \$4.42. During the year ended November 30, 2023, there were 266,900 Class A shares purchased for cancellation at an average price of \$3.09 per Class A share.

During the year ended November 30, 2024, 6,216,000 Class A shares were sold through the ATM Program at an average selling price of \$6.06 per Class A share. Gross proceeds, net proceeds and commissions on the Preferred share sales were \$37,689,572, \$37,445,181 and \$244,391, respectively.

During the year ended November 30, 2023, 2,939,800 Class A shares were sold through the ATM Program at an average selling price of \$5.49 per Class A share. Gross proceeds, net proceeds and commissions on the Class A share sales were \$16,153,650, \$15,943,468 and \$210,182, respectively.

The holders of Class B shares are not entitled to receive dividends. The Class B shares are retractable at a price of \$1.00 per share. Class B shareholders are entitled to one vote per share. On September 3, 2004, the Company issued 1,000 Class B shares to Quadravest, the Company’s investment manager, for cash consideration of \$1,000.

### 7. Expenses

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

Pursuant to the management agreement, Quadravest is entitled to an administration fee payable monthly in arrears at an annual rate of 0.10% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date.

Pursuant to the terms of the investment management agreement, Quadravest is entitled to a base management fee payable in arrears at an annual rate equal to 0.65% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date. In addition, Quadravest is entitled to receive a performance fee subject to the achievement of certain pre-established total return thresholds.

The monthly discount to net asset value of 2% applicable to the redemption of Preferred shares and Class A shares is payable to Quadravest. Redemption fees paid for the year ended November 30, 2024 were \$6,571 (November 30, 2023-\$NIL).

**NORTH AMERICAN FINANCIAL 15 SPLIT CORP.**

**NOTES TO THE FINANCIAL STATEMENTS**

**FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023**

Total management fees of \$6,610,668 (November 30, 2023-\$5,680,085), incurred during the year ended November 30, 2024, include the administration fee and base management fee. As at November 30, 2024, \$663,890 (November 30, 2023-\$442,961) was payable to the Manager with respect to the administration fee and investment management fee. No performance fees were paid during the years ended November 30, 2024 and 2023.

Total brokerage commissions paid during the year ended November 30, 2024 by the Company for its portfolio transactions were \$332,367 (November 30, 2023-\$281,191). Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of portfolio transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the year ended November 30, 2024 amounted to \$3,084 (November 30, 2023-\$3,468). For the year ended November 30, 2024, fees paid or payable to PricewaterhouseCoopers LLP and other PwC Network firms for the audit of the financial statements of the Company were \$23,278. Fees for other services, which pertained largely to the issuance of shares of the Company, were \$60,190.

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

The increase (decrease) in net assets attributable to holders per redeemable Class A share for the years ended November 30, 2024 and 2023 is calculated as follows:

	2024	2023
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	\$305,748,229	(\$70,430,073)
Weighted average Class A shares outstanding	53,784,767	54,307,475
Increase (decrease) in net assets attributable to holders per redeemable Class A share	\$5.68	(\$1.30)

**9. Distributions**

Distributions per share were as follows:

	November 30, 2024	November 30, 2023
Preferred shares	\$0.9500	\$0.7750
Class A shares	\$1.1335	\$0.2267

**10. Capital Management**

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

The Company's objectives in managing its capital are:

- i) To provide holders of Preferred shares with cumulative preferential monthly cash dividends, the amount of which will be fixed by the Board of Directors on an annual basis, subject to a prescribed minimum of 5.5% on the Preferred share repayment amount of \$10 for the five year period commencing December 1, 2019 (minimum of 7% for the five year period commencing December 1, 2024; effective December 1, 2023, set at \$0.07917 per Preferred share per month for an annual yield of 9.50% and effective December 1, 2024, \$0.07292 per Preferred share to yield 8.75% per annum) and to pay holders \$10 per Preferred share on or about the termination date; and



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# NORTH AMERICAN FINANCIAL 15 SPLIT CORP.

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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- ii) To provide holders of Class A shares with regular monthly cash distributions in an amount to be determined by the Board of Directors and to permit holders to participate in all growth in the net asset value of the Company above \$10 per unit, by paying holders such amounts as remain in the Company after paying \$10 per Preferred share on or about the termination date. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared.

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

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

As at November 30, 2024 and November 30, 2023, there were no differences between net asset value per Class A share used for transactional purposes and net assets attributable to holders per redeemable Class A share for financial reporting purposes.

### **12. New IFRS Accounting Standard**

In April 2024, the International Accounting Standards Board issued IFRS 18, "Presentation and Disclosure in the Financial Statements" which aims to improve the quality of financial reporting by introducing new requirements which include new required categories and subtotals in the statement of comprehensive income and enhanced guidance on grouping of information. IFRS 18 replaces IAS 1, "Presentation of Financial Statements". This standard is effective for annual periods beginning on or after January 1, 2027, with early adoption permitted. The Company is currently assessing the impact of these new requirements.

### **13. Subsequent event**

Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 4,041,223 Preferred shares and 3,628,826 Class A shares and made retraction payments of \$40,412,230 and \$30,082,968, respectively, to each class of shares on December 16, 2024.







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## QUADRAVEST CAPITAL MANAGEMENT INC.

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

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

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

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## BOARD OF DIRECTORS

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

Peter Cruickshank,  
Director,  
Quadravest Capital Management Inc.

Laura Johnson,  
Chief Investment Strategist  
and Portfolio Manager,  
Quadravest Capital Management Inc.

Michael W. Sharp,  
Retired Partner,  
Blake, Cassels & Graydon LLP

John Steep,  
President, S. Factor Consulting Inc.

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## CORPORATE DETAILS

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