

2024 **NEW COMMERCE SPLIT FUND**  
**SEMI-ANNUAL REPORT**  
**(UNAUDITED)**

**COMMERCE** *Split*

This report may contain forward-looking statements about the Fund. 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 Fund 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 Fund 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 Fund. 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 Fund currently anticipates that subsequent events and developments may cause the Fund’s views to change, the Fund does not undertake to update any forward-looking statements.

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**NEW COMMERCE SPLIT FUND**  
**SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE**

**MAY 31, 2024**

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This is the semi-annual Management Report of Fund Performance (MRFP) for the period ended May 31, 2024. This MRFP contains financial highlights but does not contain the complete financial statements of the Fund. The semi-annual financial statements and accompanying notes are attached to this report.

Investors may also obtain a copy of the Fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure by visiting our website at [www.commercesplit.com](http://www.commercesplit.com) or by writing to the Fund at Investor Relations, 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2.

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

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**INVESTMENT OBJECTIVES AND STRATEGIES**

New Commerce Split Fund was formed as a result of a corporate reorganization that was approved at the special meeting of shareholders of Commerce Split Corp. on February 3, 2010 and subsequently implemented on March 26, 2010 (the reorganization date). This reorganization allowed for the creation of two distinct investment funds within Commerce Split Corp. and allowed all Priority Equity shareholders and Class A shareholders of Commerce Split Corp. to elect their choice of Fund effective March 26, 2010. Shareholders were given the option to 1) maintain the original investment characteristics in the Original Commerce Split Fund or 2) choose to have their Priority Equity and/or Class A shares reorganized into a new series of shares (the New Commerce Split Fund) that would potentially provide greater distribution and capital growth potential in the event that common shares of Canadian Imperial Bank of Commerce ("CIBC") increase over the remaining term of the Fund. The New Commerce Split Fund (the "Fund") invests primarily in common shares of CIBC and also utilizes a covered call writing strategy to supplement the dividend income earned from CIBC common shares. The Fund does not have the requirements of a Priority Equity share portfolio protection plan.

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## NEW COMMERCE SPLIT FUND

The following is a summary of some of the principal provisions of the Class I Preferred shares, Class II Preferred shares, and Capital shares of the Fund.

### Class I Preferred shares

Each Class I Preferred share (Symbol: YCM.PR.A) pays fixed cumulative preferential monthly cash dividends in the amount of \$0.025 per Class I Preferred share to yield 6.00% per annum on the Class I Preferred share repayment amount of \$5.00; and has a repayment objective on or about the termination date on December 1, 2029 (subject to further 5 year extensions thereafter), to pay the holders of the Class I Preferred shares \$5.00 per Class I Preferred share.

### Class II Preferred shares

Each Class II Preferred share (Symbol: YCM.PR.B) pays fixed cumulative preferential monthly cash dividends in the amount of \$0.03125 per Class II Preferred share to yield 7.50% per annum on the Class II Preferred share repayment amount of \$5.00, when the net asset value per unit exceeds \$10.00; and has a repayment objective on or about December 1, 2029 (subject to further 5 year extensions thereafter), to pay the holders of the Class II Preferred shares \$5.00 per Class II Preferred share.

### Capital shares

Capital shares (Symbol: YCM) will participate in any net asset value growth over \$10.00 per unit and dividends will be reinstated when the net asset value per unit exceeds \$15.00. The dividend rate on the Capital shares will be set by the Board of Directors of the Fund at its discretion, based on market conditions. No dividend payments will be made on the Capital shares unless all dividends on the Class I Preferred shares and, if applicable, Class II Preferred shares have been declared and paid.

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## RISK

The risks of investing in the Fund remain as discussed in the Annual Information Form dated February 23, 2024. 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 Fund.

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## RESULTS OF OPERATIONS

North American equity markets gained during the six month period ended May 31, 2024. In Canada, these gains were a result of higher commodity prices and lower inflation. Lower inflation levels supported market sentiment that interest rate cuts were imminent, which boosted equity markets. The Bank of Canada maintained its policy rates unchanged during the period waiting for more data to confirm low inflation readings before starting rate cuts. During the period, the Canadian economy continued to moderate, with unemployment rising and wage growth slowing. Though the spread between the 10-year and 2-year treasury yield continued to narrow, the yield curve continued to be inverted during the period, with shorter term maturities yielding more than longer-term maturities, which generally adversely impacts the earnings potential of financial services companies and creates headwinds for business investments.

The market price of CIBC appreciated by 20.5% during the period ended May 31, 2024.

The net assets per unit (consisting of one Class I Preferred share, one Class II Preferred share and one Capital share) finished at \$12.19 per unit as at May 31, 2024, after the payment of \$0.34 in combined distributions to both classes of Preferred shareholders. A combined total of \$8.63 has been paid in distributions to Capital shareholders and Preferred shareholders since inception.

Net assets of the Fund finished the period at \$10.9 million.

The dividend income from the common shares of CIBC is supplemented by income received from a selective covered call writing program.

### **Capital shares – Distributions**

Capital shareholders are entitled to receive monthly cash dividends targeted to be \$0.05 per Capital share to yield 6% per annum on the original issue price. The net asset value per unit must be greater than \$15.00 in order to declare monthly dividends. There were no distributions to Capital A shares during the period.

### **Class I Preferred shares**

Total distributions during the period amounted to \$0.15 per Class I Preferred share, consisting of 6 regular monthly distributions at the monthly rate of \$0.025.

### **Class II Preferred shares**

Total distributions during the period amounted to \$0.1875 per Class II Preferred share, consisting of 6 regular monthly distributions at the monthly rate of \$0.03125. The net asset value per unit must remain above the required \$10.00 per unit threshold for monthly distributions to be declared.

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## **RECENT DEVELOPMENTS**

Financial markets and equity markets have experienced volatility in response to significant macroeconomic factors, including central bank responses to inflation levels and geopolitical events and tensions, including military events. The investment portfolio of the Fund has been subject to these market fluctuations and may continue to experience significant volatility as these situations evolve.

On March 12, 2024, the Fund announced the extension of the termination date of the Company for a further five year period from December 1, 2024 to December 1, 2029. In connection with the extension of its term, the Fund will offer a special retraction right which will allow shareholders to tender one or all classes of shares and receive a retraction price based on the November 29, 2024 net asset value per unit. The Company will have the right to amend the dividend entitlement of the Preferred shares effective December 1, 2024. Any changes to the respective dividend rates of the Preferred shares will be announced no later than September 30, 2024. The termination date may be extended thereafter at the Fund's discretion for additional terms of five years each. Shareholders will be provided with a special retraction right in connection with any such extension.

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## **RELATED PARTY TRANSACTIONS**

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

## FINANCIAL HIGHLIGHTS

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

### The Fund's net assets per unit

	Years ended November 30					
	May 31, 2024	2023	2022	2021	2020 <sup>(4)</sup>	Prior to Capital share consolidation <sup>(4)</sup> 2019
Net assets per unit, beginning of period <sup>(1)</sup>	10.70	12.49	14.30	11.77	11.49 <sup>(5)</sup>	11.41
Increase (decrease) from operations						
Total revenue	0.33	0.65	0.64	0.59	0.53	0.56
Total expenses	(0.15)	(0.24)	(0.28)	(0.27)	(0.27)	(0.17)
Realized gains for the period	(0.48)	0.05	0.32	0.01	(0.20)	1.61
Unrealized gains (losses) for the period	2.12	(1.60)	(1.67)	3.13	(0.27)	(1.25)
Total increase (decrease) from operations <sup>(2)</sup>	<u>1.82</u>	<u>(1.14)</u>	<u>(0.99)</u>	<u>3.46</u>	<u>(0.21)</u>	<u>0.75</u>
Distributions <sup>(3)</sup>						
Canadian dividends	<u>(0.34)</u>	<u>(0.64)</u>	<u>(0.83)</u>	<u>(0.93)</u>	<u>(0.58)</u>	<u>(0.68)</u>
Total distributions	<u>(0.34)</u>	<u>(0.64)</u>	<u>(0.83)</u>	<u>(0.93)</u>	<u>(0.58)</u>	<u>(0.68)</u>
Net assets per unit at end of period	12.19	10.70	12.49	14.30	11.77	11.49
Net assets per Class I Preferred share	5.00	5.00	5.00	5.00	5.00	5.00
Net assets per Class II Preferred share	5.00	5.00	5.00	5.00	5.00	5.00
Net assets per Capital share	<u>2.19</u>	<u>0.70</u>	<u>2.49</u>	<u>4.30</u>	<u>1.77</u>	<u>1.49</u>
Net assets per unit at end of period	12.19	10.70	12.49	14.30	11.77	11.49

- (1) Net assets per unit is the difference between the aggregate amount of the Fund's assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Capital 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 Capital share distributions and is calculated based on the weighted average number of units outstanding during the period.
- (3) Distributions on the Preferred shares and Capital shares are based on the number of Preferred shares and Capital shares outstanding on the record date for each distribution and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors (for semi-annual periods ended May 31, it is based on the actual characterization for the most recently completed annual period and will be updated at year end).
- (4) As a result of the consolidation of Capital shares on a 0.578956069 for 1 basis after the payment of special retractions and a pro-rata redemption on December 16, 2019 in connection with the extension of the termination date of the Fund, amounts for the period ended November 30, 2020 and subsequent periods are not comparable to prior periods.
- (5) The net assets per unit, beginning of the period is based on net assets per Capital share of \$1.49 prior to giving effect to the consolidation of the Capital shares on a 0.578956069 for 1 basis in December 2019. The net assets per Capital share at the beginning of the period, after giving effect to the subsequent consolidation, was \$2.57.

## RATIOS AND SUPPLEMENTAL DATA

	May 31, 2024	Years ended November 30				
		2023	2022	2021	2020	2019
Net asset value (millions) <sup>(1)</sup>	\$10.9	\$9.6	\$11.2	\$12.8	\$10.5	\$18.6
Number of units outstanding	896,532	896,532	896,532	896,532	896,532	1,622,069
Base Management expense ratio <sup>(2)</sup>	2.39%	2.15%	1.99%	1.92%	2.48%	1.52%
Management expense ratio per Capital share <sup>(3)</sup>	52.33%	95.12%	25.91%	24.61%	93.46%	90.92%
Portfolio turnover rate <sup>(4)</sup>	1.39%	5.12%	3.28%	7.89%	33.2%	0.0%
Trading expense ratio <sup>(5)</sup>	0.09%	0.09%	0.07%	0.04%	0.06%	0.03%
Closing market price (TSX): Class I Preferred share	\$4.98	\$4.95	\$4.99	\$5.19	\$5.10	\$5.09
Closing market price (TSX): Class II Preferred share	\$4.99	\$4.99	\$4.96	\$5.49	\$4.97	\$4.97
Closing market price (TSX): Capital share	\$2.25	\$0.89	\$2.20	\$5.20	\$1.80	\$1.25

(1) This information is provided as at May 31 or November 30.

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

(3) Management expense ratio per Capital 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 Fund (excluding commissions and other portfolio transaction costs), all distributions on Preferred shares and all issuance costs to the Capital shares and expresses this as an annualized percentage of the average net asset value attributable to the Capital shares during the period. The management expense ratio per Capital share should not be interpreted as the required return necessary for the Fund or the Capital shares to cover the operating expenses of the Fund. This calculation is based only on a portion of the Fund's assets whereas the Fund 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 Fund, making comparisons to the expense ratios of single unit mutual funds or determining the minimum investment returns necessary by the Fund to achieve growth in net asset value per unit.

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

(5) 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 Fund during the period.

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## MANAGEMENT FEES

Pursuant to the terms of the investment management agreement, Quadrainvest is entitled to a base management fee payable in arrears at an annual rate equal to 0.45% of the net asset value of the Fund, which includes the outstanding Class I and Class II Preferred shares, calculated as at each month-end valuation date.

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

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

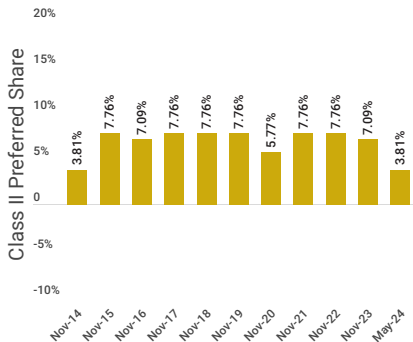
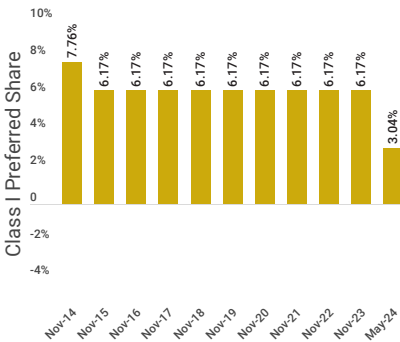
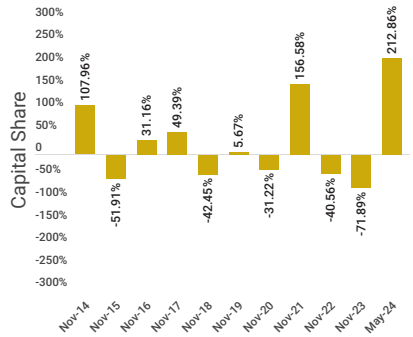
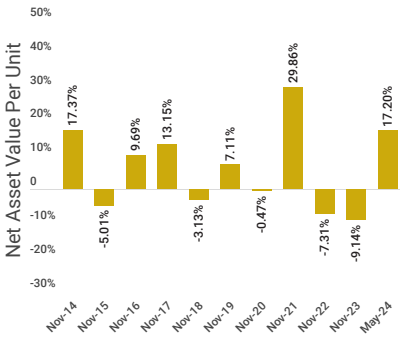


## PAST PERFORMANCE

### Year-by-Year Returns

The past performance of 1) the net asset value per unit; 2) the Class I Preferred share on a net asset value basis; 3) the Class II Preferred share on a net asset value basis; and 4) the Capital 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 Class I Preferred share, a Class II Preferred share or a Capital share would have increased or decreased during the applicable year. In respect to the charts displayed below, please note the following:

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



- The returns per unit and per Capital share for the year ended November 30, 2020 reflect the consolidation of Capital shares in December 2019.
- The returns per unit for the year ended November 30, 2023 of -9.14% were previously presented as -9.13% in error.

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**SUMMARY OF INVESTMENT PORTFOLIO**  
All holdings as at May 31, 2024

Name	Weighting (%)
Canadian Imperial Bank of Commerce	98.3
Cash	2.4
Other net assets (liabilities)	-0.7
	100.0

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

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**NEW COMMERCE SPLIT FUND  
MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The interim financial statements of New Commerce Split Fund (the "Fund") have been prepared by Quadravest Capital Management Inc. (the "Manager" of Commerce Split Corp.) and approved by the Board of Directors of Commerce Split Corp. The Manager is responsible for the information and representations contained in these interim financial statements and the other sections of the semi-annual report.

The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. The interim financial statements have been prepared in accordance with International Financial Reporting Standards, as applicable to the preparation of interim financial statements including International Accounting Standard 34, and may include certain amounts that are based on estimates and judgments. The material accounting policy information applicable to the Fund is described in note 4 to the financial statements.

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

The Fund's independent auditor has not performed a review of these interim financial statements in accordance with standards established by the Chartered Professional Accountants.



**WAYNE FINCH**

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



**SILVIA GOMES**

Chief Financial Officer  
Quadravest Capital Management Inc.

**NEW COMMERCE SPLIT FUND**  
**STATEMENTS OF FINANCIAL POSITION**

AS AT MAY 31, 2024 (UNAUDITED) AND NOVEMBER 30, 2023

	May 31, 2024 (\$)	November 30, 2023 (\$)
<b>ASSETS</b>		
Current Assets		
Investments	10,741,976	8,984,527
Cash	259,340	743,767
Interest, dividends and other receivables	521	424
	<u>11,001,837</u>	<u>9,728,718</u>
<b>LIABILITIES</b>		
Current Liabilities		
Written Options	5,360	55,275
Fees and other accounts payable	20,967	30,200
Distributions payable	50,430	50,430
Class I Preferred shares (note 6)	4,482,660	4,482,660
Class II Preferred shares (note 6)	4,482,660	4,482,660
	<u>9,042,077</u>	<u>9,101,225</u>
<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CAPITAL SHARES</b>		
	<b>1,959,760</b>	<b>627,493</b>
Number of units (1 Class I Preferred share, 1 Class II Preferred share and 1 Capital share) outstanding (note 6)		
Number of Class I Preferred shares outstanding	896,532	896,532
Number of Class II Preferred shares outstanding	896,532	896,532
Number of Capital shares outstanding	896,532	896,532
Net assets per unit	\$12.19	\$10.70
Net assets per Class I Preferred share	\$5.00	\$5.00
Net assets per Class II Preferred share	\$5.00	\$5.00
Net assets per Capital share	\$2.19	\$0.70

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.

**NEW COMMERCE SPLIT FUND**  
**STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)**

FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2024	2023
	(\$)	(\$)
<b>INCOME</b>		
<b>Net gain (loss) on investments and derivatives</b>		
Net realized gain (loss)	(427,388)	(37,785)
Net change in unrealized appreciation/depreciation	1,899,252	(1,361,123)
Dividends	286,114	289,932
Interest for distribution purposes	8,301	-
<b>Net gain (loss) on investments and derivatives</b>	<u><b>1,766,279</b></u>	<u><b>(1,108,976)</b></u>
<b>EXPENSES (note 7)</b>		
Management fees	29,616	27,895
Audit fees	8,299	9,796
Directors' fees	7,167	7,167
Independent Review Committee fees	1,154	950
Custodial fees	8,898	9,546
Shareholder reporting costs	7,291	8,754
Legal fees	24,644	24,401
Other operating expenses	29,008	25,405
Harmonized Sales Tax	10,677	12,345
Transaction costs	4,678	4,670
	<u><b>131,432</b></u>	<u><b>130,929</b></u>
<b>Increase (decrease) in net assets attributable to holders of redeemable Capital shares before distributions on Preferred shares</b>		
	<b>1,634,847</b>	<b>(1,239,905)</b>
Distributions on Preferred shares	(302,580)	(302,580)
<b>Increase (decrease) in net assets attributable to holders of redeemable Capital shares per share</b>	<u><b>1,332,267</b></u>	<u><b>(1,542,485)</b></u>
<b>Increase (decrease) in net assets attributable to holders of redeemable Capital shares per share (note 8)</b>		
	<b>1.49</b>	<b>(1.72)</b>

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

**NEW COMMERCE SPLIT FUND**  
**STATEMENTS OF CHANGES IN NET ASSETS**  
**ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CAPITAL SHARES**  
FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2024 (\$)	2023 (\$)
<b>Net Assets attributable to holders of redeemable Capital shares - Beginning of period</b>	627,493	2,234,179
Increase (decrease) in net assets attributable to holders of redeemable Capital shares	1,332,267	(1,542,485)
<b>Change in net assets attributable to holders of redeemable Capital shares</b>	<u>1,332,267</u>	<u>(1,542,485)</u>
<b>Net assets attributable to holders of redeemable Capital shares - End of period</b>	<u>1,959,760</u>	<u>691,694</u>

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

**NEW COMMERCE SPLIT FUND**  
**STATEMENTS OF CASH FLOW**

FOR THE SIX MONTH PERIODS ENDED **MAY 31** (UNAUDITED)

	2024	2023
	(\$)	(\$)
<b>Cash flows from (used in) operating activities</b>		
Increase (decrease) in net assets attributable to holders of redeemable Capital shares	1,332,267	(1,542,485)
Adjustment for:		
Distributions on Preferred shares	302,580	302,580
Net realized (gain) loss on investments and derivatives	427,388	37,785
Net change in unrealized appreciation/depreciation of investments and derivatives	(1,899,252)	1,361,123
Purchase of investments, net of option premiums	35,809	(31,396)
Proceeds from sale of investments	(371,309)	(41,785)
(Increase) decrease in interest, dividends and other receivables	(97)	(309)
Increase (decrease) in fees and other accounts payable	(9,233)	(2,344)
Cash flows from (used in) operating activities	<u>(181,847)</u>	<u>83,169</u>
<b>Cash flows from (used in) financing activities</b>		
Distributions paid on Preferred shares	<u>(302,580)</u>	<u>(302,580)</u>
Cash flows from (used in) financing activities	<u>(302,580)</u>	<u>(302,580)</u>
Net increase (decrease) in cash for the period	(484,427)	(219,411)
Cash at beginning of the period	<u>743,767</u>	<u>754,444</u>
<b>Cash at end of the period</b>	<u><b>259,340</b></u>	<u><b>535,033</b></u>
Dividends received*	286,114	289,932
Interest received *	8,301	-

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

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

**NEW COMMERCE SPLIT FUND**  
**SCHEDULE OF PORTFOLIO INVESTMENTS**

AS AT MAY 31, 2024 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	<b>Core Holding</b>		
	<b>Canadian Common Equities</b>		
158,952	Canadian Imperial Bank of Commerce	7,913,679	10,741,976
	<b>Total Canadian Common Equities in Core Holdings (100.0%)</b>	<u>7,913,679</u>	<u>10,741,976</u>
	<b>Call options written (100 shares per contract)</b>		
(335)	Canadian Imperial Bank of Commerce @ \$70 June 2024	<u>(45,225)</u>	<u>(5,360)</u>
	<b>Total Canadian call options written (0.0%)</b>	<u>(45,225)</u>	<u>(5,360)</u>
		<u>7,868,454</u>	<u>10,736,616</u>
	less adjustment for transaction costs	<u>(2,148)</u>	
	<b>Total Investments (100.0%)</b>	<u>7,866,306</u>	<u>10,736,616</u>



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# NEW COMMERCE SPLIT FUND

## NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIODS ENDED MAY 31, 2024 AND 2023 (UNAUDITED)

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### 1. Incorporation

New Commerce Split Fund (the “Fund”) was formed as a result of the reorganization of Commerce Split Corp. (the “Company”). On March 26, 2010, the effective reorganization date, the assets of Commerce Split Corp. were divided pro rata into two separate investment portfolios to be known as the “Original Commerce Split Fund” and the “New Commerce Split Fund” in accordance with the reorganization plan contained in the Management Information Circular dated December 23, 2009. The Original Commerce Split Fund was subsequently terminated on October 31, 2013. The division of the assets was based on the elections made by both Priority Equity shareholders and Class A shareholders immediately prior to the reorganization. The Fund invests primarily in common shares of Canadian Imperial Bank of Commerce (“CIBC”) and has also implemented a covered call writing program to supplement the dividend income earned from CIBC common shares. The manager and the investment manager of the Fund is Quadravest Capital Management Inc. (“Quadravest” or “Manager”). The Fund’s principal office is located at 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2.

On March 12, 2024, the Fund announced the extension of the termination date of the Company for a further five year period from December 1, 2024 to December 1, 2029. In connection with the extension of its term, the Fund will offer a special retraction right which will allow shareholders to tender one or all classes of shares and receive a retraction price based on the November 29, 2024 net asset value per unit. The Company will have the right to amend the dividend entitlement of the Preferred shares effective December 1, 2024. Any changes to the respective dividend rates of the Preferred shares will be announced no later than September 30, 2024. The termination date may be extended thereafter at the Fund’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 compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”), as applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. These financial statements should be read in conjunction with the annual financial statements for the year ended November 30, 2023, which were prepared in accordance with IFRS Accounting Standards.

These financial statements were approved by the Board of Directors of the Fund on July 17, 2024.

### 3. Material accounting policy information

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

#### Investments and financial instruments

The Fund classifies its investments, including derivatives, based on both the Fund’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 Fund is primarily focused on fair value information and uses that information to assess the assets’ performance and to make decisions. The Fund has not taken the option to irrevocably designate any equity securities as fair value in other comprehensive income (“FVOCI”). Consequently, all investments, including derivatives are measured at fair value through profit or loss.

The Fund’s obligations for net assets attributable to holders of redeemable Capital shares are presented at the annual redemption amount. All other financial assets and liabilities

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are recognized initially at fair value and subsequently measured at amortized cost, which approximates fair value.

The Fund recognizes regular purchases and sales of financial instruments on the trade date, which is the date on which it commits to purchase or sell the instrument. Transaction costs, such as brokerage commissions, related to financial assets and financial liabilities at fair value through profit or loss (“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 Fund 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 Fund 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 Class I and Class II Preferred shares rank prior to the Capital 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 Capital shares may be retracted monthly, annually, or on the termination date of the Fund. As a result, the shares contain multiple contractual obligations, and therefore, have been presented as financial liabilities.

The net asset value of the Fund 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 Fund is determined as the difference between the aggregate amount of the Fund’s assets and the aggregate amount of its liabilities, excluding Class I Preferred shares, Class II Preferred shares and net assets attributable to holders of redeemable Capital shares (“Net Assets of the Fund”).

### **Valuation of investments**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded shares and options) are based on the last traded prices at the close of trading on the reporting date. The Fund 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, QuadraVest determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Fund’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.

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The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. The Fund 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 Fund's fair value measurements.

#### Cash

Cash is comprised of demand deposits with a financial institution.

#### Translation of foreign currencies

The Fund'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 Fund's functional currency at the rates of exchange prevailing at each measurement date. Purchases and sales of investments, income and expenses are translated at the rates of exchange prevailing on the respective dates of such transactions.

#### Management fees and administration fees

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

#### Increase (decrease) in net assets attributable to holders per redeemable Capital share

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

#### Taxation

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

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

All of the Fund'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

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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 Fund qualifies as a mutual fund corporation. As a result of the capital gains refund mechanism and Part IV tax refunds, the Fund recovers any Canadian income taxes paid in respect of its capital gains and taxable Canadian dividends. As a result, the Fund 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 Fund has estimated accumulated non capital losses for tax purposes as at May 31, 2024 of \$8,031,111 (November 30, 2023-\$8,031,111) that are available to lower taxable income in future periods if required and expire after the scheduled termination date of the Fund. The Fund also has estimated accumulated capital losses for tax purposes of \$75,640,575 (November 30, 2023-\$75,640,575) which may be used to lower future capital gains if required and which do not expire.

**4. Critical Accounting Estimates and Judgments**

The preparation of these financial statements include estimates and assumptions by management based on past experiences, present conditions and expectations of future events. Where estimates were made, the reported amounts for assets, liabilities, income and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were known at the time these financial statements were prepared. The Fund’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 Fund classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

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

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

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

The following table illustrates the classification of the Fund’s financial instruments within the fair value hierarchy as at May 31, 2024 and November 30, 2023:

Financial assets and liabilities at fair value as at May 31, 2024

	Level 1	Level 2	Level 3	Total
Equities	\$10,741,976	-	-	\$10,741,976
Options	(\$5,360)	-	-	(\$5,360)
	<u>\$10,736,616</u>	<u>-</u>	<u>-</u>	<u>\$10,736,616</u>

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	Financial assets and liabilities at fair value as at November 30, 2023			
	Level 1	Level 2	Level 3	Total
Equities	\$8,984,527	-	-	\$8,984,527
Options	(\$55,275)	-	-	(\$55,275)
	<u>\$8,929,252</u>	<u>-</u>	<u>-</u>	<u>\$8,929,252</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 the periods ended May 31, 2024 or the year ended November 30, 2023.

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

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

### **Market Price Risk**

All securities investments present a risk of loss of capital.

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

#### **Price risk**

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

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

The Fund is exposed to other price risk from its investment in equity securities and written options. As at May 31, 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 Fund would have increased by approximately \$934,000 (November 30, 2023-\$729,000). Similarly, had the prices on the respective stock exchanges for these equity securities decreased by 10%, with all other variables held constant, Net Assets of the Fund would have decreased by approximately \$1,071,000 (November 30, 2023-\$868,000).

#### **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 Fund's financial assets and liabilities are non interest bearing. As a result, the Fund is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates and considers interest rate risk insignificant as at May 31, 2024 and November 30, 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 Fund's reporting currency, will fluctuate due to changes in exchange rates. All portfolio holdings and Net Assets of the Company are denominated in Canadian dollars and therefore there is no currency risk as at May 31, 2024 and November 30, 2023.

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# NEW COMMERCE SPLIT FUND

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### Other risks

#### Credit risk

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. All of the Fund's transactions are in listed securities and options and are settled and paid for using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on purchase once the securities have been received by the broker. Cash is held with a reputable and regulated financial institution. As at May 31, 2024 and November 30, 2023, the Fund did not have significant credit risk exposure.

#### Liquidity risk

Liquidity risk is the risk that the Fund may not be able to settle or meet its obligations on time or at a reasonable price. The Fund is exposed to liquidity risk primarily through its monthly and annual retractions of Capital shares, Class I Preferred shares and Class II Preferred shares. The Fund receives adequate notice for all retraction requests. The Fund's portfolio is invested in CIBC common shares which is a highly liquid large capitalization stock that trades on the TSX. All Capital shares, Class I Preferred shares and Class II Preferred shares outstanding are redeemable on a monthly and annual basis but are scheduled to be redeemed upon termination of the Fund. As at May 31, 2024 and November 30, 2023, all other financial liabilities are payable within three months from the end of the period.

#### Concentration risk

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

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

	May 31, 2024	November 30, 2023
CIBC common shares	98.3%	93.7%
Call options written	0.0%	-0.6%
Other assets less liabilities (excluding Class I and Class II Preferred shares)	1.7%	6.9%
	<u>100%</u>	<u>100%</u>

### 6. Redeemable Units

#### Preferred shares

The Fund is authorized to issue an unlimited number of Class I Preferred shares and an unlimited number of Class II Preferred shares

#### Class I Preferred shares

<u>Class I Preferred share transactions</u>	May 31, 2024	May 31, 2023
Beginning of period	896,532	896,532
Issued during the period	-	-
End of period	<u>896,532</u>	<u>896,532</u>

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**Class II Preferred shares**

<u>Class II Preferred share transactions</u>	May 31, 2024	May 31, 2023
Beginning of period	896,532	896,532
Issued during the period	-	-
End of period	<u>896,532</u>	<u>896,532</u>

Class I Preferred shares are entitled to fixed cumulative monthly dividends of \$0.025 per share. Class II Preferred shares are entitled to monthly dividends of \$0.03125 per share when the net asset value per unit exceeds \$10.00. All Preferred shares outstanding on the termination date will be redeemed by the Fund on that date. Class I Preferred shares have a repayment objective of \$5.00 and rank in priority to the Class II Preferred shares and Capital shares upon the winding up of the Fund. Class II Preferred shares have a repayment objective of \$5.00 and rank behind the Class I Preferred shares but ahead of the Capital shares. Class I and Class II Preferred shares trade under the symbols "YCM.PR.A" and "YCM.PR.B" respectively on the TSX. The trading price as at May 31, 2024 of Class I Preferred shares and Class II Preferred share was \$4.98 and \$4.99 respectively (November 30, 2023-\$4.95 and \$4.99 respectively). The Preferred shares of both classes have been presented as liabilities in the financial statements.

Class I and Class II 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 Class I Preferred share, a Class II Preferred share and a Capital share (together, a "unit") 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 I and Class II 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 Fund may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Class I and Class II Preferred shares or Capital 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).

**Capital shares**

The Fund is authorized to issue an unlimited number of Capital shares. The Fund issued 3,824,000 Capital shares on March 26, 2010 for no consideration as a result of the reorganization.

<u>Capital share transactions</u>	May 31, 2024	May 31, 2023
Beginning of period	896,532	896,532
Issued during the period	-	-
End of period	<u>896,532</u>	<u>896,532</u>

Capital shares will participate in any net asset value growth over \$10.00 per unit. The dividend on the Capital shares will be paid when the net asset value per unit exceeds \$15. The dividend rate on the Capital shares at such time will be set by the Board of Directors of the Fund at its discretion, based on market conditions. No dividend payments will be made on the Capital shares unless all dividends on the Class I Preferred shares and, if applicable, Class II Preferred shares have been declared and paid. All Capital shares outstanding on the termination date will be redeemed by the Fund on that date.

Capital shares trade under the symbol "YCM" on the TSX. The trading price of Capital shares on the TSX was \$2.25 as at May 31, 2024 (November 30, 2023-\$0.89). Capital shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only

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on the last business day of each month. Shareholders who concurrently retract a Capital share and a Class I and Class II 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. Capital 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 Fund may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Class I and Class II Preferred shares or Capital 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 Class I and Class II Preferred shares rank in priority to the Capital shares with respect to the payment of dividends and upon the winding down of the Fund. Upon the termination of the Fund, Capital shareholders will receive an amount equal to the net asset value per unit less \$10.00 (the redemption value of the Class I and Class II Preferred shares).

## **7. Expenses**

The Fund is responsible for all expenses incurred in connection with the operation and administration of the Fund, 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 Fund and the Funds' 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 Fund, which includes the outstanding Class I and Class II 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 0.45% of the net asset value of the Fund, which includes the outstanding Class I and Class II Preferred shares, calculated as at each month-end valuation date.

In addition, the monthly discount to net asset value of 3% applicable to redemptions of Preferred shares and Capital shares is paid to QuadraVest. Redemption fees paid for the period ending May 31, 2024 were \$NIL (May 31, 2023-\$NIL).

Total management fees of \$29,616 (May 31, 2023-\$27,895) incurred during the period ended May 31, 2024, include the administration fee and base management fee. As at May 31, 2024, \$5,111 (November 30, 2023-\$4,276) was payable to the Manager with respect to the administration fee and investment management fee.

The brokerage commissions paid during the period ended May 31, 2024 by the Fund for its portfolio transactions were \$4,678 (May 31, 2023-\$4,670). Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of portfolio transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the period ended May 31, 2024 amounted to \$NIL (May 31, 2023-\$NIL).



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

The increase (decrease) in net assets attributable to holders per redeemable Capital share for the periods ended May 31, 2024 and 2023 is calculated as follows:

	May 31, 2024	May 31, 2023
Increase (decrease) in net assets attributable to holders of redeemable Capital shares	\$1,332,267	(\$1,542,485)
Weighted average Capital shares outstanding	896,532	896,532
Increase (decrease) in net assets attributable to holders per redeemable Capital share	\$1.49	(\$1.72)

**9. Distributions**

Distributions per share were as follows:

	May 31, 2024	May 31, 2023
Class I Preferred shares	\$0.1500	\$0.1500
Class II Preferred shares	\$0.1875	\$0.1875
Capital shares	\$-	\$-

**10. Capital Management**

The Fund considers its capital to consist of Capital, Class I Preferred and Class II Preferred shares.

The Fund's objectives in managing its capital are:

- i) to provide holders of Class I Preferred shares with fixed cumulative preferential monthly cash dividends in an amount of \$0.025 per Class I Preferred share to yield 6.00% per annum on the \$5.00 Class I Preferred share repayment amount and to return \$5.00 per share to their holders on the termination date; and
- ii) to provide holders of Class II Preferred shares with monthly cash dividends of \$0.03125 per Class II Preferred share to yield 7.50% on the \$5.00 Class II Preferred share repayment amount when the net asset value per unit exceed \$10.00 and having a repayment objective on the termination date of \$5.00; and
- iii) to provide holders of Capital shares with growth above the value of the Preferred shares and to provide holders of Capital shares with dividends in an amount to be set by the Board of Directors at its discretion, based on market conditions, when the net asset value per unit exceeds \$15.00.

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

**11. Reconciliation of net asset value per Capital share to net assets attributable to holders per redeemable Capital share**

As at May 31, 2024 and November 30, 2023, there were no differences between net asset value per Capital share used for transactional purposes and net assets attributable to holders per redeemable Capital share for financial reporting purposes.



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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 Fund.

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**

### **Auditor**

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### **Transfer Agent**

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Toronto, Ontario M5J 2Y1

### **Legal Counsel**

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### **Custodian**

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