

# TD Asset Management

## TD Canadian Equity Pool Class

532704  
(08/24)

### TD Mutual Funds Corporate Class Funds Annual Management Report of Fund Performance

for the year ended May 31, 2024

This annual management report of fund performance contains financial highlights, but does not contain the complete annual financial statements of the investment fund. You can get a copy of the annual financial statements at your request, at no cost, by calling 1-800-588-8054, by writing to us at TD Asset Management Inc., P.O. Box 100, 66 Wellington Street West, TD Bank Tower, Toronto-Dominion Centre, Toronto, Ontario, M5K 1G8, by e-mail to [tdadvisor@td.com](mailto:tdadvisor@td.com), or by visiting our website at [www.td.com/ca/en/asset-management](http://www.td.com/ca/en/asset-management) or the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).



Securityholders may also contact us or visit our website to get a copy of the investment fund's interim financial report, proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure at no cost.

### Management Discussion of Fund Performance

#### Investment Objectives and Strategies

The investment objective of the TD Canadian Equity Pool Class (the "Fund") is to seek to achieve long-term capital appreciation by investing primarily in, or gaining exposure to, equity securities issued primarily by Canadian corporations. In seeking to achieve this objective, the Fund may: invest in securities of one or more other mutual funds (primarily funds managed by TD Asset Management Inc.), invest directly in Canadian equities, gain exposure through the use of derivatives or exchange-traded funds, and/or invest in any other instrument that provides the desired equity exposure.

#### Risk

The risks of investing in the Fund remain as outlined in the simplified prospectus.

#### Results of Operations

The W-Series shares of the Fund returned 16.7% for the year ended May 31, 2024 (the "Reporting Period"), versus 17.6% for the Fund's product benchmark and general market index, the S&P/TSX Composite Total Return Index. Unlike the product benchmark and general market index, the Fund's return is quoted after the deduction of fees and expenses.

#### Market Update

High borrowing costs and elevated inflation weighed on Canadian households and businesses over the Reporting Period, slowing economic growth. Manufacturing activity was weighed down as a result of weak demand, both domestically and from abroad. Canada's inflation rate moderated as the Reporting Period progressed, but it remained above the Bank of Canada's ("BoC") 2% target. Core inflation, which excludes more volatile items such as food and energy, was similarly above target, which had the BoC keeping its benchmark interest rate at restrictive levels. Canada's labour market was a source of strength but began to weaken towards the end of the Reporting Period. While the economy continued to add jobs, it did not keep pace with population growth, and Canada's unemployment rate ended the Reporting Period at its highest level since 2022. The BoC started the Reporting Period by raising its benchmark overnight interest rate twice, by 0.25% each time, lifting it to 5.00%. Canada's central bank then held interest rates steady as it saw progress in its battle against inflation, while economic activity slowed. Over the second half of the Reporting Period, expectations heightened that the BoC was closing in on lowering interest rates.

The Canadian equity market rose over the Reporting Period, as eight of 11 sectors posted positive returns. Energy, financials and materials were the strongest-performing sectors, while communication services, utilities and real estate were the weakest-performing sectors, delivering negative returns.

The energy sector posted the largest gain over the Reporting Period, benefiting from higher oil prices. A lower supply of oil, particularly as the Organization of the Petroleum Exporting Countries and allies, maintained production cuts, helped put upward pressure on prices.

Meanwhile, the global economy avoided a deep recession, which helped put a floor on oil prices. The financials sector delivered a strong gain with companies generating relatively strong profits over the Reporting Period. Furthermore, the Canadian economy avoided a recession, which helped boost investor confidence towards the sector. Elevated inflationary pressures, economic uncertainty and geopolitical tensions pushed investors to seek the relative safety of gold. Gold prices moved higher, reaching new record highs along the way, which benefited the materials sector.

#### Key Contributors/Detractors

The Fund generated a positive return over the Reporting Period and performed in-line with its product benchmark before the deduction of fees and expenses.

- The Fund's allocation to TD Dividend Growth Fund contributed to performance as it outperformed its product benchmark due to stock selection.
- A holding in TD Canadian Small-Cap Equity Fund contributed to performance as it outperformed its product benchmark due to stock selection.
- The Fund's exposure to low-volatility stocks through TD Canadian Low Volatility Pool detracted from performance as low-volatility stocks underperformed broader Canadian equities in a strong upward trending market.

#### Recent Developments

The Portfolio Adviser expects global economic activity to remain relatively modest in 2024, as a result of tight financial conditions, geopolitical tensions, and softer demand from consumers and businesses. Given relatively weak economic conditions and moderating inflation, global central banks are expected to begin lowering interest rates. This could help reignite economic growth over the second half of 2024 and help the global economy avoid a recession. Following two years of interest rate increases, the BoC lowered its benchmark interest rate from 5.00% to 4.75% on June 5, 2024. The BoC indicated that its decision was based on moderating inflation data and a slowdown in economic activity.

The Fund is primarily used for the purposes of TD Strategic Managed Portfolios, providing Canadian equity exposure within the context of a larger balanced portfolio. Canadian gross domestic product growth has slowed, but with the full effect of higher interest rates on the consumer and real estate markets yet to be seen, the Portfolio Adviser expects that the Canadian economy could remain weak. Therefore, the Portfolio Adviser maintains a cautious to neutral outlook for Canadian equities. However, the energy sector's strong free cash flows, and relatively inexpensive financials stocks, may present attractive opportunities. The Portfolio Adviser therefore favours the energy and financials sectors over sectors that are more sensitive to interest rates, such as real estate.

Effective August 9, 2023, James Turner was appointed as a member of the Independent Review Committee.

**Related Party Transactions**

Affiliates of TD Asset Management Inc. ("TDAM") may earn fees and spreads in connection with various services provided to, or transactions with, the Fund, such as in connection with banking (including deposit taking), custody, securityholder account maintenance and reporting, brokerage and derivatives transactions.

*Manager and Portfolio Adviser:*

TDAM, a wholly-owned subsidiary of The Toronto-Dominion Bank ("TD"), is the manager and portfolio adviser of the Fund. The Fund pays TDAM an annual management fee which may vary for each series of the Fund. The Fund may hold underlying fund(s) managed by TDAM for which TDAM may be paid a fee. However, no management fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the underlying fund(s) for the same services.

*Distributor:*

Shares of the Fund are distributed through brokers and dealers including TD Waterhouse Canada Inc. ("TDWCI"), a wholly-owned subsidiary of TD.

*Registrar and Transfer Agent:*

TD is the registrar and transfer agent of the Fund, and as such maintains all shareholder records, processes purchase, switch, conversion and redemption orders, issues investor statements and prepares annual tax reporting information on behalf of the Fund. The Fund also maintains bank accounts and overdraft provisions with TD for which TD earns a fee.

*Custodian:*

TD is the sub-custodian of the Fund and may hold a portion of the assets (including cash and investments) of the Fund.

*Buying and Selling Securities:*

TDAM has established an independent review committee ("IRC") which acts as an impartial and independent committee to review and provide recommendations or, if appropriate, approvals respecting any conflict of interest matters referred to it by TDAM. The IRC prepares, at least annually, a report of its activities for securityholders of the Fund. The report is available on the TDAM website at [www.td.com/ca/en/asset-management](http://www.td.com/ca/en/asset-management) or at the securityholder's request at no cost by contacting TDAM (see front cover).

The Fund and/or underlying fund(s) in which the Fund invests relied on standing instructions from the IRC in respect of one or more of the following transactions:

- (a) trades in securities of TD or any affiliate or associate thereof;
- (b) investments in the securities of an issuer where TD Securities Inc., TDWCI, or any other affiliate of TDAM (a "Related Dealer") acted as an underwriter during the distribution of such securities and the 60-day period following the completion of the distribution of the underwritten securities;
- (c) purchases or sales of securities of an issuer from or to another investment fund or discretionary managed account managed by TDAM; and
- (d) purchases of securities from or sales of securities to a Related Dealer, where it acted as principal.

The relevant standing instructions require that securities transactions with related parties conducted by TDAM (i) are free from any influence by an entity related to TDAM and without taking into account any consideration relevant to an entity related to TDAM; (ii) represent the business judgment of TDAM uninfluenced by considerations other than the best interests of the Fund and/or underlying fund(s); (iii) comply with the applicable policies and procedures of TDAM; and (iv) achieve a fair and reasonable result for the Fund and/or underlying fund(s).

*Brokerage Arrangements (000s):*

From time to time, the Fund may enter into portfolio securities transactions with Related Dealers who may earn commissions or spreads provided that such trades are made on terms and conditions that are comparable to non-affiliated brokerages. During the Reporting Period, the Fund paid commissions to related parties amounting to \$4 or 18.0% of total commissions paid by the Fund for portfolio transactions in total.

## Financial Highlights

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the past five fiscal years, as applicable. For series that commenced operations during any of the periods presented, the data reported for that period represents results from the commencement of operations (as disclosed in the Past Performance section) to the end of that reporting period.

### Net Assets per Share (\$) <sup>1</sup>

W-SERIES	2024	2023	2022	2021	2020
<b>Net Assets, Beginning of Year</b>	15.77	17.21	15.61	11.90	12.98
<b>Increase (Decrease) from Operations:</b>					
Total Revenue	0.76	0.76	0.78	0.44	0.40
Total Expenses (excluding distributions)	(0.14)	(0.14)	(0.15)	(0.12)	(0.11)
Realized Gains (Losses) for the Period	0.58	0.56	1.38	0.60	0.14
Unrealized Gains (Losses) for the Period	1.41	(1.97)	0.05	3.14	(1.00)
<b>Total Increase (Decrease) from Operations<sup>2</sup></b>	2.61	(0.79)	2.06	4.06	(0.57)
<b>Distributions:</b>					
From Net Investment Income (excluding dividends)	0.00	0.00	0.00	0.00	0.00
From Dividends	(0.25)	(0.50)	(0.44)	(0.32)	(0.26)
From Capital Gains	0.00	(0.20)	0.00	0.00	(0.14)
Return of Capital	0.00	0.00	0.00	0.00	0.00
<b>Total Annual Distributions<sup>3</sup></b>	(0.25)	(0.70)	(0.44)	(0.32)	(0.40)
<b>Net Assets at May 31</b>	18.15	15.77	17.21	15.61	11.90

<sup>1</sup> This information is derived from the Fund's audited annual financial statements prepared in accordance with International Financial Reporting Standards. The Fund measures fair value of its investments based on close market prices, where the close market price falls within the bid-ask spread or based on quotations from recognized dealers. As such, the Fund's accounting policies for measuring the fair value of investments in the financial statements are substantively consistent with those used in measuring the net asset value ("NAV") for transactions with shareholders.

<sup>2</sup> Net assets and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial periods. This table is not intended to be a reconciliation of the net assets per share.

<sup>3</sup> Distributions were paid in cash or reinvested in additional shares of the Fund, or both.

### Ratios and Supplemental Data

W-SERIES	2024	2023	2022	2021	2020
Total Net Asset Value (\$000s) <sup>1</sup>	402,859	397,856	508,158	569,092	489,099
Number of Shares Outstanding (000s) <sup>1</sup>	22,191	25,234	29,533	36,455	41,098
Management Expense Ratio (%) <sup>2</sup>	0.86	0.85	0.85	0.84	0.83
Management Expense Ratio Before Waivers or Absorptions (%)	0.86	0.85	0.85	0.84	0.83
Trading Expense Ratio (%) <sup>3</sup>	0.04	0.05	0.11	0.11	0.05
Portfolio Turnover Rate (%) <sup>4</sup>	11.56	15.02	31.72	54.37	46.57
Net Asset Value per Share (\$)	18.15	15.77	17.21	15.61	11.90

<sup>1</sup> This information is provided as at May 31 of the years shown, as applicable.

<sup>2</sup> Management Expense Ratio ("MER") is based on total expenses (excluding distributions, commissions and other portfolio transaction costs) net of any waivers or absorptions for the stated period, including the Fund's proportionate share of the MER, if any, of the underlying fund(s) in which the Fund has invested in, and is expressed as an annualized percentage of daily average NAV during the period. Management Expense Ratio Before Waivers or Absorptions is based on total expenses and excludes the management fees on the portion of the NAV the Fund invests in the underlying funds that are managed by TDAM or its affiliates. There will be no duplication of management fees paid to TDAM or its affiliates. Any waivers or absorptions may be discontinued at any time by TDAM at its discretion without notice.

<sup>3</sup> The trading expense ratio ("TER") represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average NAV during the stated period. Where a Fund invests in securities of any underlying fund, the TER presented for the Fund includes the portion of TERs, if available, of the underlying fund(s) attributable to this investment.

<sup>4</sup> The Fund's portfolio turnover rate ("PTR") indicates how actively the Fund's portfolio adviser manages its investments. A PTR of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the stated period. The higher a fund's PTR, the greater the trading costs payable, directly or indirectly, by the fund in the period, and the greater the chance of an investor receiving taxable capital gains in the fiscal year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

### Management Fees

As manager of the Fund, TDAM is responsible for the overall business and affairs of the Fund, including activities related to making shares of the Fund available to investors, and providing, or arranging for the provision of, investment advisory services and marketing services to the Fund. In consideration for the provision of such services, each series of the Fund pays TDAM a management fee.

Management fees are calculated and accrued on a daily basis for each applicable series based on the net asset value of that series and paid monthly to TDAM.

The simplified prospectus discloses a specified annual management fee rate that TDAM can charge for each series of the Fund. Where TDAM chooses to charge a management fee rate below the specified annual management fee rate, the difference represents a waiver of management fees. TDAM may waive all or a portion of the management fees being charged to the Fund, which may be discontinued at any time by TDAM at its discretion without notice to shareholders.

The annual management fees and a breakdown of the major services rendered for each series, as a percentage of the management fees paid, are as follows:

(expressed as a %)	Annual Mgmt. Fees*	Dealer Compensation	Waived Operating Expenses	Other†
W-Series	0.75	0.00	0.00	100.00

\* Includes management fees paid by the Fund and the proportionate management fees, if any, of the underlying fund(s) managed by TDAM held by the Fund. However, no management fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the underlying fund(s) for the same services.

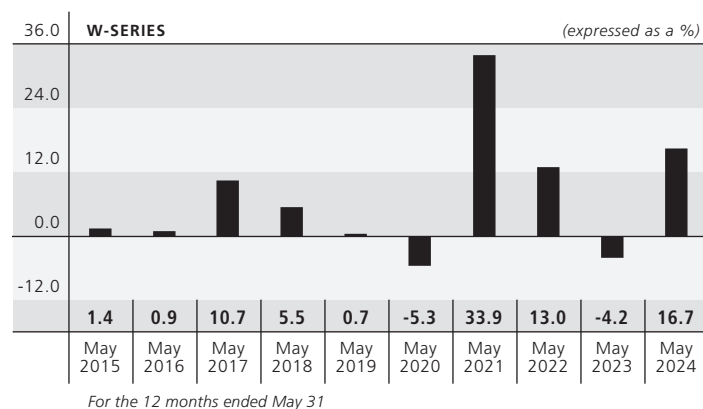
† Investment advisory, marketing services and other.

### Past Performance

The following chart shows how the Fund has performed in the past, and can help you understand the risks of investing in the Fund. These returns include the reinvestment of all distributions and would be lower if an investor did not reinvest distributions. They do not include deduction of sales, switch, redemption, or other optional charges (which dealers may charge) or income taxes payable, and these returns would be lower if they did. The Fund’s past performance does not necessarily indicate how it will perform in the future.

#### Year-by-year returns

The bar chart shows how the Fund’s performance has varied from year to year for each of the fiscal years shown. It shows in percentage terms how an investment made on June 1 would have increased or decreased by May 31 for each year.



#### Annual Compound Returns

The following table shows the annual compound total returns for each series of shares of the Fund for each of the periods indicated ending on May 31, 2024, compared with the following benchmarks:

- Product Benchmark:
  - S&P/TSX Composite Total Return Index – This index is comprised of Canadian issuers traded on the Toronto Stock Exchange.
- General Market Index:
  - S&P/TSX Composite Total Return Index.

(expressed as a %)	Past year	Past 3 years	Past 5 years	Past 10 years	Since inception
W-Series	16.7	8.1	9.9	6.8	N/A
Product Benchmark	17.6	7.4	10.1	7.5	N/A
General Market Index	17.6	7.4	10.1	7.5	N/A

A discussion of the Fund’s performance compared to the product benchmark and general market index can be found in the Results of Operations section.

**Summary of Investment Portfolio**

as at May 31, 2024

	% of Net Asset Value
<b>ASSET ALLOCATION</b>	
Canadian Equity Funds	99.8
Cash (Bank Overdraft)	0.5
Alternative Investment Funds	0.0
Other Net Assets (Liabilities)	(0.3)

<b>TOTAL NET ASSET VALUE (000s)</b>	<b>\$ 402,859</b>
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	% of Net Asset Value
<b>TOP 25 INVESTMENTS</b>	
TD Canadian Equity Fund, O-Series <sup>†</sup>	52.0
TD Canadian Small-Cap Equity Fund, O-Series <sup>†</sup>	10.9
TD Dividend Growth Fund, O-Series <sup>†</sup>	10.5
TD Canadian Large-Cap Equity Fund, O-Series <sup>†</sup>	8.6
TD Canadian Low Volatility Pool, O-Series <sup>†</sup>	6.0
TD Canadian Equity Index ETF <sup>†</sup>	4.8
iShares S&P/TSX Capped Information Technology Index ETF	3.7
iShares S&P/TSX 60 Index ETF	2.0
iShares S&P/TSX Capped Energy Index ETF	1.3
Cash (Bank Overdraft)	0.5
TD Global Carbon Credit Index ETF <sup>†</sup>	0.0
Total % of Net Asset Value represented by these holdings	100.3

<sup>†</sup> Related party to the Fund as an affiliated entity of TD Asset Management Inc.

Note: Totals may not add due to rounding to one decimal place of individual figures.

The prospectus and other information about the underlying investment funds are available on the internet at [www.sedarplus.ca](http://www.sedarplus.ca) and/or [www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml), as applicable. The prospectus and other information about underlying TD investment funds are also available on the internet at [www.td.com/ca/en/asset-management](http://www.td.com/ca/en/asset-management), or upon request to TD Asset Management Inc.

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the Fund. Updates are available quarterly. You may obtain the most current quarterly information by contacting 1-800-588-8054, by writing to us at TD Asset Management Inc., P.O. Box 100, 66 Wellington Street West, TD Bank Tower, Toronto, Ontario, M5K 1G8, or by e-mail to [tdadvisor@td.com](mailto:tdadvisor@td.com).

## Caution regarding forward-looking statements

Certain portions of this report, including, but not limited to, “Results of Operations” and “Recent Developments”, may contain forward-looking statements including, but not limited to, statements about the Fund, its strategy, risks, expected performance and condition. 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” and similar forward-looking expressions or negative versions thereof.

In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Fund action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, assumptions concerning future economic and other factors may prove to be incorrect at a future date.

Forward-looking statements are not guarantees of future performance, and actual events 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 these digressions, including, but not limited to, general economic, political and relevant market factors in North America and internationally, interest and foreign exchange rates, equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events.

The above mentioned list of important factors is not exhaustive. You are encouraged to consider these and other factors carefully before making any investment decisions and you are urged to avoid placing any undue reliance on forward-looking statements. Further, there is no specific intention of updating any forward-looking statements contained herein whether as a result of new information, future events or otherwise.

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