

TD Asset Management

TD Q U.S. Small-Mid-Cap Equity ETF (TQSM)

535874
(08/24)

TD Exchange-Traded Funds Interim Management Report of Fund Performance

for the period ended June 30, 2024

This Interim Management Report of Fund Performance contains financial highlights, but does not contain either the complete interim financial report or annual financial statements of the investment fund. You can get a copy of the interim financial report or annual financial statements at your request, at no cost, 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, or by visiting our website at www.td.com/ca/en/asset-management or the SEDAR+ website at www.sedarplus.ca.

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



This interim management report of fund performance represents management's view of the significant factors and developments affecting the investment fund's performance and outlook since December 31, 2023, the investment fund's fiscal year-end, until June 30, 2024. This report should be read in conjunction with the 2023 annual management report of fund performance.

Management Discussion of Fund Performance

Results of Operations

TD Q U.S. Small-Mid-Cap Equity ETF (the "Fund") is an exchange-traded fund listed on the Toronto Stock Exchange ("TSX"). Units of the Fund are traded under TSX ticker symbol "TQSM". The Fund returned 6.6% for the six-month period ended June 30, 2024 (the "Reporting Period"), versus 6.6% for the Fund's product benchmark, which is comprised of 50% S&P MidCap 400 Total Return Index (C\$) and 50% S&P SmallCap 600 Total Return Index (C\$). Unlike the product benchmark, the Fund's return is quoted after the deduction of fees and expenses.

Market Update

The resiliency of the U.S. consumer supported economic growth in the world's largest economy over the Reporting Period. Despite tight financial conditions, the U.S. economy expanded at a relatively robust pace compared to other economies around the world. Still, the U.S. economy was not without its challenges, particularly its manufacturing sector activity, which was hindered by weak demand and output. Elevated inflationary pressures persisted after coming down from decades-high levels in 2022 and inflation remained well above the U.S. Federal Reserve Board's ("Fed") 2% target. U.S. consumer strength was driven by a strong labour market. The U.S. economy continued to add jobs, which helped to keep the unemployment rate at historically low levels. While the labour market continued to be a beacon of strength for the U.S. economy, it showed signs of cooling, with job and wage growth easing as the Reporting Period progressed. However, economic conditions remained robust, adding to the Fed's willingness to hold interest rates at current levels for longer. The Fed held the target range of its benchmark interest rate steady at 5.25%-5.50%, citing inflationary pressures, a robust labour market and a strong economy as reasons to delay a potential rate cut until later in 2024.

U.S. equities posted robust gains over the Reporting Period, with 10 of 11 sectors generating positive returns. Performance was driven by mega-capitalization technology companies. Resilient economic conditions and expectations that the Fed might begin lowering interest rates in 2024 had boosted investor optimism. Information technology, communication services and financials were the strongest-performing sectors, while real estate, materials, and consumer discretionary were the weakest-performing sectors.

The information technology sector posted the highest return over the Reporting Period, benefiting from positive investor sentiment on the progress and potential capabilities of artificial intelligence ("AI"). Furthermore, expectations of lower interest rates supported the sizable valuations of the sector. Like the information technology sector, the communication services sector benefited from strong investor optimism and the potential of AI. Mega-capitalization technology stocks helped drive the strong performance of the sector. The financials sector posted a gain amid expectations of relatively strong profit growth and the resiliency of the U.S. economy, which

has avoided a recession despite high borrowing costs and elevated inflationary pressures. Furthermore, higher interest rates for longer were viewed as supportive of banks' profit margins.

Key Contributors/Detractors

The Fund generated a positive return over the Reporting Period and outperformed its product benchmark before the deduction of fees and expenses.

- Security selection within the consumer staples sector contributed to performance mainly owing to the Fund's positions in two food retailing companies, both of which returned over 40% during the Reporting Period.
- Security selection within the consumer discretionary sector contributed to performance owing to positions in a footwear company and a well-known home builder, both of which outperformed the sector.
- Within the energy sector, the Fund's positions in two refineries detracted from performance as both underperformed the sector.
- The Fund's underweight exposure to the information technology sector detracted from performance as the sector outperformed the product benchmark.

Assets

The Fund experienced a significant increase in assets due to investor purchase activity.

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.

U.S. markets ended the quarter with the S&P 500 Index and NASDAQ Composite Index each setting new highs, with continued strong performance from a small group of AI-related stocks. Markets also reacted positively to second-quarter earnings, with earnings-per-share growth at its highest levels in two years. The timing of the Fed's first interest rate reduction remains an open question, and any such decision will depend on Consumer Price Index and jobs data. Although the Portfolio Adviser maintains a positive outlook on the U.S. economy, increasing unemployment rates, weaker-than-expected U.S. manufacturing Purchasing Managers' Index numbers and slowing retail sales suggest that U.S. growth will be modest this year. Despite high interest rates, the U.S. consumer remains resilient, defying expectations in the face of rising prices for goods and services. In this environment, the Portfolio Adviser prefers companies with profitable and efficient business models, strong balance sheets, higher forward-consensus earnings and resilient capital structures.

Based on the Portfolio Adviser's rules-based quantitative approach, the Fund's largest overweight allocations are in the industrials and materials sectors. Within the industrials sector, the Portfolio Adviser favours companies in the industrial machinery & supplies, building products and cargo ground transportation sub-industries. Within the materials sector, the Portfolio Adviser favours companies in the metal, glass & plastic containers, paper & plastic packaging and steel sub-industries. The Portfolio Adviser continues to rely on return forecast modelling and risk modelling to optimize the Fund's positioning.

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, deposit-taking, custody, brokerage and derivatives transactions, subject to approval or review by the Fund's independent review committee ("IRC") and/or compliance with applicable internal policies and procedures.

Manager, Trustee and Portfolio Adviser:

TDAM, a wholly-owned subsidiary of The Toronto-Dominion Bank ("TD"), is the manager, trustee, portfolio adviser and promoter of the Fund. The Fund pays TDAM an annual management fee.

Designated Broker and Dealer:

TDAM has entered into an agreement with TD Securities Inc. ("TDS"), an affiliate of TDAM, to act as designated broker and dealer to perform certain duties for the Fund. The designated broker arrangements entered into with TDS are consistent with market terms and conditions.

Custodian:

TD is the sub-custodian of the Fund and may hold a portion of cash of the Fund.

Buying and Selling Securities:

TDAM has established the IRC to act 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 or at the securityholder's request at no cost by contacting TDAM (see front cover).

The Fund did not engage in any portfolio transactions requiring IRC approval during the Reporting Period.

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 six-month period ended June 30, 2024 and the past five fiscal years, as applicable. For units of the Fund 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 Unit (\$) ¹

	2024	2023	2022	2021	2020	2019
Net Assets, Beginning of Period	20.94	17.84	17.95	14.56	14.87	15.00 [†]
Increase (Decrease) from Operations:						
Total Revenue	0.20	0.39	0.42	0.39	0.27	0.05
Total Expenses (excluding distributions)	(0.08)	(0.15)	(0.13)	(0.13)	(0.10)	(0.02)
Realized Gains (Losses) for the Period	0.74	0.79	0.47	0.59	(0.73)	(0.01)
Unrealized Gains (Losses) for the Period	0.08	2.93	(0.46)	2.46	2.31	(0.16)
Total Increase (Decrease) from Operations ²	0.94	3.96	0.30	3.31	1.75	(0.14)
Distributions:						
From Net Investment Income (excluding dividends)		(0.18)	(0.25)	(0.07)	0.00	0.00
From Dividends		0.00	0.00	0.00	0.00	0.00
From Capital Gains		0.00	(0.38)	(0.41)	0.00	0.00
Return of Capital		0.00	0.00	(0.07)	(0.16)	0.00
Total Annual Distributions ³	(0.10)	(0.18)	(0.63)	(0.55)	(0.16)	0.00
Net Assets, End of Period	22.23	20.94	17.84	17.95	14.56	14.87

¹ This information is derived from the Fund's interim and audited annual financial statements prepared in accordance with International Financial Reporting Standards. The Fund measures fair values 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 unitholders.

² Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding over the financial period. This table is not intended to be a reconciliation of the net assets per unit.

³ Distributions were paid in cash or reinvested in additional units of the Fund, or both. The Fund may make notional distributions from time to time and the units issued on reinvestments are immediately consolidated with the units held prior to the notional distribution. As a result, the total number of units held after the notional distribution is identical to the number of units held before the notional distribution. The following table shows the notional distributions for the periods presented, as applicable.

	2024	2023	2022	2021	2020	2019
Notional Income Distribution	0.00	0.00	0.01	0.00	0.00	0.00
Notional Dividend Distribution	0.00	0.00	0.00	0.00	0.00	0.00
Notional Capital Gains Distribution	0.00	0.00	0.38	0.34	0.00	0.00
Notional Return of Capital Distribution	0.00	0.00	0.00	0.07	0.00	0.00

[†] Initial offering price.

Ratios and Supplemental Data

	2024	2023	2022	2021	2020	2019
Total Net Asset Value (\$000s) ¹	262,269	140,307	19,623	12,568	5,823	1,487
Number of Units Outstanding (000s) ¹	11,800	6,700	1,100	700	400	100
Management Expense Ratio (%) ²	0.44	0.45	0.45	0.45	0.45	0.41
Management Expense Ratio Before Waivers or Absorptions (%)	0.44	0.45	0.46	0.47	0.51	0.60
Trading Expense Ratio (%) ³	0.02	0.01	0.02	0.01	0.01	0.01
Portfolio Turnover Rate (%) ⁴	51.06	92.80	39.95	20.59	22.83	1.75
Net Asset Value per Unit (\$)	22.23	20.94	17.84	17.95	14.56	14.87
Closing Market Price (\$) [‡]	22.12	20.96	17.86	17.99	14.57	14.87

¹ This information is provided as at June 30, 2024 and December 31 of the past five fiscal years, as applicable.

² 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 and is expressed as an annualized percentage of daily average NAV during the period. Any waivers or absorptions may be discontinued at any time by TDAM at its discretion without notice.

³ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average NAV during the stated period.

⁴ 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 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.

[‡] Mid price would be used if no transaction took place on the last business day of the financial period.

Management Fees

As manager of the Fund, TDAM is responsible for the overall business and affairs of the Fund, including activities related to providing, or arranging for the provision of, certain administrative services and marketing services to the Fund. In consideration for the provision of such services, the Fund pays TDAM a management fee.

Management fees, plus applicable taxes, are calculated and accrued on a daily basis based on the net asset value of the Fund and are paid monthly to TDAM.

The prospectus discloses a specified annual management fee rate that TDAM can charge to the Fund. 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 unitholders.

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

<i>(expressed as a %)</i>	Annual Mgmt. Fees*	Dealer Compensation	Waived Operating Expenses	Other†
Fund	0.40	N/A	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.

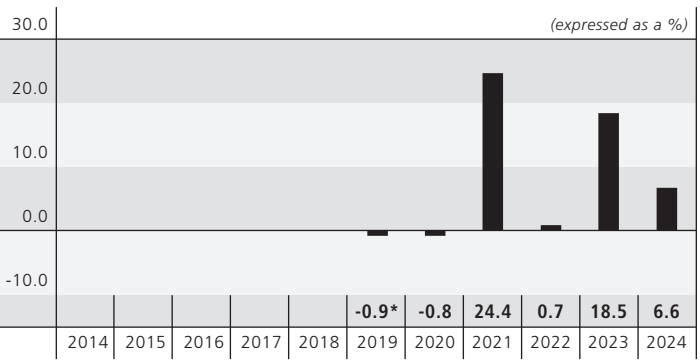
† Trustee, marketing services and other.

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 during the period in additional units at the net asset value per unit of the Fund at the time of distribution. They do not take into account sales, redemption, distribution or other optional charges or income taxes payable by any unitholder, 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 years shown. It shows in percentage terms how an investment made on January 1 would have increased or decreased by December 31 for each year and for the six-month period ended June 30, 2024.



For the 12 months ended Dec. 31 and six-month period ended June 30, 2024
* From November 20, 2019 (commencement of operations) to December 31, 2019

Summary of Investment Portfolio

as at June 30, 2024

	% of Net Asset Value
ASSET ALLOCATION	
U.S. Equities	97.2
Global Equities	2.7
Cash (Bank Overdraft)	0.3
Other Net Assets (Liabilities)	(0.2)
PORTFOLIO ALLOCATION	
Industrials	24.2
Financials	19.0
Consumer Discretionary	13.6
Materials	10.5
Energy	8.8
Consumer Staples	8.1
Information Technology	7.1
Health Care	4.7
Real Estate	2.9
Communication Services	0.8
Cash (Bank Overdraft)	0.3
Utilities	0.2
Other Net Assets (Liabilities)	(0.2)
TOTAL NET ASSET VALUE (000s)	
	\$ 262,269

	% of Net Asset Value
TOP 25 INVESTMENTS	
Casey's General Stores Inc.	2.3
Lennox International Inc.	2.1
Jones Lang LaSalle Inc.	2.1
Equitable Holdings Inc.	2.0
Old Republic International Corporation	1.9
Alkermes PLC	1.9
EMCOR Group Inc.	1.9
Toll Brothers Inc.	1.9
SEI Investments Company	1.8
TD SYNEX Corporation	1.8
HF Sinclair Corporation	1.8
Reliance Steel & Aluminum Company	1.7
Watts Water Technologies Inc.	1.7
Coca-Cola Consolidated Inc.	1.7
AptarGroup Inc.	1.7
PBF Energy Inc.	1.7
Landstar System Inc.	1.7
Chemed Corporation	1.7
Par Pacific Holdings Inc.	1.6
NewMarket Corporation	1.6
Lincoln Electric Holdings Inc.	1.6
Gentex Corporation	1.5
Graco Inc.	1.5
American Financial Group Inc.	1.5
Frontdoor Inc.	1.4
Total % of Net Asset Value represented by these holdings	44.1

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

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 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 visiting our website at www.td.com/ca/en/asset-management.

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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