



Pender Value Fund II

For the year ended December 31, 2021

Annual Management Report of Fund Performance

This annual Management Report of Fund Performance contains financial highlights but does not contain the complete annual financial statements of the investment fund. You may obtain a copy of the annual financial statements at your request, at no cost, by calling toll-free 1-866-377-4743, by writing to us at 1830 – 1066 West Hastings Street, Vancouver, BC V6E 3X2 or by visiting our website at www.penderfund.com or the SEDAR website at www.sedar.com.

You may also contact us using one of these methods to request a copy of the investment fund's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure.

Pender Value Fund II

For the year ended December 31, 2021

MANAGEMENT DISCUSSION OF FUND PERFORMANCE

Investment Objective and Strategies

The objective of the Pender Value Fund II (the "Fund") is to achieve capital growth over the long-term, while being sufficiently diversified to mitigate volatility. The Fund invests primarily in Canadian and US securities but may also invest in foreign securities. The Fund focuses on businesses that have the potential for growth over the long-term and that have securities that trade at favourable prices.

PenderFund Capital Management Ltd. ("Pender") is the Manager and Portfolio Advisor of the Fund.

Risks

The risks of investing in the Fund are outlined in the Simplified Prospectus dated June 25, 2021. There were no significant changes to the Fund's objectives and strategies that affected its overall level of risk during the year.

On February 24, 2022, Russia launched a large military invasion of Ukraine. This has resulted in a disruption in the supply of energy resources, a refugee crisis in Europe, global protests and the imposition of sanctions on Russia, which in turn triggered a financial crisis in Russia. The Russian president has placed Russia's nuclear forces on high alert, increasing tension between the West and Russia. The invasion has introduced a new source of uncertainty for financial markets.

The COVID-19 global health pandemic that began in 2019 continues today. In early 2020, it resulted in significant volatility and turmoil in World markets. The negative economic impact of measures taken to contain the virus have been mitigated to a certain extent by fiscal and monetary stimulus, measures taken to reopen world economies, and the development and rollout of vaccines. The situation has had an impact on many entities and the markets for the securities that they issue, and that impact may continue.

Investment results may be affected by future developments and new information that may emerge resulting from Russia's invasion of Ukraine, COVID-19, its variants and the pandemic, factors which are beyond the Fund's control.

Results of Operations

The net assets of the Fund were \$15,800,542 as at December 31, 2021 versus \$24,118,579 as at December 31, 2020. Of this \$8,318,037 decrease, \$286,727 is attributable to positive investment performance, and \$8,604,764 is attributable to net unitholder redemptions of the Fund.

For the year ended December 31, 2021, Class A units of the Fund generated a total return of -1.9%. Returns for other classes of the Fund will be similar to Class A with any difference in performance being primarily due to the different management fees that are applicable to different classes. Please see the "Past Performance" section for the performance of the Fund's other classes.

The Fund's broad-based benchmark, the S&P/TSX Composite Index ("S&P/TSX"), returned 25.2% during the year. In accordance with National Instrument 81-106, we have included a comparison to this broad-based index to help you understand the Fund's performance relative to the general performance of the market, but we caution that the Fund's mandate may be significantly different from the index. Further, the Fund's returns are reported net of all management fees and expenses for all classes, unlike the returns of the Fund's benchmark, which are based on the performance of an index that does not pay fees or incur expenses.

The Fund's blended benchmark, 50% S&P/TSX and 50% S&P 500 Index in Canadian dollars ("S&P 500"), returned 26.6% during the year. We include information about this blended benchmark, which more closely reflects the asset classes in which the Fund invests, to provide a more useful comparison for the performance of the Fund.

The following comments and the comments under "Recent Developments" reflect the views of the portfolio management team and are based on information as at the end of the year. Please read the caution regarding forward-looking statements located on the last page of this document.

The Fund's underperformance as compared to its blended benchmark was mainly due to stock selection in the Information Technology and Consumer Discretionary sectors. We do not actively manage sector weightings in the Fund, rather, our sector weightings are determined by individual stock selection through a bottom-up fundamental investment process. We seek to own stocks where our estimated range for the long-term intrinsic value of the business is higher than the current share price.

Key positive individual contributors to the Fund's performance for the year included Athabasca Oil Corporation bond, KKR & Co. Inc. and Texas Pacific Land Corporation. Conversely, MAV Beauty Brands Inc., BuildDirect.com Technologies Inc., and Peloton Interactive, Inc. had the largest adverse impact.

Pender Value Fund II

For the year ended December 31, 2021

Portfolio transactions during the year were made based on our stock selection process. In general, we increased weightings of individual stocks where we determined the margin of safety had increased and decreased their weightings as their traded market values moved closer to our estimates of their intrinsic values. We are constantly looking for new investment ideas and examples of new investments included Dye & Durham Limited, Federal National Mortgage Association, Preferred Series 'S', and Peloton Interactive, Inc. We may liquidate our positions for various reasons, such as when share prices have reached our assessment of fair value, when an acquisition has occurred, or where we have changed our investment thesis. For example, during the year, we sold Diversified Royalty Corp., the bonds of Athabasca Oil Corporation, and BBTV Holdings Inc., and two companies we held were acquired by third parties or taken private: CoreLogic, Inc. and Spire Global, Inc. (formerly exactEarth Ltd.)

As at the end of the year, the Fund was 54.4% invested in the United States, 40.1% in Canada, 5.6% in other countries, and the Fund was in a cash overdraft position of -0.1%, versus the cash balance of 0.3% as at December 31, 2020. The Fund's investment portfolio is concentrated and not diversified in the conventional sense. The Fund's top 10 holdings account for 39.2% of the Fund's net assets at the end of the year. This concentration may lead to varied results over any given year.

The overall sector exposure of the Fund is determined by stock selection decisions and may shift from time to time. As at December 31, 2021 we were weighted toward holdings in Information Technology, Diversified Financials, and Consumer Discretionary, because, currently, those are the sectors where we believe we are finding the best investment opportunities and, equally important, because they contain businesses for which we are best equipped to assess value. These top three sectors accounted for 64.5% of the Fund at the end of the year.

Recent Developments

The year of 2021 turned out to be a solid one for stock performance. Easy monetary policies and a flood of fiscal stimulus created favorable conditions for businesses to rebound from the pandemic and pushed stock markets higher despite the fact that there are still many factors that could derail economic recovery, such as a prolonged COVID-19 situation, supply chain disruptions, labor shortages and surging inflation. In the United States, the S&P 500 index (in Canadian dollars) finished the year with a total return of 27.9%. In Canada, a rally in energy prices contributed to the strong performance of the Canadian stock market and the S&P/TSX Composite index recorded a strong return of 25.2%.

While stock markets fared well in 2021, there are risks to the sustainability of the recovery and markets are giving mixed signals. We believe that the uncertainty that remains could cause market conditions to turn rapidly and unexpectedly. Any potential impact on investment results will depend, to some extent, on the actions taken by governments, the progress of vaccination, new information about the severity of virus variants and the duration of the pandemic. There is plenty of debate over how events will unfold and the situation is, naturally, beyond our control. We hope to have more visibility into the effectiveness of vaccine programs, and more insight into what reopening will look like as time goes by.

We believe the stock market will remain volatile. Even in a bull market, there are periodic pullbacks. We cannot control stock prices or volatility. However, we can and do control our investment process. We strive to adapt with new methods and views that better represent the way the world works. We believe it is essential to have a long-term perspective and stick to our investment process and philosophy in times of uncertainty. The world is going through many changes – some changes are temporary and some changes are permanent. We continue to try to identify trends that are in sync with how the world is changing and to allocate more of our capital to growing companies that have tailwinds and that we believe are still mispriced by the market. We are constantly reassessing our existing holdings as new facts come in, adding to those that we believe will do well in a post pandemic world and trimming some select positions that have held up remarkably well and where, in our view, the good news seems to be more than priced in.

As we run a concentrated investment portfolio, we only need to hold a relatively small number of great companies acquired at a good price to drive the performance of the Fund. We will continue to look for best ideas, those that we think will benefit from the tailwinds caused by changes in behaviors, that could be potential disruptors or leaders on the other side of the global crisis, and that trade at significant discounts to intrinsic values.

Related Party Transactions

The Fund pays management and administration fees to the Manager for management and portfolio advisory services (see "Management Fees").

As at the end of the year, parties related to the Manager did not hold any of the Fund's units.

As part of the Fund's investment strategy, the Fund invests in Class O units of the Pender Alternative Absolute Return Fund, a mutual fund also managed by the Manager. The Fund does not pay any duplicate management fees on its investment in this mutual fund.

Pender Value Fund II

For the year ended December 31, 2021

Management Fees

The Fund pays management and administration fees calculated as a percentage of the net asset value of each respective class. The Management Expense Ratio ("MER") before applicable taxes such as GST or HST for each class does not exceed certain levels as set out in the Fund's offering documents. The fees are calculated at the close of business on each valuation day and are paid monthly. In exchange for the administration fee, the Manager will pay the operating costs of the Fund.

Management fees are used by the Manager, in part, to pay sales commissions, trailer fees, marketing costs and other associated distribution costs relating to the sale of units of the Fund.

Such expenses represented approximately 23% of the management fees paid by the Fund to the Manager for the year.

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 calendar years indicated.

Fund's Net Assets Per Unit (a)

	2021 (\$)	2020 (\$)	2019 (\$)	2018 (\$)	2017 (\$)
Class A					
Net Assets, beginning of year	16.57	14.22	16.77	27.54	26.62
Increase (decrease) from operations:					
Total revenue	0.22	0.22	0.29	0.20	0.19
Total expenses	(0.48)	(0.28)	(0.58)	(0.66)	(0.96)
Realized gains (losses)	2.99	(2.17)	(11.17)	(1.39)	2.84
Unrealized gains (losses)	(2.41)	3.16	8.58	(9.32)	(0.87)
Total increase (decrease) from operations (b)	0.32	0.93	(2.88)	(11.17)	1.20
Distributions:					
From income (excluding dividends)	-	-	-	-	-
From dividends	-	-	-	-	-
From capital gains	-	-	-	-	(0.50)
Return of capital	-	-	-	-	-
Total distributions (b), (c)	-	-	-	-	(0.50)
Net Assets, end of year	16.26	16.57	14.22	16.77	27.54

Class A1					
Net Assets, beginning of year	11.71	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.16	0.15	-		
Total expenses	(0.34)	(0.19)	-		
Realized gains (losses)	1.89	(0.93)	-		
Unrealized gains (losses)	(2.54)	4.20	-		
Total increase (decrease) from operations (b)	(0.83)	3.23	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	11.49	11.71	10.00		

Pender Value Fund II

For the year ended December 31, 2021

Fund's Net Assets Per Unit (a) (cont'd)

	2021 (\$)	2020 (\$)	2019 (\$)	2018 (\$)	2017 (\$)
Class E					
Net Assets, beginning of year	11.94	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.16	0.15	-		
Total expenses	(0.09)	(0.02)	-		
Realized gains (losses)	2.07	(1.24)	-		
Unrealized gains (losses)	(2.12)	3.05	-		
Total increase (decrease) from operations (b)	0.02	1.94	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	11.95	11.94	10.00		
Class F					
Net Assets, beginning of year	17.58	14.95	17.44	28.32	27.56
Increase (decrease) from operations:					
Total revenue	0.24	0.23	0.36	0.21	0.19
Total expenses	(0.31)	(0.16)	(0.42)	(0.71)	(0.71)
Realized gains (losses)	3.36	(2.54)	(10.41)	(1.43)	2.95
Unrealized gains (losses)	(2.12)	3.19	7.18	(9.89)	(0.67)
Total increase (decrease) from operations (b)	1.17	0.72	(3.29)	(11.51)	1.76
Distributions:					
From income (excluding dividends)	-	-	-	-	-
From dividends	-	-	-	-	-
From capital gains	-	-	-	-	(0.94)
Return of capital	-	-	-	-	-
Total distributions (b), (c)	-	-	-	-	(0.94)
Net Assets, end of year	17.44	17.58	14.95	17.44	28.32
Class F1					
Net Assets, beginning of year	11.83	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.16	0.15	-		
Total expenses	(0.21)	(0.10)	-		
Realized gains (losses)	2.12	(1.25)	-		
Unrealized gains (losses)	(2.29)	3.01	-		
Total increase (decrease) from operations (b)	(0.22)	1.81	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	11.73	11.83	10.00		

Pender Value Fund II

For the year ended December 31, 2021

Fund's Net Assets Per Unit (a) (cont'd)

	2021 (\$)	2020 (\$)	2019 (\$)	2018 (\$)	2017 (\$)
Class I					
Net Assets, beginning of year	11.86	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.16	0.15	-		
Total expenses	(0.19)	(0.09)	-		
Realized gains (losses)	1.93	(1.60)	-		
Unrealized gains (losses)	(2.63)	2.51	-		
Total increase (decrease) from operations (b)	(0.73)	0.97	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	11.78	11.86	10.00		
Class N					
Net Assets, beginning of year	11.89	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.15	0.15	-		
Total expenses	(0.14)	(0.06)	-		
Realized gains (losses)	2.06	(1.24)	-		
Unrealized gains (losses)	(2.11)	3.03	-		
Total increase (decrease) from operations (b)	(0.04)	1.88	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	11.86	11.89	10.00		

Pender Value Fund II

For the year ended December 31, 2021

Fund's Net Assets Per Unit (a) (cont'd)

	2021 (\$)	2020 (\$)	2019 (\$)	2018 (\$)	2017 (\$)
Class O					
Net Assets, beginning of year	12.00	10.00	10.00		
Increase (decrease) from operations:					
Total revenue	0.16	0.15	-		
Total expenses	(0.02)	0.03	-		
Realized gains (losses)	2.08	(1.41)	-		
Unrealized gains (losses)	(2.14)	4.37	-		
Total increase (decrease) from operations (b)	0.08	3.14	-		
Distributions:					
From income (excluding dividends)	-	-	-		
From dividends	-	-	-		
From capital gains	-	-	-		
Return of capital	-	-	-		
Total distributions (b), (c)	-	-	-		
Net Assets, end of year	12.07	12.00	10.00		

(a) This information is derived from the Fund's audited annual financial statements as at December 31 for the year stated, prepared under International Financial Reporting Standards.

(b) Net assets per unit and distributions per unit are based on the actual number of units for the relevant Fund class outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding during the year.

(c) Distributions were paid in cash and/or reinvested in additional units of the Fund.

Ratios and Supplemental Data

	2021	2020	2019	2018	2017
Class A					
Total net asset value (\$000s) (a)	7,173	11,344	16,941	49,409	79,263
Number of units outstanding (a)	441,165	684,695	1,190,982	2,945,589	2,877,671
Management expense ratio (b)	2.47%	2.40%	2.77%	2.39%	3.46%
Management expense ratio before absorptions (c)	2.47%	2.40%	2.77%	2.39%	3.46%
Trading expense ratio (d)	0.16%	0.19%	0.69%	0.16%	0.16%
Portfolio turnover rate (e)	66.22%	86.43%	103.02%	34.40%	31.62%
Net asset value per unit (\$) (a)	16.26	16.57	14.22	16.77	27.54
Class A1					
Total net asset value (\$000s) (a)	283	204	5		
Number of units outstanding (a)	24,636	17,447	500		
Management expense ratio (b)	2.49%	2.40%	0.00%		
Management expense ratio before absorptions (c)	2.49%	2.40%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	106.02%		
Net asset value per unit (\$) (a)	11.49	11.71	10.00		
Class E					
Total net asset value (\$000s) (a)	6	6	5		
Number of units outstanding (a)	500	500	500		
Management expense ratio (b)	0.51%	0.50%	0.00%		
Management expense ratio before absorptions (c)	0.51%	0.50%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	103.02%		
Net asset value per unit (\$) (a)	11.95	11.94	10.00		

Pender Value Fund II

For the year ended December 31, 2021

Ratios and Supplemental Data (cont'd)

	2021	2020	2019	2018	2017
Class F					
Total net asset value (\$000s) (a)	3,741	7,239	11,795	93,993	148,813
Number of units outstanding (a)	214,509	411,761	789,185	5,390,462	5,254,270
Management expense ratio (b)	1.43%	1.40%	1.70%	1.30%	2.40%
Management expense ratio before absorptions (c)	1.43%	1.40%	1.70%	1.30%	2.40%
Trading expense ratio (d)	0.16%	0.19%	0.69%	0.16%	0.16%
Portfolio turnover rate (e)	66.22%	86.43%	103.02%	34.40%	31.62%
Net asset value per unit (\$) (a)	17.44	17.58	14.95	17.44	28.32
Class F1					
Total net asset value (\$000s) (a)	1,110	1,946	5		
Number of units outstanding (a)	94,567	164,502	500		
Management expense ratio (b)	1.41%	1.40%	0.00%		
Management expense ratio before absorptions (c)	1.41%	1.40%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	103.02%		
Net asset value per unit (\$) (a)	11.73	11.83	10.00		
Class I					
Total net asset value (\$000s) (a)	2,177	2,077	50		
Number of units outstanding (a)	184,759	175,090	500		
Management expense ratio (b)	1.26%	1.25%	0.00%		
Management expense ratio before absorptions (c)	1.26%	1.25%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	103.02%		
Net asset value per unit (\$) (a)	11.78	11.86	10.00		
Class N					
Total net asset value (\$000s) (a)	6	6	5		
Number of units outstanding (a)	500	500	500		
Management expense ratio (b)	0.86%	0.85%	0.00%		
Management expense ratio before absorptions (c)	0.86%	0.85%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	103.02%		
Net asset value per unit (\$) (a)	11.86	11.89	10.00		

Pender Value Fund II

For the year ended December 31, 2021

Ratios and Supplemental Data (cont'd)

	2021	2020	2019	2018	2017
Class O					
Total net asset value (\$000s) (a)	1,304	1,297	5		
Number of units outstanding (a)	108,089	108,089	500		
Management expense ratio (b)	0.00%	0.00%	0.00%		
Management expense ratio before absorptions (c)	0.00%	0.00%	0.00%		
Trading expense ratio (d)	0.16%	0.19%	0.69%		
Portfolio turnover rate (e)	66.22%	86.43%	103.02%		
Net asset value per unit (\$) (a)	12.07	12.00	10.00		

(a) This information is derived from the Fund's audited annual financial statements as at December 31 for the year stated, prepared under International Financial Reporting Standards.

(b) Management expense ratio ("MER") is based on total expenses (excluding commissions and other portfolio transaction costs) for the year and is expressed as an annualized percentage of daily average net asset value during the year. The MER may vary from one class of units to another because of differences in the applicable management fees and certain fees and expenses may have been absorbed by the Manager which would otherwise be reflected in the Fund.

(c) The Manager of the Fund has agreed to absorb sufficient expenses of the Fund, as necessary, such that the annual MER before applicable taxes such as GST or HST will not exceed certain limits as outlined in the Fund's Simplified Prospectus. The amount of expenses absorbed is at the discretion of the Manager as set out in the Fund's Simplified Prospectus, and the Manager may in its sole discretion cease to absorb expenses.

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

(e) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio adviser manages its 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 year. In general, the higher a fund's portfolio turnover rate in a year, the greater the trading costs payable by the fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

Pender Value Fund II

For the year ended December 31, 2021

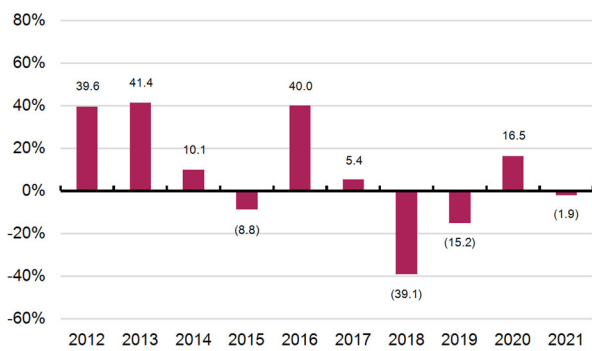
Past Performance

The following charts show the past performance for the units of each class of the Fund and do not necessarily indicate how the Fund will perform in the future. The information shown assumes that any distributions made by the Fund were reinvested in additional units of the Fund. Returns would be different if an investor did not reinvest distributions. In addition, the information does not take into account sales, redemptions, income taxes payable or other charges that would have reduced returns or performance.

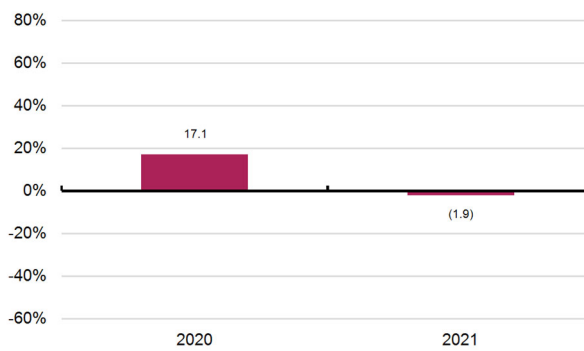
Year-by-Year Returns

To illustrate how the Fund's performance has varied over time, the following bar charts show the annual returns for the calendar years indicated. The information is presented starting from the first full financial year of the respective Fund class. In percentage terms, the bar charts show how much an investment held on the first day of the year would have increased or decreased by the last day of the year.

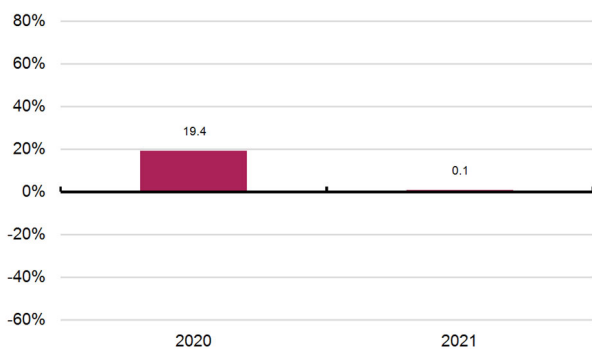
Class A



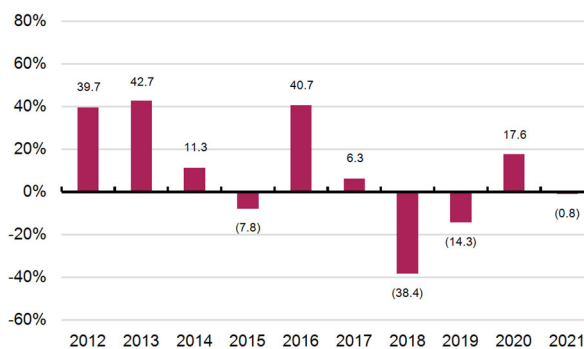
Class A1



Class E



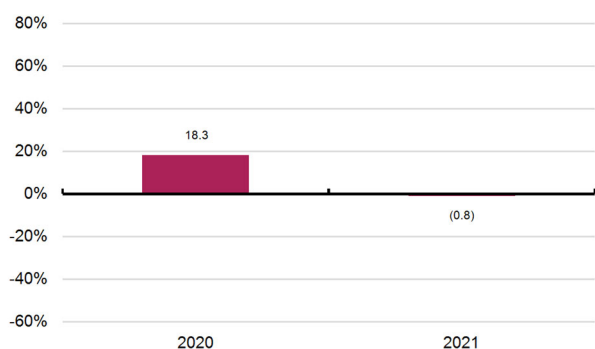
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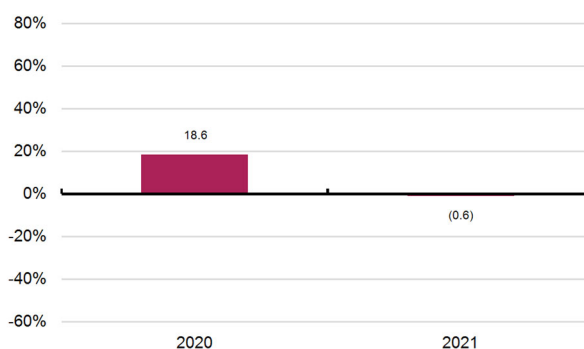
Pender Value Fund II

For the year ended December 31, 2021

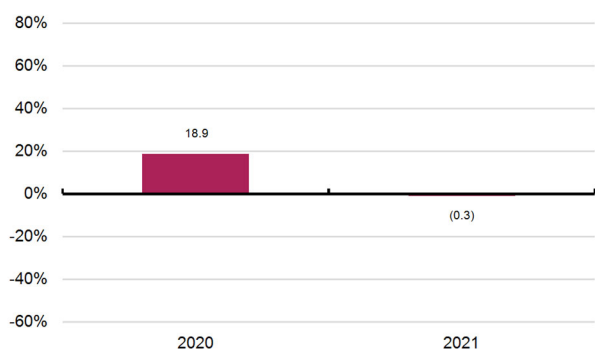
Class F1



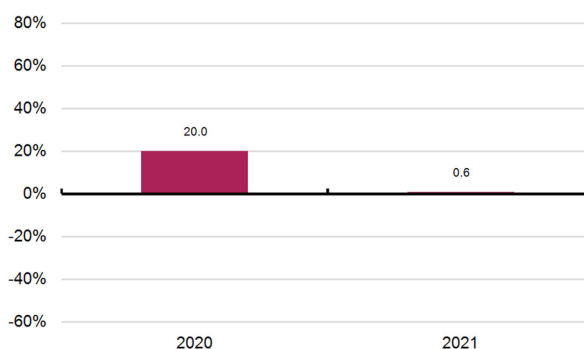
Class I



Class N



Class O



Annual Compound Returns

The annual compound returns table compares the Fund's performance to one or more benchmarks. Benchmarks are usually an index or a composite of more than one index. An index is generally made up of a group of securities. Since the Fund does not necessarily invest in the same securities as an index or in the same proportion, the Fund's performance is not expected to equal the performance of the index. Fund returns are reported net of all management fees and expenses (Prior to June 30, 2021, the Fund's MER was inclusive of applicable taxes such as GST or HST), for all classes, unlike the returns of the Fund's benchmark, which is based on the performance of an index that does not pay fees or incur expenses. It may be more helpful to compare the Fund's performance to that of other mutual funds with similar objectives and investment disciplines.

The Fund's broad-based benchmark is S&P/TSX Composite Index. The S&P/TSX is the headline index for the Canadian equity market. With approximately 95% coverage of the Canadian equities market, it is the primary gauge for Canadian-based, Toronto Stock Exchange listed companies.

The Fund's blended benchmark is 50% S&P/TSX and 50% S&P 500. The S&P 500 includes 500 leading companies listed on the NASDAQ and NYSE and captures approximately 80% coverage of available market capitalization. We have included this comparison, which more closely reflects the asset classes in which the Fund invests, to provide a more useful comparison to the performance of the Fund.

A discussion of the performance of the Fund as compared to its benchmarks is found in the "Results of Operations" section of this report.

	Inception Date	1 Year (%)	3 Year (%)	5 Year (%)	10 Year (%)	Since Inception (%)
Class A	21-Sep-09	(1.9)	(1.0)	(9.1)	11.5	4.9
S&P/TSX		25.2	17.5	10.1	19.1	8.3
Blended benchmark		26.6	20.3	13.6	30.3	12.6

Pender Value Fund II

For the year ended December 31, 2021

	Inception Date	1 Year (%)	3 Year (%)	5 Year (%)	10 Year (%)	Since Inception (%)
Class A1	31-Dec-19	(1.9)	-	-	-	7.2
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5
Class E	31-Dec-19	0.1	-	-	-	9.3
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5
Class F	21-Sep-09	(0.8)	0.0	(8.1)	13.5	5.7
S&P/TSX		25.2	17.5	10.1	19.1	8.3
Blended benchmark		26.6	20.3	13.6	30.3	12.6
Class F1	31-Dec-19	(0.8)	-	-	-	8.3
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5
Class I	31-Dec-19	(0.6)	-	-	-	8.5
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5
Class N	31-Dec-19	(0.3)	-	-	-	8.9
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5
Class O	31-Dec-19	0.6	-	-	-	9.8
S&P/TSX		25.2	-	-	-	14.9
Blended benchmark		26.6	-	-	-	18.5

Pender Value Fund II

For the year ended December 31, 2021

Summary of Investment Portfolio

The largest holdings of the Fund as at the end of the year and the major asset classes in which the Fund was invested are indicated below. Where the Fund has less than 25 holdings, the table will show the Fund's entire investment portfolio. The investment portfolio may change due to ongoing portfolio transactions. An update of the Fund's summary of investment portfolio as at the end of each calendar quarter is available from the Manager. Please see the front page of this document for information about how this can be obtained.

Top 25 Holdings

	% of Net Assets
Burford Capital Limited	4.9
Interactive Brokers Group, Inc., Class 'A'	4.3
Optiva Inc., Restricted	4.3
SS&C Technologies Holdings, Inc.	4.2
Universal Technical Institute, Inc.	3.9
Dye & Durham Limited	3.7
Exor N.V.	3.7
Federal National Mortgage Association, Preferred, Series 'S', 8.25%	3.6
Sangoma Technologies Corporation	3.5
Baidu, Inc., ADR	3.1
Peloton Interactive Inc., Class 'A'	3.1
Zillow Group, Inc.	3.1
Premium Brands Holdings Corporation	3.0
Sylogist Ltd.	3.0
Stitch Fix, Inc., Class 'A'	2.9
eGain Corporation	2.6
Onex Corporation	2.5
ProntoForms Corporation	2.5
CCL Industries Inc., Class 'B'	2.4
The Howard Hughes Corporation	2.4
Alaris Equity Partners Income Trust	2.3
Bausch Health Companies Inc.	2.3
JD.com, Inc., ADR	2.3
KKR & Co. Inc.	2.3
Nintendo Co., Ltd., ADR	2.2

Composition of the Portfolio

	% of Net Assets
Mutual funds	
Pender Alternative Absolute Return Fund, Class 'O'	2.1
Total mutual funds	2.1
Equities	
Information technology	28.7
Diversified financials	20.0
Consumer discretionary	15.8
Communication services	10.3
Consumer staples	6.9
Real estate	5.5
Banks	3.6
Materials	2.4

Pender Value Fund II

For the year ended December 31, 2021

Composition of the Portfolio (cont'd)

	% of Net Assets
Equities (cont'd)	
Health care	2.3
Energy	1.8
Total equities	97.3
Warrants	0.2
Total investments	99.6
Cash	(1.1)
Other assets less liabilities	1.5
Total net assets	100.0

Pender Value Fund II

For the year ended December 31, 2021

Caution Regarding Forward-Looking Statements

This report contains forward-looking statements about the Fund, including its strategy, prospects and further actions. 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 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 events and are inherently subject to risks, uncertainties and assumptions about the Fund and economic factors, among other things.

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. Any number of important factors could contribute to these digressions, including, but not limited to: general economic, political and market factors in North America and internationally; interest and foreign exchange rates; global equity and capital markets; business competition; technological change; changes in government regulations; unexpected judicial or regulatory proceedings; pandemics and catastrophic events.

We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. Further, except as may be required under applicable law, the Manager has no specific intention of updating any forward-looking statements whether as a result of new information, future events or otherwise, prior to the release of the next Management Report of Fund Performance.



Pender Value Fund II

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