

Pender Alternative Arbitrage Plus Fund

Six months ended June 30, 2024

Semi-Annual Management Report of Fund Performance

This interim Management Report of Fund Performance contains financial highlights but does not contain either the interim financial statements or annual financial statements of the investment fund. You may obtain a copy of the interim financial statements or 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.sedarplus.ca.

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 Alternative Arbitrage Plus Fund

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MANAGEMENT DISCUSSION OF FUND PERFORMANCE

Results of Operations

The net assets of the Pender Alternative Arbitrage Plus Fund (the “Fund”) were \$12,271,396 as at June 30, 2024 versus \$16,374,697 as at December 31, 2023. Of this \$4,103,301 decrease, \$336,490 is attributable to positive investment performance and \$4,439,791 is attributable to net unitholder redemptions of Fund units.

For the six months ended June 30, 2024 (the “period”), Class A units of the Fund generated a total return of 1.7%. 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. The return for Class F (USD) will differ from Class A primarily due to foreign currency as this class is denominated in US dollars whereas all remaining classes of the Fund are denominated in Canadian dollars. Please see the “Past Performance” section for the performance of the Fund’s other classes.

The Fund’s benchmark, HFRI ED: Merger Arbitrage Index (USD), returned 0.2% during the period. In accordance with National Instrument 81-106, we have included a comparison to this benchmark 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 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 period. Please read the caution regarding forward-looking statements located on the last page of this document.

The Fund’s outperformance as compared to its benchmark was mainly due to an overweight allocation to the Health Care sector and an underweight allocation to the Materials sector. 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.

Key positive contributors to the portfolio’s performance during the first half of the year were positions in Everbridge, Inc., Atlantic Union Bankshares Corporation, and Osino Resources Corp. Conversely, positions in GAN Limited, Battalion Oil Corporation, and Stratasys Ltd. were key detractors.

To achieve the Fund’s objective of generating consistent, positive returns with low volatility and low correlation to equity markets, the Fund employs arbitrage strategies, which are specialized investment techniques designed with the goal of profiting from the successful completion of mergers, take-overs, tender offers, leveraged buyouts, spin-offs, liquidations and other corporate reorganizations. We may also use a variety of additional investment strategies permitted within an alternative mutual fund, including but not limited to investing in special purpose acquisition companies (“SPACs”), convertible securities, and preferred shares. The Pender Alternative Arbitrage Plus Fund is differentiated from the Pender Alternative Arbitrage Fund in that the strategy will use moderate levels of leverage where appropriate to enhance returns.

Portfolio transactions during the first half of the year were made based on our investment process that aims to identify attractive arbitrage opportunities, particularly in merger deals. In general, we added positions to the portfolio that we felt offered an attractive spread relative to the probability that a merger deal will close. The strategy seeks to exploit this return opportunity and deliver a relatively low volatility return to unitholders. We are constantly looking for new investment ideas and 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.

As at the end of the period, the Fund was 145.2% invested in long positions, -20.0% invested in short positions. The geographic positioning of the Fund remains predominantly tilted towards the US with 100.5% of net exposure in this jurisdiction. The Fund remains broadly diversified across various industries and skewed to smaller companies. As at June 30, 2024, the Fund had a net exposure of 121.2% invested primarily in small, mid and micro-cap businesses. We feel this smaller market cap size is less exposed to the regulatory risk faced by larger merger deals and leverages the broader equity investment process at the Manager with its extensive research relating to smaller companies.

The overall sector exposure of the Fund is determined by stock selection decisions and may shift from time to time. As at June 30, 2024, we were weighted toward long position holdings in Information Technology, Financial Services and Health Care sectors, because those are the sectors where we believe we are finding the best investment opportunities currently. These top three sectors accounted for 71.5% (long positions) of the Fund at the end of the period.

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Recent Developments

Global M&A totaled over \$1.6 trillion through the first half of 2024 up 17% from the previous year. While broad M&A continues to recover, mega-mergers are also on the rise with 17 deals valued at over \$10 billion announced through the year. Dealmakers continue to affirm that there is a healthy backlog for M&A as rising market confidence on the back of improving inflation, expectations of interest rate cuts, improved deal financing conditions and narrowing valuation gaps unleash pent up deal demand. The pace of private equity led buyouts has increased by 41% from last year through the first half of 2024 driven by several take-private deals improving prospects of more LBO activity through the year.

While credit conditions and expectations of rate cuts have driven a recovery in financing conditions for acquirers, the growth of private credit, which has taken a share from traditional bank loans in recent years, is also a favorable tailwind. Large US corporations armed with bolstering balance sheets are moving forward in their pursuit of targets with the regulatory environment and economic backdrop showing signs of normalization.

Equities continued their positive streak through June with the S&P 500 advancing 3.6% and 15.3% through the first two quarters of the year, while the NASDAQ surged by 6%. The US economy continues to fire as technology and the MAG 7 companies continue to lead equity market returns. US treasury yields fell during the month as the May CPI indicated that prices were flat as inflation loosened its grip on the economy. The Federal Reserve has remained cautious as the labour market remains strong with the US unemployment rate at 4%. In Canada the S&P/TSX Composite (CAD) was down 1.4% as the economy showed mixed signs with unemployment increasing while CPI increased driven by higher service costs.

Independent Review Committee ("IRC") Appointments & Resignations

Effective March 4, 2024, John Webster stepped down from the Independent Review Committee and John DeLucchi joined the Independent Review Committee.

Related Party Transactions

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

As at the end of the period, parties related to the Manager collectively held 1% of the Fund's units. In addition, the Pender Alternative Multi-Strategy Income Fund, Pender Income Advantage Fund and Pender Strategic Growth and Income Fund, funds also managed by the Manager, collectively held 17% of the Fund's outstanding units.

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 pays 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 18% of the management fees paid by the Fund to the Manager for the period.

Performance Fees

The Manager is also entitled to a performance fee plus applicable taxes such as GST or HST on all classes of units of the Fund. For Class O units, this fee is or will be charged directly to Unitholders, as applicable. The performance fee is equal to 15% of the amount by which the total return of the class of units exceeds its high-water mark for the period since the performance fee was last paid. The high-water mark is the net asset value of the applicable class of units to which it applies as at the most recent determination date on which a performance fee was payable. Performance fees will be calculated and accrued daily, and such accrued fees will be payable by the Fund at the end of each year. The Manager has reserved the right to change the year for which any performance fee may be paid by a Fund. The Manager, at its discretion, may reduce or waive performance fees.

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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 period and calendar years indicated.

Fund's Net Assets Per Unit (a)

	2024 (\$)	2023 (\$)	2022 (\$)
Class A			
Net Assets, beginning of period	10.05	10.10	10.00
Increase (decrease) from operations:			
Total revenue	0.18	0.17	0.07
Total expenses	(0.25)	(0.59)	(0.06)
Realized gains (losses)	0.51	0.32	0.10
Unrealized gains (losses)	(0.26)	(0.06)	0.39
Total increase (decrease) from operations (b)	0.18	(0.16)	0.50
Distributions:			
From income (excluding dividends)	-	-	(0.02)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	0.00	(0.02)
Net Assets, end of period	10.23	10.05	10.10
Class E			
Net Assets, beginning of period	10.21	10.10	10.00
Increase (decrease) from operations:			
Total revenue	0.17	0.14	0.15
Total expenses	(0.17)	(0.43)	(0.15)
Realized gains (losses)	0.53	0.39	(0.13)
Unrealized gains (losses)	(0.26)	0.03	0.27
Total increase (decrease) from operations (b)	0.27	0.13	0.14
Distributions:			
From income (excluding dividends)	-	-	(0.02)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.02)
Net Assets, end of period	10.49	10.21	10.10

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

	2024 (\$)	2023 (\$)	2022 (\$)
Class F			
Net Assets, beginning of period	10.15	10.11	10.00
Increase (decrease) from operations:			
Total revenue	0.17	0.17	0.05
Total expenses	(0.21)	(0.50)	(0.05)
Realized gains (losses)	0.52	0.30	0.05
Unrealized gains (losses)	(0.25)	0.01	0.33
Total increase (decrease) from operations (b)	0.23	(0.02)	0.38
Distributions:			
From income (excluding dividends)	-	-	(0.02)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.02)
Net Assets, end of period	10.39	10.15	10.11
Class I			
Net Assets, beginning of period	10.24	10.18	10.00
Increase (decrease) from operations:			
Total revenue	0.16	0.16	(0.02)
Total expenses	(0.20)	(0.49)	0.01
Realized gains (losses)	0.51	0.32	0.14
Unrealized gains (losses)	(0.25)	0.05	0.17
Total increase (decrease) from operations (b)	0.22	0.04	0.30
Distributions:			
From income (excluding dividends)	-	-	(0.02)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.02)
Net Assets, end of period	10.49	10.24	10.18
Class O			
Net Assets, beginning of period	10.27	10.07	10.00
Increase (decrease) from operations:			
Total revenue	0.18	0.17	0.15
Total expenses	(0.10)	(0.36)	(0.14)
Realized gains (losses)	0.53	0.19	(0.13)
Unrealized gains (losses)	(0.25)	0.11	0.23
Total increase (decrease) from operations (b)	0.36	0.11	0.11
Distributions:			
From income (excluding dividends)	-	-	(0.04)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.04)
Net Assets, end of period	10.63	10.27	10.07

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

	2024 (\$)	2023 (\$)	2022 (\$)
Class F (USD)			
Net Assets, beginning of period	13.55	13.71	13.16
Increase (decrease) from operations:			
Total revenue	0.27	0.21	(0.01)
Total expenses	(0.39)	(0.74)	0.00
Realized gains (losses)	0.80	(0.13)	0.19
Unrealized gains (losses)	0.32	(0.06)	0.22
Total increase (decrease) from operations (b)	1.00	(0.72)	0.40
Distributions:			
From income (excluding dividends)	-	-	(0.03)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.03)
Net Assets, end of period	14.41	13.55	13.71
Class I (USD)			
Net Assets, beginning of period	13.57	13.71	13.16
Increase (decrease) from operations:			
Total revenue	0.21	0.22	(0.02)
Total expenses	(0.27)	(0.67)	0.01
Realized gains (losses)	0.89	0.59	0.15
Unrealized gains (losses)	(0.09)	(0.30)	0.44
Total increase (decrease) from operations (b)	0.74	(0.16)	0.58
Distributions:			
From income (excluding dividends)	-	-	(0.03)
From dividends	-	-	-
From capital gains	-	-	-
Return of capital	-	-	-
Total distributions (b), (c)	-	-	(0.03)
Net Assets, end of period	-	13.57	13.71

(a) This information is derived from the Fund's unaudited semi-annual financial statements as at June 30 and audited annual financial statements as at December 31 for the period stated, prepared under IFRS Accounting Standards. Class I (USD) was closed on June 28, 2024.

(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 period.

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

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Ratios and Supplemental Data

	2024	2023	2022
Class A			
Total net asset value (\$000s) (a)	47	41	57
Number of units outstanding (a)	4,622	4,032	5,593
Management expense ratio before performance fee (b)	2.49%	2.41%	0.00%
Management expense ratio (b)	2.99%	2.41%	0.00%
Management expense ratio before absorptions (c)	2.99%	2.41%	2.43%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	10.23	10.05	10.10
Class E			
Total net asset value (\$000s) (a)	160	152	64
Number of units outstanding (a)	15,252	14,923	6,326
Management expense ratio before performance fee (b)	0.53%	0.56%	0.00%
Management expense ratio (b)	1.47%	0.80%	0.00%
Management expense ratio before absorptions (c)	1.47%	0.80%	0.53%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	10.49	10.21	10.10
Class F			
Total net asset value (\$000s) (a)	1,154	1,208	1,010
Number of units outstanding (a)	111,059	119,055	99,878
Management expense ratio before performance fee (b)	1.39%	1.37%	0.00%
Management expense ratio (b)	2.22%	1.45%	0.00%
Management expense ratio before absorptions (c)	2.22%	1.45%	1.37%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	10.39	10.15	10.11
Class I			
Total net asset value (\$000s) (a)	8,680	12,768	3,721
Number of units outstanding (a)	827,303	1,247,137	365,502
Management expense ratio before performance fee (b)	1.21%	1.21%	0.00%
Management expense ratio (b)	2.02%	1.33%	0.00%
Management expense ratio before absorptions (c)	2.02%	1.33%	1.22%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	10.49	10.24	10.18
Class O			
Total net asset value (\$000s) (a)	2,160	2,192	1,017
Number of units outstanding (a)	203,209	213,367	100,589
Management expense ratio before performance fee (b)	0.00%	0.00%	0.00%
Management expense ratio (b)	0.00%	0.00%	0.00%
Management expense ratio before absorptions (c)	0.00%	0.00%	1.00%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	10.63	10.27	10.07

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Ratios and Supplemental Data (cont'd)

	2024	2023	2022
Class F (USD)			
Total net asset value (\$000s) (a)	70	7	71
Number of units outstanding (a)	4,866	494	5,145
Management expense ratio before performance fee (b)	1.36%	1.36%	0.00%
Management expense ratio (b)	4.09%	1.40%	0.00%
Management expense ratio before absorptions (c)	4.09%	1.40%	1.37%
Trading expense ratio (d)	1.22%	2.84%	1.56%
Portfolio turnover rate (e)	221.46%	510.23%	111.63%
Net asset value per unit (\$) (a)	14.41	13.55	13.71

(a) This information is derived from the Fund's unaudited semi-annual financial statements as at June 30 and audited annual financial statements as at December 31 for the period stated, prepared under IFRS Accounting Standards. Class I (USD) was closed on June 28, 2024.

(b) Management expense ratio ("MER") is based on total expenses (excluding commissions and other portfolio transaction costs) for the period and is expressed as an annualized percentage of daily average net asset value during the period. 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 paid by the Fund. Management expense ratio before performance fee is the MER before any performance fees, if applicable, for the stated period.

(c) The Manager of the Fund has agreed to absorb sufficient expenses of the Fund, as necessary, so 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 period.

(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 period. In general, the higher a fund's portfolio turnover rate in a period, 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 period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

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. Past performance for Class I (USD) units of the Fund is not available for disclosure because it was closed during the period.

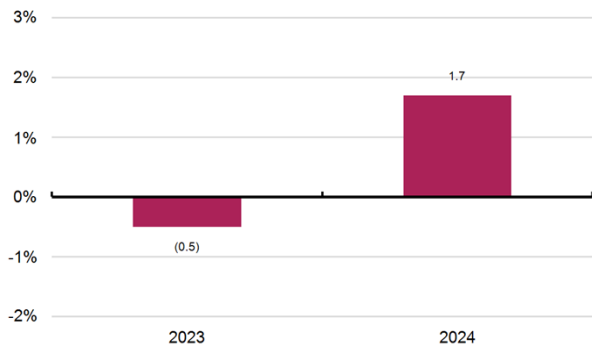
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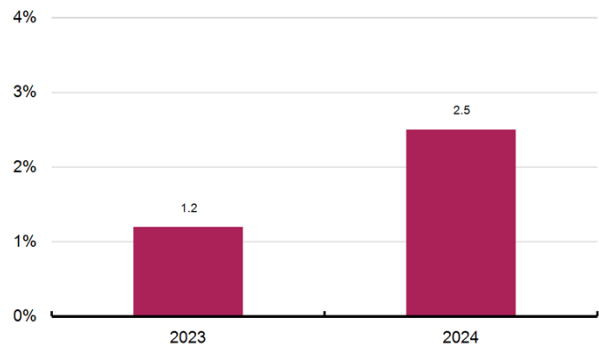
Period-by-Period Returns

To illustrate how the Fund's performance has varied over time, the following bar charts show the Fund's performance for the six-month period ended June 30, 2024 and for each of the previous 12-month periods ended December 31. 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 period would have increased or decreased by the last day of the period.

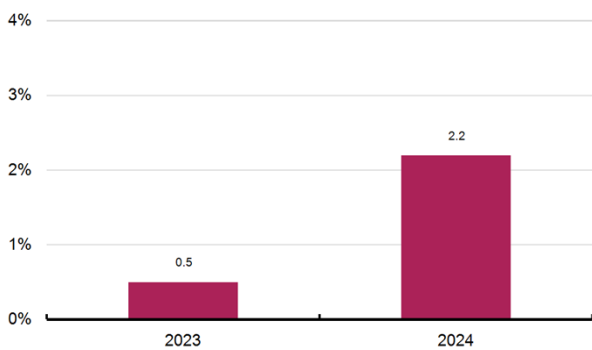
Class A



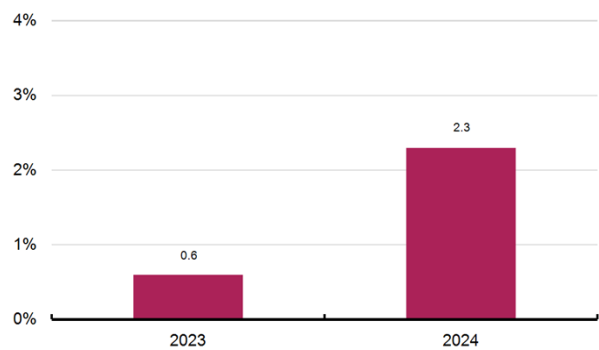
Class E



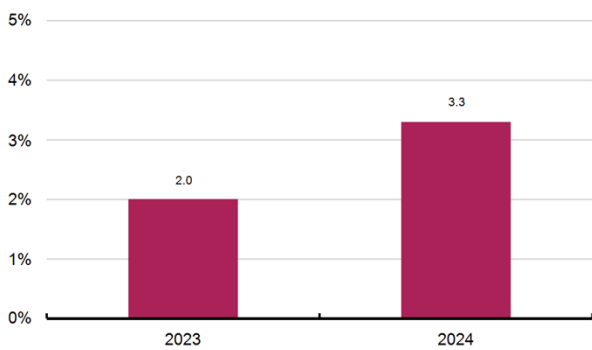
Class F



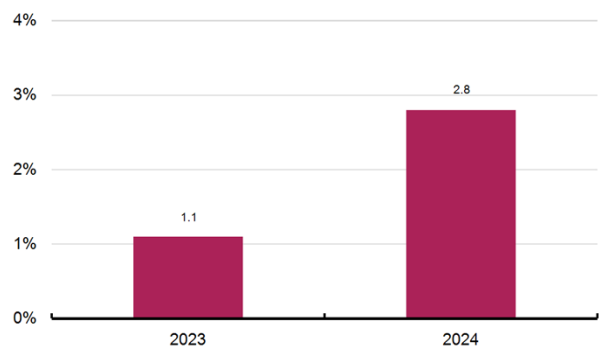
Class I



Class O



Class F (USD)



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Summary of Investment Portfolio

The largest holdings of the Fund as at the end of the period 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
LONG POSITIONS	
Everbridge Inc.	5.4
Model N Inc.	5.2
Nuvei Corp.	4.8
Apartment Income REIT Corp.	4.7
Copperleaf Technologies Inc.	3.8
DecisionPoint Systems Inc.	3.8
Whole Earth Brands Inc.	3.6
Adventus Mining Corp.	3.4
Park Lawn Corp.	3.4
Vericity Inc.	3.4
Endeavor Group Holdings Inc., Class 'A'	3.3
Atlantica Sustainable Infrastructure plc	3.2
National Western Life Group Inc., Class 'A'	3.2
Southwestern Energy Co.	3.1
Atrion Corp.	3.0
Haynes International Inc.	2.9
Argonaut Gold Inc.	2.8
Generation Asia I Acquisition Ltd., Class 'A'	2.6
Keen Vision Acquisition Corp.	2.6
SurModics Inc.	2.6
Stericycle Inc.	2.5
SHORT POSITIONS	
Silvercorp Metals Inc.	(3.5)
Chesapeake Energy Corp.	(3.3)
Alamos Gold Inc., Class 'A'	(2.6)
UMB Financial Corp.	(2.5)

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Composition of the Portfolio

	% of Net Assets
LONG POSITIONS	
Information technology	28.7
Financial services	23.1
Health care	19.7
Materials	12.8
Consumer discretionary	9.7
Industrials	9.2
Banks	7.7
Energy	7.0
Insurance	6.5
Communication services	5.7
Real estate	5.5
Consumer staples	5.0
Utilities	4.6
Total Long Positions	145.2
SHORT POSITIONS	
Materials	(6.7)
Banks	(6.5)
Energy	(4.7)
Real estate	(1.3)
Exchange-traded fund(s)	(0.4)
Insurance	(0.4)
Total Short Positions	(20.0)
Warrants	0.0
Total investments	125.2
Derivative liabilities	(0.6)
Total investment portfolio	124.6
Cash (Bank overdraft)	(24.1)
Other assets less liabilities	(0.5)
Total net assets	100.0

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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 a guarantee 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: geopolitical events, general economic conditions, political and market factors around the world; interest rates and inflation; fiscal and monetary policy; global equity and capital markets; business competition; technological change; changes in government regulations; unexpected judicial or regulatory proceedings.

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 Alternative Arbitrage Plus Fund

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