

# ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

## Specialized Funds

# Altamira Resource Fund

For the period ended December 31, 2011

This annual management report of fund performance contains financial highlights, but does not contain the annual financial statements of the mutual fund. A copy of the annual financial statements can be obtained on request, and at no cost, by calling 1-888-270-3941 or 514-871-2082, by writing to us at National Bank Securities Advisory Service, 500, Place d'Armes, 12th floor, Montreal, Quebec, H2Y 2W3, by visiting our website at [www.nbc.ca/financial\\_reports](http://www.nbc.ca/financial_reports), by visiting SEDAR's website at [www.sedar.com](http://www.sedar.com), or by contacting your advisor.

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.

## Management Discussion of Fund Performance

### Investment Objectives and Strategies

The Altamira Resource Fund aims to generate maximum capital appreciation by investing primarily in Canadian companies engaged in natural resources activities and in companies that support them. The strategy relies on a bottom-up approach in which companies with growth potential, attractive valuation and good management are prioritized. The Fund not only invests in companies engaged in resource activities (such as mining, oil and gas, energy, forest products, water resources, and fishing), it also invests in companies that support them.

### Risks

The Fund experienced a very volatile year, which mirrored the movements of commodity prices that gyrated in a very wide range. Energy prices fluctuated in reaction to geopolitical vents in the Middle East and North Africa, where regimes from Egypt to Tunisia were toppled. On the other hand, metals prices reacted to increasing concerns over slowing emerging countries economic growth.

The global investment risk of each of the Fund's securities remains as described in the latest simplified prospectus. It suits investors who are seeking exposure to the Canadian natural resource sector, who do not require regular interest income, and who are willing to tolerate a high level of risk associated with investing in resource sectors.

### Results of Operations

For the twelve-month period ended December 31, 2011, the Altamira Resource Fund Investor Series units returned -20.82% compared to -12.66 for the Fund's blended benchmark composed of 50% of the S&P/TSX Energy Index (CA\$) (return of -7.10%) and 50% of the S&P/TSX Materials Index (CA\$) (return of -18.74%). Unlike these indexes, the Fund's performance is calculated after fees and expenses. Please see the *Past Performance* section for returns of the Advisor Series. Returns of the Advisor Series may vary mainly because of fees and expenses.

Throughout the year, equity markets were dominated by the prospects of a sovereign debt default in Europe and talk of slowing economic growth in China. Sovereign default concerns negatively impacted credit markets globally; threatening to undermine the global economic recovery, while the threat of slower growth in China prompted analysts to revise down demand expectations for resources. Amid these conditions, resource stocks experienced a volatile year and ended in negative territory. The year was also highlighted by a very volatile U.S. currency, which ended the year strong, especially against the Euro, as negotiations related to enhancements to the European Financial Stability Facility and plans to recapitalize European banks continued.

During the fourth quarter, good earnings coupled with a strong rebound in U.S. economic data allayed investors' fears of an imminent global downturn and propelled equities higher. However, investors in resources renewed their focus on the Middle East, as potential oil supply issues in countries such as Sudan, Yemen and Azerbaijan and concerns about disruptions out of Iran increased significantly. Such fears spilled into oil prices, which climbed back to nearly \$100/barrel and contributed partially to an 11.1% increase in the price of gold. Within Energy, performances were mixed, as the sector benefited from an 8.4% increase in the price of crude, but was pressured lower by declining natural gas prices which lost 29.9% on the year, reacting largely to warmer weather and declining demand. By year end, the Energy sector had declined by 9.91%, while the Materials sector shed 21.20% of its value, on a generalized underperformance of large cap stocks, especially those related to zinc, nickel and copper.

Over the year, the level of production growth, as well as exploration and political risks contained in the portfolio was adjusted lower, as the outlook for the global economy worsened, which triggered selling opportunities. In this respect, the portfolio manager increased the Fund's weighting in Energy and simultaneously decreased that of Materials shares. Within the Energy sector, the Fund now holds a 42% weighting in Integrated and Exploration & Production companies, 5% in Services companies and 2.5% in Uranium companies. Within Materials, the Fund holds 28% in Gold shares, 6% in Silver stocks, 12% in base metals concerns and 4.5% in Fertilizers.

Under these circumstances, the Fund underperformed, largely as a result of security selection within the Materials sector and in particular in base and precious metal areas. On the other hand, the Fund's return was enhanced by security selection in the Energy sector. Individually, Trilogy, Precision Drilling, Baytex and Celtic added the most value, while Teck Resources, Cline Mining, Silver Wheaton and Semafo detracted the most.

The Fund's assets decreased by 24.31% during the year, as a result of net share redemptions and market fluctuations.

## **Recent Developments**

The portfolio manager believes that the European sovereign debt crisis has resulted in extremely fragile markets and increased inter-asset correlations. However, he also recognizes that U.S. economic conditions have improved and as such, he is taking the opportunity to add to quality resource names that in the past have been relatively expensive. In this respect, he recently added Cobalt Energy, which has exposure to offshore exploration in Angola, which could mimic Brazil's offshore success. He also added Torex Gold, which is expected to endure exploration/development success in Mexico, as well as Kirkland Lake Gold, which is ramping up production in the historic Kirkland Lake mining camp, a move that is expected to add to the company's earnings.

Overall, the portfolio manager has repositioned the Fund for a market turnaround in the near to medium term, with quality resource names leading the way. Additionally, he is keeping the Fund relatively fully invested to give holders exposure to a long-term secular uptrend in commodity demand, which should benefit from continued strong growth in the emerging markets and limited supply growth.

## **Accounting Standards Changes**

In February 2008, the Canadian Accounting Standards Board (AcSB) confirmed that all publicly accountable enterprises would be required to report under International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB) for fiscal years beginning on or after January 1, 2011. However, in January 2011, the AcSB approved a deferral of the effective date of entry in force of IFRS from January 1, 2011 to January 1, 2013 for investment companies that are currently applying the Accounting Guideline AcG-18 "Investment Companies".

In December 2011, the AcSB decided to defer the date of application of IFRS to January 1, 2014 to ensure that investment companies will not have to modify their actual accounting treatment for entities in which they have control while the IASB is completing the standard about investment companies it plans to publish.

Consequently, the Funds will publish their first audited financial statements in accordance with IFRS for the year ending December 31, 2014 and will present comparative figures in accordance with IFRS for the year ending December 31, 2013, including an opening balance sheet as at January 1, 2013.

In order to prepare for the transition to IFRS, management has established a project, formed a dedicated project team and put in place a formal governance structure. The project team reports on a regular basis to the executive committee and the steering committee, committees that are made up of senior levels of management from all relevant departments. To date, the project has proceeded as planned.

Management has developed a detailed project plan, assessed the resource requirements for its implementation and continued staff training. It has already identified the main differences between existing Canadian GAAP and current IFRS. Exceptions and optional exemptions on the transition date have also been analyzed. In addition, management has identified the following main differences that would likely affect the funds financial statements:

Scope	Current treatment under Canadian GAAP	IFRS treatment
Classification of holders' units/shares – Funds with more than one series.	Units/shares are presented as equity instruments.	Units/shares are presented in liabilities.
Classification of holders' units/shares – Funds with one series.	Units/shares are presented as equity instruments. No distinction is made between retained earnings and the capital issued.	Units/shares are presented as equity instruments. Distinction to be made between retained earnings and the capital issued.
Consolidation of financial statements of controlled entities in the financial statements of the Funds.	The Funds are exempt from consolidation with AcG-18.	Consolidation is applicable for controlling Funds. The financial statements of the two entities have to be consolidated. The Funds must meet very specific criteria to consolidate their financial statements. Consequently, only a minority of the Funds are affected by the consolidation. The consolidation will not affect the data of the Funds' daily evaluations.  However, the IASB issued in August 2011 an exposure draft that will allow for the Funds to be exempt from consolidation under certain conditions.
Presentation of the statement of cash flows in the financial statements.	No statement of cash flows to be presented.	Presentation of the statement of cash flows in the financial statements of each of the Funds.
Future income taxes – Trust Funds.	No future income taxes to be presented.	Recognition of assets or future income taxes liabilities if applicable.

Management has completed an evaluation on how adoption of IFRS will impact information technology and required developments have been made. It is currently assessing how adoption of IFRS will impact operations, internal controls and preparing financial statements.

The implementation phase has begun. The Funds will produce their statement of financial position (opening balance) as at January 1<sup>st</sup>, 2013 «transition date». In order to present the interim financial statements as at June 30, 2014 under IFRS, the comparative financial statements, those as at June 30, 2013, will be prepared with IFRS over the coming period.

At this point, management does not expect that the transition to IFRS will have a significant impact on net assets or net asset value per unit or the Funds commercial agreements. Rather, it expects that this transition will impact the presentation and disclosure of financial statements. Please note that the requirements in effect at the time of first publication of IFRS financial statements (December 31, 2014), economic conditions prevailing at that date, as well as various choices of accounting policies adopted are factors that will influence the final impact of IFRS on the statement of financial position of the Funds.

## Related Party Transactions

National Bank of Canada (“the Bank”) and its affiliated companies’ roles and responsibilities related to the Fund are as follows:

### Trustee

Natcan Trust Company (“NTC”), a wholly owned subsidiary of the Bank, is the Fund’s trustee. In this capacity, it is the legal owner of the Fund’s investments.

### Fund Manager

The Fund is managed by National Bank Securities Inc. (“NBS”), which is a wholly-owned subsidiary of the Bank. Therefore, NBS provides or ensures the provision of all general management and administrative services required by the Fund’s current operations, including investment consulting, the arrangement of brokerage contracts for the purchase and sale of the investment portfolio, bookkeeping and other administrative services required by the Fund.

The Fund reimbursed the Fund Manager for operating expenses, at cost, incurred in administering the Fund, including trustee, record-keeping, custodial, legal, audit, investor servicing, and securityholder reporting fees.

As described under the heading Management Fees, the Fund pays annual management fees to NBS as consideration for its services.

### Portfolio Advisor

Management of the Fund’s portfolio has been delegated by NBS to Natcan Investment Management Inc. (“Natcan”), a corporation of which the Bank is the majority shareholder. In that capacity, Natcan provides the Fund with portfolio management services, including trading, carrying out transactions and brokerage services. The fees payable to Natcan are calculated by applying a percentage to the average net asset value under management for each month.

Performance fees may be payable by NBS if the performance criteria set for the National Bank Funds are met.

### Distribution of Fund Units

NBS acts as Distributor for the Fund. In this capacity, NBS buys, sells and swaps securities through Bank branches and the National Bank Securities Advisory Service in Canadian provinces and territories, and through external registered representatives. Fund units are also offered by National Bank Direct Brokerage Inc., CABN Investments Inc. National Bank Financial Inc. and other affiliated entities. Each month, brokers receive a commission representing a percentage of the average daily value of the securities held by their clients.

### Transfer Agent and Custodian

Natcan Trust Company (“NTC”) acts as registrar for the Fund’s securities and the names of unitholders. NTC also acts as the Fund’s custodian. The fees for NTC’s custodial services are based on the standard rates in effect at NTC.

### Brokerage Fees

The Fund may pay broker’s commissions at market rates to a corporation affiliated with NBS. The brokerage fees paid by the Fund for the period are as follows:

	Year ended December 31, 2011
Total brokerage fees	\$822,299.22
Brokerage paid to National Bank Financial	\$21,857.01

### Independent Review Committee Approvals and Recommendations

The Fund followed the standing instructions of its Independent Review Committee with respect to one or more of the following transactions:

- a) Purchasing or holding the securities of a related issuer, in particular, those of National Bank of Canada;
- b) Investing in the securities of an issuer when an entity related to the manager acts as an underwriter for the placement or at any time during the 60-day period after the end of the placement;
- c) Purchasing or selling securities to another investment fund managed by the manager or a company in the same group;
- d) Purchasing or selling debt securities on the secondary market, through related brokers that are main brokers in the Canadian debt securities market (in accordance with an exemption received from the Canadian Securities Administrators);
- e) Entering into foreign exchange transactions (including both spot transactions and forward transactions) with National Bank of Canada.

The manager has implemented policies and procedures to make sure that the conditions applicable to each of the above transactions are met. The applicable standing instructions require that these transactions be carried out in accordance with National Bank Securities policies, which specify, in particular, that investment decisions pertaining to these related party transactions must be made free from any influence by an entity related to National Bank Securities and without taking into account any consideration relevant to an entity related to National Bank Securities. Furthermore, the investment decisions must represent the business judgment of the securities advisor, uninfluenced by considerations other than the best interest of the Fund and must achieve a fair and reasonable result for the Fund.

### **Registered Plan Trust Services**

NTC receives a fixed amount per registered account for services provided as trustee for registered plans.

### **Administrative and Operating Services**

The Bank provides the Fund with certain services, including accounting, reporting and portfolio valuation services. The costs incurred for these services are paid by the manager to the Bank.

# 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 years.

## Investor Series/Advisor Series\*

\*The Advisor Series was created on June 12, 2009.

### The Fund's Net Assets per Unit<sup>(1)</sup>

	2011	2010	2009	2008	2007
Net Assets, beginning of year	\$ 48.69	\$ 35.15	\$ 25.64	\$ 37.31	\$ 31.44
<b>Increase (decrease) from operations</b>					
Total revenue	\$ 0.38	\$ 0.45	\$ 0.40	\$ 0.61	\$ 0.38
Total expenses	\$ (1.05)	\$ (0.89)	\$ (0.68)	\$ (0.92)	\$ (0.91)
Realized gains (losses)	\$ 5.96	\$ 6.80	\$ 0.61	\$ 3.37	\$ 7.27
Unrealized gains (losses)	\$(15.31)	\$ 7.17	\$ 9.17	\$(14.63)	\$ (0.97)
Transaction costs on purchase and sale investments	\$ (0.19)	\$ (0.28)	\$ (0.21)	\$ (0.10)	\$ (0.04)
<b>Total increase (decrease) from operations<sup>(2)</sup></b>	<b>\$(10.21)</b>	<b>\$ 13.25</b>	<b>\$ 9.29</b>	<b>\$(11.67)</b>	<b>\$ 5.73</b>
<b>Distributions:</b>					
From income (excluding dividends)	\$ —	\$ —	\$ —	\$ —	\$ —
From dividends	\$ —	\$ —	\$ —	\$ —	\$ —
From capital gains	\$ —	\$ —	\$ —	\$ —	\$ —
Return of capital	\$ —	\$ —	\$ —	\$ —	\$ —
<b>Total annual distributions<sup>(3)</sup></b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ —</b>
<b>Net Assets as at December 31, 2011 and last day of years shown</b>	<b>\$ 38.47</b>	<b>\$ 48.69</b>	<b>\$ 35.15</b>	<b>\$ 25.64</b>	<b>\$ 37.31</b>

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements. The net asset value per security presented in the financial statements differ from the net asset value calculated for security pricing purposes. The differences are explained in the notes to the financial statements.

<sup>(2)</sup> Net assets and distributions are based on the actual number of units outstanding at the relevant time. The increase or decrease from operations is based on the average number of units outstanding over the financial period.

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

### Ratios and Supplemental Data

	2011	2010	2009	2008	2007
Total net asset value (000's) <sup>(1)</sup>	\$ 162,564	\$ 214,800	\$ 164,810	\$ 102,995	\$ 163,286
Number of units outstanding <sup>(1)</sup>	4,208,264	4,402,484	4,664,757	4,006,589	4,366,129
Management expense ratio <sup>(2)</sup>	2.32 %	2.31 %	2.30 %	2.58 %	2.64 %
Management expense ratio before waivers or absorptions	2.32 %	2.31 %	2.30 %	2.65 %	2.64 %
Trading expense ratio <sup>(3)</sup>	0.41 %	0.73 %	0.71 %	0.28 %	0.12 %
Portfolio turnover rate <sup>(4)</sup>	102.86 %	197.78 %	236.20 %	102.74 %	36.01 %
Net asset value per unit	\$ 38.63	\$ 48.79	\$ 35.33	\$ 25.71	\$ 37.40

<sup>(1)</sup> This information is provided as at December 31 of years shown.

<sup>(2)</sup> Management expense ratio is based on total expenses for the period indicated (excluding commissions and other portfolio transaction costs) and is expressed as an annualized percentage of the daily average net asset value during the period.

<sup>(3)</sup> 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.

<sup>(4)</sup> The Fund's portfolio's 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. The higher a Fund's portfolio turnover rate in a year, 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.

## Management Fees

The Fund pays annual management fees to the Manager for its management services. The fees are calculated based on a percentage of the Fund's daily net asset value before applicable taxes and are paid on a monthly basis. A portion of the management fees paid by the Fund covers trailer fees and sales commissions paid to brokers. The remainder of the management fees primarily covers investment management and general administration services. The breakdown of major services provided in consideration of the management fees, expressed as an approximate percentage of the management fees is as follows:

Series		Management Fee	Distribution	Others <sup>†</sup>
Investor Series		2.00%	12.50%	87.50%
Advisor Series*	Front end	2.00%	25.00%	75.00%
	Back end		62.50%	37.50%
	Low-Load 1 to 3 years 4 years plus		25.00%	75.00%
			50.00%	50.00%

<sup>(\*)</sup> Excluding sales commissions paid on the Advisor Series with low load and back end fees, which are not paid for out of the management fees.

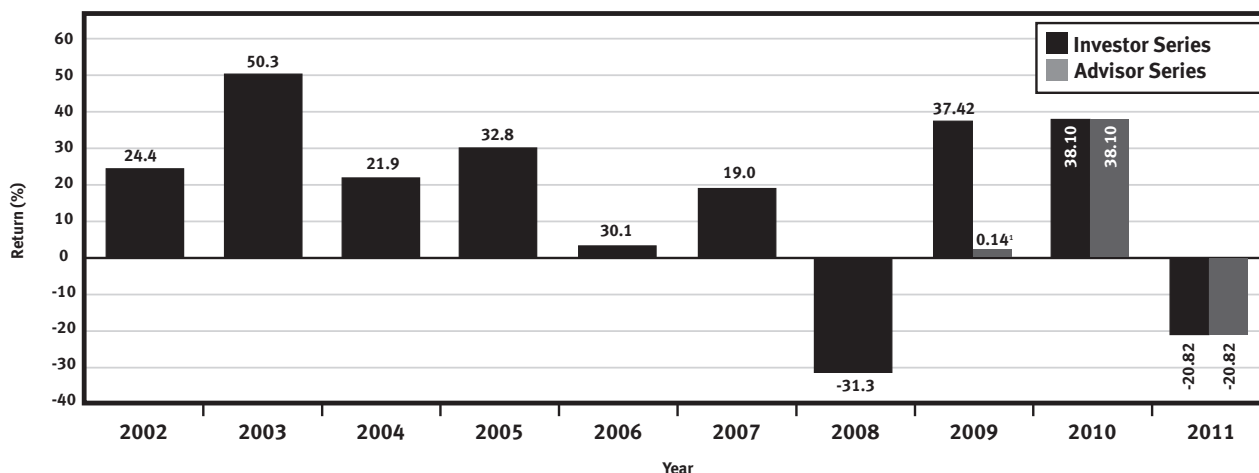
<sup>(†)</sup> Includes all costs related to management, investment advisory services, general administration and profit.

## Past Performance

Information on the Fund's past performance is presented in the graphs below. The graphs assume that fund distributions during the periods presented were reinvested in full in additional fund securities and do not take into account sales, redemption charges, distributions, or optional charges that would have reduced returns. Past performance of a Fund or series of a Fund does not necessarily indicate how it will perform in the future.

### Annual Returns

The following bar chart shows the Fund's annual performance in each of the last years shown and illustrates how the Fund's performance has changed from year to year. It shows in percentage terms how an investment made on the first day of the period would have increased or decreased by the last day of the period for each year.



<sup>1</sup>Returns for the period from June 12, 2009 (inception date) to December 31, 2009.

## Annual Compounded Performance

The following table shows the Altamira Resource Fund annual compound total return for the indicated periods ended on December 31, 2011. The annual compound total return is compared to the Fund's blended benchmark composed of 50% of the S&P/TSX Energy Index (CA\$) and 50% of the S&P/TSX Materials Index (CA\$) calculated on the same compound basis. A discussion of the Fund's relative performance in comparison to the index (or indices) can be found in the *Results of Operations* Section of this report.

Investor Series <sup>1</sup>	10 years	5 years	3 years	1 year
Altamira Resource Fund	17.08%	4.20%	14.54%	-20.82%
S&P/TSX Energy Index (CA\$) (50%) S&P/TSX Materials Index (CA\$) (50%)	—	8.31%	22.61%	-12.66%
S&P/TSX Energy Index (CA\$)	—	4.25%	21.59%	-7.10%
S&P/TSX Materials Index (CA\$)	—	10.81%	22.15%	-18.74%

<sup>1</sup>Inception date: November 10, 1989.

Advisor Series <sup>2</sup>	Since inception	1 year
Altamira Resource Fund	9.56%	-20.82%
S&P/TSX Energy Index (CA\$) (50%) S&P/TSX Materials Index (CA\$) (50%)	11.65%	-12.66%
S&P/TSX Energy Index (CA\$)	11.82%	-7.10%
S&P/TSX Materials Index (CA\$)	8.49%	-18.74%

<sup>2</sup>Inception date: June 12, 2009.

The S&P/TSX Energy Index is capitalization weighted and consists of companies listed in the Canadian energy sector. The weight of a company is capped at 25% of the market capitalization of the Index.

The S&P/TSX Materials Index is capitalization weighted and consists of small cap companies trading on the Toronto Stock Exchange that meet criteria relating to minimum size, liquidity and issuer rating.

# Summary of Investment Portfolio

## Portfolio Top Holdings

	% of Net Asset Value
Baytex Energy Corp. ....	3.8
Potash Corporation of Saskatchewan Inc. ....	3.7
Goldcorp Inc. ....	3.7
Silver Wheaton Corp. ....	3.6
Canadian Natural Resources Ltd. ....	3.4
Trilogy Energy Corp. ....	3.0
Tourmaline Oil Corp. ....	2.9
Celtic Exploration Ltd. ....	2.9
Teck Resources Ltd., Class B ....	2.7
Cenovus Energy Inc. ....	2.7
Athabasca Oil Sands Corp. ....	2.5
IAMGOLD Corp. ....	2.4
First Quantum Minerals Ltd. ....	2.3
BlackPearl Resources Inc. ....	2.3
Suncor Energy Inc. ....	2.2
Peyto Exploration & Development Corp. ....	2.1
SEMAFO Inc. ....	2.0
Freeport McMoran Copper & Gold Inc., Class B ....	2.0
Allied Nevada Gold Corp. ....	2.0
Osisko Mining Corp. ....	1.9
Painted Pony Petroleum Ltd. ....	1.8
Americas Petrogas Inc. ....	1.8
Barrick Gold Corp. ....	1.8
Precision Drilling Corp. ....	1.7
Cameco Corp., Class A ....	1.7
	62.9

Fund net asset value. .... \$162,564,116

The Summary of Investment Portfolio may change due to ongoing portfolio transactions of the investment fund. A quarterly update is available. Consult our Web site [www.nbc.ca/financial\\_reports](http://www.nbc.ca/financial_reports).

## Notes on forward-looking statements

This report may contain forward-looking statements concerning the Fund, its future performance, its strategies or prospects or about future events or circumstances. Such forward-looking statements include, among others, statements with respect to our beliefs, plans, expectations, estimates and intentions. The use of the expressions "foresee", "intend", "anticipate", "estimate", "assume", "believe" and "expect" and other similar terms and expressions indicate forward-looking statements.

By their very nature, forward-looking statements imply the use of assumptions and necessarily involve inherent risks and uncertainties. Consequently, there is a significant risk that the explicit or implicit forecasts contained in these forward-looking statements might not materialize or that they may not prove to be accurate in the future. A number of factors could cause future results, conditions or events to differ materially from the objectives, expectations, estimates or intentions expressed in such forward-looking statements. Such differences might be caused by several factors, including changes in Canadian and worldwide economic and financial conditions (in particular interest and exchange rates and the prices of other financial instruments), market trends, new regulatory provisions, competition, changes in technology and the potential impact of conflicts and other international events.

The foregoing list of factors is not exhaustive. Before making any investment decision, investors and others relying on our forward-looking statements should carefully consider the foregoing factors and other factors. We caution readers not to rely unduly on these forward-looking statements. We assume no obligation to update forward-looking statements in the light of new information, future events or other circumstances unless applicable legislation so provides.

## Sector Allocation

	% of Net Asset Value
Energy ....	50.2
Materials ....	48.4
Financials. ....	0.7
Cash and cash equivalents ....	0.7

## Asset Mix

	% of Net Asset Value
Canadian Equities ....	87.2
Foreign Equities. ....	12.1
Cash and cash equivalents ....	0.7