

2022 ANNUAL REPORT

**MIDDLEFIELD
INCOME PLUS**
CLASS

 **MIDDLEFIELD
MUTUAL FUNDS**

MIDDLEFIELD CORPORATE PROFILE

The Middlefield Group was established in 1979 and is a Specialty Investment Manager which creates investment products designed to balance risk and return to meet the demanding requirements of Financial Advisors and their clients. These financial products include Exchange-Traded Funds, Mutual Funds, Private and Public Resource Funds, Split Share Corporations, Venture Capital Assets, TSX Publicly Traded Funds and Real Estate Investment Funds and Partnerships.

Middlefield's investment team comprises portfolio managers, analysts and traders. While all of our investment products are designed and managed by Middlefield professionals, some involve strategic partnerships with other "best-in-class" firms that bring unique value to our product offerings. In 2014, we entered into an exclusive arrangement with SSR, LLC, based in Stamford, Connecticut. They provide specialized research into sectors of the economy such as Healthcare and Innovation Technology. SSR is an independent investment firm whose analysts have been highly ranked and are recognized as leaders in their respective fields. Their fundamental company level research is often non-consensus and provides guidance on overall portfolio construction and security selection.

Looking ahead, Middlefield remains committed to managing and developing new and unique investment products to assist Financial Advisors in helping clients achieve their investment objectives.

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A NOTE ON FORWARD LOOKING STATEMENTS

This document may contain forward looking statements, including statements regarding: the Fund, its strategies, goals and objectives; prospects; future performance or condition; possible future actions to be taken by the Fund; and the performance of investments, securities, issuers or industries in which the Fund may from time to time invest. Forward looking statements include statements that are predictive in nature, that depend upon or refer to future results, events, circumstances, expectations and performance, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or negative versions thereof and other similar wording. Forward looking statements are not historical facts, but reflect the Fund's current beliefs as of the date of this document regarding future results, events, circumstances, expectations or performance and are inherently subject to, among other things, risks, uncertainties and assumptions about the Fund and economic factors. Forward looking statements are not guarantees of future performance, and actual results, events, circumstances, expectations or performance could differ materially from those expressed or implied in any forward looking statements contained in this document. Factors which could cause actual results, events, circumstances, expectations or performance to differ materially from those expressed or implied in forward looking statements include, but are not limited to: general economic, political, market and business factors and conditions; commodity price fluctuations; interest and foreign exchange rate fluctuations; global equity and capital markets; the financial condition of each issuer in which the Fund invests; the effects of competition in the industries or geographic areas in which the Fund may invest; statutory and regulatory developments; unexpected judicial or regulatory proceedings; and catastrophic events. Readers are cautioned that the foregoing list of factors is not exhaustive and to avoid placing undue reliance on forward looking statements due to the inherent uncertainty of such statements. The Fund does not undertake, and specifically disclaims, any obligation to update or revise any forward looking statements, whether as a result of new information, future developments, or otherwise.



2022 REVIEW AND OUTLOOK

2022 was a challenging year for equity investors. The S&P 500, MSCI World Index and TSX Composite generated total returns of -18.1%, -17.7% and -5.8%, respectively. Global central banks enacted aggressive interest rate hikes to combat the highest inflation in decades, sending both stocks and bonds lower in tandem. 2022 marked the first year where both the US 10-year Treasury note and the S&P 500 Index lost more than 10% on a total-return basis in a given calendar year.

Index returns were consistent with the ubiquitous trend of value outperforming growth in 2022. In the US, value topped growth by more than 20% (-9.6% vs. -29.8%) while the Canadian market, which has a higher concentration in cyclical and value stocks relative to the S&P 500, outperformed the US by more than 12%. Energy (+65.4%) and utilities (+1.6%) were the only two sectors in the S&P 500 that were able to generate positive returns, while communication services (-39.9%), consumer discretionary (-37%) and information technology (-28.2%) experienced outsized impacts from rising rates and growing concerns of recession. The biggest driver of underperformance for the latter group was multiple compression. Despite rampant inflation and ongoing supply chain issues, S&P 500 earnings were relatively resilient throughout the year. Conversely, average forward price to earnings multiples for the S&P 500 declined by more than 20% which dragged stock prices lower, especially for higher multiple stocks.

Russia's invasion of Ukraine, China's zero-COVID policy and hawkish Fed policy created macro headwinds which culminated in decades-high inflation. These events sent shockwaves throughout the global economy and cast a shadow of uncertainty over the market. Fortunately, many of the headwinds that plagued markets in 2022 are quickly becoming tailwinds for 2023. Inflation is trending lower in most countries as energy, freight and housing prices come down. China has made a notable pivot away from its zero-COVID stance; a development that should ease supply chain constraints and boost global demand. The US dollar Index, which appreciated nearly 9% in 2022, is expected to normalize in 2023 and result in less FX-related earnings headwinds. On balance, we believe the macro outlook is improving and investors will focus more on micro-level fundamentals this year.

In terms of market risks, we are closely following several unresolved issues that have the potential to stall a market recovery. The ongoing war in Ukraine, persistent tightness of the labour market and elevated consumer debt warrant particular attention. We acknowledge that leading economic indicators are pointing to a recession in 2023 and our funds are defensively positioned as a result. We are cognizant of valuations against this backdrop and remain cautious on more expensive areas of the market.

Our equity income strategies emphasize companies that can maintain or expand margins in the current environment to support dividend growth. We are focused on companies with strong balance sheets that can withstand an economic slowdown as well as opportunistically pursue M&A. This includes sectors where cash flows are underpinned by long-term contracts such as real estate and infrastructure or those with inelastic demand such as healthcare and select areas of technology. In addition, we remain committed to incorporating sustainability principles and ESG data into our investment process, particularly in our suite of sustainable equity mandates.

Middlefield Real Estate Dividend Class has consistently delivered attractive total returns since its inception in 2011. For the second consecutive year, the Series F of the fund was awarded the Refinitiv Lipper Fund Award for Best fund over 5 years – Real Estate Equity. In 2022, the real estate sector underperformed the broader market, generating total returns of -21.5% in Canada and -26.2% in the US. The rapid and significant rise in interest rates, a widening of credit spreads and concerns about a recession took their toll on real estate sentiment and valuations in 2022. As a result, discounts to NAV are near historic highs which positions the sector attractively for 2023. Moreover, with inflation moderating alongside a softening economic growth outlook, the rise in long-term bond yields should be limited. Despite a slowing economy, we expect REIT earnings to remain largely intact this year due to the contractual nature of rental income and extensive mark-to-market rent opportunities.

The Middlefield Family of mutual funds, which are listed at the end of this report, currently includes nine different funds within the multi-class structure and three mutual fund trusts. The multi-class structure of Middlefield Mutual Funds enables investors to benefit from superior tax efficiencies unavailable to other forms of investment funds. In addition, almost all classes are offered in F-Series.

Middlefield Income Plus Class provides an actively managed, high conviction portfolio of North American companies paying high levels of sustainable income. The fund achieved the Fundata FundGrade A+ rating for 2022. This award is presented to funds that have consistently demonstrated the best risk-adjusted returns for an entire calendar year. The fund generated a total return of 0.3% in 2022 which compares favourably to the S&P 500 and TSX Composite returns of -18.1% and -5.8%, respectively. *Middle Canadian Dividend Growers Class* and *Middlefield Indexplus Income Fund* also outperformed the broader market, generating total returns of -0.1% and -3.97%, respectively. We have a positive outlook on companies with an established track record of sustainable and consistent dividend growth this year.

Middlefield Healthcare Dividend Fund was defensively positioned throughout the year, which contributed to its significant outperformance. The fund generated a total return of 2% in 2022 while its benchmark, MSCI World Health Care Index, generated a total return of -5% in local currency. The S&P 500 healthcare sector returned -2%, ranking fourth among all sectors and beating the Index by more than 16%. Healthcare companies have defensive attributes as they sell needs-based products that benefit from inelastic demand. The sector tends to outperform during periods of economic uncertainty due to its steady demand and insulation from discretionary consumer spending. We expect healthcare companies to perform well again in 2023, particularly those that sell into rapidly growing addressable markets such as obesity, cardiology and diabetes.

Middlefield Innovation Dividend Class is designed to replicate the performance of *Middlefield Innovation Dividend ETF* where we see a wealth of long-term opportunities in companies with established business models, attractive free cash flow profiles and reasonable valuations. The tech sector underperformed in 2022 with the S&P 500 information technology sector generating a total return of -28.2%. We view this a cyclical correction within a broader secular bull market and note multiple growth drivers remain intact. These include cloud migration, software for productivity and increasing semiconductor demand across end markets. Leading players within these verticals are high quality in nature and have many cost levers at their disposal to protect margins.

Middlefield Global Infrastructure Fund is positioned to benefit from several secular growth drivers. The long-term outlook for infrastructure improved in 2022. Build Back Better, the Inflation Reduction Act and RePowerEU represent three monumental pieces of infrastructure-related legislation that will drive trillions in infrastructure spending over the coming years. In addition, the Russia-Ukraine war elevates the issue of energy security and underscores the need for investments in energy infrastructure. Due to increasingly ambitious climate goals, many of these investments will likely take place in the fields of clean energy, energy efficiency and grid modernization.

Middlefield Global Agriculture Class offers a unique strategy for gaining exposure to the global agriculture industry. Series F units of the fund generated a total return of 0% in 2022, significantly outperforming the broader market and building upon its 11+ year track record. We are constructive on the global agriculture industry for 2023, underpinned by robust crop and fertilizer prices. In addition, healthy farmer economics should support inventory restocking and extend the agriculture equipment cycle through 2023.

Outlook

We hold a cautiously optimistic view for 2023 and expect positive market returns this year. In light of the growing possibility of a mild recession, we believe earnings estimates to start the year are too high and vulnerable to negative revisions. That said, markets are forward-looking and partially priced in slower economic and earnings growth during 2022. Markets also typically bottom six to nine months before earnings trough. We expect a market bottom to form in the first half of 2023 with better performance expected in the latter half as the market looks ahead to rebounding earnings during 2024. We anticipate opportunities to arise in areas we are currently underweight and intend to opportunistically add to our highest long-term conviction growth names on weakness. We prefer value over growth in the short-term with an emphasis on quality factors.

We believe equity income-based strategies are positioned to outperform in 2023 as the current central bank tightening cycle nears completion and the market grapples with recession risks. Dividend-paying stocks, and dividend-growers in particular, typically outperform non-dividend payers during periods of declining inflation and after the end of central bank tightening cycles. In 2022, dividends per share in the TSX Composite were up nearly 18% in nominal terms and 10% in real terms. Dividend growth is a core tenet of our investment strategy and we expect further dividend increases in 2023. Our core holdings in dividend-payers should provide greater stability during this period of market uncertainty while enhancing total returns from consistent income.



Dean Orrico
President and CEO
Middlefield Capital Corporation



Robert F. Lauzon
Managing Director and Chief Investment Officer
Middlefield Capital Corporation

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2022

This annual management report of fund performance contains financial highlights and should be read in conjunction with the complete audited annual financial statements of the investment fund that follow this report.

Securityholders may contact us by calling 1-888-890-1868, by writing to us at Middlefield Group at one of the addresses on the back cover or by visiting our website at www.middlefield.com to request a copy of the investment fund's annual financial statements, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Management's Discussion of Fund Performance

Investment Objective and Strategies

Middlefield Income Plus Class (the "Fund") is a mutual fund class of Middlefield Mutual Funds Limited. The Fund is authorized to issue series of shares designated as Series A and F. The Fund's objective is to provide a stable level of income while emphasizing capital preservation. The Fund invests in a diversified portfolio of equity and fixed income securities.

Risk

The Fund is exposed to several risks that may affect its performance. The overall risk of the Fund is as described in its prospectus dated May 31, 2022. During the past year, the overall risk level of the Fund may have been impacted as follows:

Market Risk

Market risk describes the Fund's exposure to volatility in the market value of its underlying securities. Equity markets continue to exhibit volatility due to macroeconomic uncertainties, ongoing global trade disputes, as well as the uncertain impact from the ongoing conflict in Ukraine. The Fund seeks to mitigate risk through active management and portfolio diversification.

Results of Operations

Investment Performance

The net assets of the Fund decreased from \$122.7 million at December 31, 2021 to \$118.5 million at December 31, 2022. Net assets on a per share basis for Series A decreased from \$16.95 at December 31, 2021 to \$15.93 at December 31, 2022. Net assets on a per share basis for Series F decreased from \$19.84 at December 31, 2021 to \$19.01 at December 31, 2022. The Fund recorded a \$3.0 million net loss on its investment portfolio during the year ended December 31, 2022.

Revenue and Expenses

Revenue for the year ended December 31, 2022 amounted to \$1.8 million, down from revenue of \$30.1 million in 2021. The decrease was primarily due to the net loss on the Fund's investments. Operating expenses for the year ended December 31, 2022

increased slightly to \$2.1 million from \$2.0 million in 2021. The management expense ratio ("MER") in 2022 was 2.21% for Series A and 1.11% for Series F. Distributions for the year ended December 31, 2022 amounted to \$0.90 per share for both Series A and Series F.

Trends

Dividend-payers will provide greater stability during this period of market uncertainty while enhancing total returns from consistent income.

Related Party Transactions

Pursuant to a management agreement, Middlefield Limited (the "Manager") receives a management fee. For further details please see the "Management Fees" section of this report. Middlefield Capital Corporation ("MCC" or the "Advisor"), the advisor to the Fund and a company under common control with the Manager, receives advisory fees from the Manager out of the management fee. MCC also receives brokerage commissions from the Fund in connection with securities transactions. All brokerage commissions paid by the Fund to MCC were at or below market rates. As at December 31, 2022, the Fund held investments in other investment funds managed by the Manager. All management fees charged by the underlying investment fund held by the Fund were rebated to the Fund. For further details please see the notes to the financial statements.

Management Fees

Management fees are calculated at 1.5% per annum for the Series A shares and 0.5% per annum for the Series F shares, of the net asset value of each Series and are split between the Manager, the Advisor and investment dealers who receive trailing commissions. The Manager receives fees for the general administration of the Fund, including maintaining the accounting records, executing securities trades, monitoring compliance with regulatory requirements, and negotiating contractual agreements, among other things. The Advisor receives fees from the Manager for providing investment advice in respect of the portfolio in accordance with the investment objective and strategies of the Fund.

Recent Developments

On January 24, 2023, Discovery 2021 Short Duration LP transferred net assets to the Fund with a fair value amount of \$14.9 million in exchange for 0.9 million shares of the Fund. Under the *Income Tax Act* (Canada) (the "Tax Act"), the Fund is deemed to have acquired each flow-through asset of the partnership at an ACB equal to its cost amount to the partnership. The Tax Act deems the ACB of the assets that are flow-through shares to be \$nil.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2022

On February 14, 2023 dividends totalling \$3.7 million or \$0.47 per share were paid to shareholders of record of the Fund as at February 13, 2023 and automatically reinvested in additional shares. Following reinvestment, the shares were consolidated such that the number of shares remained unchanged from the number outstanding immediately prior to the dividend payment and the NAV per share was equal to the pre-dividend NAV.

On February 15, 2023, MRF 2021 Resource LP transferred net assets to the Fund with a fair value amount of \$13.2 million in exchange for 0.8 million shares of the Fund. Under the *Income Tax Act* (Canada) (the "Tax Act"), the Fund is deemed to have acquired each flow-through asset of the partnership at an ACB equal to its cost amount to the partnership. The Tax Act deems the ACB of the assets that are flow-through shares to be \$nil.

Financial Highlights

Net Assets Attributable to Holders of Redeemable Shares are calculated in accordance with International Financial Reporting Standards ("IFRS").

"Net Asset Value" is calculated in accordance with section 14.2 of National Instrument 81-106 "Investment Fund Continuous Disclosure" ("NI 81-106") and is used for transactional pricing purposes.

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 indicated years. Ratios and Supplemental Data are derived from the Fund's Net Asset Value.

The Fund's Net Assets Per Share ⁽¹⁾ – Series A

	2022	2021	2020	2019	2018
Net Assets Attributable to Holders of Redeemable Shares, Beginning of Year	\$ 16.95	\$ 13.87	\$ 15.91	\$ 14.12	\$ 16.28
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.65	0.41	0.46	0.51	0.55
Total Expenses (excluding distributions)	(0.35)	(0.33)	(0.28)	(0.34)	(0.32)
Realized Gains (Losses) for the Year	1.30	1.14	0.51	0.64	0.47
Unrealized Gains (Losses) for the Year	(1.65)	2.78	(1.88)	1.97	(1.91)
Transaction Costs on Purchase and Sale of Investments	(0.02)	(0.02)	(0.03)	(0.03)	(0.04)
TOTAL INCREASE (DECREASE) FROM OPERATIONS ⁽²⁾	(0.12)	3.98	(1.14)	2.68	(1.32)
DISTRIBUTIONS:					
From Net Investment Income ⁽³⁾	0.30	0.08	0.19	0.17	0.23
From Capital Gains ⁽³⁾	0.60	0.82	0.51	0.65	0.48
From Capital Gains ⁽⁴⁾	0.58	-	-	-	-
Share Consolidation ⁽⁴⁾	(0.58)	-	-	-	-
Return of Capital	-	-	0.20	0.07	0.13
TOTAL DISTRIBUTIONS ⁽³⁾	0.90	0.90	0.90	0.89	0.84
Net Assets Attributable to Holders of Redeemable Shares, End of Year	\$ 15.93	\$ 16.95	\$ 13.87	\$ 15.91	\$ 14.12

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2022

The Fund's Net Assets Per Share ⁽¹⁾ – Series F

	2022	2021	2020	2019	2018
Net Assets Attributable to Holders of Redeemable Shares, Beginning of Year	\$ 19.84	\$ 15.93	\$ 17.94	\$ 15.65	\$ 17.76
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.76	0.47	0.53	0.57	0.60
Total Expenses (excluding distributions)	(0.19)	(0.17)	(0.13)	(0.19)	(0.17)
Realized Gains (Losses) for the Year	1.45	1.32	0.54	0.70	0.54
Unrealized Gains (Losses) for the Year	(2.06)	3.18	(2.05)	2.17	(2.14)
Transaction Costs on Purchase and Sale of Investments	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)
TOTAL INCREASE (DECREASE) FROM OPERATIONS ⁽²⁾	0.07	4.81	(1.11)	3.18	(1.27)
DISTRIBUTIONS:					
From Net Investment ⁽³⁾	0.58	0.30	0.39	0.39	0.44
From Capital Gains ⁽³⁾	0.32	0.60	0.51	0.50	0.40
From Capital Gains ⁽⁴⁾	0.58	-	-	-	-
Share Consolidation ⁽⁴⁾	(0.58)	-	-	-	-
TOTAL DISTRIBUTIONS ⁽³⁾	0.90	0.90	0.90	0.89	0.84
Net Assets Attributable to Holders of Redeemable Shares, End of Year	\$ 19.01	\$ 19.84	\$ 15.93	\$ 17.94	\$ 15.65

⁽¹⁾ This information is derived from the Fund's audited annual financial statements.

⁽²⁾ Net Assets Attributable to Holders of Redeemable Shares and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial year. This schedule is not a reconciliation of Net Asset Value since it does not reflect shareholder transactions as shown on the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares and accordingly columns may not add.

⁽³⁾ Distributions were paid in cash/reinvested in additional shares of the Fund, or both.

⁽⁴⁾ On February 25, 2022, a capital gains dividend amounting to \$0.58 per share was paid and immediately thereafter the outstanding shares of the Fund were consolidated.

Ratios and Supplemental Data – Series A

	2022	2021	2020	2019	2018
Total Net Asset Value (000s) ⁽¹⁾	\$ 71,797	\$ 82,364	\$ 66,006	\$ 86,212	\$ 88,922
Number of Shares Outstanding ⁽¹⁾	4,507,616	4,859,632	4,759,092	5,417,358	6,296,925
Management Expense Ratio ("MER") ⁽²⁾	2.21%	2.08%	2.09%	2.09%	2.09%
Trading Expense Ratio ⁽³⁾	0.10%	0.11%	0.20%	0.15%	0.22%
Portfolio Turnover Rate ⁽⁴⁾	60.57%	51.79%	61.09%	49.58%	85.98%
Net Asset Value Per Share	\$ 15.93	\$ 16.95	\$ 13.87	\$ 15.91	\$ 14.12

Ratios and Supplemental Data – Series F

	2022	2021	2020	2019	2018
Total Net Asset Value (000s) ⁽¹⁾	\$ 46,710	\$ 40,319	\$ 29,953	\$ 36,669	\$ 36,319
Number of Shares Outstanding ⁽¹⁾	2,457,358	2,032,584	1,880,482	2,044,125	2,320,925
Management Expense Ratio ("MER") ⁽²⁾	1.11%	1.10%	0.99%	0.98%	1.00%
Trading Expense Ratio ⁽³⁾	0.10%	0.11%	0.20%	0.15%	0.22%
Portfolio Turnover Rate ⁽⁴⁾	60.57%	51.79%	61.09%	49.58%	85.98%
Net Asset Value Per Share	\$ 19.01	\$ 19.84	\$ 15.93	\$ 17.94	\$ 15.65

⁽¹⁾ This information is provided as at December 31 of the year shown.

⁽²⁾ The MER is based on total expenses (excluding distributions, commissions and other portfolio transaction costs) for the stated year and is expressed as an annualized percentage of daily average Net Asset Value during the year. Where the Fund invests in securities of another investment fund managed by the Manager, the total expenses include the pro-rata share of the expenses of the underlying fund. All management fees charged by the underlying investment fund held by the Fund are rebated to the Fund.

⁽³⁾ 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. Where a Fund invests in securities of another investment fund managed by the Manager, the total commission and other portfolio transaction cost includes the pro-rata share of those costs from the underlying fund.

⁽⁴⁾ The Fund's portfolio turnover rate indicates how actively the Fund's portfolio investments are managed. 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. The higher the 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.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

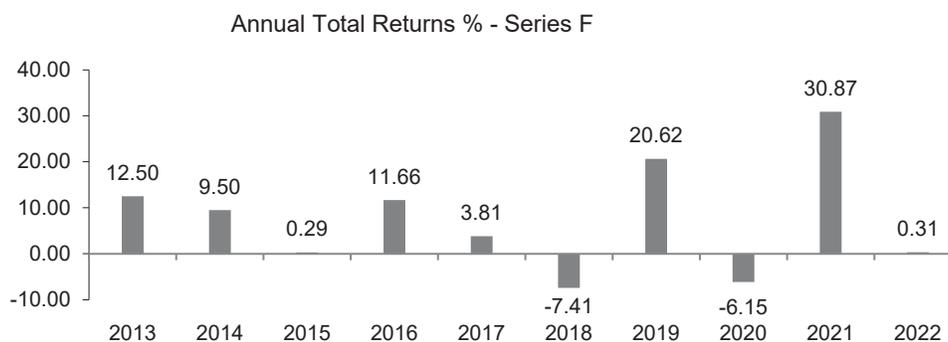
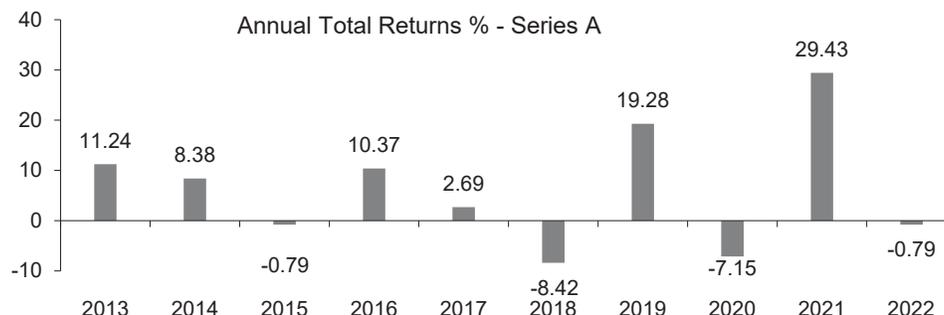
FOR THE YEAR ENDED DECEMBER 31, 2022

Past Performance

The performance information shown, which is based on Net Asset Value, assumes that all distributions paid by the Fund in the years shown were reinvested in additional securities of the Fund. The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance. How the Fund has performed in the past does not necessarily indicate how it will perform in the future.

Year-By-Year Returns

The bar charts show how the Fund's performance has varied from year-to-year for each of the years shown. The charts indicate, in percentage terms, how much an investment made the first day of each financial year would have grown or decreased by the last day of the financial year.



Annual Compound Returns

	Periods Ended December 31, 2022			
	One Year	Three Years	Five Years	Ten Years
Middlefield Income Plus Class – Series A	-0.79%	6.04%	5.42%	5.85%
S&P/TSX High Dividend Total Return Index	-3.95%	3.05%	2.07%	2.18%

	Periods Ended December 31, 2022			
	One Year	Three Years	Five Years	Ten Years
Middlefield Income Plus Class – Series F	0.31%	7.20%	6.59%	7.02%
S&P/TSX High Dividend Total Return Index	-3.95%	3.05%	2.07%	2.18%

The S&P/TSX High Dividend Total Return Index is a strategy index focused on dividend income and is made up of 50 to 75 stocks selected from the S&P/TSX Composite Index.

The Fund's total return in 2022 outperformed the return generated by the Index. The Fund's performance in 2022 was impacted by the defensive positioning of the investment portfolio during the year.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2022

Summary of Investment Portfolio

AS AT DECEMBER 31, 2022

Top Twenty-Five Holdings

DESCRIPTION	% OF NET ASSET VALUE
1 Middlefield Healthcare Dividend ETF	9.3
2 Topaz Energy Corp.	4.2
3 Guardian Capital Group Ltd.	4.1
4 Morgan Stanley	3.9
5 Canadian Natural Resources Ltd.	3.8
6 Tourmaline Oil Corp.	3.7
7 TransAlta Corp.	3.7
8 Enbridge Inc.	3.6
9 Regions Financial Corp.	3.5
10 Boardwalk Real Estate Investment Trust	3.3
11 Whitecap Resources Inc.	3.2
12 QUALCOMM Inc.	3.1
13 Brookfield Super-Core Infrastructure Partners LP	3.1
14 AltaGas Ltd	3.0
15 Microsoft Corporation	2.7
16 Canadian National Railway Company	2.7
17 Northland Power Inc.	2.7
18 Westshore Terminals Investment Corp.	2.6
19 H&R Real Estate Investment Trust	2.5
20 Secure Energy Services Inc.	2.4
21 Occidental Petroleum Corp., 6.625%, 1 September 2030	2.4
22 HCA Inc., 5.375%, 1 February 2025	2.3
23 Caesars Entertainment Inc., 6.25%, 1 July 2025	2.2
24 Apple Inc.	2.2
25 Dream Industrial Real Estate Investment Trust	2.2

"Top Twenty-Five Holdings" excludes any temporary cash investments.

ASSET CLASS	% OF NET ASSET VALUE
Energy	17.3
Financials	15.1
Corporate Debt	13.3
Healthcare	9.4
Utilities	9.3
Real Estate	9.0
Technology	8.1
Industrials	7.1
Pipelines	3.6
Private Infrastructure	3.1
Cash and Short-Term Investments	4.5
Other Assets (Liabilities)	0.2
100.0	
TOTAL NET ASSET VALUE	\$ 118,507,741

The Summary of Investment Portfolio may change over time due to ongoing portfolio transactions. The Prospectus of any investment funds owned by the Fund can be found online at www.sedar.com

Please visit www.middlefield.com for the most recent quarter-end Summary of Investment Portfolio.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements Middlefield Income Plus Class (the "Fund") have been prepared by Middlefield Limited (the "Manager"), the manager of Fund and approved by the Board of Directors. The Manager is responsible for the information and representations contained in these financial statements and other financial information contained in this report. The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. The financial statements have been prepared in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments. The significant



Jeremy Brasseur
Director

accounting policies applicable to the Fund are described in the notes to the financial statements. The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and has reviewed and approved these financial statements.

Deloitte LLP is the external auditor of the Fund. They have audited the financial statements of the Fund in accordance with Canadian generally accepted auditing standards to enable them to express to unitholders their opinion on the financial statements.



Craig Rogers
Director

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of
Middlefield Income Plus Class (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise the statements of financial position as at December 31, 2022 and 2021, and the statements of comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Fund as at December 31, 2022 and 2021, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Fund in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises:

- Management Report of Fund Performance
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained the Management Report of Fund Performance and the Annual Report prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as

management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Fund's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Fund's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from

fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

The logo for Deloitte LLP, featuring the word "Deloitte" in a cursive script followed by "LLP" in a clean, sans-serif font.

Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
March 24, 2023

**FINANCIAL
STATEMENTS**



FINANCIAL STATEMENTS

Statements of Financial Position

AS AT DECEMBER 31
(In Canadian Dollars)

	2022	2021
ASSETS		
Current Assets		
Investments at Fair Value Through Profit or Loss	\$ 112,957,536	\$ 119,554,467
Cash	5,277,745	3,144,936
Income and Interest Receivable	650,630	391,961
Subscriptions Receivable	29,227	69,501
Prepaid Expenses	16,954	16,939
Total Assets	118,932,092	123,177,804
LIABILITIES		
Current Liabilities		
Redemptions Payable	157,910	236,177
Accounts Payable and Accrued Liabilities	146,819	121,793
Management Fee Payable (Note 7)	119,622	136,401
Total Liabilities (Excluding Net Assets Attributable to Holders of Redeemable Shares)	424,351	494,371
Net Assets Attributable to Holders of Redeemable Shares	\$ 118,507,741	\$ 122,683,433
Net Assets Attributable to Holders of Redeemable Shares – Series A	\$ 71,797,295	\$ 82,364,089
Net Assets Attributable to Holders of Redeemable Shares – Series F	\$ 46,710,446	\$ 40,319,344
Mutual Fund Shares Issued and Outstanding – Series A (Note 6)	4,507,616	4,859,632
Mutual Fund Shares Issued and Outstanding – Series F (Note 6)	2,457,358	2,032,584
Net Assets Attributable to Holders of Redeemable Shares per Share – Series A	\$ 15.93	\$ 16.95
Net Assets Attributable to Holders of Redeemable Shares per Share – Series F	\$ 19.01	\$ 19.84

The accompanying notes to financial statements are an integral part of these financial statements.

Approved by the Board of Directors:



Director: Catherine Rebuldela



Director: Craig Rogers

FINANCIAL STATEMENTS

Statements of Comprehensive Income

FOR THE YEARS ENDED DECEMBER 31

(In Canadian Dollars)

	2022	2021
REVENUE (LOSS)		
Income from Investments	\$ 4,168,798	\$ 2,868,050
Interest Income for Distribution Purposes	582,345	13,781
Foreign Exchange Gain (Loss) on Cash	16,111	(150,397)
Other Changes in Fair Value of Financial Assets and Financial Liabilities at Fair Value Through Profit or Loss		
Net Realized Gain (Loss) from Investment Transactions excluding Derivatives	7,404,145	8,060,321
Net Realized Gain (Loss) from Derivatives Transactions	1,550,538	-
Change in Net Unrealized Gain (Loss) on Investments	(11,960,721)	19,287,301
Change in Net Unrealized Gain (Loss) on Derivatives	-	-
Change in Net Unrealized Gain (Loss) on Foreign Currency Transactions	(314)	8,179
Total Revenue (Loss)	1,760,902	30,087,235
OPERATING EXPENSES (Note 7)		
Audit Fees	47,364	48,054
Custodial Fees	13,292	11,709
Fund Administration Costs	315,405	231,588
Independent Review Committee Fees	48,024	47,060
Legal Fees	25,169	19,247
Management Fee	1,474,496	1,425,817
Securityholder Reporting Costs	83,183	108,854
Transaction Costs (Note 8)	119,131	124,546
Total Operating Expenses	2,126,064	2,016,875
Profit (Loss) before Tax	(365,162)	28,070,360
Income Tax (Recovery)	(10,349)	(44,918)
Withholding Taxes	82,337	60,787
Profit (Loss) after Tax	\$ (437,150)	\$ 28,054,491
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	\$ (437,150)	\$ 28,054,491
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Series A	\$ (316,763)	\$ 18,827,758
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Series F	\$ (120,387)	\$ 9,226,733
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per Share – Series A (Note 6)	\$ (0.07)	\$ 3.98
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per Share – Series F (Note 6)	\$ (0.05)	\$ 4.79

The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Statement of Changes in Net Assets Attributable to Holders of Redeemable Shares

FOR THE YEAR ENDED DECEMBER 31, 2022

(In Canadian Dollars)	Series A	Series F	Total
Net Assets Attributable to Holders of Redeemable Shares at Beginning of Year	\$ 82,364,089	\$ 40,319,344	\$ 122,683,433
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	(316,763)	(120,387)	(437,150)
DISTRIBUTIONS TO SHAREHOLDERS:			
From Net Investment Income	(1,331,241)	(1,340,981)	(2,672,222)
From Capital Gains	(2,668,374)	(757,436)	(3,425,810)
	(3,999,615)	(2,098,417)	(6,098,032)
REDEEMABLE SHARE TRANSACTIONS:			
Proceeds from Issue of Shares	6,621,021	12,083,746	18,704,767
Reinvested Distributions	2,937,455	1,229,242	4,166,697
Payment on Redemption of Shares	(15,808,892)	(4,703,082)	(20,511,974)
	(6,250,416)	8,609,906	2,359,490
Net Assets Attributable to Holders of Redeemable Shares at End of Year	\$ 71,797,295	\$ 46,710,446	\$ 118,507,741

Statement of Changes in Net Assets Attributable to Holders of Redeemable Shares

FOR THE YEAR ENDED DECEMBER 31, 2021

(In Canadian Dollars)	Series A	Series F	Total
Net Assets Attributable to Holders of Redeemable Shares at Beginning of Year	\$ 66,006,430	\$ 29,953,072	\$ 95,959,502
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	18,827,758	9,226,733	28,054,491
DISTRIBUTIONS TO SHAREHOLDERS:			
From Net Investment Income	(399,649)	(573,984)	(973,633)
From Capital Gains	(3,852,982)	(1,165,979)	(5,018,961)
	(4,252,631)	(1,739,963)	(5,992,594)
REDEEMABLE SHARE TRANSACTIONS:			
Proceeds from Issue of Shares	13,432,754	7,621,921	21,054,675
Reinvested Distributions	3,120,973	939,891	4,060,864
Payment on Redemption of Shares	(14,771,195)	(5,682,310)	(20,453,505)
	1,782,532	2,879,502	4,662,034
Net Assets Attributable to Holders of Redeemable Shares at End of Year	\$ 82,364,089	\$ 40,319,344	\$ 122,683,433

The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Statements of Cash Flows

FOR THE YEARS ENDED DECEMBER 31
(In Canadian Dollars)

	2022	2021
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:		
Increase (Decrease) Net Assets Attributable to Holders of Redeemable Shares	\$ (437,150)	\$ 28,054,491
Adjustments:		
Proceeds from Sale of Investments	132,097,051	55,153,948
Purchases of Investments	(128,506,158)	(54,090,064)
Foreign Exchange (Gain) Loss on Cash	(15,797)	142,218
Net Realized (Gain) Loss from Investment Transactions	(8,954,683)	(8,060,321)
Change in Net Unrealized (Gain) Loss on Investments	11,960,721	(19,287,301)
	<u>6,143,984</u>	<u>1,912,971</u>
Net Change in Non-Cash Working Capital	(250,437)	(71,029)
Net Cash from (used in) Operating Activities	<u>5,893,547</u>	<u>1,841,942</u>
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:		
Proceeds from Issue of Shares	18,745,041	20,997,552
Payment on Redemption of Shares	(20,590,241)	(20,316,040)
Distributions Paid	(1,931,335)	(1,931,730)
Net Cash from (used in) Financing Activities	<u>(3,776,535)</u>	<u>(1,250,218)</u>
Net Increase (Decrease) in Cash	2,117,012	591,724
Net Foreign Exchange Gain (Loss) on Cash	15,797	(142,218)
Cash at Beginning of Year	<u>3,144,936</u>	<u>2,695,430</u>
Cash at End of Year	<u>\$ 5,277,745</u>	<u>\$ 3,144,936</u>

The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Schedule of Investment Portfolio

AS AT DECEMBER 31, 2022
(In Canadian Dollars)

Description	No. of Securities/Par Value	Average Cost	Fair Value
Canadian Natural Resources Ltd.	60,000	\$ 2,637,190	\$ 4,511,400
Secure Energy Services Inc.	400,000	2,464,050	2,812,000
Topaz Energy Corp.	235,000	3,837,327	4,965,550
Tourmaline Oil Corp.	65,000	2,359,565	4,440,800
Whitecap Resources Inc.	350,000	3,441,085	3,759,000
ENERGY: 17.3%		14,739,217	20,488,750
Fifth Third Bancorp	55,000	2,518,956	2,445,090
Guardian Capital Group Ltd.	125,000	2,362,753	4,853,750
Huntington Bancshares Inc.	100,000	2,032,346	1,910,492
Morgan Stanley	40,000	4,126,450	4,607,943
Regions Financial Corp.	140,000	3,091,935	4,089,807
FINANCIALS: 15.2%		14,132,440	17,907,082
Caesars Entertainment Inc., 6.25%, 1 July 2025	2,000,000	2,651,068	2,641,189
Centene Corp., 4.625%, 15 December 2029	1,500,000	1,864,360	1,862,615
Cheniere Energy Inc., 4.625%, 15 October 2028	1,500,000	1,882,293	1,841,086
HCA Inc., 5.375%, 1 February 2025	2,000,000	2,672,335	2,710,883
Occidental Petroleum Corp., 6.625%, 1 September 2030	2,000,000	2,814,893	2,806,486
Sprint Corp., 7.875%, 15 September 2023	1,500,000	2,033,936	2,065,577
T-Mobile USA Inc., 3.875%, 15 April 2030	1,500,000	1,831,462	1,850,662
CORPORATE DEBT: 13.4%		15,750,347	15,778,498
Middlefield Healthcare Dividend ETF	985,000	9,801,674	11,071,400
HEALTHCARE: 9.4%		9,801,674	11,071,400
AltaGas Ltd	150,000	2,709,308	3,507,000
Northland Power Inc.	85,000	1,338,867	3,156,050
TransAlta Corp.	360,000	2,593,720	4,359,600
UTILITIES: 9.3%		6,641,895	11,022,650
Boardwalk Real Estate Investment Trust	80,000	2,938,610	3,954,400
Dream Industrial Real Estate Investment Trust	225,000	2,005,632	2,630,250
Dream Residential Real Estate Investment Trust	130,000	1,301,281	1,197,784
H&R Real Estate Investment Trust	240,000	2,936,991	2,906,400
REAL ESTATE: 9.0%		9,182,514	10,688,834
Apple Inc.	15,000	753,405	2,640,746
Microsoft Corporation	10,000	1,507,785	3,249,461
QUALCOMM Inc.	25,000	4,070,463	3,724,103
TECHNOLOGY: 8.1%		6,331,653	9,614,310
Canadian National Railway Company	20,000	1,479,768	3,216,800
Mullen Group Ltd.	140,000	1,769,423	2,037,000
Westshore Terminals Investment Corp.	140,000	2,514,005	3,140,200
INDUSTRIALS: 7.1%		5,763,196	8,394,000
Enbridge Inc.	80,000	3,319,229	4,233,600
PIPELINES: 3.6%		3,319,229	4,233,600
Brookfield Super-Core Infrastructure Partners LP	2,679	3,361,344	3,697,637
PRIVATE INFRASTRUCTURE: 3.1%		3,361,344	3,697,637

FINANCIAL STATEMENTS

Schedule of Investment Portfolio (continued)

AS AT DECEMBER 31, 2022
(In Canadian Dollars)

Description	No. of Securities/Par Value	Average Cost	Fair Value
Equity Metals Corp., Warrants, 9 December 2023	695,000	\$ 41,978	\$ 49,560
Fokus Mining Corp., Warrants, 16 October 2023	375,000	13,088	1,133
Galleon Gold Corp., Warrants, 14 October 2023	1,750,000	32,550	18
Metallis Resources Inc., Warrants, 7 October 2023	900,000	123,210	1,728
GOLD: 0.0%		210,826	52,439
Happy Creek Minerals Ltd., Warrants, 19 November 2023	2,000,000	41,400	8,220
METALS AND MINING: 0.0%		41,400	8,220
Standard Uranium Ltd., Warrants, 21 October 2023	365,000	36,025	117
URANIUM: 0.0%		36,025	117
TRANSACTION COSTS (NOTE 8)		(101,402)	-
TOTAL INVESTMENTS: 95.5%		89,210,358	112,957,536
CASH: 4.5%		5,277,745	5,277,745
Total Investment Portfolio, including Cash	\$	94,488,103	\$ 118,235,281

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

1. Middlefield Income Plus Class

Middlefield Income Plus Class (the “Fund”) is one of nine classes of issued mutual fund shares of Middlefield Mutual Funds Limited (the “Corporation”), a mutual fund corporation continued under the laws of Alberta. Effective January 1, 2017, switches between classes of a mutual fund corporation are considered a disposition at fair market value for tax purposes, resulting in the recognition of capital gains or losses for investors. The changes have not affected switches between Series A and Series F securities of the same Mutual Fund class. The Fund is authorized to issue series of shares designated as Series A and F. Each series has a different management fee rate. The Fund first issued Series A shares on September 21, 2000 and Series F shares on June 21, 2011. The investment objective of the Fund is to provide a stable level of income while emphasizing capital preservation by investing in a diversified portfolio of equity and fixed income securities. Middlefield Limited is the manager of the Fund (the “Manager”). The address of the Fund’s registered office is 350 7 Ave SW Suite 3400, Calgary, Alberta. These financial statements, expressed in Canadian Dollars, were authorized for issuance by the board of directors of the Fund on March 24, 2023.

On August 19, 2021, Discovery 2020 Short Duration LP transferred net assets to the Fund with a fair value amount of \$17.8 million in exchange for 1.1 million shares of the Fund. Under the *Income Tax Act* (Canada) (the “Tax Act”), the Fund is deemed to have acquired each flow-through asset of the partnership at an ACB equal to its cost amount to the partnership. The Tax Act deems the ACB of the assets that are flow-through shares to be \$nil.

2. Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as published by the International Accounting Standards Board (“IASB”) and as required by Canadian securities legislation and the Canadian Accounting Standards Board.

3. Summary of Significant Accounting Policies

A. Basis of Accounting

IFRS 9 *Financial Instruments* (“IFRS9”)

The Fund classifies and measures financial instruments in accordance with IFRS 9, which requires assets to be carried at amortized cost or fair value, with changes in fair value recognized in profit and loss or other comprehensive income, based on the entity’s business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The Fund’s financial assets and liabilities are classified at fair value through profit or loss (“FVTPL”) and amortized cost.

Classification, Measurement, Impairment and Hedge Accounting

The Fund classifies its investments in debt and equity securities based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. These financial assets are managed and their performance is evaluated on a fair value basis. The Fund also manages these financial assets with the objective of realizing cash flows through sales. Further, an option to irrevocably designate any equity securities at fair value through other comprehensive income (“FVOCI”) has not been taken. Consequently, these financial assets are mandatorily measured at FVTPL.

Financial assets or financial liabilities held for trading are those acquired principally for the purpose of selling or repurchasing in the near future or on initial recognition they are a part of a portfolio of identified financial instruments that the Fund manages together and has a recent actual pattern of short term profit taking. All derivatives and short positions are included in this category and mandatorily measured at FVTPL. The financial assets and liabilities measured at amortized cost include cash collateral posted on derivative positions, accrued income, due to and from brokers and other short term receivables and payables.

IFRS 9 uses the expected credit loss model (“ECL”), as the new impairment model for financial assets carried at amortized cost. The Fund’s financial assets measured at amortized cost consist of trade receivables with no financing component and which have maturities of less than 12 months, as such, it has chosen to apply the simplified ECL approach, whereby any loss allowance is recognized based on the lifetime of ECLs. Due to the high quality and short-term nature of the trade receivables, there are no expected credit losses associated with them and they are not considered impaired at the reporting dates.

The Fund does not apply general hedge accounting to any of its derivatives positions.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

3. Summary of Significant Accounting Policies (continued)

B. Financial Instruments

The Fund's financial instruments may include: short-term investments, fixed income, equities, structured products including investment funds managed by the Manager, derivatives (collectively referred to as "investments"), cash, accounts receivable-portfolio securities sold, income and interest receivable, accounts receivable, subscriptions receivable, prepaid expenses, accounts payable-portfolio securities purchased, management fee payable, accounts payable and accrued liabilities, redemptions payable and distributions payable. The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date. The Fund's investments and derivative assets and liabilities are measured at fair value. The Fund's Net Assets Attributable to Holders of Redeemable Shares are measured at fair value. All other financial assets and liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate. The Fund's accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its net asset value ("NAV") for transactions with shareholders.

The Fund only offsets financial assets and financial liabilities if the Fund has a legally enforceable right to offset recognized amounts and either intends to settle on a net basis or to realize the asset and settle the liability simultaneously.

C. Redeemable Shares and Net Assets Attributable to Holders of Redeemable Shares

The Fund has two series of redeemable shares in issue: Series A and Series F. Both rank *pari passu* in all material respects and have the same terms and conditions other than the management fee rate, which is 1.5% for Series A and 0.5% for Series F.

Redeemable shares can be put back to the Fund at any time for cash equal to a proportionate share of the Fund's NAV attributable to the share class. The redeemable shares are classified as financial liabilities and are measured at the redemption amounts.

Redeemable shares are issued and redeemed based on the Fund's NAV per share, calculated by dividing the net assets of the Fund, calculated in accordance with the Fund's Simplified Prospectus, by the number of redeemable shares in issue. The Fund's Simplified Prospectus requires that investment positions are valued on the basis of the last traded market price for the purpose of determining the trading NAV per share for subscriptions and redemptions.

The financial assets and liabilities at fair value through profit or loss in the Statements of Financial Position are based on closing prices in accordance with IFRS.

Distributions are declared at the discretion of the board of directors of the Corporation. The board of directors has adopted a policy of annually assessing the Corporation's net income and net realized capital gains and declaring distributions including, if applicable, capital gains dividends to refund tax which would otherwise be payable by the Corporation. Distributions to holders of redeemable shares are recognized in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares. Income not distributed is included in Net Assets Attributable to Holders of Redeemable Shares.

Net assets are calculated for each series of shares of the Fund. The net assets of a particular series of shares is computed by calculating the value of the series' proportionate share of the assets and liabilities of the Fund common to all series. Management fees directly attributable to a series are charged to that series. Other expenses, investment income and realized and unrealized gains and losses on investments are allocated proportionately to each series based upon the relative net assets of each series.

D. Fair Value Measurement

The Fund's own credit risk and the credit risk of the counterparty are taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. Investments and futures contracts are valued at fair value using the policies described below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets are based on quoted market prices at the close of trading on the reporting date. The Fund uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

3. Summary of Significant Accounting Policies (continued)

D. Fair Value Measurement (continued)

Futures contracts are marked to market each valuation day according to the gain or loss that would have been realized if the contracts had been closed out. Gains or losses arising from futures contracts are recorded as unrealized gain (loss) on futures contracts and shown as an asset (liability) on the Statements of Financial Position until the contracts are closed out or expire, at which time the gains (losses) are realized. The Fund may use derivatives, such as forward currency contracts, to hedge against losses caused by changes in exchange rates. The value of forward currency contracts is the gain or loss that would be realized, if on the valuation date, the positions were to be closed out. The change in value of forward currency contracts is included in the Statements of Comprehensive Income. Realized gains and losses from derivative instruments that are specific economic hedges are accounted for in the same manner as the underlying investments being hedged and are included in the Statements of Comprehensive Income.

The fair value of financial assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques used include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity specific inputs.

E. Investment Transactions and Income Recognition

Investment transactions which are accounted for as of the trade date and any realized gains or losses from such transactions are calculated on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds. The change in the difference between fair value and average cost of the investments is recorded as an unrealized gain (loss) on investments. Income from investments is recognized on the ex-dividend or ex-distribution date. Interest income for distribution purposes shown on the Statements of Comprehensive Income represents the interest received on bank deposits by the Fund and, if the Fund holds fixed income investments, coupon interest accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds which are amortized on a straight line basis. The interest income for distribution purposes is the tax basis of calculating the interest received and which is subject to tax. Income distributions received are treated consistently with dividends and interest and recorded in income in the Statements of Comprehensive Income.

As disclosed in the Schedule of Investment Portfolio, the Fund invests in investment funds managed by the Manager. Distributions receivable from the investment in these Funds, if any, would be included in the amount of Income and Interest Receivable shown on the Statements of Financial Position. As at December 31, 2022 distributions receivable from investments managed by the Manager amounted to \$49,250 (December 31, 2021 - \$49,750).

F. Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares Per Share

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per share in the Statements of Comprehensive Income represents the increase (decrease) in Net Assets Attributable to Holders of Redeemable Shares for each series divided by the average shares outstanding for each series during the year.

G. Income Taxes

The Corporation qualifies as a mutual fund corporation as defined in the *Income Tax Act* (Canada) (the "Tax Act"). The Corporation is subject to tax at the full corporate rate on its taxable income. Dividends received from taxable Canadian corporations are generally not included in the taxable income of the Corporation but are subject to a special tax, refunded at a rate of 38 1/3% of taxable dividends distributed by the Corporation to its shareholders. Capital gains realized in the year are included in the taxable income of the Fund at the applicable capital gains rate. The Corporation is eligible for a refund calculated on a formula basis when mutual fund shares are redeemed or when capital gains dividends are paid to shareholders. The Corporation endeavours to pay out sufficient Canadian dividends and net capital gains so that it will not be subject to refundable income taxes in respect of income from those sources. However, the Corporation will be liable for non-refundable income tax if its income from other sources exceeds its expenses for the year.

Temporary differences between the carrying values of assets and liabilities for accounting and income tax purposes give rise to future income tax assets and liabilities. The most significant temporary difference is that between the reported fair value of the investment portfolio and its adjusted cost base ("ACB") for income tax purposes. To the extent that the fair value of the portfolio exceeds its ACB, a future tax liability arises. Since capital gains taxes payable by the Corporation are refundable under the relevant provisions of the Tax Act, the future tax liability is fully offset by these future refundable taxes. Conversely, when the ACB exceeds the fair value of the portfolio, a future tax asset is generated. In such cases, a full valuation allowance is taken to offset this asset given the uncertainty that such future tax assets will ultimately be realized.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

3. Summary of Significant Accounting Policies (continued)

G. Income Taxes (continued)

The Fund currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown separately in the Statements of Comprehensive Income.

Distributions received from investments in trust units that are treated as a return of capital for tax purposes are used to reduce the average cost of the underlying investments on the Schedule of Investment Portfolio.

H. Foreign Currency Translation

Foreign currency amounts are translated into Canadian dollars as follows: fair value of investments, forward currency contracts and other assets and liabilities, at the closing rate of exchange on each business day; income and expenses, and purchases, sales and settlements of investments, at the rate of exchange prevailing on the respective dates of such transactions.

I. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

Determination of Functional Currency

'Functional currency' is the currency of the primary economic environment in which the Fund operates. If indicators of the primary economic environment are mixed, then management uses its judgment to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events, and conditions. The majority of the Fund's investments and transactions are denominated in Canadian dollars. Investor subscriptions and redemptions are also received and paid in Canadian dollars. Accordingly, management has determined that the functional currency of the Fund is Canadian dollars.

Fair Value Measurement of Derivatives and Securities Not Quoted in an Active Market

The Fund may hold financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources (such as pricing agencies) or indicative prices from market makers. Broker quotes as obtained from the pricing sources may be indicative and not executable or binding. Where no market data is available, the Fund may value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by experienced personnel of the Manager, independent of the party that created them. The models used for private equity securities are based mainly on earnings multiples adjusted for a lack of marketability as appropriate.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Refer to Note 4 for further information about the fair value measurement of the Fund's financial instruments.

J. Securities Lending

The Fund may enter into securities lending transactions. These transactions involve the temporary exchange of securities as collateral with a commitment to deliver the same securities on a future date. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on securities held as collateral. Income earned from these transactions is recognized on an accrual basis and is included in the Statements of Comprehensive Income.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

4. Fair Value Disclosure

The Fund classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

The tables below summarize the fair value of the Fund's financial instruments as at December 31, 2022 and 2021 using the following fair value hierarchy:

Level 1	Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
Level 2	Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.
Level 3	Inputs that are unobservable and where there is little, if any, market activity. Inputs into the determination of fair value require significant management judgement or estimation.

As at December 31, 2022

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 93,420,625	\$ -	\$ 3,697,637	\$ 97,118,262
Debt Securities	-	15,778,498	-	15,778,498
Warrants	-	60,776	-	60,776
Total	\$ 93,420,625	\$ 15,839,274	\$ 3,697,637	\$ 112,957,536

As at December 31, 2021

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 118,970,336	\$ -	\$ -	\$ 118,970,336
Warrants	-	584,131	-	584,131
Total	\$ 118,970,336	\$ 584,131	\$ -	\$ 119,554,467

All fair value measurements above are recurring. The carrying values of cash, income and interest receivable, subscriptions receivable, prepaid expenses, redemptions payable, accounts payable and accrued liabilities, management fee payable and the Fund's obligation for Net Assets Attributable to Holders of Redeemable Shares approximates their fair values due to their short-term nature.

Fair values are classified as Level 1 when the related security is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3.

Equities

The Fund's equity positions, which include any investments in other investment funds managed by the Manager, are classified as Level 1 when the security is actively traded and a reliable price is observable. Certain of the Fund's equities and warrants do not trade frequently and therefore observable prices may not be available. In such cases, fair value is determined using observable market data (e.g. transactions for similar securities of the same issuer) and the fair value is classified as Level 2, unless the determination of fair value requires significant unobservable data, in which case the measurement is classified as Level 3.

Debt Securities

Debt securities include primarily government or corporate bonds and are classified as Level 1 when the securities are actively traded. Securities which are valued using models with inputs including interest rate curves, credit spreads and volatilities are generally observable and therefore these securities are classified as Level 2.

The Fund applies judgment in determining unobservable inputs to calculate the fair value of Level 3 financial instruments. As at December 31, 2022, the Fund held \$3,697,637 (December 31, 2021 – \$nil) of Level 3 securities. The unobservable inputs used in the valuation of these financial instruments primarily include key variables, current market conditions and recent financings by the issuer, if any. These securities are affected by market activity in their relevant sectors and therefore generally fluctuate similarly. The Fund's level 3 investment Brookfield Super-Core Infrastructure Partners LP represents 3.1% of the Fund's investment portfolio and measured at the NAV of Brookfield Super-Core Infrastructure Partners LP as at December 31, 2022. Brookfield Super-Core Infrastructure Partners LP primarily holds level 3 investments and the inputs to the NAV require significant management judgement or estimation.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

4. Fair Value Disclosure (continued)

The Fund's policy is to recognize transfers in and out of the fair value hierarchy levels as at the end of the reporting year for transfers between Levels 1 and 2 and as at the date of the transfer for transfers in and out of Level 3. No transfers between levels occurred during the years ended December 31, 2022 and 2021.

The reconciliation of investments measured at fair value using unobservable inputs (Level 3) for the year ended December 31, 2022 is as follows:

Year Ended December 31, 2022	
Balance at January 1, 2022	\$ -
Purchases	3,361,345
Change in Unrealized Gain (Loss)	336,292
Balance at December 31, 2022	\$ 3,697,637

There were no level 3 investments as at December 31, 2021.

The use of reasonable possible alternative assumptions for valuing Level 3 financial instruments would not significantly affect the fair value of these instruments.

5. Financial Risk Management

In the normal course of business the Fund is exposed to a variety of financial risks: price risk, interest rate risk, liquidity risk, foreign exchange rate risk, credit risk and concentration risk. The Fund's primary risk management objective is to protect earnings and cash flow and, ultimately, shareholder value. Risk management strategies, as discussed below, are designed and implemented to ensure the Fund's risks and related exposures are consistent with its objectives and risk tolerance.

Most of the Fund's risks are derived from its investments. The value of the investments within the Fund's portfolio can fluctuate on a daily basis as a result of changes in interest rates, economic conditions, commodity prices, the market and company news related to specific securities held by the Fund. The investments are made in accordance with the Fund's risk management policies. The policies establish investment objectives, strategies, criteria and restrictions. The objectives of these policies are to identify and mitigate investment risk through a disciplined investment process and the appropriate structuring of each transaction.

A. Price Risk

Price risk is the risk that changes in the prices of the Fund's investments will affect the Fund's income or the value of its financial instruments. The Fund's price risk is driven primarily by volatility in commodity and equity prices. Rising commodity and equity prices may increase the price of an investment while declining commodity and equity prices may have the opposite effect. The Fund mitigates price risk by making investing decisions based upon various factors, including comprehensive fundamental analysis prepared by industry experts to forecast future commodity and equity price movements. The Fund's market positions are monitored on a daily basis by the portfolio manager and regular financial reviews of publicly available information related to the Fund's investments are performed to ensure that any risks are within established levels of risk tolerance. The Fund is exposed to price risk through the following financial instrument:

	2022	2021
Investments at FVTPL	\$ 97,179,038	\$ 119,554,467

Based on the above exposure at December 31, 2022, a 10% increase or decrease in the prices of the Fund's investments would result in a \$9,717,904 (December 31, 2021 – \$11,955,447) increase or decrease in net assets of the Fund, with all other factors held constant.

B. Interest Rate Risk

Interest rate risk describes the Fund's exposure to changes in the general level of interest rates. Interest rate risk arises when the Fund invests in interest-bearing financial assets such as cash and debt securities. The earnings of the Fund are positively correlated to interest rates as they relate to interest on cash balances. Rising interest rates serve to increase the Fund's earnings while the reverse is true in a declining interest rate environment. The Fund is also exposed to the risk that the value of financial assets such as corporate and government debt will fluctuate due to changes in the prevailing levels of market interest rates. The value of such financial assets is negatively correlated to interest rates. The Fund seeks to mitigate this risk through active management, which involves analysis of economic indicators to forecast Canadian and global interest rates. The tables below summarize the Fund's exposure to interest rate risk by remaining term to maturity:

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

5. Financial Risk Management (continued)

B. Interest Rate Risk (continued)

As at December 31, 2022

	Less than 1 Year	1 to 5 Years	Greater than 5 Years	Total
Cash	\$ 5,277,745	\$ -	\$ -	\$ 5,277,745
Debt Securities	2,065,577	5,352,072	8,360,849	15,778,498
Total Exposure	\$ 7,343,322	\$ 5,352,072	\$ 8,360,849	\$ 21,056,243

As at December 31, 2021

	Less than 1 Year	1 to 5 Years	Greater than 5 Years	Total
Cash	\$ 3,144,936	\$ -	\$ -	\$ 3,144,936
Total Exposure	\$ 3,144,936	\$ -	\$ -	\$ 3,144,936

Based on the above exposure at December 31, 2022, a 1% per annum increase or decrease in interest rates would result in a \$560,662 (December 31, 2021 – \$31,449 increase or decrease) decrease or increase in net assets of the Fund, with all other factors held constant.

C. Liquidity Risk

Liquidity risk is defined as the risk that the Fund may not be able to settle or meet its obligations when due. The Fund is exposed to daily cash redemptions of its shares. The shares of the Fund are issued and redeemed on demand at the NAV per share. All other obligations of the Fund are due within one year. Liquidity risk is managed by investing the majority of the Fund's assets in investments that are traded in an active market and can be readily sold. The Fund retains sufficient cash to maintain liquidity and comply with liquidity requirements as outlined by securities legislation and its investment policies.

The Fund may invest in securities that are not traded on a public stock exchange or that may be illiquid. As a result, the Fund may not be able to dispose of these investments in a timely manner. The Fund mitigates this risk through active management, which involves detailed analysis of such private entities to ensure they are financially sound and would be attractive to potential investors if a sale is necessary. The Fund's investment policies and securities legislation limit the amount invested in illiquid securities and these limits are monitored. As at December 31, 2022, the Fund held illiquid securities fair valued at \$ 3,697,637 (December 31, 2021 - \$nil).

The tables below present the Fund's financial liabilities based on the remaining year to the contractual maturity date. The amounts in the tables reflect the contractual undiscounted cash flows.

As at December 31, 2022

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Redemptions Payable	\$ 157,910	\$ -	\$ -	\$ 157,910
Accounts Payable and Accrued Liabilities	146,819	-	-	146,819
Management Fee Payable	119,622	-	-	119,622
Net Assets Attributable to Holders of Redeemable Shares	118,507,741	-	-	118,507,741
Total	\$ 118,932,092	\$ -	\$ -	\$ 118,932,092

As at December 31, 2021

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Redemptions Payable	\$ 236,177	\$ -	\$ -	\$ 236,177
Accounts Payable and Accrued Liabilities	121,793	-	-	121,793
Management Fee Payable	136,401	-	-	136,401
Net Assets Attributable to Holders of Redeemable Shares	122,683,433	-	-	122,683,433
Total	\$ 123,177,804	\$ -	\$ -	\$ 123,177,804

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

5. Financial Risk Management (continued)

D. Foreign Exchange Rate Risk

Foreign exchange rate risk describes the impact on the underlying value of financial instruments due to foreign exchange rate movements. The Canadian dollar is the Fund's functional and presentation currency. Foreign investments, commodities, receivables and payables denominated in foreign currencies are affected by changes in the value of the Canadian dollar compared to foreign currencies. As a result, financial assets may depreciate/appreciate in the short-term due to the strengthening/weakening of the Canadian dollar against other currencies, and the reverse would be true for financial liabilities. The Fund's exposure to foreign exchange risk relates primarily to its investment in securities, which are denominated in U.S. dollars. The Fund has not hedged its exposure to currency fluctuations, however, it closely monitors relevant foreign exchange currency movements. The Fund is exposed to foreign exchange rate risk through the following financial instruments:

As at December 31, 2022

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 43,341,560	\$ 836,580	\$ 367,606	\$ 44,545,746
Total	\$ 43,341,560	\$ 836,580	\$ 367,606	\$ 44,545,746

As at December 31, 2021

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 30,252,236	\$ 47,450	\$ 37,794	\$ 30,337,480
Total	\$ 30,252,236	\$ 47,450	\$ 37,794	\$ 30,337,480

Based on the above exposure at December 31, 2022, a 10% increase or decrease in the Canadian dollar against the respective currencies would result in a \$4,454,575 (December 31, 2021 - \$3,033,748) decrease or increase in net assets of the Fund, with all other factors held constant.

E. Credit Risk

Credit risk represents the financial loss that the Fund would experience if a counterparty to a financial instrument failed to meet its obligations to the Fund. The Fund is exposed to credit risk on its debt instruments, derivative assets, cash and cash equivalents and other short term trade receivables. The Fund measures credit risk and lifetime ECLs related to the trade receivables using historical analysis and forward looking information in determining the ECL. The carrying amounts of financial assets represent the maximum credit exposure. All transactions executed by the Fund in listed securities are settled upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase only once the broker has received the securities. The trade will fail if either party fails to meet its obligations. There is no significant credit risk related to the Fund's receivables.

The Fund's credit risk is primarily attributable to its investment in debt instruments because the issuer of the instrument may be unable to make interest payments or repay the principal amount on maturity. The concentration of credit risk of investments in debt instruments is minimal since the Fund invests in a variety of debt instruments issued by numerous issuers.

The Fund has established various internal controls to help mitigate credit risk, including prior approval of all investments by the advisor whose mandate includes conducting financial and other assessments of these investments on a regular basis. The Fund has also implemented policies which ensure that investments can only be made with counterparties that have a minimum acceptable credit rating.

As at December 31, 2022, the Fund invested in debt instruments with the following credit rating:

Debt Instruments by Credit Rating*	As a % of Net Assets 2022
B++	7.0%
B+	4.1%
B	2.2%
Total	13.3%

* Credit rating from Standard & Poor's.

As at December 31, 2021, the Fund did not hold any investments subject to credit ratings.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

5. Financial Risk Management (continued)

F. Concentration Risk

The Fund is exposed to the possible risk inherent in the concentration of the investment portfolio in a small number of industries or investment sectors. The Manager moderates this risk through careful selection of securities in several investment sectors. At December 31, 2022 and 2021, the percentages of the Fund's total net assets invested in each investment sector were as follows:

Sector	As a % of Net Assets	
	2022	2021
Energy	17.3	10.3
Financials	15.1	16.1
Corporate Debt	13.3	-
Healthcare	9.4	9.8
Utilities	9.3	11.2
Real Estate	9.0	16.5
Technology	8.1	7.8
Industrials	7.1	9.9
Pipelines	3.6	5.8
Private Infrastructure	3.1	-
Communication Services	-	9.5
Gold	-	0.4
Metals and Mining	-	0.1
Total	95.3	97.4

6. Share Capital

The mutual fund shares and five common shares of the Corporation have equal rights and privileges except that the common shares may not be redeemed. Changes in issued mutual fund shares of the Fund are summarized as follows:

	Number of Shares – Series A	
	2022	2021
Shares Outstanding at Beginning of Year	4,859,632	4,759,092
Shares Issued	401,615	835,507
Reinvested Distributions	177,053	199,143
Total	578,668	1,034,650
Shares Redeemed	(930,684)	(934,110)
Net Increase (Decrease)	(352,016)	100,540
Shares Outstanding at End of Year	4,507,616	4,859,632

	Number of Shares – Series F	
	2022	2021
Shares Outstanding at Beginning of Year	2,032,584	1,880,482
Shares Issued	602,778	407,954
Reinvested Distributions	62,773	51,536
Total	665,551	459,490
Shares Redeemed	(240,777)	(307,388)
Net Increase (Decrease)	424,774	152,102
Shares Outstanding at End of Year	2,457,358	2,032,584

The average number of Series A and Series F shares outstanding during the year ended December 31, 2022 were 4,461,944 and 2,319,818 (December 31, 2021 – 4,730,003 and 1,928,164), respectively. These numbers were used to calculate the respective Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per share.

7. Management Fee and Operating Expenses

The Manager provides investment and administrative services to the Fund. In consideration for such services the Manager receives a monthly fee in arrears based on each series of shares as a percentage of the average daily NAV of the series. The management fee for Series A is 1.5% per annum and for Series F is 0.5% per annum. Common expenses incurred by the Fund are allocated among the series on a pro-rata basis among all shares of all series. The Manager is reimbursed for reasonable costs related to maintaining the Fund and preparation and distribution of financial statements and other documents to shareholders. For the year ended December 31, 2022, management fees before the absorption of expenses amounted to \$1.5 million.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

7. Management Fee and Operating Expenses (continued)

The Fund is responsible for the payment of all expenses relating to the operation of the Fund and the carrying on of its business, including among other things, audit, legal fees and expenses, custodian and transfer agency fees and costs relating to securityholder reporting. Certain services in the normal course of business may be provided by the Manager or an affiliate of the Manager in accordance with NI 81-107 Independent Review Committee for Investment Funds. Examples of these services include the preparation and filing of tax returns, the preparation and filing of financial statements and related reports and maintaining and updating the Fund's website. In aggregate, these fees amounted to less than 0.15% of the fund's average NAV throughout the year. In addition, the Fund would be responsible for reimbursing the Manager for any reasonable out of pocket expenses incurred on the Fund's behalf.

8. Transaction Costs

Brokerage commissions and other transaction costs paid in connection with securities transactions during the year ended December 31, 2022 amounted to \$119,131 (December 31, 2021 – \$124,546). Included in this amount is \$41,147 (December 31, 2021 – \$50,303) in brokerage commissions that were paid to Middlefield Capital Corporation ("MCC"), a company under common control with the Manager. All brokerage commissions paid by the Fund to MCC were at or below market rates. Brokerage commissions and other transaction costs are expensed and recorded in the Statements of Comprehensive Income.

9. Securities Lending

The Fund has entered into a securities lending program with its custodian, RBC Investor Services Trust, in order to earn additional revenue. The aggregate market value of all securities loaned by the Fund will not exceed 50% of the fair value of the assets of the Fund. The Fund will receive collateral of at least 105% of the fair value of the securities on loan. Collateral held is generally comprised of cash and securities of, or guaranteed by, the Government of Canada or a province thereof, or the United States government or its agencies. Securities lending income reported in the Statements of Comprehensive Income is net of a securities lending charge which the Fund's custodian, RBC Investor Services Trust, is entitled to receive.

There were no securities lending charges during the years ended December 31, 2022 and 2021.

There were no securities loaned and collateral held as at December 31, 2022 and 2021.

10. Capital Management

The Fund's capital is its Net Assets Attributable to Holders of Redeemable Shares, representing shareholders' equity. The Fund's objective when managing capital is to safeguard the Fund's ability to continue as a going concern in order to provide returns for shareholders, maximize shareholder value and maintain financial strength.

The Fund is not subject to any externally imposed capital requirements. The Fund's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2021.

11. Loss Carryforwards

At December 31, 2022, the Corporation had no non-capital losses (December 31, 2021 – \$nil) and no capital losses (December 31, 2021 – \$nil) available for carryforward for tax purposes.

12. Distributions to Shareholders

Distributions to shareholders from the Fund are made to minimize income taxes payable by the Fund. Accordingly, distributions will vary from the accounting income reflected in these financial statements. Distributions of the Fund, unless otherwise specified by the shareholder, are automatically reinvested in additional shares of the Fund at the per share NAV without sales charge. Distributions per Series A share and Series F share of \$0.075 per month (December 31, 2021 – \$ 0.075) were paid to shareholders of the Fund during the year ended December 31, 2022.

Distributions to Shareholders – Series A	2022	2021
From Net Investment Income		
Total	\$ 1,331,241	\$ 399,649
Per Share	0.30	0.08
From Capital Gains		
Total	2,668,374	3,852,982
Per Share	0.60	0.82

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

12. Distributions to Shareholders (continued)

Distributions to Shareholders – Series F	2022	2021
From Net Investment Income		
Total	\$ 1,340,981	\$ 573,984
Per Share	0.58	0.30
From Capital Gains		
Total	757,436	1,165,979
Per Share	0.32	0.60

On February 25, 2022 dividends totalling \$3.85 million or \$0.58 per share were paid to shareholders of record of the Fund as at February 24, 2022 and automatically reinvested in additional shares. Following reinvestment, the shares were consolidated such that the number of shares remained unchanged from the number outstanding immediately prior to the dividend payment and the NAV per share was equal to the pre-dividend NAV.

13. Subsequent Event

On February 14, 2023 dividends totalling \$3.7 million or \$0.47 per share were paid to shareholders of record of the Fund as at February 13, 2023 and automatically reinvested in additional shares. Following reinvestment, the shares were consolidated such that the number of shares remained unchanged from the number outstanding immediately prior to the dividend payment and the NAV per share was equal to the pre-dividend NAV.

14. The outbreak of the novel coronavirus (COVID-19) has led to governments around the world enacting emergency measures that resulted in business disruptions, volatility in markets and a global economic slowdown. The Manager uses judgment in assessing the impact from such events on assumptions and estimates applied in reporting the assets and liabilities in the Fund's financial statements at December 31, 2022. The duration and full extent of impact of the COVID-19 pandemic are unknown at the reporting date and it is therefore not possible to reliably estimate the entire impact on the financial results and position of the Fund in future periods.

MIDDLEFIELD FUNDS FAMILY |

EXCHANGE - TRADED FUNDS (ETFs)	TSX Stock Symbol
• Middlefield Healthcare Dividend ETF	MHCD
• Middlefield Health & Wellness ETF	HWF
• Middlefield Innovation Dividend ETF	MINN
• Middlefield Sustainable Global Dividend ETF	MDIV
• Middlefield Sustainable Infrastructure Dividend ETF	MINF
• Middlefield Real Estate Dividend ETF	MREL
• Middlefield U.S. Equity Dividend ETF	MUSA
TSX-LISTED FUNDS	
• E Split Corp.	ENS ENS.PR.A
• International Clean Power Dividend Fund	CLP.UN
• Middlefield Global Real Asset Fund	RA.UN
• MINT Income Fund	MID.UN
• Real Estate Split Corp.	RS RS.PR.A
• Sustainable Agriculture & Wellness Dividend Fund	AGR.UN
• Sustainable Innovation & Health Dividend Fund	SIH.UN
• Sustainable Real Estate Dividend Fund	MSRE.UN
• Workplace Technology Dividend Fund	WORK.UN
MIDDLEFIELD MUTUAL FUNDS TRUST FUNDS	
Series A Units	Fund Code FE/LL/DSC
• Middlefield Healthcare Dividend Fund (formerly Global Healthcare Dividend Fund)	MID 325/327/330
• INDEXPLUS Income Fund	MID 435/437/440
• Middlefield Global Infrastructure Fund	MID 510/519/520
Series F Units	
• Middlefield Healthcare Dividend Fund (formerly Global Healthcare Dividend Fund)	MID 326
• INDEXPLUS Income Fund	MID 436
• Middlefield Global Infrastructure Fund	MID 501
MIDDLEFIELD MUTUAL FUNDS CORPORATE CLASS FUNDS	
Series A Shares	Fund Code FE/LL/DSC
• Middlefield Canadian Dividend Growers Class	MID 148/449/450
• Middlefield Global Agriculture Class	MID 161/163/166
• Middlefield Global Energy Transition Class (commenced May 31, 2022)	MID 265
• Middlefield Innovation Dividend Class (commenced May 31, 2022)	MID 925
• Middlefield Global Dividend Growers Class	MID 181/183/186
• Middlefield Real Estate Dividend Class (formerly Global Real Estate Class)	MID 600/649/650
• Middlefield High Interest Income Class	MID 400/424/425
• Middlefield Income Plus Class	MID 800/849/850
• Middlefield U.S. Equity Dividend Class (formerly Middlefield U.S. Dividend Growers Class)	MID 710/719/720
Series F Shares	
• Middlefield Canadian Dividend Growers Class	MID 149
• Middlefield Global Agriculture Class	MID 162
• Middlefield Global Dividend Growers Class	MID 182
• Middlefield Real Estate Dividend Class (formerly Global Real Estate Class)	MID 601
• Middlefield Global Energy Transition Class (commenced May 31, 2022)	MID 266
• Middlefield Innovation Dividend Class (commenced May 31, 2022)	MID 926
• Middlefield Income Plus Class	MID 801
• Middlefield U.S. Equity Dividend Class (formerly Middlefield U.S. Dividend Growers Class)	MID 701
RESOURCE FUNDS	
• Discovery 2022 Short Duration LP (commenced October 13, 2022)	
• MRF 2022 Resource Limited Partnership (commenced February 17, 2023)	
INTERNATIONAL FUNDS	
• Middlefield Canadian Income PCC	London UK Stock Exchange (LSE) Symbol:MCT

Dean Orrico

President and Chief Executive Officer

Jeremy T. Brasseur

Executive Chairman

Robert F. Lauzon, CFA

Chief Investment Officer

**Independent Review
Committee****George S. Dembroski**Former Vice-Chairman
RBC Dominion Securities Limited**H. Roger Garland, CPA, CA**Former Vice-Chairman
Four Seasons Hotels Inc.**Christine Helsdon Tekker,
MBA, LLM, ICD.D**Senior Vice President, Lending
Infrastructure Ontario**Edward V. Jackson
(Chairman)**Former Managing Director
RBC Capital Markets**Advisors**Middlefield Capital Corporation
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(Environmental, Social, Governance)**Craig Rogers, CPA, CGA, CFA**

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Chief Financial Officer & Vice President

Mark AboudManaging Director,
Workplace Innovation and Productivity**Dennis da Silva**

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Senior Trader & Portfolio Manager

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Managing Director, Sales

Shane Obata

Portfolio Manager

Robert Moffat

Portfolio Manager

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Chris Lutes

Director, Sales

Stacy J. Crestohl

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Rose Espinoza

Director, International

Catherine Rebuldela, CPA, CGA

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Joshua Wiggins

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