2023 SEMI-ANNUAL REPORT

# MIDDLEFIELD HIGH INTEREST

**INCOME CLASS** 



#### 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.



## 2023 Mid-Year Review and Outlook

Equity market returns were widely dispersed during the first half of 2023 (H1). The sharp recovery in technology stocks has been the biggest driver of relative performance, leading to the best first half of a year for the Nasdaq 100 in history (with data going back to 1985). The hype around artificial intelligence (AI) has fueled this rally and resulted in narrow market leadership. The "magnificent seven" – Apple, Microsoft, Google, Amazon, Meta, Tesla and Nvidia – did most of the heavy lifting, returning ~58% in H1. While market leadership has been narrow, we believe it is well deserved by some of the best companies in the world that will benefit from the AI cycle. Conversely, many core sectors of the market, including energy, utilities, financials and real estate, lagged in H1.

The underlying fundamentals for equities have improved in recent months. The most notable change to the economic landscape has been a significant drop in inflation. In Canada, the year-over-year rate of inflation was 2.8% in June 2023, well below 6.3% at the end of 2022 and its peak of 8.1% a year prior. Falling inflation has contributed to lowered expectations of a recession and boosted consumer confidence. In the US, the University of Michigan's monthly Consumer Sentiment Index hit 72.6 in July 2023, the highest reading since September 2021 and the biggest one-month gain since 2006. The labour market has also proven to be extremely resilient, with the unemployment rate near all-time lows in both countries. Real hourly earnings are increasing for the first time in two years which further supports consumer demand. Although most economists have been forecasting a recession since 2022, the broad strength of the consumer and the tightness of the labour market may be enough to support a soft landing – an outcome that we believe is becoming increasingly likely.

Despite inflation trending lower in H1, it remains above most central banks' long-term targets and monetary policy remains in restrictive territory. Services inflation, which is influenced by the rate of unemployment and wages, represents a bigger risk to overall inflation statistics and increases the likelihood of rates staying higher-for-longer. While economic data steadily improved throughout H1, real yields have risen which should temper further multiple expansion on the broad market and growth stocks in particular.

We are bullish on several areas of the Canadian stock market as Canadian equities are attractively valued on a relative basis. As at June 30 2023, the TSX Composite traded at a blended forward price to earnings multiple of 13.2x – more than a six turn discount to the S&P 500 multiple of 19.4x. In addition to attractive valuations, the total payout yield (dividends plus share buybacks) for the TSX is more attractive than the S&P 500, meaning investors are receiving more free cash flow from their investments in Canada. Companies in the TSX paid out a record \$170 billion in total shareholder returns over the past twelve months, representing a payout yield of 5.5 per cent. \$100 billion of this figure comes from dividend payments, supported by strong earnings and free cash flow growth.

We believe outperformance can be achieved in H2 through exposure to cyclical value sectors such as financials, resources, industrials and real estate. We expect these groups to outperform secular growth industries as the market prices in a soft landing in the economy and market breadth expands. We believe the economy has been going through a rolling recession over the past 18 months, i.e., various sectors are already in a recession while the economy continues to expand as a whole. Looking forward over the next twelve months, our view is that a rolling expansion is likely to take place in sectors that have already experienced earnings declines and share price depreciation.

Real estate had an excellent start to 2023 but was negatively impacted by macro headwinds that surfaced late in Q1. The collapse of several regional banks in the US sparked fears of a credit crunch in commercial real estate, particularly for office assets. We believe the operating environment for office REITs has become more challenging due to ongoing credit issues and uncertain work from home trends. That said, fundamentals across the rest of the sector remain very healthy. REITs continue to act as an effective hedge against inflation as companies can raise rents on expiring leases, particularly in undersupplied asset classes such as industrial, multi-family and retail. REITs have historically outperformed the TSX twelve to twenty-four months after the first Bank of Canada rate hike, which occurred in March 2022. The TSX Capped REIT Index generated a total return of 0.7% in H1, trailing the TSX Composite return of 5.8%. We are optimistic that sentiment is starting to bottom, and the sector is positioned for a catch-up trade in H2. Real Estate Dividend Class (F Series) generated a total return of 2.3% in H1, outperforming the benchmark.

After a year of strong performance in 2022, defensive sectors underperformed in H1 as the market began pricing in a soft landing. Healthcare finished as the third worst performing sector in the S&P 500 and had its worst first half in three decades relative to the broader market. Healthcare equipment companies were a bright spot within the sector, generating a total return of 13.1%. After three years of macro headwinds, including COVID-19 disruptions, supply chain bottlenecks and labour shortages, the operating environment for MedTech companies has improved. Healthcare facilities are now experiencing elevated utilization as patients return to hospitals and outpatient clinics to receive elective

procedures that were deferred during the pandemic. We believe these conditions should persist for the remainder of 2023 and into 2024 as the system works through backlogs, especially for orthopedic and cardio procedures. Low unemployment represents an additional tailwind for MedTech companies as more patients are covered by health insurance. Middlefield Global Healthcare Dividend Fund finished H1 with a ~10% overweight weighting to MedTech companies relative to the benchmark.

We believe that infrastructure will be a highly sought-after asset class under a variety of economic backdrops. Revenues from infrastructure assets are typically guaranteed by long-term contracts that provide high cash flow visibility, even under challenging economic conditions. Infrastructure assets are benefiting from a broad range of secular tailwinds, including decarbonization targets, government support packages and shifting demographics. Middlefield Global Infrastructure Fund invests across multiple different sectors and industries. Regulated utilities, energy infrastructure, renewable power producers and data infrastructure companies represent core exposures within these funds. Notwithstanding higher interest rates, which makes project financing more expensive, we maintain an optimistic longterm view of companies that own, operate or supply infrastructure projects around the world.

Information technology was the top performing sector in the S&P 500 in H1, generating a total return of 42.8%. In our view, tech's impressive outperformance was justifiable given the two main headwinds that impacted the sector in 2022 - inflation and higher rates - have been easing. Looking forward, we remain optimistic on the tech sector and innovative companies broadly given fundamental growth underpinnings. The outlook for generative AI is promising and should support continued investment in semiconductors and cloud computing. After five consecutive quarters of weak EPS growth, tech earnings are poised to outpace the broader market in H2 and into 2024. Middlefield Innovation Dividend Class (F Series) generated a total return of 25.7%, outperforming its benchmark, the NASDAQ Technology Dividend Index, which returned 24.3%.

Fertilizer stocks underperformed in H1 as farmers deferred purchasing higher priced inventories. The price of natural gas, the main input for most nitrogen fertilizer, declined in H1 which allowed for a rebound in nitrogen supply from producers. The resulting decline in prices brings relief to farmers, who have faced rising costs since the outbreak of the Russia/Ukraine war. We believe fertilizer prices are now starting to bottom which should provide an attractive entry point for the sector with both demand and prices improving in H2.

Dividend stocks underperformed the broader market in H1 which was primarily a function of market rotation into growth from value. Despite the short-term underperformance, we remain confident in the long-term potential for dividend growth stocks, which have outperformed the market over the long run. Within the investment universe of dividend stocks, we continue to see plenty of attractive opportunities across key sectors including technology, healthcare, financials and real estate. Middlefield Global Dividend Growers Class generated a total return of 9.8% in H1, outperforming its benchmark, MSCI World Dividend Growers Quality Select Index, which returned 7.5%. The Fund invests in an actively managed portfolio primarily comprised of global equity income securities with an emphasis on companies that have grown their dividends over time.

#### Outlook

Our market outlook is sanguine for the second half of 2023. Recession risks are receding and investor sentiment has started to improve. A huge amount of capital that made its way into money market funds during Q4'22/Q1'23 is now starting to flow back into equities. We have noted a growing list of individual stocks that are starting to break out of recent trends, which supports our view that market breadth is poised to improve. Tech stocks have led the market so far this year, but valuations are beginning to look stretched, requiring a more selective approach to security selection going forward. We believe a rotation out of expensive growth stocks into more reasonably priced value names is likely over the coming months, which bodes well for many of our attractively priced dividend-paying core holdings. In sectoral terms, we are bullish on REITs, Financials, Energy and select areas of Healthcare.

Our focus remains on high-quality, dividend paying companies. We believe central banks are likely to maintain hawkish monetary policy for longer than the market is hoping for, which puts a ceiling on how much multiple expansion can take place going forward. As a result, dividend income should represent a larger portion of total returns in H2 and will be highly coveted by investors. We remain cognizant of the lag effects that higher interest rates have on the consumer and are closely watching economic indicators to gauge the overall health of the economy. We do not expect a recession to manifest in H2 and we currently favour cyclical exposure. If recession risks start to rise later in the year, we would tactically shift our funds' asset allocation towards defensive sectors such as healthcare, utilities and consumer staples.

**Dean Orrico** 

President and CEO

Middlefield Capital Corporation

Robert F. Lauzon

Managing Director and Chief Investment Officer

Middlefield Capital Corporation

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2023

This interim management report of fund performance contains financial highlights but does not contain the annual financial statements of the investment fund. This report should be read in conjunction with the complete interim financial report of the investment fund that follows this report. The interim financial report has not been reviewed by the investment fund's external auditors.

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 High Interest Income Class (the "Fund") is a mutual fund class of Middlefield Mutual Funds Limited. The Fund's objective is to provide a high level of interest income, while emphasizing capital preservation and liquidity. The Fund invests in high quality fixed-income securities, with maturities of generally not more than three years, including treasury bills and other short-term debt instruments. Investments are predominantly issued or guaranteed by federal or provincial governments, banks, or trust and loan companies, and may also include high grade commercial paper issued by corporations.

## Results of Operations

## Investment Performance

The net assets of the Fund decreased from \$10.5 million at December 31, 2022 to \$3.1 million at June 30, 2023. Net assets on a per share basis increased from \$12.44 at December 31, 2022 to \$12.71 at June 30, 2023. The increase stemmed primarily from earnings within the Fund.

#### Revenue and Expenses

Revenue for the period ended June 30, 2023 amounted to \$168,000, up from revenue of \$49,000 in 2022. The increase was primarily due to increased yields on the Fund's investments. Operating expenses for the period ended June 30, 2023 amounted to \$20,000, down from approximately \$25,000 in 2022, which resulted in a management expense ratio ("MER") of 0.64%.

#### Trends

The underlying fundamentals for equities have improved in recent months. The most notable change to the economic landscape has been a significant drop in inflation. In Canada, the year-over-year rate of inflation was 2.8% in June 2023, well below 6.3% at the end of 2022 and its peak of 8.1% a year prior. Falling inflation has contributed to lowered expectations of a recession and boosted consumer confidence.

#### 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. For further details please see the notes to the financial statements.

#### Management Fees

Management fees are calculated at 0.5% per annum of the net asset value of the Fund 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. The Fund did not pay any trailing commissions during the period ended June 30, 2023.

#### 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.

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2023

The Fund's Net Assets Per Share (1) – Series A	June 30 2023 <sup>(4)</sup>	Dec	31 2022	Dec	31 2021	Dec	31 2020	Dec	ember 31 2019	Dec	2018
Net Assets Attributable to Holders of Redeemable Shares, Beginning of Period	\$ 	\$	12.20	\$	12.17	\$	12.11	\$		\$	
INCREASE (DECREASE) FROM OPERATIONS:											
Total Revenue	0.33		0.28		0.09		0.11		0.27		0.22
Total Expenses (3)	(0.04)		(0.04)		(0.06)		(0.06)		(0.07)		(0.07)
Realized Gains (Losses) for the Period	-		-		_		-		-		-
Unrealized Gains (Losses) for the											
Period	-		-		-		-		-		-
TOTAL INCREASE (DECREASE)											
FROM OPERATIONS (2)	0.27		0.24		0.03		0.06		0.20		0.15
Net Assets Attributable to Holders of Redeemable Shares, End of Period	\$ 12.71	\$	12.44	\$	12.20	\$	12.17	\$	12.11	\$	11.91

<sup>(1)</sup> This information is derived from the Fund's audited annual financial statements and unaudited interim financial report.

<sup>(4)</sup> For the six month period ended June 30, 2023.

Ratios and Supplemental Data – Series	June	December	December	December	December	December
A	30	31	31	31	31	31
	2023 <sup>(4)</sup>	2022	2021	2020	2019	2018
Total Net Asset Value (000s)	\$ 3,059	\$ 10,476	\$ 9,400	\$ 14,700	\$ 10,337	\$ 10,043
Number of Shares Outstanding	240,755	842,433	770,485	1,208,234	853,478	843,168
Management Expense Ratio ("MER") (1)	0.64%	0.34%	0.45%	0.49%	0.54%	0.58%
MER before waivers or absorptions (1)	1.01%	0.74%	0.70%	0.74%	0.81%	0.85%
Trading Expense Ratio (2)	-	-	-	-	-	-
Portfolio Turnover Rate (3)	-	-	-	_	-	-
Net Asset Value Per Share	\$ 12.71	\$ 12.44	\$ 12.20	\$ 12.17	\$ 12.11	\$ 11.91

<sup>(1)</sup> The MER is based on total expenses (excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average Net Asset Value during the period. From 2012 to 2021, the manager waived 50% of the Fund's 0.50% per annum management fee. Commencing in 2022, the manager waived 70% of the Fund's 0.50% per annum management fee. The MER for the period ended June 30, 2023 would have amounted to 1.01% (June 30, 2022 – 0.80%) without the waiver. The Manager retains the right to discontinue this waiver any time.

<sup>(2)</sup> Net Assets Attributable to Holders of Redeemable Shares 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 period. This schedule is not a reconciliation of Net Asset Value since it does not reflect shareholder transactions as shown on the Statement of Changes in Net Assets Attributable to Holders of Redeemable Shares and accordingly columns may not add.

There were no distributions paid by the Fund.

<sup>(2)</sup> The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average Net Asset Value during the period.

<sup>(3)</sup> 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 period. The higher the Fund's portfolio turnover rate in a period, the greater the trading costs payable by the Fund in the period, and the greater the chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

<sup>&</sup>lt;sup>(4)</sup> As at June 30, 2023 or for the six month period ended June 30, 2023, as applicable.

## INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

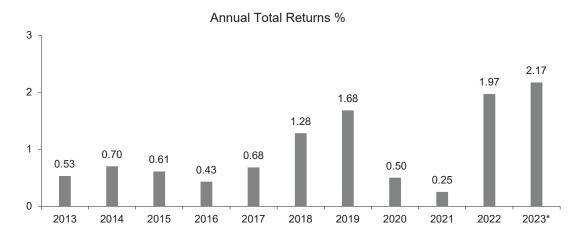
FOR THE SIX MONTHS ENDED JUNE 30, 2023

#### Past Performance

The performance information shown, which is based on Net Asset Value, 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 chart shows how the Fund's performance has varied from year to year for each of the year shown. The chart indicates, in percentage terms, how much an investment made the first day of each financial period would have grown or decreased by the last day of the financial period.



<sup>\*</sup> For the six month period ended June 30, 2023.

## **Summary of Investment Portfolio**

AS AT JUNE 30, 2023

Top Twenty-Five Holdings\*

ASSET CLASS % OF NET ASSET VALUE

Cash and Short-Term Investments

100%

### TOTAL NET ASSET VALUE

\$ 3,059,244

The Summary of Investment Portfolio may change over time due to ongoing portfolio transactions. Please visit www.middlefield.com for the most recent quarter-end Summary of Investment Portfolio.

<sup>&</sup>quot;Top Twenty-Five Holdings" excludes any temporary cash investments.

<sup>\*</sup>The Fund held only cash as at June 30, 2023.



## **NOTICE**

The accompanying unaudited financial statements of Middlefield High Interest Income Class for the period ended June 30, 2023 have been prepared by management and have not been reviewed by the external auditors of the Fund.

Jeremy Brasseur Director

Middlefield Limited

Craig Rogers Director

Middlefield Limited

## **INTERIM FINANCIAL REPORT**

UNAUDITED

## **Statements of Financial Position**

	June 30,		December 31,
	2023		2022
_		_	
\$		\$	10,451,004
	11,869		32,368
	-		4,550
	3,071,293		10,487,922
	11,371		10,266
	678		1,578
\$	12,049	\$	11,844
\$	3,059,244	\$	10,476,078
	240,755		842,433
\$	12.71	\$	12.44
	\$ \$ \$	\$ 3,059,424 11,869 - 3,071,293 11,371 678 \$ 12,049 \$ 3,059,244 240,755	\$ 3,059,424 \$ 11,869

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

**Statements of Comprehensive Income** 

FOR THE SIX MONTHS ENDED JUNE 30		
(In Canadian Dollars)	2023	2022
REVENUE(LOSS)		
Interest Income for Distribution Purposes	\$ 167,540	\$ 49,187
OPERATING EXPENSES (Note 7) Audit Fees	1,380	1,696
Custodial Fees Fund Administration Costs	12 10,315	10 6,968
Legal Fees	440	435
Management Fee Securityholder Reporting Costs	5,054 3,130	12,443 3,133
Total Operating Expenses	20,331	24,685
Profit (Loss)	\$ 147,209	\$ 24,502
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Series A	\$ 147,209	\$ 24,502
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per Share – Series A (Note 6)	\$ 0.29	\$ 0.03

## Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares - Series A

FOR THE SIX MONTHS ENDED JUNE 30 (In Canadian Dollars)	2023	2022
Net Assets Attributable to Holders of Redeemable Shares at Beginning of Period	\$ 10,476,078	\$ 9,400,205
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	147,209	24,502
REDEEMABLE SHARE TRANSACTIONS:		
Proceeds from Issue of Shares	715,209	77,843
Payment on Redemption of Shares	(8,279,252)	(101,533)
	(7,564,043)	(23,690)
Net Assets Attributable to Holders of Redeemable Shares		
at End of Period	\$ 3,059,244	\$ 9,401,017

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

## **INTERIM FINANCIAL REPORT**

UNAUDITED

## **Statements of Cash Flows**

FOR THE SIX MONTHS ENDED JUNE 30			
(In Canadian Dollars)		2023	2022
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:			
Increase (Decrease) in Net Assets Attributable to Holders of	•	4.4= 000	0.4.500
Redeemable Shares	\$	147,209 \$	24,502
Net Change in Non-Cash Working Capital		20,704	(2,933)
Net Cash from (used in) Operating Activities		167,913	21,569
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:			
Proceeds from Issue of Shares		13,776,775	81,499
Payment on Redemption of Shares		(21,336,268)	(61,533)
Net Cash from (used in) Financing Activities		(7,559,493)	19,966
Increase (Decrease) in Cash Cash at Beginning of Period		(7,391,580) 10,451,004	41,535 9,404,168
oden at Beginning of Ferred		10, 101,004	5, 15 1, 166
Cash at End of Period	\$	3,059,424 \$	9,445,703

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

## **Schedule of Investment Portfolio**

AS AT JUNE 30, 2023 (In Canadian Dollars)

Description	Average Cost	Fair Value
Cash: 100%	\$ 3,059,424	\$ 3,059,424
Total Investment Portfolio, including Cash	\$ 3,059,424	\$ 3,059,424

June 30, 2023 | UNAUDITED

#### 1. Middlefield High Interest Income Class

Middlefield High Interest Income 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 first issued shares on June 11, 2004. The investment objective of the Fund is to provide a high level of interest income by investing in high quality 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 August 21, 2023.

#### 2. Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and in accordance with International Financial Reporting Standards 34 Interim Financial Reporting ("IAS 34") 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") was chosen upon adoption. 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.

#### B. Financial Instruments

The Fund's financial instruments may include: short-term investments, fixed income, equities, structured products, 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.

June 30, 2023 | UNAUDITED

- Summary of Significant Accounting Policies (continued)
- B. Financial Instruments (continued)

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 one series of redeemable shares in issue, Series A, for which the management fee rate is 0.5%.

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. No distributions have been paid by the Fund.

#### 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.

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 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 exdividend 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.

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 divided by the average shares outstanding during the period.

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#### 3. Summary of Significant Accounting Policies (continued)

#### 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 period 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 period.

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.

#### 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.

#### 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.

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#### 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 Fund held only cash as at June 30, 2023 and December 31, 2022.

All fair value measurements above are recurring. The carrying values of cash, income and interest receivable, subscriptions receivable, 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.

The Fund's policy is to recognize transfers in and out of the fair value hierarchy levels as at the end of the reporting period 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 period ended June 30, 2023 or the year ended December 31, 2022.

#### 5. Financial Risk Management

In the normal course of business the Fund is exposed to a variety of financial risks: interest rate risk, liquidity 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. 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, bankers' acceptances, treasury bills, promissory notes and other 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 bonds and debentures 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 as at June 30, 2023 and December 31, 2022.

As at June 30, 2023	Less than 1 Year
Cash	\$ 3,059,424
Total Exposure	\$ 3,059,424
As at December 31, 2022	Less than 1 Year
Cash	\$ 10,451,004
Total Exposure	\$ 10,451,004

Based on the above exposure at June 30, 2023, a 1% per annum increase or decrease in interest rates would result in a \$30,594 (December 31, 2022 – \$104,510) increase or decrease in net assets of the Fund, with all other factors held constant.

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

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- 5. Financial Risk Management (continued)
- B. Liquidity Risk (continued)

As at June 30, 2023

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	Less than 1			3 Mor	nths to	
Financial Liabilities	Month	1 to	3 Months		1 Year	Total
Accounts Payable and Accrued Liabilities	\$ 11,371	\$	-	\$	-	\$ 11,371
Management Fee Payable	678		_		-	678
Net Assets Attributable to Holders of						
Redeemable Shares	3,059,244		_		-	3,059,244
Total	\$ 3,071,293	\$	-	\$	-	\$ 3,071,293
As at December 31, 2022						
	Less than 1		1 to 3	1 8	Months	
Financial Liabilities	Month		Months	to	1 Year	Total
Accounts Payable and Accrued Liabilities	\$ 10,266	\$	-	\$	-	\$ 10,266
Management Fee Payable	1,578		-		-	1,578
Net Assets Attributable to Holders of						
Redeemable Shares	10,476,078		-		-	10,476,078
Total	\$ 10.487.922		\$ -	\$	-	\$ 10.487.922

#### C. 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 June 30, 2023 or December 31, 2022, the Fund did not hold any short-term investments.

#### D. Concentration Risk

The Fund is exposed to the possible risk inherent in the concentration of the investment portfolio in a small number of investment sectors. The Manager moderates this risk through careful selection of securities in several investment sectors. The Fund held only cash as at June 30, 2023 and December 31, 2022.

#### 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				
	June 30, 2023	December 31, 2022			
Shares Outstanding at Beginning of Period	842,433	770,485			
Shares Issued	57,373	89,546			
Shares Redeemed	(659,051)	(17,598)			
Net Increase (Decrease)	(601,678)	71,948			
Shares Outstanding at End of Period	240,755	842,433			

The average number of Series A shares outstanding during the period ended June 30, 2023 was 507,497 (June 30, 2022 – 770,822). These numbers were used to calculate the respective Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per share.

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#### 7. Related Party Transactions

#### A. Management Fee

The Manager provides investment and administrative services to the Fund. In consideration for such services the Manager receives a monthly fee in arrears of 0.50% per annum of the average daily NAV of the Fund. For the period ended June 30, 2023, the Manager waived 70% (June 30, 2022 – 50%) of the management fee. For the period ended June 30, 2023, management fees before the absorption of expenses amounted to \$5,000 (June 30, 2022 - \$12,000).

#### B. Transaction Costs

There were no brokerage commissions or other transaction costs paid in connection with securities transactions during the period ended June 30, 2023 or the year ended December 31, 2022.

#### C. Other Expenses

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 accounting review and administration services, 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 \$4,075 throughout the period. 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. 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.

#### 9. 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, 2022.

## MIDDLEFIELD FUNDS FAMILY |

EXCHANGE - TRADED FUNDS (ETFs)	TSX Stock Symbol
Middlefield Healthcare Dividend ETF	MHCD
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 Innovation & Health Dividend Fund	SIH.UN
Sustainable Real Estate Dividend Fund	MSRE.UN
MIDDLEFIELD MUTUAL FUNDS TRUST FUNDS	Fund Code
Series A Units	FE/LL/DSC
Middlefield 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	MID 326
INDEXPLUS Income Fund	MID 436
Middlefield Global Infrastructure Fund	MID 501
MIDDLEFIELD MUTUAL FUNDS CORPORATE CLASS FUNDS	Fund Code
Series A Shares	FE/LL/DSC
Middlefield Canadian Dividend Growers Class	MID 148/449/450
Middlefield Global Agriculture Class	MID 161/163/166
Middlefield Global Dividend Growers Class	MID 181/183/186
Middlefield Real Estate Dividend Class	MID 600/649/650
Middlefield Global Energy Transition Class	MID 265
Middlefield Innovation Dividend Class	MID 925
Middlefield High Interest Income Class	MID 400/424/425
Middlefield Income Plus Class	MID 800/849/850
Middlefield U.S. Equity Dividend 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	MID 601
Middlefield Global Energy Transition Class	MID 266
Middlefield Innovation Dividend Class	MID 926
Middlefield Income Plus Class	MID 801
Middlefield U.S. Equity Dividend Class	MID 701
RESOURCE FUNDS	
Discovery 2022 Short Duration LP	
MRF 2022 Resource Limited Partnership	
MRF 2023 Resource Limited Partnership (commenced February 23, 2023)	
INTERNATIONAL FUNDS	
Middlefield Canadian Income PCC	London UK Stock Exchange (LSE) Symbol:MCT



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