

2023 ANNUAL REPORT

**MIDDLEFIELD
SUSTAINABLE
INFRASTRUCTURE
DIVIDEND ETF**

 **MIDDLEFIELD
ETFs**

MIDDLEFIELD CORPORATE PROFILE

Middlefield 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. We have entered into exclusive arrangements with SSR Health LLC and Paul Sagawa LLC, based in Stamford, Connecticut. Together they provide specialized research into sectors of the economy such as Healthcare and Innovation Technology. Dr. Evans of SSR Health LLC and Paul Sagawa are independent investment analysts who 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

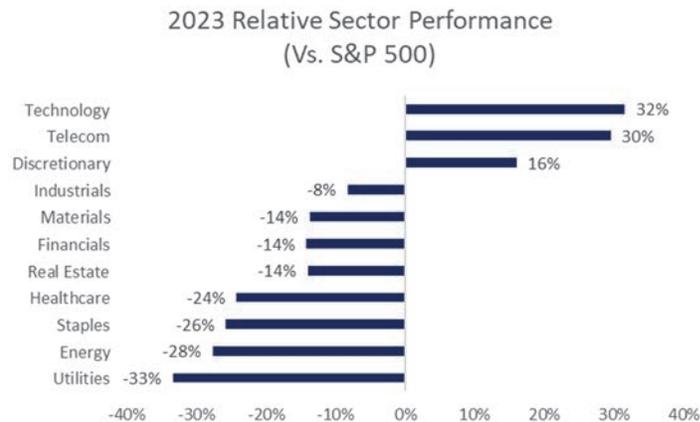
This document may contain forward looking statements, including statements regarding: the Fund, its strategies, goals and objectives; prospects; future performance or condition; possible future actions to be taken by the Fund; and the performance of investments, securities, issuers or industries in which 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 REVIEW AND OUTLOOK

Equity markets finished the year on a positive note with December returns for the TSX Composite, S&P 500 and NASDAQ of 3.9%, 4.5% and 5.6%, respectively. Bond yields continued their descent from late October highs with 10-year government bond yields finishing the year at 3.11% and 3.88% in Canada and the United States. The move lower in rates fueled a Santa Claus rally that propelled the S&P 500 to within 1% of its all-time high. Notably, the S&P 500 total return index, which includes dividends, hit seven new highs in 2023.

While it is always a positive sign to see markets reaching new heights, we are especially encouraged by the recent broad-based participation from companies and sectors that have lagged throughout the year. It is widely known that the “Magnificent Seven” stocks have been the market leaders for the majority of 2023 while many other sectors and strategies have been left behind. This notable dispersion in returns has finally started to reverse during the final two months of the year.



Source: Bloomberg. As at December 31, 2023

Dividend stocks faced increased competition throughout 2023 from income alternatives, such as GICs and HISAs. In the U.S., a record \$1.3 trillion of inflows went into money market funds as investors flocked to high-yielding short-term instruments. Now, with bond yields having fallen more than 1% in two months and interest rate cuts expected to begin in a few months, dividend paying equities are coming back into favour. For example, Canadian REITs have an average dividend yield of 5.3% which exceeds the yield of Canadian 5-year government bonds by more than 200 basis points and makes their dividends more attractive on a relative basis. We expect at least a portion of the capital that flowed into money market funds to make their way back into equities this year, with dividend payers particularly well-positioned to benefit from such a rotation.

Middlefield Real Estate Dividend ETF, Real Estate Split Corp., and Sustainable Real Estate Dividend Fund all outperformed their respective benchmarks in 2023, largely due to subsector allocation. REITs continued to rally in December, generating a total return of 9% in Canada and 8.7% in the U.S. The sector's impressive performance during the final two months of the year resulted in full-year total returns of 7.1% in Canada and 12.3% in the U.S. Improving macro conditions and a solid fundamental backdrop within real estate underpin our positive outlook for publicly-listed REITs in 2024. The recent rally coincides with U.S. 10-year Treasury yields falling from 5% to 3.9% and growing expectations for monetary policy easing from central banks in 2024. Although share prices have bounced back in recent months, current valuations support additional upside. On average, the Canadian real estate sector trades at just 13x 2024 AFFO, a 7.2% implied cap rate and 24% below net asset value.

Middlefield Healthcare Dividend ETF and Middlefield Health & Wellness ETF largely performed in line with the benchmark in 2023. Although healthcare finished the year with a total return of 2.1%, 2023 marked the sector's most significant underperformance relative to the S&P 500 in 30 years. Profit growth impacted healthcare stocks as year-over-year earnings comparisons were challenging after a year of pandemic-related tailwinds in 2022. The Biden Administration officially ended the COVID-19 national emergency in April 2023 which contributed to reduced spending on COVID vaccines, therapeutics and testing equipment.

The Middlefield Family of exchange-listed funds is currently comprised of 14 funds, 13 of which trade on the Toronto Stock Exchange and one of which is based in Jersey, Channel Islands and trades on the London Stock Exchange. The fund mandates differ by asset mix including both Canadian and International equity securities.

Middlefield Sustainable Infrastructure Dividend ETF, International Clean Power Dividend Fund and Global Real Asset Fund provide exposure to high-quality global infrastructure companies. 2023 was an extremely challenging year for the clean power industry. Offshore wind was the most acutely impacted by macro headwinds which included cost inflation, higher financing expenses, project delays, cancellations, and hedging issues. While those challenges still exist, the backdrop has improved in recent months and we remind investors that the energy transition is a multi-decade investment theme. Despite stock price declines in 2023, several countries and businesses continue to invest in the energy transition, with 118 nations pledging to triple the global renewable energy capacity by 2030, as announced at the COP28 conference. With inflation showing signs of cooling and negative sentiment already factored in, many clean power stocks could be poised for a sustained recovery in 2024.

Middlefield Innovation Dividend ETF generated a total return of 40.9% in 2023, exceeding the NASDAQ Technology Dividend TR Index return of 34.47%. It was an exceptional year for big tech stocks, reflected by the NASDAQ 100 generating a total return of 55.1%. The Magnificent 7 stocks led the market for most of the year, with NVIDIA and Meta generating standout returns of 238.9% and 194.1%, respectively.

Although current market conditions should be conducive to multiple expansion in 2024, we are primarily focused on earnings growth within the tech sector. While we believe the SMID-cap tech trade has room to run, we are cautious on high growth tech due to elevated valuations and thus, high execution risk. We prefer to stick to high-quality names and are increasingly mindful of valuations after last year's performance. As a result, we remain focused primarily on large cap stocks and continue to invest in companies with a proven track record. We are continuing to find opportunities within several end-markets such as PCs and smartphones, but an even greater growth driver may come from the proliferation of AI in the economy.

E Split Corp. – Class A shares generated a total return of -2.9% in 2023. On December 13th, Enbridge announced an agreement to divest its holdings in both Alliance Pipeline and Aux Sable for \$3.1 billion to Pembina Pipeline. We view the announcement positively as the deal narrows the Dominion utility acquisition funding gap to ~\$2 billion while simultaneously reducing earnings exposure to commodity prices. Enbridge quoted an 11x valuation for Alliance and 7x for Aux Sable on '24 EV/EBITDA which compares favourably to consensus values. Also in December, Enbridge filed the Mainline Toll Settlement with the Canadian Energy Regulator which includes unanimous support from the Mainline's Representative Shipper Group and letters of support from its major customers. The company reiterated its 2024 guidance with a 4% increase in EBITDA and 3% increase in distributable cash flow per share.

Outlook

Our outlook for the economy in 2024 is for a soft landing. We are not predicting a recession this year, but rather a deceleration from the high growth experienced in 2023 (such as 5.2% U.S. GDP growth in Q3). This gives us optimism for equity markets for three key factors. First, inflation should continue to trend lower, particularly as the shelter component of inflation calculations roll over. Second, we expect the approaching wave of monetary policy easing to support stocks. The futures market is currently projecting approximately five rate cuts from both the Bank of Canada and the Fed in 2024. Finally, we expect earnings to return to growth mode in 2024 after being relatively flat in 2023. Consensus expectations are for S&P 500 EPS growth of 10% in 2024 and 11.2% into 2025.

Although we hold a positive outlook for the year ahead, it is important to acknowledge that after nine consecutive weeks of positive returns for the S&P 500 (its longest winning streak since 2004), markets are starting the year with overbought conditions. We would not be surprised to see a near-term market pullback at the beginning of the year which should be viewed as a healthy correction within a broader bull trend. Going back to 1950, the market has generated a positive return 80% of the time following a year where the S&P 500 returned over 20%. In an economy characterized by falling inflation, historically low unemployment and solid consumer spending, it is likely that new highs are on the horizon.



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, 2023

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.

Unitholders 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 Objectives and Strategies

The investment objectives of Middlefield Sustainable Infrastructure Dividend ETF (the "Fund") are to provide holders of units with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund's investment portfolio. The Fund utilizes an investment strategy which focuses primarily on investing in a diversified, actively managed portfolio comprised primarily of dividend paying securities of global issuers operating in, or that derive a significant portion of their revenue or earnings from, products or services related to physical infrastructure assets and related industries such as utilities, water and smart grids, energy transmission and storage, renewable power generation, towers and communication, data centres and clean technologies, which have been analysed by the Advisor (as defined below) based on environmental, social and governance ("ESG") considerations as a complement to the Advisor's fundamental analysis, and which the Advisor believes have competitive advantages.

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 March 16, 2023. 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 an uncertain interest rate environment; the increased competition that equity investments are facing from income alternatives, such as GICs and High Interest Savings Accounts; and the risk that the economy enters a recession.

Results of Operations

Investment Performance

During 2023, the net assets of the Fund decreased to \$29.1 million at December 31, 2023 from \$50.1 million at December 31, 2022. On a per unit basis, the net assets of the Fund decreased from \$10.08 at December 31, 2022 to \$9.04 at December 31, 2023. The Fund recorded a net loss on its investment portfolio of approximately \$3.8 million or \$0.79 per unit during the year.

Revenue and Expenses

Loss before expenses for the year ended December 31, 2023 amounted to \$2.1 million, up from a loss of \$9.5 million in 2022 as a result of a change in unrealized losses on the Fund's portfolio investments. Operating expenses for the year ended December 31, 2023 amounted to \$1.0 million, down from \$1.1 million in 2022. The operating expenses contributed to the management expense ratio ("MER") of 1.88% in 2023, up from 1.81% in 2022. As a result, loss after tax amounted to \$3.1 million or \$0.65 per unit, up from a loss of \$10.8 million or \$1.90 per unit in the prior year. Distributions for the year ended December 31, 2023 amounted to \$0.50 per unit.

Trends

2023 was an extremely challenging year for the clean power industry. Offshore wind was the most acutely impacted by macro headwinds which included cost inflation, higher financing expenses, project delays, cancellations, and hedging issues. Despite stock price declines in 2023, several countries and businesses continue to invest in the energy transition, with 118 nations pledging to triple the global renewable energy capacity by 2030, as announced at the COP28 conference.

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 1.25% per annum of the net asset value of the Fund and are split between the Manager and the Advisor. 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 objectives and strategies of the Fund.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2023

ESG

1) Meeting Objectives

Each of our sustainable funds is evaluated on an ongoing basis in terms of meeting our ESG objectives. Here are some key considerations and questions:

We first analyze companies on an absolute basis - e.g. Has the company's ESG profile improved over time?

- We do this through fundamental analysis - e.g. Reviewing public documents and researching ESG policies & practices
- We also incorporate third-party research from companies such as Glass Lewis and data from reputable providers such as Sustainalytics, S&P, Bloomberg and Refinitiv
- The aforementioned steps help to inform us about how to best vote proxies in accordance with our ESG policy

We then analyze them on a relative basis - e.g. How does the company's ESG profile compare to those of its peers?

- In addition to integration, we rely on quantitative screening to ensure we avoid companies that operate in ethically-contentious industries and highlight ESG leaders across geographies, sectors and themes
- We also consider ESG rate of change because smaller / less established companies may not have the resources to accurately convey their ESG capabilities
- After we decide to invest in a company, we continue to monitor its progression while keeping track of any ESG controversies that may arise

All of the above are meant to help us achieve high and improving portfolio-level ESG metrics which are then compared to relevant benchmarks.

2) Portfolio Activity

Cheniere Energy

During the year, the portfolio manager bought Cheniere Energy, one of North America's leading producer and exporter of LNG. As the leading LNG producer, Cheniere is committed to providing a secure source of affordable, reliable, and cleaner-burning energy to support the global energy transition. The company also conducts business in a safe and environmentally responsible manner by continually enhancing their GHG emission measurements and innovating to reduce their footprint, as outlined in their Health, Safety, and Environmental (HSE) Policy.

3) Proxy Voting

AltaGas

In April of 2023, the portfolio manager voted against ratification of AltaGas' auditor, which has served the company for 26 years. The auditor's excessive tenor calls into question the independence of the auditor. While the portfolio manager has been pleased with the company's financial performance, it is closely monitoring executive compensation given the "pay for performance" concerns highlighted by Glass Lewis.

4) Engagement

Topaz Energy

In September 2023, the portfolio manager met with the Chief Executive Officer and Chief Financial Officer to review the company's business and ESG initiatives. During the meeting, the portfolio manager discussed with management its proactive approach towards investing alongside partners with high quality assets who are demonstrating strong and increasing ESG performance, as well as making significant investments in Carbon Capture technologies. Topaz demonstrate strong ESG scores due to the strength of their partners' high quality, underpinned assets and low capital intensity.

5) Unconventional names

Primo Water

Primo Water is a leading provider of refillable water solutions and water filtration services in North America. The company is committed to supporting responsible water stewardship, renewable energy, and community development projects on a global scale. Their focus areas include reducing their Carbon footprint, sourcing water in a sustainable manner, and innovating to support uniform recycling initiatives. Through partnering with Alliance for Water Stewardship (AWS), Primo remains on target to reach full AWS compliance of all key owned spring sources by 2025. The AWS certification is achieved through demonstrating good water governance and quality, sustainable water balance, and access to safe water, sanitation, and hygiene.

Financial Highlights

Net Assets 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.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2023

The Fund's Net Assets per Unit⁽¹⁾

	2023	2022	2021	2020 ⁽³⁾
Net Assets, Beginning of Year	\$ 10.08	\$ 12.28	\$ 11.41	\$ 9.50*
INCREASE (DECREASE) FROM OPERATIONS:				
Total Revenue	0.36	0.27	0.22	0.13
Total Expenses (excluding distributions)	(0.19)	(0.21)	(0.26)	(0.18)
Realized Gains (Losses) for the Year	(0.53)	0.85	0.44	0.27
Unrealized Gains (Losses) for the Year	(0.26)	(2.80)	0.95	1.98
Transaction Costs on Purchase and Sale of Investments	(0.03)	(0.01)	(0.01)	(0.02)
TOTAL INCREASE (DECREASE) FROM OPERATIONS⁽²⁾	(0.54)	(1.70)	1.37	2.16
DISTRIBUTIONS:				
From Net Investment Income	0.17	0.07	-	-
From Capital Gains	-	0.43	0.43	0.25
Return of Capital	0.33	-	0.07	-
TOTAL DISTRIBUTIONS⁽⁴⁾	0.50	0.50	0.50	0.25
Net Assets, End of Year	\$ 9.04	\$ 10.08	\$ 12.28	\$ 11.41

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

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

⁽³⁾ For the period March 25, 2020 (date of commencement of operations) to December 31, 2020.

⁽⁴⁾ Distributions were paid in cash/reinvested in additional units of the Fund, or both.

*Initial issue price, net of agents' fees and initial issue costs.

Ratios and Supplemental Data

	2023	2022	2021	2020 ⁽⁵⁾
Total Assets (000s) ⁽¹⁾	\$ 29,501	\$ 50,448	\$ 106,164	\$ 84,209
Total Net Asset Value (000s) ⁽¹⁾	\$ 29,063	\$ 50,134	\$ 85,683	\$ 83,659
Number of Units Outstanding ⁽¹⁾	3,215,273	4,975,273	6,975,600	7,331,300
Management Expense Ratio ("MER") ⁽²⁾	1.88%	1.81%	2.01%	7.51%
MER (excluding interest expense and issuance costs) ⁽²⁾	1.88%	1.77%	1.87%	2.10%
Trading Expense Ratio ⁽³⁾	0.25%	0.12%	0.09%	0.20%
Portfolio Turnover Rate ⁽⁴⁾	81.41%	26.60%	28.83%	29.53%
Net Asset Value per Unit	\$ 9.04	\$ 10.08	\$ 12.28	\$ 11.14

⁽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. The MER excluding interest expense and issuance costs has been presented separately as it expresses only the ongoing management and administrative expenses of the Fund as a percentage of average Net Asset Value. Issuance costs are one-time costs incurred at inception, and the inclusion of interest expense does not consider the additional revenues that have been generated from the investment of the leverage in income-generating assets.

⁽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.

⁽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.

⁽⁵⁾ For the period March 25, 2020 (date of commencement of operations) to December 31, 2020.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

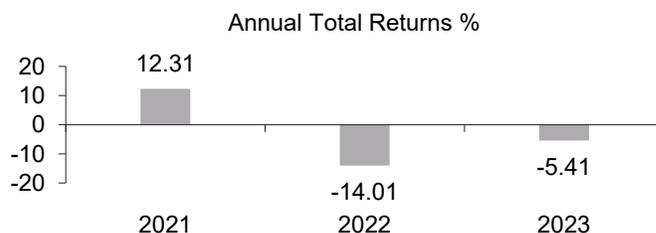
FOR THE YEAR ENDED DECEMBER 31, 2023

Past Performance

The performance information shown, which is based on Net Asset Value, diluted where applicable, 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 chart shows how the Fund's performance has varied from year to year for each of the years shown. The return for 2020 is not presented since it relates to a partial period. The chart indicates, in percentage terms, how much an investment made the first day of the financial year would have grown or decreased by the last day of the financial year.



Annual Compound Returns

	Periods Ended December 31, 2023		
	One Year	Three Years	Since Inception
Middlefield Sustainable Infrastructure Dividend ETF	-5.41%	-2.97%	3.11%
S&P Global Infrastructure Total Return Index	4.24%	7.25%	11.75%

The S&P Global Infrastructure Total Return Index (the "Index") is designed to track 75 companies from around the world chosen to represent the listed infrastructure industry while maintaining liquidity and tradability. To create diversified exposure, the Index includes three distinct infrastructure clusters: energy, transportation, and utilities.

The Fund's total return of -5.41% underperformed the 4.24% return generated by the Index. The Fund's performance in 2023 was affected by its allocation to the sustainable subset of infrastructures issuers, which underperformed the broader infrastructure sector.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2023

Summary of Investment Portfolio

AS AT DECEMBER 31, 2023

Top Twenty-Five Holdings*

DESCRIPTION	% OF NET ASSET VALUE
1 AltaGas Ltd.	7.2
2 Xylem Inc.	6.7
3 SSE PLC	6.4
4 Topaz Energy Corp.	6.2
5 RWE AG	6.2
6 TransAlta Corp.	6.1
7 Capital Power Corporation	5.9
8 Tidewater Midstream and Infrastructure Ltd.	5.8
9 Atkore Inc.	5.8
10 Minto Apartment Real Estate Investment Trust	5.6
11 Eaton Corp PLC	5.5
12 Tourmaline Oil Corp.	5.1
13 Canadian Apartment Properties Real Estate Investment Trust	5.0
14 Primo Water Corp.	4.8
15 Enel SpA	4.2
16 Pembina Pipeline Corp.	3.9
17 Cheniere Energy Inc.	3.9
18 EnLink Midstream LLC	3.9

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

*Fund has only 18 holdings.

ASSET CLASS	% OF NET ASSET VALUE
Utilities	36.0
Industrials	18.0
Energy	15.2
Pipelines	13.6
Real Estate	10.6
Consumer Staples	4.8
Cash and Short-Term Investments	3.0
Other Assets (Liabilities)	(1.2)
	100.0
TOTAL NET ASSET VALUE	\$ 29,063,062
TOTAL ASSETS	\$ 29,501,477

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.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements Sustainable Infrastructure Dividend ETF (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



Jeremy Brasseur
Director

and judgments. The significant 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 Unitholders of
Sustainable Infrastructure Dividend ETF (the "Fund")

Opinion

We have audited the financial statements of the Fund, which comprise the statements of financial position as at December 31, 2023 and 2022, and the statements of comprehensive income, changes in net assets attributable to holders of redeemable units and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (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, 2023 and 2022, 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.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Michael Darroch.

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

Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
March 22, 2024

FINANCIAL STATEMENTS

Statements of Financial Position

AS AT DECEMBER 31
(In Canadian Dollars)

	2023	2022
ASSETS		
Current Assets		
Investments at Fair Value through Profit or Loss	\$ 28,532,751	\$ 48,685,248
Cash	882,631	1,661,892
Income and Interest Receivable	44,308	100,481
Accounts Receivable	41,787	50
Total Assets	29,501,477	50,447,671
LIABILITIES		
Current Liabilities		
Accounts Payable and Accrued Liabilities (Note 8)	303,393	106,494
Distribution Payable (Note 13)	135,022	207,320
Total Liabilities (excluding Net Assets Attributable to Holders of Redeemable Units)	438,415	313,814
Net Assets Attributable to Holders of Redeemable Units	\$ 29,063,062	\$ 50,133,857
Redeemable Units Outstanding (Note 7)	3,215,273	4,975,273
Net Assets Attributable to Holders of Redeemable Units per Unit	\$ 9.04	\$ 10.08

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

Approved by the Board of Directors of Middlefield Limited, as Manager:



Director: Jeremy Brasseur



Director: Craig Rogers

FINANCIAL STATEMENTS

Statements of Comprehensive Income

FOR THE YEARS ENDED DECEMBER 31
(In Canadian Dollars)

	2023	2022
REVENUE (LOSS)		
Income from Investments	\$ 1,649,281	\$ 1,516,136
Interest Income for Distribution Purposes	63,044	36,907
Foreign Exchange Gain (Loss) on Cash	(28,934)	24,786
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	(2,613,065)	4,668,059
Net Realized Gain (Loss) from Derivatives Transactions	109,786	103,858
Change in Net Unrealized Gain (Loss) on Investments excluding Derivatives	(1,254,558)	(15,886,239)
Change in Net Unrealized Gain (Loss) on Derivatives Transactions	-	-
Change in Net Unrealized Gain (Loss) on Foreign Currency Transactions	(2,147)	461
Total Revenue (Loss)	(2,076,593)	(9,536,032)
OPERATING EXPENSES (Note 8)		
Audit Fees	29,715	24,425
Custodial Fees	5,053	9,102
Fund Administration Costs	137,364	128,141
Legal Fee	7,605	24,063
Management Fee (Note 8)	643,112	844,251
Transaction Costs (Note 8)	115,052	72,088
Unitholder Reporting Costs	33,020	42,017
Total Operating Expenses	970,921	1,144,087
Finance Costs (Note 10)	-	25,959
Total Expenses	(3,047,514)	(10,706,078)
Withholding Taxes	67,245	83,097
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ (3,114,759)	\$ (10,789,175)
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit (Note 7)	\$ (0.65)	\$ (1.90)

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

FINANCIAL STATEMENTS

Statements of Changes in Net Assets Attributable to Holders of Redeemable Units

FOR THE YEARS ENDED DECEMBER 31

(In Canadian Dollars)

	2023	2022
Net Assets Attributable to Holders of Redeemable Units at Beginning of Year	\$ 50,133,857	\$ 85,683,132
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	(3,114,759)	(10,789,175)
Distributions to Unitholders	(2,357,617)	(2,795,127)
Repurchase of Trust Units	-	(10,325)
Proceeds from Issue of Trust Units	5,482,343	3,346,365
Payment on Redemption of Trust Units	(21,080,762)	(25,301,013)
Net Assets Attributable to Holders of Redeemable Units at End of Year	\$ 29,063,062	\$ 50,133,857

Statements of Cash Flows

FOR THE YEARS ENDED DECEMBER 31

(In Canadian Dollars)

	2023	2022
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ (3,114,759)	\$ (10,789,175)
Adjustments:		
Purchases of Investments	(35,708,490)	(21,103,468)
Proceeds from Sale of Investments	52,103,150	55,993,807
Foreign Exchange (Gain) Loss	31,081	(25,247)
Net Realized (Gain) Loss from Investment Transactions	2,503,279	(4,771,917)
Change in Net Unrealized (Gain) Loss on Investments	1,254,558	15,886,239
	17,068,819	35,190,239
Net Change in Non-Cash Working Capital	211,335	(115,862)
Net Cash from (used in) Operating Activities	17,280,154	35,074,377
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Proceeds from Issue of Trust Units	5,482,343	3,346,365
Repurchase of Trust Units	-	(10,325)
Payment on Redemption of Trust Units	(21,080,762)	(25,301,013)
Proceeds from Loans	-	25,943
Repayment of Loans	-	(20,000,000)
Distributions Paid to Unitholders	(2,429,915)	(2,878,480)
Net Cash from (used in) Financing Activities	(18,028,334)	(44,817,510)
Net Increase (Decrease) in Cash	(748,180)	(9,743,133)
Foreign Exchange Gain (Loss)	(31,081)	25,247
Cash at Beginning of Year	1,661,892	11,379,778
Cash at End of Year	\$ 882,631	\$ 1,661,892

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

FINANCIAL STATEMENTS

Schedule of Investment Portfolio

AS AT DECEMBER 31, 2023
(In Canadian Dollars)

Description	No. of Securities	Average Cost	Fair Value
AltaGas Ltd.	75,000	\$ 1,456,427	\$ 2,086,501
Capital Power Corporation	45,000	1,455,280	1,702,800
Enel SpA	125,000	1,106,617	1,225,365
RWE AG	30,000	1,502,214	1,799,484
SSE PLC	60,000	1,590,815	1,871,911
TransAlta Corp.	160,000	1,440,273	1,763,200
UTILITIES: 35.5%		8,551,626	10,449,261
Atkore Inc.	8,000	1,424,308	1,687,808
Eaton Corp PLC	5,000	1,095,128	1,587,726
Xylem Inc.	13,000	585,523	1,960,338
INDUSTRIALS: 17.8%		3,104,959	5,235,872
Cheniere Energy Inc.	5,000	1,018,434	1,125,491
Topaz Energy Corp.	93,000	1,540,545	1,802,340
Tourmaline Oil Corp.	25,000	1,546,590	1,489,750
ENERGY: 15.0%		4,105,569	4,417,581
EnLink Midstream LLC	70,000	1,224,046	1,122,392
Pembina Pipeline Corp.	25,000	1,057,750	1,140,500
Tidewater Midstream and Infrastructure Ltd.	1,600,000	1,907,537	1,696,000
PIPELINES: 13.5%		4,189,333	3,958,892
Canadian Apartment Properties Real Estate Investment Trust	30,000	1,273,326	1,464,000
Minto Apartment Real Estate Investment Trust	100,000	1,423,804	1,618,000
REAL ESTATE: 10.5%		2,697,130	3,082,000
Primo Water Corp.	70,000	1,312,939	1,389,145
CONSUMER STAPLES: 4.7%		1,312,939	1,389,145
TRANSACTION COSTS (Note 8)		(48,807)	-
TOTAL INVESTMENTS: 97.0%		23,912,749	28,532,751
CASH: 3.0%		882,631	882,631
Total Investment Portfolio, Including Cash		\$ 24,795,380	\$ 29,415,382

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

1. Middlefield Sustainable Infrastructure Dividend ETF

Middlefield Sustainable Infrastructure Dividend ETF (the “Fund”) is an exchanged-traded fund (“ETF”) established under the laws of the Province of Alberta on February 14, 2020. The Fund converted from a closed-end investment fund into an ETF on March 15, 2022. The Fund’s units were re-designated as units of the ETF on a 1:1 basis, and the Toronto Stock Exchange symbol changed from INF.UN to MINF.

Middlefield Limited, a company incorporated in Alberta, is both the manager and trustee of the Fund (the “Manager”) and Middlefield Capital Corporation (“MCC”), a company under common control with the Manager, is the advisor to the Fund (the “Advisor”). The Fund was listed on the Toronto Stock Exchange and effectively commenced operations on March 25, 2020 when it first issued units through an initial public offering. The address of the Fund’s registered office is The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario. These financial statements, expressed in Canadian Dollars, were authorized for issuance by the board of directors of the Manager on March 22, 2024.

2. Investment Objectives and Strategy

Investment Objectives and Strategies

The investment objectives of the Fund are to provide holders of units with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund’s investment portfolio. The Fund utilizes an investment strategy which focuses primarily on investing in a diversified, actively managed portfolio comprised primarily of dividend paying securities of global issuers operating in, or that derive a significant portion of their revenue or earnings from, products or services related to physical infrastructure assets and related industries such as utilities, water and smart grids, energy transmission and storage, renewable power generation, towers and communication, data centres and clean technologies, which have been analysed by the Advisor (as defined below) based on environmental, social and governance considerations as a complement to the Advisor’s fundamental analysis, and which the Advisor believes have competitive advantages.

3. 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.

4. Summary of Material Accounting Policies

A. Basis of Accounting

IFRS 9 Financial Instruments (“IFRS 9”)

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 and 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 the liabilities are classified at fair value through profit and 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, 2023 AND 2022

4. Summary of Material 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 interest, prepaid expenses, loan payable, accounts payable – portfolio securities purchased, 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. 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 unitholders.

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. 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 is 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. Investments in other investment funds are valued based on the number of units held and their closing NAV per unit as provided by the investment funds' manager or general partner.

D. Classification of Redeemable Units by the Fund

Under International Accounting Standard ("IAS") 32, *Financial Instruments: Presentation*, the Fund classifies its redeemable units as liabilities. The Fund's redeemable units do not meet the criteria in IAS 32 for classification as equity as the Fund has more than one contractual obligation to its unitholders.

E. Derivative Transactions

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.

F. 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 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 from bank deposits received 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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

4. Summary of Material Accounting Policies (continued)

G. Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per unit in the Statements of Comprehensive Income represents the increase (decrease) in net assets divided by the average units outstanding during the year.

H. Taxation

The Fund qualifies as a mutual fund trust under the provisions of the *Income Tax Act (Canada)*. Under the terms of the Declaration of Trust, any taxable income of the Fund is distributable monthly to unitholders of record date. The Fund is not subject to tax on the income distributed to unitholders. Accordingly, no provision for income taxes is required.

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.

I. 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.

J. 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 5 for further information about the fair value measurement of the Fund's financial instruments.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

5. 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 fair value of the Fund's financial instruments is classified into levels 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 judgment or estimation.

The Fund's investments at fair value as at December 31, 2023 and 2022 trade in active markets and are therefore classified as Level 1.

All fair value measurements are recurring. The carrying values of cash, income and interest receivable, subscriptions receivable, accounts receivable, prepaid interest, accounts receivable – portfolio securities sold, loan payable, distributions payable, and accounts payable and accrued liabilities, approximate their fair values due to their short-term nature. Fair values of Fund's investments in common shares 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.

No transfers between levels have occurred during the years ended December 31, 2023 or 2022.

6. 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, unitholder 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:

	2023	2022
Investments at FVTPL	\$ 28,532,751	\$ 48,685,248

Based on the above exposure at December 31, 2023, a 10% increase or decrease in the prices of the Fund's investments would result in a \$2,853,275 (December 31, 2022 - \$4,868,525) increase or decrease in net assets of the Fund, with all other factors held constant.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

6. Financial Risk Management (continued)

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 utilizes financial liabilities such as loan payable. In respect of cash balances and loan payable, the Fund's interest income and expense are positively correlated to interest rates in that rising interest rates increase both interest income and expense while the reverse is true in a declining interest rate environment. The Fund has not hedged its exposure to interest rate movements. The Fund seeks to mitigate this risk through active management, which involves analysis of economic indicators to forecast Canadian and global interest rates. The Fund is exposed to interest rate risk through the following financial instrument:

	2023	2022
Cash	\$ 882,631	\$ 1,661,892

Based on the above exposure at December 31, 2023, a 1% per annum increase or decrease in interest rates would result in a \$8,826 (December 31, 2022 - \$16,619) increase or decrease 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 subject to the potential daily net redemptions of units. 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's other obligations are due within one year. 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 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 includes detailed analysis of such 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. At December 31, 2023 and 2022, the Fund did not hold any illiquid securities.

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.

As at December 31, 2023

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Distributions Payable	\$ 135,022	\$ -	\$ -	\$ 135,022
Accounts Payable and Accrued Liabilities	303,393	-	-	303,393
Net Assets Attributable to Holders of Redeemable Units	29,063,062	-	-	29,063,062
Total	\$ 29,501,477	\$ -	\$ -	\$ 29,501,477

As at December 31, 2022

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Distributions Payable	\$ 207,320	\$ -	\$ -	\$ 207,320
Accounts Payable and Accrued Liabilities	106,494	-	-	106,494
Net Assets Attributable to Holders of Redeemable Units	50,133,857	-	-	50,133,857
Total	\$ 50,447,671	\$ -	\$ -	\$ 50,447,671

The Manager does not expect that the contractual maturity disclosed above will be representative of the actual cash outflows, as holders of these instruments typically retain them for a longer period.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

6. 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 reporting currency. Foreign investments, commodities, cash, 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 rate risk relates primarily to its investment in securities, which are denominated in various foreign currencies. 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 denominated in various foreign currencies:

As at December 31, 2023

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 8,872,900	\$ 168,314	\$ 2	\$ 9,041,216
European Euro	3,024,850	-	-	3,024,850
U.K Pound Sterling	1,871,911	-	-	1,871,911
Total	\$ 13,769,661	\$ 168,314	\$ 2	\$ 13,937,977

As at December 31, 2022

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 16,417,368	\$ 326,971	\$ 1,584	\$ 16,745,923
European Euro	5,332,890	-	-	5,332,890
U.K. Pound Sterling	2,092,773	(13)	-	2,092,760
Danish Krone	1,227,618	-	-	1,227,618
Total	\$ 25,070,649	\$ 326,958	\$ 1,584	\$ 25,399,191

Based on the above exposure at December 31, 2023, a 10% increase or decrease in the Canadian dollar against the respective currencies would result in a \$1,393,798 (December 31, 2022 – \$2,539,919) 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 asset 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 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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

6. 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, 2023 and 2022, the percentages of the Fund's net assets invested in each investment sector were as follows:

Sector	As a % of Net Assets	
	2023	2022
Utilities	36.0	56.0
Industrials	18.0	10.6
Energy	15.2	9.9
Pipelines	13.6	8.0
Real Estate	10.6	4.8
Consumer Staples	4.8	-
Healthcare	-	3.9
Technology	-	3.9
Total	98.2	97.1

7. Redeemable Units

Authorized

The Fund is authorized to issue an unlimited number of transferable, redeemable trust units, each of which represents an equal, undivided interest in the net assets of the Fund. All units have equal rights and privileges. Unitholders may sell units on the TSX; in addition, unitholders may: (a) redeem units of the Fund for cash at a redemption price per unit equal to the lesser of: (i) 95% of the closing price for the applicable units on the TSX; and (ii) the net asset value per unit, on the effective day of redemption less any costs associated with the redemption; or (b) exchange a prescribed number of units (PNU) or a multiple PNU of the fund for Baskets of Securities and/or cash at an exchange price equal to the net asset value of that number of units less any costs associated with the redemption as determined by the Manager in its sole discretion. Unitholders of the Fund can acquire additional units by participating in the Distribution Reinvestment Plan (the "Plan"). The Plan enables unitholders to reinvest their monthly distributions in additional units of the Fund thereby achieving the benefit of compounding returns. The Plan also allows participants to purchase additional units for cash.

In 2020, the Fund issued 8,000,000 units at \$10.00 per unit for proceeds, net of agents' fees and issue costs, of \$75.9 million. During the year ended December 31, 2023, the Fund redeemed 2,300,000 units (December 31, 2022 – 2,325,000), issued 540,000 units (December 31, 2022 – 325,000) and purchased nil units (December 31, 2022 – 900) pursuant to a normal course issuer bid. For the year ended December 31, 2023, 4,697 units (December 31, 2022 – 2,967) were distributed under the Plan, of which nil units (December 31, 2022 – 573) were issued from treasury.

The average number of units outstanding during the year ended December 31, 2023 was 4,799,574 (December 31, 2022 – 5,675,625). This number was used to calculate the Net Assets Attributable to Holders of Redeemable Units per Unit.

8. 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 management fee equal to 1.25% per annum of the NAV, calculated and paid monthly in arrears based on the average NAV of the preceding month. For the year ended December 31, 2023, management fees before the absorption of expenses amounted to \$0.6 million (December 31, 2022 - \$0.8 million). At December 31, 2023, the management fees payable by the Fund was \$30,984 and is included in Accounts Payable and Accrued Liabilities.

B. Transaction Costs

Brokerage commissions and other transaction costs paid in connection with securities transactions during the year ended December 31, 2023 amounted to \$115,052 (December 31, 2022 – \$72,088). Included in this amount is \$34,724 (December 31, 2022 – \$24,049) in brokerage commissions that were paid to MCC. 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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

8. Related Party Transactions (continued)

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 and 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 National Instrument 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, acting as transfer agent and registrar for the funds, and maintaining and updating the Fund's website. In aggregate, these fees amounted to \$52,295 throughout the year and \$6,600 were included in Accounts Payable and Accrued Liabilities as at December 31, 2023. In addition, the Fund would be responsible for reimbursing the Manager for any reasonable out of pocket expenses incurred on the Fund's behalf.

9. Securities Lending

The Fund had previously entered into a securities lending program with its custodian, RBC Investor Services Trust, in order to earn additional revenue. The Fund did not earn any securities lending income during the years ended December 31, 2023 or 2022.

On June 20, 2023, the Fund terminated its securities lending agreement with RBC Investor Services Trust and exited the program. There were no securities loaned or collateral held at the time of termination or as at December 31, 2022.

10. Loan Payable

In 2021, the Fund entered into a revolving demand credit facility with a maximum principal amount of \$25 million which was secured by a general security agreement. As at December 31, 2023, loans outstanding included bankers' acceptances with a face value of \$nil (December 31, 2022 - \$nil). The minimum and maximum loans outstanding during 2023 were \$nil and \$nil (December 31, 2022 - \$nil and \$20 million), respectively. Finance costs primarily relate to loan interest expenses. The Fund terminated the credit facility in advance of its conversion to an ETF.

11. Capital Management

The Fund's capital is its net assets attributable to holders of redeemable units. 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 unitholders, maximize unitholder value and maintain financial strength. The Fund manages and adjusts its capital in response to general economic conditions, the risk characteristics of the underlying assets and working capital requirements.

The Fund is not subject to externally imposed capital requirements. However, the Fund was subject to bank covenants in respect of leverage and was in compliance with those covenants in 2022. The Fund's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2022.

12. Loss Carryforwards

At December 31, 2023, the Fund had capital losses of \$3,102,085 (December 31, 2022 - \$483,627) and had no non-capital losses (December 31, 2022 - \$nil) available for carry forward for tax purposes. The capital losses can be carried forward indefinitely.

13. Distributions

The Fund pays monthly distributions to unitholders in accordance with its investment objectives. Distributions of the Fund, at the discretion of the unitholder, are reinvested in additional units of the Fund under the Distribution Reinvestment Plan, without sales charge. For the year ended December 31, 2023, distributions amounted to \$0.50 per unit (December 31, 2022 - \$0.50).

DISTRIBUTIONS (PER UNIT)

2020

31-Jul	\$ 0.04167	30-Sep	\$ 0.04167	30-Nov	\$ 0.04167
31-Aug	0.04167	31-Oct	0.04167	31-Dec	0.04167

2021

31-Jan	\$ 0.04167	31-Mar	\$ 0.04167	31-May	\$ 0.04167	31-Jul	\$ 0.04167	30-Sep	\$ 0.04167	30-Nov	\$ 0.04167
28-Feb	0.04167	30-Apr	0.04167	30-Jun	0.04167	31-Aug	0.04167	31-Oct	0.04167	31-Dec	0.04167

2022

31-Jan	\$ 0.04167	31-Mar	\$ 0.04167	31-May	\$ 0.04167	31-Jul	\$ 0.04167	30-Sep	\$ 0.04167	30-Nov	\$ 0.04167
28-Feb	0.04167	30-Apr	0.04167	30-Jun	0.04167	31-Aug	0.04167	31-Oct	0.04167	31-Dec	0.04167

2023

31-Jan	\$ 0.04167	31-Mar	\$ 0.04167	31-May	\$ 0.04167	31-Jul	\$ 0.04167	30-Sep	\$ 0.04167	30-Nov	\$ 0.04167
28-Feb	0.04167	30-Apr	0.04167	30-Jun	0.04167	31-Aug	0.04167	31-Oct	0.04167	31-Dec	0.04167

Distribution Reinvestment Plan:

For information regarding the Distribution Reinvestment Plan, please contact our Investor Relations department, our Transfer Agent or visit our website at www.middlefield.com.

You may voluntarily terminate your participation in the Plan and elect to receive cash instead of Plan units, by delivering to the Plan Agent (or, if you are beneficial owners of units, by having your broker or other nominee deliver to the Plan Agent (through CDS & Co., if applicable) on your behalf) a written notice of termination signed by you or your broker or other nominee, as applicable.

2023 TAX INFORMATION (PER UNIT)

Middlefield Sustainable Infrastructure Dividend ETF will be issuing T3 Supplementary slips to registered unitholders by April 1, 2024. The following table outlines the allocation of the 2023 distribution for each Unit.

RECORD DATE	PAYABLE DATE	DISTRIBUTION PER UNIT	ALLOCATION
			RETURN OF CAPITAL
January 31, 2023	February 15, 2023	\$ 0.041670	\$ 0.041670
February 28, 2023	March 15, 2023	0.041670	0.041670
March 31, 2023	April 14, 2023	0.041670	0.041670
April 30, 2023	May 15, 2023	0.041670	0.041670
May 31, 2023	June 15, 2023	0.041670	0.041670
June 30, 2023	July 14, 2023	0.041670	0.041670
July 31, 2023	August 15, 2023	0.041670	0.041670
August 31, 2023	September 15, 2023	0.041670	0.041670
September 30, 2023	October 13, 2023	0.041670	0.041670
October 31, 2023	November 15, 2023	0.041670	0.041670
November 30, 2023	December 15, 2023	0.041670	0.041670
December 31, 2023	January 15, 2024	0.041670	0.041670
TOTAL		\$ 0.500040	\$ 0.500040
		100.00%	100.00%

Holders of Units outside of an RRSP, RRIF or DPSP should have received a T3 tax slip from their investment dealer. T3 tax slips report Capital Gains in Box 21, Other Income in Box 26, Return of Capital in Box 42 and Eligible Dividends in Box 49. Eligible Dividends are subject to the gross-up and federal dividend tax credit rules. The Return of Capital component of the distribution is a non-taxable amount that should be deducted from the adjusted cost base of the Units.

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 2023 Short Duration LP (commenced October 5, 2023)	
• MRF 2023 Resource Limited Partnership	
• MRF 2024 Resource Limited Partnership (commenced February 22, 2024)	
INTERNATIONAL FUNDS	
• Middlefield Canadian Income PCC	London UK Stock Exchange (LSE) Symbol:MCT

Dean Orrico
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
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 Four Seasons Hotels Inc.

**Christine Helsdon Tekker,
 MBA, LLM, ICD.D**
 Senior Vice President, Lending
 Infrastructure Ontario

**Edward V. Jackson
 (Chairman)**
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 SSR Health LLC
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Middlefield Group

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 Chief Financial Officer & Vice President

Mark Aboud
 Managing Director,
 Workplace Innovation and Productivity

Dennis da Silva
 Senior Portfolio Manager

Nancy Tham
 Managing Director, Sales

Shane Obata
 Portfolio Manager

Robert Moffat
 Portfolio Manager

Anthony Tavella, MBA, MFin
 Executive Director, International and Marketing

Stacy J. Crestohl
 Director, Operations

Rose Espinoza
 Director, International

Catherine Rebuldela, CPA, CGA
 Director, Operations

Victor Xu, CFA
 Director, Corporate Development

Shiranee Gomez
 Senior Vice-President

Victor Ngai
 Senior Vice-President

Nicole S. Brasseur
 President, Human Resources

Sarah Roberts, CPA, CMA
 Vice-President

Jimmy Xu
 Vice-President, Information Technology

Rachel Zhang
 Vice-President

Sylvia Casillano, CPA, CGA
 Assistant Vice-President

Maggie Vanadero – Chu
 Associate

Justin Ip
 Business Development Associate

Scott Hu
 Associate, Information Technology

Mazhar Ahsan Abdulwahab
 Investment Analyst

Curtis Blakely
 Business Development Associate

Juanita Lam
 Brand Designer

Joshua Wiggins
 Brand Strategist

Stephen Chamberlain
 Vice-President,
 Middlefield Realty Services Limited

Auditor
 Deloitte LLP, Chartered Professional Accountants
 RSM Canada LLP

Legal Counsel
 Bennett Jones
 DLA Piper (Canada) LLP
 Fasken Martineau DuMoulin LLP
 McCarthy Tétrault

Bankers
 Bank of Montreal
 Canadian Imperial Bank of Commerce
 Royal Bank of Canada
 The Bank of Nova Scotia
 The Toronto-Dominion Bank

Custodian
 RBC Investor Treasury Services

Transfer Agents
 RBC Investor Service Trust
 TSX Trust Company

Affiliates
 Middlefield Group Limited
 Middlefield Capital Corporation
 Middlefield Financial Services Limited
 MFL Management Limited
 MF Properties Limited
 Middlefield International Limited
 Middlefield Limited
 Middlefield Realty Services Limited
 Middlefield Resource Corporation



MIDDLEFIELD

INVESTMENTS THAT WORK FOR YOU

TORONTO, CANADA
The Well
8 Spadina Avenue, Suite 3100
Toronto, Ontario
Canada M5V 0S8
Telephone (416) 362-0714

LONDON, ENGLAND
Middlefield International Limited
288 Bishopsgate London,
England EC2M 4QP
Telephone (0207) 814-6644
Fax (0207) 814-6611

www.middlefield.com
invest@middlefield.com
(888) 890-1868