



2023 ANNUAL REPORT

**MIDDLEFIELD
U.S. EQUITY
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

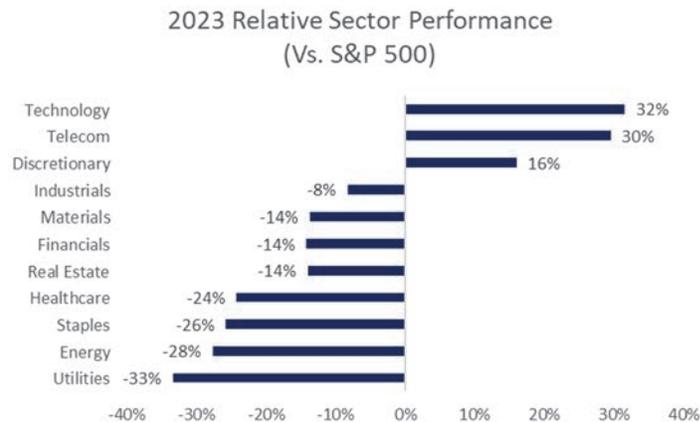
This document may contain forward looking statements, including statements regarding: the Fund, its strategies, goals and objectives; prospects; future performance or condition; possible future actions to be taken by the Fund; and the performance of investments, securities, issuers or industries in which 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 U.S. Equity Dividend ETF (the "Fund") are to provide holders with: (i) stable monthly cash distributions; and (ii) long-term total return through capital appreciation of the Fund's investment portfolio. The Fund invests in a diversified, actively managed portfolio comprised primarily of dividend-paying securities with a focus on the U.S. consumer, financials, industrials and information technology sectors that are expected by Middlefield Capital Corporation ("MCC" or the "Advisor") to benefit from growth in the U.S. economy.

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 ("HISAs"); and the risk that the economy enters a recession.

Results of Operations

Investment Performance

During 2023, the net assets of the Fund increased to \$37.2 million at December 31, 2023 from \$34.9 million at December 31, 2022. On a per unit basis, the net assets of the Fund increased from \$13.50 at December 31, 2022 to \$15.75 at December 31, 2023. The Fund recorded a net gain on its investment portfolio of approximately \$6.8 million or \$2.74 per unit during the year.

Revenue and Expenses

Revenue before expenses for the year ended December 31, 2023 amounted to \$7.5 million, up from a loss of \$1.2 million in 2022 as a result of a change in unrealized gain on the Fund's portfolio investments. Operating expenses for the year ended December 31, 2023 amounted to \$0.5 million, up from \$0.4 million in 2022. The operating expenses contributed to the management expense ratio ("MER") of 1.42% in 2023, down from 1.55% in 2022. As a result, profit after tax amounted to \$7.0 million or \$2.81 per unit, up from a loss of \$1.6 million or \$0.95 per unit in the prior year. Distributions for the year ended December 31, 2023 amounted to \$0.55 per unit.

Trends

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.

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. MCC, the advisor to the Fund and a company under common control with the Manager, receives advisory fees from the Manager out of the management fee. MCC also receives brokerage commissions from the Fund in connection with securities transactions. All brokerage commissions paid by the Fund to MCC were at or below market rates. As at December 31, 2023, the Fund held an investment in another investment fund managed by the Manager. All management fees charged by the underlying investment fund held by the Fund were rebated to the Fund. For further details, please see the notes to the financial statements.

Management Fees

Management fees are calculated at 0.75% 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.

Financial Highlights

Net Assets are calculated in accordance with International Financial Reporting Standards ("IFRS").

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2023

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

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund’s financial performance for the indicated years. Ratios and Supplemental Data are derived from the Fund’s Net Asset Value.

The Fund’s Net Assets per Unit⁽¹⁾

	2023	2022	2021	2020	2019
Net Assets, Beginning of Year	\$ 13.50	\$ 17.76	\$ 14.66	\$ 13.16	\$ 11.48
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.29	0.22	0.17	0.18	0.27
Total Expenses (excluding distributions)	(0.21)	(0.23)	(0.34)	(0.28)	(0.26)
Realized Gains (Losses) for the Year	0.36	0.27	1.58	3.39	0.94
Unrealized Gains (Losses) for the Year	2.38	(1.20)	2.25	(1.73)	1.37
Transaction Costs on Purchase and Sale of Investments	(0.01)	(0.01)	(0.01)	(0.02)	(0.01)
TOTAL INCREASE (DECREASE) FROM OPERATIONS⁽²⁾	2.80	(3.71)	3.65	2.05	2.23
DISTRIBUTIONS:					
From Net Investment Income	0.08	-	-	-	0.01
From Capital Gains	0.35	0.25	0.55	0.55	0.54
Return of Capital	0.12	0.30	-	-	-
TOTAL DISTRIBUTIONS⁽³⁾	0.55	0.55	0.55	0.55	0.55
Net Assets, End of Year	\$ 15.75	\$ 13.50	\$ 17.76	\$ 14.66	\$ 13.16

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

Ratios and Supplemental Data

	2023	2022	2021	2020	2019
Total Assets (000s) ⁽¹⁾	\$ 37,466	\$ 35,180	\$ 15,439	\$ 12,001	\$ 16,393
Total Net Asset Value (000s) ⁽¹⁾	\$ 37,217	\$ 34,925	\$ 15,318	\$ 11,911	\$ 16,285
Number of Units Outstanding ⁽¹⁾	2,362,302	2,587,302	862,302	812,302	1,237,302
Management Expense Ratio (“MER”) ⁽²⁾	1.42%	1.55%	2.02%	1.95%	1.78%
MER (excluding interest expense and issuance costs) ⁽²⁾	1.42%	1.55%	2.02%	1.95%	1.78%
Trading Expense Ratio ⁽³⁾	0.07%	0.10%	0.04%	0.18%	0.09%
Portfolio Turnover Rate ⁽⁴⁾	55.79%	76.33%	45.18%	75.59%	40.87%
Net Asset Value per Unit	\$ 15.75	\$ 13.50	\$ 17.76	\$ 14.66	\$ 13.16

⁽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. Where a Fund invests in securities of another investment fund managed by the Manager, the total expenses include the pro-rata share of the expenses of the underlying Fund.

⁽³⁾ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average Net Asset Value during the year. Where a Fund invests in securities of another investment fund managed by the Manager, the total commissions and other portfolio transaction costs include the pro-rata share of these costs from the underlying Fund.

⁽⁴⁾ The Fund’s portfolio turnover rate indicates how actively the Fund’s portfolio investments are managed. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the year. The higher the Fund’s portfolio turnover rate in a year, the greater the trading costs payable by the Fund in the year, and the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of a fund.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

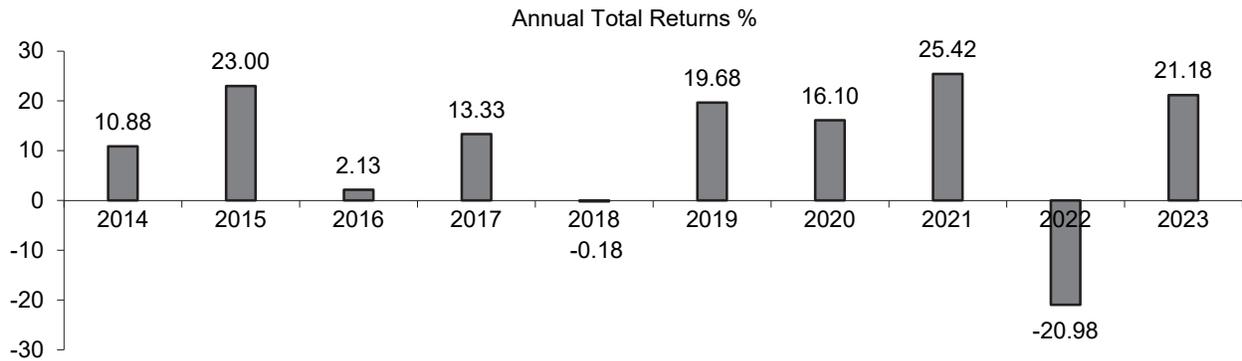
FOR THE YEAR ENDED DECEMBER 31, 2023

Past Performance

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

Year-By-Year Returns

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



Annual Compound Returns

	Periods Ended December 31, 2023			
	One Year	Three Years	Five Years	Ten Years
Middlefield U.S. Equity Dividend ETF	21.18%	6.29%	10.77%	10.14%
S&P 500 Dividend Aristocrats Net Total Return Index	5.05%	9.04%	10.71%	12.26%

The S&P 500 Dividend Aristocrats Net Total Return Index measures the performance of S&P 500 companies that have increased dividends every year for the last 25 consecutive years.

The Fund's total return of 21.18% outperformed the 5.05% return generated by the Index. The Fund's performance in 2023 was affected by its allocation to outperforming sectors, including Technology.

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 Middlefield Healthcare Dividend ETF	8.5
2 Broadcom Inc.	6.3
3 Blackstone Property Partners L.P.	5.6
4 NVIDIA Corporation	5.3
5 Apple Inc.	5.0
6 Eaton Corp PLC	4.9
7 Microsoft Corp	4.9
8 Amazon.com Inc.	4.8
9 Palo Alto Networks Inc.	4.8
10 Alphabet Inc.	4.7
11 Visa Inc.	4.6
12 Exxon Mobil Corp.	3.9
13 Motorola Solutions Inc.	3.9
14 T-Mobile US Inc.	3.9
15 Costco Wholesale Corp.	3.7
16 ASML Holding N.V.	3.2
17 Sony Group Corporation	2.7
18 Republic Services Inc.	2.6
19 McDonald's Corp.	2.6
20 Merck & Co., Inc.	2.3
21 Novo Nordisk A/S	2.2
22 Prologis Inc.	1.9
23 Ares Management Corp.	1.7
24 Edison International	1.3
25 Netflix, Inc.	1.2

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

ASSET CLASS	% OF NET ASSET VALUE
Technology	33.5
Healthcare	12.9
Financials	11.9
Consumer Discretionary	10.1
Communication Services	9.8
Industrials	9.2
Energy	3.9
Consumer Staples	3.7
Real Estate	1.9
Utilities	1.3
Cash and Short-Term Investments	2.1
Other Assets (Liabilities)	(0.3)
	100.0

TOTAL NET ASSET VALUE \$ 37,217,499

TOTAL ASSETS \$ 37,466,150

The Summary of Investment Portfolio may change over time due to ongoing portfolio transactions. The Prospectus of any investment funds owned by the Fund can be found online at www.sedarplus.ca. Please visit www.middlefield.com for the most recent quarter-end Summary of Investment Portfolio.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements Middlefield U.S. Equity 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
Middlefield U.S. Equity 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 clean, 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	\$ 36,544,531	\$ 33,574,617
Cash	776,815	1,507,560
Income and Interest Receivable	91,348	71,252
Accounts Receivable from Broker	53,456	26,875
Total Assets	37,466,150	35,180,304
LIABILITIES		
Current Liabilities		
Accounts Payable and Accrued Liabilities	140,387	136,895
Distributions Payable (Note 12)	108,264	118,576
Total Liabilities (excluding Net Assets Attributable to Holders of Redeemable Units)	248,651	255,471
Net Assets Attributable to Holders of Redeemable Units	\$ 37,217,499	\$ 34,924,833
Redeemable Units Outstanding (Note 7)	2,362,302	2,587,302
Net Assets Attributable to Holders of Redeemable Units per Unit	\$ 15.75	\$ 13.50

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	\$ 690,609	\$ 364,568
Interest Income for Distribution Purposes	30,376	9,127
Foreign Exchange Gain (Loss) on Cash	(16,282)	(201,112)
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	884,835	656,451
Net Realized Gain (Loss) from Derivatives Transactions	23,152	-
Change in Net Unrealized Gain (Loss) on Investments excluding Derivatives	5,922,064	(2,017,827)
Change in Net Unrealized Gain (Loss) on Derivatives	-	-
Change in Net Unrealized Gain (Loss) on Foreign Currency Transactions	(1,783)	78
Total Revenue (Loss)	7,532,971	(1,188,715)
OPERATING EXPENSES (Note 8)		
Audit Fees	33,393	23,019
Custodial Fees	3,899	2,543
Fund Administration Costs	121,913	85,539
Legal Fees	7,440	24,276
Management Fee	275,531	175,439
Transaction Costs (Note 8)	22,136	21,375
Unitholder Reporting Costs	23,710	23,166
Total Expenses	488,022	355,357
Withholding Taxes	70,431	46,789
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	\$ 6,974,518	\$ (1,590,861)
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units per Unit (Note 7)	\$ 2.81	\$ (0.95)

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	\$ 34,924,833	\$ 15,318,006
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Units	6,974,518	(1,590,861)
Distributions to Unitholders	(1,361,042)	(957,738)
Payment on Redemption of Trust Units	(3,693,008)	(1,427,338)
Proceeds from Issue of Trust Units	372,198	23,582,764
Net Assets Attributable to Holders of Redeemable Units at End of Year	\$ 37,217,499	\$ 34,924,833

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	\$ 6,974,518	\$ (1,590,861)
Adjustments:		
Purchases of Investments	(19,804,163)	(37,350,804)
Proceeds from Sale of Investments	23,637,719	17,423,930
Foreign Exchange (Gain) Loss	18,065	201,034
Net Realized (Gain) Loss from Investment Transactions	(907,987)	(656,451)
Change in Net Unrealized (Gain) Loss on Investments	(5,922,064)	2,017,827
	3,996,088	(19,955,325)
Net Change in Non-Cash Working Capital	(16,604)	19,660
Net Cash from (used in) Operating Activities	3,979,484	(19,935,665)
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Payment on Redemption of Trust Units	(3,693,008)	(1,427,338)
Proceeds from Issue of Trust Units	372,198	23,582,764
Distributions Paid to Unitholders	(1,371,354)	(878,681)
Net Cash from (used in) Financing Activities	(4,692,164)	21,276,745
Net Increase (Decrease) in Cash	(712,680)	1,341,080
Foreign Exchange Gain (Loss)	(18,065)	(201,034)
Cash at Beginning of Year	1,507,560	367,514
Cash at End of Year	\$ 776,815	\$ 1,507,560

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
Apple Inc.	7,400	\$ 1,221,952	\$ 1,878,638
ASML Holding N.V.	1,200	678,624	1,197,690
Broadcom Inc.	1,600	1,026,109	2,355,019
Microsoft Corp	3,700	1,224,704	1,834,632
Motorola Solutions Inc.	3,500	1,015,590	1,444,942
NVIDIA Corporation	3,000	1,122,891	1,958,991
Palo Alto Networks Inc.	4,600	1,249,234	1,788,613
TECHNOLOGY: 33.5%		7,539,104	12,458,525
Merck & Co., Inc.	6,000	813,577	862,523
Middlefield Healthcare Dividend ETF*	290,000	2,841,731	3,108,799
Novo Nordisk A/S	6,000	827,890	818,455
HEALTHCARE: 12.8%		4,483,198	4,789,777
Ares Management Corp.	4,000	560,125	627,232
Blackstone Property Partners L.P.	12,000	1,363,787	2,071,573
Visa Inc.	5,000	1,374,843	1,716,488
FINANCIALS: 11.8%		3,298,755	4,415,293
Amazon.com Inc.	9,000	1,361,184	1,803,133
McDonald's Corp.	2,500	808,618	977,445
Sony Group Corporation	8,000	910,078	998,866
CONSUMER DISCRETIONARY: 10.1%		3,079,880	3,779,444
Alphabet Inc.	9,500	1,242,994	1,749,855
Netflix, Inc.	700	266,979	449,400
T-Mobile US Inc.	6,800	1,314,744	1,437,596
COMMUNICATION SERVICES: 9.7%		2,824,717	3,636,851
Deere & Company	800	320,809	421,815
Eaton Corp PLC	5,800	1,212,343	1,841,763
Emerson Electric Co.	1,600	209,496	205,343
Republic Services Inc.	4,500	792,966	978,527
INDUSTRIALS: 9.2%		2,535,614	3,447,448
Exxon Mobil Corp.	11,000	1,496,362	1,450,170
ENERGY: 3.9%		1,496,362	1,450,170
Costco Wholesale Corp.	1,600	1,005,456	1,392,611
CONSUMER STAPLES: 3.7%		1,005,456	1,392,611
Prologis Inc.	4,000	667,918	703,078
REAL ESTATE: 1.9%		667,918	703,078
Edison International	5,000	423,439	471,334
UTILITIES: 1.3%		423,439	471,334
TRANSACTION COSTS (Note 8)		(9,165)	-
TOTAL INVESTMENTS: 97.9%		27,345,278	36,544,531
CASH: 2.1%		776,815	776,815
Total Investment Portfolio, Including Cash		\$ 28,122,093	\$ 37,321,346

*At December 31, 2023, the Fund held 2.1% of the net assets of Middlefield Healthcare Dividend ETF (the "Underlying Fund"). Middlefield Limited is the trustee and the manager for both the Fund and the Underlying Fund.

**67.1% of the Fund's net assets were held by Middlefield U.S. Equity Dividend Class (the "Top Fund") as at December 31, 2023. Middlefield Limited acts as the manager for both the Fund and the Top Fund.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

1. Middlefield U.S. Equity Dividend ETF

Middlefield U.S. Equity Dividend ETF (the “Fund”) is an exchange-traded fund (“ETF”) established under the laws of the Province of Alberta on November 28, 2013. The Fund converted from a closed-end investment fund into an ETF on June 11, 2019. 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 ACZ.UN to ACZ. The investment strategies of the Fund remain substantially similar before and after the conversion. On February 15, 2022, the name of the Fund was changed to Middlefield U.S. Equity Dividend ETF and the Toronto Stock Exchange Ticker symbol was changed from ACZ to MUSA.

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 December 19, 2013, 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

The Fund’s investment objectives are to: (i) provide unitholders with stable monthly cash distributions and (ii) enhance long-term total return through capital appreciation of the Fund’s investment portfolio. The Fund invests in a diversified, actively managed portfolio comprised primarily of dividend-paying securities with a focus on the U.S. consumer, financials, industrials and information technology sectors that are expected by the Advisor to benefit from growth in the U.S. economy.

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 liabilities are classified at fair value through profit or loss (“FVTPL”) and amortized cost.

Classification, Measurement, Impairment and Hedge Accounting

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

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

IFRS 9 uses the expected credit loss model (“ECL”), as the new impairment model for financial assets carried at amortized cost. The Fund’s financial assets measured at amortized cost consist of trade receivables with no financing component and which have maturities of less than 12 months, as such, it has chosen to apply the simplified ECL approach, whereby any loss allowance is recognized based on the lifetime of ECLs. Given the short-term nature and high credit quality 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, 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 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.

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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

4. Summary of Material Accounting Policies (continued)

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 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.

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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

4. Summary of Material Accounting Policies (continued)

J. Critical Accounting Estimates and Judgments (continued)

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

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.

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 values of the Fund's financial instruments are 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, accounts receivable, prepaid interest, loan payable, distributions payable and accounts payable and accrued liabilities, approximate their fair values due to their short-term nature. Fair values of the Fund's investments 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 and 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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

6. Financial Risk Management (continued)

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	\$ 36,544,531	\$ 33,574,617

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 \$3,654,453 (December 31, 2022 - \$3,357,462) increase or decrease in net assets of the Fund, with all other factors held constant.

B. Interest Rate Risk

Interest rate risk describes the Fund's exposure to changes in the general level of interest rates. Interest rate risk arises when the Fund invests in interest-bearing financial assets such as cash and 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	\$ 776,815	\$ 1,507,560

Based on the above exposure at December 31, 2023, a 1% per annum increase or decrease in interest rates would result in a \$7,768 (December 31, 2022 - \$15,076) 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 a public stock exchange or that may be illiquid. As a result, the Fund may not be able to dispose of these investments in a timely manner. The Fund mitigates this risk through active management, which 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	\$ 108,264	\$ -	\$ -	\$ 108,264
Accounts Payable and Accrued Liabilities	140,387	-	-	140,387
Net Assets Attributable to Holders of Redeemable Units	37,217,499	-	-	37,217,499
Total	\$ 37,466,150	\$ -	\$ -	\$ 37,466,150

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022

6. Financial Risk Management (continued)

C. Liquidity Risk (continued)

As at December 31, 2022

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Distributions Payable	\$ 118,576	\$ -	\$ -	\$ 118,576
Accounts Payable and Accrued Liabilities	136,895	-	-	136,895
Net Assets Attributable to Holders of Redeemable Units	34,924,833	-	-	34,924,833
Total	\$ 35,180,304	\$ -	\$ -	\$ 35,180,304

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.

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 U.S. dollars. The Fund has not hedged its exposure to currency fluctuations; however, it closely monitors relevant foreign exchange currency movements. The Fund is exposed to foreign exchange rate risk through the following financial instruments:

As at December 31, 2023

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 33,435,731	\$ 311,733	\$ 68,612	\$33,816,076
European Euro	-	(100)	-	(100)
Total	\$ 33,435,731	\$ 311,633	\$ 68,612	\$ 33,815,976

As at December 31, 2022

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 27,965,037	\$ 18,173	\$ 48,516	\$28,031,726
European Euro	1,212,850	-	-	1,212,850
Total	\$ 29,177,887	\$ 18,173	\$ 48,516	\$ 29,244,576

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 \$3,381,598 (December 31, 2022 - \$2,924,458) decrease or increase in net assets of the Fund, with all other factors held constant.

E. Credit Risk

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

The Fund 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
Technology	33.5	25.7
Healthcare	12.9	18.2
Financials	11.9	8.5
Consumer Discretionary	10.1	8.9
Communication Services	9.8	7.8
Industrials	9.2	6.7
Energy	3.9	3.7
Consumer Staples	3.7	9.2
Real Estate	1.9	0.9
Utilities	1.3	3.3
Pipelines	-	2.7
Gold	-	0.5
Total	98.2	96.1

7. Redeemable Units

Authorized

The Fund is authorized to issue an unlimited number of transferable, redeemable 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.

The Fund issued 5 million units at \$10.00 per unit in 2013. During the year ended December 31, 2023, the Fund redeemed 250,000 units (December 31, 2022 – 100,000), issued 25,000 units (December 31, 2022 – 1,825,000). For the year ended December 31, 2023, 1,282 units (December 31, 2022 – 1,443) were distributed under the Plan.

The average number of units outstanding during the year ended December 31, 2023 was 2,484,288 (December 31, 2022 – 1,682,769). 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 0.75% 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 \$0.3 million (December 31, 2022 - \$0.2 million). At December 31, 2023, the management fees payable by the Fund was \$74,253 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 \$22,136 (December 31, 2022 – \$21,375). Included in this amount is \$6,577 (December 31, 2022 – \$7,213) 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 \$45,691 throughout the year and \$6,600 is 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.

D. Distribution Receivable from Underlying Investments

As disclosed in the Schedule of Investment Portfolio, the Fund invests in investment funds managed by the Manager. Distributions receivable from the investment in these Funds, if any, would be included in the amount of Income and Interest Receivable shown on the Statements of Financial Position. As at December 31, 2023 distributions receivable from investments managed by the Manager amounted to \$14,500 (December 31, 2022 - \$14,500).

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. 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 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.

11. Loss Carryforwards

At December 31, 2023, the Fund had capital losses of \$687,853 (December 31, 2022 – \$687,853) and non-capital losses of \$392,265 (December 31, 2022 – \$394,767) available for carry forward for tax purposes. The capital losses can be carried forward indefinitely.

The expiry dates of the non-capital losses are as follows:

Expiry Date	Amount
December 31, 2037	\$ 392,265

12. 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 \$0.55 per unit (December 31, 2022 – \$0.55).

Another investment fund managed by the Manager has invested in the Fund. The distributions payable to this investment fund amounted to \$72,366 as at December 31, 2023 and was included in the amount of Distribution Payable shown on the Statements of Financial Position.

DISTRIBUTIONS (PER UNIT)

2014

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2015

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2016

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
29-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2017

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2018

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2019

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2020

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
29-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2021

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2022

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

2023

31-Jan	\$ 0.04583	31-Mar	\$ 0.04583	31-May	\$ 0.04583	31-Jul	\$ 0.04583	30-Sep	\$ 0.04583	30-Nov	\$ 0.04583
28-Feb	0.04583	30-Apr	0.04583	30-Jun	0.04583	31-Aug	0.04583	31-Oct	0.04583	31-Dec	0.04583

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 U. S Equity 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		
			FOREIGN NON – BUSINESS INCOME	ELIGIBLE DIVIDEND	RETURN OF CAPITAL
January 31, 2023	February 15, 2023	\$ 0.045830	\$ 0.001987	\$ 0.002552	\$ 0.041291
February 28, 2023	March 15, 2023	0.045830	0.001987	0.002552	0.041291
March 31, 2023	April 14, 2023	0.045830	0.001987	0.002552	0.041291
April 30, 2023	May 15, 2023	0.045830	0.001987	0.002552	0.041291
May 31, 2023	June 15, 2023	0.045830	0.001987	0.002552	0.041291
June 30, 2023	July 14, 2023	0.045830	0.001987	0.002552	0.041291
July 31, 2023	August 15, 2023	0.045830	0.001987	0.002552	0.041291
August 31, 2023	September 15, 2023	0.045830	0.001987	0.002552	0.041291
September 30, 2023	October 13, 2023	0.045830	0.001987	0.002552	0.041291
October 31, 2023	November 15, 2023	0.045830	0.001987	0.002552	0.041291
November 30, 2023	December 15, 2023	0.045830	0.001987	0.002552	0.041291
December 31, 2023	January 15, 2024	0.045830	0.001987	0.002552	0.041291
TOTAL		\$ 0.549960	\$ 0.023844	\$ 0.030624	\$ 0.495492
		100.00%	4.33%	5.57%	90.10%

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

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Jeremy T. Brasseur
 Executive Chairman

Robert F. Lauzon, CFA
 Chief Investment Officer

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 Infrastructure Ontario

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 SSR Health LLC
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 McCarthy Tétrault

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 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



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