

**Middlefield Canadian Income PCC (the "Company") and  
Middlefield Canadian Income – GBP PC a cell of Middlefield Canadian Income PCC (the "Cell")  
whose registered office is at 28 Esplanade, St Helier, Jersey JE2 3QA**

**FORM OF PROXY** for the Cell and Company Meeting to be held at 11.45 a.m. on Thursday 17 June, 2021 at 11 Cumberland House, 1 Kensington Road, London W8 5NX, United Kingdom.

I/We \_\_\_\_\_ being a member/members of the above-mentioned Company/Cell hereby appoint the Chairman of the meeting or \_\_\_\_\_\* as my/our proxy to vote for me/us on my/our behalf at the Cell and Company Meeting to be held on Thursday 17 June, 2021 or at any adjournment thereof.

\*Shareholders should note that if they appoint a proxy that is not the Chairman of the meeting, such proxy will not currently be permitted to attend the meeting in person and so Shareholders are encouraged to appoint the Chairman of the meeting as their proxy.

Signature.....

Signed this .....day of ..... 2021.

This form is to be used for the following resolutions:-

<b>ORDINARY BUSINESS – CELL AND COMPANY ORDINARY RESOLUTIONS</b>	<b>FOR</b>	<b>AGAINST</b>	<b>WITHHELD</b>
1. To re-elect Michael Phair as a Director of the Cell and the Company.			
2. To re-elect Dean Orrico as a Director of the Cell and the Company.			
3. To re-elect Philip Bisson as a Director of the Cell and the Company.			
4. To re-elect Richard Hughes as a Director of the Cell and the Company.			
5. To elect Kate Anderson as a Director of the Cell and the Company			

Unless otherwise instructed the Proxy will vote or abstain from voting as he thinks fit.

**NOTES:**

1. A holder of management shares in the capital of the Company and/or of redeemable participating preference shares of no par value in the capital of the Cell ("**Shares**") entitled to attend and vote at the Cell and Company Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a holder of the Shares.
2. To be valid, forms of proxy must reach Link Group, 10th Floor, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 48 hours before the time appointed for the Cell and Company Meeting (or any adjournment thereof). Any power of attorney or other authority under which the form of proxy is signed must be sent with the form of proxy.

<b>For office use only</b>	
Holder No	
No of Shares	