



MIDDLEFIELD CANADIAN INCOME PCC AND MIDDLEFIELD CANADIAN INCOME - GBP PC (together the "Company")

POSTING OF CIRCULAR CONVENING AN EXTRAORDINARY GENERAL MEETING

22 November 2013

Amendment to investment policy

Further to the Company's announcement on 10 October 2013 regarding a proposed change to its investment policy following consultation with a number of the Company's largest shareholders, the Company has today posted a circular to shareholders seeking approval at an extraordinary general meeting (the "EGM") for such an amendment. This amendment will increase the percentage of the value of portfolio assets which may be invested in securities listed on a recognised stock exchange outside of Canada, from 10 per cent. to 20 per cent. The Company, having been advised by its investment manager, Middlefield Capital Corporation ("MCC"), expects this added flexibility will initially be primarily used to invest in the US. MCC possesses considerable expertise in managing funds which invest in the securities of US and other global issuers. The Company, as advised by MCC, believes that US equities are currently attractively valued, offer excellent total return potential and represent a low-risk alternative to participating in global growth. Accordingly, it is the Company's expectation that this amendment will offer the potential to further diversify the Company's portfolio while increasing its opportunities to provide a favourable total return to shareholders.

The amendment is conditional on the approval by shareholders of an ordinary resolution to be proposed at the EGM convened for 3.00 p.m. on Wednesday, 11 December 2013 at 14 St. George Street, London W1S 1FE.

A copy of the circular will shortly be available for inspection at www.hemscott.com/nsm.do.

Copies of the circular are also available in electronic form on the Company's website at www.middlefield.co.uk and are available for collection during normal business hours on any day (Saturday, Sunday and public holidays excepted) from the offices of Norton Rose Fulbright LLP, 3 More London Riverside, London SE1 2AQ.

Formalisation of investment management arrangements

The Company also announced on 10 October 2013 that, to ensure the Company would be classified as a non-EU Alternative Investment Fund managed by a non-EU Alternative Investment Fund Manager for the purposes of the Alternative Investment Fund Managers Directive, it wished to formalise the appointment of MCC as the Company's discretionary investment manager, a role which it has performed, as a delegate of Middlefield International Limited ("MIL"), since the restructuring of the Company in October 2011.

As stated in the announcement of 10 October 2013, the appointment of MCC as investment manager was subject to approval of the Jersey Financial Services Commission. This approval was obtained on 25 October 2013 and subsequently the Company, MCC and MIL have entered into a new investment management and advisory services agreement dated 20 November 2013 under which MCC acts as the Company's discretionary investment manager and MIL continues to provide investment advisory services. The fees payable by the Company under the new agreement (0.70 per cent of NAV) and the circumstances, including the notice period (90 days), in which the agreement can be terminated by the parties remain unchanged, and the other terms of the new agreement are substantially the same as those contained in the previous investment management agreement between the Company and MIL dated 18 August 2011.

Enquiries:

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