

## MIDDLEFIELD ANNOUNCES REDUCED FEES AND IMPROVED LIQUIDITY PURSUANT TO PROPOSED MERGER AND CONVERSIONS OF TSX-LISTED FUNDS

Middlefield Group, on behalf of COMPASS *Income Fund* (“COMPASS”) (TSX: CMZ.UN), YIELDPLUS *Income Fund* (“YIELDPLUS”) (TSX: YP.UN), MINT *Income Fund* (“MINT”) (TSX: MID.UN), INDEXPLUS *Income Fund* (“INDEXPLUS”) (TSX: IDX.UN) and ACTIVEEnergy *Income Fund* (“ACTIVE”) (TSX: AEU.UN) (collectively the “Funds”) is pleased to announce the intention to:

- merge COMPASS and YIELDPLUS into MINT (the “Merger”); and
- convert INDEXPLUS and ACTIVE into mutual funds or exchange-traded funds (together, the “Conversions” and, together with the Merger, the “Transactions”).

A special meeting of unitholders of each of the Funds (the “Meetings” and individually, a “Meeting”) will be held on or about February 28, 2017 in order to approve the Transaction applicable to each Fund.

### *About the Merger*

The Merger is intended to combine the substantially similar investment portfolios of COMPASS, YIELDPLUS and MINT, with MINT being the continuing fund. It is expected that MINT’s increased assets under management following the Merger will provide unitholders of COMPASS, YIELDPLUS and MINT with an investment in a fund with greater investment opportunities, increased liquidity and a reduction in aggregate fees and expenses. **In addition, the Merger is expected to benefit unitholders of COMPASS and YIELDPLUS by reducing the annual management fee payable by those Funds.** The Merger is also expected to benefit the unitholders of MINT and COMPASS by accelerating the annual redemption rights of those funds to August 31, which is consistent with the annual redemption right of YIELDPLUS.

The Merger is expected to be effected on a tax-deferred “rollover” basis at an exchange ratio calculated as the net asset value per unit of COMPASS or YIELDPLUS, as applicable, divided by the net asset value per unit of MINT, determined as of the close of trading on the Toronto Stock Exchange (the “TSX”) on the business day immediately prior to the effective date of the Merger.

### *About MINT*

**Investment Objectives** - The objectives of MINT are to provide unitholders with (i) a high level of sustainable income distributed monthly over the life of the Fund, (ii) a cost-effective method of reducing the risk of investing in high income securities, and (iii) the potential for capital appreciation by investing in an actively managed, diversified portfolio comprised primarily of high yielding equity securities.

**Performance** – Since its inception over 19 years ago in March 1997, MINT has a track record that has outperformed the S&P/TSX Composite, as illustrated in the table below.

Fund/Benchmark	Since Inception
MINT Income Fund	9.1%
S&P/TSX Composite Index	6.4%

Source: Bloomberg, Middlefield. As at November 30, 2016. Figures reflect annualized total returns, net of fees.

### About the Conversions

The Conversions are expected to benefit unitholders of INDEXPLUS and ACTIVE by providing a continued investment in the successful investment strategies of those funds, but in the reorganized form of an investment fund that offers daily liquidity through redemptions at net asset value. Middlefield Limited, the manager of the Funds, expects to provide a further update to unitholders regarding the Conversions in early 2017.

### Information about the Special Meeting

The Meetings will be held on or about February 28, 2017 commencing at 10:00 a.m. at the offices of Fasken Martineau DuMoulin LLP, 333 Bay Street, Suite 2400, Bay Adelaide Centre, Toronto, ON, M5H 2T6. The respective effective dates of the Merger and the Conversions will occur as soon as reasonably practicable following the Meetings, subject to receipt of all necessary approvals, including, where applicable, unitholder approval and the approval of the TSX, and certain other customary closing conditions.

Additional details regarding the Transactions will be set forth in the joint information circular (the "Information Circular") to be prepared in connection with the Meetings. After considering the Information Circular and related meeting materials, unitholders of the Funds are encouraged to complete and return their proxy forms to ensure their units can be voted at the applicable Meetings. The board of directors of Middlefield Limited, as manager of the Funds, has determined that the Transactions are in the best interests of each of the Funds and accordingly recommends that unitholders of each Fund vote in favour of the Transaction to which each Fund is a party.

For further information on either fund, including their respective annual reports, please visit our website at [www.middlefield.com](http://www.middlefield.com) or contact Nancy Tham or Michael Bury in our Sales and Marketing department at 1.888.890.1868.

*Certain statements in this press release may be viewed as forward-looking statements. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, intentions, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as "expects", "is expected", "anticipates", "plans", "estimates" or "intends" (or negative or grammatical variations thereof), or stating that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Statements which may constitute forward-looking statements relate to: the proposed timing of the Transactions and completion thereof; the benefits of the Transactions; and the Information Circular for the Meetings. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements including as a result of changes in the general economic and political environment, changes in applicable legislation, and the performance of each fund. There are no assurances the funds can fulfill such forward-looking statements and the funds do not undertake any obligation to update such statements. Such forward-looking statements are only predictions; actual events or results may differ materially as a result of risks facing one or more of the funds, many of which are beyond the control of the funds.*