



## ***PRESS RELEASE***

### **MIDDLEFIELD INCOME PLUS II CORP. ANNOUNCES MERGER WITH MIDDLEFIELD INCOME PLUS CLASS**

December 31, 2013 – Middlefield Group, on behalf of Middlefield Income Plus II Corp. (the “Fund”) is pleased to announce that, as described in its initial public offering final prospectus dated February 24, 2012 (the “Prospectus”), the Fund intends to merge (the “Merger”) with Middlefield Income Plus Class (the “Mutual Fund”), an open-end mutual fund managed by Middlefield Limited (which also manages the Fund), subject to the satisfaction of all regulatory requirements. The effective date of the Merger is expected to be on or about March 4, 2014. The Merger will be effected on a “**tax-deferred rollover**” basis at an exchange ratio calculated as the net asset value per equity share (each, an “Equity Share”) of the Fund divided by the net asset value per series A share of the Mutual Fund, determined as at the close of trading on the Toronto Stock Exchange the business day immediately prior to the effective date of the Merger.

Holder of Equity Shares who do not wish to participate in the Merger and receive series A shares of the Mutual Fund will have the opportunity to redeem their Equity Shares prior to the Merger on February 28, 2014. As described in the Prospectus, redeeming holders of Equity Shares must provide notice and surrender their Equity Shares by 5:00 p.m. (Toronto time) on January 30, 2014. Surrendered Equity Shares will be redeemed in accordance with the articles of amendment of the Fund and redemption proceeds will be payable on or before March 21, 2014.

Middlefield Income Plus II Corp. trades on the Toronto Stock Exchange under the symbol “MIP”.

For further information visit our website at [www.middlefield.com](http://www.middlefield.com) or contact the undersigned:

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*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 Merger and expected completion thereof. 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 involved in the Merger. Actual events or results may differ materially from such forward-looking statements as a result of risks facing one or both of the funds, most of which are beyond the control of the funds. There are no assurances the funds can fulfill such forward-looking statements and the funds do not undertake any obligation to update such statements.*