



2020 ANNUAL REPORT

**MIDDLEFIELD
INCOME PLUS**
CLASS



MIDDLEFIELD MUTUAL FUNDS

MIDDLEFIELD CORPORATE PROFILE

The Middlefield Group was established in 1979 and has approximately \$4 billion in assets under management. Middlefield 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, Venture Capital Assets, TSX Publicly Traded Funds and Real Estate Investment Funds and Partnerships.

Many of Middlefield's investment products are designed and managed by our own professionals while some involve strategic partnerships with other "best-in-class" firms that bring unique value to our product offerings. Our investment team comprises portfolio managers, analysts and traders. In 2014, we entered into an exclusive arrangement with SSR, LLC, based in Stamford, Connecticut. They provide specialized research into sectors of the economy such as Healthcare and Innovation Technology. SSR is an independent investment firm whose analysts 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.

TABLE OF CONTENTS

	Corporate Profile
2	2020 Review and Outlook
4	Middlefield Mutual Funds
5	Annual Management Report of Fund Performance
10	Management's Responsibility for Financial Reporting
10	Independent Auditor's Report
11	Financial Statements
17	Notes to Financial Statements
28	Middlefield Funds Family Corporate Information

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.



*Actively Managed Portfolios that are Driving a Smarter, Healthier
and More Sustainable Future*



Middlefield Funds

YOUR PARTNER IN INCOME & GROWTH



MIDDLEFIELD
**Global
Real Estate Class**

MID 600/649/650/601



**REFINITIV LIPPER
FUND AWARDS**

2020 WINNER
CANADA

GLOBAL HEALTHCARE
DIVIDEND FUND

MID 325/327/330/326



MIDDLEFIELD
**Global Dividend Growers
Class**

MID 181/183/186/182



MIDDLEFIELD
Income Plus Class

MID 800/849/850/801



MIDDLEFIELD
Global Infrastructure Fund

MID 510/519/520/501



MIDDLEFIELD
Global Agriculture Class

MID 161/163/166/162

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2020 REVIEW AND OUTLOOK

In a year beset by unprecedented health, economic and political challenges, global equities performed remarkably well in 2020. MSCI World, the S&P 500 and the TSX Composite generated total returns of 16.5%, 18.4% and 5.6%, respectively. While COVID-19 remains a major concern, we're encouraged by the ongoing rollout of approved vaccines and are looking forward to a recovery in economic activity in 2021 and beyond.

Joe Biden was elected President and the Democrats won a narrow control of the Senate, representing a significant shift in US politics. While Democrat control may increase the risk of tighter regulation and higher taxes, the actions of several independently minded senators on both sides of the aisle should reduce the risk of major policy and regulatory changes in 2021. We also note that given the current challenges experienced by consumers and businesses due to the pandemic, we believe President Biden will be primarily focused on lessening the severity and impact of COVID-19 and increasing economic activity and corresponding levels of employment. The Administration is currently pushing for a USD\$1.9 trillion plan which includes cheques to consumers, added unemployment benefits, money for states and municipalities and more funding for a national vaccination program. Biden is calling this the "first step in a two-step plan to build a bridge to the other side of the crises we face". The first step is referred to as the "rescue" package and the second step is being called the "recovery" package and will involve significant investments in infrastructure, including a particular focus on the clean energy sector.

In terms of risks, investors seem relatively complacent about the current elevated levels of equity market valuations. While investors have multiple reasons to be positive, a continued expansion of valuations increases the risk of an equity market correction. While it's difficult to predict the catalyst for such an event, any correction will provide an opportunity to add to our favourite names to drive further gains in 2021. With respect to interest rates, while we do not expect central banks to tighten policy in the short-term. However, better-than-expected economic growth could lift longer-dated rates from relatively low levels, thereby undercutting equity multiples.

Healthcare stocks offer significant relative value against this backdrop. The S&P 500 Healthcare sector ended 2020 trading at a blended forward price to earnings multiple of 16.4x, well below the Index multiple of 22.6x. Valuations are particularly compelling since political risk has abated in recent months. We believe the probability of sweeping healthcare reform is very low since the Biden Administration's main priority will be to gain control of the pandemic by ensuring vaccinations ramp up in a timely fashion and leading biopharma companies such as Pfizer and AstraZeneca will continue to play an integral role in paving the path to normalcy. Given this, we think it unlikely the new Administration will spend its limited and valuable political capital on more controversial Democrat campaign proposals such as drug pricing reform or the establishment of a Public Option.

Middlefield Global Healthcare Dividend Fund generated a total return of 8.4% in 2020 and enters 2021 well-positioned. The Fund has significant exposure to dividend-paying biopharma companies with stable cash flows as well as innovative companies with attractive growth outlooks. We believe the Digital Health sector is supported by durable tailwinds and will be an area of focus for the Fund in 2021 and beyond. The pandemic has accelerated the convergence of healthcare and technology and we expect companies such as Teladoc and Dexcom, who can leverage this trend, to be very well positioned.

U.S. Dividend Growers Class and Global Dividend Growers Class generated total returns of 26.6% and 19.7%, respectively. Both Funds are focused on high quality issuers with strong track records of growing dividends, demonstrating an ability to provide downside protection during periods of market volatility. These attributes enhanced portfolio resiliency in 2020, especially during the first quarter of the year when market volatility was highest. Moreover, dividends have shown to make up a large portion of total returns over time, especially when reinvested. Costco is an example of a leading company with a track record of dividend growth. The stock generated a total return of 36.1% and grew its quarterly dividend by 7.7% in 2020.

The Middlefield Family of mutual funds, which are listed at the end of this report, currently includes eight different funds within the multi-class structure and four mutual fund trusts. The multi-class structure of Middlefield Mutual Funds enables investors to benefit from superior tax efficiencies unavailable to other forms of investment funds. In addition, almost all classes are offered in F-Series.

The pandemic created an extremely challenging and unpredictable operating environment for property owners in 2020. Government mandated lockdowns, including forced store closures and work-from-home orders, have impacted the ability of many landlords to fill vacancies and collect rent in a timely fashion. These challenges were reflected in market performance, with the Canadian Real Estate sector generating a total return of -8.7% in 2020, making it the third worst performing sector in the Index. Looking ahead, we believe 2021 will be a much better year for REITs due to the availability of multiple highly effective vaccines, continued low interest rates as well as ongoing government stimulus.

Middlefield Global Real Estate Class outperformed the benchmark in 2020, generating a total return of -4.4%. Outperformance was largely driven by the Fund's overweight positioning in industrial and data center REITs. Certain trends that were in place prior to the pandemic were accelerated in 2020. For example, e-commerce sales grew by 32% in the U.S. and 28% globally, furthering the growing demand for modern warehousing space. Industrial REITs should continue to benefit from steady rent growth in 2021 and beyond as consumers and businesses adapt to new online methods of purchasing and delivering goods and services. Similarly, the use of cloud services has increased dramatically with companies such as Microsoft reporting millions of new users on its Teams platform, Netflix reaching new records in viewership and online gaming platforms growing exponentially. As a result, data center REITs, which provide the backbone infrastructure for budding cloud services, are well-positioned to benefit from these trends over the long-term. We believe industrial and data centers are must-own asset classes and our real estate portfolios maintain significant exposure to these sectors through positions in high-quality companies such as Granite REIT, WPT Industrial and Equinix.

Outlook

Though valuations remain at the higher end of their historical range and equity market corrections are possible in the coming months, we remain bullish on stocks in 2021 for a number of reasons.

First, the world continues to make progress in the fight against COVID-19. Pfizer, Moderna and AstraZeneca each reported initial efficacy data exceeding 90% for their vaccines while Johnson & Johnson reported 85% efficacy against severe symptoms and hospitalizations. The J&J result is especially impressive since its trials are more reflective of the newer, highly transmissible strains in the U.K., South Africa and Brazil. Multiple countries are now implementing mass inoculation strategies, beginning with their most vulnerable citizens, and production of approved vaccines is accelerating.

Second, monetary and fiscal policy remain highly accommodative. The U.S. Federal Reserve is not expected to increase rates until at least 2023 and we expect other major central banks to follow suit. Regarding fiscal stimulus, governments around the world continue to spend in support of both consumers and businesses that have been most negatively impacted by the pandemic.

Third, as the global economy recovers, so should corporate earnings. While secular winners remain well positioned, we could see the biggest contributions from cyclical sectors such as financials and industrials.



Dean Orrico
President, CEO and Chief Investment Officer
Middlefield Capital Corporation



Robert F. Lauzon
Managing Director and Deputy Chief Investment Officer
Middlefield Capital Corporation

An Award-Winning Family of Mutual Funds

TRUST FUNDS

GLOBAL HEALTHCARE DIVIDEND FUND

[MID 325/327/330] Series F [MID 326]

The Fund's objectives are to provide stable cash distributions and long-term total returns. The Fund invests primarily in dividend paying securities of global issuers operating in, or deriving a significant portion of their revenue or earnings from, the healthcare industry.

INDEXPLUS INCOME FUND

[MID 435/437/440] Series F [MID 436]

The Fund's objectives are to pay monthly distributions and outperform the S&P/TSX Composite High Dividend Index. The Fund invests in a diversified portfolio of equity income securities of which a portion tracks the Index. The remainder of the portfolio is actively managed to enhance returns and reduce the risks associated with indexing, while maintaining low-cost exposure to the underlying equity income market.

MIDDLEFIELD GLOBAL INFRASTRUCTURE FUND

[MID 510/519/520] Series F [MID 501]

The Fund's objective is to maximize long-term total return by investing in a diversified portfolio of companies that own, develop, maintain or are involved in the global infrastructure sector.

ACTIVE RESOURCES INCOME FUND (formerly ACTIVEnergy Income Fund)

[MID 235/237/240] Series F [MID 236]

The Fund's objectives are to pay monthly distributions and enhance long-term total return by investing in a diversified portfolio of dividend paying resource companies operating in Canada and the U.S.



4-STAR RATING (MORNINGSTAR)

CORPORATE CLASS FUNDS

MIDDLEFIELD INCOME PLUS CLASS

[MID 800/849/850] Series F [MID 801]

The objective of this Fund is to provide a stable level of income while emphasizing capital preservation by investing in a diversified portfolio of equity and fixed income securities. Income Plus Class received Fundata's FUNDGRADE® "A" Award for outstanding performance in the 2013 calendar year.



WINNER OF THE 2017
THOMSON REUTERS
LIPPER FUND AWARDS
CANADA



MIDDLEFIELD U.S. DIVIDEND GROWERS CLASS

[MID 710/719/720] Series F [MID 701]

The objective of this Fund is to maximize long-term total return by investing primarily in dividend paying equity and fixed income securities of U.S. issuers.

MIDDLEFIELD GLOBAL DIVIDEND GROWERS CLASS

[MID 181/183/186] Series F [MID 182]

The objective of this Fund is to maximize long-term total return by investing primarily in dividend paying equity and fixed income securities of global issuers.

MIDDLEFIELD GLOBAL REAL ESTATE CLASS

[MID 600/ 649/ 650] Series F [MID 601]

The Fund's objectives are to provide a stable level of income and maximize long-term total return. The Fund invests primarily in equities, including real estate investment trusts and common stocks, as well as equity-related and fixed income securities of issuers operating in the real estate sector.



4-STAR RATING (MORNINGSTAR)



REFINITIV LIPPER
FUND AWARDS

2020 WINNER
CANADA

MIDDLEFIELD CANADIAN DIVIDEND GROWERS CLASS

[MID 148/449/450] Series F [MID 149]

The objective of this Fund is to provide long-term growth of capital through investment in equity and some debt securities. Investments are primarily in dividend paying equity and fixed income securities of Canadian issuers.

MIDDLEFIELD GLOBAL SUSTAINABLE ENERGY CLASS (formerly Middlefield Global Energy Class)

[MID 125/127/130] Series F [MID 126]

This Fund seeks to maximize long-term total return by investing in a portfolio of issuers that operate in or have exposure to the sustainable energy sector.



4-STAR RATING (MORNINGSTAR)

MIDDLEFIELD GLOBAL AGRICULTURE CLASS

[MID 161/163/166] Series F [MID 162]

The objective of this Fund is to provide long-term growth of capital by investing in equity securities of issuers operating in the agricultural sector.

MIDDLEFIELD HIGH INTEREST INCOME CLASS (formerly Middlefield Short-Term Income Class)

[MID 400/424/425]

The objective of this Fund is to provide a high level of interest income by investing in high quality fixed income securities, while emphasizing capital preservation and liquidity.

All mutual funds are RRSP, RRIF, DPSP, RESP, RDSP and TFSA eligible. The Fund codes are listed in brackets after each fund name.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2020

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.

Securityholders 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 Objective and Strategies

Middlefield Income Plus Class (the "Fund") is a mutual fund class of Middlefield Mutual Funds Limited. The Fund is authorized to issue series of shares designated as Series A and F. The Fund's objective is to provide a stable level of income while emphasizing capital preservation. The Fund invests in a diversified portfolio of equity and fixed income securities.

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 June 30, 2020. 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 macroeconomic uncertainties, ongoing global trade disputes, as well as the uncertain impact from the Coronavirus outbreak. The Fund seeks to mitigate risk through active management and diversification.

Results of Operations

Investment Performance

The net assets of the Fund decreased from \$122.9 million at December 31, 2019 to \$96.0 million at December 31, 2020. Net assets on a per share basis for Series A decreased from \$15.91 at December 31, 2019 to \$13.87 at December 31, 2020. Net assets on a per share basis for Series F decreased from \$17.94 at December 31, 2019 to \$15.93 at December 31, 2020. The Fund recorded a \$9.9 million net loss on its investment portfolio during the year ended December 31, 2020.

Revenue and Expenses

Loss before operating expenses for the year ended December 31, 2020 amounted to \$6.3 million, down from revenue of \$25.5 million in 2019. The decrease was primarily due to the loss on the Fund's investments. Operating expenses for the year ended December 31, 2020, amounted to \$2.0 million down from \$2.4 million in 2019. The management expense ratio ("MER") in 2020

was 2.09% for Series A and 0.99% for Series F. Distributions for the year ended December 31, 2020 amounted to \$0.90 per share for both Series A and Series F.

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. Middlefield Capital Corporation ("MCC" or the "Advisor"), 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, 2020, the Fund held investments in other investment funds 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 1.5% per annum for the Series A shares and 0.5% per annum for the Series F shares, of the net asset value of each Series and are split between the Manager, the Advisor and investment dealers who receive trailing commissions. 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 objective and strategies of the Fund.

Trends

In a year beset by unprecedented health, economic and political challenges, global equities performed remarkably well in 2020. MSCI World, the S&P 500 and the TSX Composite generated total returns of 16.5%, 18.4% and 5.6%, respectively.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2020

Financial Highlights

Net Assets Attributable to Holders of Redeemable Shares are calculated in accordance with International Financial Reporting Standards ("IFRS").

"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 periods. Ratios and Supplemental Data are derived from the Fund's Net Asset Value.

The Fund's Net Assets Per Share ⁽¹⁾ – Series A

	2020	2019	2018	2017	2016
Net Assets Attributable to Holders of Redeemable Shares, Beginning of Year	\$ 15.91	\$ 14.12	\$ 16.28	\$ 16.69	\$ 15.95
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.46	0.51	0.55	0.48	0.57
Total Expenses (excluding distributions)	(0.28)	(0.34)	(0.32)	(0.34)	(0.34)
Realized Gains (Losses) for the Year	0.51	0.64	0.47	(0.10)	0.20
Unrealized Gains (Losses) for the Year	(1.88)	1.97	(1.91)	0.40	1.10
Transaction Costs on Purchase and Sale of Investments	(0.03)	(0.03)	(0.04)	(0.05)	(0.04)
TOTAL INCREASE (DECREASE) FROM OPERATIONS ⁽²⁾	(1.14)	2.68	(1.32)	0.43	1.58
DISTRIBUTIONS:					
From Net Investment Income	0.19	0.17	0.23	0.14	0.22
From Capital Gains	0.51	0.65	0.48	-	0.21
Return of Capital	0.20	0.07	0.13	0.70	0.41
TOTAL DISTRIBUTIONS ⁽³⁾	0.90	0.89	0.84	0.84	0.84
Net Assets Attributable to Holders of Redeemable Shares, End of Year	\$ 13.87	\$ 15.91	\$ 14.12	\$ 16.28	\$ 16.69

The Fund's Net Assets Per Share ⁽¹⁾ – Series F

	2020	2019	2018	2017	2016
Net Assets Attributable to Holders of Redeemable Shares, Beginning of Year	\$ 17.94	\$ 15.65	\$ 17.76	\$ 17.94	\$ 16.89
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.53	0.57	0.60	0.53	0.59
Total Expenses (excluding distributions)	(0.13)	(0.19)	(0.17)	(0.18)	(0.18)
Realized Gains (Losses) for the Year	0.54	0.70	0.54	(0.10)	0.40
Unrealized Gains (Losses) for the Year	(2.05)	2.17	(2.14)	0.48	1.31
Transaction Costs on Purchase and Sale of Investments	(0.02)	(0.01)	(0.02)	(0.03)	(0.02)
TOTAL INCREASE (DECREASE) FROM OPERATIONS ⁽²⁾	(1.11)	3.18	(1.27)	0.66	1.89
DISTRIBUTIONS:					
From Net Investment Income	0.39	0.39	0.44	0.35	0.41
From Capital Gains	0.51	0.50	0.40	-	0.39
Return of Capital	-	-	-	0.49	0.04
TOTAL DISTRIBUTIONS ⁽³⁾	0.90	0.89	0.84	0.84	0.84
Net Assets Attributable to Holders of Redeemable Shares, End of Year	\$ 15.93	\$ 17.94	\$ 15.65	\$ 17.76	\$ 17.94

⁽¹⁾ This information is derived from the Fund's audited annual financial statements.

⁽²⁾ Net Assets Attributable to Holders of Redeemable Shares and distributions are based on the actual number of shares outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of shares outstanding over the financial year. This schedule is not a reconciliation of Net Asset Value since it does not reflect shareholder transactions as shown on the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares and accordingly columns may not add.

⁽³⁾ Distributions were paid in cash/reinvested in additional shares of the Fund, or both.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2020

Ratios and Supplemental Data – Series A

	2020	2019	2018	2017	2016
Total Net Asset Value (000s) ⁽¹⁾	\$ 66,006	\$ 86,212	\$ 88,922	\$ 119,941	\$ 119,726
Number of Shares Outstanding ⁽¹⁾	4,759,092	5,417,358	6,296,925	7,366,003	7,173,292
Management Expense Ratio ("MER") ⁽²⁾	2.09%	2.09%	2.09%	2.02%	2.16%
Trading Expense Ratio ⁽³⁾	0.20%	0.15%	0.22%	0.29%	0.25%
Portfolio Turnover Rate ⁽⁴⁾	61.09%	49.58%	85.98%	85.37%	99.83%
Net Asset Value Per Share	\$ 13.87	\$ 15.91	\$ 14.12	\$ 16.28	\$ 16.69

Ratios and Supplemental Data – Series F

	2020	2019	2018	2017	2016
Total Net Asset Value (000s) ⁽¹⁾	\$ 29,953	\$ 36,669	\$ 36,319	\$ 40,655	\$ 31,288
Number of Shares Outstanding ⁽¹⁾	1,880,482	2,044,125	2,320,925	2,289,150	1,744,515
Management Expense Ratio ("MER") ⁽²⁾	0.99%	0.98%	1.00%	0.93%	1.07%
Trading Expense Ratio ⁽³⁾	0.20%	0.15%	0.22%	0.29%	0.25%
Portfolio Turnover Rate ⁽⁴⁾	61.09%	49.58%	85.98%	85.37%	99.83%
Net Asset Value Per Share	\$ 15.93	\$ 17.94	\$ 15.65	\$ 17.76	\$ 17.94

⁽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. Where the 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. All management fees charged by the underlying investment fund held by the Fund are rebated to the 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 commission and other portfolio transaction cost includes the pro-rate share of those 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

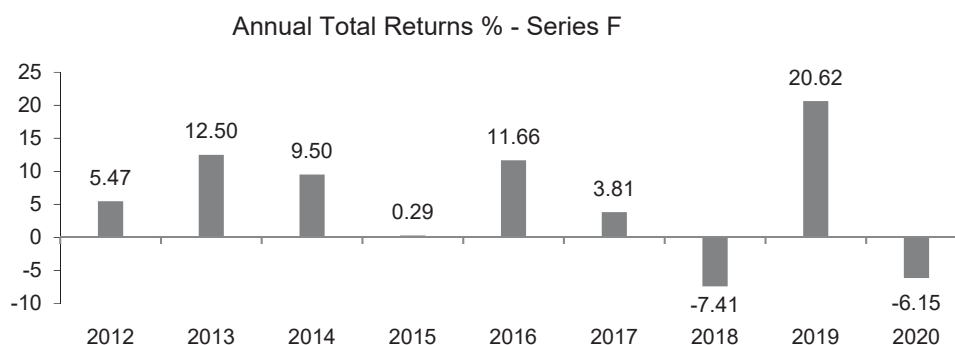
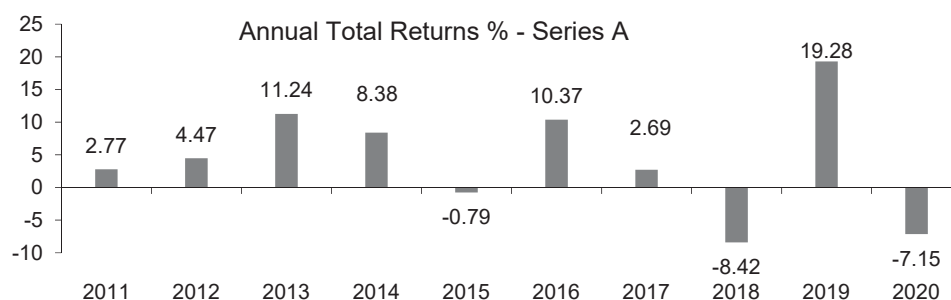
FOR THE YEAR ENDED DECEMBER 31, 2020

Past Performance

The performance information shown, which is based on Net Asset Value, assumes that all distributions paid by the Fund in the periods 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 charts show how the Fund's performance has varied from year-to-year for each of the years shown. The return for Series F for 2011 is not presented since it relates to a partial year. The charts indicate, 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



Annual Compound Returns

	Periods Ended December 31, 2020			
	One Year	Three Years	Five Years	Ten Years
Middlefield Income Plus Class – Series A	-7.15%	0.47%	2.82%	3.97%
S&P/TSX Composite Total Return Index	5.60%	5.74%	9.33%	5.76%

	Periods Ended December 31, 2020			
	One Year	Three Years	Five Years	Since Inception
Middlefield Income Plus Class – Series F	-6.15%	1.58%	3.97%	5.06%
S&P/TSX Composite Total Return Index	5.60%	5.74%	9.33%	6.42%

The S&P/TSX Composite Total Return Index (the "Index") is comprised of Canadian stocks traded on the Toronto Stock Exchange and is designed to represent the Canadian equity market.

The Fund's total return in 2020 underperformed the return generated by the Index. The Fund's performance in 2020 was influenced by the relatively strong Canadian dollar and the conservative positioning of the investment portfolio during the year.

ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE YEAR ENDED DECEMBER 31, 2020

Summary of Investment Portfolio

AS AT DECEMBER 31, 2020

Top Twenty-Five Holdings

DESCRIPTION	% OF NET ASSET VALUE
1 TransAlta Corporation	4.8
2 Guardian Capital Group Limited.	4.8
3 Northland Power Inc.	4.5
4 Microsoft Corporation	4.4
5 Apple Inc.	4.4
6 Enbridge Inc.	4.2
7 Alphabet Inc.	4.2
8 Citigroup Inc.	4.1
9 WPT Industrial Real Estate Investment Trust	3.8
10 Canadian National Railway Company	3.6
11 Middlefield Healthcare & Life Sciences ETF	3.5
12 Dream Industrial Real Estate Investment Trust	3.4
13 AltaGas Ltd.	3.4
14 CyrusOne Inc.	2.9
15 Shaw Communications Inc.	2.9
16 TransAlta Corporation - 5.194% Preferred September 30, 2022	2.8
17 Merck & Co., Inc.	2.7
18 Manulife Financial Corporation - 5.6% Preferred due June 19, 2021	2.6
19 TELUS Corporation	2.6
20 Bristol-Myers Squibb Company	2.5
21 TC Energy Corporation	2.4
22 Manulife Financial Corporation	2.4
23 Abbott Laboratories	2.2
24 The Bank of Nova Scotia	2.2
25 Regions Financial Corporation	2.1

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

ASSET CLASS	% OF NET ASSET VALUE
Financials	15.6
Real Estate	14.0
Healthcare	12.9
Utilities	12.7
Communication Services	9.7
Technology	8.8
Preferred Shares	8.6
Pipelines	6.7
Industrials	5.7
Corporate Debt	2.5
Cash and Short-Term Investments	2.8
	100.0

TOTAL NET ASSET VALUE	\$ 95,959,502
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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.sedar.com

Please visit www.middlefield.com for the most recent quarter-end Summary of Investment Portfolio.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The financial statements of Middlefield Income Plus Class (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 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.



Francisco Z. Ramirez
President
Middlefield Limited



Catherine E. Rebuldela
Chief Financial Officer
Middlefield Limited

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF MIDDLEFIELD INCOME PLUS CLASS (THE "FUND")

OPINION

We have audited the financial statements of the Fund, which comprise the statements of financial position as at December 31, 2020 and 2019, and the statements of comprehensive income, changes in net assets attributable to holders of redeemable shares and cash flows for the years then ended, and notes to the financial statements, including a summary of significant accounting policies (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, 2020 and 2019, 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 the Management Report of Fund Performance. 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 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.



Chartered Professional Accountants
Licensed Public Accountants
Toronto, Ontario
March 26, 2021

FINANCIAL STATEMENTS

Statements of Financial Position

AS AT DECEMBER 31

(In Canadian Dollars)

2020

2019

ASSETS

Current Assets

Investments at Fair Value Through Profit or Loss	\$	93,270,729	\$	118,063,920
Cash		2,695,430		4,827,141
Income and Interest Receivable		308,609		362,804
Prepaid Expenses		21,934		21,874
Subscriptions Receivable		12,378		175,457
Total Assets		96,309,080		123,451,196

LIABILITIES

Current Liabilities

Management Fee Payable (Note 9)		211,366		177,029
Redemptions Payable		98,712		222,393
Accounts Payable and Accrued Liabilities		39,500		170,547
Total Liabilities (Excluding Net Assets Attributable to Holders of Redeemable Shares)		349,578		569,969

Net Assets Attributable to Holders of Redeemable Shares	\$	95,959,502	\$	122,881,227
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Net Assets Attributable to Holders of Redeemable Shares – Series A	\$	66,006,430	\$	86,212,270
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Net Assets Attributable to Holders of Redeemable Shares – Series F	\$	29,953,072	\$	36,668,957
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Mutual Fund Shares Issued and Outstanding – Series A (Note 8)		4,759,092		5,417,358
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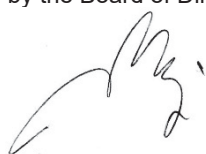
Mutual Fund Shares Issued and Outstanding – Series F (Note 8)		1,880,482		2,044,125
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Net Assets Attributable to Holders of Redeemable Shares per Share – Series A	\$	13.87	\$	15.91
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Net Assets Attributable to Holders of Redeemable Shares per Share – Series F	\$	15.93	\$	17.94
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The accompanying notes to financial statements are an integral part of these financial statements.

Approved by the Board of Directors:



Director: Francisco Z. Ramirez



Director: Catherine E. Rebulde

FINANCIAL STATEMENTS

Statements of Comprehensive Income

FOR THE YEARS ENDED DECEMBER 31

(In Canadian Dollars)

	2020	2019
REVENUE (LOSS)		
Income from Investments	\$ 3,310,464	\$ 4,026,399
Interest Income for Distribution Purposes	218,724	314,000
Securities Lending Income (Note 10)	2,296	15,212
Foreign Exchange Gain (Loss) on Cash	322,782	(11,271)
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	3,311,480	5,170,421
Change in Net Unrealized Gain (Loss) on Investments	(13,546,329)	16,058,271
Change in Net Unrealized Gain (Loss) on Foreign Currency Transactions	46,680	(63,188)
Total Revenue (Loss)	(6,333,903)	25,509,844
OPERATING EXPENSES (Note 9)		
Audit Fees	62,251	71,127
Custodial Fees	8,474	12,635
Fund Administration Costs	239,069	276,227
Independent Review Committee Fees	16,149	16,756
Legal Fees	16,902	38,286
Management Fee	1,387,075	1,700,905
Securityholder Reporting Costs	71,304	114,848
Transaction Costs (Note 11)	207,937	192,931
Total Operating Expenses	2,009,161	2,423,715
Profit (Loss) before Tax	(8,343,064)	23,086,129
Income Tax (Recovery)	(130,871)	161,957
Withholding Taxes	156,573	173,431
Profit (Loss) after Tax	\$ (8,368,766)	\$ 22,750,741
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	\$ (8,368,766)	\$ 22,750,741
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Series A	\$ (6,181,889)	\$ 15,945,365
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares – Series F	\$ (2,186,877)	\$ 6,805,376
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per Share – Series A (Note 8)	\$ (1.22)	\$ 2.75
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per Share – Series F (Note 8)	\$ (1.13)	\$ 3.24

The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Statement of Changes in Net Assets Attributable to Holders of Redeemable Shares

FOR THE YEAR ENDED DECEMBER 31, 2020

(In Canadian Dollars)	Series A	Series F	Total
Net Assets Attributable to Holders of Redeemable Shares at Beginning of Year	\$ 86,212,270	\$ 36,668,957	\$ 122,881,227
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	(6,181,889)	(2,186,877)	(8,368,766)
DISTRIBUTIONS TO SHAREHOLDERS:			
From Net Investment Income	(945,367)	(759,191)	(1,704,558)
From Capital Gains	(2,586,903)	(980,375)	(3,567,278)
Return of Capital	(1,002,520)	-	(1,002,520)
	(4,534,790)	(1,739,566)	(6,274,356)
REDEEMABLE SHARE TRANSACTIONS:			
Proceeds from Issue of Shares	2,945,156	2,114,259	5,059,415
Reinvested Distributions	3,263,974	864,781	4,128,755
Payment on Redemption of Shares	(15,698,291)	(5,768,482)	(21,466,773)
	(9,489,161)	(2,789,442)	(12,278,603)
Net Assets Attributable to Holders of Redeemable Shares at End of Year	\$ 66,006,430	\$ 29,953,072	\$ 95,959,502

Statement of Changes in Net Assets Attributable to Holders of Redeemable Shares

FOR THE YEAR ENDED DECEMBER 31, 2019

(In Canadian Dollars)	Series A	Series F	Total
Net Assets Attributable to Holders of Redeemable Shares at Beginning of Year	\$ 88,921,767	\$ 36,319,317	\$ 125,241,084
Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares	15,945,365	6,805,376	22,750,741
DISTRIBUTIONS TO SHAREHOLDERS:			
From Net Investment Income	(986,807)	(802,632)	(1,789,439)
From Capital Gains	(3,686,873)	(1,042,169)	(4,729,042)
Return of Capital	(413,509)	-	(413,509)
	(5,087,189)	(1,844,801)	(6,931,990)
REDEEMABLE SHARE TRANSACTIONS:			
Proceeds from Issue of Shares	3,014,146	4,030,227	7,044,373
Reinvested Distributions	3,626,703	920,472	4,547,175
Payment on Redemption of Shares	(20,208,522)	(9,561,634)	(29,770,156)
	(13,567,673)	(4,610,935)	(18,178,608)
Net Assets Attributable to Holders of Redeemable Shares at End of Year	\$ 86,212,270	\$ 36,668,957	\$ 122,881,227

The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Statements of Cash Flows

FOR THE YEARS ENDED DECEMBER 31

(In Canadian Dollars)

2020

2019

CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES:

Increase (Decrease) Net Assets Attributable to Holders of Redeemable Shares	\$	(8,368,766)	\$	22,750,741
Adjustments:				
Proceeds from Sale of Investments		950,413,463		454,906,452
Purchases of Investments		(935,855,121)		(438,650,249)
Foreign Exchange (Gain) Loss on Cash		(369,462)		74,459
Net Realized (Gain) Loss from Investment Transactions		(3,311,480)		(5,170,421)
Change in Net Unrealized (Gain) Loss on Investments		13,546,329		(16,058,271)
		16,054,963		17,852,711
Net Change in Non-Cash Working Capital		(42,575)		55,112
Net Cash from (used in) Operating Activities		16,012,388		17,907,823

CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES:

Proceeds from Issue of Shares		5,222,494		6,910,900
Payment on Redemption of Shares		(21,590,454)		(29,851,248)
Distributions Paid		(2,145,601)		(2,384,815)
Net Cash from (used in) Financing Activities		(18,513,561)		(25,325,163)
Net Increase (Decrease) in Cash		(2,501,173)		(7,417,340)
Net Foreign Exchange Gain (Loss) on Cash		369,462		(74,459)
Cash at Beginning of Year		4,827,141		12,318,940

Cash at End of Year	\$	2,695,430	\$	4,827,141
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The accompanying notes to financial statements are an integral part of these financial statements.

FINANCIAL STATEMENTS

Schedule of Investment Portfolio

AS AT DECEMBER 31, 2020
(In Canadian Dollars)

Description	No. of Securities/ Par Value	Average Cost	Fair Value
Citigroup Inc.	50,000	\$ 3,277,706	\$ 3,927,739
Guardian Capital Group Limited – Class A	170,000	3,213,344	4,581,500
Manulife Financial Corporation	100,000	2,241,426	2,265,000
Regions Financial Corporation	100,000	2,024,963	2,053,686
The Bank of Nova Scotia	30,000	2,017,503	2,064,000
FINANCIALS: 15.6%		12,774,942	14,891,925
Boardwalk Real Estate Investment Trust	60,000	2,128,535	2,024,400
CyrusOne Inc.	30,000	2,507,430	2,795,791
Dream Industrial Real Estate Investment Trust	250,000	2,366,552	3,287,500
RioCan Real Estate Investment Trust	100,000	1,703,050	1,675,000
WPT Industrial Real Estate Investment Trust	200,000	3,186,087	3,681,857
REAL ESTATE: 14.0%		11,891,654	13,464,548
Abbott Laboratories	15,000	1,827,011	2,092,352
Bristol-Myers Squibb Company	30,000	2,598,373	2,370,785
Johnson & Johnson	10,000	2,052,488	2,005,019
Merck & Co., Inc.	25,000	2,315,276	2,605,328
Middlefield Healthcare & Life Sciences ETF	300,000	3,012,570	3,315,000
HEALTHCARE: 12.9%		11,805,718	12,388,484
AltaGas Ltd.	175,000	3,160,859	3,276,000
Northland Power Inc.	95,000	1,496,380	4,338,650
TransAlta Corporation	475,000	3,422,270	4,593,250
UTILITIES: 12.7%		8,079,509	12,207,900
Alphabet Inc. – Class A	1,800	2,824,152	4,019,151
Shaw Communications Inc. – Class B	125,000	2,704,028	2,792,500
TELUS Corporation	100,000	2,501,293	2,521,000
COMMUNICATION SERVICES: 9.7%		8,029,473	9,332,651
Apple Inc.	25,000	1,255,675	4,226,173
Microsoft Corporation	15,000	1,699,981	4,250,443
TECHNOLOGY: 8.8%		2,955,656	8,476,616
Enbridge Inc. - 4.379% Preferred due March 1, 2024	125,000	2,485,143	1,796,250
Manulife Financial Corporation - 5.6% Preferred due June 19, 2021	100,000	2,630,958	2,539,000
TransAlta Corporation - 5.194% Preferred September 30, 2022	150,000	2,530,989	2,698,500
Westcoast Energy Inc. - 5.25% Preferred due January 15, 2021	50,000	1,267,297	1,252,000
PREFERRED SHARES: 8.6%		8,914,387	8,285,750
Enbridge Inc.	100,000	4,149,036	4,071,000
TC Energy Corporation	45,000	2,253,544	2,328,750
PIPELINES: 6.7%		6,402,580	6,399,750
Canadian National Railway Company	25,000	1,849,710	3,498,500
Westshore Terminals Investment Corp.	125,000	1,945,932	1,948,750
INDUSTRIALS: 5.7%		3,795,642	5,447,250

FINANCIAL STATEMENTS

Schedule of Investment Portfolio (continued)

AS AT DECEMBER 31, 2020
(In Canadian Dollars)

Description	No. of Securities/ Par Value	Average Cost	Fair Value
Aecon Group Inc. 5.00% due December 31, 2023	1,400,000	\$ 1,400,000	\$ 1,453,130
NorthWest Healthcare Properties Real Estate Investment Trust 5.25% due July 31, 2021	900,000	902,403	922,725
CORPORATE DEBT: 2.5%		2,302,403	2,375,855
TRANSACTION COSTS (NOTE 11)		(101,831)	
TOTAL INVESTMENTS: 97.2%		76,850,133	93,270,729
CASH: 2.8%		2,695,430	2,695,430
Total Investment Portfolio, including Cash		\$ 79,545,563	\$ 95,966,159

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

1. Middlefield Income Plus Class

Middlefield Income Plus Class (the "Fund") is one of eight classes of issued mutual fund shares of Middlefield Mutual Funds Limited (the "Corporation"), a mutual fund corporation continued under the laws of Alberta. Effective January 1, 2017, switches between classes of a mutual fund corporation are considered a disposition at fair market value for tax purposes, resulting in the recognition of capital gains or losses for investors. The changes have not affected switches between Series A and Series F securities of the same Mutual Fund class. The Fund is authorized to issue series of shares designated as Series A and F. Each series has a different management fee rate. The Fund first issued Series A shares on September 21, 2000 and Series F shares on June 21, 2011. The investment objective of the Fund is to provide a stable level of income while emphasizing capital preservation by investing in a diversified portfolio of equity and fixed income securities. Middlefield Limited is the manager of the Fund (the "Manager"). The address of the Fund's registered office is 812 Memorial Drive N.W., Calgary, Alberta. These financial statements, expressed in Canadian Dollars, were authorized for issuance by the board of directors of the Fund on March 26, 2021.

2. 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.

3. Summary of Significant Accounting Policies

A. Basis of Accounting

IFRS 9 *Financial Instruments* ("IFRS9")

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 or 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. Due to the high quality and short-term nature 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, 2020 AND 2019

3. Summary of Significant Accounting Policies (continued)

B. Financial Instruments

The Fund's financial instruments may include: short-term investments, fixed income, equities, structured products including investment funds managed by the Manager, derivatives (collectively referred to as "investments"), cash, accounts receivable-portfolio securities sold, income and interest receivable, accounts receivable, subscriptions receivable, prepaid expenses, accounts payable-portfolio securities purchased, management fee payable, 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. The Fund's Net Assets Attributable to Holders of Redeemable Shares 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 shareholders.

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. Redeemable Shares and Net Assets Attributable to Holders of Redeemable Shares

The Fund has two series of redeemable shares in issue: Series A and Series F. Both rank *pari passu* in all material respects and have the same terms and conditions other than the management fee rate, which is 1.5% for Series A and 0.5% for Series F.

Redeemable shares can be put back to the Fund at any time for cash equal to a proportionate share of the Fund's NAV attributable to the share class. The redeemable shares are classified as financial liabilities and are measured at the redemption amounts.

Redeemable shares are issued and redeemed based on the Fund's NAV per share, calculated by dividing the net assets of the Fund, calculated in accordance with the Fund's Simplified Prospectus, by the number of redeemable shares in issue. The Fund's Simplified Prospectus requires that investment positions are valued on the basis of the last traded market price for the purpose of determining the trading NAV per share for subscriptions and redemptions.

The financial assets and liabilities at fair value through profit or loss in the Statements of Financial Position are based on closing prices in accordance with IFRS.

Distributions are declared at the discretion of the board of directors of the Corporation. The board of directors has adopted a policy of annually assessing the Corporation's net income and net realized capital gains and declaring distributions including, if applicable, capital gains dividends to refund tax which would otherwise be payable by the Corporation. Distributions to holders of redeemable shares are recognized in the Statements of Changes in Net Assets Attributable to Holders of Redeemable Shares. Income not distributed is included in Net Assets Attributable to Holders of Redeemable Shares.

Net assets are calculated for each series of shares of the Fund. The net assets of a particular series of shares is computed by calculating the value of the series' proportionate share of the assets and liabilities of the Fund common to all series. Management fees directly attributable to a series are charged to that series. Other expenses, investment income and realized and unrealized gains and losses on investments are allocated proportionately to each series based upon the relative net assets of each series.

D. 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.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

3. Summary of Significant Accounting Policies (continued)

D. Fair Value Measurement (continued)

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.

Futures contracts are marked to market each valuation day according to the gain or loss that would have been realized if the contracts had been closed out. Gains or losses arising from futures contracts are recorded as unrealized gain (loss) on futures contracts and shown as an asset (liability) on the Statements of Financial Position until the contracts are closed out or expire, at which time the gains (losses) are realized.

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.

E. 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 an 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 the interest received on bank deposits 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.

F. Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares Per Share

Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per share in the Statements of Comprehensive Income represents the increase (decrease) in Net Assets Attributable to Holders of Redeemable Shares for each series divided by the average shares outstanding for each series during the year.

G. Income Taxes

The Corporation qualifies as a mutual fund corporation as defined in the *Income Tax Act* (Canada) (the "Tax Act"). The Corporation is subject to tax at the full corporate rate on its taxable income. Dividends received from taxable Canadian corporations are generally not included in the taxable income of the Corporation but are subject to a special tax, refunded at a rate of 38 ⅓% of taxable dividends distributed by the Corporation to its shareholders. Capital gains realized in the year are included in the taxable income of the Fund at the applicable capital gains rate. The Corporation is eligible for a refund calculated on a formula basis when mutual fund shares are redeemed or when capital gains dividends are paid to shareholders. The Corporation endeavours to pay out sufficient Canadian dividends and net capital gains so that it will not be subject to refundable income taxes in respect of income from those sources. However, the Corporation will be liable for non-refundable income tax if its income from other sources exceeds its expenses for the year.

Temporary differences between the carrying values of assets and liabilities for accounting and income tax purposes give rise to future income tax assets and liabilities. The most significant temporary difference is that between the reported fair value of the investment portfolio and its adjusted cost base ("ACB") for income tax purposes. To the extent that the fair value of the portfolio exceeds its ACB, a future tax liability arises. Since capital gains taxes payable by the Corporation are refundable under the relevant provisions of the Tax Act, the future tax liability is fully offset by these future refundable taxes. Conversely, when the ACB exceeds the fair value of the portfolio, a future tax asset is generated. In such cases, a full valuation allowance is taken to offset this asset given the uncertainty that such future tax assets will ultimately be realized.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

3. Summary of Significant Accounting Policies (continued)

G. Income Taxes (continued)

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.

H. 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.

I. 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.

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 4 for further information about the fair value measurement of the Fund's financial instruments.

J. Securities Lending

The Fund may enter into securities lending transactions. These transactions involve the temporary exchange of securities as collateral with a commitment to deliver the same securities on a future date. Income is earned from these transactions in the form of fees paid by the counterparty and, in certain circumstances, interest paid on securities held as collateral. Income earned from these transactions is recognized on an accrual basis and is included in the Statements of Comprehensive Income.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

4. 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 tables below summarize the fair value of the Fund's financial instruments as at December 31, 2020 and 2019 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 judgement or estimation.

As at December 31, 2020

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 90,894,874	\$ -	\$ -	\$ 90,894,874
Debt Securities		2,375,855		2,375,855
Total	\$ 90,894,874	\$ 2,375,855	\$ -	\$ 93,270,729

As at December 31, 2019

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 114,604,030	\$ -	\$ -	\$ 114,604,030
Debt Securities	-	3,459,890	-	3,459,890
Total	\$ 114,604,030	\$ 3,459,890	\$ -	\$ 118,063,920

All fair value measurements above are recurring. The carrying values of cash, income and interest receivable, prepaid expenses, subscriptions receivable, management fee payable, redemptions payable, accounts payable and accrued liabilities, and the Fund's obligation for Net Assets Attributable to Holders of Redeemable Shares approximates their fair values due to their short-term nature.

Fair values 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.

Equities

The Fund's equity positions, which include any investments in other investment funds managed by the Manager, are classified as Level 1 since the securities are actively traded and a reliable price is observable.

Debt Securities

Debt securities include primarily government or corporate bonds and are classified as Level 1 when the securities are actively traded. Securities which are valued using models with inputs including interest rate curves, credit spreads and volatilities are generally observable and therefore these securities are classified as Level 2.

The Fund's policy is to recognize transfers in and out of the fair value hierarchy levels as at the end of the reporting year for transfers between Levels 1 and 2 and as at the date of the transfer for transfers in and out of Level 3. No transfers between levels occurred during the years ended December 31, 2020 and 2019.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

5. 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, shareholder 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.

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:

	2020	2019
Investments at FVTPL	\$ 90,894,874	\$ 114,604,030

Based on the above exposure at December 31, 2020, a 10% increase or decrease in the prices of the Fund's investments would result in a \$9,089,487 (2019 – \$11,460,403) 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 debt securities. The earnings of the Fund are positively correlated to interest rates as they relate to interest on cash balances. Rising interest rates serve to increase the Fund's earnings while the reverse is true in a declining interest rate environment. The Fund is also exposed to the risk that the value of financial assets such as corporate and government debt will fluctuate due to changes in the prevailing levels of market interest rates. The value of such financial assets is negatively correlated to interest rates. The Fund seeks to mitigate this risk through active management, which involves analysis of economic indicators to forecast Canadian and global interest rates. The tables below summarize the Fund's exposure to interest rate risk by remaining term to maturity:

As at December 31, 2020

	Less than 1 Year	1 to 5 Years	Greater than 5 Years	Total
Debt Securities	\$ 922,725	\$ 1,453,130	\$ -	\$ 2,375,855
Cash	2,695,430	-	-	2,695,430
Total Exposure	\$ 3,618,155	\$ 1,453,130	\$ -	\$ 5,071,285

As at December 31, 2019

	Less than 1 Year	1 to 5 Years	Greater than 5 Years	Total
Debt Securities	\$ -	\$ 3,459,890	\$ -	\$ 3,459,890
Cash	4,827,141	-	-	4,827,141
Total Exposure	\$ 4,827,141	\$ 3,459,890	\$ -	\$ 8,287,031

Based on the above exposure at December 31, 2020, a 1% per annum increase or decrease in interest rates would result in a \$18,024 (2019 – \$46,512) decrease or increase in net assets of the Fund, with all other factors held constant.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

5. Financial Risk Management (Continued)

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 exposed to daily cash redemptions of its shares. The shares of the Fund are issued and redeemed on demand at the NAV per share. All other obligations of the Fund are due within one year. 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 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 involves detailed analysis of such private 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. The Fund did not hold any illiquid securities as at December 31, 2020 and 2019.

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, 2020

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Management Fee Payable	\$ 211,366	\$ -	\$ -	\$ 211,366
Accounts Payable and Accrued Liabilities	39,500	-	-	39,500
Redemptions Payable	98,712	-	-	98,712
Net Assets Attributable to Holders of Redeemable Shares	95,959,502	-	-	95,959,502
Total	\$ 96,309,080	\$ -	\$ -	\$ 96,309,080

As at December 31, 2019

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Management Fee Payable	\$ 177,029	\$ -	\$ -	\$ 177,029
Accounts Payable and Accrued Liabilities	170,547	-	-	170,547
Redemptions Payable	222,393	-	-	222,393
Net Assets Attributable to Holders of Redeemable Shares	122,881,227	-	-	122,881,227
Total	\$ 123,451,196	\$ -	\$ -	\$ 123,451,196

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 presentation currency. Foreign investments, commodities, 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 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:

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

5. Financial Risk Management (continued)

D. Foreign Exchange Rate Risk (continued)

As at December 31, 2020

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 34,028,324	\$ 1,136,390	\$ 85,678	\$ 35,250,392
Total	\$ 34,028,324	\$ 1,136,390	\$ 85,678	\$ 35,250,392

As at December 31, 2019

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 39,319,830	\$ 2,602,619	\$ 56,721	\$ 41,979,170
Total	\$ 39,319,830	\$ 2,602,619	\$ 56,721	\$ 41,979,170

Based on the above exposure at December 31, 2020, a 10% increase or decrease in the Canadian dollar against the respective currencies would result in a \$3,525,039 (December 31, 2019 - \$4,197,917) 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's credit risk is primarily attributable to its investment in debt instruments because the issuer of the instrument may be unable to make interest payments or repay the principal amount on maturity. The concentration of credit risk of investments in debt instruments is minimal since the Fund invests in a variety of debt instruments issued by numerous issuers.

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.

As at December 31, 2020 and 2019 the Fund invested in debt instruments and preferred securities with the following credit ratings:

Debt Instruments and Preferred Securities by Credit Rating*	As a % of Net Assets	
	2020	2019
BBB	5.8	6.1
B	2.8	-
No Rating	2.5	2.8
BB	-	2.1

* Credit ratings from Standard & Poor's.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

5. 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, 2020 and 2019, the percentages of the Fund's total net assets invested in each investment sector were as follows:

Sector	As a % of Net Assets	
	2020	2019
Financials	15.6	15.4
Real Estate	14.0	14.8
Healthcare	12.9	5.0
Utilities	12.7	13.5
Communication Services	9.7	8.0
Technology	8.8	9.7
Preferred Shares	8.6	8.2
Pipelines	6.7	12.5
Industrials	5.7	6.2
Corporate Debt	2.5	2.8
Total	97.2	96.1

6. Capital Management

The Fund's capital is its Net Assets Attributable to Holders of Redeemable Shares, representing shareholders' equity. 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 shareholders, maximize shareholder value and maintain financial strength.

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, 2019.

7. Loss Carryforwards

At December 31, 2020, the Corporation had no non-capital losses (2019 – \$nil) and no capital losses (2019 – \$nil) available for carryforward for tax purposes.

8. Share Capital

The mutual fund shares and five common shares of the Corporation have equal rights and privileges except that the common shares may not be redeemed. Changes in issued mutual fund shares of the Fund are summarized as follows:

	Number of Shares – Series A	
	2020	2019
Shares Outstanding at Beginning of Year	5,417,358	6,296,925
Shares Issued	201,191	196,547
Reinvested Distributions	228,801	233,991
Total	429,992	430,538
Shares Redeemed	(1,088,258)	(1,310,105)
Net Increase (Decrease)	(658,266)	(879,567)
Shares Outstanding at End of Year	4,759,092	5,417,358

	Number of Shares – Series F	
	2020	2019
Shares Outstanding at Beginning of Year	2,044,125	2,320,925
Shares Issued	131,548	232,229
Reinvested Distributions	53,288	53,086
Total	184,836	285,315
Shares Redeemed	(348,479)	(562,115)
Net Increase (Decrease)	(163,643)	(276,800)
Shares Outstanding at End of Year	1,880,482	2,044,125

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

8. Share Capital (continued)

The average number of Series A and Series F shares outstanding during the year ended December 31, 2020 were 5,077,638 and 1,938,184 (2019 – 5,801,228 and 2,100,610), respectively. These numbers were used to calculate the respective Increase (Decrease) in Net Assets Attributable to Holders of Redeemable Shares per share.

9. Management Fee and Operating Expenses

The Manager provides investment and administrative services to the Fund. In consideration for such services the Manager receives a monthly fee in arrears based on each series of shares as a percentage of the average daily NAV of the series. The management fee for Series A is 1.5% per annum and for Series F is 0.5% per annum. Common expenses incurred by the Fund are allocated among the series on a pro-rata basis among all shares of all series. The Manager is reimbursed for reasonable costs related to maintaining the Fund and preparation and distribution of financial statements and other documents to shareholders. The Fund is responsible for the payment of all expenses relating to the operation of the Fund and the carrying on of its business.

10. Securities Lending

The Fund has entered into a securities lending program with its custodian, RBC Investor Services Trust, in order to earn additional revenue. The aggregate market value of all securities loaned by the Fund will not exceed 50% of the fair value of the assets of the Fund. The Fund will receive collateral of at least 105% of the fair value of the securities on loan. Collateral held is generally comprised of cash and securities of, or guaranteed by, the Government of Canada or a province thereof, or the United States government or its agencies. Securities lending income reported in the Statements of Comprehensive Income is net of a securities lending charge which the Fund's custodian, RBC Investor Services Trust, is entitled to receive.

For the years ended December 31, 2020 and 2019, securities lending income was as follows:

	2020	2019
Gross Securities Lending Income	\$ 3,654	\$ 24,400
Securities Lending Charges	(1,279)	(8,540)
Net Securities Lending Income	2,375	15,860
Withholding Taxes on Securities Lending Income	(79)	(648)
Net Securities Lending Income Received by the Fund	\$ 2,296	\$ 15,212

Securities lending charges during the year ended December 31, 2020 represented 35% (2019 – 35%) of the gross securities lending income, all of which was paid to the Fund's custodian.

The following table summarizes the securities loaned and collateral held as at December 31, 2020 and 2019.

	2020 (000's)	2019 (000's)
Securities Loaned	\$ -	\$ 7,383
Collateral Received	-	7,752
Collateral Percentage of Securities Loaned	-	105%

11. Transaction Costs

Brokerage commissions and other transaction costs paid in connection with securities transactions during the year ended December 31, 2020 amounted to \$207,937 (2019 – \$192,931). Included in this amount is \$92,700 (2019 – \$91,783) in brokerage commissions that were paid to Middlefield Capital Corporation ("MCC"), a company under common control with the Manager. 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.

12. Distributions to Shareholders

Distributions to shareholders from the Fund are made to minimize income taxes payable by the Fund. Accordingly, distributions will vary from the accounting income reflected in these financial statements. Distributions of the Fund, unless otherwise specified by the shareholder, are automatically reinvested in additional shares of the Fund at the per share NAV without sales charge. Distributions per Series A share and Series F share of \$0.90 (2019 – \$ 0.89) were paid to shareholders of the Fund during the year ended December 31, 2020.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2020 AND 2019

13. Distributions to Shareholders (continued)

Distributions to Shareholders – Series A	2020	2019
From Net Investment Income		
Total	\$ 945,367	\$ 986,807
Per Share	0.19	0.17
From Capital Gains		
Total	2,586,903	3,686,873
Per Share	0.51	0.65
Return of Capital		
Total	1,002,520	413,509
Per Share	0.20	0.07
Distributions to Shareholders – Series F	2020	2019
From Net Investment Income		
Total	\$ 759,191	\$ 802,632
Per Share	0.39	0.39
From Capital Gains		
Total	980,375	1,042,169
Per Share	0.51	0.50
Return of Capital		
Total	-	-
Per Share	-	-

14. The outbreak of the novel coronavirus (COVID-19) has led to governments around the world enacting emergency measures that resulted in business disruptions, volatility in markets and a global economic slowdown. The Manager uses judgment in assessing the impact from such events on assumptions and estimates applied in reporting the assets and liabilities in the Fund's financial statements at December 31, 2020. The duration and full extent of impact of the COVID-19 pandemic are unknown at the reporting date and it is therefore not possible to reliably estimate the entire impact on the financial results and position of the Fund in future periods.

EXCHANGE - TRADED FUNDS (ETFs)	TSX Stock Symbol
• Middlefield American Core Dividend ETF	ACZ
• Middlefield Healthcare & Life Sciences ETF	LS
• Middlefield Health & Wellness ETF	HWF
• Middlefield REIT INDEXPLUS ETF	IDR

TSX-LISTED FUNDS

• Digital Consumer Dividend Fund	MDC.UN
• E Split Corp.	ENS ENS.PR.A
• Global Dividend Growers Income Fund	GDG.UN
• Global Innovation Dividend Fund	BL.UN
• Global Real Estate & E-Commerce Dividend Fund	GEC.UN
• International Clean Power Dividend Fund (commenced March 18, 2021)	CLP.UN
• MBN Corporation	MBN
• Middlefield Can-Global REIT Income Fund	RCO.UN
• Middlefield Global Real Asset Fund	RA.UN
• MINT Income Fund	MID.UN
• Real Estate & E-Commerce Split Corp. (commenced November 19, 2020)	RS RS.PR.A
• Sustainable Infrastructure Dividend Fund	INF.UN
• Sustainable Innovation & Health Dividend Fund (commenced August 14, 2020)	SIH.UN

MIDDLEFIELD MUTUAL FUNDS TRUST FUNDS

Series A Units	Fund Code FE/LL/DSC
• ACTIVE Resources Income Fund (formerly ACTIVEnergy Income Fund)	MID 235/237/240
• Global 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

• ACTIVE Resources Income Fund (formerly ACTIVEnergy Income Fund)	MID 236
• Global Healthcare Dividend Fund	MID 326
• INDEXPLUS Income Fund	MID 436
• Middlefield Global Infrastructure Fund	MID 501

MIDDLEFIELD MUTUAL FUNDS CORPORATE CLASS FUNDS

Series A Shares	Fund Code 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 Global Real Estate Class	MID 600/649/650
• Middlefield Global Sustainable Energy Class (formerly Middlefield Global Energy Class)	MID 125/127/130
• Middlefield High Interest Income Class (formerly Middlefield Short-Term Income Class)	MID 400/424/425
• Middlefield Income Plus Class	MID 800/849/850
• Middlefield U.S. Dividend Growers 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 Global Real Estate Class	MID 601
• Middlefield Global Sustainable Energy Class (formerly Middlefield Global Energy Class)	MID 126
• Middlefield Income Plus Class	MID 801
• Middlefield U.S. Dividend Growers Class	MID 701

RESOURCE FUNDS

• Discovery 2020 Short Duration LP (commenced September 25, 2020)
• MRF 2021 Resource Limited Partnership (commenced February 18, 2021)

INTERNATIONAL FUNDS

• Middlefield Canadian Income PCC	London UK Stock Exchange (LSE) Symbol:MCT
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Directors

Dean Orrico
President and
Chief Executive Officer
Middlefield Capital Corporation

Jeremy T. Brasseur
President and
Chief Executive Officer
Middlefield Group Limited

Robert F. Lauzon, CFA
Managing Director and
Deputy Chief Investment Officer
Middlefield Capital Corporation

Dennis da Silva
Managing Director
Resource Group
Middlefield Capital Corporation

Independent Review Committee

George S. Dembroski
Former Vice-Chairman
RBC Dominion Securities Limited

H. Roger Garland, CPA, CA
Former Vice-Chairman
Four Seasons Hotels Inc.

Bernard I. Ghert (Chairman)
Former Chairman
Mount Sinai Hospital

Edward V. Jackson
Former Managing Director
RBC Capital Markets

Advisors

Middlefield Capital Corporation
Groppe, Long & Littell
SSR, LLC

Officers

Polly Tse, CPA, CGA, CPA (IL)
Chief Financial Officer
Middlefield Capital Corporation

Francis Ramirez
Chief Executive Officer
Middlefield Limited

Catherine Rebuldela, CPA, CGA
Chief Financial Officer
Middlefield Limited

Henry Lee
President
Middlefield Realty Services Limited

Victor Ngai
President
MF Properties Limited

Nancy Tham
Managing Director, Sales and Marketing
Middlefield Capital Corporation

Michael Bury, CFA
Managing Director, Investments, Regional Sales
and Portfolio Manager
Middlefield Capital Corporation

Vincenzo Greco
Managing Director, Trading
Middlefield Capital Corporation

Craig Rogers, CPA, CGA, CFA
Managing Director, Corporate Development
Middlefield Capital Corporation

Shane Obata, CFA, MFin
Executive Director, Investments
Middlefield Capital Corporation

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