

*No securities regulatory authority has expressed an opinion about these securities. It is an offence to claim otherwise.*

**Simplified Prospectus dated June 7, 2023 in all of the provinces and territories of Canada relating to an offering of:**

**MIDDLEFIELD MUTUAL FUNDS CORPORATE CLASS FUNDS**

**Series A Shares of:**

Middlefield Income Plus Class  
Middlefield Canadian Dividend Growers Class  
Middlefield U.S. Equity Dividend Class  
Middlefield Real Estate Dividend Class  
Middlefield Global Dividend Growers Class  
Middlefield Global Agriculture Class  
Middlefield High Interest Income Class  
Middlefield Innovation Dividend Class  
Middlefield Global Energy Transition Class

**Series F Shares of:**

Middlefield Income Plus Class  
Middlefield Canadian Dividend Growers Class  
Middlefield U.S. Equity Dividend Class  
Middlefield Real Estate Dividend Class  
Middlefield Global Dividend Growers Class  
Middlefield Global Agriculture Class  
Middlefield Innovation Dividend Class  
Middlefield Global Energy Transition Class

**MIDDLEFIELD MUTUAL FUNDS TRUST FUNDS**

**Series A and Series F Units of:**

Middlefield Global Infrastructure Fund  
Middlefield Healthcare Dividend Fund  
INDEXPLUS *Income Fund*

## TABLE OF CONTENTS

Introduction .....	1
Responsibility for Mutual Fund Administration.....	3
Valuation of Fund Securities .....	9
Calculation of Net Asset Value .....	10
Purchases, Switches and Redemptions .....	11
Optional Services.....	14
Fees and Expenses.....	16
Dealer compensation .....	18
Income Tax Considerations for Investors.....	19
What Are Your Legal Rights? .....	23
Exemptions and Approvals.....	23
CERTIFICATES OF MMFL, THE MANAGER AND PROMOTER.....	25
CERTIFICATES OF THE TRUST FUNDS, THE MANAGER AND PROMOTER.....	26
Specific Information about the Funds described in this Document .....	27
What is a mutual fund and what are the risks of investing in a mutual fund? .....	27
Investment Restrictions .....	30
Description of Securities Offered by the Mutual Fund.....	31
Name, Formation and History of the Funds .....	32
Investment Risk Classification Methodology.....	36
MIDDLEFIELD CANADIAN DIVIDEND GROWERS CLASS .....	42
MIDDLEFIELD INCOME PLUS CLASS.....	44
MIDDLEFIELD HIGH INTEREST INCOME CLASS.....	46
MIDDLEFIELD GLOBAL AGRICULTURE CLASS .....	47
MIDDLEFIELD REAL ESTATE DIVIDEND CLASS .....	49
MIDDLEFIELD U.S. EQUITY DIVIDEND CLASS.....	51
MIDDLEFIELD GLOBAL DIVIDEND GROWERS CLASS .....	53
MIDDLEFIELD INNOVATION DIVIDEND CLASS .....	55
MIDDLEFIELD GLOBAL ENERGY TRANSITION CLASS.....	57
MIDDLEFIELD GLOBAL INFRASTRUCTURE FUND .....	59
MIDDLEFIELD HEALTHCARE DIVIDEND FUND.....	61
INDEXPLUS <i>INCOME FUND</i> .....	63

## **Introduction**

In this document, “we”, “us” and “our” refer to Middlefield Limited (“ML”). We refer to each of the Middlefield mutual funds described in this simplified prospectus as a “Fund” and refer to them collectively as the “Funds.”

This simplified prospectus contains selected important information about the Funds listed on the front cover to help you make an informed investment decision and to help you understand your rights as an investor in the Funds.

This document is divided into two parts:

- the first part (from pages 1 to 38) contains general information about each of the Funds
- the second part (from pages 42 to 65) contains specific information - a Fund Profile - about each of the Funds

Additional information about the Funds is available in the following documents:

- the Funds’ most recently filed Fund Facts document
- the Funds’ most recently filed audited annual financial statements
- any unaudited interim financial statements of the Funds filed after those annual financial statements
- the most recently filed annual management report of fund performance
- any interim management report of fund performance filed after that annual management report of fund performance.

These documents are incorporated by reference into this document, which means they legally form part of this document just as if they had been printed into this document. You can get a copy of these documents at your request and at no cost by calling toll-free at 1-888-890-1868, or from your broker or dealer.

These documents are also available on the Middlefield website at [www.middlefield.com](http://www.middlefield.com) or by contacting Middlefield at [invest@middlefield.com](mailto:invest@middlefield.com). These documents and other information about the Funds are also available at [www.sedar.com](http://www.sedar.com).

## **How our Funds are organized**

The Funds are each governed by the laws of the Province of Alberta. There are two ways to create a mutual fund:

- by creating a trust
- by creating a corporation.

Some of our Funds are trusts, and other Funds are “classes” of one corporation.

Middlefield Mutual Funds Limited (“MMFL”) offers nine different classes of shares, each of which represents a different asset category. We can issue an unlimited number of shares for each of our MMFL Funds (as defined below). Certain of the MMFL Funds issue more than one series of shares - Series A permits sales of shares under the Front-end sales charge and Series F permits sales of shares under the Series F No-load sales charge option.

Middlefield Global Infrastructure Fund (“GIF”), Middlefield Healthcare Dividend Fund (“MHC”) and INDEXPLUS *Income Fund* (“INDEXPLUS” and, together with GIF, and MHC, the “Trust Funds”) are organized as mutual fund trusts. Each of the Trust Funds issues two series of units - Series A and Series F.

What does the corporation/trust distinction mean to you? In terms of the quality of your investment, very little. Both types of mutual funds are ways in which to pool resources with other investors. However, there are a few differences you should know about:

- You buy “shares” of a corporation and “units” of a trust. Units and shares both represent ownership. We refer to units and shares as “securities,” and unitholders and shareholders as “securityholders”.
- When a mutual fund corporation earns money on its investments, it can distribute its earnings to investors by declaring dividends. Those dividends will either be ordinary dividends or capital gains dividends. A trust can distribute its earnings by paying its income to its unitholders. That income can be one of three types - interest and other income, dividends, or capital gains. Interest and other income is fully taxable, while capital gains and certain dividends have some tax advantages.

## **Responsibility for Mutual Fund Administration**

### **Manager**

ML is the manager of the Funds. ML was incorporated under the laws of the Province of Alberta on September 24, 2009. The address, phone number and website address of ML is The Well, 8 Spadina Avenue, Suite 3100, Toronto, Ontario M5V 0S8, 1-888-890-1868 and [www.middlefield.com](http://www.middlefield.com). You can contact us by e-mail at [invest@middlefield.com](mailto:invest@middlefield.com).

ML manages MMFL pursuant to a management agreement (the “MMFL Management Agreement”) originally made as of May 1, 1990, as amended and supplemented as described below. ML manages GIF pursuant to an amended and restated master management agreement dated May 22, 2015 (the “GIF Management Agreement”), MHC pursuant to an amended and restated management agreement dated December 22, 2016 (the “MHC Management Agreement”) and INDEXPLUS pursuant to an amended and restated management agreement dated June 5, 2017 (the “INDEXPLUS Agreement”) and, collectively with the MMFL Management Agreement, the GIF Management Agreement and the MHC Management Agreement, the “Management Agreements”).

The MMFL Management Agreement was amended and restated as of June 6, 2000 and Schedule “A” thereto has since been amended as of June 11, 2004, May 23, 2007, May 26, 2008, May 26, 2009, July 23, 2009, June 4, 2010, June 9, 2011, June 14, 2012, May 13, 2014, May 22, 2015, June 20, 2019, June 30, 2020 and May 31, 2022. The rights and obligations of Middlefield Fund Management Limited (“MFML” and formerly Middlefield Resource Management Limited up to April 26, 1996) pursuant to the MMFL Management Agreement were assigned to and assumed by ML pursuant to an assignment and assumption agreement dated December 1, 2009.

ML provides or arranges for the Funds’ day-to-day business administration. ML provides or arranges for keeping all securityholder records, processing purchases and redemption orders, processing distributions, issuing investor account statements and annual tax reporting information for the Funds. ML provides or co-ordinates all other services required by the Funds, including registrar and transfer agent services, valuation services and the appointment of Middlefield Capital Corporation (“MCC”) and other external advisers, if any, as Investment Advisor(s) to manage the Funds’ investments. The board of directors of MMFL is responsible for the general oversight of the affairs of the MMFL Funds. ML is the trustee of the Trust Funds pursuant to an amended and restated master declaration of trust dated May 22, 2015 (the “DOT”).

The MMFL Management Agreement and the GIF Management Agreement may be terminated by either party on 90 days’ prior written notice to the other party. The MHC Management Agreement and the INDEXPLUS Management Agreement may be terminated by ML if the applicable Trust Fund is in breach or default of the provisions thereof and ML may be removed only by extraordinary resolution of the unitholders of the applicable Trust Fund. Each of the Management Agreements will automatically terminate on the insolvency or bankruptcy of ML.

The name and municipality of residence and the current position and office held with ML of each of the directors and executive officers of ML are as follows:

<b>Name and Municipality of Residence</b>	<b>Position</b>
Dean Orrico Vaughan, Ontario	President, Chief Executive Officer, Ultimate Designated Person and Director
Jeremy Brasseur Toronto, Ontario	Executive Chairman and Director
Craig Rogers Toronto, Ontario	Chief Operating Officer, Chief Compliance Officer and Director

### **Investment Advisor**

We hire and pay MCC a fee to provide investment advisory and portfolio management services for each of the Funds. MCC is a wholly-owned subsidiary of MFL Management Limited. The registered head office of MCC is The Well, 8 Spadina Avenue, Suite 3100, Toronto, Ontario M5V 0S8.

ML has entered into investment advisory agreements with MCC in respect of all the Funds. The investment advisory agreement in respect of the MMFL Funds (the “MMFL Advisory Agreement”) is dated as of September 1, 2006, as most recently amended May 31, 2022, and has been supplemented by an assignment and assumption agreement dated as of December 1, 2009. The amended and restated master investment advisory agreement in respect of GIF is dated as of May 22, 2015 (the “GIF Advisory Agreement”). The amended and restated advisory agreement in respect of MHC is dated as of May 31, 2022 (the “MHC Advisory Agreement”). The amended and restated advisory agreement in respect of INDEXPLUS is dated as of June 5, 2017 (the “INDEXPLUS Advisory Agreement” and, collectively with the MMFL Advisory Agreement, the GIF Advisory Agreement and the MHC Advisory Agreement, the “Advisory Agreements”).

The MMFL Advisory Agreement and the GIF Advisory Agreement may be terminated by either party at any time on 30 days’ prior written notice, and immediately upon written notice:

- in the case of a material breach of the advisory agreement;
- if MCC ceases to be registered to provide the advisory services to be rendered under the advisory agreement;
- if either MCC or ML ceases to carry on business, becomes bankrupt or insolvent; or
- if ML or an affiliate of ML ceases to be manager of the Funds.

The MMFL Advisory Agreement and the GIF Advisory Agreement expire on December 31, 2025, and are automatically renewed for successive five-year terms thereafter.

The MHC Advisory Agreement and the INDEXPLUS Advisory Agreement will terminate concurrently with the termination of the applicable Trust Fund, provided that such agreements may be terminated by MCC if the applicable Trust Fund is in breach or default of the provisions thereof or if there is a material change in the investment objectives, strategy or criteria of the Trust Fund. ML may terminate such agreements if MCC is in breach or default of the provisions thereof or commits certain acts of bankruptcy or insolvency.

MCC will make independent investment recommendations for the Funds to ML based on its own independent investment analysis. All investment recommendations made by MCC are subject to the oversight and approval of an Investment Committee which is comprised of senior officers of the firm. The Investment Committee meets regularly to ensure a current awareness of Fund requirements.

The investment recommendations of MCC are implemented by ML and, in the purchase and sale of securities for the Funds, ML will seek to obtain overall services and prompt execution of orders on favourable terms. In making investment recommendations and decisions, MCC will comply with the investment objectives and restrictions of each Fund and will execute trades in a cost-effective manner. MCC may consider research, statistical analysis and other services provided to the Funds by various brokers in determining whether brokerage commissions and execution costs are relatively competitive.

The following individuals are principally responsible for the day-to-day management of the portfolio of the Funds and their role is as follows:

<b>Name and Municipality of Residence</b>	<b>Title</b>	<b>Experience in Position</b>
Dean Orrico Vaughan, Ontario	President and Chief Executive Officer	27 years
Robert F. Lauzon, CFA Toronto, Ontario	Chief Investment Officer and Managing Director, Trading	21 years
Dennis da Silva Brampton, Ontario	Managing Director, Resource Group and Senior Portfolio Manager	28 years

<b>Name and Municipality of Residence</b>	<b>Title</b>	<b>Experience in Position</b>
Vincenzo Greco Calgary, Alberta	Managing Director, Trading	12 years
Shane Obata, CFA Toronto, Ontario	Executive Director, Investments and Portfolio Manager	10 years
Robert Moffat, CFA Toronto, Ontario	Director, Investments and Portfolio Manager	7 years

As compensation for its services, MCC receives a fee from ML. This fee is not charged to the Funds.

### **Brokerage Arrangements**

MCC makes decisions as to the purchase and sale of portfolio securities and other assets of the Funds such as cash and term deposits. ML seeks to obtain the best execution of securities transactions when arranging trades on behalf of the Funds. Trades are generally allocated to brokers based on a number of factors, including the value of research provided, as well as execution capability, commission rate, financial responsibility and responsiveness.

### **Directors and Officers of MMFL**

The board of directors of MMFL are responsible for the general oversight of the affairs of the MMFL Funds. The directors and officers of MMFL are as follows:

<b>Name and Municipality of Residence</b>	<b>Position</b>	<b>Principal Occupation</b>
Vincenzo Greco Calgary, Alberta	Director	Managing Director, Trading of Middlefield Capital Corporation
Craig Rogers Toronto, Ontario	President, Chief Executive Officer and Director	Chief Operating Officer, Chief Compliance Officer and Director of Middlefield Limited
Catherine E. Rebuldela Calgary, Alberta	Director	Vice President of Middlefield Limited

### **Custodian**

As the custodian of the Funds, RBC Investor Services Trust (“RBC”) of Calgary, Alberta holds the cash and securities of the Funds. We have a custodian agreement (the “Custodian Agreement”) dated September 25, 2009 (Schedule “B” last amended as at May 31, 2022) with RBC covering all of our Funds.

The Funds pay RBC for its services. The Custodian Agreement may be terminated by either party on 60 days’ notice, and immediately by either party on written notice if:

- either party ceases to carry on business, becomes bankrupt or insolvent, is wound up or liquidated or if a receiver of any of the assets of the other party is appointed; or
- either party commits a material breach of the custodial agreement.

Marketable securities are held at RBC’s offices in Toronto, with the exception of foreign assets. Foreign assets may be held by local sub-custodians appointed by RBC or under its authority in various foreign jurisdictions, where a Fund may have assets invested. RBC or the sub-custodians may use the facilities of any domestic or foreign depository or clearing agency authorized to operate a book-based system.

## **Valuation Agent**

RBC and MFL Management Limited (“MFL”) serve as joint valuation agents for the Funds pursuant to a fund valuation services agreement (the “RBC Valuation Agreement”) dated as of December 21, 2009, as amended and restated on February 19, 2019 (Schedule “A” last amended as at May 31, 2022) and a fund valuation services agreement (the “MFL Valuation Agreement”) dated January 1, 2020 (Schedule “B” last amended as at May 31, 2022). RBC and MFL may provide, among other things, valuation and accounting services to the Funds and calculates the NAV in the manner described under the heading “Calculation of net asset value”. The Fund pays RBC and MFL for its services. The RBC Valuation Agreement and MFL Valuation Agreement may be terminated by either party on 60 days’ prior written notice.

## **Auditor**

The independent auditor of the Funds is Deloitte LLP of Toronto, Ontario.

## **Registrar and Transfer Agent**

RBC Investor Services Trust acts as registrar and transfer agent for the securities of the Funds and maintains a register of securityholders of each Fund. The register of securityholders of the Funds is kept in Toronto, Ontario.

## **Securities Lending Agent**

RBC serves as the securities lending agent for the Funds pursuant to a securities lending agency agreement (the “SLA Agreement”) dated as of April 15, 2011, as amended to date. RBC’s head office is located in Toronto, Canada. RBC is not affiliated with ML. Pursuant to the SLA Agreement, a Fund receives collateral of at least 105% of the value of the securities on loan. Collateral 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. Collateral may also be comprised of securities that are convertible into, or exchangeable for, securities of the same issuer as the securities that are on loan. Pursuant to the SLA Agreement, RBC has agreed to indemnify ML against any direct loss suffered or incurred that is the result of negligence, fraud, or wilful misconduct on the part of RBC in the performance of its obligations, subject to limitations within the SLA Agreement. ML and RBC each have the right to terminate the SLA Agreement upon five (5) business days’ written notice.

## **Independent Review Committee and Fund Governance**

Governance is a shared responsibility of the board of directors of MMFL (two of whom are considered independent) and ML. MCC has a Code of Business Conduct set forth in its Compliance Manual which is updated, as required, on a continuing basis and which is applied to the Funds as described in the remainder of this section. Policies and procedures set out in the manual cover corporate ethics as well as sales and trading practices and conflicts of interest situations. The investment activities and sales practices are monitored by senior management for adherence to applicable securities laws.

National Instrument 81-107 *Independent Review Committee for Investment Funds* (“NI 81-107”), requires all publicly offered investment funds to establish an independent review committee (the “IRC”). ML must refer all conflict of interest matters in respect of the Funds for review or approval to the IRC. As required by NI 81-107, ML has established written policies and procedures for dealing with conflict of interest matters, maintaining records in respect of these matters and providing the IRC with guidance and assistance in carrying out its functions and duties. In accordance with NI 81-107, the IRC is comprised of four independent members, conducts regular assessments of its members and provides reports, at least annually, to the Funds and to their securityholders in respect of those functions.

The IRC prepares, at least annually, a report of its activities for securityholders and makes such reports available on ML’s website at [www.middlefield.com](http://www.middlefield.com), or at the securityholder’s request and at no cost, by contacting ML at [invest@middlefield.com](mailto:invest@middlefield.com).

The members of the IRC for the Funds during 2022 were George S. Dembroski, Bernard I. Ghert (Chair), H. Roger Garland and Edward V. Jackson.

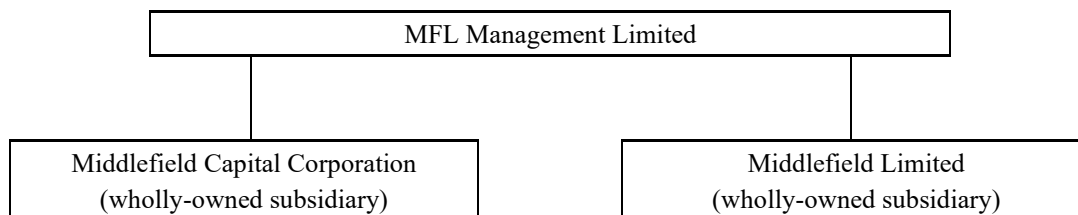


The IRC engages in the following activities:

1. reviews and provides input on ML’s written policies and procedures that deal with conflict of interest matters;
2. reviews conflict of interest matters referred to it by ML and makes recommendations to ML regarding whether ML’s proposed actions in connection with the conflict of interest matter achieve a fair and reasonable result for the Fund;
3. considers and, if deemed appropriate, approves ML’s decision on a conflict of interest matter that ML refers to the IRC for approval; and
4. performs other duties as may be required of the IRC under applicable securities laws.

### **Affiliated Entities**

The following companies that provide services to the Funds or ML in relation to the Funds are affiliated with ML, as shown in the following diagram:



Any fees received from the Funds by each company listed above are contained in the audited financial statements of the Funds.

The following directors and officers of ML are also directors or officers of MFL Management Limited, MCC and/or MMFL: Messrs. Orrico, Brasseur, and Rogers. The following directors and officers of MMFL are also directors or officers of MFL Management Limited, ML and/or MCC: Messrs. Greco and Rogers and Ms. Rebuldela.

### **Policies and Practices**

#### ***Derivatives risk management***

With the exception of High Interest Income Fund, all Funds may invest in over-the-counter derivatives including debt-like securities, swaps, warrants, options, futures and forward contracts and options on future contracts. The use of derivatives by the Funds is described as follows: (i) to hedge risks associated with existing investments which may be accomplished through the purchase of put options which would guarantee a minimum sale price and, therefore, minimize downside risk; (ii) to replicate the direct holding of equity or debt securities for speculative purposes, or to increase liquidity and efficiency in rebalancing the portfolio by, for example, the purchase of futures contracts to provide similar returns to a direct investment in the underlying equity or debt security, but requiring a significantly smaller initial investment. The Funds are limited in their use of derivatives by the ability to set aside margin to offset the market exposure created by the derivative investments.

ML has established written policies and procedures which stipulate the objectives of derivatives trading. Such policies and procedures are reviewed regularly to ensure the net value at risk from derivative positions does not exceed prevailing limits. The board of directors is responsible for reviewing the policies on derivatives trading on an annual basis to ensure the risk management process is robust.

Stress testing is employed to ensure that potential losses resulting from derivative trades remain within acceptable limits during periods of increased volatility. ML is responsible for the authorization of these trades.

### ***Securities lending, repurchase or reverse repurchase transactions***

Each of the Funds may engage in repurchase, reverse repurchase and securities lending transactions. The Custodian or a sub-Custodian acts as agent for the Funds in administering securities lending transactions, including negotiating the agreements, assessing the creditworthiness of counterparties and collecting the fees earned by the Funds. The agent also monitors the collateral provided to ensure that it remains within the prescribed limits. ML sets credit limits in an effort to control risk. At present, we do not simulate stress conditions to measure risk. ML has established written policies and procedures in connection with these types of transactions and is responsible for authorizing transaction limits. The board of directors is responsible for reviewing policies and procedures on an annual basis.

### ***Policies on proxy voting***

ML has adopted written policies on how securities held by a Fund are voted. Generally, these policies prescribe that voting rights should be exercised with a view to the best interests of a Fund and its securityholders. ML will implement such policies on behalf of the Funds. The following is a summary of such policies.

The proxy voting policies that have been developed by ML are general in nature and cannot contemplate all possible proposals with which a Fund may be presented. ML will exercise its voting rights in respect of all securities held by a Fund. When exercising voting rights, ML generally will vote with management of the issuer. ML will incorporate research and consider recommendations provided by its proxy advisor in exercising voting rights on behalf of the Funds. Proxy voting is a key element of Middlefield's stewardship of the assets it manages. Middlefield's ESG Funds will generally vote with a greater attention to ESG issues and will place increased emphasis on its proxy advisor's ESG research and recommendations, which is an adjunct to the integration of ESG factors into its investment process. Where appropriate in the circumstances, including with respect to any situations in which the Funds or ML are in a conflict of interest position, ML will seek the advice of the Independent Review Committee prior to casting its vote.

A Fund's proxy voting record for the most recent period ended June 30 of each year is available at no cost to any shareholder of a Fund upon request at any time after August 31 of that year. The proxy voting records for the Funds are also available on our website at [www.middlefield.com](http://www.middlefield.com).

### ***Short selling risk management***

Each Fund is permitted to short sell in accordance with NI 81-102 and will adhere to certain controls and limits when engaging in short selling. Securities will be sold short only for cash and the Fund will receive the cash proceeds within normal trading settlement periods for the market in which the short sale is made. All short sales will be effected only through market facilities through which those securities normally are bought and sold and a Fund will short sell a security only if: (i) the security is listed and posted for trading on a stock exchange and either the issuer of the security has a market capitalization of not less than \$100 million of the security sold short at the time the short sale is made or the Investment Advisor has pre-arranged to borrow securities for the purposes of such short sale; or (ii) the security is a bond, debenture or other evidence of indebtedness of or guaranteed by the Government of Canada or any province or territory of Canada or the Government of the U.S. As well, at the time securities of a particular issuer are sold short by a Fund, the aggregate fair value of all securities of that issuer sold short will not exceed 5% of the net assets of the Fund. The Fund will also place a "stop-loss" order (effectively a standing instruction) with a dealer to immediately repurchase for the Fund the securities sold short if the trading price of the securities exceeds 120% (or a lower percentage determined by us) of the price at which the securities were sold short. The aggregate fair value of all securities sold short by a Fund will not exceed 20% of its net assets on a daily marked-to-market basis. The Fund may deposit assets with lenders in accordance with industry practice in relation to its obligations arising under short sale transactions. The Fund also will hold cash cover in an amount, including the Fund's assets deposited with lenders, that is at least 150% of the aggregate fair value of all securities it sold short on a daily marked-to-market basis. No proceeds from short sales will be used by a Fund to purchase long positions other than cash cover. Where a short sale is effected in Canada, every dealer that holds Fund assets as security in connection with the short sale must be a registered dealer and a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund. Where a short sale is effected outside Canada, every dealer that holds Fund assets as security in connection with the short sale must be a member of a stock exchange and have a net worth in excess of the equivalent of \$50 million determined from its most recent audited financial statements. The aggregate assets deposited by a Fund

with any single dealer as security in connection with short sales will not exceed 10% of the Fund's total assets at the time of deposit.

Written policies and procedures relating to short selling by the Funds (including objectives, goals and risk management procedures) have been developed by us. When ML determines that it is appropriate, certain risk measurement procedures are used by us under stress conditions to test the portfolio of a Fund that is engaged in short selling. Any agreements, policies and procedures that are applicable to a Fund relating to short selling (including trading limits and controls in addition to those specified above) have been prepared by senior management of ML and are reviewed by the board of directors annually. The decision to effect any particular short sale is made by senior portfolio managers and reviewed and monitored as part of ML's ongoing compliance procedures and risk control measures.

### **Remuneration of Directors and Officers**

No remuneration, fees or reimbursement of expenses were paid by the Funds to the directors or officers of MMFL or ML. During 2022, each of Bernard I. Ghert, George S. Dembroski, H. Roger Garland and Edward V. Jackson received \$6,625 from the Funds for acting as members of the IRC. No amounts were paid to IRC members in respect of IRC expenses. For a description of the role of the IRC, see Independent Review Committee and Fund Governance for more information.

### **Material Contracts**

- (a) The Articles. For further details see the description under **Name, Formation and History of the Funds**.
- (b) Management Agreements. For further details see the descriptions under the heading **Responsibility for Mutual Fund Administration – Manager**.
- (c) Advisory Agreements. For further details, see the descriptions under the heading **Responsibility for Mutual Fund Administration – Investment Advisor**.
- (d) Custodian Agreement. For further details, see the description under the heading **Responsibility for Mutual Fund Administration – Custodian**.
- (e) The DOT. For further details see the description under **Name, Formation and History of the Funds**.

Copies of the material contracts listed above may be examined by prospective or existing securityholders upon the giving of reasonable notice at the offices of ML during ordinary business hours.

### **Designated Website**

A mutual fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the Funds this document pertains to can be found at the following location: [www.middlefield.com](http://www.middlefield.com).

### **Valuation of Fund Securities**

The value of any security or property held by a Fund or any of its liabilities will be determined in the following way:

1. Cash, bills, demand notes, accounts receivable, prepaid expenses, cash dividends or distributions and interest, declared or accrued and not yet received, will be valued at their full amount unless the board of directors of MMFL (or in the case of a Trust Fund, ML) has determined that the cash or other asset is not worth that amount. The board of directors will then determine a reasonable value.
2. If any assets or liabilities of a Fund are expressed in a foreign currency, the value in Canadian funds is determined by applying an exchange rate chosen by ML.
3. Bonds, debentures and other obligations are valued by taking the average of the bid and ask prices quoted by a major dealer or recognized information provider on the Valuation Date (as defined below).

4. Notes and money market instruments are valued at their current fair value on the Valuation Date. ML may determine this value based on the cost of the investments, which approximates fair value after taking into account accrued interest which is recorded separately from the investment. If short-term instruments are sold, the difference between the cost and the proceeds (less income previously credited for such security) will be recorded as income not capital.
5. Securities listed on a recognized public securities exchange are valued at their closing sale price each Valuation Date. Securities not traded on that date are valued at the average of the closing bid and ask prices.
6. The value of any security, the resale of which is restricted or limited by reason of any representation, undertaking or agreement by a Fund or by the Fund's predecessor in title, shall be the lesser of: (i) the value thereof based on reported quotations in common use; and (ii) that percentage of the fair value of securities of the same class, the resale of which is not restricted or limited by reason of any representation, undertaking or agreement, equal to the percentage that the Fund's acquisition cost was of the fair value of such securities at the time of acquisition, provided that a gradual taking into account of the actual value of the securities may be made when the date on which the restrictions will be lifted is known.
7. The value of a forward or futures contract will be the gain or loss with respect thereto that would be realized if, on the Valuation Date, the position in the forward or futures contract were to be closed out unless "daily limits" are in effect, in which case fair value shall be based on the current fair value of the underlying interest. Margin paid or deposited in respect of forward or futures contracts shall be reflected as an account receivable and margin consisting of assets other than cash shall be noted as held as margin.
8. If the valuation principles described above cannot be applied, the board of directors of MMFL (or, in the case of a Trust Fund, ML) will determine a value.
9. If a Valuation Date of a Fund is not a business day, the prices or quotations of the prior business day will be used to value the asset or liability.

**ML has not deviated from the valuation policy in the last three years nor does it have the discretion to deviate.**

#### **Calculation of Net Asset Value**

The net asset value ("NAV") per security of a Fund ("NAV per security") is determined after the close of the Toronto Stock Exchange ("TSX") on each day that the TSX is open for business (each, a "Valuation Date"). In some circumstances, we may calculate NAV at another time set by the board of directors of MMFL (or, in the case of a Trust Fund, by ML) (for example, where portfolio assets are listed on an exchange located in another time zone), and in such circumstances, any redemptions or purchases of securities of that Fund will be processed at the net asset value next determined after the receipt by the Fund of the purchase order or redemption request.

The NAV per security of a Fund is calculated by dividing the value of the net assets of the Fund (the value of the assets less liabilities) by the total number of Fund securities outstanding.

The NAV per security is the price used for all sales of securities of a Fund (including on the reinvestment of distributions and dividends) and for redemptions. The issue and redemption price of securities of a Fund is based on the Fund's NAV per security next determined after the receipt of a purchase order and a redemption order. The NAV per security of each Fund is made available through the Internet at [www.middlefield.com](http://www.middlefield.com) at no cost to the public.

In general, the prices of shares of classes of MMFL are calculated in the way we have described above. However, common expenses of MMFL are shared by all MMFL Fund classes, and are allocated on an equitable basis. These expenses include income taxes and refundable capital gains taxes. We have the right, however, to allocate expenses to a particular MMFL Fund class where it is reasonable to do so.

## **Purchases, Switches and Redemptions**

### **How the Securities are Valued**

When you buy securities you pay the price or NAV per security plus any applicable sales charges. When you redeem (sell) securities, you receive the NAV per security.

All transactions are based on the NAV of a Fund's securities. We usually calculate NAV for each Fund after the close of the TSX on each Valuation Date. In some circumstances, we may calculate NAV at another time set by the board of directors of MMFL (or, in the case of a Trust Fund, by ML) (for example, where portfolio assets are listed on an exchange located in another time zone), and in such circumstances, any redemptions or purchases of securities of that Fund will be processed at the net asset value next determined after the receipt by the Fund of the purchase order or redemption request. The NAV can change daily.

The NAV per security is the price for all sales of securities (including sales made on the reinvestment of dividends or distributions) and for redemptions. The issue or redemption of securities of a Fund is reflected in the next calculation of the NAV of the Fund following the time at which the NAV is determined for the purpose of the issue or redemption of securities.

We calculate the NAV per security of a Fund by adding up the Fund's assets, subtracting the Fund's liabilities and dividing this amount by the total number of Fund securities outstanding.

In general, the prices of shares of classes of MMFL are calculated in the way we have described above. However, common expenses of MMFL are shared by all MMFL Fund classes, and are allocated on an equitable basis among the classes. These expenses include income taxes and refundable capital gains taxes. We have the right, however, to allocate expenses to a particular MMFL Fund class where it is reasonable to do so.

### **How to Buy, Redeem and Switch**

You can buy or redeem securities of the Funds directly with the Funds or through your registered broker or dealer. You can also switch securities of the Funds.

Once you place your order to buy, redeem or switch securities, your broker or dealer will forward your order to us the same day.

If ML receives your order before 4:00 p.m. Eastern time, you will pay or receive that day's NAV per security. If ML receives your order after 4:00 p.m. Eastern time, you will pay or receive the NAV per security on the next Valuation Date. In the event that the board of directors of MMFL (or, in the case of a Trust Fund, ML) determines that NAV will be calculated at a time other than after the usual closing time of the TSX, the price paid or received will be determined relative to that time. All orders are processed within two business days.

### **Purchases**

Securities of the Funds are offered through registered dealers in all of the provinces and territories of Canada. When purchasing securities of any Fund, you must make an initial investment of at least \$500. Each subsequent investment in any security of a Fund must be at least \$100. There is no maximum limit to the number of securities an investor may purchase in a Fund. You must maintain a minimum balance of \$500 per Fund in which you hold shares. We may change or waive these minimum amounts at any time, at our discretion and without notice to securityholders.

Subject to its right of rejection of any purchase order, a purchase order for securities which is received by ML prior to 4:00 p.m. Eastern time on any Valuation Date will be priced that day. If a purchase order is received after 4:00 p.m. Eastern time on a Valuation Date, it will be priced on the next Valuation Date. If the board of directors of MMFL (or, in the case of a Trust Fund, ML) decides to calculate NAV per security at a time other than the usual closing time of the TSX, the security price paid or received will be determined relative to that time.

Listed below are the rules for buying mutual fund securities. These rules were established by Canadian securities regulatory authorities:

- We must receive payment for the securities whether in cash or securities within two business days of receiving your order for all Funds.
- If we do not receive payment within two business days, we are required to sell your securities. If the proceeds of the sale of your securities are greater than the payment you owe, the Fund keeps the difference. If the proceeds are less than the payment you owe, we must pay the Fund the difference, and we will collect this amount from your dealer. Your dealer may require you to reimburse the amount paid if the dealer suffers a loss because you failed to settle a purchase of Fund securities.
- We have the right to reject any order to buy securities within one business day of receiving it. If we reject your order, we will return your money immediately.

Payment for securities must be received within two business days of receiving your order.

We do not issue a certificate when you buy securities of a Fund, but we will send you a confirmation which is proof of your purchase. A record of the number of securities you own and their value will appear on your next account statement.

You may purchase Series A securities of each of the Funds with a sales charge under the Front-end sales charge option (“Front-end option”) or, if you participate in a fee-based program through your broker or dealer, you can purchase Series F securities of each of the Funds (with the exception of High Interest Income Fund) with no sales charge under the Series F No-load sales charge option (“Series F option”).

#### **Front-end sales charge option**

If you purchase securities from your broker or dealer using the Front-end option, you negotiate the sales commission you pay with such broker or dealer. Your broker or dealer will generally deduct the sales commission and forward the net amount of the order to be invested in the Fund or Funds selected.

If you purchase securities directly from MCC, you pay a sales charge according to the amount purchased as shown in the table under **Fees and Expenses**.

#### **Series F No-load option**

Series F shares are “no load” and are available for each Fund, with the exception of High Interest Income Fund, to investors who participate in fee-based programs through their broker or dealer. These investors pay an annual fee for ongoing financial planning advice. We do not pay commissions or service fees to an investor’s broker or dealer in respect of Series F option shares, which means that ML can charge a lower management fee.

You can only buy Series F option shares if we and your broker or dealer approve it first. Your broker or dealer’s participation in the Series F option program is subject to ML’s terms and conditions.

If we become aware that you no longer qualify to hold Series F option shares, we may exchange your shares to Front-end option shares of the same Fund after we give you 10 days’ notice.

We do not issue a certificate when you buy securities of a Fund, but we will send you a confirmation which is proof of your purchase. Certificates representing securities of a Fund will be issued only on the request in writing of a securityholder to ML. A record of the number of securities you own and their value will appear on your next account statement.

There are no sales charges paid by you for securities of the Funds purchased by you on the transfer of assets of a Middlefield-sponsored limited partnership.

#### **Switches**

You can switch securities from one Fund to another. A switch is usually a transfer of your investment money from one Fund to another. You must maintain a minimum account balance of \$500 per Fund, and you must switch at least \$500 per Fund worth of securities. When you want to switch securities, we will switch the securities to securities of a

new Fund in the same proportion as you hold securities of your current Fund under the Front-end option or Series F option.

When we receive your order to switch, we will exchange securities of the current Fund for securities of the new Fund.

**The transfer of your investment money from one Fund to another is a taxable disposition. See *Income Tax Considerations for Investors*.**

If you switch your securities from one Fund to another or if you switch the type of account in which you hold your securities (for example, switching from an investment account to an RRSP), your broker or dealer may charge you the fees described under **Fees and Expenses**.

### **Redemptions**

You may redeem (sell) your securities on any Valuation Date. You or your broker or dealer will forward your redemption order to ML. Unless a redemption order is received by us before 4:00 p.m. Eastern time, it will be processed for redemption on the following Valuation Date.

If we do not receive all the documents we need to process your redemption request within two business days, we are required to notify you that your redemption order is incomplete. If, within 10 business days, we still have not received all the documentation, we are required to repurchase your securities. If the repurchase amount is less than the redemption proceeds, the Fund will keep the difference. If the repurchase amount is greater than the redemption proceeds, we must pay the Fund the difference, and we will collect this amount from your broker or dealer. Your broker or dealer may have the right to collect it from you and may require you to pay compensation if the broker or dealer suffers a loss because you failed to satisfy the requirements of the Fund for a redemption of securities.

If you are redeeming securities of Funds, we will pay the redemption proceeds to you within two business days of receiving the information described above. Payment of redemption proceeds will occur within two business days of our receiving the applicable information.

### **When you may not be allowed to redeem your securities**

A Fund may suspend your right to redeem your securities for all or part of a period when:

- normal trading is suspended on a stock, options or futures exchange in Canada or outside Canada on which securities or derivatives that make up more than 50% of the value or underlying exposure of the Fund's total assets are traded; and
- those securities or derivatives are not traded on any other exchange that represents a reasonable alternative for the Fund or with the approval of securities regulators.

A Fund may postpone a redemption payment during any period during which your right to request redemption is suspended under the circumstances described above or with the approval of the principal securities regulator of the Fund.

### **Involuntary Redemptions**

Due to the relatively high cost of maintaining small accounts, if your balance falls below the minimum required balance for a particular Fund or series, or you otherwise become ineligible to hold a particular Fund or series, we may redeem or reclassify your shares or units, as applicable. If we redeem, reclassify or switch your shares or units, the effect will be the same as if you initiated the transaction. For redemptions in non-registered accounts, we may transfer the proceeds to you, and for redemptions in registered plans, we may transfer the proceeds to a registered savings deposit within the plan. We will give you at least seven days' notice before closing out your account, so that you can buy more securities of the Fund to raise your balance above the minimum.

## **Maintaining Tax Efficiency**

To assist in managing the taxable income of MMFL in respect of the High Interest Income Fund, we may need to reject a purchase or switch order where the order seeks to purchase shares of the High Interest Income Fund.

## **Short-term Trading**

Short-term trading in securities of the Funds can have an adverse effect on the Funds. Such trading can increase brokerage and other administrative costs of the Funds and interfere with the long-term investment decisions of ML. ML has adopted certain restrictions to deter short-term trading. For example, a short-term trading fee of up to 1% of the amount switched or redeemed may be charged by a Fund if you invest in a Fund for less than a 30-day period. Should ML detect a pattern of excessive short-term trading activities, comprised of a series of purchases, redemptions or switches within a 90 day period, then ML may take any of the following actions, as deemed appropriate: i) issue a warning letter to the investor, or ii) charge a short-term trading fee of up to 2% of the value of securities. Subject to applicable securities law, additional sanctions may be taken by ML, in its sole discretion, including rejecting or canceling prospective trades, in order to protect the interests of the Funds and their investors. These fees will not be charged in respect of amounts switched out of or redeemed out of High Interest Income Fund. This amount will be retained by the subject Fund, and not by ML or any distributor. This fee is in addition to any redemption or switch fees that may apply and will reduce the amount otherwise payable to an investor on the redemption or reduce the amount switched.

The short-term trading fees will not apply in the case of certain redemptions or switches including:

- relating to optional plans, such as the systematic withdrawal plan;
- initiated by ML (including as part of a fund reorganization or merger) or by a Fund or another investment fund or by a segregated fund or another investment product which has been approved by ML;
- in the case of what ML, in its discretion, considers a special circumstance, such as the death of a securityholder or a hardship situation; and
- relating to securities received on the reinvestment of dividends or distributions.

While these restrictions and ML's monitoring attempt to deter short-term trading, ML cannot ensure that such trading will be completely eliminated. ML may reassess what it determines to be adverse short-term trading in the Funds at any time and may charge or exempt transactions from these fees in its discretion.

## **Optional Services**

We offer the following services:

### **Pre-authorized Purchase Plan**

If you want to invest in a Fund on a regular basis, you can use our pre-authorized purchase plan. The plan works as follows:

- Your initial investment must be at least \$500. This minimum investment level must be maintained at all times. Each additional investment must be at least \$100 per Fund. We may change or waive these minimum amounts at any time, at our discretion and without notice to securityholders.
- You can invest weekly, bi-weekly, semi-monthly, monthly, quarterly, semi-annually or annually.
- You can change the amount you are investing, suspend the plan or cancel it by calling 1-888-890-1868.
- There is no charge for this service.
- We may cancel your plan upon not less than seven days' notice if your payment is returned because there are not sufficient funds in your account.



## **Systematic Withdrawal Plan**

If you would like to make regular withdrawals from your investment in a Fund, you can open a systematic withdrawal plan.

The plan works as follows:

- You must maintain a minimum account balance of \$500 for each Fund in which you hold securities.
- You can withdraw monthly, quarterly, semi-annually or annually.
- You can withdraw \$100 or more per withdrawal per Fund.
- We will mail the money to the address you specify.
- If your investment falls below the \$500 minimum for a Fund, we may ask you to increase your investment to the minimum amount.
- If your investment in a Fund falls below \$500, we reserve the right to redeem all of your holdings upon not less than seven days' notice.
- There is no charge for this service.
- You may terminate the plan at any time by giving us prior written notice of at least ten business days or calling 1-888-890-1868.

We may change or waive these minimum amounts at any time, at our discretion and without notice to securityholders. It is important to remember that if your regular withdrawals are more than what your Fund is earning, you will eventually use up your original investment.

## Fees and Expenses

This table outlines the fees and expenses you may pay directly or indirectly when you invest in a Fund. The Funds pay some fees and expenses which reduce the value of your investment in the Fund.

<b>Fees and expenses payable by the Funds</b>			
<b>Management Fees</b>	Each Fund pays ML an annual management fee which is unique to each Fund as set out below and in the applicable Fund Profile. The fee is calculated and accrued daily and paid monthly based on the average daily NAV of the Fund. The Fund is required to pay GST (and HST where applicable) on the fees paid to ML.		
	<b>Fund</b>	<b>Series A</b>	<b>Series F</b>
	Middlefield Canadian Dividend Growers Class	2.00%	1.00%
	Middlefield Income Plus Class	1.50%	0.50%
	Middlefield High Interest Income Class	0.50%	N/A
	Middlefield Global Agriculture Class	2.00%	1.00%
	Middlefield Real Estate Dividend Class	1.75%	0.75%
	Middlefield U.S. Equity Dividend Class	2.00%	1.00%
	Middlefield Global Dividend Growers Class	2.00%	1.00%
	Middlefield Innovation Dividend Class	2.00%	1.00%
	Middlefield Global Energy Transition Class	2.00%	1.00%
	Middlefield Global Infrastructure Fund	2.00%	1.00%
	Middlefield Healthcare Dividend Fund	2.00%	1.00%
	INDEXPLUS <i>Income Fund</i>	1.50%	0.50%
<p>In consideration for the management fee, the Manager is responsible for the direction and management of the business, operations and affairs of the Funds, including overseeing the day-to-day administration of the Funds such as processing applications for redemptions of and subscriptions for securities, retaining and liaising with service providers of the Funds, including, in the case of the Investment Advisor, consulting with the Investment Advisor in respect of its decisions as to the purchase and sale of securities for the Funds' portfolios, and monitoring that all applicable securities laws and policies are complied with in connection with the operation of the Funds. The fees payable to the Investment Advisor are paid by the Manager and not by the Funds.</p>			
<p><b><i>Management fee rebates</i></b>            To encourage large investments and to achieve competitive management fees for large private and institutional accounts, ML, may in its discretion, negotiate a lower management fee with certain investors. This reflects the lower administrative costs related to larger investments. ML rebates a portion of its fee to the investor or, in the case of a Trust Fund, a distribution in the amount of the management fee reduction is made by the Trust Fund, to affected unitholders. Unless the investor requests otherwise, this payment is reinvested in additional securities of the Fund.</p> <p>Set out in the below table is the management fee rebate or management fee distribution we currently provide based on an investor's aggregate holdings of the Funds. We may, in our discretion, from time to time make changes to these amounts for any or all investors or terminate our management fee rebate and management fee distribution program without notice.</p>			

	<table border="1" data-bbox="456 243 1360 527"> <thead> <tr> <th colspan="6" data-bbox="456 243 1360 302">Series A and Series F Management Fee Rebates and Management Fee Distributions, as applicable</th> </tr> <tr> <th data-bbox="456 302 621 443">Fund</th> <th data-bbox="621 302 769 443">Investment of between \$100,000 and \$250,000</th> <th data-bbox="769 302 917 443">Investment of between \$250,000 and \$500,000</th> <th data-bbox="917 302 1065 443">Investment of between \$500,000 and \$1 million</th> <th data-bbox="1065 302 1213 443">Investment of between \$1 million and \$2.5 million</th> <th data-bbox="1213 302 1360 443">Investment greater than \$2.5 million</th> </tr> </thead> <tbody> <tr> <td data-bbox="456 443 621 527">All Middlefield Funds</td> <td data-bbox="621 443 769 527">0.025%</td> <td data-bbox="769 443 917 527">0.05%</td> <td data-bbox="917 443 1065 527">0.075%</td> <td data-bbox="1065 443 1213 527">0.125%</td> <td data-bbox="1213 443 1360 527">0.20%</td> </tr> </tbody> </table> <p data-bbox="456 527 1360 590">Note: Upon reaching a particular threshold, the applicable rate of management fee rebate or management fee distribution will apply to the entirety of the investment.</p> <p data-bbox="456 621 1422 926">If a Fund holds securities of another investment fund (a) there are fees and expenses payable by the underlying mutual fund in addition to the fees and expenses payable by the Fund; (b) no management fees or incentive fees are payable by the Fund that, to a reasonable person, would duplicate a fee payable by the underlying mutual fund for the same service; (c) no sales or redemption fees are payable by the Fund in relation to its purchases or redemptions of securities of the underlying mutual fund if the underlying mutual fund is managed by the Manager or an affiliate of the Manager; and (e) no sales or redemption fees are payable by the Fund in relation to its purchases or redemptions of securities of the underlying mutual fund that, to a reasonable person, would duplicate a fee payable by an investor in the Fund.</p>	Series A and Series F Management Fee Rebates and Management Fee Distributions, as applicable						Fund	Investment of between \$100,000 and \$250,000	Investment of between \$250,000 and \$500,000	Investment of between \$500,000 and \$1 million	Investment of between \$1 million and \$2.5 million	Investment greater than \$2.5 million	All Middlefield Funds	0.025%	0.05%	0.075%	0.125%	0.20%
Series A and Series F Management Fee Rebates and Management Fee Distributions, as applicable																			
Fund	Investment of between \$100,000 and \$250,000	Investment of between \$250,000 and \$500,000	Investment of between \$500,000 and \$1 million	Investment of between \$1 million and \$2.5 million	Investment greater than \$2.5 million														
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<p data-bbox="201 940 326 1003"><b>Operating Expenses</b></p>	<p data-bbox="453 940 1422 1430">Each Fund pays its own operating expenses other than compensation of any portfolio advisers and expenses paid in connection with the distribution of shares of the Funds. The expenses paid by each Fund include recordkeeping, accounting and valuation costs, audit and legal fees, applicable taxes, regulatory filing fees, custodial and safekeeping charges, brokerage commissions and fees, and the costs of preparing and distributing annual and semi-annual reports, prospectuses, statements and investor communications, and the fees and expenses payable in connection with the IRC. The IRC members each receive \$25,000 (the Chairman receives \$35,000) per annum plus \$1,500 per meeting for acting in such capacity and are also reimbursed for expenses (such as travel and accommodation) in connection with performing their duties. These fees and expense reimbursements, in addition to other expenses associated with the IRC, such as insurance, legal costs and administrative expenses, are allocated across investment funds that are managed by ML in a manner that is fair and reasonable. For the year ended December 31, 2022 such IRC expenses were nominal. No expenses are charged directly to shareholders. From time to time, we may reduce the management fees or pay some operating expenses directly, at our discretion.</p>																		
<p data-bbox="201 1444 683 1476"><b>Fees and expenses payable directly by you</b></p>																			
<p data-bbox="201 1493 367 1524"><b>Sales Charges</b></p>	<p data-bbox="453 1493 1422 1650">If you do not participate in a fee-based program and you purchase shares through your broker or dealer, you negotiate the sales commission you pay with such broker or dealer. The range is from 0% to 5% of the purchase order (a maximum of 5.3% of the net amount invested). Your broker or dealer will generally deduct the sales commission and forward the net amount of the order to be invested in the Fund or Funds selected.</p> <p data-bbox="453 1661 1422 1724">If you purchase securities through MCC, the sales charge you pay is based on the following schedule:</p> <table border="1" data-bbox="453 1724 1422 1913"> <thead> <tr> <th data-bbox="453 1755 711 1787"><u>Aggregate securities *</u></th> <th data-bbox="818 1724 1076 1787"><u>Sales charge as % of amount paid</u></th> <th data-bbox="1097 1724 1422 1787"><u>Sales charge as % of net amount invested</u></th> </tr> </thead> <tbody> <tr> <td data-bbox="453 1787 711 1818">Up to \$99,999</td> <td data-bbox="818 1787 1076 1818">not to exceed 5%</td> <td data-bbox="1097 1787 1422 1818">not to exceed 5.3%</td> </tr> <tr> <td data-bbox="453 1829 711 1860">\$100,000 to \$199,999</td> <td data-bbox="818 1829 1076 1860">not to exceed 4%</td> <td data-bbox="1097 1829 1422 1860">not to exceed 4.2%</td> </tr> <tr> <td data-bbox="453 1871 711 1902">\$200,000 and over</td> <td data-bbox="818 1871 1076 1902">not to exceed 3%</td> <td data-bbox="1097 1871 1422 1902">not to exceed 3.1%</td> </tr> </tbody> </table>	<u>Aggregate securities *</u>	<u>Sales charge as % of amount paid</u>	<u>Sales charge as % of net amount invested</u>	Up to \$99,999	not to exceed 5%	not to exceed 5.3%	\$100,000 to \$199,999	not to exceed 4%	not to exceed 4.2%	\$200,000 and over	not to exceed 3%	not to exceed 3.1%						
<u>Aggregate securities *</u>	<u>Sales charge as % of amount paid</u>	<u>Sales charge as % of net amount invested</u>																	
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\$200,000 and over	not to exceed 3%	not to exceed 3.1%																	

	<b>*Aggregate securities</b> means: (1) the greater of the original cost and current value of your holdings of securities of a Fund, prior to your proposed purchase; plus (2) the current value of your proposed purchase. <b>It is your responsibility to advise your broker or dealer that there may be a reduced rate of sales charge as shown in the schedule.</b>
<b>Switching Fees</b>	Your broker or dealer may charge you a fee of 0% to 2% of the purchase price of the securities you acquire when you switch between Funds or transfer between types of accounts.
<b>Short-term Trading Fees</b>	A short-term trading fee of up to 1% of the amount switched or redeemed may be charged by a Fund if you invest in a Fund for less than a 30-day period. A short-term trading fee of up to 2% of the value of securities may be charged should ML detect a pattern of excessive short-term trading activities, comprised of a series of purchases, redemptions or switches within a 90 day period. These fees will not be charged in respect of amounts switched out of or redeemed out of High Interest Income Fund.
<b>Other Fees and Expenses</b>	<b>NSF cheques.</b> We charge \$35 (plus GST) on returned cheques.

**Dealer compensation**

**Sales commissions**

Unless you purchase shares under the Series F option, your broker or dealer receives a sales commission at the time you purchase securities under the Front-end option. Under the Front-end option, you pay a negotiable sales commission of 0% to 5% of the purchase price at the time of purchase.

Your broker or dealer may charge you a switch fee of 0% to 2% of the purchase price of the securities you acquire when you switch from one Fund to another or transfer between types of accounts in which you hold your securities.

No sales commission or switch fee is payable in respect of shares purchased under the Series F option.

**Trailing commissions**

Securities of the Funds are sold by MCC, a wholly-owned subsidiary of MFL Management Limited. The securities of the Funds are also sold through independent registered dealers. We pay quarterly service fees to dealers for the ongoing service and advice they provide to you relating to the Funds. Service fees are paid to identified investment advisers out of our management fee and are calculated as a percentage of the average daily value of securities held by the dealer’s clients throughout each quarter. The size of the service fees we pay varies depending on the type of Fund you select.

The annual service fee rates we may pay are up to a maximum of 1.0% under the Front-end option. No service fees are paid on shares purchased under the Series F option. The actual service fee rates we pay may vary from the maximum service fee rates and may also vary from time to time. We retain the right to revise the terms and conditions of the service fee program without notice and may discontinue the program at any time.

Additionally, we may pay reduced service fees, or no service fees at all, to discount brokers who do not provide investment advice or other services for their clients’ accounts.

**Other forms of dealer support**

We provide a broad range of marketing and educational support programs to dealers and their financial advisers. These include providing financial support of investor seminars and conferences and providing financial advisers with research and marketing materials on the Funds and the benefits of mutual fund investing.

The cost of supporting such activities and providing such materials is determined on a case-by-case basis, but will not exceed 50% of the financial adviser’s actual expenses.

## **Income Tax Considerations for Investors**

The following is a general summary of the Canadian federal income tax consequences under the *Income Tax Act* (Canada) (“Tax Act”) to you of receiving dividends and distributions from MMFL, receiving distributions from the Trust Funds and disposing of your securities of a Fund. The summary also discusses the general taxation of the MMFL and the Trust Funds.

This summary only applies to Canadian resident individuals (including “Registered Plans”, as defined below) who deal with MMFL and the Trust Funds at arm’s length and hold securities of MMFL and of the Trust Funds as capital property. This summary assumes that at all relevant times MMFL will qualify as a mutual fund corporation for purposes of the Tax Act and will continue to be a registered investment under the Tax Act and that each of the Trust Funds will qualify at all times as a mutual fund trust for purposes of the Tax Act. This summary is based on current Canadian federal income tax legislation. This summary also assumes that MMFL and each of the Trust Funds has elected pursuant to subsection 39(4) of the Tax Act to have all Canadian securities owned by it deemed to be capital property.

The summary is general in nature. It is not intended to be legal or tax advice to any particular investor. Consult your own tax adviser with respect to the tax implications of purchasing, holding and selling securities of MMFL and of the Trust Funds based on your particular circumstances.

### **Taxation of MMFL and the Trust Funds – General Rules**

Each Fund is generally required to include in computing its income interest as it accrues, dividends when received and capital gains when realized. Trust income that is paid or payable to a Fund is generally included in computing its income for the taxation year of the Fund in which the trust’s taxation year ends.

The “suspended loss” rules in the Tax Act may prevent a Fund from immediately recognizing capital losses on the disposition of securities in certain circumstances, including where a Fund (or a person affiliated with it for purposes of the Tax Act), within the period that begins 30 days before and ends 30 days after the date on which the capital loss was realized, acquires property that is, or is identical to, the particular property on which the loss was realized and owns that property at the end of that period.

Generally, gains and losses from derivative transactions and short sales of securities other than Canadian securities will, for tax purposes, be on income account rather than capital account, unless there is sufficient linkage between the derivative transaction and capital property of the Fund. Short sales of “Canadian securities” (as defined in the Tax Act) will be on capital account. Certain transactions entered into by a Fund for writing covered calls may be treated as derivative forward agreements under the Tax Act, with the result that gains or losses on such transactions are taxed as income (rather than capital gains).

The higher the portfolio turnover rate in a year of a Fund, the greater the chance it will realize gains and losses in that year.

A Fund may be required to include in its income an amount based on its designated cost of an interest in an “offshore investment fund property”, as defined in the Tax Act, if (i) such investment may reasonably be considered to derive its value, directly or indirectly, primarily from portfolio investments in certain specified assets and (ii) it is reasonable to conclude that one of the main reasons for it acquiring or holding the investment was to derive a benefit from the portfolio investments in such a manner that the taxes, if any, on the income, profits and gains from such assets for any particular year are significantly less than the tax that would have been applicable under Part I of the Tax Act had the income, profits and gains been earned directly by it.

Generally, if a Fund invests in certain publicly traded trusts or partnerships (a “SIFT trust” or “SIFT partnership”, as defined in the Tax Act) it will be required to include in income as a taxable dividend received from a taxable Canadian corporation, certain amounts in respect of the “non-portfolio earnings” of the SIFT trust or SIFT partnership paid or allocated, as applicable, to the Fund.

## **Taxation of MMFL**

MMFL is generally taxable on its taxable income at normal corporate rates. MMFL is subject to refundable Part IV tax on dividends it receives from taxable Canadian corporations to the extent that such dividends are deductible in computing its taxable income. Such tax is refunded when MMFL pays taxable dividends, other than capital gains dividends, to its shareholders. The tax payable by MMFL on capital gains will be refundable to the extent such gains are paid to shareholders in the form of capital gains dividends or securities of MMFL are redeemed. Due to deductible expenses and to tax refunds available to MMFL upon the payment of capital gains dividends and taxable dividends, MMFL is not expected to have any material net income tax liability in any year. However, no assurance can be provided that this will always be the case.

MMFL, like any other mutual fund corporation with a multi-class structure, must compute its earnings for tax purposes as a single entity. As a result, dividends paid to an investor in a Fund will differ from the dividends or distributions that would be paid to the investor if the investor invested in a mutual fund that made the same investments but did not have a multi-class corporate structure. For example, if a particular Fund in MMFL has a net loss or net realized capital loss, that net loss or net realized capital loss may be applied to reduce the income and net realized capital gains of MMFL as a whole. This will generally benefit investors in other classes of shares if it reduces the amount of dividends that would otherwise be paid to them since their current income inclusions will be reduced but not the value of their shares in such other classes. The amount of capital gains dividends paid by MMFL will be affected by the level of redemptions from MMFL as well as accrued gains and losses of MMFL as a whole. MMFL may have to dispose of some of its investments because of investors switching to another class of securities. As a result, more of its accrued gains and losses may be recognized at an earlier time compared with a mutual fund that does not allow for switching. In certain circumstances, this could accelerate the recognition of gains by investors as a consequence of the earlier payment of capital gains dividends.

If flow-through shares have been acquired by MMFL from a Middlefield sponsored limited partnership, the cost of such shares will be averaged with the adjusted cost base of all identical shares held by MMFL as capital property at that time. Flow-through shares acquired by MMFL from a Middlefield sponsored limited partnership will be acquired on a tax-deferred basis and will have a cost base of “nil” with the result that MMFL will realize larger capital gains on the disposition of such flow-through shares than would have been realized had such flow-through shares been acquired on a taxable basis.

## **Taxation of the Trust Funds**

Each of the Trust Funds is subject to tax in each taxation year under Part I of the Tax Act on its net income, including net taxable capital gains, less the portion thereof that it claims in respect of the amount paid or payable to unitholders in the year. Each Trust Fund intends to make distributions to its unitholders and to deduct, in computing its income in each taxation year, such amount as will be sufficient to ensure that it is not liable for tax under Part I of the Tax Act for each year, other than such tax on net realized capital gains that will be recoverable by it in respect of such year by reason of the capital gains refund mechanism.

A Trust Fund that is a “mutual fund trust” throughout a taxation year, is prohibited from claiming a deduction in computing its income for a taxation year for amounts of income that are allocated to redeeming unitholders and is limited in its ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming unitholders. If these restrictions apply, the taxable component of distributions to non-redeeming unitholders in a Trust Fund may increase.

If a Trust Fund experiences a “loss restriction event” it (i) will be deemed to have a year-end for tax purposes (which, if it has not distributed sufficient net income and net realized capital gains, if any, for such taxation year, would result in it being liable for income tax on such amounts under Part I of the Tax Act), and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, it would be subject to a loss restriction event if a person becomes a “majority-interest beneficiary”, or a group of persons becomes a “majority-interest group of beneficiaries”, of the Trust Fund, as those terms are defined in the Tax Act. Generally, a unitholder would be a majority-interest beneficiary of a Trust Fund if it, together with persons and partnerships with whom it is affiliated, owns more than 50% of the securities of the Trust Fund. However, a Trust

Fund will be exempt from the application of these rules in most circumstances if the Trust Fund is an “investment fund” which requires the Trust Fund to satisfy certain investment diversification rules.

### **Securities held in Registered Tax Plans**

If securities of MMFL or of the Trust Funds are held in a registered retirement savings plan (including a group registered retirement savings plan and a locked-in retirement account), a registered retirement income fund (including a life income fund and a locked-in retirement income fund), a deferred profit-sharing plan, a registered education savings plan, a registered disability savings plan, a first home savings account or a tax-free savings account (referred to individually as a “Registered Plan” and collectively as “Registered Plans”), distributions and dividends paid from MMFL and the Trust Funds, and capital gains realized on selling or transferring the securities of MMFL and of the Trust Funds, will not be taxable in such Registered Plan, but may be taxable when withdrawn from such Registered Plan.

The holder of a tax-free savings account, a first home savings account or a registered disability savings plan, the annuitant under a registered retirement savings plan or registered retirement income fund or a subscriber of a registered education savings plan which holds securities of MMFL or of the Trust Funds will be subject to a penalty tax if the securities of MMFL or of the Trust Funds are a “prohibited investment”. The MMFL shares or Trust Fund units will be a prohibited investment if the holder, annuitant or subscriber, as the case may be, (i) does not deal at arm’s length with MMFL or the Trust Fund for purposes of the Tax Act or (ii) has a significant interest (within the meaning of the Tax Act) in MMFL or the Trust Fund. In addition, securities of a Fund will not be a prohibited investment if they are considered “excluded property” as defined in the Tax Act.

Holders of securities of a Fund should consult their own tax advisors as to whether the securities will be a prohibited investment in their particular circumstances.

### **Securities held in Non-Registered Accounts**

You must include in your income ordinary dividends and the taxable portion of capital gains dividends paid to you by MMFL, whether paid by reinvestment in additional shares or in cash; and the net income of a Trust Fund, including net realized taxable capital gains, paid or payable to you by the Trust Fund in a taxation year (including management fee distributions), whether paid in additional units or cash.

Dividends paid by MMFL, other than capital gains dividends, and distributions from a Trust Fund designated as dividends from taxable Canadian corporations, whether paid by reinvestment in additional securities or in cash, to securityholders who are individuals are eligible for the gross-up and dividend tax credit applicable to dividends received from taxable Canadian corporations, including the enhanced gross-up and tax credit for eligible dividends.

A Fund may also make a distribution on a security that is classified as a return of capital. Such amounts are not included in your income but will reduce your adjusted cost base of the securities on which they are paid.

A Trust Fund will make a designation of its foreign source income so that unitholders are able to claim a foreign tax credit for foreign tax paid by the Trust Fund.

When you purchase securities of a Fund, a portion of the price paid may reflect income and capital gains of the Fund for the year. When these amounts are paid to you as dividends from MMFL or distributions from a Trust Fund, they must be included in your income for tax purposes subject to the provisions of the Tax Act, even though MMFL or the Trust Fund earned these amounts before you owned the securities. This could occur if you buy securities just before the year end of a Fund or just before a dividend is declared by MMFL or a distributions is paid by a Trust Fund.

The higher a 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 dividends or distributions in the year. There is not necessarily a relationship between a high turnover rate and the performance of the Fund. You are generally required to include in your income any management fee rebates paid to you.

Where you redeem or otherwise dispose of, or are deemed to dispose of, securities of a Fund, generally a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the securities exceed (or are exceeded by) the aggregate of your adjusted cost base of the securities and any reasonable costs of disposition. One-half of a

capital gain must be included in computing your income under the Tax Act and one-half of a capital loss may be deducted from the taxable portion of capital gains, subject to detailed rules in the Tax Act. A switch from securities of one Fund to another Fund is a taxable disposition and you will realize a capital gain or capital loss as a consequence of the switch. A reclassification between Series A and Series F securities of the same Fund will not result in a taxable disposition.

In certain situations where you dispose of securities of a Fund and would otherwise realize a capital loss, the loss will be denied. This may occur if you, your spouse or another person affiliated with you (including a corporation controlled by you) has acquired shares of the same class of MMFL or units of the same Trust Fund, as the case may be, within 30 days before or after you dispose of your shares or units, which are considered to be “substituted property” and the substituted property is still held 30 days after the disposition. In these circumstances, your capital loss may be deemed to be a “superficial loss” and denied. The amount of the denied capital loss will be added to the adjusted cost base for the shares or units which are substituted property.

The adjusted cost base of securities of a Fund is, generally, the amount paid for the securities, plus the amount of reinvested dividends or distributions on the securities, minus the adjusted cost base of securities previously redeemed minus the amount of any distributions paid as returns of capital. A consolidation of securities, including a consolidation immediately following a dividend or distribution, will not result in a disposition of securities for tax purposes. The aggregate adjusted cost base for your securities will not change as a result of the consolidation but the adjusted cost base per security will increase. You should keep detailed records of the purchase costs, sales charges and dividends or distributions related to your securities.

Individuals are subject to an alternative minimum tax. Capital gains and taxable dividends may give rise to liability for such minimum tax.

### **Tax Information Reporting**

MMFL and each Trust Fund is a “Reporting Canadian financial institution” for purposes of the Canada-U.S. Enhanced Tax Information Exchange Agreement (the “IGA”) and Part XVIII of the Tax Act, and intends to satisfy its reporting obligations to the Canada Revenue Agency (“CRA”) under Canadian law in this regard. As a result, securityholders may be requested to provide information to MMFL or the Trust Funds or their registered dealer relating to their citizenship, residency and, if applicable, a U.S. federal tax identification number or such information relating to the controlling person(s) in the case of certain entities. If a securityholder or any of the controlling person(s) of certain entities is identified as a U.S. taxpayer (including a U.S. citizen who is resident in Canada) or if the securityholder does not provide the requested information and there are indicators of U.S. status, the IGA and Part XVIII of the Tax Act will generally require certain account information and payments made with respect to the securityholder to be reported to the CRA, unless the investment is held with certain Registered Plans. The CRA will then exchange the information with the U.S. Internal Revenue Service.

The Tax Act also contains rules similar to the foregoing in respect of non-Canadian non-U.S. investors. Pursuant to these rules, the Funds (or dealers through which investors hold their securities) are required to have procedures in place to identify accounts held by residents of foreign countries (other than the U.S.) or by certain entities the “controlling persons” of which are resident in such foreign countries and to report required information to the CRA. Such information would be exchanged on a reciprocal, bilateral basis with the foreign jurisdictions in which the account holders or such controlling persons are resident. Under these rules, investors will be required to provide certain information regarding their investment in a Fund for the purpose of such information exchange, unless the investment is held within certain Registered Plans.

### **How We Keep You Informed**

You will receive written confirmation when you buy, sell or switch between Funds. Your trade confirmation shows details of the trade including the name of the Fund, the number of shares purchased/redeemed and the purchase/redemption price.

You will also receive annual account statements from your registrar and transfer agent, which summarize the trading activity in your account and the market value of your Fund holdings as at the date of the statement. If your investment in a Fund is held in a nominee account with your broker or dealer, you will not receive these annual account statements.



If you hold securities outside of a Registered Plan, we will send you an annual tax slip showing all dividends and distributions that have been paid to you for the preceding year.

You will receive annual audited financial statements for each financial year of the Fund and semi-annual unaudited financial statements for the first six months of each year, all as required by applicable laws.

In certain circumstances, subject to applicable securities law requirements, the approval of securityholders of a Fund will not be required before the Fund undertakes a reorganization with, or transfers its assets to, another mutual fund, if (i) the Fund ceases to continue after the reorganization or transfer of assets (ii) the transaction results in the securityholders of the Fund becoming securityholders in the other mutual fund and (iii) securityholders of the Fund are sent written notice at least 60 days before the effective date of such change.

### **What Are Your Legal Rights?**

Under securities law in some provinces and territories, you have the right to:

- withdraw from an agreement to buy mutual funds within two business days after you receive a simplified prospectus or Fund Facts document, or
- cancel your purchase within 48 hours after you receive confirmation of the purchase.

In some provinces and territories, you also have the right to cancel a purchase, or in some jurisdictions, claim damages, if the simplified prospectus, Fund Facts document or financial statements contain a misrepresentation. You must act within the time limits set by law in the applicable province or territory.

For more information, see the securities law of your province or territory or ask a lawyer.

### **Exemptions and Approvals**

Except as follows, the Funds and ML have not applied for or obtained exemptive relief from, or approvals under, any provisions of National Instrument 81-101 – *Mutual Fund Prospectus Disclosure*, NI 81-102, National Instrument 81-105 – *Mutual Fund Sales Practices* or National Policy Statement No. 39 in respect of the Funds:

- On November 30, 2021, ML obtained exemptive relief from the application of certain provisions of NI 81-102 in order to permit ML to reference FundGrade A+ Awards, FundGrade Ratings, Lipper Awards and Lipper Leader Ratings in certain sales communications relating to the existing and future mutual funds of which ML is, or in the future will be, the investment fund manager.

**CERTIFICATES OF MMFL, THE MANAGER AND PROMOTER**

DATED: June 7, 2023

Middlefield Income Plus Class  
Middlefield Canadian Dividend Growers Class  
Middlefield U.S. Equity Dividend Class  
Middlefield Real Estate Dividend Class  
Middlefield Global Dividend Growers Class  
Middlefield Global Agriculture Class  
Middlefield High Interest Income Class  
Middlefield Innovation Dividend Class  
Middlefield Global Energy Transition Class

This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations.

**ON BEHALF OF MIDDLEFIELD MUTUAL FUNDS LIMITED**

(signed)  
Craig Rogers  
Chief Executive Officer

(signed)  
Craig Rogers  
acting in the capacity of Chief  
Financial Officer

**On behalf of the Board of Directors of  
Middlefield Mutual Funds Limited**

(signed)  
Vincenzo Greco  
Director

(signed)  
Craig Rogers  
Director

(signed)  
Catherine E. Rebuldela  
Director

**ON BEHALF OF MIDDLEFIELD LIMITED  
AS MANAGER OF MIDDLEFIELD MUTUAL FUNDS LIMITED**

(signed)  
Dean Orrico  
Chief Executive Officer

(signed)  
Craig Rogers  
acting in the capacity of Chief  
Financial Officer

**On behalf of the Board of Directors of  
Middlefield Limited**

(signed)  
Dean Orrico  
Director

(signed)  
Jeremy Brasseur  
Director

(signed)  
Craig Rogers  
Director

**ON BEHALF OF MIDDLEFIELD LIMITED  
AS PROMOTER OF MIDDLEFIELD MUTUAL FUNDS LIMITED**

(signed)  
Dean Orrico  
Chief Executive Officer

**CERTIFICATES OF THE TRUST FUNDS, THE MANAGER AND PROMOTER**

DATED: June 7, 2023

Middlefield Global Infrastructure Fund  
Middlefield Healthcare Dividend Fund  
INDEXPLUS *Income Fund*

This simplified prospectus and the documents incorporated by reference into the simplified prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the simplified prospectus, as required by the securities legislation of each of the provinces and territories of Canada and do not contain any misrepresentations

**ON BEHALF OF MIDDLEFIELD LIMITED  
AS TRUSTEE AND MANAGER OF THE TRUST FUNDS**

(signed)  
Dean Orrico  
Chief Executive Officer

(signed)  
Craig Rogers  
acting in the capacity of Chief  
Financial Officer

**On behalf of the Board of Directors of  
Middlefield Limited**

(signed)  
Dean Orrico  
Director

(signed)  
Jeremy Brasseur  
Director

(signed)  
Craig Rogers  
Director

**ON BEHALF OF MIDDLEFIELD LIMITED  
AS PROMOTER OF THE TRUST FUNDS**

(signed)  
Dean Orrico  
Chief Executive Officer

## **Specific Information about the Funds described in this Document**

### **Introduction**

The following information applies to certain Funds and may be helpful when you are reviewing the Fund Profiles.

### **What is a mutual fund and what are the risks of investing in a mutual fund?**

A mutual fund is an investment vehicle created to permit money contributed by people with similar investment objectives to be pooled. People who contribute money become investors of the mutual fund. Mutual fund investors share the mutual fund's income, expenses and the gains and losses the mutual fund makes on its investments in proportion to the securities they own. The value of an investment in a mutual fund is realized by redeeming the securities held in a fund.

Mutual funds own different types of investments - stocks, bonds, cash, derivatives - depending upon the fund's investment objectives.

Your investment in any Fund is not guaranteed. Unlike bank accounts or GICs, mutual fund securities are not covered by the Canada Deposit Insurance Corporation or any other government deposit insurer.

### **General investment risks**

The value of mutual funds can change from day to day because the value of the securities in which they invest can be affected by changes in interest rates, the economy, financial markets or company news. As a result, the value of a mutual fund's securities may fluctuate and when you sell your mutual fund shares, they may be worth more or less than when you bought them.

Some of the specific risks that can affect the value of your investment in a Fund are set out below. Refer to the Fund Profiles for the risks which apply to each Fund.

***Stock market risk.*** The market value of a mutual fund's investments will rise and fall based on specific company developments and stock market conditions. Value will also vary with changes in the general economic and financial conditions in countries where the investments are based. Some mutual funds will experience greater short-term fluctuations than others.

***Interest rate risk.*** If a mutual fund invests in bonds and other fixed income securities, the biggest influence on the fund's value will be changes in the general level of interest rates. The general level of interest rates is in part affected by the rate of inflation. If interest rates fall, the value of the fund's securities will tend to rise. If interest rates rise, the value of the fund's securities will tend to fall.

***Foreign investment and currency risk.*** Foreign investments are affected by world economic factors and, in many cases, by changes in the value of the Canadian dollar compared to foreign currencies. There is often less information available about foreign companies, and many countries have less stringent accounting, auditing and reporting standards than we do in Canada. It can be more difficult to trade investments on foreign markets. Different financial, political and social factors could hurt the value of a fund's investment. As a result, funds that specialize in foreign investments may experience larger and more frequent price changes in the short term.

***Credit risk.*** Credit risk is the risk that the government or company issuing a fixed income security will be unable to make interest payments or pay back the original investment. Securities that have a low credit rating have high credit risk. Lower-rated debt securities issued by companies often have higher credit risk. Securities issued by well-established companies or by governments of developed countries tend to have lower credit risk. Funds that invest in companies with high credit risk tend to be more volatile in the short term. However, they may offer the potential of higher returns over the long-term.

***Liquidity risk.*** Liquidity risk is the possibility that a mutual fund will not be able to convert its investments to cash when it needs to. Generally, investments with lower liquidity tend to have more dramatic price changes.

**Class risk.** A mutual fund company may organize its funds as trusts or as corporations. A single mutual fund corporation, such as MMFL, may have a number of funds, each of which is called a class. Each class is a separate fund and has a different investment objective. The assets of any class can be used to pay the expenses of another class if necessary. If one class' expenses exceed its share of MMFL's net income, the excess expense will be used to reduce the taxable income of MMFL as a whole. Therefore, expenses of one MMFL Fund may result in the reduction of income that would otherwise be realized by another MMFL Fund if it were a stand alone fund for tax purposes.

**Cybersecurity risk.** With the increased use of technologies such as the internet to conduct business, the manager, the service providers and the Funds are susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyber attacks include, but are not limited to, gaining unauthorized access to digital computer systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information, corrupting data or causing operational disruption. Cybersecurity breaches may also be carried out in a manner that does not require gaining unauthorized access to systems, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents affecting the Funds, the manager of the Funds or the Funds' service providers (including, but not limited to, the Investment Advisor, the registrar and transfer agent and the custodian) may cause disruptions and impact each of their respective business operations, potentially resulting in financial losses, interference with calculation of the NAV of the Funds, impediments to trading, the inability of unitholders or shareholders (as applicable) to transact business with the Funds and the inability of the Funds to process transactions including redeeming securities, violations of applicable privacy and other laws, regulatory fines or penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs associated with the implementation of any corrective measures. Similar adverse consequences resulting from cyber incidents could also affect the issuers of securities in which the Funds invest and counterparties with which the Funds engage in transactions. In addition, substantial costs may be incurred to prevent any cyber incidents in the future.

**Derivatives risk.** The Funds may use derivatives as permitted by applicable securities laws. A derivative is an investment whose value is based on the performance of other investments or on the movement of interest rates, exchange rates or market indexes. Derivatives are often used for hedging against potential losses because of changes in interest or foreign exchange rates. Derivatives also allow mutual funds to invest indirectly, for example to invest in the returns of a stock or index without actually buying the stock or all the stocks in the index. This would be done where it is cheaper for the Fund to buy and sell the derivative or the derivative is safer.

Derivatives have their own special risks. Here are some of the common risks:

- Using derivatives for hedging may not always work and it could limit a mutual fund's chance to make a gain.
- The price of a derivative may not accurately reflect the value of the underlying currency or security.
- There is no guarantee that a mutual fund can close a derivative contract when it wants to. If an exchange imposes trading limits, it could also affect the ability of a mutual fund to close out its positions in derivatives. These events could prevent a mutual fund from making a profit or limiting its losses.
- The other party to a derivative contract may not be able to live up to its agreement to complete the transaction.

**Capital gains risk.** MMFL has acquired, and from time to time in the future will acquire, the assets of certain limited partnerships on a tax-deferred basis (an "Exchange"). The cost base of assets acquired (the "Exchange affected assets") from such limited partnerships is likely to be nominal. The cost to MMFL of the assets transferred will be averaged with the adjusted cost base of identical assets owned by MMFL at the time of the Exchange. MMFL will pay capital gains dividends, which will be allocated *pro rata* among the securityholders of the relevant Fund, to the extent necessary to ensure that MMFL receives a full refund of capital gains tax it would otherwise pay. As a consequence, securityholders of the Fund may receive capital gains dividends in excess of what would have been received by them had there been no Exchange and may be required to pay tax on such dividends in the year of disposition of the Exchange affected assets. If such capital gains dividends are paid in cash, the capital gain (or capital loss) realized by a securityholder on a subsequent disposition of securities of the Fund will be reduced (or increased) by a corresponding amount. If such capital gains dividends paid to a securityholder are reinvested in Fund securities, the adjusted cost base to the securityholder of the Fund securities will be increased by the amount of the capital gains dividend reinvested. Consequently, on a disposition of the Fund securities, such a securityholder will realize a reduced capital

gain or a greater capital loss than would otherwise have been realized. As a result, subject to the carry-over limitations relating to capital losses, no securityholder will realize an increased capital gain, and pay more tax in total, although the time at which tax is payable on that gain may be accelerated. A securityholder may pay more tax to the extent a capital loss, on disposition of Fund securities, is realized more than three years after the date the securityholder receives capital gains dividends. The amount of the capital gain or loss realized by each securityholder will depend upon the amount of capital gains dividends distributed by the Fund and the securityholder's particular circumstances, including the cost of the securityholder's Fund securities and the timing of the sale.

**Short selling risk.** Certain Funds may engage in a limited amount of short selling. A "short sale" is where a Fund borrows securities from a securities lender and then sells the securities in the open market (or "sells short" the securities). The proceeds from the short sale are deposited with the lender as collateral and the Fund pays interest to the lender for the securities it has borrowed. At a later date, the same number of securities are repurchased by the Fund and returned to the securities lender. If the value of the securities decreases between the time that the Fund borrows the securities and the time it repurchases and returns the securities to the lender, the Fund makes a profit on the difference (less the interest the Fund is required to pay to the lender). Short selling involves certain risks. There is no assurance that securities will decrease in value during the period of the short sale enough to offset the interest paid by the Fund and make a profit for the Fund, and securities sold short may instead increase in value. The Fund also may experience difficulties repurchasing and returning the borrowed securities if a liquid market for the securities does not exist. The lender that loaned securities to the Fund may go bankrupt and the Fund may lose the collateral it has deposited with the lender. Each Fund that engages in short selling will adhere to controls and limits that are intended to offset these risks by short selling only securities for which there is expected to be a liquid market and by limiting the amount of exposure the Fund has to short sales. The Funds also will deposit collateral only with securities lenders that meet certain criteria for creditworthiness and only up to certain limits.

**Securities lending risk.** Certain Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions in order to earn additional income. There are risks associated with these kinds of transactions. Over time, the value of the securities loaned under a securities lending transaction or sold under a repurchase transaction might exceed the value of the cash or collateral held by the Fund. If the third party defaults on its obligation to repay or resell the securities to the Fund, the cash or collateral may be insufficient to enable the Fund to purchase replacement securities and the Fund may suffer a loss for the difference. Likewise, over time, the value of the securities purchased by a Fund under a reverse repurchase transaction may decline below the amount of cash paid by the Fund to the third party. If the third party defaults on its obligation to repurchase the securities from the Fund, the Fund may need to sell the securities for a lower price and suffer a loss for the difference. For more information about how the Funds engage in these transactions, see **Investment Strategies** under **Specific Information about the Funds described in this Document**.

**Concentration risk.** Some Funds concentrate their investments in a certain sector or industry in the economy. This allows these Funds to focus on that sector's potential, but it also means that they are riskier than funds with broader diversification. Because securities in the same industry tend to be affected by the same factors, sector-specific funds tend to experience greater fluctuations in price. These Funds must continue to follow their investment objectives by investing in their particular sector, even during periods when that sector is performing poorly.

**Suspension of redemptions.** Under exceptional circumstances, you may not be able to redeem (sell) your securities. See **Redemptions** for more information.

**Tax risk.** There can be no assurance that the tax laws that apply to Funds, including the treatment of mutual fund corporations and mutual fund trusts under the Tax Act, will not be changed in a manner which could adversely affect the Funds or their securityholders. There may be disagreements with the tax authorities regarding the tax treatment of a Fund (for example the deduction of expenses or the characterization of gains or losses realized by a Fund). If a Trust Fund experiences a "loss restriction event" it (i) will be deemed to have a year-end for tax purposes (which, if the Trust Fund has not distributed sufficient net income and net realized capital gains, if any, for such taxation year, would result in the Trust Fund being liable for income tax on such amounts under Part I of the Tax Act, and (ii) will become subject to the loss restriction rules generally applicable to a corporation that experiences an acquisition of control, including a deemed realization of any unrealized capital losses and restrictions on its ability to carry forward losses. Generally, a Trust Fund would be subject to a loss restriction event if a person becomes a "majority-interest beneficiary", or a group of persons becomes a "majority-interest group of beneficiaries", of the Trust Fund, as those terms are defined in the Tax Act. Generally, a unitholder of a Trust Fund would be a majority-interest beneficiary of

the Trust Fund if it, together with persons and partnerships with whom it is affiliated, own more than 50% of the securities of the Trust Fund. However, each of the Trust Funds will be exempt from the application of these rules in most circumstances if it is an “investment fund” which requires it to satisfy certain investment diversification rules.

A Trust Fund is prohibited from claiming a deduction in computing its income for amounts of income that are allocated to redeeming securityholders and could be limited in its ability to claim a deduction in computing its income for amounts of capital gains that are allocated to redeeming securityholders. If these restrictions apply the amount of taxable income distributed to non-redeeming unitholders may increase.

### **Investment Restrictions**

We may not change the fundamental investment objectives of a Fund without first obtaining approval of a majority of the votes of the securityholders at a meeting to consider the change.

A Fund will not mix its investments with investments of other persons. All assets of the Fund shall be held by RBC Investor Services Trust, the custodian of assets of the Fund, or any other custodian of assets of the Fund should a custodian other than RBC Investor Services Trust be the custodian of assets of the Fund, and shall at all times and in all circumstances be recorded in the books and records of the custodian so as to show that the beneficial ownership of the assets is vested in the Fund.

MMFL currently qualifies and MCC expects MMFL will continue to qualify as a mutual fund corporation under the Tax Act. Each of the Trust Funds currently qualifies and MCC expects that each Trust Fund will continue to qualify as a mutual fund trust under the Tax Act at all relevant times. Accordingly, shares of the MMFL Funds and units of the Trust Funds are, and are expected to continue to be, qualified investments for deferred income plans (for example a trust governed by a registered retirement savings plan). Each Fund will not engage in any undertaking other than the investment of its property in accordance with the requirements of the Tax Act. **MMFL and the Trust Funds have not deviated in the previous year from the rules under the Tax Act relating to the status of their securities as qualified investments, or, where applicable, the status of a Trust Fund as a registered investment.**

Except as indicated below, each Fund has adopted the standard mutual fund investment restrictions and practices contained in securities legislation, including National Instrument 81-102 – *Investment Funds* (“NI 81-102”). These are designed in part to ensure that the investments of the Funds are diversified and relatively liquid and to ensure the proper administration of the Funds. The Funds are managed in accordance with these restrictions and practices. If a Fund invests in securities of another investment fund (including another Fund), these investments will be made in accordance with applicable securities legislation. There will be no duplication of management fees or sales charges between the Fund and the other investment fund.

### **Exceptions to Standard Investment Restrictions and Practices**

#### ***Dealer-Managed Funds***

Each Fund is subject to prohibitions on certain investments applicable to dealer-managed mutual funds as set out in Section 4.1 of NI 81-102. Subject to certain exceptions, a Fund shall not knowingly make an investment in the securities of an issuer:

- (a) for which MCC or an associate or an affiliate of MCC has acted as an underwriter (of more than 5% of the securities underwritten) for a period of at least 60 days following the conclusion of the distribution of the underwritten securities to the public; or
- (b) of which any partner, director, officer or employee of MCC or any partner, director, officer or employee of any affiliate or associate of MCC is a partner, officer or director, provided that this prohibition shall not apply where any such partner, director, officer or employee does not:
  - (i) participate in the formulation of investment decisions made on behalf of the Fund;
  - (ii) have access prior to implementation to information concerning investment decisions made on behalf of the Fund; and

- (iii) influence (other than through research, statistical and other reports generally available to clients) the investment decisions made on behalf of the Fund.

MCC may expand its ability to invest in dealer affiliated underwritings if permitted by Canadian securities regulators.

### **Interim Investments**

While waiting to invest or disburse cash reserves in the Funds, we may buy short-term debt securities and money market instruments, or we may deposit cash in interest-bearing accounts with a bank or trust company.

### **Description of Securities Offered by the Mutual Fund**

Each MMFL Fund, other than High Interest Income Fund, is comprised of two series of shares (Series A and Series F). High Interest Income Fund is comprised of Series A shares only. Each of the Trust Funds has two series of mutual fund trust units (Series A and Series F). The Series A shares and the Trust Fund Series A units are Front-end sales charge option shares and units. The Series F shares and units are No-load option shares and units. The interest of each securityholder in a Fund is shown by how many securities are held by such securityholder.

There is no limit to the number of securities of each Fund that can be issued and there is no fixed issue price. No security in a Fund has any preference or priority over another security of the Fund.

The authorized capital of MMFL consists of (i) five common shares, (ii) an unlimited number of twelve classes of mutual fund shares, each issuable in series, and (iii) an unlimited number of 1,000 additional classes of shares, each issuable in series.

The shares of each class of MMFL have equal rights and privileges. Each whole share of each class of MMFL is entitled to one vote in certain limited circumstances and to participate equally with respect to payments made to shareholders of that class of MMFL whether by way of dividends or by way of distribution of capital (other than payments made on redemption).

No securityholder holds any assets of a Fund. Securityholders have those rights mentioned in this simplified prospectus and as created in the Articles for MMFL and the respective declarations of trust for the Trust Funds.

Securities of each of the Funds have the following attributes:

1. the securities have only the voting rights described below;
2. the Funds do not have annual meetings of securityholders;
3. on the termination of a Fund, the assets of the Fund will be distributed and all securityholders in the Fund will share in the value of the Fund on a proportionate basis;
4. there are no conversion rights;
5. there are no pre-emptive rights;
6. the securities of a Fund cannot be transferred except in limited circumstances;
7. there is no liability for further calls or assessments;
8. the securities of a Fund may be sub-divided or consolidated, the securities of the Fund may be automatically consolidated immediately after each dividend or distribution, as applicable, such that the net asset value per security shall be equal to the net asset value per security immediately prior to such dividend or distribution, as applicable; and
9. a fractional security of a Fund carries the rights and privileges and is subject to the restrictions and conditions applicable to whole securities in the proportion which it bears to one security.



Subject to certain exceptions, the following changes cannot be made to a Fund unless approved by a majority of the votes cast at a special meeting of securityholders held to consider the issue, as required by applicable securities law:

1. a change in the basis of calculation of a fee or expense that is charged to the Fund or directly to its securityholders in a way that could result in an increase in charges to the Fund or to its securityholders;
2. the introduction of a fee or expense charged to the Fund or directly to its securityholders in connection with the holding of securities of the Fund that could result in an increase in charges to the Fund or to its securityholders;
3. a change in the manager of the Fund (other than to an affiliate of ML);
4. a change in the fundamental investment objectives of the Fund;
5. in certain cases, the Fund's reorganization with, or transfer of its assets to, another issuer (unless subsection 5.3(2) of NI 81-102 applies) or the Fund's reorganization with, or acquisition of another issuer's assets if this latter transaction would be a material change to the Fund;
6. in certain cases, the implementation by the Fund of a restructuring into a non-redeemable investment fund or into an issuer that is not an investment fund; or
7. a decrease in the frequency of the calculation of the net asset value per security of the Fund.

At any meeting of securityholders, each securityholder will be entitled to one vote for each whole security registered in the securityholder's name.

#### **Name, Formation and History of the Funds**

This simplified prospectus contains information about Middlefield Canadian Dividend Growers Class, Middlefield Income Plus Class, Middlefield High Interest Income Class, Middlefield Global Agriculture Class, Middlefield Real Estate Dividend Class, Middlefield U.S. Dividend Growers Class, Middlefield Global Dividend Growers Class, Middlefield Innovation Dividend Class and Middlefield Global Energy Transition Class (the "MMFL Funds"), GIF, MHC and INDEXPLUS.

The MMFL Funds are classes of shares of one corporation, MMFL. The MMFL Funds are each governed by the laws of the Province of Alberta.

Each of the Trust Funds is a mutual fund trust formed under the laws of the Province of Alberta and governed the DOT, in each case as supplemented by a supplemental declaration of trust dated as of the date of formation of the applicable Fund.

ML is the manager of the Funds. MCC is the primary Investment Advisor to the Funds. See **Responsibility for Mutual Fund Administration** for more information.

MCC and ML are each members of Middlefield. Formed in 1979, Middlefield creates equity income mandates designed to balance risk and return to meet the demanding requirements of financial advisors and their clients. These financial products include TSX-Listed IPOs and ETFs, Mutual Funds, Split Share Corporations, Flow Through LPs and Real Estate Investment Funds and Partnerships. Middlefield has approximately 50 employees with offices located in Toronto, Canada; San Francisco, USA; and London, England. Clients include Canadian and international financial institutions, corporations and individuals. Its services are provided in Canada primarily through ML, which is registered as an investment fund manager with the Ontario Securities Commission, and MCC (which is a member of the Investment Industry Regulatory Organization of Canada (IIROC), the Canadian organization that regulates investment dealers) and internationally through Middlefield International Limited in London, England (which is registered as a member firm with The Financial Conduct Authority in the United Kingdom). In addition to asset and investment management, the services provided by Middlefield include corporate finance, financial advisory, real estate investment and property management, and securities placement activities.

Middlefield's role in its fund management business includes the creation and structuring of investment vehicles, the completion of offerings to investors, the identification, selection and monitoring of suitable investments, acting as registrar and transfer agent, monitoring regulatory compliance and providing reports to investors on operating and financial performance and for income tax purposes. Middlefield has focused on and developed investment management expertise in real estate, healthcare, equity income securities, sustainable investing as well as natural resources.

Middlefield advises several TSX-listed funds, including MINT Income Fund, which celebrated its 26th year of being listed on the TSX in March 2023. Middlefield has expanded its advisory offerings by raising over \$2 billion in IPOs since the beginning of 2014, including over \$400 million raised since the beginning of 2020 for strategies focused on sustainable investing.

Stephen Erlichman serves as Middlefield's Chair, ESG. Mr. Erlichman is considered one of the foremost experts on governance and ESG in Canada. From 2011 to 2018, Mr. Erlichman was the Executive Director of the Canadian Coalition for Good Governance (CCGG) where he created and debated public policy positions in relation to ESG issues and led engagement meetings between CCGG and boards of public companies across Canada. Mr. Erlichman also sits on the board of Canada's Responsible Investment Association ("RIA") and he is a member of the Global Stewardship Committee of the International Corporate Governance Network (ICGN). Mr. Erlichman has practiced corporate and securities law throughout his career at major law firms in New York and Toronto. In addition to his law degrees from University of Toronto (LLB) and New York University (LLM) and business degree from Harvard University (MBA), Mr. Erlichman holds the Responsible Investment Professional Certification (RIPC) issued by the RIA and the certificate in Sustainable Capitalism & ESG issued by UC Berkeley Law.

Middlefield is an associate member of the RIA. The RIA is a national, membership-based organization that is committed to advancing responsible investment, which refers to the incorporation of ESG factors into the selection and management of investments. Membership in the RIA includes asset managers, asset owners, advisors, and service providers who support the mandate of promoting responsible investment in Canada's retail and institutional markets. RIA members collectively manage over \$20 trillion in assets. Middlefield believes that the commitment to integrating ESG criteria into investment selection and management across platforms will help deliver better outcomes for our clients and the world.

Middlefield employs a disciplined investment process that seeks to identify attractive investment opportunities and evaluate material risks that could impact portfolio returns. Consistent with these objectives, Middlefield integrates ESG considerations into its investment process because Middlefield believes that ESG factors have become an important component of a thorough investment analysis and that the integration of ESG factors will result in a more comprehensive understanding of a company's strategy, culture and sustainability.

ESG considerations are integral to Middlefield's investment decision-making, as well as its ongoing portfolio monitoring process. Many countries have established or are in the process of establishing standardized ESG disclosure requirements for corporate issuers. When enacted, these are expected to enhance the efficiency of Middlefield's ongoing review and monitoring of a company's ESG practices. Middlefield's approach to ESG integration may evolve over time as more ESG and sustainability research and data become available.

In addition to Middlefield's integration of ESG considerations into its investment process, Middlefield has also adopted stewardship principles in order to effectively steward the assets Middlefield manages for its clients. Middlefield's stewardship activities, carried out in accordance with such principles, are complementary to Middlefield's ESG integration process.

Middlefield launched its platform of actively managed ETFs in 2019 by converting successful closed-end funds managed by Middlefield. The objective of the platform is to provide value-added solutions to investors and financial advisors through unique, actively managed strategies which investors would have difficulty replicating with passive investment products. In December 2021, Middlefield announced the expansion of its ETF platform with the proposed conversions of Global Innovation Dividend Fund, Sustainable Infrastructure Dividend Fund and Global Dividend Growers Income Fund, which is expected to bring Middlefield's ETF assets under management to approximately \$500 million.

In the real estate sector, Middlefield has been involved since its founding in all aspects of the industry. Activities have encompassed land acquisition, project design, construction, financing and leasing of real estate projects. Upon project

acquisition or completion, ongoing property management services have been provided through one of Middlefield's affiliates.

MMFL was authorized to issue only one class of special shares that were designated as mutual fund shares. The registered office of each of the Funds is located at First Canadian Centre, 350 7th Avenue SW, Suite 3400, Calgary, Alberta, T2P 3N9. MMFL was continued into the Province of Alberta on March 19, 2010 and the Articles of MMFL were revised at that time. In addition, over the past 10 years, the Articles have been amended as described below.

The Articles were amended on June 14, 2012 to redesignate (i) "Middlefield Canadian Growth Class" as "Middlefield Canadian Dividend Growth Class" and (ii) "Middlefield Income and Growth Class" as "Middlefield Canadian High Yield Class".

The Articles were amended on May 13, 2014 to redesignate (i) "Middlefield Canadian High Yield Class" as "Middlefield High Yield Class", (ii) "ActiveIndex REIT Class" as "Middlefield Real Estate Class" and "Groppe Tactical Energy Class" as "Middlefield Groppe Tactical Energy Class".

The Articles were amended on May 13, 2014 to create 1,000 additional classes of shares.

The Articles were amended on May 13, 2014 to set out the rights, privileges, restrictions and conditions attaching to shares of Middlefield US Dividend Growth Class, Middlefield Global Dividend Growers Class and Middlefield Resource Class.

The Articles were amended on May 22, 2015 to redesignate (i) "Middlefield Canadian Dividend Growth Class" as "Middlefield Canadian Dividend Growers Class", (ii) "Middlefield US Dividend Growth Class" as "Middlefield U.S. Dividend Growers Class" and (iii) "Middlefield Groppe Tactical Energy Class" as "Middlefield Global Energy Class".

The Articles were amended on June 20, 2019 to redesignate "Middlefield Real Estate Class" as "Middlefield Global Real Estate Class".

The Articles were amended on June 30, 2020 to redesignate (i) "Middlefield Short-Term Income Class" as "Middlefield High Interest Income Class" and (ii) "ACTIVEnergy *Income Fund*" as "ACTIVE Resources *Income Fund*".

The Articles were amended on May 31, 2022 to redesignate (i) "Middlefield Global Real Estate Class" as "Middlefield Real Estate Dividend Class" and (ii) "Middlefield U.S. Dividend Growers Class" as "Middlefield U.S. Equity Dividend Class".

The Articles were amended on May 31, 2022 to set out the rights, privileges, restrictions and conditions attaching to shares of Middlefield Innovation Dividend Class and Middlefield Global Energy Transition Class.

The DOT was amended on May 31, 2022 to redesignate "Global Healthcare Dividend Fund" as "Middlefield Healthcare Dividend Fund".

MMFL offers nine different classes of securities, each of which represents a different category of assets, including Middlefield Canadian Dividend Growers Class ("Canadian Dividend Growers Fund"), Middlefield Income Plus Class ("Income Plus Fund"), Middlefield High Interest Income Class ("High Interest Income Fund"), Middlefield Global Agriculture Class ("Global Agriculture Fund"), Middlefield Real Estate Dividend Class ("Real Estate Fund"), Middlefield U.S. Dividend Growers Class ("U.S. Dividend Growers Fund"), Middlefield Global Dividend Growers Class ("Global Dividend Growers Fund"), Middlefield Innovation Dividend Class ("Innovation Dividend Fund") and Middlefield Global Energy Transition Class ("Global Energy Transition Fund"). Each of the MMFL Funds, with the exception of High Interest Income Fund, issues two series of shares – Series A which permits sales of shares under the Front-end option and Series F which permits sales under the Series F No-load option. High Interest Income Fund issues only Series A shares.

On August 17, 2016, GIF completed a merger with Global Infrastructure *Dividend Fund*, a non-redeemable investment fund managed by ML, with GIF being the continuing fund. Global Infrastructure *Dividend Fund* was formed on June 27, 2014 and disclosed in its initial public offering prospectus its intention to merge with GIF.

MHC was formed as a non-redeemable investment fund on September 24, 2014 and completed its initial public offering of units on October 23, 2014. MHC's initial public offering disclosed its intention to either convert into a mutual fund or merge with an existing mutual fund after approximately two years of operating as a non-redeemable investment fund. A meeting of MHC's unitholders was held on November 22, 2016, at which the conversion of MHC from a non-redeemable investment fund to an open-end mutual fund was approved, including the de-listing of MHC's units from the TSX and certain amendments to MHC's declaration of trust and other agreements of MHC. MHC's conversion became effective on December 22, 2016.

INDEXPLUS was formed as a non-redeemable investment fund on July 29, 2003 and completed its initial public offering of units on August 15, 2003. A meeting of INDEXPLUS's unitholders was held on March 7, 2017, at which the conversion of INDEXPLUS from a non-redeemable investment to an open-end mutual fund was approved, including the de-listing of INDEXPLUS's units from the TSX and certain amendments to INDEXPLUS's declaration of trust and other agreements of INDEXPLUS. INDEXPLUS's conversion became effective on June 5, 2017.

The following chart sets out the dates upon which the mutual fund securities of each Fund were first offered to the public:

<b>Fund</b>	<b>Date securities offered</b>
Middlefield Canadian Dividend Growers Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	February 3, 1992 May 26, 2009
Middlefield Income Plus Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	September 21, 2000 June 9, 2011
Middlefield High Interest Income Class <ul style="list-style-type: none"> <li>• Series A</li> </ul>	June 11, 2004
Middlefield Global Agriculture Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	May 26, 2009 June 9, 2011
Middlefield Real Estate Dividend Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	June 9, 2011 June 9, 2011
Middlefield U.S. Equity Dividend Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	May 13, 2014 May 13, 2014
Middlefield Global Dividend Growers Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	May 13, 2014 May 13, 2014
Middlefield Innovation Dividend Class <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	May 31, 2022 May 31, 2022
Middlefield Global Energy Transition Class	

<ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	<p>May 31, 2022</p> <p>May 31, 2022</p>
<p>Middlefield Global Infrastructure Fund</p> <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	<p>June 12, 2013</p> <p>June 12, 2013</p>
<p>Middlefield Healthcare Dividend Fund<sup>(1)</sup></p> <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	<p>December 22, 2016</p> <p>December 22, 2016</p>
<p>INDEXPLUS Income Fund<sup>(2)</sup></p> <ul style="list-style-type: none"> <li>• Series A</li> <li>• Series F</li> </ul>	<p>June 5, 2017</p> <p>June 5, 2017</p>

Notes:

(1) The Fund was initially listed as a non-redeemable investment fund with one series of trust units on October 23, 2014, before converting to an open-end mutual fund with Series A and Series F units effective December 22, 2016.

(2) The Fund was initially listed as a non-redeemable investment fund with one series of trust units on August 15, 2003, before converting to an open-end mutual fund with Series A and Series F units effective June 5, 2017.

We can issue an unlimited number of shares for each of our MMFL Funds and an unlimited number of units for each of the Trust Funds.

### **Investment Risk Classification Methodology**

The level of risk that an investor may tolerate in order to invest in a Fund is given for information purposes. Each Fund is assigned an investment risk rating that is at, or higher than, the applicable rating indicated by the standard deviation ranges in the standardized risk classification methodology, as outlined in the table below.

Standard deviation range	Risk rating
0 to less than 6	Low
6 to less than 11	Low-to-medium
11 to less than 16	Medium
16 to less than 20	Medium-to-high
20 or greater	High

The investment risk level of a Fund is required to be determined in accordance with a standardized risk classification methodology set out in NI 81-102. This risk methodology is based on a Fund's historical volatility as measured by the ten-year standard deviation of the returns of the Fund. Standard deviation is used to quantify the historical dispersion of returns around the average returns over a recent ten-year period. In this context, it can provide an indication of the amount of variability of returns that occurred relative to the average return over the ten-year measurement period. The higher the standard deviation of a Fund, the greater the range of returns it experienced in the past. In general, the greater the range of observed or possible returns, the higher the risk.

ML recognizes that other types of risk, both measurable and non-measurable, may exist and that a Fund's historical performance may not be indicative of future returns and that a Fund's historical volatility may not be indicative of its future volatility. There may be times when the standardized risk classification methodology produces a result that ML believes is inappropriate in which case ML may re-classify the fund to a higher risk level, if appropriate.

For Funds that do not have a ten-year return history, ML calculates the investment risk level by using the actual return history of the fund, and imputing the return history of the reference index described below for the remainder of the ten-year period:

<b>Fund</b>	<b>Reference Index</b>
Global Dividend Growers Class	MSCI World Net Total Return Index tracks the performance of large and mid-cap equities across 23 developed market countries.
Middlefield Healthcare Dividend Fund	MSCI World Health Care Net Total Return Index is designed to capture the large and mid-cap segments across 23 Developed market countries. All securities in the index are classified in the Healthcare sector as per the Global Industry Classification Standard.
Global Infrastructure Fund	S&P Global Infrastructure Total Return Index is designed to track 75 companies from around the world chosen to represent the listed infrastructure industry.
U.S. Equity Dividend Class	S&P 500 Net Total Return Index is comprised of large cap U.S. equities and is designed to represent the U.S. equity market.
Innovation Dividend Fund	NASDAQ Technology Dividend Total Return
Global Energy Transition Fund	S&P Global Clean Energy Net Total Return

You may obtain a copy of the standardized risk classification methodology used to identify the investment risk level of a Fund by calling the toll-free number 1-888-890-1868 or emailing us at [invest@middlefield.com](mailto:invest@middlefield.com).

### **Investments in Derivative Instruments**

With the exception of the High Interest Income Fund, all of the Funds may use derivative instruments, including debt-like securities, forward contracts, futures contracts, warrants, options or options on futures and swaps. A derivative is an investment whose value is based on the performance of other investments or on the movement of interest rates, exchange rates or market indexes. Derivatives are often used for hedging against potential losses because of changes in interest rates or foreign exchange rates. There are many different kinds of derivatives, but they usually take the form of an agreement or security, the price, value or payment obligations of which are derived from or based on an underlying interest. Derivatives are a cornerstone of sound portfolio management and can help a Fund to achieve its investment objectives.

## Short Selling

Certain Funds may engage in short selling which involves borrowing securities from a lender and then selling those securities in the open market. The proceeds from the short sale are deposited with the lender as collateral and the Fund pays interest to the lender for the securities it has borrowed. At a later date, the same number of securities are repurchased by the Fund and returned to the lender. If the value of the securities decreases between the time that the Fund borrows the securities and the time it repurchases and returns the securities to the lender, the Fund makes a profit for the difference (less the interest the Fund is required to pay to the lender). In this way, the Fund has more opportunities for gains when markets are generally volatile or declining.

The Funds will engage in short selling only within certain controls and limitations. Securities will be sold short only for cash and the Fund will receive the cash proceeds within normal trading settlement periods for the market in which the short sale is made. All short sales will be effected only through market facilities through which those securities are normally bought and sold and a Fund will short sell a security only if: (i) the security is listed and posted for trading on a stock exchange and either the issuer of the share has a market capitalization of not less than \$100 million of the security sold short at the time the short sale is made or the Investment Advisor has pre-arranged to borrow securities for the purposes of such short sale; or (ii) the security is a bond, debenture or other evidence of indebtedness of or guaranteed by the Government of Canada or any province or territory of Canada or the Government of the U.S. As well, at the time securities of a particular issuer are sold short by a Fund, the aggregate market value of all securities of that issuer sold short will not exceed 5% of the net assets of the Fund. The Fund will also place a “stop-loss” order (effectively, a standing instruction) with a dealer to immediately repurchase for the Fund the securities sold short if the trading price of the securities exceeds 120% (or a lower percentage determined by us) of the price at which the securities were sold short. The aggregate market value of all securities sold short by a Fund will not exceed 20% of its net assets on a daily marked-to-market basis. The Fund may deposit assets with lenders in accordance with industry practice in relation to its obligations arising under short sale transactions. The Fund also will hold cash cover in an amount, including the Fund’s assets deposited with lenders, that is at least 150% of the aggregate market value of all securities it sold short on a daily marked-to-market basis. No proceeds from short sales will be used by a Fund to purchase long positions other than cash cover. Where a short sale is effected in Canada, every dealer that holds Fund assets as security in connection with the short sale must be a registered dealer and a member of a self-regulatory organization that is a participating member of the Canadian Investor Protection Fund. Where a short sale is effected outside Canada, every dealer that holds Fund assets as security in connection with the short sale must be a member of a stock exchange and have a net worth in excess of the equivalent of \$50 million determined from its most recent audited financial statements. The aggregate assets deposited by the Fund with any single dealer as security in connection with short sales will not exceed 10% of the Fund’s total assets at the time of deposit.

Short selling will be used only by the Funds that have received permission from securities regulatory authorities to short sell only as a complement to each Fund’s current primary discipline of buying securities with the expectation that they will appreciate in market value. These Funds refer to short selling under the heading **Investment Strategies** in the Fund’s profile.

## Securities Lending, Repurchase And Reverse Repurchase Transactions

Certain Funds may enter into securities lending transactions, repurchase transactions and reverse repurchase transactions. A *securities lending transaction* is a transaction whereby a Fund lends portfolio securities that it owns to a third party borrower. The borrower promises to return to the Fund at a later date an equal number of the same securities and to pay a fee to the Fund for borrowing the securities. While the securities are borrowed, the borrower provides the Fund with collateral consisting of a combination of cash and securities. In this way, the Fund retains exposure to changes in the value of the borrowed securities while earning additional fees.

A *repurchase transaction* is a transaction whereby a Fund sells portfolio securities that it owns to a third party for cash and simultaneously agrees to buy back the securities at a later date at a specified price using the cash received by the Fund from the third party. While the Fund retains its exposure to changes in the value of the portfolio securities, it also earns fees for participating in the repurchase transaction.

A *reverse repurchase transaction* is a transaction whereby a Fund purchases certain types of securities from a third party and simultaneously agrees to sell the securities back to the third party at a later date at a specified price. The

difference between the Fund's purchase price for the securities and the resale price provides the Fund with additional income.

### **Middlefield's ESG Policy**

Middlefield Group ("Middlefield") employs a disciplined investment process in respect of its investment funds that seeks to identify attractive investment opportunities and evaluate material risks that could impact portfolio returns. For Middlefield's ESG-focused mandates (the "ESG Funds"), which, in this simplified prospectus, consists of Global Energy Transition Fund, Middlefield believes that ESG factors have become an important component of a thorough investment analysis and that the integration of ESG factors will result in a more comprehensive understanding of a company's strategy, culture and sustainability. Consistent with these objectives, Middlefield integrates ESG considerations into its investment process and these considerations are significant factors in selecting portfolio companies for the ESG Funds.

ESG considerations are integral to Middlefield's investment decision-making, as well as the ongoing portfolio monitoring process in respect of its investment funds. Middlefield's current ESG integration process includes the following:

1. Middlefield incorporates ESG scores and other ESG data in its multi-disciplined investment process to evaluate investments. Middlefield's methodology includes a qualitative review and assignment of ESG scores to individual holdings. Each company is analyzed on an absolute basis and measured relative to its peers. The ESG scores and other ESG data are not the sole factors that govern investment decisions, however, but rather constitute part of the information reviewed and considered alongside fundamental, quantitative and qualitative research.
2. Middlefield's ESG scoring framework considers the average ESG scores from several reputable third-party data providers. The data providers incorporated into Middlefield's ESG analysis currently are Sustainalytics, S&P, Bloomberg and Refinitiv. In addition, Middlefield cross-references potential investments with the constituents of relevant ESG indexes to assess their eligibility in ESG-focused mandates.
3. Negative screening is implemented in ESG-focused mandates to exclude companies that operate in ethically-contentious industries (e.g. tobacco products and military weapons) as well as those involved in severe business controversies.
4. Positive screening is used to select companies that possess positive ESG characteristics. This process involves analyzing sustainability data provided by reputable third-parties to determine how companies are ESG-rated and ranked relative to peers.
5. ESG considerations also are integrated into Middlefield's investment process by, among other things:
  - reviewing companies' public disclosure, including annual reports, proxy circulars, and, if available, sustainability or ESG reports;
  - conducting research and analysis on companies' ESG policies and practices;
  - obtaining third party research on companies;
  - engaging with companies, including from time to time having discussions with management teams (both before purchasing shares for the portfolios and while portfolios own such shares) on topics such as what initiatives and strategies have been put in place by the companies to deal with ESG considerations material to such companies; and
  - monitoring shareholder meetings and voting proxies.

Many countries have established or are in the process of establishing standardized ESG disclosure requirements for corporate issuers. When enacted, these are expected to enhance the efficiency of Middlefield's ongoing review and monitoring of a company's ESG practices.



Middlefield's approach to ESG integration may evolve over time as more ESG and sustainability research and data become available.

### ***ESG Screening Process***

In seeking to achieve its investment objectives, Global Energy Transition Fund intends to target investments in issuers that have positive ESG characteristics, as identified by the Advisor through the implementation of Middlefield's ESG Policy described above and the ESG screening process described in this section.

In implementing Middlefield's ESG Policy in respect of potential Portfolio investments, the Advisor will apply a multi-disciplined investment process (including qualitative, quantitative and fundamental research and from time to time engagement with management teams) to select securities. The specific steps implemented in respect of the review of each potential Portfolio investment will vary in the discretion of the Advisor having regard to the specific circumstances of the applicable issuer. The Advisor will make its determinations based on the totality of the analysis, meaning that no single factor in its analysis will be determinative.

The Advisor will apply the following considerations to potential issuers for inclusion in the Portfolio in an effort to identify those with positive ESG characteristics:

**Third Party ESG Scores.** The Advisor will, as an input into its positive screening process, consider the average ESG scores from several reputable third-party data providers. The data providers incorporated into Middlefield's ESG analysis currently are Sustainalytics, S&P, Bloomberg and Refinitiv. Sustainalytics is an industry leader in part due to their robust risk rating metrics that provide an in-depth measure of an issuers industry-specific material ESG risks and how well an issuer is managing those risks by breaking down issuers total ESG risk exposure into manageable and unmanageable risk. S&P Global ESG Scores are uniquely informed by a combination of verified company disclosures, media and stakeholder analysis, and in-depth company engagement via the S&P Global Corporate Sustainability Assessment, providing unparalleled access to ESG insights before they reach others. Bloomberg has an expansive ESG database of over 11,800 global issuers, providing coverage on issuers not commonly covered by other data providers. Refinitiv provides easy to understand score ranges that encapsulate over 450 issuer-level ESG metrics it collects across 10 unique categories within environmental, social, and governance. The foregoing descriptions of the third party data providers' methodologies has been taken from publicly available information relating to such third party data providers.

**Third Party Data and Indices.** The Advisor will, as an input into its positive screening process, consider issuer-specific sustainability reports as well as reports of third-party data providers, such as Bloomberg, Sustainalytics, S&P and Refinitiv, which provide an independent and objective rating as an input to overall investment analysis and risk assessment of an issuer. As outlined above, firms such as Bloomberg are independent and well recognized as leaders in their independent research, including setting up parameters on ESG issuers which the Advisor will review and consider when making decisions for inclusion of securities in the Portfolio. The Advisor will also, as an input into its positive screening process and as a supplement to third party ESG scores, consider whether a particular issuer is included as a constituent in any third party ESG indices to assess their eligibility in ESG-focused mandates. An example of such indices is the Vanguard World ESG Index (the "Vanguard Index"). The Vanguard Index employs a passive management approach and is comprised of nearly 4,500 issuers across industries, geographies, and market capitalizations. The Vanguard Index excludes companies that are engaged or involved in controversies, as defined by the United Nations Global Compact Principles, non-renewable energy, vice products, such as alcohol and tobacco products, and weapons.

**Negative Screening.** The Advisor will, on a best efforts basis, seek to exclude securities of issuers involved in severe business controversies, meaning controversies the Advisor believes will negatively impact the issuer's reputation from an ESG perspective and/or the value of an investment in the issuer.

**Positive Screening.** This qualitative screening process will evaluate issuers' ESG policies and practices in areas that include, but are not limited to:

- community and society: an examination of how an issuer manages relationships with employees, suppliers, customers, and the communities where it operates.

- corporate governance: an examination of an issuer’s board structure, board diversity and board independence, executive compensation, and information disclosure.
- environment: a measure of an issuer’s impact on the natural or physical environment, which could be related to use of natural resources, policies on business travel or how the issuer reduces waste in its operations.
- business ethics: an examination of whether an issuer acts in a lawful and ethical manner in its dealings with its stakeholders.
- human rights: an examination of an issuer’s involvement with modern slavery, corporate security, diversity, employee relations, supply chain sustainability, consumer relations and personal data protection.

The intent of the qualitative screening process is to remove issuers that have a poor score (bottom third) relative to their industry peers based on the above factors.

**Direct Issuer Research.** The Advisor will review issuers’ public disclosure, including annual reports, proxy circulars, and, if available, sustainability or ESG reports. The Advisor will also engage directly with issuers, including from time to time having discussions with management teams (both before purchasing securities for the Portfolios and while the Portfolio own such securities) on topics such as what initiatives and strategies have been put in place by the issuers to deal with ESG considerations material to such issuers. Global Energy Transition Fund will generally engage with management teams and other senior members of issuers on general ESG matters (e.g. board diversity, inclusion, human rights, etc.) as well as matters that are material to specific industries (e.g. energy, water & waste water management, etc.). The successes of Global Energy Transition Fund’s engagement will be measured through on-going fundamental analysis of the issuers’ public disclosures and the expected versus actual outcome of the actions of the issuers. Issuers that fail to meet their expected outcomes may be subject to divestment.

In addition, as part of the Advisor’s Portfolio monitoring process, the Manager has contracted the services of Glass Lewis to add an additional level of analysis, including consideration of environmental, social and governance practices. Global Energy Transition Fund’s proxy guidelines will be regularly reviewed by the Manager, which guidelines are designed to mitigate issuers’ ESG risks.

Global Energy Transition Fund will generally have its proxies voted at shareholder meetings with a focus on board diversity, inclusion, tenure and refreshment, and expects that in most cases it will support governance-related shareholder proposals and environmental and social shareholder proposals aimed at enhancing an issuer’s policies and performance or increasing an issuer’s disclosures with respect to such issues.

The successes of Global Energy Transition Fund’s proxy policy will be measured through periodic reviews of its voting record by the Manager and the expected versus actual outcome of the relevant corporate actions. The periodic reviews will seek to confirm that the issuers held in Global Energy Transition Fund act in accordance with widely-accepted ESG practices.

# MIDDLEFIELD CANADIAN DIVIDEND GROWERS CLASS

## MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD CANADIAN DIVIDEND GROWERS CLASS

#### Fund Details

<b>Type of Fund</b>	Canadian Dividend
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAs.

#### What does Canadian Dividend Growers Fund invest in?

##### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The fund invests primarily in equity and fixed income securities.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

##### Investment Strategies

- The Fund will invest primarily in the securities of Canadian issuers.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account

environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to 49% of its assets in foreign securities.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the

## MIDDLEFIELD CANADIAN DIVIDEND GROWERS CLASS

expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.

- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in Canadian Dividend Growers Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD INCOME PLUS CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD INCOME PLUS CLASS

#### Fund Details

Type of Fund	Balanced High Income
Registered tax plan status	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA's.

#### What does Income Plus Fund invest in?

#### Investment Objectives

- The Fund's objective is to provide a stable level of income while emphasizing capital preservation.
- The Fund invests in a diversified portfolio of fixed income and equity securities which may include income funds.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

#### Investment Strategies

- The Fund invests primarily in a diversified portfolio of Canadian fixed income and equity securities.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment

Advisor will take into account environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to all of its assets in foreign securities.
- Once an investment is made, the Fund anticipates being a patient, long-term investor, which results in low portfolio turnover, reduced transaction costs and deferred realization of accrued capital gains. Portfolio holdings are typically concentrated within a limited number of companies, usually 20 to 50, to maintain awareness of corporate developments and communication with each company's management.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.

## MIDDLEFIELD INCOME PLUS CLASS

- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

principal and price changes due to such factors as general economic conditions and the issuer's creditworthiness.

For information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

### **What are the risks of investing in Income Plus Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Foreign investment and currency risk, Credit risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

The Fund may invest in high-yield debt securities which involve greater risks than investment grade securities, including risks of default on interest and

## MIDDLEFIELD HIGH INTEREST INCOME CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD HIGH INTEREST INCOME CLASS

#### Fund Details

Type of Fund	Canadian Short-Term Bond
Registered tax plan status	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAs.

#### What does High Interest Income Fund invest in?

##### Investment Objectives

- The Fund's objective is to provide a high level of interest income, while emphasizing capital preservation and liquidity.
- The Fund invests in high quality fixed income securities, with maturities of generally not more than three years, including treasury bills and other short-term debt instruments.
- Investments are predominantly issued or guaranteed by federal or provincial governments, banks, or trust and loan companies, and may also include high grade commercial paper issued by corporations.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

##### Investment Strategies

- The Fund follows a philosophy of cost minimization in order to maximize returns. The securities in which the Fund invests are high quality short-term instruments such as government guaranteed securities, bankers' acceptances and corporate paper. Cost minimization is achieved through low management fees and low investment turnover as investments are generally held to maturity.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account

environmental, social and governance ("ESG") considerations.

- The Fund is restricted from investing in derivative instruments.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and cash equivalents during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund is not permitted to invest its assets in foreign securities.

#### What are the risks of investing in High Interest Income Fund?

For information concerning the risks of investing in this Fund, see Credit risk, Cybersecurity risk, Capital gains risk and Interest rate risk commencing on page 27 of this document.

Certain conditions may necessitate that the Fund dispose of an underlying security prior to its maturity. As the value of these securities will fluctuate, a loss may be incurred on disposition. The yield on a shareholder's investment in the Fund will vary or fluctuate with changes in the interest rates payable on money market investments.

For information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD GLOBAL AGRICULTURE CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD GLOBAL AGRICULTURE CLASS

#### Fund Details

<b>Type of Fund</b>	Global Agriculture Growth / Equity
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAs.

#### What does Global Agriculture Fund invest in?

##### Investment Objectives

- The Fund's objective is to provide long-term growth of capital.
- Investments will primarily be in equity securities of issuers operating in the agricultural sector.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

##### Investment Strategies

- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to all of its assets in foreign securities.
- Investments may also include securities of issuers operating in industry sectors other than agriculture, as permitted by NI 81-102, such as natural resources.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.



## MIDDLEFIELD GLOBAL AGRICULTURE CLASS

- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

Accordingly, there is no assurance as to the amount of return an investor will receive on redemption, as the NAV per share may be more or less than the amount invested.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

### **What are the risks of investing in Global Agriculture Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

A large part of the portfolio of the Fund may be invested in equities of companies in agricultural industries and, accordingly, an investment in the Fund may be subject to certain risks inherent in the nature of such investments. The market values of such investments, and consequently the net asset value of the securities, will fluctuate with, among other factors, changes in the price of commodities caused by numerous factors such as international political considerations, economic growth rates, government controls and conditions of scarcity or surplus.

## MIDDLEFIELD REAL ESTATE DIVIDEND CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD REAL ESTATE DIVIDEND CLASS

#### Fund Details

<b>Type of Fund</b>	Real Estate Equity
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAAs.

#### What does Real Estate Dividend Fund invest in?

#### Investment Objectives

- 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.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

#### Investment Strategies

- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.

- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- Investments may also include securities of issuers operating in industry sectors other than real estate, as permitted by NI 81-102.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.
- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including

## MIDDLEFIELD REAL ESTATE DIVIDEND CLASS

those managed by the Manager, or exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.

- The Fund may not, for a period of more than 30 consecutive days, have less than 75% of the value of its total assets (excluding cash and cash equivalents) comprised of the securities of real estate issuers.
- The Fund may invest up to all of its assets in foreign securities.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in Real Estate Dividend Fund?**

For information concerning the risks of investing in this Fund, see Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

The Fund invests primarily in the securities of issuers operating in the real estate sector. The risks inherent to such a concentration in a single asset class, such as credit risks and volatility, are reduced as a result of portfolio diversification.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD U.S. EQUITY DIVIDEND CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD U.S. EQUITY DIVIDEND CLASS

#### Fund Details

<b>Type of Fund</b>	U.S. Dividend Growth
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAs.

#### What does U.S. Equity Dividend Fund invest in?

##### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The Fund invests primarily in equity and fixed income securities.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

##### Investment Strategies

- The Fund will invest primarily in the securities of US issuers.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account

environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to 49% of its assets in non-US securities, but may not, for a period of more than 30 consecutive days, have less than 75% of the value of its total assets (excluding cash and cash equivalents) comprised of the securities of U.S. issuers.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.

## MIDDLEFIELD U.S. EQUITY DIVIDEND CLASS

- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in U.S. Equity Dividend Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD GLOBAL DIVIDEND GROWERS CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD GLOBAL DIVIDEND GROWERS CLASS

#### Fund Details

<b>Type of Fund</b>	Global Dividend Growth
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSAs.

#### What does Global Dividend Growers Fund invest in?

##### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The Fund invests primarily in equity and fixed income securities of global issuers.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

##### Investment Strategies

- The Fund will invest primarily in the equity and fixed income securities of global issuers.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to all of its assets in foreign securities.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for

## MIDDLEFIELD GLOBAL DIVIDEND GROWERS CLASS

deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.

- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in Global Dividend Growers Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD INNOVATION DIVIDEND CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD INNOVATION DIVIDEND CLASS

#### Fund Details

<b>Type of Fund</b>	Global Equity Income
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA.

#### What does Innovation Dividend Fund invest in?

#### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The Fund invests primarily in dividend-paying securities of global issuers that derive a significant portion of their revenue or earnings from products or services related to major technological innovations.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

#### Investment Strategies

- The portfolio will be invested with a focus on those issuers offering either direct or indirect exposure to major technological innovations. These issuers may focus on the development and/or commercialization of technologically innovative products and/or services that are disruptive and/or may permeate across multiple industries and/or sectors.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential

as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.

- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.
- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest its assets in foreign securities.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.



## MIDDLEFIELD INNOVATION DIVIDEND CLASS

- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in the Innovation Dividend Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD GLOBAL ENERGY TRANSITION CLASS

### MIDDLEFIELD MUTUAL FUNDS LIMITED

### MIDDLEFIELD GLOBAL ENERGY TRANSITION CLASS

#### Fund Details

<b>Type of Fund</b>	Global Equity Income
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA.

#### What does Global Energy Transition Fund invest in?

#### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The Fund invests primarily in dividend-paying securities of global issuers that are making investments in, or derive a significant portion of their revenue or earnings from, products or services related to the transition from fossil fuels to renewable energy sources.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the shareholders at a meeting to consider the change.

#### Investment Strategies

- The portfolio will be invested with a focus on those issuers offering either direct or indirect exposure to the global energy sector's shift from fossil-based systems of energy production and consumption to more renewable energy sources and other related technologies.
- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential, management ability and the long-term sustainability of an issuer's operations, taking into account environmental, social and governance ("ESG") considerations, including applying the ESG screening process outlined under the heading "ESG

Screening Process". Also see "Middlefield's ESG Policy" for more information.

- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from shareholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest its assets in foreign securities.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.

## MIDDLEFIELD GLOBAL ENERGY TRANSITION CLASS

- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in the Global Energy Transition Fund?**

#### ***ESG Risk***

The Advisor will consider ESG factors as part of the investment process for the Fund. These considerations may vary over time and may include consideration of third-party research and third party ESG indexes as well as consideration of proprietary research across the ESG risks and opportunities regarding an issuer. The Advisor will consider those ESG factors it deems relevant or additive when making investment

decisions for the Fund. The ESG factors utilized in the Fund's investment process are anticipated to evolve over time and one or more factors may not be relevant with respect to all issuers that are eligible for investment. ESG factors are not the sole considerations when making investment decisions for the Fund.

The use of an ESG investment strategy may limit the types and number of investment opportunities available to the Fund and, as a result, the Fund may underperform other funds that do not have an ESG focus. The Fund's ESG investment strategy may result in the Fund investing in securities or industry sectors that underperform the market as a whole or underperform other funds screened for ESG factors. The companies selected based on ratings and indexes of ESG companies as demonstrating ESG factors may not be the same companies selected by other rating providers or indexes that use their own ESG screens. The methodology of a rating or index may change from time to time at the discretion of the provider of the rating or index for any reason, including as a result of changes to ESG principles generally. Investors can differ in their views of what constitutes positive or negative ESG factors. As a result, the Fund may invest in issuers that do not reflect the beliefs and values of any particular investor.

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Class risk, Cybersecurity risk, Derivatives risk, Capital gains risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD GLOBAL INFRASTRUCTURE FUND

### MIDDLEFIELD GLOBAL INFRASTRUCTURE FUND

#### Fund Details

<b>Type of Fund</b>	Global Equity Income
<b>Registered tax plan status</b>	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA's.

#### What does Middlefield Global Infrastructure Fund invest in?

##### Investment Objectives

- The Fund's objective is to maximize long-term total return.
- The Fund invests primarily in equity and fixed income securities of global issuers.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the unitholders at a meeting to consider the change.

##### Investment Strategies

- In determining which individual investments to include in the portfolio the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong disciplines with regard to price paid to acquire portfolio investments. The portfolio will be invested with a focus on those issuers offering either direct or indirect exposure to infrastructure. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.

- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund's investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from unitholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to 49% of its assets in securities of non-infrastructure issuers.
- The Fund may invest all of its assets in foreign securities.
- Investments may also include the securities of issuers operating in industry sectors other than infrastructure, as permitted by NI 81-102.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt

## MIDDLEFIELD GLOBAL INFRASTRUCTURE FUND

securities of public or private companies as permitted by securities regulations.

- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in Middlefield Global Infrastructure Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Cybersecurity risk, Derivatives risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

## MIDDLEFIELD HEALTHCARE DIVIDEND FUND

### MIDDLEFIELD HEALTHCARE DIVIDEND FUND

#### Fund Details

<b>Type of Fund</b>	Global Equity Income
<b>Registered tax plan status</b>	Eligible for RRSPs, RRFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA.

#### What does Middlefield Healthcare Dividend Fund invest in?

#### Investment Objectives

- The Fund’s objective is to provide holders of units with (i) stable monthly cash distributions, and (ii) long-term total returns through distributions and capital appreciation of the Fund’s portfolio.
- The Fund’s investment strategy focuses on investing in dividend paying securities of global issuers that derive a significant portion of their revenue or earnings from products or services related to healthcare.

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the unitholders at a meeting to consider the change.

#### Investment Strategies

- In determining which individual investments to include in the portfolio the Manager will consider: a company’s balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy follows strong discipline with regard to price paid to acquire portfolio investments. The portfolio will be invested with a focus on those issuers offering either direct or indirect exposure to the healthcare industry, including through equity income securities. The level of investments in a company’s securities will generally be commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.

- SSR LLC, an investment research boutique based in Stamford, Connecticut, acts as industry advisor (the “Industry Advisor”) to the Investment Advisor in respect of the Fund and in doing so provides the Investment Advisor with ongoing analysis regarding the global healthcare sector. In addition, the Industry Advisor, based upon its near-term outlook for healthcare investments, provides consultation to the Investment Advisor regarding asset allocation decisions, including those related to the Fund’s exposure to the various subsectors of the healthcare industry. Dr. Richard Evans, a co-founder of the Industry Advisor, is the individual primarily involved in providing services in respect of the Fund on behalf of the Industry Advisor to the Investment Advisor.
- In considering the long-term sustainability of an issuer’s operations, the Investment Advisor will take into account environmental, social and governance (“ESG”) considerations.
- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the Fund’s investment portfolio. The Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund the Fund is in a position to accommodate any redemption requests received from unitholders.
- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI-81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest all of its assets in foreign securities.
- Investments may also include the securities of issuers operating in industry sectors other than healthcare, as permitted by NI 81-102.

## MIDDLEFIELD HEALTHCARE DIVIDEND FUND

- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash or short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund may also invest in trust units and equity-related securities, such as convertible debentures, preferred shares and warrants.
- The Fund may invest in private placements or other illiquid equity, equity-related or debt securities of public or private companies as permitted by securities regulations.
- The Fund also may engage in short selling as a complement to the Fund's current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.
- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such

transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in Middlefield Healthcare Dividend Fund?**

For information concerning the risks of investing in this Fund, see Interest rate risk, Credit risk, Concentration risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Cybersecurity risk, Derivatives risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

# INDEXPLUS INCOME FUND

## INDEXPLUS INCOME FUND

### Fund Details

Type of Fund	Canadian Equity Income
Registered tax plan status	Eligible for RRSPs, RRIFs, DPSPs, RESPs, FHSAs, RDSPs and TFSA.

### What does INDEXPLUS *Income Fund* invest in?

#### Investment Objectives

- The Fund's objectives are to (a) pay monthly distributions to unitholders, (b) outperform the S&P/TSX Composite High Dividend Index or any other index selected in accordance with the declaration of trust governing the Fund (the "Index"), and (c) return to unitholders upon the termination of the Fund at least the original subscription price of the units from the initial public offering of the Fund (being \$10.00 per unit).

We may not change the fundamental investment objectives of the Fund without first obtaining approval of the unitholders at a meeting to consider the change.

#### Investment Strategies

- The Fund may invest in (i) a diversified portfolio of securities which may consist of securities of issuers that are constituents of the Index in the same proportion, to the extent possible, as they comprise the Index (the "Index Portfolio"), and (ii) a diversified portfolio of securities that is actively managed by the Investment Advisor, which may be comprised of securities of issuers that are included in the Index and securities of other issuers, as permitted by NI 81-102 (the "Active Portfolio" and, together with the Index Portfolio, the "INDEXPLUS Portfolio"). The Manager shall, in compliance with the Fund's investment strategies and provided that the Manager may elect not to include in the Index Portfolio the security of an issuer that is a constituent of the Index if such issuer has announced an intention to cease or reduce or has ceased or reduced to pay a regular distribution or dividend, the Manager believes that any such action is likely or believes it prudent not to hold the securities of an issuer, rebalance the composition of the investments that comprise the Index Portfolio as soon as practicable after changes are made to the Index in order

that the Index Portfolio comprises, to the extent possible and subject to the foregoing, the composition and weighting of the securities that comprise the Index.

- The Investment Advisor shall from time to time determine the investments that comprise the Active Portfolio and determine the percentages of the INDEXPLUS Portfolio that are comprised of the Active Portfolio and the Index Portfolio.
- The Fund currently attempts to replicate to the extent practical the S&P/TSX Composite High Dividend Index. If the Trustee determines it prudent, the Trustee may, without unitholder approval, elect to have the Index Portfolio attempt to replicate, to the extent practical, a capital market index comprised primarily of income producing securities as from time to time may be selected by the Trustee and the Trustee may amend the declaration of trust governing the Fund as the Trustee believes is necessary or desirable to effect such change.
- In determining which individual investments to include in the INDEXPLUS Portfolio, the Manager will consider: a company's balance sheet, cash flow characteristics, profitability, industry position, future growth potential and management ability.
- The investment strategy of the Fund follows strong disciplines with regard to price paid to acquire portfolio investments. The level of investments in the company's securities is generally commensurate with the market price of the securities in relation to their intrinsic value and earnings growth potential as determined by the above factors. That approach is designed to provide an extra margin of safety, which in turn serves to reduce overall portfolio risk.
- In considering the long-term sustainability of an issuer's operations, the Investment Advisor will take into account environmental, social and governance ("ESG") considerations.
- The Manager manages investment funds on behalf of its clients and may in the future propose that assets of these funds be acquired by the Fund where such acquisitions represent good value and are appropriate additions to the INDEXPLUS Portfolio. The



## INDEXPLUS INCOME FUND

Manager will manage the cash balances of the Fund and any investment funds so at the time of the acquisition of assets by the Fund it is in a position to accommodate any redemption requests received from unitholders.

- The Fund may invest up to 100% of its assets in securities of other mutual funds, including those managed by the Manager, and exchange traded funds (as permitted by NI 81-102) in accordance with the investment objectives of the Fund. There will be no duplication of management fees on the portion of the assets of the Fund invested in another investment fund.
- The Fund may invest up to all of its assets comprising in foreign securities.
- The Fund may purchase or sell futures contracts, forward contracts, options or other derivatives so as to hedge exposure to market, commodity price, foreign exchange, interest rate and/or other risks.
- The Investment Advisor may decide to maintain a larger portion of the Fund's assets in cash and short-term fixed income securities during periods of high market valuations and volatility. This temporary departure from the Fund's core investment strategy may be undertaken to protect capital while awaiting more favourable market conditions.
- The Fund also may engage in short selling as a complement to its current primary discipline of buying securities with the expectation that they will appreciate in market value. In determining whether securities of a particular issuer should be sold short, the Investment Advisor utilizes the same analysis that is described above for deciding whether to purchase the securities. Where the analysis generally produces a favourable short-term or long-term outlook, the issuer is a candidate for purchase. Where the analysis produces an unfavourable short-term outlook, the issuer is a candidate for a short sale. For a more detailed description of short selling and the limits within which the Fund may engage in short selling, please refer to **Specific Information about the Funds described in this Document - Short Selling** earlier in this document.

- The Fund may engage in securities lending, repurchase or reverse purchase transactions where the Fund believes that additional returns would be generated by such a transaction, having regard to such factors as the composition of its portfolio and its ability to satisfy redemption requests. Such transactions will be entered into with borrowers acceptable to the Fund and the Fund will receive collateral security in respect of such securities loans. Such transactions will be made in accordance with the requirements of NI 81-102.

### **What are the risks of investing in INDEXPLUS Income Fund?**

For information concerning the risks of investing in the Fund, see Interest rate risk, Stock market risk, Foreign investment and currency risk, Liquidity risk, Cybersecurity risk, Derivatives risk, Short selling risk and Securities lending risk commencing on page 27 of this document.

In addition to the risk factors described elsewhere in this document, the Fund may be subject to the following risks:

#### ***Risks of Error in Replicating the Index***

The Index Portfolio will not replicate exactly the performance of the Index, including because (a) the total return generated by the Index Portfolio's securities will be reduced by transaction costs and other expenses, whereas such costs and expenses are not included in the calculation of the Index, (b) the Fund is subject to certain investment restrictions which may prevent the Index Portfolio from investing in a particular security in the same proportion as it comprises the Index, (c) the Index Portfolio may not fully replicate the performance of the Index due to the unavailability of certain constituent securities, and (d) securities may be sold by the Fund to fund redemptions of units or to meet other obligations.

#### ***Risks of Index Portfolio***

Because the Index Portfolio will be comprised of securities in the same proportion, to the extent possible, as they comprise the Index, the Index Portfolio's holdings may become concentrated in the securities of certain constituent issuers, or concentrated by industry, geography or type of underlying assets. As a result, the holdings would be less diversified and the general risk of the INDEXPLUS Portfolio may increase. Upon the Active Portfolio comprising a greater proportion of the INDEXPLUS Portfolio, the overall performance of the

## INDEXPLUS INCOME FUND

INDEXPLUS Portfolio will be less indicative of the Index. If the returns generated by the Active Portfolio are less than those generated by the Index Portfolio, returns on the INDEXPLUS Portfolio will be lower than the Index.

### *Purpose of the Index and Changes in Returns on the Index Portfolio*

The Index was not created for the purpose of the Fund and may be adjusted without regard to the interests of the Fund but rather solely with a view to the purpose of the Index. As adjustments are made to the Index, the returns on the Index Portfolio also may change. In the event S&P ceases to calculate the Index but offers a replacement or substitute index, the Trustee or the Manager (if this authority is so delegated) may elect (without any unitholder approval) to attempt to replicate the return of the replacement or substitute index. In the event S&P ceases to calculate the Index without offering a replacement or substitute index, or if a replacement or substitute index is offered but not adopted, the Trustee or the Manager, as applicable, may elect to change the investment strategy of the Fund to replicate the return of an alternative index (subject to the terms of its declaration of trust), or make any such other arrangements as it considers appropriate and in the best interests of unitholders in the circumstances. If the computer or other facilities of the TSX or S&P malfunction for any reason, calculation of the Index levels may be delayed.

For more information concerning the Manager's investment risk methodology, see **Investment Risk Classification Methodology** on page 36 of this document.

Middlefield Income Plus Class  
Middlefield Canadian Dividend Growers Class  
Middlefield U.S. Equity Dividend Class  
Middlefield Real Estate Dividend Class  
Middlefield Global Dividend Growers Class  
Middlefield Global Agriculture Class  
Middlefield High Interest Income Class  
Middlefield Innovation Dividend Class  
Middlefield Global Energy Transition Class  
Middlefield Global Infrastructure Fund  
Middlefield Healthcare Dividend Fund  
INDEXPLUS *Income Fund*

Additional information about the Funds is available in the Funds' Find Facts document, management reports of fund performance and financial statements. These documents are incorporated by reference into this simplified prospectus, which means that they legally form part of this document just as if they were printed as part of this document.

You can get a copy of these documents at your request and at no cost by calling toll-free at 1-888-890-1868, from your broker or dealer, or by e-mailing [invest@middlefield.com](mailto:invest@middlefield.com).

These documents and other information about the Funds, such as information circulars and material contracts are also available on our web site at [www.middlefield.com](http://www.middlefield.com) or at the website at [www.sedar.com](http://www.sedar.com).

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