

MIDDLEFIELD CAPITAL CORPORATION

COMPLAINT HANDLING PROCEDURES

Middlefield Capital Corporation is committed to providing you with the level of service you have come to expect of us, including the prompt and fair resolution of any concern or complaint you may have about the handling of your account. If you have a complaint or other concern about the handling of your account, we would ask you to direct them to the attention of our Designated Complaints Officer, First Canadian Place, 58th Floor, P.O. Box 192, Toronto, Ontario M5X 1A6 (telephone: 416-362-0714, fax: 416-362-7925). We encourage you to take the additional time to put any complaint or other concern you have in writing as it is our experience that client complaints and concerns are typically resolved faster, if not more satisfactorily when they are.

Our Designated Complaints Officer will promptly initiate a review of your complaint and will either attempt to resolve it directly with you or, if it involves any allegation of misconduct, will, within five (5) business days of its receipt, formally acknowledge your complaint in writing, advise you of the person who will be handling your complaint, and will provide you a copy of the Investment Industry Regulatory Organization of Canada's brochure: "An Investor's Guide to Making a Complaint", which we encourage you to read carefully.

It is our policy to complete our investigation and response to your complaint as soon as practicable but it in any event within 90 days of its receipt. If our investigation takes longer than 90 days to complete, we will keep you informed of its progress. You are entitled throughout the process to contact the person in charge of your investigation. You may be asked to provide additional information. After we complete our investigation, we will provide you with a written response which will contain: (i) a summary of your complaint, (ii) the results of our investigation, (iii) our recommendation for resolution, (iv) the reasons for our proposed resolution, and (v) the options available to you in the event you are dissatisfied with our proposed resolution.