

MIDDLEFIELD CAPITAL CORPORATION

STATEMENT OF POLICIES (SECURITIES OF RELATED OR CONNECTED ISSUER)

The securities laws of certain jurisdictions require securities dealers and advisers, when they trade in or advise with respect to their own securities or securities of certain other issuers to which they, or certain other parties related to them, are related or connected, to do so only in accordance with particular disclosure and other rules. These rules require dealers and advisers, prior to trading with or advising their customers or clients, to inform them of the relevant relationships and connections with the issuer of the securities. Clients and customers should refer to the applicable provisions of these securities laws for the particulars of these rules and their rights or consult with a legal adviser.

As Middlefield Capital Corporation (“MCC”) and/or its affiliates could benefit or be perceived to benefit from acting as your broker or advising you with respect to securities issued by MCC, by a related party or, in the course of an initial distribution, by a connected party, MCC will in those situations disclose to you the nature of our relationship with the issuer of the securities or that MCC is the issuer in the following manner:

- (a) where MCC underwrites securities, the disclosure will be contained in the prospectus or other document being used to qualify those securities,
- (b) where MCC buys or sells securities for your account, the disclosure will be contained in the confirmation of trade which it prepares and sends to you, and
- (c) where MCC advises you with respect to the purchase or sale of securities, the disclosure will be made prior to giving the advice.

Related Issuers

Middlefield Mutual Funds Limited ^{1,2}
Middlefield Canadian Dividend Growers Class
Middlefield Global Agriculture Class
Middlefield Global Dividend Growers Class
Middlefield Global Energy Transition Class
Middlefield High Interest Income Class
Middlefield Income Plus Class
Middlefield Innovation Dividend Class
Middlefield Real Estate Dividend Class
Middlefield U.S. Equity Dividend Class
Middlefield Healthcare Dividend Fund ¹
Middlefield Global Infrastructure Fund ¹
INDEXPLUS Income Fund ¹
E Split Corp. ^{1,2}
International Clean Power Dividend Fund ¹
Middlefield Canadian Income PCC ^{1,2}
Middlefield Global Real Asset Fund ¹
MINT Income Fund ¹
Real Estate Split Corp. ^{1,2}
Sustainable Agriculture & Wellness Dividend Fund ¹
Sustainable Innovation & Health Dividend Fund ¹
Sustainable Real Estate Dividend Fund ¹
Workplace Technology Dividend Fund ¹
Middlefield Health & Wellness ETF ¹
Middlefield Healthcare Dividend ETF ¹
Middlefield Innovation Dividend ETF ¹
Middlefield Real Estate Dividend ETF ¹
Middlefield Sustainable Global Dividend ETF ¹
Middlefield Sustainable Infrastructure Dividend ETF ¹
Middlefield U.S. Equity Dividend ETF ¹
MRF 2021 Resource Limited Partnership ^{1,3}
MRF 2022 Resource Limited Partnership ^{1,3}
Discovery 2021 Short Duration LP ^{1,3}
Discovery 2022 Short Duration LP ^{1,3}

Notes:

- (1) Management services are provided by MCC and/or affiliates of MCC.
- (2) Some officers and directors are also officers and directors of MCC and/or its affiliates.
- (3) The general partner is an affiliate of MCC.

SEPARATE ENTITY DISCLOSURE STATEMENT

Middlefield Capital Corporation (“MCC”) is a separate entity from all other entities including related or connected mutual funds and other securities issuers notwithstanding office sharing arrangements, including that with Middlefield Limited, a related fund manager that shares our Calgary, Alberta office, or the fact that some officers and directors of MCC are officers and/or directors of related or connected securities issuers and/or Middlefield Limited.

E-MAIL POLICY

Due to privacy, authenticity and delivery timing and reliability issues, Middlefield Capital Corporation does not accept client e-mail orders.

ACCOUNT OPENING DISCLOSURE

Middlefield Capital Corporation has retained Haywood Securities Inc. (the “Carrying Broker”), as an independent carrying broker, to provide certain record keeping and operational services which may include execution and settlement of securities transactions, custody of securities and cash balances, and extension of credit on margin transactions. These services are provided under a written Introducing/Carrying Broker Agreement between Middlefield Capital Corporation and the Carrying Broker. In general, the Carrying Broker is only responsible for those services provided at Middlefield Capital Corporation’s request or direction, as outlined in the Introducing/Carrying Broker Agreement. The Carrying Broker does not control, audit or otherwise supervise the activities of Middlefield Capital Corporation or its employees. The Carrying Broker does not verify information provided by Middlefield Capital Corporation regarding your account or transactions processed for your account nor undertake responsibility for reviewing the appropriateness of transactions entered by Middlefield Capital Corporation on your behalf.

Middlefield Capital Corporation is, as your financial institution, responsible for servicing and supervising your securities account through its own personnel, in accordance with its own policies and applicable laws and regulations. Specifically, Middlefield Capital Corporation is solely responsible for approving the opening of your account and obtaining the necessary account documentation; knowing you and understanding your investment objectives and recommending to you whether particular types of transactions are appropriate for you; supervising the activities of the individual or individuals that service your account, resolving any complaints regarding the handling of your account, and, in general, the ongoing relationship that it has with you. In all of the above matters relating to the servicing of your account, the Carrying Broker has no involvement and assumes no responsibility.

The Carrying Broker will process orders for the purchase, sale or transfer of securities for your account as Middlefield Capital Corporation directs. The Carrying Broker is not obligated to accept orders for securities transactions for your account directly from you and will do so only in exceptional circumstances. The Carrying Broker reserves the right to refuse to accept a particular account or order at its sole discretion. In furnishing its services under the Introducing/Carrying Broker Agreement, the Carrying Broker may use and rely upon the services of clearing agencies, automatic data processing vendors, proxy processing agents, transfer agents, securities pricing services, and other similar organizations.

This above disclosure addresses the basic allocation of functions regarding the handling of your account. It is not intended to be a definitive enumeration of every possible circumstance, but only as a general disclosure.

LEVERAGE RISK DISCLOSURE STATEMENT

Using borrowed money to finance the purchase of securities involves greater risk than using cash resources only. If you borrow money to purchase securities, your responsibility to repay the loan and pay interest as required by its terms remains the same even if the value of the securities purchased declines.