

**Middlefield Canadian Income PCC (the “Company”) and
Middlefield Canadian Income – GBP PC a cell of Middlefield Canadian Income PCC (the “Cell”)
whose registered office is at 28 Esplanade, St Helier, Jersey JE2 3QA**

FORM OF PROXY for the Cell and Company Meeting to be held at 11.45 a.m. on Thursday, 1 June, 2023 at 30 Gresham Street, London EC2V 7QP, United Kingdom.

I/We _____ being a member/members of the above-mentioned Company/Cell hereby appoint the Chairman of the meeting or _____* as my/our proxy to vote for me/us on my/our behalf at the Cell and Company Meeting to be held on Thursday, 1 June, 2023 or at any adjournment thereof.

Signature

Signed thisday of 2023.

This form is to be used for the following resolutions:–

| ORDINARY BUSINESS – CELL AND COMPANY ORDINARY RESOLUTIONS | FOR | AGAINST | WITHHELD |
|---|------------|----------------|-----------------|
| 1. To re-elect Michael Phair as a Director of the Cell and the Company. | | | |
| 2. To re-elect Dean Orrico as a Director of the Cell and the Company. | | | |
| 3. To re-elect Kate Anderson as a Director of the Cell and the Company. | | | |
| 4. To re-elect Janine Fraser as a Director of the Cell and the Company. | | | |

Unless otherwise instructed the Proxy will vote or abstain from voting as he thinks fit.

NOTES:

1. A holder of management shares in the capital of the Company and/or of redeemable participating preference shares of no par value in the capital of the Cell (“Shares”) entitled to attend and vote at the Cell and Company Meeting is entitled to appoint one or more proxies to attend and, on a poll, to vote in his stead. A proxy need not be a holder of the Shares.
2. To be valid, forms of proxy must reach Link Group, PXS1, Central Square, 29 Wellington Street, Leeds, LS1 4DL not later than 48 hours before the time appointed for the Cell and Company Meeting (or any adjournment thereof). Any power of attorney or other authority under which the form of proxy is signed must be sent with the form of proxy.
3. The completion and return of a proxy will not prevent a member from attending and voting at the Meeting.

| For office use only | |
|---------------------|--|
| Holder No | |
| No of Shares | |