



**NOTICE OF SPECIAL MEETING OF UNITHOLDERS
AND
MANAGEMENT INFORMATION CIRCULAR
OF
INTERNATIONAL CLEAN POWER *DIVIDEND FUND***

**To be held at:
The Well, 8 Spadina Ave., Suite 3100
Toronto, Ontario, M5V 0S8
May 1, 2024 at 10:00 a.m. (Toronto time)**

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FORWARD-LOOKING STATEMENTS

Certain statements in the accompanying notice of meeting and Circular (as defined herein) are forward-looking statements, including those identified by the expressions “anticipate”, “believe”, “plan”, “estimate”, “expect”, “intend” and similar expressions (including negative and grammatical variations) to the extent that they relate to the Fund or the Manager (as each of these terms are defined herein). Forward-looking statements are not historical facts but reflect the current expectations of the Fund or the Manager regarding future results or events. Such forward-looking statements reflect the Manager’s current beliefs and are based on information currently available. Forward-looking statements involve significant risks and uncertainties. A number of factors could cause actual results or events to differ materially from current expectations. Some of these risks, uncertainties and other factors are described under the heading “*Risk Factors*” in the Circular and in the annual information form of the Fund filed on the Fund’s SEDAR+ profile at www.sedarplus.com. Although the forward-looking statements contained in this Circular are based upon assumptions that the Manager believes to be reasonable, the Manager cannot assure investors that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein were prepared for the purpose of providing Unitholders (as defined herein) with information about the Fund and may not be appropriate for other purposes. The Manager assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

International Clean Power *Dividend Fund*

(the “Fund”)

TAKE NOTICE that Middlefield Limited (the “**Manager**”), the manager of the Fund, will hold a special meeting (the “**Meeting**”) of holders (the “**Unitholders**”) of units (the “**Units**”) of the Fund on May 1, 2024 at 10:00 a.m. (Toronto time) at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8. The purposes of the Meeting are as follows:

- (a) to consider and, if thought appropriate, approve, with or without variation, an ordinary resolution in the form attached as Appendix A to the accompanying management information circular (the “**Circular**”) authorizing and approving, among other things, the proposed merger (the “**Merger**”) of the Fund with Infrastructure Dividend Split Corp. (“**Infrastructure Split**”), a newly-formed split share corporation mutual fund, and the receipt by Unitholders of the Fund of class A shares in the capital of Infrastructure Split, including, without limitation, amendments to the Fund’s declaration of trust considered necessary or desirable, in the opinion of the Manager, to facilitate and implement the Merger, all as more fully described in the Circular; and
- (b) to transact such other matters as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Details of the matters to be voted on at the Meeting or any adjournment(s) or postponement(s) thereof are more fully described in the Circular.

Unitholders may attend the Meeting in person or may be represented thereat by proxy. Registered Unitholders who are unable to attend the Meeting or any adjournment(s) or postponement(s) thereof in person are requested to complete, date, sign and return the enclosed form of proxy in accordance with the instructions set forth in the Circular. A form of proxy will not be valid and acted upon at the Meeting or any adjournment(s) or postponement(s) thereof unless it is deposited at the offices of TSX Trust Company (A) by mail to 301-100 Adelaide Street West, Toronto, Ontario, M5H 4H1; (B) by facsimile to (416) 595-9593; (C) by email to tsxtrustproxyvoting@tmx.com; or (D) by internet at www.proxyvote.com using the unique control number located on the form of proxy. In order to be valid and acted upon at the Meeting, a form of proxy for use at the Meeting must be returned prior to 10:00 a.m. (Toronto time) on April 29, 2024, or, if the Meeting is adjourned or postponed, not later than the time that is 48 hours before the date of the adjourned or postponed Meeting, or any further adjournment(s) or postponement(s) thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline. The time limit for deposit of proxies may be waived or extended by the Chair of the Meeting at his or her discretion, without notice.

Unitholders who hold their Units with a bank, broker or other financial intermediary are not registered Unitholders. Non-registered Unitholders will receive a voting instruction form in lieu of a form of proxy, which they can use to instruct the registered Unitholder how to vote their

Units. Voting instruction forms sent by Broadridge Financial Solutions, Inc. may be voted by telephone or through the internet at www.proxyvote.com. Voting instruction forms may have an earlier deadline for deposit and, as such, non-registered Unitholders should contact their broker or other intermediary through which their Units are held who may have earlier deadlines.

A proxyholder has discretion under the applicable accompanying form of proxy or voting instruction form with respect to any amendments or variations of the matter of business to be acted on at the Meeting or any other matters properly brought before the Meeting or any adjournment(s) or postponement(s) thereof, in each instance, to the extent permitted by law, whether or not the amendment, variation or other matter that comes before the Meeting is routine and whether or not the amendment, variation or other matter that comes before the Meeting is contested. As of the date hereof, the Manager knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Unitholders are encouraged to review the Circular carefully and consult with their financial, legal and tax advisors with respect to how to vote before submitting the applicable form of proxy or voting instruction form.

The record date (the “**Record Date**”) for the determination of Unitholders entitled to receive notice of and to vote at the Meeting or any adjournment(s) or postponement(s) thereof is April 1, 2024. Only Unitholders whose names have been entered in the register of Units of the Fund at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Meeting.

If the Meeting is adjourned because the requisite quorum of Unitholders is not in attendance or for any other reason, the adjourned Meeting will be held at 10:00 a.m. (Toronto time) on May 15, 2024 at the same location as the Meeting. At the adjourned Meeting, the business of the Meeting will be transacted by those Unitholders present in person or represented by proxy.

The Manager recommends that you vote FOR the Merger. The Independent Review Committee of the Fund (the “IRC”) has granted standing approval to Middlefield to effect transactions such as the Merger. It is not the role of the IRC to recommend that Unitholders of the Fund vote in favour of the Merger. Unitholders should review the Merger independently and make their own decisions.

DATED at Toronto, Ontario as of the 1st day of April, 2024.

By Order of the Board of Directors of Middlefield Limited, as Manager of International Clean Power *Dividend Fund*

“Dean Orrico”

Dean Orrico

President and Chief Executive Officer

**MANAGEMENT INFORMATION CIRCULAR
DATED APRIL 1, 2024**

Unless otherwise indicated, the information in this management information circular (the “Circular”) is given as of March 31, 2024 and all dollar amounts are stated in Canadian currency unless otherwise indicated.

This Circular is furnished to holders (the “Unitholders”) of units (the “Units”) of International Clean Power *Dividend Fund* (the “Fund”) in connection with the solicitation of proxies by Middlefield Limited (the “Manager” or “Middlefield”) to be used at the special meeting of Unitholders of the Fund to be held at 10:00 a.m. (Toronto time) on May 1, 2024 (the “Meeting”) at the offices of the Manager at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8.

PROPOSED MERGER

General

At the Meeting, Unitholders will be asked to consider and, if thought appropriate, approve, with or without variation, an ordinary resolution (the “**Ordinary Resolution**”) in the form attached as Appendix A to this Circular authorizing and approving, among other things, the proposed merger (the “**Merger**”) of the Fund with Infrastructure Dividend Split Corp. (“**Infrastructure Split**”), a newly-formed split share corporation mutual fund, and the receipt by Unitholders of the Fund of class A shares in the capital of Infrastructure Split (the “**Class A Shares**”), including, without limitation, amendments to the Fund’s declaration of trust considered necessary or desirable, in the opinion of the Manager, to facilitate and implement the Merger, all as more fully described in the Circular.

It is intended that, on or about May 3, 2024 (the “**Effective Date**”), Infrastructure Split will acquire the investment portfolio of the Fund pursuant to an asset purchase agreement to be entered into as of such date. In exchange for the assets of the Fund, Infrastructure Split will issue to the Fund such number of Class A Shares as is equal to the aggregate net asset value of the Fund, divided by \$15.00. Thereafter, such Class A Shares shall be distributed by the Fund to its former unitholders and the Fund will be wound up. At the time of closing of the Merger, the Fund’s investment portfolio will be comprised of securities which are acceptable to the Advisor (as defined below) in its capacity as investment advisor to Infrastructure Split and consistent with the Infrastructure Split’s investment objectives and strategy, plus cash.

Split share corporation mutual funds typically issue two classes of shares to their investors, namely equity shares and preferred shares, and typically operate on the basis that an equal number of equity shares and preferred shares are outstanding at all material times. Infrastructure Split’s equity shares are designated as “**Class A Shares**” and its preferred shares are designated as “**Preferred Shares**”. In order that an equal number of Class A Shares and Preferred Shares are outstanding at all material times, Infrastructure Split intends to undertake an offering of Preferred Shares (the “**Preferred Share Offering**”) by way of long form prospectus (the “**Prospectus**”), which offering is intended to close on or about May 8, 2024. The filing of the Prospectus will also result in the Class A Shares being freely tradeable, pursuant to section 2.7 of National Instrument 45-102 – *Resale Restrictions*. Following completion of the Merger and the Preferred Share

Offering, Infrastructure Split may undertake further offerings of Preferred Shares or Class A Shares in order that an equal number of Preferred Shares and Class A Shares is outstanding at all material times.

Closing of the Merger is conditional upon the approval of the Unitholders pursuant to section 5.6(f) of NI 81-102. Should the Merger not be approved by the requisite number of Unitholders of the Fund, the Fund will continue to operate as it currently does.

Rationale and Benefits of the Proposed Merger

The board of directors of the Manager (the “Board”) has determined that the Merger is in the best interests of the Fund and the Unitholders and unanimously recommends that Unitholders vote FOR the Ordinary Resolution, the full text of which is set forth in Appendix A to this Circular, approving the Merger. All costs of the Merger, including with respect to the Meeting, will be borne solely by the Manager.

In arriving at such determination, consideration was given to, among other things:

- Class A Shares of split share corporations have demonstrated the potential to trade closer to, and in some cases even above, their fund’s net asset value per share, thereby improving the liquidity of such shares in the secondary market. In contrast, the Units have consistently traded at a discount to net asset value (“NAV” or “Net Asset Value”) averaging over 5% in the past 12 months and reaching as high as 9%;
- if its shares trade at or above net asset value (which is not currently the case for the Fund), Infrastructure Split could position itself to raise additional capital, thereby leading to a larger asset base, improved liquidity and lower overall cost. As the Units have consistently traded at a discount to NAV, there is no viable way for the Fund, in its current form, to raise additional capital;
- the management fee of Infrastructure Split will be 1.10% of net asset value per annum, which is lower than the 1.25% of net asset value per annum management fee currently charged by the Fund;
- Infrastructure Split’s investment objectives and investment strategies will differ from those of the Fund, including as a result of Infrastructure Split’s investment objectives and investment strategies not referring to environmental, social, and governance (“ESG”) considerations. Infrastructure Split will continue to consider ESG factors alongside other investment characteristics when selecting issuers for inclusion in its portfolio, but will not be constrained by such considerations. The Manager believes that Infrastructure Split’s investment objectives and strategies will provide it with greater flexibility and a broader investment universe than the Fund, which the Manager believes will ultimately lead to better returns for investors; and
- As the Fund has consistently traded at a discount to NAV, there is an opportunity for professional investors to use the annual redemption option for arbitrage

purposes. This could result in a loss of 15% or more of the Fund's assets each year, which would contribute to a higher allocation of shared Fund expenses amongst the remaining investors. Conversely, as split share corporations often trade at premiums to NAV, the same loss of assets is not expected.

If the Merger is approved, Unitholders of the Fund will not need to take any further actions to implement the Merger. If the Merger is approved, on the Effective Date Unitholders will automatically become holders of Class A Shares of Infrastructure Split.

Currently, the Units of the Fund trade daily on the Toronto Stock Exchange (the "TSX") under the symbol "CLP.UN". As at March 28, 2024, the Net Asset Value per Unit of the Fund was \$6.86.

Application to TSX

The Manager, on behalf of Infrastructure Split, has submitted an application to the TSX seeking approval for the listing of the Class A Shares and Preferred Shares following completion of the Merger and the Preferred Share Offering with an anticipated listing date of May 8, 2024. The Manager intends that the Units of the Fund will continue to be listed on the TSX until the close of trading on May 7, 2024 so that Unitholders are not exposed to any period of illiquidity as a result of the Merger.

Impact of the Merger on Unitholders of the Fund

Certain aspects of Infrastructure Split will differ from the Fund including with respect to Infrastructure Split's investment objectives, investment strategy, investment restrictions, fees and expenses, redemptions and retractions, distributions and the termination of Infrastructure Split. Set out below is a description of such differences. Additional details with respect to Infrastructure Split, its structure and its operations, are set out further below under "*Infrastructure Dividend Split Corp.*".

Investment Objectives of Infrastructure Split

Currently, the investment objectives of the Fund are to provide Unitholders with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund's investment portfolio, through a diversified, actively managed portfolio comprised primarily of dividend paying securities of international issuers focused on, involved in, or that derive a significant portion of their revenue from renewable power and related sectors (collectively, "**Clean Power Issuers**"). Middlefield Capital Corporation, the investment advisor to the Fund (in such capacity, the "**Clean Power Advisor**") believes that Clean Power Issuers will generate attractive risk-adjusted returns for the Fund due to the increasing demand for renewable power stemming from the ongoing reduction in cost associated with renewable power as well as the growing political, corporate and societal support for renewable power. The Clean Power Advisor believes that these factors will drive ongoing and increasing levels of investor interest in renewable power and related sectors for decades to come. In addition, the Clean Power Advisor will integrate environmental, social and governance considerations to complement fundamental analysis in selecting Clean Power Issuers it believes have sustainable competitive advantages.

Following the Merger, the investment objectives of Infrastructure Split will be as follows.

The investment objectives for the Preferred Shares are to provide holders with fixed cumulative preferential quarterly cash distributions and to return \$10.00 to holders on April 30, 2029 (the “**Maturity Date**”), subject to extension for successive terms of up to five years each as determined by the Infrastructure Split’s board of directors (the “**Board of Directors**”). The quarterly cash distribution until April 30, 2029 will be \$0.18 per Preferred Share (\$0.72 per annum), representing a yield of 7.2% per annum on the issue price of \$10.00 per Preferred Share.

The investment objectives for the Class A Shares are to provide holders (together with holders of the Preferred Shares, the “**Shareholders**”) with non-cumulative monthly cash distributions and to provide holders with the opportunity for capital appreciation through exposure to the Portfolio (as defined below). Initially, the monthly cash distribution is targeted to be \$0.125 per Class A Share (\$1.50 per annum), representing a yield of 10% per annum on the issue price of \$15.00 per Class A Share.

Investment Strategy of Infrastructure Split

Currently, the investment strategy of the Fund is as follows.

The Fund has been designed to provide investors with a diversified, actively managed portfolio comprised primarily of dividend paying securities of Clean Power Issuers, including those whose operations may be related to wind, solar, hydrogen, electric vehicles & batteries and grid infrastructure. The Clean Power Advisor believes that investments in Clean Power Issuers will provide investors with excellent diversification and attractive long-term returns as Canadian investors generally do not have significant exposure to these sectors since the majority of Industry Leaders (as defined below) and Industry Disruptors (as defined below) are internationally-listed entities. As set forth below, the Clean Power Advisor also intends to consider and incorporate ESG criteria in the investment process to help screen and evaluate potential issuers.

The global transition away from fossil fuels towards renewable energy sources is well underway. Renewables now provide the cheapest sources of electricity across most of the world and the economic advantages of developing clean infrastructure projects are apparent. Political support for decarbonization initiatives has steadily increased in recent years with major announcements in 2020 coming from European, Chinese and American governments regarding plans to combat climate change. The market capitalizations of clean utilities, such as Enel S.P.A., Iberdrola, S.A., NextEra Energy Inc. and Orsted A/S, now rival those of the world’s largest energy incumbents and are expected to continue to grow as the demand for oil and gas is at risk of falling into secular decline. The Clean Power Advisor believes that the political, societal and corporate support for a green energy revolution are in place, which should drive ongoing and increasing levels of investment into renewable power and related sectors for decades to come.

In order to seek to achieve the Fund’s investment objectives, the Fund will invest its assets as follows: (a) approximately 80% of the Fund’s assets will be invested in a core allocation to larger capitalization, leading Clean Power Issuers (the “**Industry Leaders**”), including those most dominant issuers referred to as the clean supermajors, namely Enel S.p.A., Iberdrola, S.A., NextEra Energy Inc. and Orsted A/S; and (b) approximately 20% of the Fund’s assets will be invested in more disruptive Clean Power Issuers developing and commercializing breakthrough

technologies to mitigate climate change that the Clean Power Advisor believes offer substantial capital appreciation potential (the “**Industry Disruptors**”). The Fund will employ a tactical asset allocation strategy by actively adjusting the Fund’s investment portfolio asset allocation between Industry Leaders and Industry Disruptors, as well as across sectors and sub-sectors based upon the Clean Power Advisor’s outlook with the intention of offering the best combination of capital appreciation potential and income, in all cases subject to the terms of the Fund’s investment restrictions.

Following the Merger, the investment strategy of Infrastructure Split will be to provide investors with a diversified, actively managed portfolio comprised primarily of dividend paying securities of issuers operating in the infrastructure sector (the “**Portfolio**”). Middlefield Capital Corporation, the investment advisor to Infrastructure Split (in such capacity, the “**Advisor**”) believes that investments in the infrastructure sector will provide excellent diversification benefits and attractive long-term returns, as Canadian investors generally do not have significant exposure to real assets – tangible assets that possess inherent value due to their physical properties and potential for income generation.

The combination of a growing global population, increasing urbanization and the aging of existing infrastructure is driving an expected worldwide investment in infrastructure of US\$3.9 trillion annually. However, traditional funding sources from governments are constrained globally in both developed & developing countries. To address this scarcity of capital, investment by public infrastructure issuers is supported through policy and partnerships, resulting in superior returns.¹

In order to achieve Infrastructure Split’s investment objectives, Infrastructure Split will initially invest in a Portfolio of approximately 15 dividend-paying issuers operating in the infrastructure sector. The Advisor will invest in issuers whose shares offer investors the potential for both income through attractive dividend yields and capital appreciation and that it believes are undervalued and well-positioned to benefit from the Advisor’s outlook for a gradual reduction in interest rates, the continuation of global decarbonization, and favourable demographics (such as a growing middle class and urbanization) (“**Infrastructure Issuers**”). Below are examples of issuers that may be included in the Portfolio (“**Sample List of Issuers**”).

Northland Power	Brookfield Renewable	Brookfield Infrastructure	American Electric Power	Duke Energy	SmartCentres
Chartwell Retirement	Blackstone	Enbridge	Telus	Sempra	NextEra Energy
Union Pacific	Capital Power	Equinix	Fortis Inc	Southern Co	Crown Castle
Pembina Pipeline	SSE plc	Gibson Energy	American Tower Corp	Granite REIT	Prologis
Emera Inc	TC Energy	Eaton Corp	Dream Industrial	National Grid plc	CT REIT

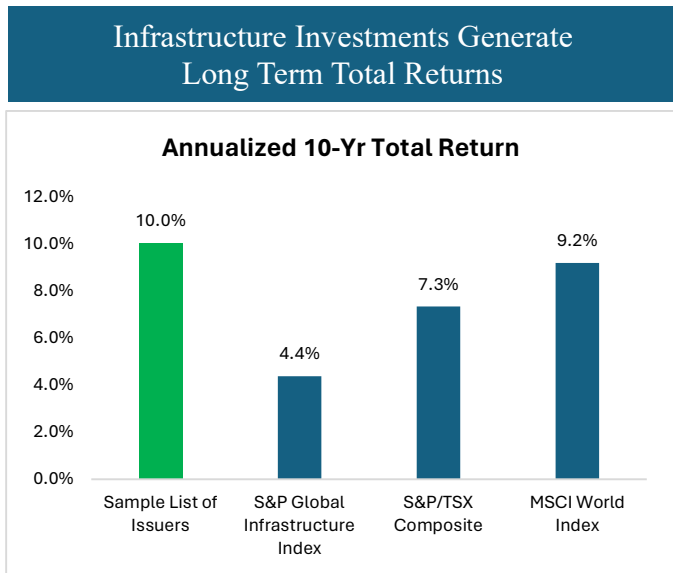
¹ Source: PWC, Global infrastructure trends Part 2: Developments in financing.

Positive Attributes of the Infrastructure Sector

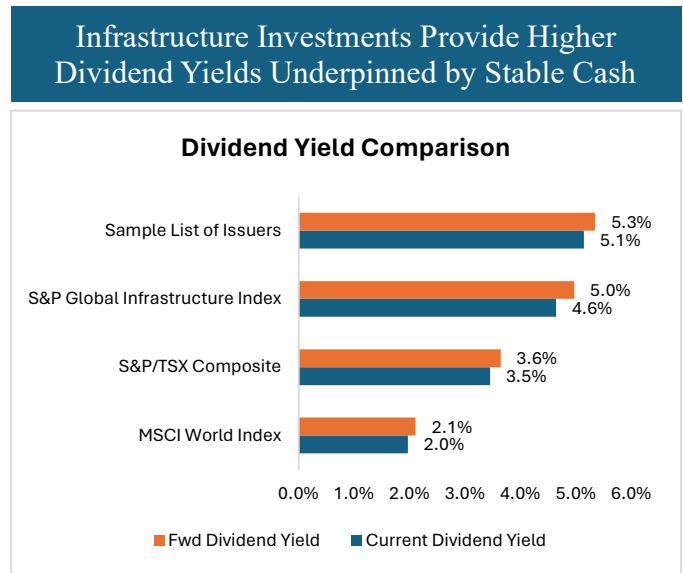


Assets in the infrastructure sector are typically underpinned by long-term, regulated contracts with stable cash flows that offer robust total returns across business cycles. The Sample List of Issuers has a history of delivering superior total returns in the long term, as demonstrated by the graph below to the left.

Furthermore, the Sample List of Issuers offers higher historical and expected dividend yields compared to the infrastructure sector more broadly, and broad-based equity indices, as shown in the table below to the right.



Source: Bloomberg, as of February 29, 2024



Source: Bloomberg, Thomson Reuters Eikon as of February 29, 2024

Investment Restrictions

The Fund is currently subject to the investment restrictions as described in its declaration of trust, which includes certain investment restrictions related to the industry in which the Fund is focused, as well as investment restrictions prescribed by National Instrument 81-102 – *Investment Funds* (“NI 81-102”) in respect of closed-end funds and investment restrictions designed to ensure

that the Fund qualifies as a “mutual fund trust” within the meaning of the *Income Tax Act* (Canada) (the “**Tax Act**”).

Infrastructure Split will be subject to the investment restrictions set out in NI 81-102 applicable to split share corporation mutual funds, which are designed, in part, to ensure that the investments of Infrastructure Split are diversified and relatively liquid and to ensure their proper administration. Infrastructure Split cannot deviate from the applicable investment restrictions and practices set forth in applicable securities legislation, including NI 81-102, without the prior consent of the Canadian securities regulatory authorities having jurisdiction over Infrastructure Split.

In addition, following the Merger, Infrastructure Split shall be subject to the following investment restrictions pursuant to which Infrastructure Split will not:

- (a) for a period of more than 30 consecutive days have: (i) less than 75% of the value of the total assets of Infrastructure Split (excluding cash and cash equivalents) comprised of the securities of Infrastructure Issuers; (ii) more than 25% of the value of the total assets of Infrastructure Split (excluding cash and cash equivalents) comprised of the securities of issuers having a market capitalization of less than CDN\$1 billion; or (iii) more than 15% of the value of the total assets of Infrastructure Split (excluding cash and cash equivalents) comprised of securities of issuers from countries which meet MSCI’s definition of “emerging market country” and which are listed in MSCI’s Emerging Market Index (which countries are selected on an annual basis);
- (b) write a call option in respect of any security unless such security is actually held by Infrastructure Split in the Portfolio at the time the option is written;
- (c) dispose of any security included in Infrastructure Split’s Portfolio that is subject to a call option written by Infrastructure Split unless such option has either terminated or expired;
- (d) purchase securities on margin or make short sales of securities or maintain short positions, other than in respect of short sales of securities or short positions maintained by Infrastructure Split for the purposes of hedging (as defined in NI 81-102) the exposure of the Portfolio to equity securities that are to be received by Infrastructure Split in connection with (i) the exercise by Infrastructure Split of a right to acquire such securities pursuant to a conversion, or (ii) the exercise by the issuer of a right to issue such securities at maturity;
- (e) make or hold any investment or undertake any activity that would result in Infrastructure Split failing to qualify as a “mutual fund corporation” within the meaning of the Tax Act;
- (f) invest in or hold (i) securities of or an interest in any non-resident entity, an interest in or a right or option to acquire such property, or an interest in a partnership which holds any such property if Infrastructure Split (or the partnership) would be required to include any significant amounts in income pursuant to section 94.1 of the Tax Act; (ii) any interest in a non-resident trust other than an “exempt foreign trust” for the purposes of section 94 of the Tax Act; or (iii) an interest in a trust (or a partnership which holds such an interest) which would require Infrastructure Split (or the partnership) to report income in connection with such interest pursuant to section 94.2 of the Tax Act;

- (g) invest in any security that is a “tax shelter investment” within the meaning of section 143.2 of the Tax Act;
- (h) invest in any securities of an entity that would be a “foreign affiliate” of the Company within the meaning of the Tax Act;
- (i) make or hold any investment that would be “taxable Canadian property” of Infrastructure Split (as such term is defined in the Tax Act (if the definition were read without reference to paragraph (b) thereof)) if it would result in Infrastructure Split owning such properties having a fair market value greater than 10% of the fair market value of all of its property;
- (j) with the exception of securities of Infrastructure Split’s own issue, purchase securities from, sell securities to, or otherwise contract for the acquisition or disposition of securities with the Manager or the Advisor or any of their respective affiliates, with any officer, director or shareholder of any of them, with any person, trust, firm or corporation managed by the Manager or the Advisor or any of their respective affiliates or with any firm or corporation in which any officer, director or shareholder of the Manager or the Advisor may have a material interest (which, for these purposes, includes beneficial ownership of more than 10% of the voting securities of such entity) unless, with respect to any such purchase or sale of securities, the purchase price approximates the prevailing market price and such transaction is otherwise in accordance with applicable laws;
- (k) engage in securities lending that does not constitute a “securities lending arrangement” for purposes of the Tax Act; or
- (l) enter into any arrangement where the result is a “dividend rental arrangement” for purposes of the Tax Act.

Infrastructure Split will not be considered to have breached the investment restrictions set forth above and will not be required to dispose of any security in the Portfolio as a result of later changes to the value of such security, the Portfolio or the total assets of Infrastructure Split as a whole (except for the restrictions in paragraphs (e) to (l) above which must be complied with at all times and which may necessitate the sale of Portfolio securities from time to time) so long as any percentage restriction on investment or use of assets set forth above was adhered to at the time of purchase. If Infrastructure Split receives from an issuer subscription rights to purchase Portfolio securities of that issuer, and if Infrastructure Split exercises those subscription rights at a time when Infrastructure Split’s holdings of Portfolio securities of that issuer would otherwise exceed the limits set forth above, the exercise of those rights will not constitute a violation of the investment restrictions if, prior to the receipt of Portfolio securities on exercise of those rights, Infrastructure Split has sold at least as many Portfolio securities of the same class and value as would result in Infrastructure Split complying with the restriction.

Fees and Expenses Before and After the Merger

Management Fees

Upon completion of the Merger, the annual management fee (the “**Management Fee**”) of Infrastructure Split will be 1.10% (expressed as a percentage of NAV), which is a reduction from

the 1.25% annual management fee of the Fund. The Management Fee of Infrastructure Split will be calculated and payable monthly in arrears based on the average NAV of Infrastructure Split calculated at each valuation time during that month.

Pursuant to the terms of an advisory agreement to be entered into among Infrastructure Split, the Manager and the Advisor (the “**Advisory Agreement**”), the Advisor will be entitled to an advisory fee (the “**Advisory Fee**”) which will be payable by the Manager, and not Infrastructure Split. The Manager and the Advisor will be reimbursed by Infrastructure Split for all reasonable out-of-pocket costs and expenses incurred by them on behalf of Infrastructure Split in connection with the operation and management of Infrastructure Split as described below.

Redemptions and Retractions

Currently, Units of the Fund may be surrendered for redemption on an annual basis at a redemption price per Unit equal to the NAV per Unit on the second last business day of March in each year, less any costs and expenses, including brokerage costs, associated with the annual redemption. Payment of the redemption price is made on or before the 15th business day of the month subsequent to the annual redemption date.

In addition, Units of the Fund may currently be surrendered for redemption on a monthly basis. Units of the Fund may be surrendered for redemption at least 45 business days prior to the last business day of the applicable month in order to be redeemed on such date (a “**Valuation Date**”). Units surrendered for monthly redemption are redeemed at a redemption price per Unit equal to the lesser of (a) 94% of the weighted average trading price of the Units on the principal market on which the Units are quoted for trading during the 15 trading days preceding the applicable Valuation Date and (b) the “closing market price” of the Units on the principal market on which the Units are quoted for trading on the applicable Valuation Date, less, in either case, applicable redemption costs. The “closing market price” means an amount equal to (i) the closing price of the Units if there was a trade on the applicable Valuation Date and such principal market provides a closing price; (ii) the average of the highest and lowest prices of the Units if there was trading on the applicable Valuation Date and such principal market provides only the highest and lowest prices of the Units traded on a particular day; or (iii) the average of the last bid and last asking prices of the Units on such principal market if there was no trading on the applicable Valuation Date. Under no circumstance shall the monthly redemption price exceed the NAV per Unit on the applicable Valuation Date.

Following implementation of the Merger, holders of Class A Shares and Preferred Shares will have the following retraction privileges.

Preferred Shares

Monthly

Preferred Shares may be surrendered at any time for retraction to TSX Trust Company (in such capacity, the “**Registrar and Transfer Agent**”), Infrastructure Split’s registrar and transfer agent, but will be retracted only on the second last business day of a month (the “**Retraction Date**”). Preferred Shares surrendered for retraction by 5:00 p.m. (Toronto time) on or before the twentieth business day prior to the Retraction Date will be retracted on such Retraction Date and

the holder will be paid on or before the last business day of the following month (the “**Retraction Payment Date**”).

Holders of Preferred Shares whose Preferred Shares are surrendered for retraction will be entitled to receive a retraction price per Preferred Share equal to 96% of the lesser of (i) the Net Asset Value per Unit determined as of such Retraction Date, less the cost to Infrastructure Split of the purchase of a Class A Share for cancellation; and (ii) \$10.00. For this purpose, the cost of the purchase of a Class A Share will include the purchase price of the Class A Share, and commission and such other costs, if any, related to the liquidation of any portion of the portfolio to fund the purchase of the Class A Share. If the Net Asset Value per Unit is less than \$10.00, plus any accrued and unpaid distributions on the Preferred Shares, the retraction price of a Class A Share will be nil. Any declared and unpaid distributions payable on or before a Retraction Date in respect of Preferred Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date. Subject to the terms of the Recirculation Agreement (as defined below), on any monthly retraction of Preferred Shares Infrastructure Split will purchase or cause to be purchased for cancellation an equal number of Class A Shares in the market so that there will be an equal number of Preferred Shares and Class A Shares outstanding at all material times.

Annual Concurrent Retraction

A holder of a Preferred Share may concurrently retract an equal number of Preferred Shares and Class A Shares on the second last business day of May of each year, commencing in 2026 (the “**Annual Retraction Date**”) at a retraction price equal to the Net Asset Value per Unit on that date, less any costs associated with the retraction, including commissions and other such costs, if any, related to the liquidation of any portion of the Portfolio required to fund such retraction. The Preferred Shares and Class A Shares must both be surrendered for retraction by 5:00 p.m. (Toronto time) on or before the twentieth business day prior to the Annual Retraction Date. Payment of the proceeds of retraction will be made on or before the last business day of the following month.

Non-Concurrent Retraction Right

On the Maturity Date and upon any subsequent maturity date as determined by the Board of Directors, a holder of Preferred Shares may retract such Preferred Shares. Infrastructure Split will provide at least 60 days’ notice to holders of Preferred Shares of such right. The Preferred Shares must be surrendered for retraction by 5:00 p.m. (Toronto time) on the last business day of the month prior to the Maturity Date or subsequent maturity date, as applicable. The retraction price payable by Infrastructure Split for a Preferred Share pursuant to the non-concurrent retraction right will be equal to the lesser of (i) \$10.00 plus any accrued and unpaid distributions thereon; and (ii) the Net Asset Value of Infrastructure Split on that date divided by the total number of Preferred Shares then outstanding.

If more Class A Shares than Preferred Shares have been retracted pursuant to the non-concurrent retraction right, Infrastructure Split will be authorized to redeem Preferred Shares on a pro rata basis in a number to be determined by Infrastructure Split reflecting the extent to which the number of Preferred Shares outstanding following the non-concurrent retraction exceeds the number of Class A Shares outstanding following the non-concurrent retraction. Conversely, if more Preferred Shares than Class A Shares have been retracted pursuant to the non-concurrent retraction right, Infrastructure Split may issue Preferred Shares to the extent that the number of

Class A Shares outstanding following the non-concurrent retraction exceeds the number of Preferred Shares outstanding following the non-concurrent retraction.

In connection with any extension, the distribution rates on the Preferred Shares and distribution target on the Class A Shares for the new term will be announced at least 60 days prior to the extension of the term. The new distribution rate for the Preferred Shares will be determined based on then-current market yields for preferred shares with similar terms.

Class A Shares

Monthly Retraction

Class A Shares may be surrendered at any time for retraction to the Registrar and Transfer Agent, but will be retracted only on the monthly Retraction Date. Class A Shares surrendered for retraction by 5:00 p.m. (Toronto time) on or before the twentieth business day prior to the monthly Retraction Date will be retracted on such Retraction Date and the shareholder will be paid on or before the Retraction Payment Date.

Holders of Class A Shares whose Class A Shares are surrendered for retraction will be entitled to receive a retraction price per Class A Share equal to 96% of the difference between (i) the Net Asset Value per Unit determined as of such Retraction Date; and (ii) the cost to Infrastructure Split of the purchase of a Preferred Share for cancellation. For this purpose, the cost of the purchase of a Preferred Share will include the purchase price of the Preferred Share, commission and such other costs, if any, related to the liquidation of any portion of the portfolio to fund the purchase of the Preferred Share. If the Net Asset Value per Unit is less than \$10.00, plus any accrued and unpaid distributions on a Preferred Share, the retraction price of a Class A Share will be nil. Any declared and unpaid distributions payable on or before a Retraction Date in respect of Class A Shares tendered for retraction on such Retraction Date will also be paid on the Retraction Payment Date.

Annual Concurrent Retraction

A holder of a Class A Share may concurrently retract an equal number of Class A Shares and Preferred Shares on the Annual Retraction Date of each year, commencing in 2026 at a retraction price equal to the Net Asset Value per Unit on that date, less any costs associated with the retraction, including commissions and other such costs, if any, related to the liquidation of any portion of the Portfolio required to fund such retraction. For the purpose of calculating the Net Asset Value per Unit, the value of securities comprising the Portfolio will be equal to the weighted average trading price of such securities over the last three business days prior to the relevant retraction date. The Class A Shares and the Preferred Shares must both be surrendered for retraction by 5:00 p.m. (Toronto time) on or before the twentieth business day prior to the Annual Retraction Date. Payment of the proceeds of the retraction will be made on or before the last business day of the following month.

Non-Concurrent Retraction Right

On the Maturity Date and upon any subsequent maturity date as determined by the Board of Directors, a holder of Class A Shares may retract such Class A Shares. Infrastructure Split will

provide at least 60 days' notice to holders of Class A Shares of such right. The Class A Shares must be surrendered for retraction by 5:00 p.m. (Toronto time) on the last business day of the month prior to the Maturity Date or subsequent maturity date, as applicable. The retraction price payable by Infrastructure Split for a Class A Share pursuant to the non-concurrent retraction right will be equal to the greater of (i) the Net Asset Value per Unit determined on that date minus the sum of \$10.00 and any accrued and unpaid distributions on the Preferred Share; and (ii) nil.

If more Preferred Shares than Class A Shares have been retracted pursuant to the non-concurrent retraction right, Infrastructure Split will be authorized to redeem Class A Shares on a pro rata basis in a number to be determined by Infrastructure Split reflecting the extent to which the number of Class A Shares outstanding following the non-concurrent retraction exceeds the number of Preferred Shares outstanding following the non-concurrent retraction. Conversely, if more Class A Shares than Preferred Shares have been retracted pursuant to the non-concurrent retraction right, Infrastructure Split may issue Class A Shares to the extent the number of Preferred Shares outstanding following the non-concurrent retraction exceeds the number of Class A Shares outstanding following the non-concurrent retraction.

In connection with any extension, the distribution rates on the Preferred Shares and distribution target on the Class A Shares for the new term will be announced at least 60 days prior to the extension of the term. The new distribution rate for the Preferred Shares will be determined based on then-current market yields for preferred shares with similar terms.

Distributions

Currently, the Fund pays distributions on the Units in an amount equal to \$0.50 per Unit. On an annualized basis, this would represent a yield on the \$6.42 closing price of the Units on the TSX on March 28, 2024 of approximately 7.8% per annum. In anticipation of the Merger, the Fund does not intend to declare a distribution to Unitholders of record as of April 30, 2024 and instead, a distribution will be paid to security holders on or about May 10, 2024. In the event the Merger is approved, that distribution will be to holders of Class A Shares of Infrastructure Split, and in the event the Merger is not approved, the distribution will be to Unitholders of the Fund.

Following the Merger, cash distributions will be paid quarterly on Preferred Shares and monthly on Class A Shares.

Holders of record of Preferred Shares on the last business day of each of April, July, October and January will be entitled to receive fixed, cumulative preferential quarterly cash distributions equal to \$0.18 per Preferred Share until April 30, 2029. On an annualized basis, this would represent a yield on the \$10.00 Preferred Share issue price of approximately 7.2% per annum. As the distributions to holders of Preferred Shares are expected to qualify as eligible dividends, the pre-tax equivalent yield for an individual in Ontario subject to the highest marginal tax rate (53.53%) on an annualized basis would be approximately 9.4% per annum. Such quarterly distributions are expected to be paid by Infrastructure Split before the last business day of the month following the period in respect of which the distribution was payable. The initial distribution is expected to be payable to the holders of Preferred Shares of record on July 31, 2024.

The policy of the Board of Directors of Infrastructure Split will be to pay non-cumulative monthly distributions to the holders of Class A Shares. Initially, the monthly cash distribution is

targeted to be \$0.125 per Class A Share representing a yield on the issue price of \$15.00 of the Class A Shares of 10% per annum. As the distributions to holders of Class A Shares are expected to be comprised of 77% return of capital, the pre-tax equivalent yield for an individual in Ontario subject to the highest marginal tax rate (53.53%) on an annualized basis would be approximately 18.9% per annum. Infrastructure Split intends that it will increase or decrease the targeted monthly distribution amount from time to time to reflect any increase or decrease to Infrastructure Split's available income. Such distributions will be paid on or before the last business day of the month following the month in respect of which the distribution becomes payable. The initial distribution on the Class A Shares is expected to be declared payable to holders of Class A Shares of record on May 10, 2024. No distributions will be paid on the Class A Shares if (i) the distributions payable on the Preferred Shares are in arrears, or (ii) in respect of a cash distribution by Infrastructure Split, the NAV per Unit would be less than \$15.00 following the payment of such distributions.

Currently, Unitholders of the Fund can participate in a distribution reinvestment plan and such feature of the Fund will be offered by Infrastructure Split in respect of the Class A Shares following the Merger.

Termination

Pursuant to the Fund's declaration of trust, the Fund may be terminated (i) subject to applicable laws, by the Manager, without the approval of Unitholders, if the Manager, in its sole discretion, determines to terminate the Fund because the Manager believes it is no longer economically practical to continue the Fund or because the Manager believes that it would be in the best interests of Unitholders to terminate the Fund, or (ii) pursuant to a merger, combination, conversion or other consolidation.

In the event of the termination of the Fund, the Manager will provide no less than 30 and no more than 90 days' notice of the date of the termination of the Fund and will issue a press release at least 30 days in advance of the Fund's termination. The Fund will also comply with the requirements of the TSX in connection with its termination.

If the Merger is approved and implemented, Infrastructure Split will continue until it dissolves on April 30, 2029, subject to extension for successive terms of up to five years each as determined by the Board of Directors, or automatically on such earlier day upon which Infrastructure Split is wound up or dissolved (any such date being referred to as the "**Termination Date**"). Infrastructure Split is also subject to further extension as described below. Upon dissolution of Infrastructure Split, the Preferred Shares and the Class A Shares will be redeemed by Infrastructure Split. Prior to the termination of Infrastructure Split, the Manager will, to the extent practicable, convert the assets of Infrastructure Split to cash. The Board of Directors may, in its discretion and upon not less than 10 days prior written notice to Shareholders, extend the Termination Date for a period of up to 12 months if the Manager would be unable to convert all Infrastructure Split's assets to cash and the Manager determines that it would be in the best interests of the Shareholders to do so. Thereafter, Infrastructure Split shall be dissolved.

The articles of incorporation of Infrastructure Split provide that the Board of Directors may, in its discretion, present a proposal to holders of Preferred Shares providing an alternative to the redemption of the Preferred Shares on the Maturity Date, and to holders of Class A Shares providing an alternative to the dissolution of Infrastructure Split on the Maturity Date. Such

proposal could include, without limitation, giving Shareholders the option to subscribe for a new series or class of shares and continuing Infrastructure Split by extending the Maturity Date. In order to be implemented, any such proposal would require approval by a majority vote of each class of Shareholders at duly constituted Shareholder meetings. Any such proposal may be conditional upon such matters as the Manager considers appropriate, including obtaining any necessary regulatory approvals.

In addition, the Board of Directors may, not less than three months prior to the Termination Date, present a proposal to holders of Class A Shares providing an alternative to the dissolution of Infrastructure Split on the Maturity Date. Such proposal could include, without limitation: (i) continuing Infrastructure Split and issuing a new series or class of debt securities of Infrastructure Split; or (ii) exchanging the Class A Shares for units in one or more mutual funds or closed-end investment funds on or after the Termination Date. In order to be implemented, such proposal would require the approval of holders of Class A Shares by a majority vote at such meeting. Any such proposal may be conditional on such matters as the Manager considers appropriate, including obtaining any necessary regulatory approvals. In the event that Infrastructure Split is extended in such circumstances, the Preferred Shares will continue to mature on the Maturity Date, but holders of Preferred Shares may be given the option to extend the Maturity Date of their Preferred Shares or subscribe for a new series or class of debt securities.

RECOMMENDATION

The board of directors of the Manager (the “Board”) has determined that the Merger is in the best interests of the Fund and the Unitholders and unanimously recommends that Unitholders vote FOR the Ordinary Resolution, the full text of which is set forth in Appendix A to this Circular, approving the Merger.

In arriving at such determinations, consideration was given to, among other things, factors set forth under “*Proposed Merger – Rationale and Benefits of the Proposed Merger*”.

The IRC of the Fund has granted standing approval to Middlefield to effect transactions such as the Merger.

INTERNATIONAL CLEAN POWER *DIVIDEND FUND*

International Clean Power *Dividend Fund* is a closed-end investment trust with a registered office located at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8 and was established under the laws of the Province of Alberta pursuant to the declaration of trust of the Fund dated as of February 11, 2021, as amended as of May 31, 2022. The Manager acts as manager and trustee of the Fund.

Investment Objectives

The investment objectives of the Fund are to provide Unitholders with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund’s investment portfolio, through a diversified, actively managed portfolio comprised primarily of dividend paying securities of international issuers focused on, involved in, or that derive a significant portion of their revenue from renewable power and related sectors

(collectively, “**Clean Power Issuers**”). Middlefield Capital Corporation, the investment advisor to the Fund (in such capacity, the “**Clean Power Advisor**”) believes that Clean Power Issuers will generate attractive risk-adjusted returns for the Fund due to the increasing demand for renewable power stemming from the ongoing reduction in cost associated with renewable power as well as the growing political, corporate and societal support for renewable power. The Clean Power Advisor believes that these factors will drive ongoing and increasing levels of investor interest in renewable power and related sectors for decades to come. In addition, the Clean Power Advisor will integrate environmental, social and governance considerations to complement fundamental analysis in selecting Clean Power Issuers it believes have sustainable competitive advantages.

Investment Strategy

The Fund has been designed to provide investors with a diversified, actively managed portfolio comprised primarily of dividend paying securities of Clean Power Issuers, including those whose operations may be related to wind, solar, hydrogen, electric vehicles & batteries and grid infrastructure. The Clean Power Advisor believes that investments in Clean Power Issuers will provide investors with excellent diversification and attractive long-term returns as Canadian investors generally do not have significant exposure to these sectors since the majority of Industry Leaders (as defined below) and Industry Disruptors (as defined below) are internationally-listed entities. As set forth below, the Clean Power Advisor also intends to consider and incorporate ESG criteria in the investment process to help screen and evaluate potential issuers.

The global transition away from fossil fuels towards renewable energy sources is well underway. Renewables now provide the cheapest sources of electricity across most of the world and the economic advantages of developing clean infrastructure projects are apparent. Political support for decarbonization initiatives has steadily increased in recent years with major announcements in 2020 coming from European, Chinese and American governments regarding plans to combat climate change. The market capitalizations of clean utilities, such as Enel S.P.A., Iberdrola, S.A., NextEra Energy Inc. and Orsted A/S, now rival those of the world’s largest energy incumbents and are expected to continue to grow as the demand for oil and gas is at risk of falling into secular decline. The Clean Power Advisor believes that the political, societal and corporate support for a green energy revolution are in place, which should drive ongoing and increasing levels of investment into renewable power and related sectors for decades to come.

In order to seek to achieve the Fund’s investment objectives, the Fund will invest its assets as follows: (a) approximately 80% of the Fund’s assets will be invested in a core allocation to larger capitalization, leading Clean Power Issuers (the “**Industry Leaders**”), including those most dominant issuers referred to as the clean supermajors, namely Enel S.p.A., Iberdrola, S.A., NextEra Energy Inc. and Orsted A/S; and (b) approximately 20% of the Fund’s assets will be invested in more disruptive Clean Power Issuers developing and commercializing breakthrough technologies to mitigate climate change that the Clean Power Advisor believes offer substantial capital appreciation potential (the “**Industry Disruptors**”). The Fund will employ a tactical asset allocation strategy by actively adjusting the Fund’s investment portfolio asset allocation between Industry Leaders and Industry Disruptors, as well as across sectors and sub-sectors based upon the Clean Power Advisor’s outlook with the intention of offering the best combination of capital appreciation potential and income, in all cases subject to the terms of the Fund’s investment restrictions.

Distribution History

The Fund has declared aggregate distributions of \$1.42 per Unit, representing monthly distributions declared since the commencement of investment operations, covering the period from March 18, 2021 to March 31, 2024.

Prior Sales

On March 18, 2021, pursuant to the Fund's (final) long form prospectus dated February 11, 2021, 20,000,000 Units were issued at a price of \$10.00 per Unit for gross proceeds of \$200 million. Over the last 12 months as of March 31, 2024, 4,799 Units were issued from treasury pursuant to the Fund's distribution reinvestment plan.

Trading Prices and Volume

The following table sets forth the reported high and low sale prices and the trading volume for the Units on the TSX for each of the months indicated. The Units are not listed on any other stock exchange.

	Market Price - Units		
	<u>Low</u>	<u>High</u>	<u>Volume</u>
2023			
April	\$7.11	\$7.47	421,869
May	\$7.00	\$7.56	449,871
June	\$6.68	\$7.10	435,739
July	\$6.80	\$7.20	408,922
August	\$6.51	\$7.09	356,964
September	\$6.14	\$6.85	469,223
October	\$5.75	\$6.24	809,351
November	\$5.84	\$6.59	612,627
December	\$6.17	\$6.74	732,715
2024			
January	\$6.15	\$6.61	622,213
February	\$5.97	\$6.40	664,722
March	\$6.17	\$6.49	472,583

INFRASTRUCTURE DIVIDEND SPLIT CORP.

Infrastructure Dividend Split Corp. is a mutual fund with its head and registered office located at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8 and was established as a corporation under the *Business Corporations Act* (Ontario) on March 21, 2024. The Manager will act as manager of Infrastructure Split and the Advisor will act as portfolio advisor of Infrastructure Split.

Investment Objectives

The investment objectives for the Preferred Shares are to provide holders with fixed cumulative preferential quarterly cash distributions and to return \$10.00 to holders on the Maturity Date, subject to extension for successive terms of up to five years each as determined by the Board

of Directors. The quarterly cash distribution until April 30, 2029 will be \$0.18 per Preferred Share (\$0.72 per annum), representing a yield of 7.2% per annum on the issue price of \$10.00 per Preferred Share.

The investment objectives for the Class A Shares are to provide holders with non-cumulative monthly cash distributions and to provide holders with the opportunity for capital appreciation through exposure to the Portfolio. Initially, the monthly cash distribution is targeted to be \$0.125 per Class A Share (\$1.50 per annum), representing a yield of 10% per annum on the issue price of \$15.00 per Class A Share.

Investment Strategy

In addition to the investment strategies described under “*Proposed Merger – Investment Strategy of Infrastructure Split*”, the following general investment strategies will be adopted by Infrastructure Split to conform with industry practice.

Call Option Writing

While Infrastructure Split currently has no intention to do so, depending on the Advisor’s outlook Infrastructure Split may choose to selectively write covered call options from time to time in respect of some or all of the securities in the Portfolio. Such call options may be either exchange traded options or over-the-counter options. Since call options will be written only in respect of securities that are in the Portfolio and the Investment Restrictions of Infrastructure Split prohibit the sale of securities subject to an outstanding option, the call options will be covered call options at all times. Based on the experience of the Manager using its tactical covered call writing strategy, the Manager expects there will be periods of time when the securities in the Portfolio will be subject to covered call options as well as periods when few or no covered call options will be written on the securities in the Portfolio. The holder of a call option purchased from Infrastructure Split will have the option, exercisable during a specific time period or at expiry, to purchase the securities underlying the option from Infrastructure Split at the strike price per security. By selling call options, Infrastructure Split will receive option premiums, which are generally paid within one business day of the writing of the option. If at any time during the term of a call option or at expiry the market price of the underlying securities is above the strike price, the holder of the option may exercise the option and Infrastructure Split will be obligated to sell the securities to the holder at the strike price per security. Alternatively, Infrastructure Split may repurchase a call option it has written that is in-the-money by paying the market value of the call option. If, however, the option is out-of-the-money at expiration of the call option, the holder of the option will likely not exercise the option, the option will expire and Infrastructure Split will retain the underlying security. In each case, Infrastructure Split will retain the option premium. The amount of option premium depends upon, among other factors, the volatility of the price of the underlying security: generally, the higher the volatility, the higher the option premium. In addition, the amount of the option premium will depend upon the difference between the strike price of the option and the market price of the underlying security at the time the option is written. The smaller the positive difference (or the larger the negative difference), the more likely it is that the option will become in-the-money during the term and, accordingly, the greater the option premium. When a call option is written on a security in the Portfolio, the amounts that Infrastructure Split will be able to realize on the security during the term of the call option will be limited to the dividends received prior to the exercise of the call option during such period plus an amount equal to the sum of the strike

price and the premium received from writing the option. In essence, Infrastructure Split will forego potential returns resulting from any price appreciation of the security underlying the option above the strike price in favour of the certainty of receiving the option premium. See “*Risk Factors*”.

Use of Other Derivative Instruments

While Infrastructure Split currently has no intention to do so, to the extent permitted by Canadian securities regulators from time to time, Infrastructure Split may purchase call options and put options in order to close out existing call options written by Infrastructure Split. Infrastructure Split may also purchase put options in order to protect Infrastructure Split from declines in the market price of Infrastructure Split’s assets. Infrastructure Split may enter into trades to close out positions in such permitted derivatives.

Short Selling

Infrastructure Split may engage in short selling as permitted by securities laws for the purposes of hedging (as defined in NI 81-102) the exposure of the Portfolio to equity securities that are to be received by Infrastructure Split in connection with (i) the exercise by Infrastructure Split of a right to acquire securities pursuant to a conversion or (ii) the exercise by the issuer of a right to issue such securities at maturity.

Currency Hedging

The Portfolio may include securities which are denominated in currencies other than the Canadian dollar (any such currencies being “foreign currencies”) and, accordingly, Infrastructure Split may be exposed to foreign currency risk. Infrastructure Split initially intends to hedge the majority of its exposure to foreign currencies back to the Canadian dollar. The decision as to whether Infrastructure Split’s exposure to foreign currencies will be hedged back to the Canadian dollar, and the amount of such exposure to be hedged, will depend on such factors as exchange rates, the Advisor’s outlook for the economy both in Canada and globally and for the industries in which Infrastructure Issuers operate, and a comparison of the costs associated with such hedging transactions against the benefits expected to be obtained therefrom.

Securities Lending

In order to generate additional returns, Infrastructure Split may lend Portfolio securities to securities borrowers acceptable to Infrastructure Split pursuant to the terms of a securities lending agreement to be entered into under which: (i) the borrower will pay to Infrastructure Split a negotiated securities lending fee and will make compensation payments to Infrastructure Split equal to any distributions received by the borrower on the securities borrowed; (ii) the securities loans must qualify as “securities lending arrangements” for the purposes of the Tax Act; and (iii) Infrastructure Split will receive collateral security. Infrastructure Split may only lend the portion of the securities of a Portfolio issuer that is not subject to a covered call option. The terms of any securities lending agreement will comply with the conditions for securities lending transactions set out in section 2.12 of NI 81-102.

Leverage

Infrastructure Split will enter into a loan facility or prime brokerage facility (the “**Loan Facility**”) with one or more Canadian chartered banks (the “**Lender**”). The Lender will be at arm’s length to Infrastructure Split, the Manager and their respective affiliates and associates. The Loan Facility will permit Infrastructure Split to borrow an amount not exceeding 5% of the value of the total assets of Infrastructure Split, which borrowing may be used only for working capital purposes. Accordingly, at the time such leverage is incurred, the maximum amount of leverage that Infrastructure Split could obtain from the Loan Facility is 1.05:1. The interest rates, fees and expenses under the Loan Facility will be typical of credit facilities of this nature and Infrastructure Split expects that the Lender will require Infrastructure Split to provide a security interest in favour of the Lender over the assets of Infrastructure Split to secure such borrowings. In order to ensure that the total amount borrowed by Infrastructure Split under the Loan Facility does not exceed at any time 5% of the value of Infrastructure Split’s assets, the Manager will take appropriate steps with Infrastructure Split’s assets which may include liquidating certain of the assets and using the proceeds thereof to reduce the amount outstanding under the Loan Facility. The Loan Facility will contain provisions to the effect that in the event of a default under the Loan Facility, the Lender’s recourse will be limited solely to the assets of Infrastructure Split. Such provisions are intended to ensure that the Shareholders will not be liable for the obligations of Infrastructure Split under the Loan Facility. The Loan Facility will constitute senior indebtedness. Other than borrowing by Infrastructure Split under the Loan Facility leverage related to the Preferred Shares, Infrastructure Split does not contemplate employing further leverage.

Fees and Expenses Payable by Infrastructure Split

In addition to the fees and expenses described under “*Proposed Merger – Fees and Expenses Before and After the Merger*”, the following general fees and expenses will be adopted by Infrastructure Split to conform with industry practice.

Operating Expenses

Infrastructure Split will pay for all expenses incurred in connection with the operation and management of Infrastructure Split. In addition to the fees and expenses referenced elsewhere in this Circular, it is expected that these expenses will include, without limitation: (a) financial reporting costs, and mailing and printing expenses for periodic reports to shareholders and other shareholder communications including marketing and advertising expenses; (b) any taxes payable by Infrastructure Split; (c) fees payable to Infrastructure Split’s custodian; (d) fees payable to Infrastructure Split’s valuation agent; (e) fees payable to the registrar and transfer agent for the Preferred Shares and the Class A Shares and to the plan agent under the distribution reinvestment plan to be adopted by Infrastructure Split for performing certain financial, record-keeping, shareholder reporting and general administrative services and for acting as plan agent under the Reinvestment Plan (as defined below); (f) costs and fees payable to any agent, legal counsel, actuary, valuation agent, technical consultant, accountant and auditor of Infrastructure Split and costs and expenses payable to any investment advisor or investment counsel; (g) ongoing regulatory filing fees, stock exchange fees, listing fees and other fees; (h) any expenses incurred by Infrastructure Split in connection with any legal proceedings in which the Manager participates on behalf of Infrastructure Split or any other acts of the Manager in connection with the protection of Infrastructure Split’s assets or of any investment included therein; (i) the fees and other expenses

of members of the IRC, as well as premiums for insurance coverage for such members of the IRC and for directors and officers of the Manager, which fees will be paid on a pro rata basis by Infrastructure Split and other applicable investment funds managed by the Manager and, in the case of the IRC, of which the same individuals form the independent review committee; (j) any expenditures which may be incurred upon the termination of Infrastructure Split; (k) consulting fees including website maintenance costs and expenses associated with the preparation of securities and tax filings; and (l) other administrative expenses. The aggregate annual amount of these fees and expenses is estimated to be \$200,000 per annum. Infrastructure Split also will be responsible for all commissions and other costs of securities transactions, debt service and costs relating to borrowings by Infrastructure Split, including under the Loan Facility (as defined below) and any extraordinary expenses which it may incur from time to time.

Additional Services

Any arrangements for additional services between Infrastructure Split and the Manager, or any affiliate thereof, that have not been described in this Circular shall be on terms that are no less favorable to Infrastructure Split than those available from third parties for comparable services and Infrastructure Split shall pay all expenses associated with such additional services.

Fees and Expenses Payable by Shareholders

Any expenses associated with the retraction or redemption of Preferred Shares or Class A Shares, including expenses associated with the preparation and delivery of redemption notices and expenses associated with the selling of Portfolio securities to fund such retractions or redemptions, will be for the account of the Shareholder exercising the redemption or retraction privilege.

Redemptions and Retractions

In addition to the redemptions and retractions described under “*Proposed Merger – Redemptions and Retractions*”, the following general redemptions and retractions will be adopted by Infrastructure Split to conform with industry practice.

The Class A Shares and Preferred Shares will be redeemed by Infrastructure Split on the Maturity Date, subject to extension for successive terms of up to five years each as determined by the Board of Directors. The redemption price payable by Infrastructure Split for a Preferred Share on that date will be equal to the lesser of (i) \$10.00 plus any accrued and unpaid distributions thereon; and (ii) the Net Asset Value of Infrastructure Split on that date divided by the total number of Preferred Shares then outstanding. The redemption price payable by Infrastructure Split for a Class A Share on that date will be equal to the greater of (i) the Net Asset Value per Unit on that date minus the sum of \$10.00 and any accrued and unpaid distributions on a Preferred Share; and (ii) nil.

Resale of Preferred Shares Tendered for Retraction

Infrastructure Split may enter into a recirculation agreement (a “**Recirculation Agreement**”) with a recirculation agent (a “**Recirculation Agent**”) whereby the Recirculation Agent will use commercially reasonable efforts to find purchasers for any Preferred Shares tendered for retraction prior to the relevant Retraction Date. Infrastructure Split may, but is not

obligated to, require the Recirculation Agent to seek such purchasers and, in such event, the amount to be paid to the holder of Preferred Shares on the applicable Retraction Payment Date will be an amount equal to the proceeds of the sale of the Preferred Shares less any applicable commission, provided that such amount will not be less than the retraction price that would otherwise be payable to the holder of such Preferred Shares.

General

Subject to Infrastructure Split's right to require the Recirculation Agent to use commercially reasonable efforts to find purchasers for any Preferred Shares tendered for retraction prior to the relevant Retraction Date, any and all Preferred Shares which have been surrendered to Infrastructure Split for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the retraction price is not paid on the Retraction Payment Date, in which event such Preferred Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner described. Such surrender will be irrevocable upon the delivery of a notice to CDS Clearing and Depository Services Inc. ("CDS") through the applicable participant (the "**CDS Participant**"), except with respect to those Preferred Shares which are not retracted by Infrastructure Split on the relevant Retraction Payment Date. Infrastructure Split may, in its discretion, permit the withdrawal of any Preferred Share retraction request at any time prior to the Retraction Payment Date.

If any Preferred Shares are tendered for retraction and are not resold in the manner described above under "*Resale of Preferred Shares Tendered for Retraction*", Infrastructure Split will direct the Recirculation Agent to purchase for cancellation on behalf of Infrastructure Split that number of Class A Shares that equals the number of Preferred Shares so retracted. Any Class A Shares so purchased for cancellation will be purchased in the market.

Any retraction notice that CDS determines to be incomplete, not in proper form or not duly executed shall, for all purposes, be void and of no effect and the retraction privilege to which it relates shall be considered, for all purposes, not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with a Shareholder's instructions will not give rise to any obligations or liability on the part of Infrastructure Split or the Manager to the CDS Participant or the Shareholder.

Resale of Class A Shares Tendered for Retraction

Infrastructure Split may enter into a Recirculation Agreement with a Recirculation Agent whereby the Recirculation Agent will use commercially reasonable efforts to find purchasers for any Class A Shares tendered for retraction prior to the relevant Retraction Date. Infrastructure Split may, but is not obligated to, require the Recirculation Agent to seek such purchasers and, in such event, the amount to be paid to the holder of Class A Shares on the applicable Retraction Payment Date will be an amount equal to the proceeds of the sale of the Class A Shares less any applicable commission, provided that such amount will not be less than the retraction price that would otherwise be payable to the holder of such Class A Shares.

General

Subject to Infrastructure Split's right to require the Recirculation Agent to use commercially reasonable efforts to find purchasers for any Class A Shares tendered for retraction prior to the relevant Retraction Date, any and all Class A Shares that have been surrendered to Infrastructure Split for retraction are deemed to be outstanding until (but not after) the close of business on the relevant Retraction Date, unless the retraction price is not paid on the Retraction Payment Date, in which event such Class A Shares will remain outstanding.

The retraction right must be exercised by causing written notice to be given within the notice periods prescribed herein and in the manner prescribed. Such surrender will be irrevocable upon the delivery of notice to CDS through a CDS Participant, except with respect to those Class A Shares which are not retracted by Infrastructure Split on the relevant Retraction Payment Date. Infrastructure Split may, in its discretion, permit the withdrawal of any Class A Share retraction request at any time prior to the Retraction Payment Date.

If any Class A Shares are tendered for retraction and are not resold in the manner described above under "Resale of Class A Shares Tendered for Retraction", Infrastructure Split will direct the Recirculation Agent to purchase for cancellation on behalf of Infrastructure Split that number of Preferred Shares that equals the number of Class A Shares so retracted. Any Preferred Shares so purchased for cancellation will be purchased in the market.

Any retraction notice that CDS determines to be incomplete, not in proper form or not duly executed shall, for all purposes, be void and of no effect and the retraction privilege to which it relates shall be considered, for all purposes, not to have been exercised thereby. A failure by a CDS Participant to exercise retraction privileges or to give effect to the settlement thereof in accordance with a Shareholder's instructions will not give rise to any obligations or liability on the part of Infrastructure Split or the Manager to the CDS Participant or the Shareholder.

Subdivision or Consolidation of the Preferred Shares or the Class A Shares

Infrastructure Split shall have the right to amend its articles of incorporation to provide for a subdivision or consolidation of the Preferred Shares or the Class A Shares to the extent that the Manager advises Infrastructure Split that the Manager considers such subdivision or consolidation necessary or advisable in connection with the exercise of any non-concurrent retraction right, so that after such implementation an approximately equal number of Preferred Shares and Class A Shares remain outstanding.

Suspension of Redemptions and Retractions

Infrastructure Split or the Manager may suspend the redemption and/or retraction of Class A Shares or Preferred Shares or payment of redemption or retraction proceeds (i) during any period when normal trading in securities owned by Infrastructure Split is suspended on the TSX and if those securities are not traded on any other exchange that represents a reasonably practical alternative for Infrastructure Split to execute trades in such securities; or (ii) subject to any required regulatory approvals, for any period not exceeding 120 days during which Infrastructure Split or the Manager determines that conditions exist which render impractical the sale of assets of Infrastructure Split or which impair the ability of Infrastructure Split to determine the value of its

assets, only with the prior approval of the securities regulatory authorities. The suspension may apply to all requests for retraction received prior to the suspension but as to which payment has not been made, as well as to all requests received while the suspension is in effect. All holders of Class A Shares and Preferred Shares making such requests shall be advised by the Manager of the suspension and that the retraction will be effected at a price determined on the first Retraction Date following the termination of the suspension. All such shareholders shall have and shall be advised that they have the right to withdraw their requests for retraction. The suspension shall terminate in any event on the first day on which the condition giving rise to the suspension has ceased to exist provided that no other condition under which a suspension is authorized then exists. To the extent not inconsistent with official rules and regulations promulgated by any government body having jurisdiction over Infrastructure Split, any declaration of suspension made by Infrastructure Split or the Manager shall be conclusive.

Distributions

In addition to the distributions described under “*Proposed Merger – Distributions*”, the following general distributions will be adopted by Infrastructure Split to conform with industry practice.

Assuming that the gross proceeds of the Preferred Share Offering are \$51 million and fees and expenses are as presented in this Circular, in order to achieve Infrastructure Split’s targeted annual distributions for the Class A Shares and the fixed annual distributions for the Preferred Shares while maintaining a stable NAV per Unit, Infrastructure Split will be required to generate an average annual total return (comprised of net realized capital gains, option premiums and dividends) on the Portfolio of approximately 10.39%. The Portfolio is currently expected to generate dividend income of approximately 6.39% per annum (which would result in a yield of 3.41% per annum on the Class A Shares). Accordingly, the Portfolio would be required to generate an additional approximately 4.00% per annum, including from dividend growth and realized capital appreciation, in order for Infrastructure Split to distribute the targeted amount on the Class A Shares. Such distributions may consist of ordinary dividends, capital gains dividends or returns of capital. There can be no assurance that Infrastructure Split will be able to pay distributions to the holders of Preferred Shares or Class A Shares.

Infrastructure Split will adopt a reinvestment plan (the “**Reinvestment Plan**”) so that, subject to obtaining all necessary regulatory approvals and the requirements of the plan participants’ (the “**Plan Participants**”) broker dealer, all Class A Share distributions of Infrastructure Split shall, through market purchases, be automatically reinvested on each Class A Shareholder’s behalf, at the election of each such Class A Shareholder. Notwithstanding the Reinvestment Plan, all Class A Share distributions to non-resident Class A Shareholders will be paid in cash and will not be reinvested. There is no guarantee that Infrastructure Split will receive the requisite regulatory approvals to effect reinvestment of Class A Share distributions or avoid resale restrictions in connection with the operation of the Reinvestment Plan. Such approvals may not be available, or may be conditional upon amendments being made to the Reinvestment Plan. In the event that necessary regulatory approvals in respect of the Reinvestment Plan cannot be obtained, Infrastructure Split will, to the extent permitted under applicable laws and stock exchange rules, use Class A Share distributions to acquire additional Class A Shares of Infrastructure Split through purchases in the market on behalf of each Class A Shareholder that has elected to have distributions automatically reinvested.

Class A Share distributions due to the Plan Participants shall be applied, on behalf of Plan Participants, to purchase additional Class A Shares. Such purchases will be made in the market at a price not exceeding 115% of the market price per Class A Share and not less than 95% of the market price of Class A Share. The market price is the weighted average trading price of the Class A Shares on the TSX (or such other stock exchange on which the Class A Shares are listed, if the Class A Shares are no longer listed on the TSX) for the last five business days immediately preceding the relevant distribution date until all Class A Shares have been purchased, plus applicable commissions or brokerage charges. Purchases in the market will be made by the Plan Agent on an orderly basis in the month immediately following the Reinvestment Plan Record Date (as defined below). In the event that such purchases would be at a price in excess of the NAV per Class A Share, the Manager may, in its discretion, make distributions on the Class A Shares in cash.

If the Class A Shares are thinly traded, purchases in the market under the Reinvestment Plan may significantly affect the market price. Depending on market conditions, direct reinvestment of cash distributions by Class A Shareholders in the market may be more or less advantageous than the reinvestment arrangements under the Reinvestment Plan. The Class A Shares of Infrastructure Split purchased in the market will be allocated on a pro rata basis to the Plan Participants of Infrastructure Split. The Plan Agent's charges for administering the Reinvestment Plan will be paid by Infrastructure Split. The automatic reinvestment of distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to those distributions. See section titled "*Certain Federal Income Tax Considerations*" in the Preliminary Prospectus (as defined below).

A Class A Shareholder may elect to participate in a Reinvestment Plan by giving notice of the Class A Shareholder's decision to become a Plan Participant for the relevant Reinvestment Plan Record Date to the Class A Shareholder's CDS Participant (as defined below) in accordance with such CDS Participant's customary procedures. The CDS Participant must, on behalf of such Plan Participant, provide notice to the Plan Agent through the CDS System (commonly known as CDSX) no later than 5:00 p.m. (Toronto time) on the last business day of the calendar month (the "**Reinvestment Plan Record Date**"). Unless the Plan Agent has provided written notice of a Class A Shareholder's intention to participate in a Reinvestment Plan in such manner, distributions to Class A Shareholders will be made in cash. Infrastructure Split may terminate the Reinvestment Plan in its sole discretion. Notice will be provided prior to termination. Infrastructure Split may also amend, modify or suspend the Reinvestment Plan at any time in its sole discretion, provided that it gives notice of that amendment, modification or suspension to the applicable Plan Participants via the CDS Participants through which the Plan Participants hold their Class A Shares, and via the Plan Agent. Infrastructure Split is not required to issue Class A Shares to Class A Shareholders in any jurisdiction where such issuance would be illegal.

Overview of the Sector in which Infrastructure Split will Invest

Infrastructure Split aims to provide investors with a diversified, actively managed portfolio comprised of approximately 15 dividend-paying issuers operating in the infrastructure sector.

The Advisor will invest in issuers that it believes are well-positioned to benefit from major global themes including the substantial need for investment in aging infrastructure assets, the need for clean, affordable and secure energy, as well as onshoring and urbanization.

Investment Thesis

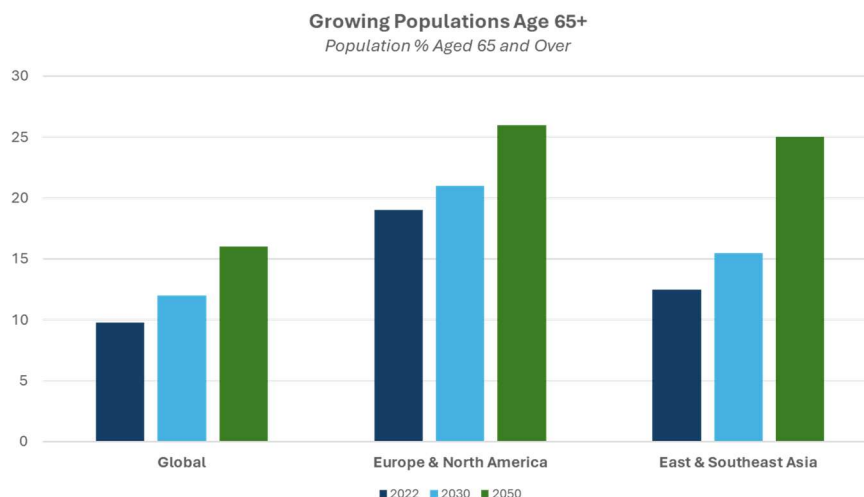
Favourable Demographics	<ul style="list-style-type: none">• Population: Mass immigration into G7 countries and a growing middle class contribute to the increased demand for critical infrastructure, such as healthcare facilities, communication services, and transportation systems.• Deglobalization: The recent onshoring trend calls for businesses to protect themselves from geopolitical risks, reduce operating costs, and gain closer proximity to their end users.
Portfolio Attributes	<ul style="list-style-type: none">• Diversification: Infrastructure equities are represented across multiple sectors and tend to have a lower correlation to broad equity indices.• Stable, Inflation-Protected Cash Flows: Essential infrastructure assets generate stable cash flows, underpinned by contractual and regulatory frameworks which provide growth potential and strong inflation protection.
Demand for Investment Capital	<ul style="list-style-type: none">• Supportive Government Policies: Recent government legislation, such as the IRA in the U.S. and the ICP in Canada, target \$500B+ for infrastructure spending initiatives, including energy security, climate policy, and transportation.• Infrastructure Modernization: Dated infrastructure draws concerns over safety, reliability, and meeting current demand. New infrastructure builds allow for longer useful lives and increased economic efficiency.
Energy Transformation	<ul style="list-style-type: none">• Need for Affordable, Clean, and Reliable Energy: Affordable energy plays a crucial role in driving economic development, and the reliable utilization of clean sources such as LNG is essential to meet this need.• Decarbonization: Carbon Capture and Storage (CCS) plays a significant role in supporting the transition towards a cleaner energy future.

Favourable Demographics

The Advisor believes that recent demographic trends will provide secular tailwinds for critical infrastructure investment.

Population Growth

Longer life expectancies and mass immigration into developed countries continue to support worldwide population growth and economic prosperity. The global population is expected to reach nearly 9.8 billion by 2050, with most of the growth attributed to Africa and Asia.²



Source: Citi Global Wealth Outlook, 2023

Deglobalization

Manufacturers have begun optimizing their supply chains in recent years to reduce operating costs, benefit from government onshoring incentives like the CHIPS and Science Act, and gain proximity to end users in developed markets.³ Deglobalization and onshoring allow companies to relocate their manufacturing, logistics and research facilities away from contentious regions which will boost spending on infrastructure assets within domestic markets.

Portfolio Attributes

The Advisor believes that infrastructure assets provide unique positive attributes that enhance overall performance, including stable, contracted cash flows and serves as an inflationary hedge through high dividend yields.

Diversification

Infrastructure assets generally experience low correlation amongst other asset classes, due to the contracted nature of their cash flows, making them a valuable source of portfolio diversification.⁴ The Advisor believes that global megatrends such as decarbonization, urbanization and electrification, are key drivers of value and provide unique tailwinds for infrastructure investments within various sectors, including Utilities, Energy and Industrials.

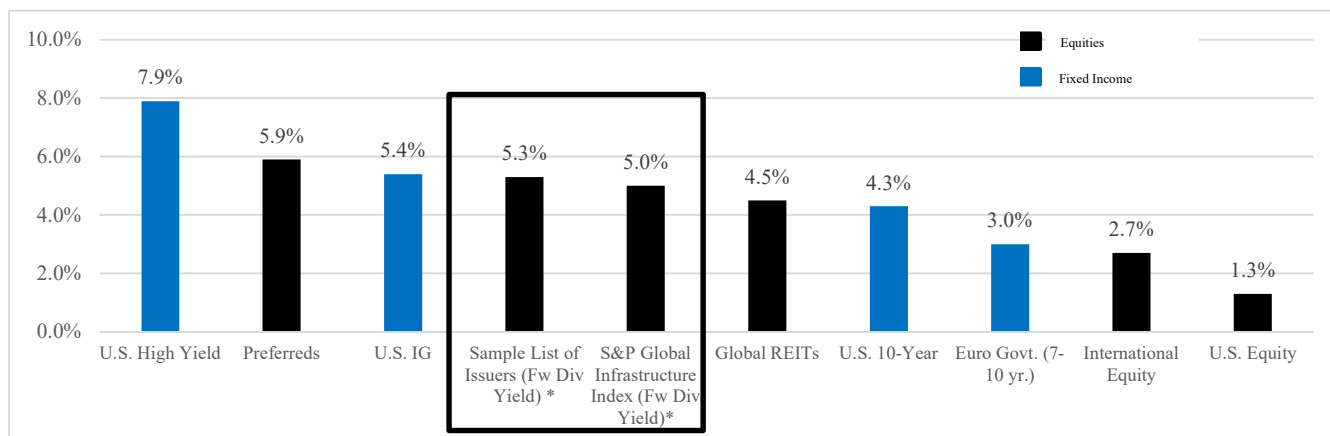
² Source: <https://www.prb.org/articles/highlights-from-the-2023-world-population-data-sheet/>.

³ Source: <https://active.williamblair.com/us-equity/robert-lanphier/u-s-onshoring-and-its-impact-on-u-s-centric-companies/>; <https://www.intel.com/content/www/us/en/corporate/usa-chipmaking/home.html>.

⁴ Source: <https://www.preqin.com/academy/lesson-4-asset-class-101s/infrastructure>.

Stable, Inflation-Protected Cash Flows

Infrastructure assets have long operational lives, and their revenue streams are typically guaranteed by long-term contracts and robust demand.⁵ Contracts and pricing mechanisms (price escalators and inflation-indexation) help de-risk future cash flows from higher costs during inflationary periods.⁶ On average, infrastructure companies typically have the highest dividend yields for equity investors, exceeding the broad-based equity indices, as shown in the chart below.



(Source: JPM Asset Management, Guide to Alternatives as of February 29, 2024; *Bloomberg, Thomson Reuters Eikon as of February 29, 2024)

Demand for Investment Capital

The Advisor believes that increasing demand for critical infrastructure projects will present significant investment opportunities for the Sample List of Issuers driven by deglobalization and decarbonization trends.

Supportive Government Policies

Core infrastructure has been a key beneficiary from favourable legislation in recent years.⁷ The IRA was a significant milestone aimed at supporting the development of new infrastructure projects in the U.S. by committing \$739 billion, with a similar policy in Canada (ICP) aiming to invest \$33 billion.⁸ These policies play a crucial role by incentivizing investment in clean technologies and renewable infrastructure development.

Infrastructure Modernization

Common concerns with dated infrastructure include deterioration, safety and functionality. Modern standards and newer infrastructure projects ensure that growing needs for critical services

⁵ Source: <https://www.preqin.com/academy/lesson-4-asset-class-101s/infrastructure>.

⁶ Source: <https://www.preqin.com/academy/lesson-4-asset-class-101s/infrastructure>.

⁷ Source: <https://www.cohenandsteers.com/insights/inflation-reduction-act-is-a-net-positive-for-listed-infrastructure/>.

⁸ Source: <https://www.newyorklifeinvestments.com/assets/documents/perspectives/investmentinsights-inflation-reduction-act-infrastructure.pdf>; <https://www.infrastructure.gc.ca/plan/icp-pic-INFC-eng.html>.

are met to accommodate increased demand while complying with environmental regulations.⁹ The current gap in funding is insufficient to support the long-term development of new infrastructure assets to meet increasing global demand.¹⁰ PWC estimates that US\$3.9 trillion must be invested in infrastructure annually to meet global needs, highlighting the significant financial demand for infrastructure development.¹¹

Energy Transformation

The Advisor believes that the shift toward more diversified energy sources while achieving greater energy efficiency will continue to drive economic prosperity.

Need for Affordable, Clean and Reliable Energy

Natural gas and oil remain essential for supporting the global middle class as an affordable source of energy while displacing the need for coal. The heightened awareness for energy security and growing LNG demand provides opportunities to invest in energy infrastructure worldwide. North America is ideally positioned to support this global energy demand growth via exports of all forms of energy.¹²

Decarbonization

Carbon Capture and Storage (“CCS”) is a technology aimed at reducing carbon emissions, playing a crucial role in transitioning from coal to cleaner energy sources.¹³ North America has favourable geologic formations for storing carbon and a track record of operating carbon capture and storage infrastructure safely and effectively.¹⁴ The Advisor believes that continued innovation and investment will solidify renewables as an important source for cheap and reliable power.

⁹ Source: <https://infrastructure.aecom.com/infrastructure-funding>.

¹⁰ Source: <https://infrastructure.aecom.com/infrastructure-funding>.

¹¹ Source: PWC, Global infrastructure trends Part 2: Developments in financing.



¹² Source: <https://www.tcenergy.com/newsroom/statements/north-america-has-the-energy-to-solve-the-global-crisis/>.



¹³ Source: <https://www.iisd.org/articles/insight/unpacking-carbon-capture-storage-technology>.


¹⁴ Source: <https://www.tcenergy.com/newsroom/statements/north-america-has-the-energy-to-solve-the-global-crisis/>; <https://carboncapturecoalition.org/geologic-storages-role-in-scaling-carbon-management/>; 2. <https://natural-resources.canada.ca/climate-change/canadas-green-future/capturing-the-opportunity-carbon-management-strategy-for-canada/canadas-carbon-management-strategy/25337>.


Investment Opportunities

The Advisor expects to identify opportunities for investment in the following sub-sectors within the infrastructure industry.

<p>Regulated Utilities</p> 	<p>Companies that provide essential services such as electricity, heat and water</p> <p>Examples of issuers include Duke Energy Corporation, American Electric Power Company, Inc., and Emera Incorporated</p> <ul style="list-style-type: none">• Steady and consistent earnings growth underpinned by regulated rate bases and grid modernization investments (<i>source: Magellan, An introduction to utilities</i>)• Rate base growth driven by urbanization, a growing middle class resulting in increased economic activity and industrial demand (<i>source: ICF, Revenue growth opportunities for utilities</i>)• Baseload power is complemented by renewable energy sources, providing development growth (<i>source: GE, Complementing Renewable Energy With Gas Turbines</i>)
<p>Energy Infrastructure</p> 	<p>The physical systems and facilities necessary for the production, processing and distribution of energy</p> <p>Examples of issuers include Enbridge Inc., The Williams Companies, Inc., and Gibson Energy Inc.</p> <ul style="list-style-type: none">• The Advisor believes this is an essential component in moving energy, oil and natural gas around the world• Growing demand for LNG as the global economy looks to displace coal with cleaner fuel (<i>source: Shell, LNG demand to grow beyond 2040</i>)• Robust capital environment to produce and deliver energy more sustainably and efficiently (<i>source: International Energy Agency, Financing Clean Energy Transitions in Emerging and Developing Economies</i>)• Stands to benefit from growth opportunities developing CCS decarbonization projects (<i>source: Congressional Budget Office, Carbon Capture and Storage in the United States</i>)

Renewables and Clean Technology	Companies that generate and store electricity from renewable energy sources such as solar, wind and hydro
	<p>Examples of issuers include NextEra Energy, Inc., Northland Power Inc., and Brookfield Renewable Partners L.P.</p> <ul style="list-style-type: none">• Further innovation and investment will continue to drive down the cost and improve the efficiency of renewable power sources (<i>source: International Energy Agency, World Energy Investment 2023</i>)• Providing clean energy through alternative, renewable sources is key to meeting increased global demand (<i>source: MIT, Climate Portal, Renewable Energy</i>)• Increasing global need for batteries and accelerating technology improvements in technology will result in faster adoptions of battery system applications (<i>source: McKinsey & Co, Battery 2030: Resilient, sustainable, and circular</i>)
Transportation and Logistics	Companies that operate and manage transportation-related assets that facilitate the movement of people and goods
	<p>Examples of issuers include Granite Real Estate Investment Trust, Prologis, Inc., and Union Pacific Corporation</p> <ul style="list-style-type: none">• Onshoring trends for logistics and warehousing support the need for investments in transportation-related assets and services (<i>source: Deloitte, The future of freight: Transforming the movement of goods</i>)• Manufacturers and freight services can effectively reduce costs and delivery times by relocating closer to end users within North America (<i>source: BBG, Onshoring Trend Poised to Propel U.S. Industrial Sector</i>)

<p>Digital Infrastructure / Communications</p>	<p>Companies that possess critical data infrastructure that will support the buildout of the digital economy</p>
	<p>Examples of issuers include American Tower Corporation, Eaton Corporation plc, and Equinix, Inc.</p> <ul style="list-style-type: none"> • Secular growth tailwinds as larger data sets are created and the adoption of artificial intelligence accelerates (<i>source: Harvard Business Review, The Case For Investing in Digital Public Infrastructure</i>) • Significant electricity consumption from data centres requires strengthening of existing power grids to support mass data migration to the cloud (<i>source: KKR, Data Centers: The Hubs of Digital Infrastructure</i>) • Proximity to major population hubs, high-speed networks and colocation opportunities with key tenants play a vital role in site selection and meet increasing customer demands (<i>source: Baker McKenzie, The Rise of Digital Infrastructure – Data Centres</i>)

<p>Real Estate</p>	<p>Best-in-class REITs that own, manage and develop various real estate portfolios and assets</p>
	<p>Examples of issuers include SmartCentres Real Estate Investment Trust, CT Real Estate Investment Trust, and Chartwell Retirement Residences</p> <ul style="list-style-type: none"> • Multi-Family REITs offer solutions to the housing affordability crisis through rental properties for large families within urban areas (<i>source: Institutional Real Estate, REITs take on affordable housing problem</i>) • The aging population and rising cost of living have driven senior citizens into retirement homes which are benefitting from increased occupancy rates (<i>source: Harvard, Housing America's Older Adults</i>) • Necessity-based Retail REITs benefit from strong rent growth fundamentals, a diversified tenant mix and limited new supply (<i>source: RioCan, Quality & Growth, Annual Report 2022</i>)

Organization and Management Details of Infrastructure Split

Officers and Directors of Infrastructure Split

The names, municipalities of residence, positions held with Infrastructure Split and principal occupations of the directors and officers of Infrastructure Split are listed in the following table. The backgrounds of such directors and officers are described below.

Name and Municipality of Residence	Position with Infrastructure Split	Principal Occupation and Positions Held During the Last 5 Years
DEAN ORRICO ⁽¹⁾ Vaughan, Ontario	President, Chief Executive Officer and Director	President and Chief Executive Officer of Middlefield Capital Corporation
CRAIG ROGERS Toronto, Ontario	Chief Financial Officer, Secretary and Director	Chief Operating Officer, Chief Compliance Officer and Director of Middlefield Limited
JEREMY BRASSEUR ⁽¹⁾ Toronto, Ontario	Director	Executive Chairman of Middlefield
WENDY TEO ⁽¹⁾ Toronto, Ontario	Director	Chief Financial Officer, Secretary-Treasurer and Vice President, Accounting of Middlefield Capital Corporation

Note: (1) Member of audit committee

The directors of Infrastructure Split were appointed on March 21, 2024 and the term of each director’s appointment expires at the next annual meeting of shareholders of Infrastructure Split. No Class M Shares (as defined under “*Description of the Shares*”) are beneficially owned, controlled or directed, directly or indirectly, by the directors or executive officers of Infrastructure Split.

Dean Orrico is the President, Chief Executive Officer, Ultimate Designated Person and Director of the Manager and is the President and Chief Executive Officer of Middlefield and has been employed by Middlefield since 1996. Mr. Orrico is responsible for overseeing the business development and expansion of Middlefield’s asset management business and is lead manager of Middlefield’s real estate strategies. Mr. Orrico is an MBA graduate of the Schulich School of Business (York University).

Craig Rogers is the Chief Operating Officer, Chief Compliance Officer and Director of the Manager and Managing Director of Middlefield Capital Corporation. Mr. Rogers joined Middlefield in 2014 after several years as a Vice President of an independent investment dealer and Chief Financial Officer of a publicly listed investment company. In addition to overseeing the Manager’s compliance department, Mr. Rogers is responsible for the day-to-day operations for all of Middlefield’s Canadian funds. Mr. Rogers graduated with an Honours Bachelor of Commerce in Finance degree from the University of Ottawa in 2006 and holds the Chartered Professional Accountant, Certified General Accountant, and Chartered Financial Analyst designations.

Jeremy Brasseur is the Executive Chairman and Director of the Manager and Executive Chairman of Middlefield and has been employed by Middlefield since 2002. Mr. Brasseur is responsible for overseeing Middlefield’s business operations, including the development and structuring of all of Middlefield’s investment funds. Mr. Brasseur is an MBA graduate of the Kellogg School of Management (Northwestern University of Chicago) and the Schulich School of Business (York University).

Wendy Teo is the Chief Financial Officer, Secretary-Treasurer and Vice President, Accounting of Middlefield Capital Corporation. Ms. Teo is a Chartered Professional Account of Ontario as well as a Certified Public Accountant in the United States and holds a Bachelor of

Commerce in Accounting degree from the University of Manitoba in Winnipeg. Prior to joining Middlefield Capital Corporation in 2015, Ms. Teo worked in the audit and tax departments of several public accounting firms over the last 19 years.

Manager of Infrastructure Split

Middlefield Limited will be the manager of Infrastructure Split pursuant to a management agreement to be entered into between Infrastructure Split and the Manager. The municipal address of the Manager is The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8. The Manager shall have exclusive authority to manage the affairs of Infrastructure Split.

The names, municipalities of residence, positions held with the Manager and principal occupations of the directors and officers of the Manager are listed in the following table. The backgrounds of such officers and directors are described above under “*Organization and Management Details of Infrastructure Split – Officers and Directors of Infrastructure Split*”.

<u>Name and Municipality of Residence</u>	<u>Position with the Manager</u>	<u>Principal Occupation</u>
DEAN ORRICO Vaughan, Ontario	President, Chief Executive Officer, Ultimate Designated Person and Director	President and Chief Executive Officer of Middlefield Capital Corporation
JEREMY BRASSEUR Toronto, Ontario	Executive Chairman and Director	Executive Chairman of Middlefield
CRAIG ROGERS Toronto, Ontario	Chief Operating Officer, Chief Compliance Officer and Director	Chief Operating Officer, Chief Compliance Officer and Director of Middlefield Limited

Mr. Orrico, Mr. Brasseur and Mr. Rogers were all first appointed as directors of the Manager on July 14, 2021. The term of each director’s appointment expires at the next annual meeting of the shareholders of the Manager.

The directors and executive officers of the Manager beneficially own, control or direct, directly or indirectly, 100% of the common shares of the Manager.

Duties and Services to be Provided by the Manager

Pursuant to the management agreement to be entered into between Infrastructure Split and the Manager, the Manager will be given the authority to manage the activities and day-to-day operations of Infrastructure Split, including providing and arranging for the provision of marketing and administrative services required by Infrastructure Split, subject to the oversight of the Board of Directors. The Manager’s duties include, among others: maintaining accounting records for Infrastructure Split; authorizing the payment of operating expenses incurred on behalf of Infrastructure Split; handling securities trades on behalf of Infrastructure Split; preparing financial statements, income tax forms and financial and accounting information as required by Infrastructure Split; calculating or arranging for the calculation of the NAV; providing Shareholders with financial statements and other reports as are required by applicable law from time to time; monitoring Infrastructure Split’s compliance with regulatory requirements; preparing Infrastructure Split’s reports to Shareholders and the Canadian securities regulatory authorities;

and negotiating contractual agreements with third-party providers of services, including Infrastructure Split's auditor and its printers.

Details of the Management Agreement

Pursuant to the management agreement to be entered into between Infrastructure Split and the Manager, the Manager will be required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of Infrastructure Split and to exercise the care, diligence and skill of a reasonably prudent person in the circumstances. The Manager may, pursuant to the terms of the management agreement, delegate certain of its duties to third parties where in the discretion of the Manager it would be in the best interests of Infrastructure Split and the Shareholders to do so. The management agreement provides that the Manager will not be liable in any way for any default, failure or defect in the securities comprising the Portfolio if it has satisfied the duties and the standard of care, diligence and skill set forth above. The Manager will incur liability, however, in cases of wilful misconduct, bad faith, negligence, disregard of the Manager's standard of care or by any material breach or default by it of its obligations under the management agreement.

Unless the Manager resigns or is removed as described below, the Manager will continue as manager until the termination of Infrastructure Split. The Manager may resign if Infrastructure Split is in breach or default of the provisions of the management agreement and, if capable of being cured, any such breach or default has not been cured within 30 days' notice of such breach or default to Infrastructure Split. The Manager is deemed to have resigned if the Manager becomes bankrupt or insolvent or in the event the Manager ceases to be resident in Canada for the purposes of the Tax Act. The Manager may not be removed other than by an ordinary resolution (as described under "*Shareholder Matters – Matters Requiring Shareholder Approval*"). In the event that the Manager is in material breach or default of the provisions of the management agreement and, if capable of being cured, any such breach or default has not been cured within 30 days' notice of such breach or default to the Manager, Infrastructure Split shall give notice thereof to Shareholders and Shareholders may direct Infrastructure Split to remove the Manager and appoint a successor manager.

The Manager is entitled to fees for its services under the management agreement as described under "*Fees and Expenses Before and After the Merger*" and will be reimbursed by Infrastructure Split for all reasonable costs and expenses incurred by the Manager on behalf of Infrastructure Split. In addition, the Manager and each of its directors, officers, employees, shareholders and agents will be indemnified by Infrastructure Split for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced, or other claim that is made against, the Manager, or any of its directors, officers, employees, shareholders or agents, in the exercise of its duties as manager, except those resulting from the Manager's wilful misconduct, bad faith, negligence, disregard of the Manager's standard of care or material breach or default by the Manager of its obligations under the management agreement.

The Advisor

Middlefield Capital Corporation will act as advisor to Infrastructure Split pursuant to the terms of the Advisory Agreement to be entered into between Infrastructure Split, Middlefield Capital Corporation and the Manager. Middlefield Capital Corporation was incorporated under the

Canada Business Corporations Act on November 3, 1986, is registered as an investment dealer under the securities laws of Alberta, Ontario and Nova Scotia and is a member of the Canadian Investment Regulatory Organization (CIRO, formerly IIROC).

The officers and directors of Middlefield Capital Corporation who will be primarily responsible for providing services to Infrastructure Split are listed in the following table. The backgrounds of such officers and directors are described below, other than the backgrounds of Mr. Orrico and Mr. Brasseur, which are described above under “*Organization and Management Details of Infrastructure Split – Officers and Directors of Infrastructure Split*”.

<u>Name and Municipality of Residence</u>	<u>Position with Middlefield Capital Corporation and Principal Occupation</u>
DEAN ORRICO	President and Chief Executive Officer
Vaughan, Ontario	
ROBERT F. LAUZON, CFA.....	Chief Investment Officer and Managing Director,
Toronto, Ontario	Trading
JEREMY BRASSEUR.....	Executive Chairman of Middlefield
Toronto, Ontario	

Robert F. Lauzon is Chief Investment Officer and Managing Director, Trading of Middlefield Capital Corporation and has been employed by Middlefield Capital Corporation since 2002. Mr. Lauzon is the lead portfolio manager on a number of investment funds, including funds focusing on the infrastructure, consumer and technology sectors. Mr. Lauzon is an MBA graduate of the Rotman School of Management (University of Toronto) and holds the Chartered Financial Analyst designation.

Details of the Advisory Agreement

Pursuant to the Advisory Agreement, the Advisor will provide investment management advice to the Manager in a manner consistent with the investment objectives, strategy and restrictions of Infrastructure Split. The Advisor will be paid the Advisory Fee by the Manager and not by Infrastructure Split. Investment decisions will be implemented by the Manager. In the purchase and sale of securities for Infrastructure Split, the Manager will seek to obtain overall services and prompt execution of orders on favourable terms.

Under the Advisory Agreement, the Advisor is required to act at all times on a basis which is fair and reasonable to Infrastructure Split, to act honestly and in good faith with a view to the best interests of Infrastructure Split and, in connection therewith, to exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in the circumstances. The Advisory Agreement provides that the Advisor will not be liable in any way for any default, failure or defect in any of the securities of Infrastructure Split, nor will it be liable if it has satisfied the duties and standard of care, diligence and skill set forth above. The Advisor may, however, incur liability in cases of wilful misconduct, bad faith, negligence, disregard of the Advisor’s standard of care or material breach or default by the Advisor of its obligations under the Advisory Agreement.

The Advisory Agreement, unless terminated as described below, will continue in effect until Infrastructure Split is terminated. The Manager may terminate the Advisory Agreement if the Advisor has committed certain events of bankruptcy or insolvency or is in material breach or default of the provisions thereof and, if capable of being cured, such breach has not been cured

within 30 days after notice thereof has been given to the Advisor and Infrastructure Split by the Manager.

The Advisor may terminate its obligations under the Advisory Agreement if Infrastructure Split is in material breach or default of the provisions thereof and, if capable of being cured, such breach or default has not been cured within 30 days of notice of same to the Manager and to Infrastructure Split or if there is a material change in the investment objectives or strategy of Infrastructure Split. If the Advisory Agreement is terminated, the Manager will promptly appoint one or more successor investment managers to carry out the activities of the Advisor.

The Advisor is entitled to fees for its services which are payable by the Manager (and not Infrastructure Split) under the Advisory Agreement as described under “*Fees and Expenses Before and After the Merger*” and will be reimbursed by Infrastructure Split for all reasonable costs and expenses incurred by the Advisor on behalf of Infrastructure Split. In addition, the Advisor, and its directors, officers, employees and agents, will be indemnified by Infrastructure Split for all liabilities, costs and expenses incurred in connection with any action, suit or proceeding that is proposed or commenced, or other claim that is made against, the Advisor, or any of its officers, directors, employees or agents, in the exercise of its duties as an investment advisor, except those resulting from the Advisor’s wilful misconduct, bad faith, negligence, disregard of the Advisor’s standard of care or material breach or default by the Advisor of its obligations under the Advisory Agreement.

Registration Status

Middlefield is currently undertaking a reorganization of its regulatory affairs pursuant to which Middlefield Limited intends to become registered as an adviser in the category of “portfolio manager” and as an exempt market dealer in Ontario, Alberta, Quebec, Nova Scotia, and Newfoundland and Labrador, while continuing its current registration as an investment fund manager in Ontario, Alberta, Quebec, and Newfoundland and Labrador. It is also expected that certain individuals registered as advising representatives of Middlefield Capital Corporation will transfer their registrations to Middlefield Limited once it is registered as a portfolio manager and exempt market dealer. At the same time, Middlefield Capital Corporation will transfer its rights, duties and obligations under the Advisory Agreement to Middlefield Limited.

Conflicts of Interest

The management services to be provided or caused to be provided by the Manager under the management agreement to be entered into between Infrastructure Split and the Manager will not be exclusive to Infrastructure Split and nothing in the management agreement prevents the Manager or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their activities are similar to those of Infrastructure Split) or from engaging in other activities.

The Advisor is engaged in a wide range of investment management, investment advisory and other business activities. The services of the Advisor under the Advisory Agreement will not be exclusive and nothing in the Advisory Agreement will prevent the Advisor or any of its affiliates from providing similar services to other investment funds and other clients (whether or not their investment objectives or strategies are similar to those of Infrastructure Split) or from engaging in

other activities. The Advisor's investment advice regarding the Portfolio and decisions with respect to the composition of the Portfolio will be made independently of those made for its other clients and independently of its own investments. On occasion, however, the Advisor may decide on the same investment for Infrastructure Split and for one or more of its other clients. If Infrastructure Split and one or more of the other clients of the Advisor are engaged in the purchase or sale of the same security, the transactions will be effected on an equitable basis. In addition, pursuant to the Advisory Agreement, the Advisor may from time to time receive commissions or other fees for acting as Infrastructure Split's broker in connection with the purchase or sale of Portfolio securities. Any such arrangement shall be on terms that are no less favourable to Infrastructure Split than those available from third parties for comparable services.

The Manager or its affiliates may act as the manager to other funds which may invest primarily in the same securities as Infrastructure Split from time to time invests and which may be considered competitors of Infrastructure Split. In addition, the directors and officers of the Manager or its affiliates may be directors, officers, shareholders or unitholders of one or more issuers in which Infrastructure Split may acquire securities or of corporations which act as the manager of other funds that invest primarily in the same securities as Infrastructure Split from time to time invests and which may be considered competitors of Infrastructure Split. The Manager or its affiliates may be managers or portfolio managers of one or more issuers in which Infrastructure Split may acquire securities and may be managers or portfolio managers of investment funds that invest in the same securities as Infrastructure Split. A decision to invest in such issuers will be made independently by the Advisor and without consideration of the relationship of the Manager or its affiliates with such issuers. Conflicts of interest between the Manager and Infrastructure Split will be addressed by the IRC.

Independent Review Committee

An IRC has been established by Infrastructure Split in accordance with National Instrument 81-107 – *Independent Review Committee for Investment Funds* (“NI 81-107”) and is comprised of three members, each of whom is independent. The IRC deals with conflict of interest matters presented to it by the Manager in accordance with NI 81-107. The Manager is required under NI 81-107 to identify conflicts of interest inherent in its management of Infrastructure Split and the other investment funds managed by it, and request input from the IRC on how it manages those conflicts of interest. NI 81-107 also requires the Manager to establish written policies and procedures outlining its management of those conflicts of interest. The IRC will provide its recommendations or approvals, as required, to the Manager with a view to the best interests of Infrastructure Split. The IRC will report annually to Shareholders as required by NI 81-107. The reports of the IRC will be available free of charge from the Manager on request by contacting the Manager at invest@middlefield.com and will be posted on the Manager's website at www.middlefield.com.

The members of the IRC are paid an annual fee for serving on the IRC of the investment funds in the Middlefield family of investment funds. Each investment fund, including Infrastructure Split, is responsible for a portion of that fee which is allocated by the Manager among the various funds. The annual fee payable to the members of the IRC is expected to be \$110,000 in the aggregate plus \$1,500 per IRC member per meeting. Expenses incurred by the members of the IRC in connection with performing their duties are also the responsibility of the investment funds, including Infrastructure Split.

The following individuals are the members of the IRC:

Edward V. Jackson is Chairman of the IRC. He was Managing Director and Co-Head of the Investment Funds Group, RBC Capital Markets until December 31, 2015 and was President and CEO of Advantage Preferred Share Trust, a TSX listed closed-end fund from 2011-2015. Mr. Jackson currently sits on the Advisory Board of Enertech Capital and is a member of the Hearing Committee of the Canadian Investment Regulatory Organization (CIRO, formerly IIROC).

H. Roger Garland was Vice Chairman of Four Seasons Hotels Inc., having joined the company in 1981 as Senior Vice President, Finance. Prior to Four Seasons, he was Vice President, Corporate Banking with Citibank, N.A. in Canada and Switzerland. Mr. Garland sits on the boards of several companies. Mr. Garland also holds the Chartered Professional Accountant designation.

Christine H. Tekker is currently the Senior Vice President, Lending of Infrastructure Ontario and a Part-Time Lecturer for York University's Schulich School of Business MBA program. She was previously Managing Director and Head of Portfolio Management, Corporate Banking of Bank of Tokyo – Mitsubishi Canada. Prior to that she was Managing Director and Head of Canadian Credit, Risk Management as well as Managing Director, Industrial/Consumer Fixed Income for Manulife Corporation.

Brokerage Arrangements

The primary consideration in all securities transactions for Infrastructure Split will be prompt execution of orders in an efficient manner at the most favourable price. In selecting and monitoring dealers and negotiating commissions, the Manager considers the dealer's reliability and the quality of its execution services on a continuing basis. Brokerage transactions may also be allocated to dealers affiliated with the Manager, on terms, including fees and commissions, not less favourable than would be offered to other similar clients of such affiliated dealers.

Auditors

The independent auditor of Infrastructure Split is Deloitte LLP. The address of the auditor is Suite 200, Bay Adelaide Centre, 8 Adelaide Street West, Toronto, Ontario M5H 0A9. Although the approval of Shareholders will not be obtained prior to making any change in auditor of Infrastructure Split, Shareholders will be sent a written notice at least 60 days prior to the effective date of any such change.

Custodian

RBC Investor Services Trust (the "**Custodian**") will be the custodian of the assets of Infrastructure Split and may employ sub-custodians as considered appropriate in the circumstances. The address of the Custodian is 335 8th Avenue S.W., 23rd Floor, Calgary, Alberta, T2P 1C9. Pursuant to an agreement to be entered into between the Manager and the Custodian (the "**Custodian Agreement**"), the Custodian will provide safekeeping and custodial services in respect of the assets of Infrastructure Split.

Infrastructure Split will pay the Custodian customary custodianship fees for its services as outlined in the Custodian Agreement. The Custodian Agreement may be terminated by either party

on 60 days' notice, and immediately by either party on written notice if either party is declared bankrupt or becomes insolvent, the assets or the business of either party becomes liable to seizure or confiscation by any public or governmental authority, the Manager's powers and authorities to act on behalf of or represent Infrastructure Split have been revoked or terminated, or the Custodian ceases to be qualified under applicable laws.

Promoter

The Manager (located in Toronto, Ontario) may be considered as the promoter of Infrastructure Split by reason of its initiative in forming and establishing Infrastructure Split and taking the steps necessary for the public distribution of the Preferred Shares and the Class A Shares. The Manager also acts as manager and thereby receives certain fees as described herein. The Manager will not receive any benefits, directly or indirectly, from the issuance of Preferred Shares and the Class A Shares offered hereunder other than as described under "*Fees and Expenses Before and After the Merger*" and "*Interest of Manager and Others in Material Transactions*".

Registrar and Transfer Agent

TSX Trust Company is the registrar and transfer agent for the Preferred Shares and the Class A Shares at its principal office in Toronto, Ontario.

Valuation Agent

Pursuant to a valuation services agreement to be entered into, RBC Investor Services Trust will be appointed by the Manager as the valuation agent of Infrastructure Split. The valuation agent will provide, among other things, valuation services to Infrastructure Split and will calculate the NAV in the manner described under the heading "*Calculation of Net Asset Value*". The valuation services agreement may be terminated by either party on 60 days' notice, and immediately by either party on written notice if either party is declared bankrupt or becomes insolvent, the assets or the business of either party becomes liable to seizure or confiscation by any public or governmental authority, or the Manager's powers and authorities to act on behalf of or represent Infrastructure Split have been revoked or terminated.

Designated Website

An investment fund is required to post certain regulatory disclosure documents on a designated website. The designated website of the investment fund this document pertains to can be found at the Manager's website at www.middlefield.com.

Calculation of Net Asset Value

For reporting purposes other than financial statements, the NAV of Infrastructure Split on a particular date will be equal to (i) the aggregate value of the assets of Infrastructure Split, less (ii) the aggregate value of the liabilities of Infrastructure Split (the Preferred Shares will not be treated as liabilities for these purposes), including any distributions declared and not paid that are payable to Shareholders on or before such date, and less (iii) the stated capital of the Class M Shares (\$10).

The NAV per Unit on any day (the “NAV Valuation Date”) will be determined as follows:

- If the NAV of Infrastructure Split is less than or equal to the aggregate Preferred Share redemption price which includes any accrued and unpaid distributions thereon (the “Preferred Share Amount”) the NAV per Unit is calculated by dividing the NAV of Infrastructure Split on such day by the number of Preferred Shares then outstanding.
- If the NAV of Infrastructure Split is greater than the Preferred Share Amount, the NAV per Unit is calculated by (i) subtracting the Preferred Share Amount from the NAV of Infrastructure Split; (ii) dividing the difference by the number of Class A Shares then outstanding; and (iii) adding \$10 plus any accrued and unpaid distributions per Preferred Share to the result obtained in clause (ii).

In general, the NAV per Unit will be calculated as of 4:00 p.m. (Toronto time) each day. If a NAV Valuation Date is not a business day, then the securities comprising Infrastructure Split’s property will be valued as if such NAV Valuation Date were the preceding business day.

Generally, the NAV per Preferred Share is equal to the lesser of (i) the NAV per Unit and (ii) \$10.00 plus accrued and unpaid distributions thereon and the NAV per Class A Share is equal to the NAV per Unit minus the NAV per Preferred Share. The NAV, NAV per Unit, NAV per Preferred Share and NAV per Class A Share will be calculated in Canadian dollars.

Reporting of Net Asset Value

The NAV per Unit, NAV per Class A Share and NAV per Preferred Share will be available to the public at no cost by calling 1-888-890-1868 and the NAV per Unit, NAV per Class A Share and NAV per Preferred Share are available on the Manager’s website at www.middlefield.com. Infrastructure Split will also make the NAV per Class A Share and NAV per Preferred Share available to the financial press for publication on a daily basis.

Valuation of Portfolio Securities

In determining the NAV of Infrastructure Split at any time:

- (a) the value of any cash on hand or on deposit, bill, demand note and account receivable, prepaid expense, dividend, distribution or other amount received (or declared to holders of record of securities owned by Infrastructure Split on a date before the NAV Valuation Date as of which the NAV of Infrastructure Split is being determined, and to be received) and interest accrued and not yet received shall be deemed to be the full amount thereof provided that if the Manager has determined that any such deposit, bill, demand note, account receivable, prepaid expense, dividend, Distribution, or other amount received (or declared to holders of record of securities owned by Infrastructure Split on a date before the NAV Valuation Date as of which the NAV of Infrastructure Split is being determined, and to be received) or interest accrued and not yet received is not otherwise worth the full amount thereof, the value thereof shall be deemed to be such value as the Manager determines to be the fair market value thereof;

- (b) the value of any security, that is listed or traded upon a stock exchange (or if more than one, on the principal stock exchange for the security, as determined by the Manager) shall be determined by taking the latest available sale price of recent date, or lacking any recent sales or any record thereof, the simple average of the latest available offer price and the latest available bid price (unless in the opinion of the Manager such value does not reflect the value thereof and in which case the latest offer price or bid price shall be used), as at the NAV Valuation Date on which the NAV of Infrastructure Split is being determined, all as reported by any means in common use. For a retraction or redemption of Infrastructure Split's shares, the value of the constituent securities will be equal to the weighted average trading price of such securities over the last three business days prior to the relevant retraction date;
- (c) the value of any security which is traded over-the-counter will be priced at the average of the last bid and ask prices quoted by a major dealer or recognized information provider in such securities;
- (d) where a covered clearing corporation option, option on futures or an over-the counter option is written, the option premium received by Infrastructure Split will, so long as the option is outstanding, be reflected as a deferred credit which will be valued at an amount equal to the fair market value of an option which would have the effect of closing the position; any difference resulting from revaluation shall be treated as an unrealized gain or loss on investment. The deferred credit shall be deducted in arriving at the NAV;
- (e) the value of a forward contract or swap shall be the gain or loss with respect thereto that would be realized if, on the NAV Valuation Date, the position in the forward contract or swap were to be closed out in accordance with its terms;
- (f) the value of any security, or other asset for which a market quotation is not readily available will be its fair market value on the NAV Valuation Date on which the NAV of Infrastructure Split is being determined as determined by the Manager;
- (g) any market price reported in currency other than Canadian dollars shall be translated into Canadian currency at the rate of exchange available to Infrastructure Split from the Custodian on the NAV Valuation Date on which NAV of Infrastructure Split is being determined;
- (h) listed securities subject to a hold period will be valued as described above with an appropriate discount as determined by the Manager and investments in private companies and other assets for which no published market exists will be valued at fair market value as determined by the Manager; and
- (i) the value of any security or property to which, in the opinion of the Manager, the above principles cannot be applied (whether because no price or yield equivalent quotations are available as above provided, or for any other reason) shall be the fair market value thereof determined in good faith in such manner as the Manager from time to time adopts.

The NAV will be calculated in Canadian dollars in accordance with the rules and principles of the Canadian regulators, or in accordance with any exemptions therefrom that Infrastructure Split may obtain.

Description of the Shares

The Shares

Infrastructure Split is or will be, prior to closing of the Merger, authorized to issue an unlimited number of Preferred Shares, Class A Shares and Class M Shares. The holders of Class M Shares are not entitled to receive dividends and are entitled to one vote per share. The Class M Shares are redeemable and retractable at a price of \$0.10 per share. There are 100 Class M Shares issued and outstanding.

Principal Shareholder

All of the issued and outstanding class M shares (“**Class M Shares**”) of Infrastructure Split are owned by Infrastructure Dividend Split Corp. Holding Trust, a trust established for the benefit of the holders of the Class A Shares and Preferred Shares from time to time (other than Registered Plans). Until all the Class A Shares and Preferred Shares have been retracted, redeemed, or purchased for cancellation, no additional Class M Shares shall be issued.

Priority

Preferred Shares

The Preferred Shares rank in priority to the Class A Shares with respect to the payment of distributions and the repayment of capital on the dissolution, liquidation or winding up of Infrastructure Split.

Rating of the Preferred Shares

The Preferred Shares have been provisionally rated Pfd-3 (high) by DBRS Limited. Preferred shares rated Pfd-3 are of adequate credit quality. While protection of dividends and principal is still considered acceptable, the issuing entity is more susceptible to adverse changes in financial and economic conditions, and there may be other adverse conditions present which detract from debt protection. Pfd-3 ratings generally correspond with companies whose senior bonds are rated in the higher end of the BBB category. A security rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time by DBRS Limited. See “*Redemption and Retractions*”.

Initially, the Preferred Shares are expected to be supported by a preferred dividend coverage ratio of approximately 1.7x and downside protection of approximately 59%.

Class A Shares

The Class A Shares rank subsequent to the Preferred Shares with respect to the payment of distributions and the repayment of capital out of the portfolio on the dissolution, liquidation or winding up of Infrastructure Split. Infrastructure Split may sub-divide the Class A Shares into a

greater number of Class A Shares in its discretion from time to time. The Class A Shares are expected to provide holders with effective leverage initially in the amount of approximately 1.7x on the Portfolio based on the initial NAV of the Class A Shares.

Class M Shares

The Class M Shares rank subsequent to both the Preferred Shares and the Class A Shares with respect to distributions on the dissolution, liquidation or winding-up of Infrastructure Split.

Book-Entry-Only and Book-Based Systems

Registrations of interests in, and transfers of, the Preferred Shares and Class A Shares will be made only through the book-entry-only system or the book-based system of CDS. Preferred Shares and Class A Shares may be purchased, transferred or surrendered for retraction only through a CDS Participant. All rights of an owner of Preferred Shares and/or Class A Shares must be exercised through, and all payments or other property to which such owner is entitled will be made or delivered by, CDS or the CDS Participant through which the owner holds such Preferred Shares and/or Class A Shares. Upon purchase of any Preferred Shares or Class A Shares, the owner will receive only the customary confirmation. References in this Circular to a holder of Preferred Shares or Class A Shares means, unless the context otherwise requires, the owner of the beneficial interest in such shares.

Infrastructure Split or the Manager will not have any liability for (i) the records maintained by CDS or CDS Participants relating to the beneficial interests in the Preferred Shares and Class A Shares or the book-entry or book-based accounts maintained by CDS in respect thereof; (ii) maintaining, supervising or reviewing any records relating to such beneficial ownership interests; or (iii) any advice or representation made or given by CDS or CDS Participants, including with respect to the rules and regulations of CDS or any action taken by CDS, its participants or at the direction of those participants.

The ability of a beneficial owner of Preferred Shares and/or Class A Shares to pledge such shares or otherwise take action with respect to such owner's interest in such shares (other than through a CDS Participant) may be limited due to the lack of a physical certificate.

Infrastructure Split has the option to terminate registration of the Preferred Shares and Class A Shares through the book-entry-only or book-based systems in which case certificates in fully-registered form for the Preferred Shares and Class A Shares, as the case may be, will be issued to beneficial owners of such Preferred Shares and Class A Shares or to their nominees.

Purchase for Cancellation

Subject to applicable law, Infrastructure Split may at any time or times purchase Preferred Shares and Class A Shares for cancellation at prices per Unit not exceeding the NAV per Unit on the business day immediately prior to such purchase up to a maximum in any twelve month period of 10% of the outstanding public float of Preferred Shares and Class A Shares.

Shareholder Matters

Meetings of Shareholders

Except as required by law or set out below, holders of Preferred Shares and Class A Shares will not be entitled to receive notice of, to attend or to vote at any meeting of Shareholders of Infrastructure Split.

Matters Requiring Shareholder Approval

The following may only be undertaken with the approval of the holders of Preferred Shares and Class A Shares, each voting separately as a class, by an ordinary resolution, unless a greater majority is required by law, passed at a meeting called for the purpose of considering such ordinary resolution, provided that holders of Preferred Shares and Class A Shares holding at least 10% of the shares of the applicable class or classes outstanding on the record date of the meeting are present in person or by proxy:

- (a) a reorganization with, or transfer of assets to, another issuer, if
 - (i) Infrastructure Split ceases to continue after the reorganization or transfer of assets; and
 - (ii) the transaction results in Shareholders becoming securityholders in the other issuer; and
- (b) a reorganization with, or acquisition of assets of, another issuer, if
 - (i) Infrastructure Split continues after the reorganization or acquisition of assets;
 - (ii) the transaction results in the securityholders of the other issuer becoming Shareholders of Infrastructure Split; and
 - (iii) the transaction would be a significant change to Infrastructure Split; and
- (c) except as described herein, a change of the Manager to Infrastructure Split, other than a change resulting in an affiliate of the Manager assuming such position.

The following may only be undertaken with the approval of holders of Preferred Shares and Class A Shares, each voting separately as a class, pursuant to a resolution carried by not less than a two-thirds majority of the votes cast, provided that holders of Preferred Shares and Class A Shares holding at least 10% of the shares of the applicable class or classes outstanding on the record date of the meeting are present in person or by proxy:

- (a) a change in the investment objectives or investment restrictions of Infrastructure Split as described above, unless such changes are necessary to ensure compliance with applicable laws, regulations or other requirements imposed by applicable regulatory authorities from time to time; and

- (b) any amendment, modification or variation in the provisions or rights attaching to the Preferred Shares or Class A Shares.

Each Preferred Share and each Class A Share will have one vote at such a meeting.

The auditor of Infrastructure Split may be changed without the prior approval of the Shareholders of Infrastructure Split provided that the IRC approves the change and Shareholders are sent written notice at least 60 days before the effective date of the change.

Notwithstanding the foregoing, in certain circumstances, Infrastructure Split's reorganization with, or transfer of assets to, another mutual fund may be carried out without the prior approval of Shareholders provided that the IRC approves the transaction pursuant to NI 81-107, the reorganization or transfer complies with certain requirements of NI 81-102 and NI 81-107, as applicable, and Shareholders are sent written notice at least 60 days before the effective date of the change.

Reporting to Shareholders

Infrastructure Split will deliver to Shareholders annual and interim financial statements of Infrastructure Split as may be required by applicable law.

Potential Fund Mergers and Conversions

Subject to applicable law, which may require Shareholder or regulatory approval, the Manager may merge or otherwise combine or consolidate Infrastructure Split (a "**Future Merger**") with any one or more other funds managed by the Manager or an affiliate thereof (including a fund formed after the date of this Circular), provided that:

- (a) the funds to be merged have similar investment objectives as set forth in their respective governing instruments, as determined by the respective managers of such funds in their good faith;
- (b) the managers of the funds to be merged have determined that there is likely to be a reduction in the aggregate general and administrative expenses attributed to the combined fund as a result of the Future Merger as compared to those of the funds prior to the Future Merger;
- (c) the Future Merger of the funds is done on a relative NAV per unit basis; and
- (d) the Future Merger of the funds is capable of being accomplished on a tax-deferred "rollover" basis under the Tax Act for unitholders of each of the merging funds or otherwise without adverse income tax consequences to the securityholders of each of the merging funds.

Subject to applicable law, which may require Shareholder or regulatory approval, the Manager may, where it determines that to do so would be in the best interest of Shareholders, merge or convert Infrastructure Split into a non-redeemable investment fund or a listed exchange-traded mutual fund.

Interest of Manager and Others in Material Transactions

The Advisor and the Manager will receive the fees described under “*Fees and Expenses Before and After the Merger*” for their respective services to Infrastructure Split and will be reimbursed by Infrastructure Split for all reasonable expenses and liabilities incurred in connection with the operation and management of Infrastructure Split.

Proxy Voting Disclosure for Portfolio Securities Held

Infrastructure Split will adopt written policies on how its securities are voted. Generally, these policies prescribe that voting rights should be exercised with a view to the best interests of Infrastructure Split and its Shareholders. The Manager will implement such policies on behalf of Infrastructure Split. The following is a summary of such policies.

The proxy voting policies that have been developed by Infrastructure Split are general in nature and cannot contemplate all possible proposals with which Infrastructure Split may be presented. Infrastructure Split will exercise its voting rights in respect of securities of an issuer held by Infrastructure Split if more than 4% of Infrastructure Split’s net assets are invested in that issuer. Generally, Infrastructure Split does not intend to exercise its voting rights where 4% or less of its net assets are invested in an issuer although it may, in its sole discretion, decide to vote in such circumstances. When exercising voting rights, Infrastructure Split generally will vote with management of the issuer on matters that are routine in nature, and for non-routine matters will vote in a manner that, in its view, will maximize the value of Infrastructure Split’s investment in the issuer. In order to carry out the proxy voting policies, when Infrastructure Split will be voting it will review research on management performance, corporate governance and any other factors it considers relevant. Where appropriate in the circumstances, including with respect to any situations in which Infrastructure Split is in a conflict of interest position, Infrastructure Split will seek the advice of the IRC prior to casting its vote.

Infrastructure Split’s proxy voting record for the period from the date of the closing of the Preferred Share Offering to June 30, 2024 will be available at no cost to any Shareholder upon request at any time after August 31, 2024. The proxy voting records for Infrastructure Split also will be available at www.middlefield.com after August 31, 2024.

Material Contracts

The following contracts can reasonably be regarded as material to purchasers of Preferred Shares and Class A Shares:

- (a) Infrastructure Split’s articles of incorporation;
- (b) the management agreement to be entered into between Infrastructure Split and the Manager described under “*Organization and Management Details of Infrastructure Split – Details of the Management Agreement*”;
- (c) the Advisory Agreement described under “*Organization and Management Details of Infrastructure Split – Details of the Advisory Agreement*”; and

- (d) the Custodian Agreement described under “*Organization and Management Details of Infrastructure Split – Custodian*”.

Copies of the agreements referred to above after the execution thereof may be inspected during business hours at the principal office of Infrastructure Split.

Experts

The matters referred to under “*Certain Federal Income Tax Considerations*” and certain other legal matters relating to the securities offered hereby will be passed upon by Fasken Martineau DuMoulin LLP, on behalf of Infrastructure Split.

RISK FACTORS

General Risks Relating to an Investment in Infrastructure Split

General Risks of Investments

The value of the underlying securities of Infrastructure Split, whether held directly or indirectly, may fluctuate in accordance with changes in the financial condition of the issuers of those underlying securities, the condition of equity and currency markets generally and other factors.

The risks inherent in investments in equity or debt securities, whether held directly or indirectly, include the risk that the financial condition of the issuers of the securities may become impaired or that the general condition of the stock market may deteriorate. Equity and debt securities are susceptible to general stock market fluctuations and the financial condition of the issuer. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction and global or regional political, economic and banking crises.

No Assurances on Achieving Objectives

There is no assurance that Infrastructure Split will be able to achieve its objectives or will return to investors an amount equal to or in excess of the original issue price of the Class A Shares or the Preferred Shares. There is no assurance that Infrastructure Split will be able to pay quarterly distributions on the Preferred Shares or monthly distributions on the Class A Shares. The funds available for distributions to Shareholders will vary according to, among other things, the dividends and distributions paid on all of the securities in the Portfolio, the level of option premiums received and the value of the securities comprising the Portfolio. As the dividends and distributions received by Infrastructure Split may not be sufficient to meet Infrastructure Split’s objectives in respect of the payment of distributions, Infrastructure Split may depend on the receipt of option premiums and the realization of capital gains to meet those objectives. Although many investors and financial market professionals price options based on the Black-Scholes Model, in practice actual option premiums are determined in the marketplace and there is no assurance that the premiums predicted by such pricing model can be attained.

Leverage

Holders of the Class A Shares will be subject to a form of leverage such that any capital appreciation in Infrastructure Split's assets with the net proceeds from the issue of both the Preferred Shares and the Class A Shares after repaying the Preferred Shares and all accrued and unpaid interest thereon, any senior indebtedness and any other expenses and liabilities of Infrastructure Split will be for the benefit of the holders of the Class A Shares. In the event of a decrease in the value of Infrastructure Split's underlying investments, this leverage will work to the disadvantage of holders of the Class A Shares, with the result that any net capital loss incurred by Infrastructure Split on its investments will effectively first be for the account of the holders of the Class A Shares. Accordingly, any decrease in the value of Infrastructure Split's assets will result in a greater proportionate decrease in the value of the Class A Shares. If, at the Termination Date (as defined herein), the total assets of Infrastructure Split are less than or equal to the amount of the aggregate of all liabilities of Infrastructure Split (including senior indebtedness and the aggregate original subscription price of the Preferred Shares and all accrued and unpaid interest thereon), the Class A Shares will have no value. There is no assurance that there will be any capital appreciation on the Class A Shares.

Use of Options and Other Derivative Instruments

Infrastructure Split is subject to the full risk of its investment position in the securities comprising the Portfolio, including those securities that are subject to outstanding call options, should the market price of such securities decline. In addition, Infrastructure Split will not participate in any gain on the securities that are subject to outstanding call options above the strike price of the options.

There is no assurance that a liquid exchange or over-the-counter market will exist to permit Infrastructure Split to write covered call options or purchase cash covered put options on desired terms or to close out option positions should the Manager desire to do so. The ability of Infrastructure Split to close out its positions may also be affected by exchange imposed daily trading limits on options or the lack of a liquid over-the-counter market. If Infrastructure Split is unable to repurchase a call option which is in-the-money, it will be unable to realize its profits or limit its losses until such time as the option becomes exercisable or expires.

In writing call options or purchasing put options, Infrastructure Split is subject to the credit risk that its counterparty (whether a clearing corporation, in the case of exchange traded instruments, or other third party, in the case of over-the-counter instruments) may be unable to meet its obligations.

Sensitivity to Volatility Levels

Infrastructure Split may sell call options in respect of some or all of the securities held in the Portfolio. Such call options may be either exchange traded options or over-the-counter options. By selling call options, Infrastructure Split will receive option premiums. The amount of option premium depends upon, among other factors, the implied volatility of the price of the underlying security as, generally, the higher the implied volatility, the higher the option premium. The level of implied volatility is subject to market forces and is beyond the control of the Manager or Infrastructure Split.

Risks Related to Portfolio Securities

Fluctuations in Net Asset Value

The NAV per Class A Share and the funds available for distribution will vary according, among other things, to the value of the Portfolio securities acquired by Infrastructure Split and any dividends, distributions and net realized capital gains paid thereon. Fluctuations in the market values of the securities comprising the Portfolio and fluctuations in the NAV per Class A Share may occur for a number of reasons beyond the control of the Manager, the Advisor and Infrastructure Split including factors that affect capital markets generally such as general economic and political conditions and factors unique to each issuer included in the Portfolio, such as changes in management, changes in strategic direction, achievement of strategic goals, mergers, acquisitions and divestitures, changes in distribution policies, performance of competitors, access to key personnel, demand for specific products and services and other events that may affect the value of an issuer's securities. Some global economies have recently experienced a recession or diminished growth. No assurance can be given that such conditions will not continue or re-emerge, which may adversely affect the issuers in which Infrastructure Split from time to time may invest and the value of their securities included in the Portfolio.

Trading Price of Class A Shares

Class A Shares may trade in the market at a premium or discount to the NAV per Class A Share and there can be no assurance that Class A Shares will trade at a price equal to such amount. This risk is separate and distinct from the risk that the NAV per Class A Share may decrease, or possibly be zero.

In recognition of the possibility that the Class A Shares may trade at a discount, the terms and conditions attaching to the Class A Shares have been designed to attempt to reduce or eliminate a market value discount from the NAV per Class A Share by way of optional purchases of Class A Shares by Infrastructure Split. There can be no assurance that purchases of Class A Shares by Infrastructure Split will result in the Class A Shares trading at a price which is equal to the NAV per Class A Share. Infrastructure Split anticipates that the market price of the Class A Shares will in any event vary from the NAV per Class A Share. The market price of the Class A Shares will be determined by, among other things, the relative demand for and supply of Class A Shares in the market, the performance of Infrastructure Split's assets, the yield of the Class A Shares and investor perception of Infrastructure Split's overall attractiveness as an investment as compared with other investment alternatives.

Sensitivity to Interest Rates

As Infrastructure Split is obligated to pay distributions on the Preferred Shares at a fixed rate of 7.2% per annum, the market price of the Preferred Shares and the Class A Shares may be affected by the level of interest rates prevailing from time to time. In addition, any decrease in the NAV of Infrastructure Split resulting from an increase in interest rates may also negatively affect the market price of the Preferred Shares and/or Class A Shares. Shareholders who wish to retract or sell their Preferred Shares or the Class A Shares will, therefore, be exposed to the risk that the NAV or the market price of the Preferred Shares and Class A Shares will be negatively affected

by interest rate fluctuations. Increases in interest rates will also increase Infrastructure Split's costs of borrowing.

Risks Related to the Infrastructure Sector

Issuers operating in the infrastructure sector are subject to a variety of factors that may adversely affect their business or operations, including high interest costs in connection with capital construction programs, high leverage, costs associated with environmental and other regulations, the effects of economic slowdown and surplus capacity, increased competition from other providers of services, uncertainties concerning the availability of fuel at reasonable prices, the effects of energy conservation policies and other factors.

Additionally, there are substantial differences between regulatory practices and policies in various jurisdictions, and any given regulatory authority may take actions that affect the regulation of securities or assets in which Infrastructure Split invests, or the issuers of such securities, in ways that are unforeseeable. Issuers operating in the infrastructure sector may be subject to changes in government regulation of rates charged to customers, government budgetary constraints, the imposition of tariffs and tax laws, and other regulatory policies. Additional factors that may affect the operations of issuers operating in the infrastructure sector include innovations in technology that affect the way a company delivers a product or service, significant changes in the use of or demand for infrastructure assets, terrorist acts or political actions, and general changes in market sentiment towards infrastructure assets.

Risks Related to the Operation of Infrastructure Issuers

Infrastructure Issuers are subject to risks relating to the industries in which they operate, which include risks relating to the continuing development of the industries, risks relating to major construction projects, risks relating to regulation, and risks relating to natural disasters. With respect to the continuing development of the renewable energy industry, Infrastructure Issuers are subject to the risk that many of their projects are relatively new and as a result, assumptions and estimates regarding the performance of those projects will be made without the benefit of a meaningful operating history and any operating history that does exist may not be maintained in the future. With respect to construction projects, the projects undertaken by Infrastructure Issuers are generally capital intensive, require significant time to develop, are technically complex and physically large. As a result, Infrastructure Issuers are subject to risks relating to completion of the projects, cost overruns, the availability of financing for such projects, and the ability to complete projects in geographically challenging locations. With respect to regulation, the industries in which Infrastructure Issuers operate are heavily regulated. As a result, Infrastructure Issuers are subject to risks relating to compliance with comprehensive regulations in multiple jurisdictions, and the risk that laws and regulatory requirements can change in a manner adverse to the Infrastructure Issuers. With respect to natural disasters, Infrastructure Issuers are subject to the risk that natural disasters or other meteorological phenomena can cause damage to or require the shut down of projects or operations.

Risks Related to Investments in Geographic Regions Outside of Canada

The Portfolio may include the securities of issuers that are domiciled in or derive a significant portion of their revenue from geographic regions globally. Accordingly, the

performance of the Portfolio is expected to be closely tied to social, political and economic conditions within the geographic regions in which Infrastructure Split has invested.

Risks of Portfolio Concentration

The assets of Infrastructure Split will consist of securities of Infrastructure Issuers. Accordingly, Infrastructure Split's Portfolio will have relatively narrow diversification in that its investments will be limited only to certain industries. The securities of Infrastructure Issuers are likely to be adversely impacted by any downturns in the global or any local economy that impact the infrastructure sector in particular. Accordingly, this Portfolio concentration may have a negative impact on the value of the Units and the general risk of the Portfolio may be increased as a result of such sector concentration.

General Risks of Equity Investments

The value of equity securities in which Infrastructure Split may from time to time invest may fluctuate in accordance with changes in the financial condition of those equity security issuers, the condition of equity markets generally and other factors. The issuers and weighting of equity securities comprising the Portfolio also may change from time to time. Dividends and distributions on those equity securities generally will depend upon the declaration of dividends and distributions from the issuers but there can be no assurance that those issuers will pay distributions or dividends on their securities. The declaration of such dividends and distributions generally depends upon various factors, including the financial condition of the issuer and general economic conditions.

Infrastructure Split also will be subject to the risks inherent in investments in equity securities, including the risk that the financial condition of the issuers in which Infrastructure Split invests may become impaired or that the general condition of the stock markets may deteriorate. Equity securities are susceptible to general equity market fluctuations and to volatile increases and decreases in value as market confidence in, and perceptions of, the issuers change. These investor perceptions are based on various and unpredictable factors including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic and banking crises.

Certain of the issuers in which Infrastructure Split may from time to time invest may have limited operating histories. The value of the Portfolio will be influenced by factors that are not within the control of Infrastructure Split, which may include the financial performance of the respective issuers, interest rates, exchange rates and the hedging policies employed by such issuers. The performance of issuers in which Infrastructure Split may invest also may be affected by the performance of their competitors and demand for specific products and services, and may be adversely affected by a change in any of such conditions.

General Risk of Investing in Debt Instruments

Generally, debt instruments will decrease in value when interest rates rise and increase in value when interest rates decline. The NAV of Infrastructure Split will fluctuate with interest rate changes and the corresponding changes in the value of the securities in the Portfolio. The value of debt instruments is also affected by the risk of default in the payment of interest and principal and price changes due to such factors as general economic conditions and the issuer's creditworthiness.

Debt instruments may not pay interest or their issuers may default on their obligations to pay interest and/or principal amounts. Certain of the debt instruments that may be included in the Portfolio from time to time may be unsecured, which will increase the risk of loss in case of default or insolvency of the issuer. Global financial markets have experienced significant volatility in recent years that has generally contributed to a reduction in liquidity and the availability of credit, enhancing the likelihood of default by some issuers due to diminishing profitability or an inability to refinance existing debt.

Risks Related to the Structure of Infrastructure Split

Infrastructure Split intends to use distributions received on the securities in the Portfolio in the following priority: (i) to pay interest, if any, on the Loan Facility; (ii) to pay the expenses of Infrastructure Split; (iii) to fund fixed cumulative preferential quarterly cash distributions on the Preferred Shares; and (iv) to fund non-cumulative monthly cash distributions on the Class A Shares. There can be no assurance that the distributions received by Infrastructure Split on the securities in the Portfolio will exceed or equal the amount of distributions to be paid on the Preferred Shares and the Class A Shares and the expenses of Infrastructure Split.

In addition to quarterly distributions on the Preferred Shares, the Repayment Price of the Preferred Shares must be repaid on the Maturity Date. The amount to be repaid only depends on the aggregate original subscription price of the Preferred Shares then outstanding, together with any accrued and unpaid distributions thereon. A reduction in the total assets of Infrastructure Split does not change the amount that must be paid on account of the Preferred Shares. Due to this required repayment of the Preferred Shares, decreases in the total assets of Infrastructure Split will cause the value of a Class A Share to decrease to a proportionately greater extent, as compared to the situation where Infrastructure Split did not issue Preferred Shares. There can be no assurance that the total assets of Infrastructure Split will not decrease.

There is a risk that the Preferred Shares may be repaid by Infrastructure Split prior to the Maturity Date and in such event, the total return to a Shareholder would be less than the total return if Preferred Shares were held until the Maturity Date.

Status of Preferred Shares

The Preferred Shares will be subordinate to all indebtedness, including any indebtedness under the Loan Facility and to trade creditors of Infrastructure Split.

Change or Withdrawal of Rating on the Preferred Shares

There can be no assurance that the provisional rating on the Preferred Shares of Pfd-3 (high) by DBRS Limited will remain in effect or not be revised. If such rating is withdrawn or revised, there may be an adverse effect on the market price of the Preferred Shares.

No Ownership Interest

An investment in Preferred Shares or Class A Shares does not constitute an investment by Shareholders in the securities comprising the Portfolio. Holders of Preferred Shares and Class A Shares will not own the securities held by Infrastructure Split and accordingly will have no voting

rights in respect thereof. From time to time, the Board of Directors will determine whether and how to vote the securities in accordance with the policies described under “*Proxy Voting Disclosure for Portfolio Securities Held*”.

Marketability and Operating History

Infrastructure Split is a newly organized mutual fund corporation with no previous operating history. There is currently no public market for the Preferred Shares or Class A Shares and there can be no assurance that an active public market will develop or be sustained.

Foreign Currency Exposure

The Portfolio may include securities denominated and paying distributions in foreign currencies, including the U.S. dollar. As the NAV will be calculated in Canadian dollars, to the extent Infrastructure Split’s exposure to foreign currencies has not been hedged back to the Canadian dollar, the NAV will be affected by changes in the value of those foreign currencies against the Canadian dollar. While Infrastructure Split initially intends to hedge its exposure to foreign currencies back to the Canadian dollar, it may not be fully hedged at all times. Distributions received on Portfolio securities will not be hedged and any hedging strategy of Infrastructure Split may not be successful. Accordingly, no assurance can be given that Infrastructure Split will not be adversely impacted by changes in foreign exchange rates or other factors.

Use of Leverage by Infrastructure Split

The use of leverage may result in capital losses or a decrease in distributions to Shareholders. If the value of the securities decreases such that the amount borrowed under the Loan Facility exceeds 5% of the value of Infrastructure Split’s assets, Infrastructure Split may be required to sell securities in the Portfolio in order to comply with such restriction. Such sales may be required to be done at prices which may adversely affect the value of the Portfolio and the return to Infrastructure Split. The interest expense and banking fees incurred in respect of the Loan Facility will decrease the value of the total assets of Infrastructure Split, thereby reducing the amounts available to pay distributions on the Preferred Shares and the Class A Shares. In addition, Infrastructure Split may not be able to renew the Loan Facility on acceptable terms. There can be no assurance that the borrowing strategy employed by Infrastructure Split will assist Infrastructure Split in achieving its objectives.

Loss of Investment

An investment in the Preferred Shares and/or Class A Shares is appropriate only for investors who have the capacity to absorb a loss of some or all of their investment therein. An investment in Preferred Shares and/or Class A Shares is appropriate only for an investor that can withstand distributions not being made on the Preferred Shares and/or Class A Shares, as applicable, for any period of time, and that can withstand a total loss of his, her or its investment.

Status of Infrastructure Split

While Infrastructure Split is technically considered to be a mutual fund corporation under the securities legislation of the provinces and territories of Canada, Infrastructure Split is not a

conventional mutual fund. Infrastructure Split differs from conventional mutual funds in a number of respects, most notably as follows (i) while the Preferred Shares and Class A Shares of Infrastructure Split may be surrendered at any time for redemption, the redemption price is payable monthly whereas the securities of most conventional mutual funds are redeemable daily; (ii) the Preferred Shares and Class A Shares of Infrastructure Split are to have a stock exchange listing whereas the securities of most conventional mutual funds do not; and (iii) unlike most conventional mutual funds, the Preferred Shares and Class A Shares will not be offered on a continuous basis.

Infrastructure Split is not a trust company and is not registered under legislation of any jurisdiction governing trust companies as it does not carry on, nor does it intend to carry on, the business of a trust company. The Preferred Shares and Class A Shares are not “deposits” within the meaning of the *Canada Deposit Insurance Corporation Act* (Canada) and are not insured under the provisions of that Act or any other legislation. Recourse under the Preferred Shares is limited to the assets of Infrastructure Split.

Securities Lending

Infrastructure Split may engage in securities lending if permitted by applicable law. Although Infrastructure Split will receive collateral for the loans, and such collateral is marked to market, Infrastructure Split will be exposed to the risk of loss should the borrower default on its obligation to return the borrowed securities and should the collateral be insufficient to reconstitute the securities. In addition, Infrastructure Split will bear the risk of loss of any investment of cash collateral.

No Guaranteed Returns

There is no guarantee that an investment in Infrastructure Split will earn any positive returns in the short or long term or at all.

Risks Related to Retractions

If a substantial number of Shareholders exercise their retraction rights, the number of Preferred Shares and Class A Shares outstanding and the NAV of Infrastructure Split could be significantly reduced. If a substantial number of Preferred Shares and Class A Shares are retracted, this could decrease the liquidity of the Preferred Shares and Class A Shares in the market and increase the management expense ratio of Infrastructure Split. In any such circumstance, the Manager may determine it appropriate to: (i) subject to applicable laws, suspend retractions of Preferred Shares and/or Class A Shares (as described under “*Redemptions and Retractions – Suspension of Redemptions and Retractions*”); or (ii) recommend that the Board of Directors terminate Infrastructure Split without the approval of the Shareholders if, in the opinion of the Manager, it is no longer economically feasible to continue Infrastructure Split or the Manager determines that it would be in the best interests of Shareholders to terminate Infrastructure Split.

Retraction costs will be paid by the retracting Shareholder. The amount of any such retraction costs will depend on the circumstances at the time of the retraction, including the NAV of Infrastructure Split, the number of Preferred Shares and/or Class A Shares surrendered for retraction, the available cash of Infrastructure Split, the interest rate under the Loan Facility, the current market price of the securities of each issuer included in the Portfolio at the time of the

retraction, and the brokerage fees, commissions and other transaction costs as described under “*Redemptions and Retractions*”. As a result of the foregoing variables, the amount of retraction costs payable by a Shareholder upon the retraction of Preferred Shares or Class A Shares may vary from time to time.

Non-concurrent Retraction

Holders of Preferred Shares and Class A Shares will be offered a non-concurrent retraction right on the Maturity Date and upon any subsequent extension of the maturity date as determined by the Board of Directors. To the extent that there are unmatched numbers of Preferred Shares and Class A Shares tendered for retraction, the Preferred Shares or Class A Shares, as the case may be, may be called by Infrastructure Split for redemption on a pro rata basis in order to maintain the same number of Preferred Shares and Class A Shares outstanding. The number of retractions by holders of Class A Shares and Preferred Shares may be influenced by the performance of Infrastructure Split, the management expense ratio, and the trading discount to NAV of the Class A Shares or the Preferred Shares, as applicable, among other things.

Conflicts of Interest

The services to be provided or caused to be provided by the Manager under the management agreement, to be entered into with the Manager, and by the Advisor under the advisory agreement, to be entered into with the Advisor, are not exclusive to Infrastructure Split. Neither the Manager nor the Advisor is prevented from offering its services to other funds, some of which may invest primarily in the same securities as Infrastructure Split from time to time invests and which may be considered competitors of Infrastructure Split.

In addition, the directors and officers of Infrastructure Split, the Manager and the Advisor or their respective affiliates may be directors, officers, shareholders or unitholders of one or more issuers in which Infrastructure Split may invest from time to time or corporations which act as the manager of other funds that invest primarily in the same securities as Infrastructure Split and as a result, which may be considered competitors of Infrastructure Split. The Manager or its affiliates may be managers or portfolio managers of one or more issuers in which Infrastructure Split may acquire securities.

Taxation

If Infrastructure Split ceases to qualify as a “mutual fund corporation” under the Tax Act, the income tax considerations described under the heading “Certain Federal Income Tax Considerations” would be materially and adversely different in certain respects. There can be no assurance that Canadian federal income tax laws and the administrative policies and assessing practices of the Canada Revenue Agency (the “CRA”) respecting the treatment of mutual fund corporations will not be changed in a manner which adversely affects the Shareholders.

In determining its income for tax purposes, Infrastructure Split will treat gains and losses on dispositions of Portfolio Securities as capital gains and losses. Infrastructure Split will treat Option Premiums received on the writing of covered call options and any gains and losses sustained on closing out options as capital gains and losses in accordance with the CRA’s published administrative policies. In addition, gains or losses in respect of foreign currency hedges

entered into in respect of amounts invested in Portfolio Securities should constitute capital gains and capital losses to Infrastructure Split if the Portfolio Securities are capital property to Infrastructure Split and there is sufficient linkage, subject to the DFA Rules discussed below. The CRA's practice is not to grant an advance income tax ruling on the characterization of items as capital gains or income and no advance ruling has been requested or obtained. If some or all of the transactions undertaken by Infrastructure Split were treated on income rather than capital account (whether because of the DFA Rules discussed below or otherwise), after-tax returns to Shareholders could be reduced, Infrastructure Split may be subject to non-refundable income tax in respect of income from such transactions, and Infrastructure Split may be subject to penalty taxes in respect of excessive Capital Gains Dividend elections.

The Tax Act contains rules (the "**DFA Rules**") that target financial arrangements (referred to as "derivative forward agreements") that seek to deliver a return based on an "underlying interest" (other than certain excluded underlying interests). The DFA Rules are broad in scope and could apply to other agreements or transactions (including certain options and currency forwards (subject to the proposed amendments to the Tax Act discussed in the preceding paragraph)). If the DFA Rules were to apply in respect of derivatives utilized by Infrastructure Split, gains realized in respect of the property underlying such derivatives could be treated as ordinary income rather than capital gains. Provided a covered call option is written by Infrastructure Split in the manner described in "Investment Strategies –Call Option Writing", the writing of such call option will not generally be subject to the DFA Rules.

On November 3, 2022, the Canadian Minister of Finance released revised proposals to amend the Tax Act (the "**EIFEL Proposals**"), contained most recently in Bill C 59, that are intended, where applicable, to limit the deductibility of interest and other financing-related expenses by an entity to the extent that such expenses, net of interest and other financing-related income, exceed a fixed ratio of the entity's tax EBITDA. The EIFEL Proposals are proposed to be effective for taxation years beginning on or after October 1, 2023, and Infrastructure Split will monitor the progress of the EIFEL Proposals and any potential impact they may have.

Infrastructure Split will invest in foreign securities. Many foreign countries preserve their right under domestic tax laws and applicable tax conventions with respect to taxes on income and on capital to impose tax on dividends and other amounts paid or credited to persons who are not resident in such countries. For example, investments in U.S. securities may subject Infrastructure Split to U.S. taxes on dividends paid or credited to Infrastructure Split. Any foreign taxes incurred by Infrastructure Split will generally reduce the value of Infrastructure Split and amounts available for distribution to Shareholders.

Changes in Legislation

There can be no assurance that income tax laws and government incentive programs relevant to Infrastructure Split and its investments will not be changed in a manner which adversely affects the distributions received by Infrastructure Split or by the Shareholders.

Cybersecurity Risk

The information and technology systems of the Manager and/or its affiliates, the key service providers of Infrastructure Split (including the custodian, transfer agent and registrar and

valuation services provider) and the issuers of securities in which Infrastructure Split invests may be vulnerable to cybersecurity risks from a cybersecurity incident such as potential damage or interruption from computer viruses, network failures, computer and telecommunications failures, infiltration by unauthorized persons (e.g., through hacking or malicious software) and general security breaches. A cybersecurity incident is an adverse intentional or unintentional action or event that threatens the integrity, confidentiality or availability of Infrastructure Split's information resources.

A cybersecurity incident may disrupt business operations or result in the theft of confidential or sensitive information, including personal information, or may cause system failures, disrupt business operations or require the Manager and/or its affiliates or a service provider to make a significant investment to fix, replace or remedy the effects of such incident. Furthermore, a cybersecurity incident could cause disruptions and negatively impact Infrastructure Split's business operations, potentially resulting in financial losses to Infrastructure Split and its Shareholders. There is no guarantee that Infrastructure Split or the Manager and/or its affiliates will not suffer material losses as a result of cybersecurity incidents. If they occur, such losses could materially adversely impact Infrastructure Split's Net Asset Value.

Additional Risks Relating to an Investment in the Fund

Risks Related to the Operation of Clean Power Issuers

Clean Power Issuers are subject to risks relating to the industries in which they operate, which include risks relating to the continuing development of the industries, risks relating to major construction projects, risks relating to regulation, and risks relating to natural disasters. With respect to the continuing development of the renewable energy industry, Clean Power Issuers are subject to the risk that many of their projects are relatively new and as a result, assumptions and estimates regarding the performance of those projects will be made without the benefit of a meaningful operating history and any operating history that does exist may not be maintained in the future. With respect to construction projects, the projects undertaken by Clean Power Issuers are generally capital intensive, require significant time to develop, are technically complex and physically large. As a result Clean Power Issuers are subject to risks relating to completion of the projects, cost overruns, the availability of financing for such projects, and the ability to complete projects in geographically challenging locations. With respect to regulation, the industries in which Clean Power Issuers operate are heavily regulated. As a result, Clean Power Issuers are subject to risks relating to compliance with comprehensive regulations in multiple jurisdictions, and the risk that laws and regulatory requirements can change in a manner adverse to the Clean Power Issuers. With respect to natural disasters, Clean Power Issuers are subject to the risk that natural disasters or other meteorological phenomena can cause damage to or require the shut down of projects or operations.

Risks Related to Development of the Clean Power Industry

Clean Power Issuers operate in new and rapidly evolving industries and accordingly are subject to risks relating to the development of those industries generally, and the technology underlying those industries. Accordingly, the business and future prospects of such issuers may be difficult to evaluate. The Advisor cannot accurately predict the extent to which demand for products and services developed by Clean Power Issuers will develop and/or increase, if at all. The

success of such issuers also will depend on traditional business factors such as the ability to develop or market new products and the ability to properly execute corporate strategies. In addition, the regulation of issuers using such technologies or operating in such markets may undergo substantial change and the ultimate regulatory treatment of such technologies and markets is uncertain, which could affect the viability and expansion of such technologies and markets. In addition, because such technologies and markets may operate across many national boundaries, it is possible that they will be subject to widespread and inconsistent regulation. Any adverse developments that affect any of such technologies or markets could impact issuers in which the Fund may from time to time have invested, thereby negatively impacting the value of the Fund's investments in such issuers and/or the ability of such issuers to pay dividends or distributions.

Certain Federal Income Tax Considerations

Shareholders should refer to the disclosure under the heading titled "*Certain Federal Income Tax Considerations*" in the Preliminary Prospectus for a summary of the principal Canadian federal income tax considerations generally relevant to investors that hold shares of Infrastructure Split.

For a description of the Canadian federal income tax considerations generally relevant to an investor in respect of the Merger, please refer to the section below titled "*Tax Considerations Regarding the Merger*".

Eligibility for Investment

Provided that Infrastructure Split qualifies as a "mutual fund corporation" for the purposes of the Tax Act, or the Preferred Shares or Class A Shares are listed on a "designated stock exchange" (which currently includes the TSX) within the meaning of the Tax Act, such shares would be qualified investments under the Tax Act for trusts governed by first home savings accounts ("FHSAs"), registered retirement savings plans ("RRSPs"), registered retirement income funds ("RRIFs"), deferred profit sharing plans, registered disability savings plan ("RDSPs"), registered education savings plans ("RESPs"), and tax free savings accounts ("TFSAs") (collectively "**Registered Plans**").

Notwithstanding that the Preferred Shares or the Class A Shares may be qualified investments for a trust governed by an FHSA, TFSA, RRSP, RDSP, RESP or RRIF, the holder of an FHSA, TFSA or RDSP, the subscriber of a RESP or the annuitant of a RRSP or RRIF (a "controlling individual") will be subject to a penalty tax in respect of the Preferred Shares or the Class A Shares, as the case may be, held in the FHSA, TFSA, RESP, RDSP, RRSP or RRIF, as the case may be, if such shares are a "prohibited investment" within the meaning of the prohibited investment rules in the Tax Act. The Preferred Shares or the Class A Shares will not be a "prohibited investment" under the Tax Act for an FHSA, TFSA, RESP, RDSP, RRSP or RRIF provided the controlling individual of the applicable Registered Plan deals at arm's length with Infrastructure Split and does not have a "significant interest" (within the meaning of the prohibited investment rules in the Tax Act) in Infrastructure Split. Controlling individuals of a FHSA, TFSA, RDSP, RESP, RRSP or RRIF should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

CONDITIONS TO IMPLEMENTING THE MERGER

The Merger will not be implemented unless the Ordinary Resolution is approved by Unitholders in person or represented by proxy at the Meeting, or any adjournment(s) or postponement(s) thereof, and all required securities regulatory and stock exchange approvals are obtained, if required. In order to become effective, the Ordinary Resolution must be approved by a majority of Unitholders present in person or represented by proxy at the Meeting or any adjournment(s) or postponement(s) thereof.

There can be no assurance that the conditions precedent to implementing the Merger will be satisfied on a timely basis, if at all. If the requisite Unitholder approval for the Merger is not obtained or if any other required securities regulatory or stock exchange approval is not obtained, the Merger will not be implemented.

The Units are listed and posted for trading on the TSX. The Manager has made an application to the TSX seeking approval for the listing of the Class A Shares and Preferred Shares of Infrastructure Split and for the delisting of the Units of the Fund following completion of the Merger. Listing of the Class A Shares and Preferred Shares will be subject to Infrastructure Split fulfilling all the listing requirements of the TSX.

Should the Merger not be approved by the requisite number of Unitholders of the Fund, the Fund will continue to operate as it currently does.

TERMINATION OF THE MERGER

The Merger may, at any time before or after the holding of the Meeting, but no later than the Effective Date, be terminated by the Board without further notice to, or action on the part of, Unitholders if the Board determines in its sole judgment that it would be inadvisable for the Fund to proceed with the Merger.

EXPENSES OF THE MERGER

All costs incurred in connection with the Merger will be borne solely by the Manager.

INTERESTS OF MANAGEMENT AND OTHERS IN THE MERGER

Other than as described herein, none of the Manager, any director or officer of the Manager, or any associate or affiliate of the Manager has any material interest, directly or indirectly, in the matters to be voted on in the Circular.

MANAGEMENT CONTRACTS

The Manager is responsible for managing the business and administration of the Fund pursuant to the terms of the management agreement entered into between the Fund and the Manager (the “**Management Agreement**”).

Pursuant to the Management Agreement, the Manager will continue as manager of the Fund until the termination of the Fund unless the Manager resigns or is removed. The Manager receives a management fee for its services which is payable by the Fund and also is reimbursed

for all reasonable costs and expenses incurred on behalf of the Fund. The Manager is entitled to a management fee at an annual rate of 1.25% of the NAV, plus applicable taxes, provided that the management fee payable to the Manager shall not be paid in respect of the NAV attributable to any assets of the Fund invested in the securities of any investment funds (including mutual funds) managed by the Manager or an affiliate of the Manager. The management fee payable to the Manager is calculated and payable monthly based on the average NAV for that month. The management fee is paid in cash. During 2023, the Fund paid to the Manager \$1,800,000 in satisfaction of the annual management fee.

The Manager may resign in respect of the Fund in the event the Fund is in breach or default of the provisions thereof and, if capable of being cured, such breach or default has not been cured within 30 days' notice of such breach or default to the Fund. The Manager may not be removed by the Fund other than by an extraordinary resolution of the Unitholders. In the event that the Manager is in material breach or default of the provisions of the Management Agreement and, if capable of being cured, such breach or default has not been cured within 30 days' notice to the Manager of such breach or default, the trustee shall give notice to the Unitholders and the Unitholders may direct the trustee to remove the Manager of the Fund and appoint a successor manager. The Manager will be deemed to have resigned as manager of the Fund if the Manager (a) becomes bankrupt or insolvent or makes a general assignment for the benefit of its creditors or a receiver is appointed in respect of the Manager or a substantial portion of its assets, (b) ceases to be a resident in Canada for the purposes of the Tax Act, or (c) no longer holds the licenses, registrations or other authorizations necessary to carry out its obligations under the Management Agreement and is unable to obtain them within a reasonable period after their loss.

VOTING SECURITIES AND PRINCIPAL HOLDERS

As of March 31, 2024, there were 11,154,544 Units issued and outstanding.

As at March 31, 2024, to the knowledge of the Manager, no person owned of record more than 10% of the outstanding Units of the Fund other than CDS & Co., the nominee of CDS, which holds all of the Units of the Fund as registered owner for various brokers and other persons on behalf of their clients and others. The names of the beneficial owners of such Units of the Fund are not known to the Manager.

AUDITORS, REGISTRAR AND TRANSFER AGENT AND CUSTODIAN

The auditor of the Fund is Deloitte LLP, Chartered Professional Accountants, Licenced Public Accountants, located in Toronto, Ontario.

TSX Trust Company is the registrar and transfer agent for the Fund at its principal office in Toronto, Ontario.

RBC Investor Services Trust, located in Toronto, Ontario, serves as custodian of the Fund.

TAX CONSIDERATIONS REGARDING THE MERGER

The Merger of the Fund into Infrastructure Split is not a "qualifying exchange" within the meaning of section 132.2 of the Tax Act or a tax-deferred transaction under subsection 85(1),

85.1(1), 86(1) or 87(1) of the Tax Act. As such, the Merger will be considered a taxable event for Unitholders that may result in capital losses or gains becoming realized. Under current rules in the Tax Act, it is not possible for merger of a trust into a corporation to occur as either a “qualifying exchange” or otherwise on a completely tax-deferred basis. However, as discussed below, no material adverse income tax consequences are expected to apply to the Fund or its unitholders. In addition, the Class A Shares and Preferred Shares of Infrastructure Split are expected to be qualified investments under the Tax Act for Registered Plans as long as Infrastructure Split continues to qualify as a “mutual fund corporation” under the Tax Act or if such shares are listed on a designated stock exchange, such as the TSX.

The Fund expects that it will have sufficient loss carryforwards to offset any net capital gains realized on the transfer of its assets to Infrastructure Split. It is anticipated that unutilized non-capital losses and capital losses of the Fund will expire as a result of the Merger.

Immediately prior to the time of transfer of the Fund’s assets to Infrastructure Split, the Fund will distribute a sufficient amount of its net income (including net realized capital gains), if any, to Unitholders to ensure that it will not be subject to tax in respect of its final taxation year. Unitholders will receive a statement for income tax purposes identifying the Unitholder’s share of the Fund’s income. Generally the income distributed to the Unitholder must be included in the Unitholder’s income for the taxation year of the Unitholder in which the distribution is made. If units are held in a Registered Plan, distributions will generally be exempt from tax until withdrawn from the Registered Plan, other than withdrawals from a TFSA or qualifying withdrawals from an FHSA. Based on current information available to the Manager, no distribution of income or capital gains is expected to occur in respect of the Fund’s final taxation year.

The distribution of shares of Infrastructure Split by the Fund upon the redemption of all of the Fund’s outstanding units will not result in any further capital gain or loss for the Fund. Each Unitholder will realize a capital gain (or capital loss) to the extent that the fair market value of the shares of Infrastructure Split received on the redemption exceeds (or is exceeded by) the adjusted cost base for his or her Units. Based on current available information, the Manager anticipates upon the Merger most Unitholders are expected to incur accrued losses on their Units. The adjusted cost base to such Shareholders of their shares in Infrastructure Split will be the fair market value of those shares on the date of the Merger, subject to adjusted cost base averaging rules that will apply if the Shareholder otherwise holds shares of Infrastructure Split.

Unitholders should be aware that if the Merger is approved, they will be exchanging units of a mutual fund trust for shares of a mutual fund corporation. A mutual fund corporation, unlike a mutual fund trust, cannot eliminate its liability to pay tax on certain types of investment income (such as interest and foreign source dividends) by making such income payable to its shareholders. Accordingly, such income when earned through Infrastructure Split will be subject to a higher level of taxation than if it had been earned through the Fund. However, the Manager does not currently expect any significant tax liability of Infrastructure Split in respect of such income.

See section titled “*Rationale and Benefits of the Proposed Merger*”.

DOCUMENTS INCORPORATED BY REFERENCE AND FINANCIAL STATEMENTS

Information in respect of the Fund has been incorporated by reference in this Circular from documents filed with the Canadian securities regulators. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Manager at its head office located at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8. In addition, copies of the documents incorporated herein by reference may be obtained electronically on the SEDAR+ website at www.sedarplus.com.

The following documents of the Fund, filed with the Canadian securities regulators, are specifically incorporated by reference into and form an integral part of this Circular:

- (a) the annual financial statements of the Fund prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board dated March 22, 2024, together with the accompanying report of the auditor, for the fiscal year ended December 31, 2023;
- (b) the management report of fund performance of the Fund dated March 22, 2024 for the fiscal year ended December 31, 2023; and
- (c) the section titled “*Certain Federal Income Tax Considerations*” of the Infrastructure Split preliminary long form prospectus dated March 22, 2024 (the “**Preliminary Prospectus**”).

The audited opening statement of financial position of Infrastructure Split dated April 1, 2024, together with the accompanying report of the auditor as at April 1, 2024 is set out as Appendix B to this Circular.

Any documents of the type described in Section 11.1 of Form 44-101F1 filed by the Fund with the Canadian securities regulators subsequent to the date of this Circular and prior to the Meeting shall be deemed to be incorporated by reference in this Circular.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Circular to the extent that a statement contained herein or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Circular.

GENERAL PROXY INFORMATION

Circular

This Circular is furnished to Unitholders in connection with the solicitation of proxies by the Manager to be used at the Meeting or at any adjournment(s) or postponement(s) thereof. The Meeting will be held on May 1, 2024 at 10:00 a.m. (Toronto time) at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8 for the purposes set forth in the Notice of Special Meeting of Unitholders (the “**Notice**”) to consider the Ordinary Resolution accompanying this Circular. Solicitation of proxies will be primarily by mail, and may be supplemented by telephone or other personal contact by representatives or agents of the Manager without additional compensation.

If you have any questions about or require assistance completing the form of proxy, please contact Nancy Tham at Middlefield: (416) 847-5349.

Voting Instructions for Non-Registered Holders

The information set forth in this section is of significant importance to non-registered beneficial holders of Units of the Fund (“**Beneficial Holders**”). All of the Units are held in the book based system in the name of CDS & Co., the nominee of CDS, and not in the name of Beneficial Holders. Beneficial Holders should note that only proxies deposited by Unitholders whose names appear on the records of the Fund as the registered holders of Units can be recognized and acted upon at the Meeting. Units held by brokers, dealers or their nominees through CDS & Co. can only be voted upon the instructions of the Beneficial Holder. Without specific instructions, CDS & Co. and brokers, dealers and their nominees are prohibited from voting Units of the Fund for their clients. The Fund does not know for whose benefit the Units of the Fund registered in the name of CDS & Co. are held. Therefore, Beneficial Holders cannot be recognized at the Meeting for purposes of voting their Units in person or by way of proxy unless they comply with the procedure described below.

Applicable regulatory policy requires brokers, dealers and other intermediaries to seek voting instructions from Beneficial Holders in advance of the Meeting. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Holders in order to ensure that their Units are voted at the Meeting. Often, the form of proxy supplied to a Beneficial Holder by its intermediary is identical to that provided to registered Unitholders. However, its purpose is limited to instructing the registered Unitholders how to vote on behalf of the Beneficial Holders. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically prepares a voting instruction form that it mails to the Beneficial Holders and asks Beneficial Holders to complete and return directly to Broadridge. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Units to be represented at the Meeting. **A Beneficial Holder receiving a voting instruction form cannot use that form to vote Units directly at the Meeting. Rather, the voting instruction form must be returned to Broadridge well in advance of the Meeting to have the Units voted.**

If you are a Beneficial Holder and wish to vote in person at the Meeting or any adjournment(s) or postponement(s) thereof, please contact your broker, dealer or other intermediary well in advance of the Meeting to determine how you can do so. Voting instruction forms sent by Broadridge may be completed by telephone, mail or through the internet at www.proxyvote.com.

If you are a Unitholder and wish to vote in favour of the Merger, you should submit a form of proxy voting in favour of the Merger well in advance of the 10:00 a.m. (Toronto time) deadline on April 29, 2024 for the deposit of proxies. Voting instruction forms may have an earlier deadline and, as such, you should contact your broker or other intermediary through which your Units are held who may have earlier deadlines. Unitholders are invited to attend the Meeting.

Proxy Information, Record Date, Voting Rights and Quorum

Unitholders who are unable to be present at the Meeting may still vote through the use of proxies. If you are such a Unitholder, you should complete, execute and return the enclosed proxy form. Even if you currently plan to participate in the Meeting, you should consider voting your Units by proxy in advance so that your vote will be counted if you later decide not to attend the Meeting or in the event that you are unable to access the Meeting for any reason.

Proxy Vote Options

1. **Vote by Internet:** To vote by Internet, visit www.proxyvote.com to access the website. You will need your 16-digit control number located on your proxy form. Vote cut-off is 10:00 a.m. (Toronto time) on April 29, 2024.
2. **Vote by Mail:** Return the completed, signed and dated proxy form to Broadridge Investor Communication Solutions, Inc. (“**Broadridge**”) at PO Box 3700, Stn Industrial Park, Markham, Ontario, L3R 9Z9, Attention: Data Processing Centre at any time up to 10:00 a.m. (Toronto time) on April 29, 2024 or by the time that is 48 hours prior to any adjournment(s) or postponement(s) of the Meeting.
3. **Vote by Telephone:** You may enter your vote instruction by telephone at 1-800-474-7493 (English) or 1-800-474-7501 (French). You will need your 16-digit control number located on the proxy form. Vote cut-off is 10:00 a.m. (Toronto time) on April 29, 2024.

Only Unitholders of record at the close of business on April 1, 2024 will be entitled to receive notice of the Meeting and to vote in respect of the matters to be voted at the Meeting or any adjournment(s) or postponement(s) thereof.

With respect to each matter properly put before the Meeting, a Unitholder shall be entitled to one vote for each Unit held by such Unitholder. In order to become effective, an Ordinary Resolution must be approved by a majority of the Unitholders present in person or represented by proxy at the Meeting or any adjournment(s) or postponement(s) thereof.

Pursuant to the Fund’s declaration of trust, a quorum at the Meeting will consist of two Unitholders of the Fund present in person or represented by proxy holding not less than 5% of the outstanding Units of the Fund. If the quorum requirement in respect of the Fund is not satisfied

within one-half hour of the scheduled time for the Meeting, then the Meeting will be adjourned by the Chair. If adjourned, the Meeting will be held at 10:00 a.m. (Toronto time) on May 15, 2024. At the adjourned Meeting, the business of the Meeting will be transacted by those Unitholders present in person or represented by proxy.

Appointment of Proxy Holders

Unitholders who are unable to be present at the Meeting or any adjournment(s) or postponement(s) thereof may still vote through the use of proxies. If you are a Unitholder, you should complete, execute and return the enclosed proxy form well in advance of the 10:00 a.m. (Toronto time) deadline on April 29, 2024 for the deposit of proxies. By completing and returning the enclosed proxy form, you can participate in the Meeting through the person or persons named on the form. Please indicate the way you wish to vote and your vote will be cast accordingly. **If you do not indicate a preference, the Units represented by the enclosed proxy form, if the same is executed in favour of the Manager's appointees named in the proxy form and deposited as provided in the Notice, will be voted FOR the Ordinary Resolution.**

Discretionary Authority of Proxies

The proxy form confers discretionary authority upon the Manager's appointees named therein with respect to such matters, including without limitation, amendment or variation to the Ordinary Resolution, as though not specifically set forth in the Notice, may properly come before the Meeting or any adjournment(s) or postponement(s) thereof. Management of the Manager does not know of any such matter that may be presented for consideration at the Meeting. However, if such a matter is presented, the proxy will be voted on the matter in accordance with the best judgment of the Manager's appointees named in the proxy form.

On any ballot that may be called for at the Meeting, the Units in respect of which the Manager's appointees named in the accompanying proxy form have been appointed to act will be voted in accordance with the specification of the Unitholder signing the proxy form. **If no specification is made, the Units will be voted FOR the Ordinary Resolution and in accordance with the best judgment of the Manager's appointees named in the proxy form with respect to any other matters that may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.**

Alternate Proxy

A Unitholder has the right to appoint a person or company to represent them at the Meeting other than the management appointees designated on the accompanying proxy form (an "Appointee") by either: (a) visiting www.proxyvote.com or (b) inserting the name of the person he or she wishes to act as proxy and creating an Appointee Identification Number in the blank space provided in the proxy form. A person acting as proxy need not be a Unitholder.

You are encouraged to designate your Appointee online as this will reduce the risk of any mail disruptions in the current environment and will allow you to share the Appointee Information you have created with any other person you have appointed to represent you at the Meeting more easily. If you do not designate the Appointee Information when completing

your proxy form or if you do not provide the exact Appointee Identification Number and Appointee Name to any other person (other than the named proxyholders) who has been appointed to access and vote at the Meeting on your behalf, that other person will not be able to access the Meeting and vote on your behalf.

You MUST provide your Appointee the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER to access the Meeting. Appointees can only be validated at the Meeting using the EXACT NAME and EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER you enter.

IF YOU DO NOT CREATE AN EIGHT CHARACTER APPOINTEE IDENTIFICATION NUMBER, YOUR APPOINTEE WILL NOT BE ABLE TO ACCESS THE MEETING.

Revocation of Proxies

If the accompanying form of proxy is executed and returned, the proxy may nevertheless be revoked by an instrument in writing executed by the Unitholder or his or her attorney authorized in writing, as well as in any other manner permitted by law. Any instrument revoking a proxy must either be deposited (a) at the registered office of the trustee of the Fund no later than 5:00 p.m. (Toronto time) on the day before the Meeting or (b) with the Chair of the Meeting on the day of the Meeting or any adjournment(s) or postponement(s) thereof. If the instrument of revocation is deposited with the Chair on the day of the Meeting or any adjournment(s) or postponement(s) thereof, the instrument will not be effective with respect to any matter on which a vote has already been cast pursuant to that proxy.

Solicitation of Proxies

The cost of the solicitation of proxies in respect of the Meeting will be borne solely by the Manager. The Manager will reimburse brokers, custodians, nominees, fiduciaries and other intermediaries for the proper charges and expenses incurred in forwarding this Circular and related materials to Beneficial Holders. In addition to solicitation by mail, officers and directors of the Manager may, without additional compensation, solicit proxies personally or by telephone.

ADDITIONAL INFORMATION

Upon request, the Fund will provide to the Unitholders without charge a copy of any of the documents incorporated by reference herein and a copy of this Circular. Any request for these documents should be made to the Manager, Middlefield Limited, The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8. Financial information is provided in the Fund's comparative financial statements and management reports of fund performance for its most recently completed financial year. This information also may be accessed on SEDAR+ at www.sedarplus.com. Additional information also can be obtained on the Middlefield's website at www.middlefield.com.

APPROVAL OF CIRCULAR

The Board has approved the contents and the sending of this Circular to the Unitholders of the Fund.

DATED at Toronto, Ontario this 1st day of April, 2024.

**International Clean Power *Dividend Fund*, by its
manager MIDDLEFIELD LIMITED**

“Dean Orrico”

Dean Orrico
President and Chief Executive Officer
Middlefield Limited, Manager of the Fund

APPENDIX A

**RESOLUTION OF THE UNITHOLDERS
OF
INTERNATIONAL CLEAN POWER *DIVIDEND FUND*
(the “Fund”)**

WHEREAS the Fund desires to effect a merger (the “**Merger**”) with Infrastructure Dividend Split Corp. (“**Infrastructure Split**”);

AND WHEREAS in connection with the Merger, the unitholders (the “**Unitholders**”) of the Fund will receive class A shares in the capital of Infrastructure Split (“**Class A Shares**”) in exchange for their units (the “**Units**”) held immediately prior to the effective time of the Merger, based on an exchange ratio (the “**Exchange Ratio**”) that is equal to the net asset value of the Fund per Unit determined as at the close of business (Toronto time) on the business day prior to the date on which the Merger is effective divided by \$15.00;

AND WHEREAS the Unitholders have determined that the Merger is in the best interests of the Fund and the Unitholders;

NOW THEREFORE BE IT RESOLVED AS A RESOLUTION of the Unitholders that:

1. the Merger of the Fund with Infrastructure Split, as more particularly described and set forth in the management information circular of the Fund dated April 1, 2024 accompanying the notice of this meeting, is hereby authorized, approved and adopted;
2. all other matters to be completed with respect to or ancillary to the foregoing, or which Middlefield Limited, the manager of the Fund (the “**Manager**”) believes is necessary or desirable to implement the foregoing, including without limitation, any amendments to the Fund’s constating documents, or entering into any agreements or any amendments to any agreements to which the Fund is currently a party, be and are hereby authorized and approved, which amendments may be made in whole or in part and from time to time in the sole discretion of the Manager;
3. the Manager is hereby authorized and directed to execute on behalf of the Fund and to deliver and to cause and be delivered, all such documents, agreements, amendments to agreements and instruments and to do or cause to be done all such other acts and things, including without limitation applications to regulatory authorities and stock exchanges, as it determines to be necessary or desirable in order to carry out the intent of this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of such documents, agreements, amendments to agreements or instruments or the doing of any such act or thing; and
4. the Manager is hereby authorized to effect the Merger at such time, in its sole discretion, as it may determine, provided that this resolution may be revoked for any reason whatsoever in the sole and absolute discretion of the Manager, without further approval of Unitholders, at any time prior to the completion of the Merger.

APPENDIX B

AUDITED OPENING FINANCIAL STATEMENT

INDEPENDENT AUDITOR'S REPORT

To the Shareholder and the Board of Directors of Infrastructure Dividend Split Corp.

Opinion

We have audited the statement of financial position of Infrastructure Dividend Split Corp. (the “**Company**”), which comprises the statement of financial position as at April 1, 2024 and notes to the financial statement, including material accounting policy information (referred to as the “**financial statement**”).

In our opinion, the accompanying financial statement present fairly, in all material respects, the financial position of the Company as at April 1, 2024, in accordance with International Financial Reporting Standards (“**IFRS**”).

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards (“**Canadian GAAS**”). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statement* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statement in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management for the Financial Statement

Management is responsible for the preparation and fair presentation of the financial statement in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of the financial statement that is free from material misstatement, whether due to fraud or error.

In preparing the financial statement, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibility for the Audit of the Financial Statement

Our objectives are to obtain reasonable assurance about whether the financial statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered

material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statement.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates, if any, and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statement, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Toronto, Ontario
April 1, 2024

(signed) "*Deloitte LLP*"
Chartered Professional Accountants
Licensed Public Accountants

STATEMENT OF FINANCIAL POSITION

As at April 1, 2024

Current Assets

Cash	\$10
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Shareholder's Equity

Net assets attributable to holder of Class M share (Note 3)	\$10
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Approved on behalf of Infrastructure Dividend Split Corp. by Middlefield Limited, as manager

"Jeremy Brasseur"

(Signed) Jeremy Brasseur
Director

"Craig Rogers"

(Signed) Craig Rogers
Director

The accompanying notes are an integral part of this statement of financial position.

NOTES TO THE STATEMENT OF FINANCIAL POSITION

As at April 1, 2024

1. ORGANIZATION OF THE COMPANY

Infrastructure Dividend Split Corp. (the “**Company**”) is a mutual fund established under the laws of the Province of Ontario on March 21, 2024. The Company has been inactive between the date of establishment and the date of the statement of financial position, other than the issuance of 100 class M shares for cash. The address of the Company’s registered office is The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8.

The investment objectives for the preferred shares (“**Preferred Shares**”) are to provide holders with fixed cumulative preferential quarterly cash distributions and to return \$10.00 to holders on April 30, 2029, subject to extension for successive terms of up to five years each as determined by the Company’s board of directors. The quarterly cash distribution until April 30, 2029 is expected to be \$0.18 per Preferred Share (\$0.72 per annum), representing a yield of 7.2% per annum on the issue price of \$10.00 per Preferred Share.

The investment objectives for the class A shares (the “**Class A Shares**”) are to provide holders with non-cumulative monthly cash distributions and to provide holders with the opportunity for capital appreciation through exposure to the Portfolio. Initially, the monthly cash distribution is targeted to be \$0.125 per Class A Share (\$1.50 per annum), representing a yield of 10% per annum on the issue price of \$15.00 per Class A Share.

The statement of financial position was authorized for issuance by the Manager on April 1, 2024.

2. MATERIAL ACCOUNTING POLICIES

This financial statement has been prepared in compliance with those requirements of International Financial Reporting Standards (IFRS) as published by the International Accounting Standards Board (IASB) relevant to preparing such a statement of financial position. In applying IFRS, management may make estimates and assumptions that affect the reported amounts of assets and liabilities. Actual results could differ from those estimates. The following is a summary of significant accounting policies followed by the Company in the preparation of its financial statement.

Cash: Cash is comprised of demand deposits with financial institutions.

Valuation for Transaction Purposes: NAV per Unit on any day is obtained by dividing the NAV attributable to the Units on such day by the number of Units then outstanding.

Functional and Presentation Currency: The Canadian dollar is the functional and presentation currency for the Company.

3. REDEEMABLE SHARES

The Company is authorized to issue an unlimited number of class M shares, Preferred Shares and Class A Shares. On March 21, 2024, the Company issued 100 class M shares for cash consideration of \$10 to Infrastructure Dividend Split Corp. Holding Trust.

4. MANAGEMENT FEE

The Manager will receive an annual management fee equal 1.10% per annum of the net asset value of the Company, calculated and payable monthly in arrears, plus any applicable taxes.

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