

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, and, subject to certain exemptions, will not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons.*

Initial Public Offering

May 6, 2024



**PROSPECTUS**

**\$52,643,700 (Maximum)**  
**5,264,370 Preferred Shares (Maximum)**  
**\$25,000,000 (Minimum)**  
**2,500,000 Preferred Shares (Minimum)**  
**\$10.00 per Preferred Share**

Infrastructure Dividend Split Corp. (the “Company”) is a mutual fund established as a corporation under the laws of the Province of Ontario. The Company proposes to offer preferred shares (“Preferred Shares”) at a price of \$10.00 per Preferred Share (the “Offering”).

The Company will invest in an actively managed portfolio (the “Portfolio”) of securities of approximately 15 dividend-paying issuers operating in the infrastructure sector. The Advisor (as defined below) will invest in issuers 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”). See “Investment Strategy.”

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 Company’s board of directors. See “Investment Objectives”. 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. See “Distribution Policy”.

The Preferred Shares have been provisionally rated Pfd-3 (high) by DBRS Limited. See “Description of the Shares – Rating of the Preferred Shares”.

The Company will be managed by Middlefield Limited (the “Manager”). Middlefield Capital Corporation (the “Advisor”) will provide investment management advice to the Company. See “Organization and Management Details of the Company – Manager of the Company” and “Organization and Management Details of the Company – The Advisor”.

**Price: \$10.00 per Preferred Share**

	<b>Price to the Public<sup>(1)</sup></b>	<b>Agents’ Fee</b>	<b>Net Proceeds to the Company<sup>(2)</sup></b>
Per Preferred Share	\$10.00	\$0.27	\$9.73
Minimum Total Offering <sup>(3)(4)</sup>	\$25,000,000	\$675,000	\$24,325,000

Maximum Total Offering <sup>(4)</sup>	\$52,643,700	\$1,421,379.90	\$51,222,320.10
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**Notes:**

- (1) The terms of the Offering were established through negotiation between the Agents (as defined herein) and the Manager on behalf of the Company.
- (2) Before deducting the expenses of the Offering, which are estimated to be \$200,000. The expenses of the Offering, together with the Agents' fee, will be paid out of the proceeds of the Offering, provided however that the expenses of the Offering to be borne by the Company shall not exceed 1.5% of the gross proceeds of the Offering. As a result of the priority of the Preferred Shares, the net expenses of the Offering will effectively be borne by holders of class A shares in the capital of the Company (the "Class A Shares") and the net asset value per Class A Share will reflect such net expenses of the Offering of both the Preferred Shares and Class A Shares.
- (3) There will be no closing of the Offering unless a minimum of 2,500,000 Preferred Shares are sold. If subscriptions for a minimum of 2,500,000 Preferred Shares have not been received within 90 days following the date of issuance of a receipt for this prospectus, the Offering may not continue without the consent of the Canadian securities regulators and those who have subscribed for Preferred Shares on or before such date.
- (4) The Company has granted to the Agents an over-allotment option, exercisable for a period of 30 days from the Closing Date (as defined herein), to purchase additional Preferred Shares in an amount up to 15% of the aggregate number of Preferred Shares issued on the Closing Date on the same terms as set forth above solely to cover over-allocations, if any (the "Over-Allotment Option"). If the Over-Allotment Option is exercised in full under the maximum Offering, the price to the public, Agents' fee and net proceeds to the Company will be \$60,540,255, \$1,634,586.89 and \$58,905,668.11, respectively. This prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Preferred Shares issuable on the exercise of the Over-Allotment Option. A purchaser who acquires Preferred Shares forming part of the Agents' over-allocation position acquires such Preferred Shares under this prospectus, regardless of whether the Agents' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. See "Plan of Distribution".
- (5) The Company intends that an equal number of Preferred Shares and Class A Shares will be outstanding at all material times. Following completion of the Offering, the Company 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. See "Overview of the Company".

**There is currently no market through which the Preferred Shares may be sold. The Toronto Stock Exchange has conditionally approved the listing of the Preferred Shares and the Class A Shares. Listing is subject to the Company fulfilling all of the requirements of the Toronto Stock Exchange on or before July 9, 2024, including distribution of these securities to a minimum number of public securityholders. The Preferred Shares will trade under the symbol "IS.PR.A" and the Class A Shares will trade under the symbol "IS". There is no assurance that the Company will be able to achieve its objectives or pay or make distributions on the Preferred Shares in the amounts targeted or at all. An investment in Preferred Shares involves a degree of risk. It is important for prospective purchasers to consider the risk factors described in this prospectus. See "Risk Factors" for a discussion of various risk factors that should be considered by prospective investors, including with respect to the use of leverage.**

**There is no guarantee that an investment in the Company will earn any positive return in the short or long term nor is there any guarantee that the Company's investment objectives will be achieved or that the net asset value per Preferred Share will appreciate or be preserved. An investment in the Company is appropriate only for investors who have the capacity to absorb investment losses. Prospective investors should read carefully the risk factors described in this prospectus. See "Risk Factors" for a discussion of certain factors that should be considered by prospective purchasers of Preferred Shares.**

CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., National Bank Financial Inc., Hampton Securities Limited, BMO Nesbitt Burns Inc., iA Private Wealth Inc., Raymond James Ltd., Manulife Wealth Inc., Echelon Wealth Partners Inc., Wellington-Altus Private Wealth Inc., Desjardins Securities Inc. and Research Capital Corporation (collectively, the "Agents"), as agents, conditionally offer the Preferred Shares for sale, on a best efforts basis, if, as and when issued by the Company in accordance with the conditions contained in an agency agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Fasken Martineau DuMoulin LLP and on behalf of the Agents by McCarthy Tétrault LLP. The Agents may over-allot or effect transactions as described under "Plan of Distribution".

Subscriptions for Preferred Shares will be received subject to acceptance or rejection in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to occur on or about May 8, 2024, but no later than 90 days after a receipt for this prospectus has been issued (the "Closing Date"). Registrations and transfers of Preferred Shares will be effected only through CDS Clearing and Depository Services Inc. ("CDS"). Beneficial owners will not have the right to receive physical certificates evidencing their ownership. See "Plan of Distribution" and "Description of the Shares – Book-Entry-Only and Book-Based Systems".

**An affiliate of one of the Agents has been requested to provide the Company with the Loan Facility described under “Investment Strategy – Leverage”; the borrowings under such facility may be used by the Company only for working capital purposes. Accordingly, if such affiliate provides such financing, the Company may be considered to be a “connected issuer” of such Agent. See “Relationship Between Investment Fund and Agents” and “Plan of Distribution”.**

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## PROSPECTUS SUMMARY

*The following is a summary of the principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this prospectus. All references in this prospectus to “dollars” or “\$” are to Canadian dollars unless otherwise indicated.*

### THE OFFERING

- Issuer:** Infrastructure Dividend Split Corp. (the “Company”) is a mutual fund established as a corporation under the laws of the Province of Ontario on March 21, 2024.
- On May 4, 2024, the Company acquired the investment portfolio of International Clean Power *Dividend Fund* (“CLP”), a non-redeemable investment fund structured as a trust and managed by the Manager (as defined below) pursuant to an asset purchase agreement entered into as of such date (the “CLP Transaction”). The investment strategy of CLP was to invest in 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, and at the time of closing of the CLP Transaction its investment portfolio was comprised of securities which were acceptable to the Advisor (as defined below) and consistent with the Company’s investment strategy, plus cash. In exchange for the assets of CLP, the Company issued to CLP such number of Class A Shares as was equal to the aggregate net asset value of CLP, divided by \$15.00. Thereafter, such Class A Shares were distributed by CLP to its former unitholders and CLP was wound up. Closing of the CLP Transaction was conditional upon the approval of CLP unitholders, which was obtained at a meeting held on May 1, 2024. The Class A Shares issued pursuant to the CLP Transaction will be freely tradeable pursuant to section 2.7 of National Instrument 45-102 – *Resale of Securities*.
- The Company intends that an equal number of Preferred Shares and Class A Shares will be outstanding at all material times. Following completion of the Offering, the Company 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.
- Offering:** The Company is offering preferred shares (“Preferred Shares”) of the Company.
- Maximum Issue:** Maximum: \$52,643,700 (5,264,370 Preferred Shares)
- Minimum Issue:** Minimum: \$25,000,000 (2,500,000 Preferred Shares)
- Price:** \$10.00 per Preferred Share
- Minimum Subscription:** 100 Preferred Shares (\$1,000)
- 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 April 30, 2029 (the “Maturity Date”), subject to extension for successive terms of up to five years each as determined by the Company’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. 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.
- See “Investment Objectives”.

- Investment Strategy:** The Company will invest in an actively managed portfolio (the “Portfolio”) of securities of approximately 15 dividend-paying issuers operating in the infrastructure sector. The Advisor will invest in issuers 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”). See “Investment Strategy”.
- Leverage:** Following the closing of the Offering, the Company will enter into a loan facility or prime brokerage facility (the “Loan Facility”) with one or more Canadian chartered banks (collectively, the “Lender”). The Loan Facility will permit the Company to borrow an amount not exceeding 5% of the value of the total assets of the Company, which borrowing may be used only for working capital purposes. Accordingly, at the time such leverage is incurred, the maximum amount of leverage that the Company 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 the Company expects that the Lender will require the Company to provide a security interest in favour of the Lender over the assets of the Company to secure such borrowings. The Loan Facility will constitute senior indebtedness. Other than borrowing by the Company under the Loan Facility and leverage related to the Preferred Shares, the Company does not contemplate employing further leverage. See “Investment Strategy – Leverage”.
- 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, the Company may be exposed to foreign currency risk. The Company initially intends to hedge the majority of its exposure to foreign currencies back to the Canadian dollar. The decision as to whether the Company’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 sectors in which the Company from time to time invests, and a comparison of the costs associated with such hedging transactions against the benefits expected to be obtained therefrom.
- Distribution Policy:**
- Preferred 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 7.2% per annum. Such quarterly distributions are expected to be paid by the Company before the last business day of the month following the period in respect of which the distribution was payable. Based on the expected closing date of the Offering, currently being May 8, 2024 (the “Closing Date”), the initial distribution is expected to be payable to the holders of Preferred Shares of record on July 31, 2024. The first distribution will be pro-rated to reflect the period from the Closing Date to July 31, 2024.
- Class A Shares**
- The policy of the Board of Directors 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. 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 the Company, the net asset value (“NAV” or “Net Asset Value”) per “Unit”, comprised of one Preferred Share and one Class A Share, would be less than \$15.00 following the payment of such distributions. **The amount of monthly distributions may fluctuate**

**from month to month and there can be no assurance that the Company will make any distributions in any particular month or months.**

Based on the gross proceeds of the Offering being \$52,643,700 and 5,212,245 Class A Shares being issued in connection with the CLP Transaction and fees and expenses are as presented in this prospectus, in order to achieve the Company's targeted annual distributions for the Class A Shares and fixed annual distributions on the Preferred Shares while maintaining a stable NAV per Unit, the Company 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 10.38%. The Portfolio is currently expected to generate dividend income of approximately 6.73% per annum. Accordingly, the Portfolio would be required to generate an additional approximately 3.65% per annum, including from dividend growth and realized capital appreciation, in order for the Company 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 the Company will be able to pay distributions to the holders of Preferred Shares or Class A Shares.

**If the total return on the Portfolio is less than the amount necessary to fund the targeted distributions for the Preferred Shares and the Class A Shares and all expenses of the Company, and if the Company chooses to nevertheless ensure that such distributions are paid to Shareholders, this will result in a portion of the distributions paid to Shareholders being a return of the capital of the Company back to Shareholders, and accordingly, NAV per Unit will be reduced. There can be no assurance that the Company will be able to pay distributions to the holders of Preferred Shares or Class A Shares.**

See "Distribution Policy" and "Risk Factors".

**Credit Rating:** The Preferred Shares have been provisionally rated Pfd-3 (high) by DBRS Limited. See "Description of the Shares – Rating of the Preferred Shares".

**Redemptions:** **Preferred Shares**  
The Preferred Shares will be redeemed by the Company 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 the Company 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 NAV of the Company on that date divided by the total number of Preferred Shares then outstanding.

**Class A Shares**

The Class A Shares will be redeemed by the Company 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 the Company for a Class A Share on that date will be equal to the greater of (i) the NAV per Unit on that date minus the sum of \$10.00 and any accrued and unpaid distributions on a Preferred Share, and (ii) nil.

See "Redemptions and Retractions – Redemptions".

**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"), the Company'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 NAV per Unit determined as of such Retraction Date, less the cost to the Company 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. 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 under “Redemptions and Retractions”), on any monthly retraction of Preferred Shares the Company 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, other than in a year when the last business day of May is a Maturity Date or any subsequent maturity date, commencing in 2026 (the “Annual Retraction Date”) at a retraction price equal to the NAV 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. The Company will provide at least 60 days’ notice to holders of Preferred Shares of such right. The retraction price payable by the Company 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 NAV of the Company on that date divided by the total number of Preferred Shares then outstanding.

See “Redemption and Retractions – Retraction Privileges – Preferred Shares”.

### **Class A Shares**

*Monthly:* 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 NAV per Unit determined as of such Retraction Date, and (ii) the cost to the Company 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 NAV 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 May 2026, at a retraction price equal to the NAV 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 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 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. The Company will provide at least 60 days' notice to holders of Class A Shares of such right. The retraction price payable by the Company for a Class A Share pursuant to the non-concurrent retraction right will be equal to the greater of (i) the NAV 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.

For the purpose of calculating the NAV per Unit, the value of the Portfolio (as defined herein) will be determined as described under "Calculation of Net Asset Value – Valuation of Portfolio Securities".

See "Redemption and Retractions – Retraction Privileges – Class A Shares".

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

The Company shall have the right to amend the Company's 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 the Company that it 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.

See "Redemption and Retractions – Subdivision or Consolidation of the Preferred Shares or the Class A Shares".

**Use of Proceeds:**

The net proceeds from the sale of Preferred Shares (prior to the exercise of the Over-Allotment Option) will be as follows:

	<u>Maximum Offering</u>	<u>Minimum Offering</u>
Gross proceeds to the Company.....	\$52,643,700	\$25,000,000
Agents' fees .....	\$1,421,379.90	\$675,000
Estimated expenses of issue <sup>(1)</sup> .....	<u>\$200,000</u>	<u>\$200,000</u>
Net proceeds to the Company .....	\$51,022,320.10	\$24,125,000

**Note:**

(1) Subject to a maximum 1.5% of the gross proceeds of the Offering.

The Company will use the net proceeds of this Offering (including any net proceeds from the exercise of the Over-Allotment Option) to (i) invest primarily in securities of Infrastructure Issuers, in accordance with the Company's investment objectives, strategy and restrictions as described herein as soon as practicable after the closing of this Offering, and (ii) fund the ongoing fees and expenses of the Company as described under "Fees and Expenses".

See "Use of Proceeds".

**Income Tax Considerations:**

The Company intends to qualify at all relevant times as a mutual fund corporation under the *Income Tax Act* (Canada) (the "Tax Act"). As a mutual fund corporation, the Company will be entitled to capital gains refunds in respect of: (i) capital gains dividends paid by it in respect of its net realized capital gains and from which it may elect to pay dividends ("Capital Gains Dividends") which are treated as capital gains in the hands of the shareholders; and (ii) its capital gains redemptions.

**Distributions received by Residents of Canada**

Dividends, other than Capital Gains Dividends, received by individuals on the Preferred Shares and Class A Shares ("Ordinary Dividends") will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends (including eligible dividends) received on shares of a "taxable Canadian corporation" (as defined in the Tax Act).

Ordinary Dividends received by corporations on the Preferred Shares and Class A Shares will generally be deductible in computing taxable income.

Ordinary Dividends received by private corporations (and certain other corporations) on the Preferred Shares and Class A Shares will be subject to a refundable tax under Part IV of the Tax Act, generally at the rate of 38<sup>1/3</sup>%.

Ordinary Dividends received by certain corporations other than private corporations on the Preferred Shares will be subject to a 10% tax under Part IV.1 of the Tax Act.

Return of capital payments to a holder of Preferred Shares and Class A Shares will not be subject to tax but will reduce the adjusted cost base of the Preferred Shares and Class A Shares to the holder. To the extent that such adjusted cost base would otherwise be a negative amount, the holder will be deemed to have recognized a capital gain at that time and the adjusted cost base will be increased by the amount of such deemed capital gain.

The amount of any Capital Gains Dividend received by a shareholder from the Company will be considered to be a capital gain of the shareholder from the disposition of capital property in the taxation year of the shareholder in which the Capital Gains Dividend is received.

See “Certain Federal Income Tax Considerations”.

**Eligibility for Investment**

Provided that the Company qualifies as a “mutual fund corporation” for the purposes of the Tax Act, or the Preferred Shares and Class A Shares are listed on a “designated stock exchange” within the meaning of the Tax Act, the Preferred Shares and Class A Shares will 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 plans (“RDSPs”), registered education savings plans (“RESPs”) and tax-free savings accounts (“TFASAs”) (collectively, “Registered Plans”).

Provided that a holder of a FHSA, TFSA or RDSP, a subscriber of an RESP or an annuitant of an RRSP or RRIF, deals at arm’s length with and does not have a “significant interest” (within the meaning of the Tax Act) in the Company, the Preferred Shares and Class A Shares will not be a prohibited investment under the Tax Act for such FHSA, TFSA, RDSP, RESP, RRSP or RRIF.

See “Eligibility for Investment”.

**Distribution Reinvestment Plan:**

At any time, a holder of Class A Shares (a “Class A Shareholder”) may elect to participate in the Company’s distribution reinvestment plan by giving notice of the Class A Shareholder’s decision to become a plan participant (a “Plan Participant”) for the relevant record date to the CDS Participant (as defined herein) through which the Class A Shareholder holds its Class A Shares. Under such reinvestment plan, cash distributions will be used to acquire additional Class A Shares in the market.

See “Distribution Policy – Distribution Reinvestment Plan”.

**Agents:**

CIBC World Markets Inc., RBC Dominion Securities Inc., Scotia Capital Inc., Canaccord Genuity Corp., National Bank Financial Inc., Hampton Securities Limited, BMO Nesbitt Burns Inc., iA Private Wealth Inc., Raymond James Ltd., Manulife Wealth Inc., Echelon Wealth Partners Inc., Wellington-Altus Private Wealth Inc., Desjardins Securities Inc. and Research Capital Corporation (collectively, the “Agents”) conditionally offer the shares on a best efforts basis, subject to prior sale, if, as and when issued by the Company and accepted by the Agents in accordance with the conditions contained in the Agency Agreement (as defined herein) referred to under “Plan of Distribution” and subject to the approval of certain matters on behalf of the Company by Fasken Martineau DuMoulin LLP and on behalf of the Agents by McCarthy Tétrault LLP.

The Company has granted the Agents an Over-Allotment Option. This prospectus qualifies the distribution of the Over-Allotment Option, and the Preferred Shares issuable on the exercise thereof. The Agents may exercise the Over-Allotment Option

in whole or in part at any time on or before the close of business on the 30<sup>th</sup> day following the closing of the Offering. To the extent that the Over-Allotment Option is exercised, the additional Preferred Shares will be offered at the issue prices hereunder and the Agents will be entitled to a fee of \$0.27 per Preferred Share purchased.

See “Plan of Distribution”.

Agents' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	789,655 Preferred Shares	Within 30 days following the Closing Date	\$10.00 per Preferred Share

## RISK FACTORS

An investment in Preferred Shares and/or Class A Shares is subject to various risk factors, including but not limited to:

- (i) there being no assurance that the Company will be able to achieve its objectives or be able to make distributions on, or repay the original subscription price of, the Preferred Shares or make any distributions to holders of the Class A Shares;
- (ii) general risks of investing in equity securities;
- (iii) general risks associated with the industries in which Infrastructure Issuers operate;
- (iv) general risks associated with the geographic regions in which the Company invests;
- (v) the NAV and the market price of the Class A Shares and the Preferred Shares will vary depending on a number of factors which are not within the control of the Company; and
- (vi) reliance on the experience and expertise of the Manager and Advisor.

The foregoing provides only a summary of certain of the risks that may be involved in an investment in Preferred Shares and/or Class A Shares. For further information regarding these risks and other risks that may be involved in an investment in Preferred Shares and/or Class A Shares, see “Risk Factors”. You should carefully consider the risk factors set out above and under “Risk Factors” and whether your financial condition and/or retirement savings objectives permit you to invest in the Company. An investment in Preferred Shares and/or Class A Shares is only appropriate for investors who have the capacity to absorb a loss of some or all of their investment.

## ORGANIZATION AND MANAGEMENT OF THE COMPANY

Management of the Company	Services Provided to the Company	Municipality of Residence
Manager:	<b>Middlefield Limited</b> is the manager (in such capacity, the “Manager”) of the Company. See “Organization and Management Details of the Company – Manager of the Company”.	The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8
Advisor:	The advisor to the Company is <b>Middlefield Capital Corporation</b> . See “Organization and Management Details of the Company – The Advisor”.	Toronto, Ontario
Promoter:	<b>Middlefield Limited</b> is the promoter of the Company. See “Organization and Management Details of the Company – Promoter”.	Toronto, Ontario
Custodian:	<b>RBC Investor Services Trust</b> is the custodian of the assets of the Company. See “Organization and Management Details of the Company – Custodian”.	Calgary, Alberta

<b>Management of the Company</b>	<b>Services Provided to the Company</b>	<b>Municipality of Residence</b>
Registrar and Transfer Agent:	<b>TSX Trust Company</b> is the registrar and transfer agent for the Preferred Shares and the Class A Shares. See “Organization and Management Details of the Company – Registrar and Transfer Agent”.	Toronto, Ontario
Auditor:	<b>Deloitte LLP</b> is the auditor of the Company. See “Organization and Management Details of the Company – Auditor”.	Toronto, Ontario
Valuation Agent:	<b>RBC Investor Services Trust</b> is the Company’s valuation agent and will calculate the NAV. See “Calculation of Net Asset Value”.	Calgary, Alberta

### SUMMARY OF FEES AND EXPENSES

The following table contains a summary of the fees and expenses payable by the Company. Shareholders may have to pay some of these fees and expenses directly, as set out below under “Fees and Expenses Payable by Shareholders”. The fees and expenses payable by the Company will reduce the value of your investment in the Company. For further particulars, see “Fees and Expenses”.

#### **Fees and Expenses Payable by the Company**

<b>Type of Fee</b>	<b>Amount and Description</b>
<b>Agents’ Fees:</b>	\$0.27 per Preferred Share (2.70%)
<b>Expenses of the Offering:</b>	The expenses of the offering of Preferred Shares by the Company are estimated to be \$200,000. The expenses of the Offering to be borne by the Company shall not exceed 1.5% of the gross proceeds of the Offering. As a result of the priority of the Preferred Shares, the net expenses of the Offering will effectively be borne by holders of the Class A Shares and the net asset value per Class A Share will reflect such net expenses of the Offering of both the Preferred Shares and Class A Shares.
<b>Management Fee:</b>	Annual management fee of 1.10% of the NAV of the Company calculated and payable monthly, based on the average NAV for that month, 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 invested in the securities of any investment funds (including mutual funds) managed by the Manager or an affiliate of the Manager. The management fee will be paid in cash. The Manager, and not the Company, will pay an advisory fee to the Advisor pursuant to the advisory agreement among the Company, the Manager and the Advisor to be entered into at or prior to completion of the Offering. See “Fees and Expenses – Fees and Expenses Payable by the Company – Management Fee”.
<b>Operating Expenses:</b>	The Company will pay all expenses incurred in connection with its operation and administration, estimated to be \$200,000 per annum. The Company also will be responsible for commissions and other costs of portfolio transactions, debt service and costs relating to the Loan Facility and all liabilities and any extraordinary expenses which it may incur from time to time.  See “Fees and Expenses – Fees and Expenses Payable by the Company”.

#### **Fees and Expenses Payable by Shareholders**

<b>Retraction Expenses:</b>	In connection with the retraction of Preferred Shares and/or Class A Shares, any costs associated with the retraction, or, if the Manager determines that it is not practicable or necessary for the Company to sell portfolio securities to fund such retraction then the
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aggregate of all brokerage fees, commissions and other transaction costs that the Manager estimates would have resulted from such a sale, will be deducted from the applicable retraction price payable to the Shareholder exercising the retraction privilege. The amount of any such retraction costs will depend on the circumstances at the time of the retraction, including the NAV of the Company, the number of Preferred Shares and/or Class A Shares surrendered for retraction, the available cash of the Company, the interest rate under any loan facility or prime brokerage facility entered into by the Company, the current market price of the securities of each issuer included in the Portfolio at the time of the retraction and the actual or estimated brokerage fees, commissions and other transaction costs as set out above. As a result of the foregoing variables, the amount of retraction costs payable by a Shareholder upon the retraction of Preferred Shares and/or Class A Shares may vary from time to time.

See “Fees and Expenses – Fees and Expenses Payable by Shareholders”, “Risk Factors – Risks Related to the Structure of the Company – Risks Related to Retractions” and “Redemptions and Retractions”.

### CAUTION REGARDING FORWARD-LOOKING INFORMATION

Certain statements and information set forth in this prospectus including under the heading “Overview of the Sector in which the Company Invests”, and statements with respect to benefits of the Company’s investment strategy, constitute forward-looking information, which involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. When used in this prospectus, the words “expects”, “anticipates”, “intends”, “plans”, “may”, “believes”, “seeks”, “estimates”, “appears” and similar expressions (including negative and grammatical variations) generally identify forward-looking information. In developing the forward-looking information contained herein related to the Company, the Company has made assumptions with respect to, among other things, the outlook for the Canadian and global economies, including, in particular, the industries in which Infrastructure Issuers operate. These assumptions are based on the Company’s perception of historical trends, current conditions and expected future developments, as well as other factors believed to be relevant. Although the Company believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information contained herein will prove to be accurate. Factors which could cause actual results, events, circumstances, expectations or performance to differ materially from those expressed or implied in forward looking information include, but are not limited to: general economic, political, tax, market and business factors and conditions; interest rate and foreign exchange rate fluctuations; volatility in Canadian or global equity and capital markets; statutory and regulatory developments; unexpected judicial or regulatory proceedings; catastrophic events; and other factors set out under the heading “Risk Factors”. Readers are cautioned that the foregoing list of factors is not exhaustive and readers should not place undue reliance on forward-looking information due to the inherent uncertainty of such information. All forward-looking information in this prospectus is qualified by the foregoing caution. The Company undertakes no obligation to publicly update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

### ABOUT THIS PROSPECTUS

This prospectus contains statistical data, market research and industry forecasts that were obtained, unless otherwise indicated, from independent industry and government publications and reports or based on estimates derived from such publications and reports and the Advisor’s knowledge of, and experience in, the sectors in which the Company plans to invest. While the Company believes this data and information to be reliable, market and industry data and information is subject to variation and cannot be and therefore has not been verified due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any statistical survey. The Company has not participated in the preparation of such information contained herein. **The contents of any website referenced in this prospectus are for informational purposes only and are not incorporated by reference herein.**

## OVERVIEW OF THE COMPANY

Infrastructure Dividend Split Corp. (the “Company”) is a mutual fund established as a corporation under the laws of the Province of Ontario on March 21, 2024. The Articles of the Company were amended on May 3, 2024 to create the Preferred Shares and the Class A Shares. See “Description of the Shares”. The manager of the Company is Middlefield Limited (in such capacity, the “Manager”). The investment advisor to the Company is Middlefield Capital Corporation (in such capacity, the “Advisor”). The registered office of the Company is located at The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario, M5V 0S8.

On May 4, 2024, the Company acquired the investment portfolio of International Clean Power *Dividend Fund* (“CLP”), a non-redeemable investment fund structured as a trust and managed by the Manager pursuant to an asset purchase agreement entered into as of such date (the “CLP Transaction”). The investment strategy of CLP was to invest in 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, and at the time of closing of the CLP Transaction its investment portfolio was comprised of securities which were acceptable to the Advisor (as defined below) and consistent with the Company’s investment strategy, plus cash. In exchange for the assets of CLP, the Company issued to CLP such number of Class A Shares as was equal to the aggregate net asset value of CLP, divided by \$15.00. Thereafter, such Class A Shares were distributed by CLP to its former unitholders and CLP was wound up. Closing of the CLP Transaction was conditional upon the approval of CLP unitholders, which was obtained at a meeting held on May 1, 2024. The Class A Shares issued pursuant to the CLP Transaction will be freely tradeable pursuant to section 2.7 of National Instrument 45-102 – *Resale of Securities*.

The Company intends that an equal number of Preferred Shares and Class A Shares will be outstanding at all material times. Following completion of the Offering, the Company 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.

While the Company is technically considered to be a mutual fund corporation under the securities legislation of the provinces of Canada, the Company is not a conventional mutual fund. The Company differs from conventional mutual funds in a number of respects, most notably as follows (i) while the Preferred Shares and Class A Shares of the Company 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 the Company 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.

## 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 April 30, 2029 (the “Maturity Date”), subject to extension for successive terms of up to five years each as determined by the Company’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

The Company has been designed to provide investors with a diversified, actively managed portfolio comprised primarily of dividend paying securities of issuers operating in the infrastructure sector (the “Portfolio”). 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.<sup>1</sup>

In order to achieve the Company’s investment objectives, the Company 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 Chartwell Retirement	Brookfield Renewable Blackstone	Brookfield Infrastructure Enbridge	American Electric Power Telus	Duke Energy Sempra	SmartCentres 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

## Positive Attributes of the Infrastructure Sector

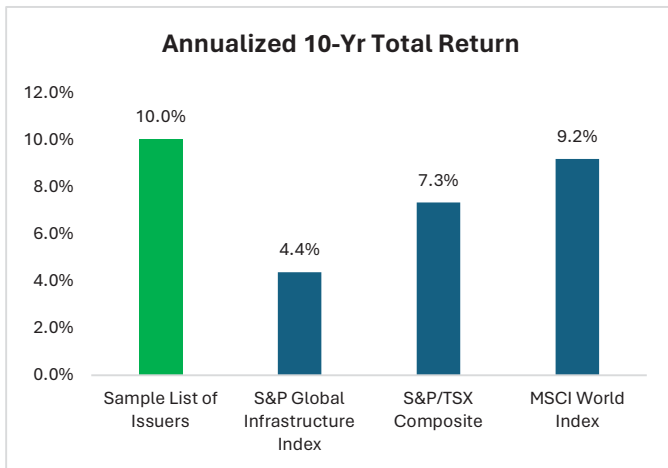


Assets in the infrastructure sector are typically underpinned by long-term, regulated contracts with stable cash flows that offer robust total returns across business cycles. The Sample List of Issuers has a history of delivering superior total returns in the long term, as demonstrated by the graph below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

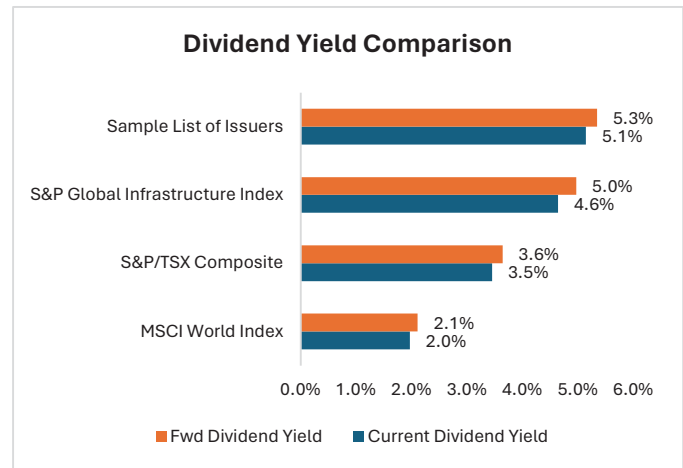
<sup>1</sup> Source: PWC, Global infrastructure trends Part 2: Developments in financing.

### Infrastructure Investments Generate Long Term Total Returns



Source: Bloomberg, as of February 29, 2024

### Infrastructure Investments Provide Higher Dividend Yields Underpinned by Stable Cash Flows



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

## Call Option Writing

While the Company currently has no intention to do so, depending on the Advisor's outlook the Company 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 the Company 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 the Company will have the option, exercisable during a specific time period or at expiry, to purchase the securities underlying the option from the Company at the strike price per security. By selling call options, the Company 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 the Company will be obligated to sell the securities to the holder at the strike price per security. Alternatively, the Company 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 the Company will retain the underlying security. In each case, the Company 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 the Company 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, the Company 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”

### ***Call Option Pricing***

Many investors and financial market professionals price call options based on the Black-Scholes Model. In practice, however, actual option premiums are determined in the marketplace and there can be no assurance that the values generated by the Black-Scholes Model can be attained in the market.

Under the Black-Scholes Model (modified to include distributions), the primary factors that affect the option premium received by the seller of a call option are the following:

<b>Factor</b>	<b>Description</b>
<i>Price volatility of the underlying security</i>	The volatility of the price of a security measures the tendency of the price of the security to vary during a specified period. The higher the price volatility, the more likely that the price of that security will fluctuate (either positively or negatively) and the greater the option premium. Price volatility is generally measured in percentage terms on an annualized basis, based on price changes during a period of time immediately prior to or trailing the date of calculation.
<i>The difference between the strike price and the market price of the underlying security at the time the option is written</i>	The smaller the positive difference (or the larger the negative difference), the greater the option premium.
<i>The term of the option</i>	The longer the term, the greater the call option premium.
<i>The “risk-free” or benchmark interest rate in the market in which the option is issued</i>	The higher the risk-free interest rate, the greater the call option premium.
<i>The distributions expected to be paid on the underlying security during the relevant term</i>	The greater the distributions, the lower the call option premium.

### **Use of Other Derivative Instruments**

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

### **Short Selling**

The Company may engage in short selling as permitted by securities laws for the purposes of hedging (as defined in NI 81-102 (as defined below)) the exposure of the Portfolio to equity securities that are to be received by the Company in connection with (i) the exercise by the Company 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, the Company may be exposed to foreign currency risk. The Company initially intends to hedge the majority of its exposure to foreign currencies back to the Canadian dollar. The decision as to whether the Company’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, the Company may lend Portfolio securities to securities borrowers acceptable to the Company pursuant to the terms of a securities lending agreement to be entered into under which: (i) the borrower will pay to the Company a negotiated securities lending fee and will make compensation payments to the Company 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) the Company will receive collateral security. The Company may only lend the portion of the securities of a Portfolio issuer that is not subject to a covered call option. The Company will appoint the Custodian to act as securities lending agent in the event that it lends Portfolio securities to securities borrowers. The terms of each securities lending agreement will comply with the conditions for securities lending transactions set out in section 2.12 of NI 81-102.

### **Leverage**

Following the closing of this Offering, the Company 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 the Company, the Manager and their respective affiliates and associates but may be affiliated with one of the Agents.

The Loan Facility will permit the Company to borrow an amount not exceeding 5% of the value of the total assets of the Company, which borrowing may be used only for working capital purposes. Accordingly, at the time such leverage is incurred, the maximum amount of leverage that the Company 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 the Company expects that the Lender will require the Company to provide a security interest in favour of the Lender over the assets of the Company to secure such borrowings. In order to ensure that the total amount borrowed by the Company under the Loan Facility does not exceed at any time 5% of the value of the Company’s assets, the Manager will take appropriate steps with the Company’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 the Company. Such provisions are intended to ensure that Shareholders will not be liable for the obligations of the Company under the Loan Facility. The Loan Facility will constitute senior indebtedness. Other than borrowing by the Company under the Loan Facility and leverage related to the Preferred Shares, the Company does not contemplate employing further leverage.

## **OVERVIEW OF THE SECTOR IN WHICH THE COMPANY INVESTS**

The Company 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

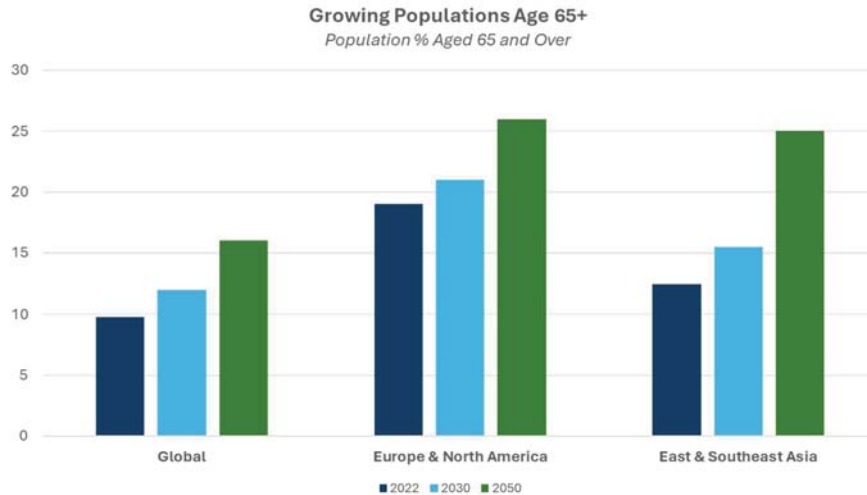


### Favourable Demographics

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.<sup>2</sup>



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.<sup>3</sup> 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.<sup>4</sup> 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.

## 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.<sup>5</sup> Contracts and pricing mechanisms (price escalators and inflation-indexation) help de-risk future cash flows from higher costs during inflationary periods.<sup>6</sup> On average, infrastructure companies

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

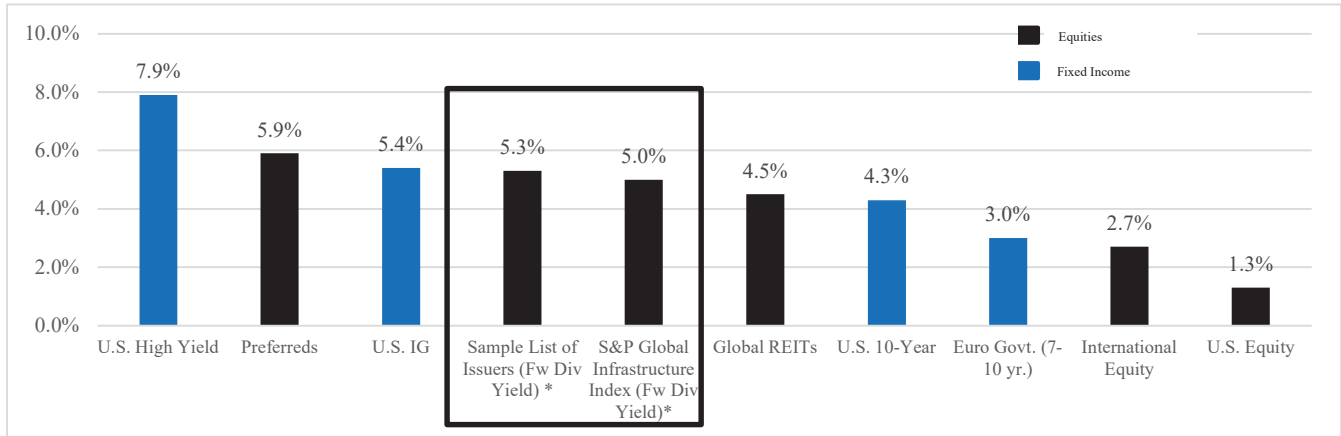
<sup>3</sup> Source: <https://active.williamblair.com/us-equity/robert-lanphier/u-s-onshoring-and-its-impact-on-u-s-centric-companies/>; <https://www.intel.com/content/www/us/en/corporate/usa-chipmaking/home.html>.

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

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

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

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.<sup>7</sup> 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.<sup>8</sup> 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 are met to accommodate increased demand while complying with environmental regulations.<sup>9</sup> The current gap in funding is insufficient to support the long-term development of new infrastructure assets to meet increasing global demand.<sup>10</sup> 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.<sup>11</sup>

### Energy Transformation

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

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

<sup>8</sup> 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>.

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

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

<sup>11</sup> Source: PWC, Global infrastructure trends Part 2: Developments in financing.

### ***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.<sup>12</sup>

### ***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.<sup>13</sup> North America has favourable geologic formations for storing carbon and a track record of operating carbon capture and storage infrastructure safely and effectively.<sup>14</sup> The Advisor believes that continued innovation and investment will solidify renewables as an important source for cheap and reliable power.

### **Investment Opportunities**




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


<p><b>Regulated Utilities</b></p> 	<p><b>Companies that provide essential services such as electricity, heat and water</b></p> <p>Examples of issuers include Duke Energy Corporation, American Electric Power Company, Inc., and Emera Incorporated</p> <ul style="list-style-type: none"> <li>• Steady and consistent earnings growth underpinned by regulated rate bases and grid modernization investments (<i>source: Magellan, An introduction to utilities</i>)</li> <li>• 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>)</li> <li>• Baseload power is complemented by renewable energy sources, providing development growth (<i>source: GE, Complementing Renewable Energy With Gas Turbines</i>)</li> </ul>
<p><b>Energy Infrastructure</b></p> 	<p><b>The physical systems and facilities necessary for the production, processing and distribution of energy</b></p> <p>Examples of issuers include Enbridge Inc., The Williams Companies, Inc., and Gibson Energy Inc.</p> <ul style="list-style-type: none"> <li>• The Advisor believes this is an essential component in moving energy, oil and natural gas around the world</li> <li>• 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>)</li> <li>• 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>)</li> <li>• Stands to benefit from growth opportunities developing CCS decarbonization projects (<i>source: Congressional Budget Office, Carbon Capture and Storage in the United States</i>)</li> </ul>

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

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

<sup>14</sup> 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>.

<p><b>Renewables and Clean Technology</b></p>	<p><b>Companies that generate and store electricity from renewable energy sources such as solar, wind and hydro</b></p>
	<p>Examples of issuers include NextEra Energy, Inc., Northland Power Inc., and Brookfield Renewable Partners L.P.</p> <ul style="list-style-type: none"> <li>• 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>)</li> <li>• Providing clean energy through alternative, renewable sources is key to meeting increased global demand (<i>source: MIT, Climate Portal, Renewable Energy</i>)</li> <li>• Increasing global need for batteries and accelerating technology improvements in technology will result in faster adoptions of battery system applications (<i>source: McKinsey &amp; Co, Battery 2030: Resilient, sustainable, and circular</i>)</li> </ul>
<p><b>Transportation and Logistics</b></p>	<p><b>Companies that operate and manage transportation-related assets that facilitate the movement of people and goods</b></p>
	<p>Examples of issuers include Granite Real Estate Investment Trust, Prologis, Inc., and Union Pacific Corporation</p> <ul style="list-style-type: none"> <li>• 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>)</li> <li>• 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>)</li> </ul>
<p><b>Digital Infrastructure / Communications</b></p>	<p><b>Companies that possess critical data infrastructure that will support the buildout of the digital economy</b></p>
	<p>Examples of issuers include American Tower Corporation, Eaton Corporation plc, and Equinix, Inc.</p> <ul style="list-style-type: none"> <li>• 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>)</li> <li>• 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>)</li> <li>• 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>)</li> </ul>

Real Estate	Best-in-class REITs that own, manage and develop various real estate portfolios and assets
	<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"> <li>• 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>)</li> <li>• 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>)</li> <li>• Necessity-based Retail REITs benefit from strong rent growth fundamentals, a diversified tenant mix and limited new supply (<i>source: RioCan, Quality &amp; Growth, Annual Report 2022</i>)</li> </ul>

### INVESTMENT RESTRICTIONS

The Company cannot engage in any undertaking other than the investment of its assets in accordance with its investment objectives and strategy and in compliance with the investment restrictions set out in National Instrument 81-102 – *Investment Funds* (“NI 81-102”) that are applicable to mutual funds from time to time. In addition, the Company shall be subject to the following investment restrictions pursuant to which the Company 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 the Company (excluding cash and cash equivalents) comprised of the securities of Infrastructure Issuers;
  - (ii) more than 25% of the value of the total assets of the Company (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 the Company (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 the Company in the Portfolio at the time the option is written;
- (c) dispose of any security included in the Company’s Portfolio that is subject to a call option written by the Company 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 the Company 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 the Company in connection with (i) the exercise by the Company 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 the Company 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 the Company (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 the Company (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 the Company (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 the Company 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 the Company’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.

The Company 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 the Company 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 the Company receives from an issuer subscription rights to purchase Portfolio securities of that issuer, and if the Company exercises those subscription rights at a time when the Company’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, the Company has sold at least as many Portfolio securities of the same class and value as would result in the Company complying with the restriction.

## **FEES AND EXPENSES**

### **Fees and Expenses Payable by the Company**

#### ***Initial Expenses***

The expenses of the Offering (including the costs of creating and organizing the Company, the costs of printing and preparing this prospectus, legal expenses of the Company, marketing expenses and legal and other out-of-pocket expenses incurred by the Agents and certain other expenses) will, together with the Agents’ fees, be paid by the Company from the gross proceeds of the Offering. The initial expenses of the Offering are estimated to be \$200,000. The expenses of the Offering, together with the Agents’ fee, will be paid out of the proceeds of the Offering, provided however that the expenses of the Offering to be borne by the Company shall not exceed 1.5% of the gross proceeds of the Offering. As a result of the priority of the Preferred Shares, the net expenses of the Offering will effectively be borne by holders of the Class A Shares and the net asset value per Class A Share will reflect such net expenses of the Offering of the Preferred Shares.

### ***Management Fee***

The Manager will receive an annual Management Fee equal to 1.10% per annum of NAV of the Company, calculated and payable monthly in arrears, plus any applicable taxes. The Management Fee payable to the Manager in respect of the month in which Closing occurs shall be pro-rated based on the fraction that the number of days from and including the Closing Date to and including the last day of the month is of the number of days of such month. There will be no duplication of fees payable by the Company in connection with any investment by the Company in any investment funds managed by the Manager.

The Manager's duties include, among others: maintaining accounting records for the Company; authorizing the payment of operating expenses incurred on behalf of the Company; handling securities trades on behalf of the Company; preparing financial statements, income tax forms and financial and accounting information as required by the Company; 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 the Company's compliance with regulatory requirements; preparing the Company's reports to Shareholders and the Canadian securities regulatory authorities; determining the amount of distributions, if any, to be paid by the Company; and negotiating contractual agreements with third-party providers of services, including the Company's auditor and its printers. See "Organization and Management Details of the Company – Duties and Services to be Provided by the Manager".

Pursuant to the terms of the Advisory Agreement (as defined under "Organization and Management Details of the Company – The Advisor"), the Advisor is entitled to an advisory fee (the "Advisory Fee") which will be payable by the Manager, and not the Company. The Manager and the Advisor will be reimbursed by the Company for all reasonable out-of-pocket costs and expenses incurred by them on behalf of the Company in connection with the operation and management of the Company as described under "Fees and Expenses – Operating Expenses" (see "Organization and Management Details of the Company – Details of the Management Agreement" and see "Organization and Management Details of the Company – Details of the Advisory Agreement").

### ***Operating Expenses***

The Company will pay for all expenses incurred in connection with the operation and management of the Company. In addition to the fees and expenses referenced elsewhere in this prospectus, 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 the Company; (c) fees payable to the Company's custodian; (d) fees payable to the Company'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 Reinvestment Plan (as defined below) for performing certain financial, record-keeping, Shareholder reporting and general administrative services and for acting as plan agent under the Reinvestment Plan; (f) costs and fees payable to any agent, legal counsel, actuary, valuation agent, technical consultant, accountant and auditor of the Company 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 the Company in connection with any legal proceedings in which the Manager participates on behalf of the Company or any other acts of the Manager in connection with the protection of the Company's assets or of any investment included therein; (i) the fees and other expenses of members of the Independent Review Committee (as defined under "Organization and Management Details of the Company – Independent Review Committee"), as well as premiums for insurance coverage for such members of the Independent Review Committee and for directors and officers of the Manager, which fees will be paid on a pro rata basis by the Company and other applicable investment funds managed by the Manager and, in the case of the Independent Review Committee, of which the same individuals form the independent review committee; (j) any expenditures which may be incurred upon the termination of the Company; (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. The Company also will be responsible for all commissions and other costs of securities transactions, debt service and costs relating to borrowings by the Company, including under the Loan Facility and any extraordinary expenses which it may incur from time to time.

### *Additional Services*

Any arrangements for additional services between the Company and the Manager, or any affiliate thereof, that have not been described in this prospectus shall be on terms that are no less favorable to the Company than those available from third parties for comparable services and the Company 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. See “Redemptions and Retractions”.

## **RISK FACTORS**

Certain risk factors relating to the Company, the Class A Shares and the Preferred Shares are described below. Additional risks and uncertainties not currently known to the Manager, or that are currently considered immaterial, may also impair the operations of the Company. If any such risk actually occurs, the business, financial condition, liquidity or results of operations of the Company and the ability of the Company to make distributions on the Preferred Shares and Class A Shares, could be materially adversely affected. An investment in the Company is appropriate only for investors who have the capacity to absorb a partial or full loss on their investment and who can withstand the effect of potentially having no distribution being paid in any period. In addition to the conditions set out elsewhere in this prospectus, the following are certain risk factors and considerations related to the Company which prospective investors should consider before purchasing Preferred Shares or Class A Shares:

### **Risks Related to Objectives and Strategy**

#### *No Assurances on Achieving Objectives*

There is no assurance that the Company 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 the Company 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 the Company may not be sufficient to meet the Company’s objectives in respect of the payment of distributions, the Company 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 the Company’s assets with the net proceeds from the issue of both the Preferred Shares and the Class A Shares offered hereby after repaying the Preferred Shares and all accrued and unpaid interest thereon, any senior indebtedness and any other expenses and liabilities of the Company will be for the benefit of the holders of the Class A Shares. In the event of a decrease in the value of the Company’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 the Company 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 the Company’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 the Company are less than or equal to the amount of the aggregate of all liabilities of the Company (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***

The Company 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, the Company 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 the Company 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 the Company 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 the Company 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, the Company 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***

The Company 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, the Company 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 the Company.

### **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 the Company 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 the Company 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 the Company 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 the Company. There can be no assurance that purchases of Class A Shares by the Company will result in the Class A Shares trading at a price which is equal to the NAV per Class A Share. The Company 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 the Company's assets, the yield of the Class A Shares and investor perception of the Company's overall attractiveness as an investment as compared with other investment alternatives.

### ***Sensitivity to Interest Rates***

As the Company 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 the Company 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 the Company'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 the Company 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 the Company has invested.

### ***Risks of Portfolio Concentration***

The assets of the Company will consist of securities of Infrastructure Issuers. Accordingly, the Company'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 the Company 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.

The Company 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 the Company 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 the Company 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 the Company, 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 the Company 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 the Company 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 the Company**

The Company 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 the Company; (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 the Company 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 the Company.

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 the Company 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 the Company will cause the value of a Class A Share to decrease to a proportionately greater extent, as compared to the situation where the Company did not issue Preferred Shares. There can be no assurance that the total assets of the Company will not decrease.

There is a risk that the Preferred Shares may be repaid by the Company 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 the Company.

### ***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 the Company 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***

The Company 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 after completion of this Offering.

### ***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 the Company’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 the Company 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 the Company may not be successful. Accordingly, no assurance can be given that the Company will not be adversely impacted by changes in foreign exchange rates or other factors.

### ***Use of Leverage by the Company***

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 the Company’s assets, the Company 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 the Company. The interest expense and banking fees incurred in respect of the Loan Facility will decrease the value of the total assets of the Company, thereby reducing the amounts available to pay distributions on the Preferred Shares and the Class A Shares. In addition, the Company may not be able to renew the Loan Facility on acceptable terms. There can be no assurance that the borrowing strategy employed by the Company will assist the Company 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 the Company***

While the Company is technically considered to be a mutual fund corporation under the securities legislation of the provinces and territories of Canada, the Company is not a conventional mutual fund. The Company differs from conventional mutual funds in a number of respects, most notably as follows (i) while the Preferred Shares and Class A Shares of the Company 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 the Company 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.

The Company 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 the Company.

### ***Securities Lending***

The Company may engage in securities lending if permitted by applicable law. Although the Company will receive collateral for the loans, and such collateral is marked to market, the Company 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, the Company will bear the risk of loss of any investment of cash collateral.

### ***No Guaranteed Returns***

There is no guarantee that an investment in the Company 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 the Company 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 the Company. 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 the Company without the approval of the Shareholders if, in the opinion of the Manager, it is no longer economically feasible to continue the Company or the Manager determines that it would be in the best interests of Shareholders to terminate the Company.

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 the Company, the number of Preferred Shares and/or Class A Shares surrendered for retraction, the available cash of the Company, 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 the Company 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 the Company, 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 and by the Advisor under the Advisory Agreement are not exclusive to the Company. 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 the Company from time to time invests and which may be considered competitors of the Company.

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

### ***Taxation***

If the Company 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 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, the Company will treat gains and losses on dispositions of Portfolio Securities as capital gains and losses. The Company 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 the Company if the Portfolio Securities are capital property to the Company 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 the Company 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, the Company may be subject to non-refundable income tax in respect of income from such transactions, and the Company 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 the Company, 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 the Company 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 the Company will monitor the progress of the EIFEL Proposals and any potential impact they may have.

The Company 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 the Company to U.S. taxes on dividends paid or credited to the Company. Any foreign taxes incurred by the Company will generally reduce the value of the Company 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 the Company and its investments will not be changed in a manner which adversely affects the distributions received by the Company or by the Shareholders.

### ***Cybersecurity Risk***

The information and technology systems of the Manager and/or its affiliates, the key service providers of the Company (including the custodian, transfer agent and registrar and valuation services provider) and the issuers of securities in which the Company 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 the Company'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 the Company's business operations, potentially resulting in financial losses to the Company and its Shareholders. There is no guarantee that the Company 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 the Company's Net Asset Value.

## **DISTRIBUTION POLICY**

### **Distributions**

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 the Company before the last business day of the month following the period in respect of which the distribution was payable. Based on the expected Closing Date, the initial distribution is expected to be payable to the holders of Preferred Shares of record on July 31, 2024. The first distribution will be pro-rated to reflect the period from the Closing Date to July 31, 2024.

The policy of the Board of Directors of the Company 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 74% 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 15.0% per annum. The Company intends that it will increase or decrease the targeted monthly distribution amount from time to time to reflect any increase or decrease to the Company'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 the Company, the NAV per Unit would be less than \$15.00 following the payment of such distributions.

Based on the gross proceeds of the Offering being \$52,643,700 and 5,212,245 Class A Shares being issued in connection with the CLP Transaction fees and expenses are as presented in this prospectus, in order to achieve the Company'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, the Company 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 10.38%. The Portfolio is currently expected to generate dividend income of approximately 6.73% per annum (which would result in a yield of 3.96% per annum on the Class A Shares). Accordingly, the Portfolio would be required to generate an additional approximately 3.65% per annum, including from dividend growth and realized capital appreciation, in order for the Company 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 the Company will be able to pay distributions to the holders of Preferred Shares or Class A Shares.

**If the total return on the Portfolio is less than the amount necessary to fund the targeted distributions for the Preferred Shares and the Class A Shares and all expenses of the Company, and if the Company chooses to nevertheless ensure that such distributions are paid to Shareholders, this will result in a portion of the distributions paid to Shareholders being a return of the capital of the Company back to Shareholders, and accordingly, NAV per Unit will be reduced. There can be no assurance that the Company will be able to pay distributions to the holders of Preferred Shares or Class A Shares.**

### **Distribution Reinvestment Plan**

The Company 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 the Company 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 the Company 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, the Company will, to the extent permitted under applicable laws and stock exchange rules, use Class A Share distributions to acquire additional Class A Shares of the Company 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 Toronto Stock Exchange (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 Record Date. 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 the Company purchased in the market will be allocated on a pro rata basis to the Plan Participants of the Company. The Plan Agent's charges for administering the Reinvestment Plan will be paid by the Company. The automatic reinvestment of distributions under the Reinvestment Plan will not relieve Plan Participants of any income tax applicable to those distributions. See "Certain Federal Income Tax Considerations".

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 Record Date to the Class A Shareholder's participant (the "CDS Participant") 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 “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. The Company may terminate the Reinvestment Plan in its sole discretion. Notice will be provided prior to termination. The Company 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. The Company is not required to issue Class A Shares to Class A Shareholders in any jurisdiction where such issuance would be illegal.

## **PURCHASES OF SECURITIES**

Prospective purchasers may purchase Preferred Shares by a cash payment.

## **REDEMPTIONS AND RETRACTIONS**

### **Redemptions**

#### ***Preferred Shares***

The Preferred Shares will be redeemed by the Company on the Maturity Date. The redemption price payable by the Company 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 the Company on that date divided by the total number of Preferred Shares then outstanding.

#### ***Class A Shares***

The Class A Shares will be redeemed by the Company on the Maturity Date. The redemption price payable by the Company 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.

### **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”), the Company’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 the Company 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 the Company 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. The Company 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 the Company 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 the Company 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, the Company will be authorized to redeem Preferred Shares on a pro rata basis in a number to be determined by the Company 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, the Company 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.

### *Resale of Preferred Shares Tendered for Retraction*

The Company 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. The Company 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 the Company’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 the Company 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 through a CDS Participant, except with respect to those Preferred Shares which are not retracted by the Company on the relevant Retraction Payment Date. The Company 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”, the Company will direct the Recirculation Agent to purchase for cancellation on behalf of the Company 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 the Company or the Manager to the CDS Participant or the Shareholder.

### *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 the Company 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 as described under “Calculation of Net Asset Value – Valuation of Portfolio Securities”. 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. The Company 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 the Company 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, the Company will be authorized to redeem Class A Shares on a pro rata basis in a number to be determined by the Company 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, the

Company 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.

#### *Resale of Class A Shares Tendered for Retraction*

The Company 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. The Company 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 the Company'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 the Company 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 the Company on the relevant Retraction Payment Date. The Company 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", the Company will direct the Recirculation Agent to purchase for cancellation on behalf of the Company 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 the Company or the Manager to the CDS Participant or the Shareholder.

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

The Company shall have the right to amend the Company's 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 the Company that it 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**

The Company 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 the Company is suspended on the TSX and if those securities are not traded on any other exchange that represents a reasonably practical alternative for the Company to execute trades in such securities; or (ii) subject to any required regulatory approvals, for any period not exceeding 120 days during which the Company or the Manager determines

that conditions exist which render impractical the sale of assets of the Company or which impair the ability of the Company 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 the Company, any declaration of suspension made by the Company or the Manager shall be conclusive.

### **CERTAIN FEDERAL INCOME TAX CONSIDERATIONS**

In the opinion of Fasken Martineau DuMoulin LLP, counsel to the Company, and McCarthy Tétrault LLP, counsel to the Agents, the following is a summary of the principal Canadian federal income tax considerations generally relevant to investors who, for purposes of the Tax Act and at all relevant times, are resident or are deemed to be resident in Canada, hold their Preferred Shares and/or Class A Shares as capital property, deal at arm's length with, and are not affiliated with the Company. This summary is based upon the facts set out in this prospectus, the current provisions of the Tax Act and the regulations (the "Regulations") and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency (the "CRA"). This summary is based on the assumption that the Class A Shares and the Preferred Shares will at all times be listed on a designated stock exchange in Canada (which currently includes the TSX). This summary is based on the assumptions that the Company will at all relevant times: be a mutual fund corporation under the Tax Act and comply with its Investment Objectives and Investment Restrictions. This summary is also based on a certificate of an officer of the Manager in respect of certain factual matters.

Generally, the Preferred Shares and Class A Shares will be considered to be capital property to an investor provided that the investor does not hold such securities in the course of carrying on a business of buying and selling securities and has not acquired them in one or more transactions considered to be an adventure or concern in the nature of trade. Certain Shareholders who might not otherwise be considered to hold Preferred Shares and Class A Shares as capital property may, in certain circumstances, be entitled to have such securities and all other "Canadian securities" owned or subsequently acquired by them treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Investors considering making the election to have all Canadian securities (including Preferred Shares and Class A Shares) owned by them deemed to be capital property should consult their own tax advisors.

This summary also takes into account all specific proposals to amend the Tax Act announced prior to the date hereof by the Minister of Finance (Canada) (the "Proposed Amendments") and assumes that all Proposed Amendments will be enacted in the form proposed. No assurances can be given that the Proposed Amendments will become law as proposed or at all. This summary is not exhaustive of all possible Canadian federal income tax considerations and, in particular, does not describe income tax considerations relating to the deductibility of interest on money borrowed to acquire Class A Shares or Preferred Shares. This summary does not take into account or anticipate any changes in law, whether by legislative, governmental or judicial action, other than the Proposed Amendments. This summary does not deal with foreign, provincial or territorial income tax considerations, which might differ from the Canadian federal income tax considerations described herein.

This summary does not apply (i) to a Shareholder that is a "financial institution" as defined in section 142.2 of the Tax Act; (ii) to a Shareholder that is a "specified financial institution" as defined in section 248(1) of the Tax Act, (iii) to a Shareholder an interest in which is a "tax shelter investment" as defined in subsection 143.2(1) of the Tax Act; (iv) to a Shareholder that is subject to the "functional currency" reporting rules in section 261 of the Tax Act; or (v) to a Shareholder who has entered into a "derivative forward agreement" as defined in subsection 248(1) of the Tax Act with respect to Preferred Shares or Class A Shares.

**This summary is of a general nature only and does not constitute legal or tax advice to any particular investor. Accordingly, prospective investors are advised to consult their own tax advisors with respect to their individual circumstances.**

## Status of the Company

The Manager has advised counsel that the Company intends at all relevant times to qualify as a “mutual fund corporation” as defined in the Tax Act and that the Company will file the necessary election under the Tax Act so that it will be deemed to be a “public corporation” and therefore qualify as a mutual fund corporation throughout its first taxation year. As a mutual fund corporation, the Company will be entitled in certain circumstances to a refund of tax paid or payable by it in respect of its net realized capital gains. To qualify as a mutual fund corporation, (i) the Company must be a “Canadian corporation” that is a “public corporation” for purposes of the Tax Act; (ii) the only undertaking of the Company must be the investing of its funds in property (other than real property or interests in real property or an immovable or a real right in an immovable); and (iii) at least 95% of the fair market value of all of the issued shares of the capital stock of the Company must be redeemable at the demand of the holders of those shares.

Proposed Amendments released on April 16, 2024, as part of the Federal Budget would, for taxation years beginning after 2024, deem certain corporations not to be “mutual fund corporations” after a time at which (i) a person or partnership, or any combination of persons or partnerships that do not deal with each other at arm’s length (known in the Proposed Amendments as “specified persons”) own, in the aggregate, shares of the capital stock of the corporation having a fair market value of more than 10% of the fair market value of all of the issued and outstanding shares of the capital stock of the corporation; and (ii) the corporation is controlled by or for the benefit of one or more specified persons. Having regard to the structure of the Company, and the intention of the Proposed Amendments as described in materials accompanying the Proposed Amendments, the Company does not believe that it would cease to be a mutual fund corporation as a result of their application. The Company will continue to monitor the progress of the Proposed Amendments to assess the impact, if any, that these Proposed Amendments could have on the Company.

As a mutual fund corporation, the Company will be entitled to maintain a capital gains dividend account in respect of its realized net capital gains and from which it may elect to pay dividends (“Capital Gains Dividends”) which are treated as capital gains in the hands of the Shareholders of the Company (see “Tax Treatment of Shareholders”, below). In certain circumstances where the Company has recognized a capital gain in a taxation year, it may elect not to pay Capital Gains Dividends in that taxation year in respect thereof and instead pay refundable capital gains tax, which may in the future be fully or partially refundable upon the payment of sufficient Capital Gains Dividends and/or qualifying redemptions. The amount of the available refund to the Company in any taxation year is determined by a formula, which is based in part on (i) the amount of the Capital Gains Dividends paid by the Company to Shareholders, and (ii) the amount paid by the Company to Shareholders on the redemption of its Shares (“capital gains redemptions”).

The Company qualifies as a “financial intermediary corporation” (as defined in the Tax Act) and, thus, is not subject to tax under Part IV.1 of the Tax Act on dividends received by the Company and is not generally liable to tax under Part VI.1 of the Tax Act on dividends paid by the Company on “taxable preferred shares” (as defined in the Tax Act). As a mutual fund corporation (which is not an “investment corporation” as defined in the Tax Act), the Company is generally subject to a refundable tax of 38<sup>1/3</sup>% under Part IV of the Tax Act on taxable dividends received by the Company during the year to the extent the amount is deductible in computing the Company’s taxable income. This tax is refundable upon the payment by the Company of sufficient dividends other than Capital Gains Dividends (“Ordinary Dividends”).

In computing income for a taxation year, the Company will be required to include in income the full amount of all dividends received by the Company in the year. In computing taxable income for the purposes of Part I of the Tax Act, the Company will generally be permitted to deduct the amount of all dividends received by it from taxable Canadian corporations. The Company will generally not be permitted a deduction in computing taxable income for dividends received by it from other corporations, including non-resident corporations.

To the extent that the Company earns net income, after deductible expenses, from sources other than taxable capital gains, including interest income, dividends from non-Canadian sources, and other income, the Company will be subject to income tax at full rates on such income and no refund of such tax will be available.

The Portfolio will include securities that are not denominated in Canadian dollars. Cost, proceeds of disposition of securities, distributions, interest and all other amounts will be determined for the purposes of the Tax Act in Canadian dollars generally based on the exchange rate quoted by the Bank of Canada on the date each such

amount arises or such other rate of exchange that is acceptable to the CRA. The Company may realize gains or losses by virtue of the fluctuation in the value of foreign currencies relative to Canadian dollars.

Premiums received on covered call options written by the Company that are not exercised prior to the end of the year will constitute capital gains of the Company in the year received, unless such premiums are received by the Company as income from a business of buying and selling securities or the Company has engaged in a transaction or transactions considered to be an adventure in the nature of trade. The Company purchases securities with the objective of earning dividends and other income thereon over the life of the Company and writes covered call options and purchases cash covered put options with the objective of increasing the yield on the Portfolio beyond the dividends received on the Portfolio securities. Thus, having regard to the foregoing and in accordance with the CRA's published administrative policies, transactions undertaken by the Company in respect of the securities comprising the Portfolio and options on such securities will be treated and reported by the Company as arising on capital account.

Premiums received by the Company on covered call (or cash covered put) options that are subsequently exercised will be included in computing the proceeds of disposition (or deducted in computing the adjusted cost base) to the Company of the securities disposed of (or acquired) by the Company upon the exercise of such call (or put) options. In addition, where the premium was in respect of an option granted in a previous year so that it constituted a capital gain of the Company in the previous year, such capital gain may be reversed.

In determining the income of the Company, gains or losses realized upon dispositions of Portfolio securities of the Company which are not the subject of short sales will constitute capital gains or capital losses of the Company in the year realized unless the Company is considered to be trading or dealing in securities or otherwise carrying on a business of buying and selling securities or the Company has acquired the securities in a transaction or transactions considered to be an adventure in the nature of trade. The Manager has advised counsel that the Company will purchase the Portfolio securities with the objective of earning dividends and income thereon and will take the position that gains and losses realized on the disposition thereof are capital gains and capital losses. In addition, the Manager has advised counsel that the Company will elect in accordance with subsection 39(4) of the Tax Act to have each of its "Canadian securities" (as defined in the Tax Act) treated as capital property. Such election will ensure that gains or losses realized by the Company on the disposition of Canadian securities (including on short sales) are taxed as capital gains or capital losses.

Generally, in computing the amount of its Canadian income taxes, the Company will be entitled to claim credits in respect of foreign taxes paid by the Company and foreign taxes withheld at source to the extent permitted by the detailed rules in the Tax Act. To the extent that a tax credit is not claimed, the Company will be able to deduct any foreign withholding taxes paid.

The Company will be entitled to deduct an amount equal to the reasonable expenses that it incurs in the course of issuing its shares. Such issue expenses, including the Agents' fees, will be deductible by the Company pro-rata over a five-year period subject to reduction in any taxation year which is less than 365 days. Generally, the Company will also be entitled to deduct administrative expenses and interest payable by it on money borrowed to purchase securities.

Any non-capital losses incurred by the Company may generally be carried forward or back in accordance with the rules or limitations contained in the Tax Act and deducted in computing the taxable income of the Company.

A capital loss realized by the Company on a disposition of a security will be a suspended loss for purposes of the Tax Act if the Company, or a person "affiliated" with the Company (within the meaning of the Tax Act) acquires an identical security (a "substituted property") within 30 days before and 30 days after the disposition and the Company, or a person affiliated with the Company, owns the substituted property 30 days after the original disposition. If a loss is suspended, the Company cannot deduct the loss from the Company's capital gains until the substituted property is sold and is not reacquired by the Company, or a person affiliated with the Company, within 30 days before and after the sale.

The Manager has advised counsel that the Company intends to pay a special year-end dividend to holders of its Class A Shares if the Company has net taxable capital gains upon which it would otherwise be subject to tax or if the Company needs to pay a dividend in order to recover refundable tax. As noted above, to the extent that the Company earns net income, after expenses, from sources other than taxable dividends from Canadian taxable corporations and capital gains (such as interest income or foreign source income), the Company will be subject to

income tax on such income and no refund of such tax will be available. Given the dividend policy of the Company and taking into account the deduction of expenses, the Manager has advised counsel that the Company does not expect to be subject to any significant amount of non-refundable net income tax under the Tax Act.

### **Distributions**

The policy of the Company is to pay quarterly distributions on the Preferred Shares and monthly distributions on the Class A Shares and, in addition, to pay special year-end distributions to holders of Class A Shares where the Company has net taxable capital gains upon which it would otherwise be subject to tax (other than taxable capital gains realized on the writing of options that are outstanding at year end) or where the Company needs to pay a dividend in order to recover refundable tax not otherwise recoverable upon payment of monthly dividends.

### **Tax Treatment of Shareholders**

Shareholders must include in income Ordinary Dividends paid to them by the Company. For individual Shareholders, Ordinary Dividends will be subject to the gross-up and dividend tax credit rules that apply to taxable dividends paid by taxable Canadian corporations, including, the enhanced gross-up and credit for Ordinary Dividends designated by the Company as eligible dividends. For corporate Shareholders, Ordinary Dividends will normally be deductible in computing the taxable income of the corporation. In certain circumstances, subsection 55(2) of the Tax Act will treat a taxable dividend received by a Shareholder that is a corporation as proceeds of disposition or a capital gain. Shareholders that are corporations should consult their own tax advisor having regard to their own circumstances.

Ordinary Dividends received by a corporation (other than a “private corporation” or a “financial intermediary corporation”, as defined in the Tax Act) on Preferred Shares will generally be subject to a 10% tax under Part IV.1 of the Tax Act to the extent that such dividends are deductible in computing the corporation’s taxable income.

A Shareholder that is a private corporation or any other corporation controlled directly or indirectly by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a 38<sup>1/3</sup>% refundable tax under Part IV of the Tax Act on Ordinary Dividends received on the Preferred Shares and Class A Shares to the extent that such dividends are deductible in computing the Shareholder’s taxable income. Where Part IV.1 tax also applies to an Ordinary Dividend received by a corporation, the rate of Part IV tax otherwise payable by the corporation is reduced by 10% of the amount of such Ordinary Dividend. The tax payable by a Shareholder under Part IV of the Tax Act may be refunded to the extent the Shareholder pays sufficient taxable dividends.

The amount of any Capital Gains Dividend received by a Shareholder from the Company will be considered to be a capital gain of the Shareholder from the disposition of capital property in the taxation year of the Shareholder in which the Capital Gains Dividend is received.

The amount of any payment received by a Shareholder from the Company as a return of capital on a Preferred Share or Class A Share will not be required to be included in computing income. Instead, such amount will reduce the adjusted cost base of the relevant share to the Shareholder. To the extent that the adjusted cost base to the Shareholder would otherwise be a negative amount, the Shareholder will be considered to have recognized a capital gain at that time and the Shareholder’s adjusted cost base will be increased by the amount of such deemed capital gain. See “Disposition of Shares”, below.

### **Disposition of Shares**

Upon the redemption, retraction, or other disposition of a Preferred Share or Class A Share, a capital gain (or a capital loss) will be realized to the extent that the proceeds of disposition of the Share exceed (or are less than) the aggregate of the adjusted cost base of the share and any reasonable costs of disposition. If the Shareholder is a corporation, any capital loss arising on the disposition of a share may in certain circumstances be reduced by the amount of any Ordinary Dividends received on the share. Analogous rules apply to a partnership or trust of which a corporation, partnership or trust is a member or beneficiary.

Currently, one-half of a capital gain (a taxable capital gain) is included in computing income and one-half of a capital loss (an allowable capital loss) must be deducted against taxable capital gains in accordance with the provisions of the Tax Act. For capital gains realized on or after June 25, 2024, Proposed Amendments released on

April 16, 2024, as part of the Federal Budget generally increase the capital gains inclusion rate from one-half to two-thirds for corporations and trusts, and from one-half to two-thirds for individuals on the portion of capital gains realized, including capital gains realized indirectly through a trust or partnership, in a taxation year (or in each case the portion of the year beginning on June 25, 2024, in the case of the 2024 taxation year) that exceed \$250,000. Under the Proposed Amendments, two-thirds of capital losses realized prior to 2024 will be deductible against capital gains included in income at the two-thirds inclusion rate such that a capital loss will offset an equivalent capital gain regardless of the inclusion rate. The Proposed Amendments do not include comprehensive rules (including draft legislation) implementing these changes and state that additional details related to the change of the capital gains inclusion rate are forthcoming.

A Shareholder that is a “Canadian-controlled private corporation” (as defined in the Tax Act) or a “substantive Canadian-controlled private corporation” (as defined in Proposed Amendments contained in Bill C-59 that are proposed to be effective for taxation years beginning on or after April 7, 2022) will be subject to an additional refundable tax on its aggregate investment income, which includes an amount in respect of taxable capital gains.

Individuals (other than certain trusts) who realize net capital gains on a disposition of a Preferred Share or Class A Share or who receive dividends from the Company may be subject to an alternative minimum tax under the Tax Act. The Proposed Amendments contain revisions to the minimum tax rules which, if enacted, will apply to taxation years that begin after 2023. Draft legislation in respect thereof was released on August 4, 2023, and Shareholders should obtain independent advice from a tax advisor on the proposed changes to the alternative minimum tax and the consequences therefrom.

On a stock subdivision or consolidation (as described in “Redemption and Retractions – Subdivision or Consolidation of the Preferred Shares or the Class A Shares”), the CRA administrative policy is that no disposition or acquisition is considered to have occurred, and the event is not taxable. However, the adjusted cost base of the Preferred Shares or the Class A Shares (as applicable) must be recalculated to reflect each subdivision or consolidation, and when there is a disposition of the Preferred Shares or the Class A Shares the new adjusted cost base will be used to calculate the capital gain or loss.

### **Taxation of Registered Plans**

Registered Plans, as Shareholders, generally will be exempt from tax on any dividend received on the Preferred Shares and Class A Shares and on any capital gain realized upon the sale, redemption, or other disposition of such shares. If and when cash or securities are withdrawn from a Registered Plan, other than from an FHSA or TFSA (or in certain circumstances from an RDSP or RESP), the holder of the Registered Plan generally will be liable to pay income tax based on the amount of cash or the fair market value of the securities withdrawn, unless the cash or securities are transferred to another Registered Plan in accordance with the Tax Act.

### **International Information Reporting**

The dealers through which Shareholders hold their Preferred Shares or Class A Shares are subject to registration, information collection and reporting obligations contained in Part XVIII of the Tax Act, which implemented the Canada-United States Enhanced Tax Information Exchange Agreement (the “IGA”) with respect to “financial accounts” such dealers maintain for their clients. Shareholders, or the controlling person of a Shareholder, will generally be requested to provide their dealer with information related to their citizenship, residency and, if applicable, a U.S. federal tax identification number. If a Shareholder is a U.S. person (including a U.S. citizen or green card holder who is resident in Canada) or if a Shareholder does not provide the requested information and indicia of U.S. status is identified, Part XVIII of the Tax Act and the IGA will generally require information about the Shareholder’s investment in the Company to be reported to the CRA, unless the investment is held within a Registered Plan (other than, subject to the current administrative position of the CRA and certain proposed tax legislation, a FHSA). The CRA is expected to provide that information to the U.S. Internal Revenue Service. Based on the current administrative position of the CRA and certain Proposed Amendments, FHSAs are currently not required to be reported to the CRA under the Tax Act and the IGA.

In addition, Part XIX of the Tax Act contains reporting obligations which implement the Organisation for Economic Co-operation and Development’s Common Reporting Standard rules (the “CRS Rules”). Pursuant to the CRS Rules, Canadian financial institutions are required to have procedures in place to identify accounts held by

residents of foreign countries (other than the United States), or by certain entities any of whose “controlling persons” are resident in a foreign country (other than the United States). The CRS Rules provide that Canadian financial institutions must report the required information to the CRA annually. Such information would be available to be exchanged on a reciprocal, bilateral basis with the jurisdictions in which the Shareholders, or such controlling persons, are resident. Under the CRS Rules, Shareholders will be required to provide such information regarding their investment in the Company to the Shareholder’s dealer for the purpose of such an information exchange, unless the Preferred Shares or Class A Shares are held by a Registered Plan (other than, subject to the current administrative position of the CRA and certain proposed tax legislation, a FHSA). Based on the current administrative position of the CRA and certain Proposed Amendments, FHSAs are currently not required to be reported to the CRA under the Tax Act and the CRS Rules.

### ELIGIBILITY FOR INVESTMENT

Provided that the Company 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” within the meaning of the Tax Act, such shares would be qualified investments under the Tax Act for trusts governed by FHSAs, RRSPs, RRIFs, RESPs, deferred profit-sharing plans, RDSPs and TFSA.

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 the Company and does not have a “significant interest” (within the meaning of the prohibited investment rules in the Tax Act) in the Company. 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.

### ORGANIZATION AND MANAGEMENT DETAILS OF THE COMPANY

#### Officers and Directors of the Company

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

<b>Name and Municipality of Residence</b>	<b>Position with the Company</b>	<b>Principal Occupation and Positions Held During the Last 5 Years</b>
DEAN ORRICO <sup>(1)</sup> ..... 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 <sup>(1)</sup> ..... Toronto, Ontario	Director	Executive Chairman of Middlefield
WENDY TEO <sup>(1)</sup> ..... 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 the Company were appointed on March 21, 2024 and the term of each director’s appointment expires at the next annual meeting of shareholders of the Company. 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 the Company.

**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 the Company

Middlefield Limited is the manager of the Company pursuant to a management agreement dated May 6, 2024 (the “Management Agreement”). 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 the Company.

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 the Company – Officers and Directors of the Company”.

<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, the Manager has been given the authority to manage the activities and day-to-day operations of the Company, including providing and arranging for the provision of marketing and administrative services required by the Company, subject to the oversight of the Company's board of directors. The Manager's duties include, among others: maintaining accounting records for the Company; authorizing the payment of operating expenses incurred on behalf of the Company; handling securities trades on behalf of the Company; preparing financial statements, income tax forms and financial and accounting information as required by the Company; 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 the Company's compliance with regulatory requirements; preparing the Company's reports to Shareholders and the Canadian securities regulatory authorities; and negotiating contractual agreements with third-party providers of services, including the Company's auditor and its printers.

### **Details of the Management Agreement**

Pursuant to the Management Agreement, the Manager is required to exercise its powers and discharge its duties honestly, in good faith and in the best interests of the Company 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 the Company 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 the Company. The Manager may resign if the Company 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 the Company. 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, the Company shall give notice thereof to Shareholders and Shareholders may direct the Company 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" and will be reimbursed by the Company for all reasonable costs and expenses incurred by the Manager on behalf of the Company. In addition, the Manager and each of its directors, officers, employees, shareholders and agents will be indemnified by the Company 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.

### **Officers and Directors of the Manager of the Company**

The names, municipalities of residence, offices held with the Manager and principal occupations of the directors and officers of the Manager are set out above under "Organization and Management Details of the Company – Manager of the Company".

Middlefield Capital Corporation will act as advisor to the Company pursuant to the terms of an advisory agreement to be entered into at or prior to completion of the Offering (the "Advisory Agreement"). 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).

Middlefield Capital Corporation and the Manager are each members of Middlefield (“Middlefield”). Formed in 1979, Middlefield creates equity income mandates designed to balance risk and return to meet the demanding requirements of Financial Advisors and their clients. These financial products include TSX-Listed IPOs and ETFs, Mutual Funds, Split Share Corporations, Flow Through LPs and Real Estate Investment Funds and Partnerships. Middlefield has approximately 40 employees with offices located in Toronto, Calgary and London, England. Clients include Canadian and international financial institutions, corporations and individuals. Its services are provided in Canada primarily through Middlefield Limited, which is registered as an investment fund manager with the Ontario Securities Commission, and Middlefield Capital Corporation (which is a member of the Canadian Investment Regulatory Organization (CIRO, formerly IIROC), the Canadian organization that regulates investment dealers) and internationally through Middlefield International Limited in London, England (which is registered as a member firm with The Financial Conduct Authority in the United Kingdom). In addition to asset and investment management, the services provided by Middlefield include corporate finance, financial advisory, real estate investment and property management and securities placement activities.

Middlefield’s role in its fund management business includes the creation and structuring of investment vehicles, the completion of offerings to investors, the identification, selection and monitoring of suitable investments, monitoring regulatory compliance and providing reports to investors on operating and financial performance and for income tax purposes. Middlefield has focused on and developed investment management expertise in real estate, healthcare, infrastructure, equity income securities, sustainable investing as well as natural resources. Middlefield currently manages two other investment funds dedicated to the infrastructure sector, Middlefield Sustainable Infrastructure Dividend ETF (TSX:MINF) and Middlefield Global Infrastructure Fund (Series A: MID510 / Series F: MID501).

Middlefield advises several TSX-listed funds, including MINT *Income Fund*, which celebrated its 27<sup>th</sup> year of being listed on the TSX in March 2024. Middlefield has expanded its advisory offerings by raising over \$2 billion in IPOs since the beginning of 2014, including approximately \$800 million raised since the beginning of 2020 for split share investment corporations. The Company intends to build upon the Manager’s proven track record of raising assets and managing equity income portfolios with strategies focused on equity income and the infrastructure sector.

Middlefield has acted as agent or manager for over \$2.5 billion of resource sector investments since commencing activity in this sector in 1983. Middlefield also has developed extensive expertise in the utilization of tax-advantaged forms of investment vehicles such as limited partnerships and flow-through share funds. Middlefield's resource experience includes: the management of 68 limited partnerships which invested in flow-through shares of resource companies; the management of a co-venture and two limited partnerships which own assets engaged in energy production, exploration and development; the co-founding of Morrison Middlefield Resources Limited; and the management of several open-end and closed-end funds which focus on the resources sectors.

## The Advisor

The officers and directors of Middlefield Capital Corporation who are primarily responsible for providing services to the Company 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 the Company – Officers and Directors of the Company”.

<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 the Company. The Advisor will be paid the Advisory Fee by the Manager and not by the Company. Investment decisions will be implemented by the Manager. In the purchase and sale of securities for the Company, 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 the Company, to act honestly and in good faith with a view to the best interests of the Company 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 the Company, 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 the Company 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 the Company by the Manager.

The Advisor may terminate its obligations under the Advisory Agreement if the Company 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 the Company or if there is a material change in the investment objectives or strategy of the Company. 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 the Company) under the Advisory Agreement as described under "Fees and Expenses" and will be reimbursed by the Company for all reasonable costs and expenses incurred by the Advisor on behalf of the Company. In addition, the Advisor, and its directors, officers, employees and agents, will be indemnified by the Company 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 are not exclusive to the Company 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 the Company) 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 are not exclusive and nothing in the Advisory Agreement prevents 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 the Company) 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 the Company and for one or more of its other clients. If the Company 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 the Company'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 the Company 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 the Company from time to time invests and which may be considered competitors of the Company. 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 the Company may acquire securities or of corporations which act as the manager of other funds that invest primarily in the same securities as the Company from time to time invests and which may be considered competitors of the Company. The Manager or its affiliates may be managers or portfolio managers of one or more issuers in which the Company may acquire securities and may be managers or portfolio managers of investment funds that invest in the same securities as the Company. 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 the Company will be addressed by the Independent Review Committee.

See also "Relationship Between Investment Fund and Agents" and "Risk Factors – Risks Related to the Structure of the Company – Conflicts of Interest".

### **Independent Review Committee**

An independent review committee (the "Independent Review Committee") has been established by the Company 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 Independent Review Committee 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 the Company and the other investment funds managed by it, and request input from the Independent Review Committee 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 Independent Review Committee will provide its recommendations or approvals, as required, to the Manager with a view to the best interests of the Company. The Independent Review Committee will report annually to Shareholders as required by NI 81-107. The reports of the Independent Review Committee will be available free of charge from the Manager on request by contacting the Manager at [invest@middlefield.com](mailto:invest@middlefield.com) and will be posted on the Manager's website at [www.middlefield.com](http://www.middlefield.com).

The members of the Independent Review Committee are paid an annual fee for serving on the independent review committee of the investment funds in the Middlefield family of investment funds. Each investment fund, including the Company, 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 Independent Review Committee is expected to be \$110,000 in the aggregate plus \$1,500 per Independent Review Committee member per meeting. Expenses incurred by the members of the Independent Review Committee in connection with performing their duties are also the responsibility of the investment funds, including the Company.

The following individuals are the members of the Independent Review Committee:

**Edward V. Jackson** is Chairman of the Independent Review Committee. 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 the Company 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 the Company is Deloitte LLP. The address of the auditor is Suite 200, Bay Adelaide East, 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 the Company, 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") is the custodian of the assets of the Company and may employ sub-custodians as considered appropriate in the circumstances. The address of the Custodian is 335 8<sup>th</sup> Avenue S.W., 23<sup>rd</sup> Floor, Calgary, Alberta, T2P 1C9. Pursuant to an agreement between the Manager and the Custodian (the "Custodian Agreement"), the Custodian will provide safekeeping and custodial services in respect of the assets of the Company.

The Company 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 the Company 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 the Company by reason of its initiative in forming and establishing the Company 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" 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 on or before the closing of the Offering, RBC Investor Services Trust will be appointed by the Manager as the valuation agent of the Company. The valuation agent will provide, among other things, valuation services to the Company 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 the Company 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](http://www.middlefield.com).

## CALCULATION OF NET ASSET VALUE

For reporting purposes other than financial statements, the NAV of the Company on a particular date will be equal to (i) the aggregate value of the assets of the Company, less (ii) the aggregate value of the liabilities of the Company (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”) is determined as follows:

- If the NAV of the Company 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 the Company on such day by the number of Preferred Shares then outstanding.
- If the NAV of the Company is greater than the Preferred Share Amount, the NAV per Unit is calculated by (i) subtracting the Preferred Share Amount from the NAV of the Company; (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 the Company’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 are 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](http://www.middlefield.com). The Company also makes 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 the Company 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 the Company on a date before the NAV Valuation Date as of which the NAV of the Company 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 the Company on a date before the NAV Valuation Date as of which the NAV of the Company 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 the Company is being determined, all as reported by any means in common use. For a retraction or redemption of the Company'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 the Company 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 the Company 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 the Company from the Custodian on the NAV Valuation Date on which NAV of the Company 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 is calculated in Canadian dollars in accordance with the rules and principles of the Canadian regulators, or in accordance with any exemptions therefrom that the Company may obtain.

## DESCRIPTION OF THE SHARES

### **The Shares**

The Company is authorized to issue an unlimited number of Preferred Shares, Class A Shares and Class M Shares (as defined below). 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 the Company 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 the Company.

#### *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 1.8x 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 the Company. The Company 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 the Company.

### **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 prospectus 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.

The Company, the Manager or the Agents 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.

The Company 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, the Company 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 the Company.

### **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) the Company 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) the Company continues after the reorganization or acquisition of assets;
  - (ii) the transaction results in the securityholders of the other issuer becoming Shareholders of the Company; and
  - (iii) the transaction would be a significant change to the Company; and
- (c) except as described herein, a change of the Manager to the Company, 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 the Company 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 the Company may be changed without the prior approval of the Shareholders of the Company provided that the Independent Review Committee 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, the Company's reorganization with, or transfer of assets to, another mutual fund may be carried out without the prior approval of Shareholders provided that the Independent Review Committee 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**

The Company will deliver to Shareholders annual and interim financial statements of the Company 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 the Company (a "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 prospectus), 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 Merger as compared to those of the funds prior to the Merger;
- (c) the Merger of the funds is done on a relative NAV per unit basis; and
- (d) the 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 the Company into a non-redeemable investment fund or a listed exchange-traded mutual fund.

### **REDEMPTION OF THE SHARES BY THE COMPANY**

All Preferred Shares and Class A Shares of the Company outstanding on the Maturity Date will be redeemed by the Company on such date provided that the term of the Company may be extended after the Maturity Date for a further period of five years and thereafter for additional successive periods of five years each as determined by the Board of Directors on such date. See "Description of the Shares".

### **USE OF PROCEEDS**

The net proceeds from the sale of Preferred Shares (prior to the exercise of the Over-Allotment Option) will be as follows:

	<u>Maximum Offering</u>	<u>Minimum Offering</u>
Gross proceeds to the Company .....	\$52,643,700	\$25,000,000
Agents' fees.....	\$1,421,379.90	\$675,000
Estimated expenses of issue <sup>(1)</sup> .....	<u>\$200,000</u>	<u>\$200,000</u>
Net proceeds to the Company.....	\$51,022,320.10	\$24,125,000

**Note:**

(1) Subject to a maximum 1.5% of the gross proceeds of the Offering.

The Company will use the net proceeds of this Offering (including any net proceeds from the exercise of the Over-Allotment Option) to (i) invest primarily in securities of Infrastructure Issuers, in accordance with the Company's investment objectives, strategy and restrictions as described herein as soon as practicable after the closing of this Offering, and (ii) fund the ongoing fees and expenses of the Company as described under "Fees and Expenses".

### TERMINATION OF THE COMPANY

The Company 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 of the Company, or automatically on such earlier day upon which the Company is wound up or dissolved (any such date being referred to as the "Termination Date"). The Company is also subject to further extension as described below. Upon dissolution of the Company, the Preferred Shares and the Class A Shares will be redeemed by the Company. Prior to the termination of the Company, the Manager will, to the extent practicable, convert the assets of the Company 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 the Company's assets to cash and the Manager determines that it would be in the best interests of the Shareholders to do so. Thereafter, the Company shall be dissolved.

The Articles of Incorporation 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 the Company 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 the Company 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 the Company on the Maturity Date. Such proposal could include, without limitation: (i) continuing the Company and issuing a new series or class of debt securities of the Company; 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 are appropriate, including obtaining any necessary regulatory approvals. In the event that the Company 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.

### PLAN OF DISTRIBUTION

Pursuant to the agency agreement dated May 6, 2024 (the "Agency Agreement"), the Agents have agreed to offer the Preferred Shares for sale, as agents of the Company, on a best efforts basis, if, as and when issued by the Company. The issue price for the Preferred Shares was established by negotiation between the Company and the Agents. The Agents will receive a fee equal to \$0.27 (2.70%) for each Preferred Share sold, and will be reimbursed for out of pocket expenses incurred. The Agents may form a sub-agency group including other qualified investment dealers and determine the fee payable to the members of such group, which fee will be paid by the Agents out of their

fee. While the Agents have agreed to use their best efforts to sell the Preferred Shares offered under this prospectus, the Agents will not be obligated to purchase Preferred Shares which are not sold.

The Company has granted to the Agents the Over-Allotment Option, which is exercisable for a period of 30 days from the closing to purchase up to 15% of the aggregate number of Preferred Shares issued on date of closing on the same terms as set out above. To the extent the Over-Allotment Option is exercised, the additional Preferred Shares will be sold at \$10.00 per Preferred Share and the Agents will be paid a fee of \$0.27 per Preferred Share sold. If the Over-Allotment Option is exercised in full, the total price to the public under the Offering will be \$60,540,255, the Agents' fee will be \$1,634,586.89 and the net proceeds to the Company, before expenses of the Offering, will be \$58,905,668.11. This prospectus qualifies the grant of the Over-Allotment Option and the distribution of the Preferred Shares issuable upon the exercise of the Over-Allotment Option. A purchaser who acquires Preferred Shares forming part of the Agents' over-allocation position acquires such shares under this prospectus, regardless of whether the Agents' over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

Under the terms of the Agency Agreement, the Agents may, at their discretion on the basis of their assessment of the state of the financial markets and upon the occurrence of certain stated events, terminate the Agency Agreement. Subscriptions for Preferred Shares will be received subject to rejection or allotment in whole or in part. The right is reserved to close the subscription books at any time without notice. Closing is expected to occur on May 8, 2024, but in any event no later than 90 days after a receipt for the final prospectus has been issued (the "Closing Date").

The Toronto Stock Exchange has conditionally approved the listing of the Preferred Shares and the Class A Shares. Listing is subject to the Company fulfilling all requirements of the Toronto Stock Exchange on or before July 9, 2024, including distribution of these securities to a minimum number of public securityholders. The Preferred Shares will trade under the symbol "IS.PR.A" and the Class A Shares will trade under the symbol "IS".

The Agents may not, throughout the period of distribution, bid for or purchase the Preferred Shares or the Class A Shares. The foregoing restriction is subject to certain exemptions, as long as the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of, the Preferred Shares or the Class A Shares. These exceptions include a bid or purchase permitted under the by-laws and rules of applicable stock exchanges relating to market stabilization and passive market-making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. In connection with the Offering, the Agents may over-allot or effect transactions in connection with their over-allotted position. Such transactions, if commenced, may be discontinued at any time.

The Preferred Shares have not been and will not be registered under the 1933 Act or any state securities laws and, subject to certain exemptions, may not be offered or sold within the United States or to U.S. persons. The Agents have agreed that they will not offer for sale or sell or deliver the Preferred Shares within the United States or to U.S. persons.

#### **RELATIONSHIP BETWEEN INVESTMENT FUND AND AGENTS**

An affiliate of one of the Agents has been requested to provide the Company with the Loan Facility; the borrowings under such facility may be used by the Company only for working capital purposes. Accordingly, if such affiliate provides such financing, the Company may be considered to be a "connected issuer" of such Agent. The Loan Facility will permit the Company to borrow an amount not exceeding 5% of the total assets of the Company. The interest rates, fees and expenses under the Loan Facility will be typical of credit facilities of that nature and the Company expects that the Lender will require the Company to provide a security interest in favour of the Lender over the assets held by the Company to secure such borrowings. See "Investment Strategy – Leverage".

#### **INTEREST OF MANAGER AND OTHERS IN MATERIAL TRANSACTIONS**

The Advisor and the Manager will receive the fees described under "Fees and Expenses – Fees and Expenses Payable by the Company" for their respective services to the Company and will be reimbursed by the Company for all reasonable expenses and liabilities incurred in connection with the operation and management of the Company.

## PROXY VOTING DISCLOSURE FOR PORTFOLIO SECURITIES HELD

The Company has adopted 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 the Company and its Shareholders. The Manager will implement such policies on behalf of the Company. The following is a summary of such policies.

The proxy voting policies that have been developed by the Company are general in nature and cannot contemplate all possible proposals with which the Company may be presented. The Company will exercise its voting rights in respect of securities of an issuer held by the Company if more than 4% of the Company's net assets are invested in that issuer. Generally, the Company 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, the Company 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 the Company's investment in the issuer. In order to carry out the proxy voting policies, when the Company 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 the Company is in a conflict of interest position, the Company will seek the advice of the Independent Review Committee prior to casting its vote.

The Company's proxy voting record for the period from the date of the closing of the 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 the Company also will be available at [www.middlefield.com](http://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) the Company's articles of incorporation described under "Overview of the Company";
- (b) the Management Agreement described under "Organization and Management Details of the Company – Details of the Management Agreement";
- (c) the Advisory Agreement described under Organization and Management Details of the Company – Details of the Advisory Agreement";
- (d) the Agency Agreement described under "Plan of Distribution"; and
- (e) the Custodian Agreement described under "Organization and Management Details of the Company – Custodian.

Copies of the agreements referred to above after the execution thereof may be inspected during business hours at the principal office of the Company during the course of distribution of the Preferred Shares and Class A Shares offered hereby.

## 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 the Company, and McCarthy Tétrault LLP, on behalf of the Agents.

Deloitte LLP has issued an independent auditor's report dated April 3, 2024 on the statement of financial position of the Company as at April 1, 2024. Deloitte LLP is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of Ontario.

## PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. In several of the provinces of Canada, securities legislation further provides a purchaser with

remedies for rescission or, in some jurisdictions, revisions of the price or damages if a prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to the applicable provisions of the securities legislation of his or her province of residence for the particulars of these rights or consult with a legal advisor.

## 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 3, 2024

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

**STATEMENT OF FINANCIAL POSITION**

**As at April 1, 2024**

**Current Assets**

Cash \$10

**Shareholder's Equity**

Net assets attributable to holder of Class M share (Note 3) \$10

Approved on behalf of Infrastructure Dividend Split Corp. by Middlefield Limited, as manager

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(Signed) Jeremy Brasseur  
Director

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(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.

### 5. SUBSEQUENT EVENTS

On May 4, 2024, the Company acquired the investment portfolio of International Clean Power *Dividend Fund* (“CLP”), a non-redeemable investment fund structured as a trust and managed by the Manager pursuant to an asset purchase agreement entered into as of such date (the “CLP Transaction”). The investment strategy

of CLP was to invest in 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, and at the time of closing of the CLP Transaction its investment portfolio was comprised of securities which were acceptable to the advisor, Middlefield Capital Corporation, and consistent with the Company's investment strategy, plus cash. In exchange for the assets of CLP, the Company issued to CLP such number of Class A Shares as was equal to the aggregate net asset value of CLP, divided by \$15.00. Thereafter, such Class A Shares were distributed by CLP to its former unitholders and CLP was wound up. Closing of the CLP Transaction was conditional upon the approval of CLP unitholders, which was obtained at a meeting held on May 1, 2024. The Class A Shares issued pursuant to the CLP Transaction will be freely tradeable pursuant to section 2.7 of National Instrument 45-102 – *Resale of Securities*.

**CERTIFICATE OF THE COMPANY, THE MANAGER AND THE PROMOTER**

Dated: May 6, 2024

This prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces of Canada.

**INFRASTRUCTURE DIVIDEND SPLIT CORP.**

(signed) Dean Orrico  
Chief Executive Officer

(signed) Craig Rogers  
Chief Financial Officer

**On Behalf of the Board of Directors of  
INFRASTRUCTURE DIVIDEND SPLIT CORP.**

(signed) Wendy Teo  
Director

(signed) Jeremy Brasseur  
Director

**MIDDLEFIELD LIMITED  
as Manager of  
INFRASTRUCTURE DIVIDEND SPLIT CORP.**

(signed) Dean Orrico  
Chief Executive Officer

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

**On Behalf of the Board of Directors of  
MIDDLEFIELD LIMITED**

(signed) Dean Orrico  
Director

(signed) Jeremy Brasseur  
Director

(signed) Craig Rogers  
Director

**Middlefield Limited  
as Promoter of  
INFRASTRUCTURE DIVIDEND SPLIT CORP.**

(signed) Dean Orrico  
Director

**CERTIFICATE OF THE AGENTS**

Dated: May 6, 2024

To the best of our knowledge, information and belief, this prospectus constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces of Canada.

**CIBC WORLD MARKETS INC.**

**RBC DOMINION SECURITIES  
INC.**

**SCOTIA CAPITAL INC.**

By: (signed) Richard Finkelstein

By: (signed) Valerie Tan

By: (signed) Dil Mann

**CANACCORD GENUITY  
CORP.**

**NATIONAL BANK  
FINANCIAL INC.**

By: (signed) Gordon Chan

By: (signed) Gavin Brancato

**HAMPTON SECURITIES LIMITED**

By: (signed) Andrew M. Deeb

**BMO NESBITT BURNS  
INC.**

**IA PRIVATE WEALTH  
INC.**

**RAYMOND JAMES  
LTD.**

By: (signed) Rob Turnbull

By: (signed) Richard Kassabian

By: (signed) Matthew Cowie

**MANULIFE WEALTH INC.**

By: (signed) Stephen Arvanitidis

**ECHELON WEALTH PARTNERS INC.**

**WELLINGTON-ALTUS PRIVATE  
WEALTH INC.**

By: (signed) Melissa Tan

By: (signed) Michael Macdonald

**DESJARDINS SECURITIES INC.**

**RESEARCH CAPITAL CORPORATION**

By: (signed) Naglaa Pacheco

By: (signed) David Keating