

PRIME DIVIDEND CORP.
2024 SEMI-ANNUAL REPORT
(UNAUDITED)



PRIME DIVIDEND
C O R P



This report may contain forward-looking statements about the Company. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates” or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Company action, is also forward-looking. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company and economic factors.

Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to any divergence between what is anticipated and what actually occurs, including, but not limited to, general economic, political and market factors, interest and foreign exchange rates, global equity and capital markets, business competition, technology change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.

The above-mentioned list of important factors is not exhaustive. You should consider these and other factors carefully before making any investment decisions and you should avoid placing undue reliance on forward-looking statements. While the Company currently anticipates that subsequent events and developments may cause the Company’s views to change, the Company does not undertake to update any forward-looking statements.

PRIME DIVIDEND CORP.
SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE
MAY 31, 2024

This is the semi-annual Management Report of Fund Performance (MRFP) for the period ended May 31, 2024. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The semi-annual financial statements and accompanying notes are attached to this report.

Investors may also obtain a copy of the Company's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure by visiting our website at www.primedividend.com or by writing to the Company at Investor Relations, 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2.

These reports are available to view and download at www.primedividend.com or www.sedarplus.com.

INVESTMENT OBJECTIVES AND STRATEGIES

The Company invests primarily in a portfolio of common shares which will include each of the following Canadian dividend paying companies:

Banks	Life Insurance Companies
Bank of Montreal	Great-West Lifeco Inc.
Bank of Nova Scotia	Manulife Financial Corporation
Canadian Imperial Bank of Commerce	Sun Life Financial Inc.
National Bank of Canada	
Royal Bank of Canada	
Toronto-Dominion Bank	

Investment Management Companies	Utilities & Other
AGF Management Limited	BCE Inc.
CI Financial Corp.	Power Corporation of Canada
IGM Financial Inc.	TC Energy Corp.
	TMX Group Inc.
	TransAlta Corporation

The Company may also invest up to 20% of the net asset value in equity securities of issuers in the financial services or utilities sectors in Canada or the United States other than the core holdings listed above. In order to supplement the dividends received on the portfolio and to reduce risk, the Company will from time to time write covered call options in respect of some or all of the common shares in the portfolio.

The Company offers two types of shares:

Preferred shares

The investment objectives with respect to the Preferred shares are as follows:

1. To provide holders with a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%, with a minimum annual rate of 5% and a maximum rate of 8% based on the \$10 repayment value of the Preferred shares; and
2. On the termination date of December 1, 2028 (subject to further 5 year extensions thereafter), to pay holders the \$10 repayment value.

Class A shares

The investment objectives with respect to the Class A shares are as follows:

1. To provide holders with monthly cash distributions targeted to be at a rate of 10% annualized based on the volume weighted average market price of the Class A shares for the last 5 trading days of the preceeding month. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared; and
2. On the termination date, to pay holders the original issue price (\$15) of those shares.

RISK

The risks of investing in the Company remain as discussed in the Annual Information Form dated February 23, 2024. In addition, note 5 of the financial statements (“Management of Risk of Financial Instruments”) contains disclosure on specific types of risks related to the financial investments held by the Company.

RESULTS OF OPERATIONS

North American equity markets gained during the six month period ended May 31, 2024. In Canada, these gains were a result of higher commodity prices and lower inflation. Lower inflation levels supported market sentiment that interest rate cuts were imminent, which boosted equity markets. The Bank of Canada maintained its policy rates unchanged during the period waiting for more data to confirm low inflation readings before starting rate cuts. During the period, the Canadian economy continued to moderate, with unemployment rising and wage growth slowing. Though the spread between the 10-year and 2-year treasury yield continued to narrow, the yield curve continued to be inverted during the period, with shorter term maturities yielding more than longer-term maturities, which generally adversely impacts the earnings potential of financial services companies and creates headwinds for business investments.

Overall, the companies held in the portfolio appreciated during the period.

The net assets per unit (consisting of one Preferred share and one Class A share) finished at \$17.00 as at May 31, 2024, after the payment of \$0.70 in combined distributions to both classes of shares. A combined total of \$23.98 has been paid in distributions since inception.

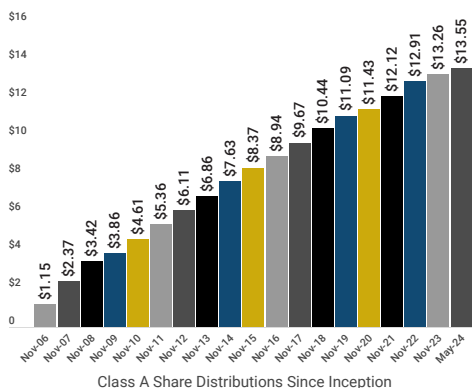
Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 249,235 Preferred shares and 22,413 Class A shares and made retraction payments of \$2,492,350 and \$97,945, respectively, to each class of shares in December 2023. As more Preferred shares were tendered for retraction than Class A shares, on December 22, 2023, the Class A shares were consolidated on the basis of a 0.727325294 of a post-consolidation Class A share for every one pre-consolidation Class A share outstanding.

Net assets of the Company finished the period at \$10 million.

The covered call writing program continued to provide additional income and supplemented the dividend income earned in the portfolio.

Class A shares - Distributions

Monthly cash distributions are targeted to be at a rate of 10% annualized based on the volume weighted average market price of the Class A shares for the last 5 trading days of the preceding month. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be paid. Total distributions per Class A share during the period amounted to \$0.2963.

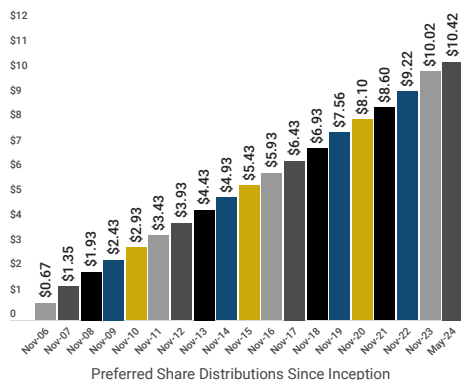


13.55

Cumulative total of distributions paid to Class A share since inception

Preferred shares - Distributions

Preferred shareholders are entitled to receive a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%, with a minimum annual rate of 5% and a maximum annual rate of 8% based on the \$10 repayment amount. Total distributions during the period amounted to \$0.40 per Preferred share.



10.42

Cumulative total of distributions paid to Preferred share since inception

RECENT DEVELOPMENTS

Financial markets and equity markets have experienced volatility in response to significant macroeconomic factors, including central bank responses to inflation levels and geopolitical events and tensions, including military events. The investment portfolio of the Company has been subject to these market fluctuations and may continue to experience significant volatility as these situations evolve.

Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 249,235 Preferred shares and 22,413 Class A shares and made retraction payments of \$2,492,350 and \$97,945, respectively, to each class of shares in December 2023. As more Preferred shares were tendered for retraction than Class A shares, on December 22, 2023, the Class A shares were consolidated on the basis of a 0.727325294 of a post-consolidation Class A share for every one pre-consolidation Class A share outstanding.

RELATED PARTY TRANSACTIONS

Quadravest Capital Management Inc. (“Quadravest”) as investment manager and manager earns fees from the Company as described below in the Management Fees section.

FINANCIAL HIGHLIGHTS

The following tables show selected financial information about the Company and are intended to help you understand the Company's financial performance for the past five years. This information is derived from the Company's semi-annual financial statements and previous audited annual financial statements. The information in the following table is presented in accordance with National Instrument ("NI") 81-106 and, as a result, does not act as a continuity of opening and closing net assets per unit.

The Company's net assets per unit

	May 31, 2024	Years ended November 30				
		Prior to 2023 Class A share consolidation				
		2023	2022	2021	2020	2019
Net assets per unit, beginning of period ⁽¹⁾	14.37 ⁽⁴⁾	15.70	17.96	15.59	17.42	15.22 ⁽⁵⁾
Increase (decrease) from operations						
Total revenue	0.42	0.74	0.74	0.70	0.70	0.68
Total expenses	(0.30)	(0.39)	(0.44)	(0.45)	(0.41)	(0.41)
Realized gains (losses) for the period	1.54	0.44	0.28	0.42	0.51	0.35
Unrealized gains (losses) for the period	0.02	(0.98)	(1.43)	2.98	(1.78)	1.63
Total increase (decrease) from operations ⁽²⁾	<u>1.68</u>	<u>(0.19)</u>	<u>(0.85)</u>	<u>3.65</u>	<u>(0.98)</u>	<u>2.25</u>
Distributions ⁽³⁾						
Canadian dividends	<u>(0.70)</u>	<u>(1.15)</u>	<u>(1.41)</u>	<u>(1.19)</u>	<u>(0.88)</u>	<u>(1.28)</u>
Total distributions	<u>(0.70)</u>	<u>(1.15)</u>	<u>(1.41)</u>	<u>(1.19)</u>	<u>(0.88)</u>	<u>(1.28)</u>
Net assets per unit at end of period	17.00	14.37	15.70	17.96	15.59	17.42
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	7.00	4.37	5.70	7.96	5.59	7.42
Net assets per unit at end of period	<u>17.00</u>	<u>14.37</u>	<u>15.70</u>	<u>17.96</u>	<u>15.59</u>	<u>17.42</u>

- (1) Net assets per unit is the difference between the aggregate amount of the Company's assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Class A shares, at the valuation date, divided by the number of units then outstanding.
- (2) Total increase (decrease) from operations is before the payment of Preferred and Class A share distributions and is calculated based on the weighted average number of units outstanding during the period.
- (3) Distributions on the Preferred shares and Class A shares are based on the number of Preferred shares and Class A shares outstanding on the record date for each distribution in the period and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors (for semi-annual periods ended May 31, it is based on the actual characterization for the most recently completed annual period and will be updated at year end).
- (4) The net assets per unit, beginning of the period is based on net assets per Class A share of \$4.37 prior to giving effect to the consolidation of the Class A shares on a 0.727325294 for 1 basis in December 2023. The net assets per Class A share at the beginning of the period, after giving effect to the subsequent consolidation, was \$6.01.
- (5) The net assets per unit, beginning of the period is based on net assets per Class A share of \$5.22 prior to giving effect to the consolidation of the Class A shares on a 0.8083023968 for 1 basis in December 2018. The net assets per Class A share at the beginning of the period, after giving effect to the subsequent consolidation, was \$6.46.

RATIOS AND SUPPLEMENTAL DATA

	May 31, 2024	2023	Years ended November 30			2019
			2022	2021	2020	
Net asset value (millions) ⁽¹⁾	\$10.0	\$12.3	\$13.4	\$15.3	\$14.6	\$16.5
Number of units outstanding	590,319	854,254	854,254	854,254	939,154	944,954
Base Management expense ratio ⁽²⁾	3.43%	2.55%	2.56%	2.50%	2.57%	2.44%
Management expense ratio per Class A share ⁽³⁾	19.81%	23.60%	15.43%	12.51%	17.91%	15.52%
Portfolio turnover rate ⁽⁴⁾	1.83%	3.52%	1.93%	9.32%	17.0%	7.8%
Trading expense ratio ⁽⁵⁾	0.09%	0.03%	0.06%	0.08%	0.09%	0.05%
Closing market price (TSX): Preferred shares	\$10.29	\$10.07	\$10.34	\$10.26	\$10.05	\$10.62
Closing market price (TSX): Class A shares	\$6.59	\$3.74	\$6.30	\$8.94	\$5.75	\$7.50

(1) This information is provided as at May 31 or November 30.

(2) A separate base management expense ratio per unit has been presented to reflect the ongoing operating expenses of the Company. The base management expense ratio per unit is based on total expenses for the stated period, excluding commissions and other portfolio transaction costs, distributions on Preferred shares and any one time offering expenses and is expressed as an annualized percentage of the average net asset value of the Company during the period.

(3) Management expense ratio per Class A share is based on the requirements of NI 81-106. This instrument requires that all split share companies produce an expense ratio which allocates all ongoing operating expenses of the Company (excluding commissions and other portfolio transaction costs), all distributions on Preferred shares and all issuance costs to the Class A shares and expresses this as an annualized percentage of the average net asset value attributable to the Class A shares during the period. The management expense ratio per Class A share should not be interpreted as the required return necessary for the Company or the Class A shares to cover the operating expenses of the Company. This calculation is based only on a portion of the Company's assets whereas the Company utilizes its entire assets to generate investment returns. Management believes that the base management expense ratio per unit disclosed in the table above is the most representative ratio in assessing the ongoing efficiency of the administration of the Company, making comparisons to the expense ratios of single unit mutual funds or determining the minimum investment returns necessary by the Company to achieve growth in net asset value per unit.

(4) The Company's portfolio turnover rate indicates how actively Quadravest manages the portfolio investments. A portfolio turnover rate of 100% is equivalent to the Company buying and selling all of the securities in its portfolio once in the course of the period. The Company employs a covered call writing strategy which can cause the portfolio turnover rate to be higher than conventional mutual funds. The higher the Company's portfolio turnover rate in a period, the greater the trading costs payable by the Company in the period and the greater chance of an investor receiving taxable capital gains in the period. There is not necessarily a relationship between a high turnover rate and the performance of the Company.

(5) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of the average net asset value of the Company during the period.

MANAGEMENT FEES

Pursuant to the terms of the investment management agreement, Quadravest is entitled to a base management fee payable in arrears at an annual rate equal to 0.65% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date. In addition, Quadravest is entitled to receive a performance fee subject to the achievement of certain pre-established total return thresholds.

Pursuant to the management agreement, Quadravest is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.20% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date.

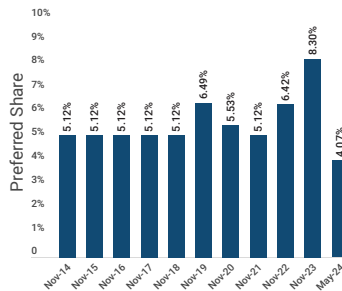
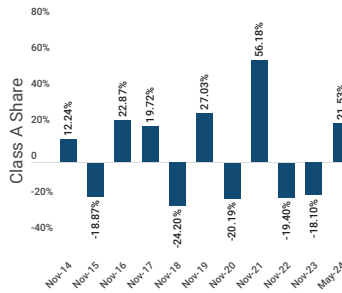
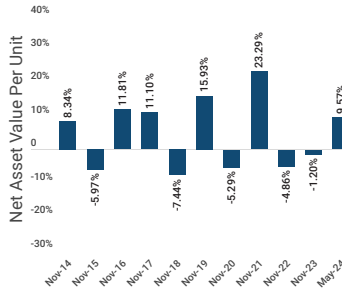
The base management fee was used by Quadravest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required by the Company which includes all operational services, financial accounting, shareholder reporting and regulatory reporting.

PAST PERFORMANCE

Year-by-Year Returns

The past performance of 1) the net asset value per unit; 2) the Preferred share on a net asset value basis; and 3) the Class A share on a net asset value basis for each of the last 10 years are presented in the bar charts below. Each bar in the chart reflects the change in percentage terms of how a unit, a Preferred share or a Class A share would have increased or decreased during the applicable year. In respect to the charts displayed below, please note the following:

- The performance information shown assumes that all cash distributions made by the Company during the years shown were reinvested in the applicable securities of the Company;
- The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance; and
- Past performance of the Company does not necessarily indicate how it will perform in the future.



(1) The returns per unit and per Class A share for the year ended November 30, 2019 reflect the consolidation of Class A shares on December 21, 2018.

(2) The returns per unit and per Class A share for the period ended May 31, 2024 reflect the consolidation of Class A shares on December 22, 2023.

SUMMARY OF INVESTMENT PORTFOLIO
All holdings as at May 31, 2024

Name	Weighting (%)
TMX Group Inc.	8.4
Manulife Financial Corporation	8.3
National Bank of Canada	7.5
Canadian Imperial Bank of Commerce	6.7
Royal Bank of Canada	5.9
Power Corporation of Canada	5.9
Toronto-Dominion Bank	5.8
TC Energy Corp.	5.8
Bank of Montreal	5.6
Bank of Nova Scotia	5.5
BCE Inc.	5.0
Great-West Lifeco Inc.	4.8
AGF Management Ltd.	4.5
IGM Financial Inc.	4.1
Sun Life Financial Inc.	4.1
TransAlta Corporation	3.9
CI Financial Corp.	3.9
Total long positions as a percentage of net assets	95.7
Cash	5.3
Other net assets (liabilities)	-1.0
	100.0

The summary of investment portfolio may change due to ongoing portfolio transactions of the Company. Updates are available quarterly.

**PRIME DIVIDEND CORP.
MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING**

The interim financial statements of Prime Dividend Corp. (the "Company") have been prepared by Quadravest Capital Management Inc. (the "Manager" of the Company) and approved by the Board of Directors of the Company. The Manager is responsible for the information and representations contained in these interim financial statements and the other sections of the semi-annual report.

The Manager maintains appropriate procedures to ensure that relevant and reliable financial information is produced. The interim financial statements have been prepared in accordance with International Financial Reporting Standards, as applicable to the preparation of interim financial statements including International Accounting Standard 34, and may include certain amounts that are based on estimates and judgments. The material accounting policy information applicable to the Company is described in note 3 to the financial statements.

The Board of Directors of the Company is responsible for ensuring that management fulfills its responsibilities for financial reporting and has reviewed and approved these interim financial statements.



WAYNE FINCH

Chief Executive Officer, President and Director
Quadravest Capital Management Inc.



SILVIA GOMES

Chief Financial Officer
Quadravest Capital Management Inc.

PRIME DIVIDEND CORP.
STATEMENTS OF FINANCIAL POSITION

AS AT MAY 31, 2024 (UNAUDITED) AND NOVEMBER 30, 2023

	May 31, 2024 (\$)	November 30, 2023 (\$)
ASSETS		
Current Assets		
Investments	9,590,732	11,515,382
Cash	531,931	1,086,405
Interest, dividends and other receivables	25,149	37,742
	<u>10,147,812</u>	<u>12,639,529</u>
LIABILITIES		
Current Liabilities		
Written Options	11,770	25,871
Fees and other accounts payable	31,766	43,718
Payable in respect of investments purchased	-	237,797
Distributions payable	70,006	56,953
Preferred shares (notes 1 and 6) ⁽¹⁾	5,903,190	8,542,540
Class B shares	1,000	1,000
	<u>6,017,732</u>	<u>8,907,879</u>
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)⁽¹⁾	4,130,080	3,731,650
Number of redeemable units (1 Preferred share and 1 Class A share) outstanding (note 6)		
	590,319	854,254
Number of Preferred shares outstanding		
	590,319	854,254
Number of Class A shares outstanding		
	590,319	854,254
Number of Class A shares outstanding, after giving effect to subsequent consolidation (note 1) ⁽²⁾		
	N/A	621,321
Net assets per unit		
	17.00	14.37
Net assets per Preferred share		
	10.00	10.00
Net assets per Class A share		
	7.00	4.37
Net assets per Class A share, after giving effect to the subsequent consolidation (note 1) ⁽²⁾		
	N/A	6.01

- (1) Preferred shares and net assets attributable to holders of redeemable Class A shares amounts include retraction payment amounts of \$2,492,350 and \$97,945, respectively, made in December 2023 pursuant to the special retraction right offered to shareholders in connection with the extension of the termination date of the Company. Shares were tendered for retraction prior to November 30, 2023. See note 1 for further details.
- (2) Amounts reflect the impact of the consolidation of Class A shares on a 0.727325294 for 1 basis on December 22, 2023, after the payment of special retractions in connection with the extension of the termination date of the Company. See note 1 for further details.

Approved on behalf of the Board of Directors



WAYNE FINCH
Director



PETER CRUICKSHANK
Director

The accompanying notes are an integral part of these financial statements.

PRIME DIVIDEND CORP.
STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)
FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2024 (\$)	2023 (\$)
INCOME		
Net gain (loss) on investments and derivatives		
Net realized gain (loss)	916,907	63,534
Net change in unrealized appreciation/depreciation	13,141	(391,955)
Dividends	249,408	315,405
Interest for distribution purposes	3,592	7,913
Net gain (loss) on investments and derivatives	1,183,048	(5,103)
EXPENSES (note 7)		
Management fees	43,553	55,952
Audit fees	13,100	13,242
Directors' fees	7,167	7,167
Independent Review Committee fees	1,154	950
Custodial fees	21,594	25,316
Legal fees	36,531	24,401
Shareholder reporting costs	8,231	9,591
Other operating expenses	27,096	22,403
Harmonized sales tax	15,010	15,672
Transaction costs	4,524	3,867
	177,960	178,561
Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions on Preferred shares	1,005,088	(183,664)
Distributions on Preferred shares	(238,320)	(341,719)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	766,768	(525,383)
Increase (decrease) in net assets attributable to holders per redeemable Class A share (note 8)	1.28	(0.85)⁽¹⁾

- (1) Increase (decrease) in net assets attributable to holders of redeemable Class A shares for the period ended May 31, 2023 has been restated to reflect the impact of the consolidation of Class A shares on a 0.727325294 for 1 basis after the payment of special retractions on December 22, 2023 in connection with the extension of the termination date of the Company. See note 1 for further details. Previously this amount was reported as (\$0.62).

The accompanying notes are an integral part of these financial statements.

PRIME DIVIDEND CORP.
STATEMENTS OF CHANGES IN NET ASSETS
ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES
FOR THE SIX MONTH PERIODS ENDED MAY 31 (UNAUDITED)

	2024 (\$)	2023 (\$)
Net Assets attributable to holders of redeemable Class A shares - Beginning of period	3,731,650	4,865,994
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	766,768	(525,383)
Class A share redemptions	(191,888)	-
Distributions on Class A shares⁽¹⁾		
Canadian dividends	(176,450)	(221,961)
Change in net assets attributable to holders of redeemable Class A shares	<u>398,430</u>	<u>(747,344)</u>
Net Assets attributable to holders of redeemable Class A shares - End of period	<u>4,130,080</u>	<u>4,118,650</u>

- (1) The tax characterization of distributions is an estimate only based on the actual characterization for the respective most recently completed annual period. Actual year-end characterization will differ.

The accompanying notes are an integral part of these financial statements.

PRIME DIVIDEND CORP.
STATEMENTS OF CASH FLOW

FOR THE SIX MONTH PERIODS ENDED **MAY 31** (UNAUDITED)

	2024 (\$)	2023 (\$)
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	766,768	(525,383)
Adjustment for:		
Distributions on Preferred shares	238,320	341,719
Net realized (gain) loss on investments and derivatives	(916,907)	(63,534)
Net change in unrealized appreciation/depreciation of investments and derivatives	(13,141)	391,955
Purchase of investments, net of option premiums	(239,907)	(1,176)
Proceeds from sale of investments	2,842,707	125,023
(Increase) decrease in interest, dividends and other receivables	12,593	(16,902)
Increase (decrease) in fees and other accounts payable	(11,952)	(3,825)
Cash flows from (used in) operating activities	<u>2,678,481</u>	<u>247,877</u>
Cash flows from (used in) financing activities		
Amounts Paid on Redemption of Class A and Preferred shares	(2,831,238)	-
Distributions paid on Class A shares	(145,801)	(217,904)
Distributions paid on Preferred shares	(255,916)	(341,719)
Cash flows from (used in) financing activities	<u>(3,232,955)</u>	<u>(559,623)</u>
Net increase (decrease) in cash for the period	(554,474)	(311,746)
Cash at beginning of the period	1,086,405	751,303
Cash at end of the period	<u>531,931</u>	<u>439,557</u>
Dividends received*	261,547	298,547
Interest received*	3,592	7,913

* Included as part of Cash Flows from Operating Activities.

The accompanying notes are an integral part of these financial statements.

PRIME DIVIDEND CORP.
SCHEDULE OF PORTFOLIO INVESTMENTS
AS AT MAY 31, 2024 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
Canadian Common Equities			
17 Core Holdings			
53,600	AGF Management Ltd.	1,053,872	447,024
4,600	Bank of Montreal	419,679	559,130
8,500	Bank of Nova Scotia	571,123	548,420
10,825	BCE Inc.	593,338	504,662
9,900	Canadian Imperial Bank of Commerce	456,342	669,042
26,500	CI Financial Corp.	802,155	387,695
11,900	Great-West Lifeco Inc.	327,627	486,472
11,400	IGM Financial Inc.	506,604	415,074
23,400	Manulife Financial Corporation	496,782	828,360
6,500	National Bank of Canada	263,524	757,185
14,860	Power Corporation of Canada	509,847	588,010
4,000	Royal Bank of Canada	347,924	595,920
6,000	Sun Life Financial Inc.	260,120	409,860
11,000	TC Energy Corp.	587,174	578,160
23,100	TMX Group Inc.	264,547	844,998
7,600	Toronto-Dominion Bank	414,897	579,120
40,000	TransAlta Corporation	491,491	391,600
Total Canadian Common Equities in Core Holdings (100.1%)		8,367,046	9,590,732

PRIME DIVIDEND CORP.
SCHEDULE OF PORTFOLIO INVESTMENTS (CONTINUED...)

AS AT MAY 31, 2024 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	Call Options written (100 shares per contract)		
	Canadian call options written		
(3)	Bank of Montreal @ \$132 June 2024	(420)	(15)
(5)	Bank of Nova Scotia @ \$68 July 2024	(390)	(93)
(40)	BCE Inc. @ \$46.50 June 2024	(2,060)	(2,240)
(36)	Canadian Imperial Bank of Commerce @ \$70 June 2024	(4,860)	(576)
(30)	CI Financial Corp. @ \$15 July 2024	(990)	(990)
(25)	Great-West Lifeco Inc. @ \$44 July 2024	(600)	(138)
(38)	Manulife Financial Corp. @ \$37 July 2024	(2,056)	(1,121)
(22)	Sun Life Financial Inc. @ \$71 July 2024	(1,562)	(1,166)
(25)	TC Energy Corp. @ \$51 June 2024	(1,500)	(4,725)
(25)	TC Energy Corp. @ \$55 June 2024	(1,063)	(238)
(25)	Toronto-Dominion Bank @ \$79.50 June 2024	(2,200)	(325)
(10)	TransAlta Corporation @ \$10 June 2024	(165)	(143)
	Total Canadian call options written (-0.1%)	<u>(17,866)</u>	<u>(11,770)</u>
		<u>8,349,180</u>	<u>9,578,962</u>
	Less adjustments for transaction costs	(4,776)	
	Total Investments (100.0%)	<u>8,344,404</u>	<u>9,578,962</u>

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

1. Incorporation

Prime Dividend Corp. (the “Company”) is a mutual fund corporation established under the laws of the Province of Ontario on September 27, 2005 that began investment operations on November 16, 2005. The manager and the investment manager of the Company is Quadravest Capital Management Inc. (“Quadravest” or “Manager”). The Company’s principal office is located at 200 Front Street West, Suite 2510, Toronto, Ontario M5V 3K2. The Company invests in an actively managed portfolio of common shares comprised primarily of 17 core large capitalization dividend yielding Canadian companies. The Company employs an active covered call writing program to enhance the income earned from the portfolio.

On March 2, 2023, the Company announced the extension of the termination date of the Company for a further five year period from December 1, 2023 to December 1, 2028. In connection with the extension of the termination date of the Company, a special retraction right was offered allowing existing shareholders to tender one or both classes of shares and receive a retraction price based on the November 30, 2023 net asset value of \$14.37 per unit (\$10.00 per Preferred share and \$4.37 per Class A share). 249,235 Preferred shares and 22,413 Class A shares were tendered for retraction and a total of \$2,590,295 was paid on December 15, 2023 in connection with the special retraction. As more Preferred shares were tendered for retraction than Class A shares, the Company announced on December 19, 2023 that Class A shares were to be consolidated on December 22, 2023 on the basis of 0.727325294 of a post-consolidation Class A share for every one pre-consolidation Class A share outstanding. As at November 30, 2023 Preferred shares and net assets attributable to holders of redeemable Class A shares amounts include subsequent retraction payment amounts of \$2,492,350 and \$97,945, respectively.

The termination date of the Company may be extended thereafter at the Company’s discretion for additional terms of five years each. Shareholders will be provided with a special retraction right in connection with any such extension.

2. Basis of presentation

These financial statements have been prepared in compliance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”), as applicable to the preparation of interim financial statements, including International Accounting Standard (“IAS”) 34, Interim Financial Reporting. These financial statements should be read in conjunction with the annual financial statements for the year ended November 30, 2023, which were prepared in accordance with IFRS Accounting Standards.

These financial statements were approved by the Board of Directors of the Company on July 17, 2024.

3. Material accounting policy information

The following is a summary of material accounting policy information applicable to the Company.

Investments and financial instruments

The Company classifies its investments, including derivatives, based on both the Company’s business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Company is primarily focused on fair value information and uses that information to assess the assets’ performance and to make decisions. The Company has not taken the option to irrevocably designate any

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED MAY 31, 2024 AND 2023 (UNAUDITED)

equity securities as fair value in other comprehensive income (“FVOCI”). Consequently, all investments, including derivatives are measured at fair value through profit or loss.

The Company’s obligations for net assets attributable to holders of redeemable Class A shares are presented at the annual redemption amount. All other financial assets and liabilities are recognized initially at fair value and subsequently measured at amortized cost, which approximates fair value.

The Company recognizes regular purchases and sales of financial instruments on the trade date, which is the date on which it commits to purchase or sell the instrument. Transaction costs, such as brokerage commissions, related to financial assets and financial liabilities at fair value through profit or loss (“FVTPL”) are expensed as incurred and transaction costs related to financial instruments not at FVTPL are included in the carrying amounts thereof. A financial asset is derecognized when the rights to receive cash flows from the investment have expired or have been transferred and when the Company has transferred substantially all the risks and rewards of ownership of the asset. Dividends are recognized as income on the ex-dividend date. Realized gains and losses and unrealized appreciation and depreciation are determined on an average cost basis. The cost of investments is determined using the average cost method.

Written option premiums received by the Company are, so long as the options are outstanding, reflected as a liability, in the Statements of Financial Position and are valued at an amount equal to the current market value of an option that would have the effect of closing the position. Gains or losses realized upon expiration or exercise of the option are included in net realized gain (loss) on investments and derivatives in the Statements of Comprehensive Income/(Loss).

The Preferred shares rank prior to the Class A and Class B shares and are thus not subordinate to all other classes of puttable instruments and therefore, the shares have been classified as financial liabilities. These shares are carried at amortized cost. Amortization of premiums or discounts on the issuance of Preferred shares is included in the Statements of Comprehensive Income/(Loss).

The Class B shares are subordinate to the Preferred shares but rank prior to the Class A shares and are thus not subordinate to all other classes of puttable instruments and therefore, the shares have been classified as financial liabilities. These shares are carried at amortized cost.

The Class A shares may be retracted monthly, annually, or on the termination date of the Company. As a result, the shares contain multiple contractual obligations, and therefore, have been presented as financial liabilities.

The net asset value of the Company is determined in accordance with requirements of law, including National Instrument 81-106, Investment Fund Continuous Disclosure, and is used to process shareholder transactions. For financial reporting purposes under IFRS Accounting Standards, net assets of the Company is determined as the difference between the aggregate amount of the Company’s assets and the aggregate amount of its liabilities, excluding Preferred shares and net assets attributable to holders of redeemable Class A shares (“Net Assets of the Company”).

Valuation of investments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of financial assets and liabilities traded in active markets (such as publicly traded shares and options) are based on the last traded prices at the close of trading on the reporting date. The

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

Company uses the last traded market price for both financial assets and financial liabilities where the last traded price falls within that day's bid-ask spread. In circumstances where the last traded price is not within the bid-ask spread, the Manager determines the point within the bid-ask spread that is most representative of fair value based on the specific facts and circumstances. The Company's policy is to recognize transfers into and out of the fair value hierarchy levels as of the date of the event or change in circumstances giving rise to the transfer.

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. The Company uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques include the use of comparable recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, option pricing models and others commonly used by market participants and which make the maximum use of observable inputs. Refer to note 5 for further information about the Company's fair value measurements.

Cash

Cash is comprised of demand deposits with a financial institution.

Translation of foreign currencies

The Company's functional and presentation currency is Canadian dollars. The fair value of investments and other assets and liabilities in foreign currencies are translated into the Company's functional currency at the rates of exchange prevailing at each measurement date. Purchases and sales of investments, income and expenses are translated at the rates of exchange prevailing on the respective dates of such transactions.

Management fees, administration fees and performance fees

Management fees and administration fees are accrued by the Company over time, as services are rendered by QuadraVest. At each measurement date, the Company recognizes an expense and financial liability based on the amount, if any, of performance fees expected to be paid based on net asset value of the Company. Refer to note 7 for further information about the calculation of management, administration fees and performance fees, if any, of the Company.

Increase (decrease) in net assets attributable to holders per redeemable Class A share

Increase (decrease) in net assets attributable to holders per redeemable Class A shares is based on the increase or decrease in net assets attributable to holders of redeemable Class A shares divided by the weighted average number of such shares outstanding during the period. Refer to note 8 for the calculation.

Taxation

The Company qualifies as a mutual fund corporation under the Income Tax Act (Canada) (the "Tax Act") and it is subject to income tax in each taxation year on the amount of its net income for the taxation year, including net realized taxable capital gains, if any, at the rate applicable to mutual fund corporations. The general income tax rules associated with a public corporation also apply to a mutual fund corporation with the exception that taxes payable on net realized capital gains are refundable on a formula basis when its shares are redeemed or when it pays capital gains dividends out of its capital gains dividend account to its shareholders.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

Interest and foreign income are taxed at normal corporate rates applicable to mutual fund corporations and can be reduced by permitted deductions for tax purposes.

All of the Company's expenses including management fees, administration fees and operating expenses will be taken into account in determining its overall tax liability.

As a mutual fund corporation, taxable dividends received from taxable Canadian corporations are subject to a Part IV tax of 38 1/3%. Such taxes are fully refundable upon payment of taxable dividends to its shareholders on a basis of \$1.15 for every \$3 of dividends paid. Any such tax paid is reported as an amount receivable until recovered through the payment to shareholders of dividends out of net investment income. All tax on net taxable realized capital gains is refundable when the gains are distributed to shareholders as capital gains dividends or through redemption of shares at the request of shareholders, while the Company qualifies as a mutual fund corporation. As a result of the capital gains refund mechanism and Part IV tax refunds, the Company recovers any Canadian income taxes paid in respect of its capital gains and taxable Canadian dividends. As a result, the Company has determined that it is in substance not taxable. Consequently, the tax benefit of capital and non-capital losses and other temporary differences have not been reflected in the Statements of Financial Position as deferred income tax assets or liabilities.

The Company has estimated accumulated non capital losses for tax purposes as at May 31, 2024 of \$7,584,660 (November 30, 2023-\$7,584,660) that are available to lower taxable income in future periods if required and expire after the scheduled termination date of the Company on December 1, 2028. The Company also has estimated accumulated capital losses for tax purposes of \$2,533,328 (November 30, 2023-\$2,533,328) which may be used to lower future capital gains if required and which do not expire.

4. Critical Accounting Estimates and Judgments

The preparation of these financial statements include estimates and assumptions by management based on past experiences, present conditions and expectations of future events. Where estimates were made, the reported amounts for assets, liabilities, income and expenses may differ from the amounts that would otherwise be reflected if the ultimate outcome of all uncertainties and future events were known at the time these financial statements were prepared. The Company's most significant estimates involve the measurement of investments and derivatives at fair value as described in note 5.

5. Management of Risk of Financial Instruments

The Company classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and lowest priority to unobservable inputs. The three levels of the fair value hierarchy are:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can assess at the measurement date;

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly; and

Level 3 - Inputs that are unobservable for the asset or liability.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at May 31, 2024 and November 30, 2023:

Financial assets and liabilities at fair value as at May 31, 2024

	Level 1	Level 2	Level 3	Total
Equities	\$9,590,732	-	-	\$9,590,732
Options	<u>(\$11,770)</u>	<u>-</u>	<u>-</u>	<u>(\$11,770)</u>
	\$9,578,962	-	-	\$9,578,962

Financial assets and liabilities at fair value as at November 30, 2023

	Level 1	Level 2	Level 3	Total
Equities	\$11,515,382	-	-	\$11,515,382
Options	<u>(\$25,871)</u>	<u>-</u>	<u>-</u>	<u>(\$25,871)</u>
	\$11,489,511	-	-	\$11,489,511

All fair value measurements above are recurring and fair values are classified as Level 1 when the related security or derivative is actively traded and a quoted price is available. There were no transfers or reclassifications between levels for the period ended May 31, 2024 or the year ended November 30, 2023.

The Company's investment activities expose it to a variety of financial risks: market risk (including price risk, interest rate risk and currency risk), credit risk and liquidity risk.

Any sensitivity analysis presented below may differ from actual results and the difference could be material.

Market Price Risk

All securities investments present a risk of loss of capital. The 17 core holdings were selected because of their long term history of market price appreciation and dividend growth. These portfolio companies were selected from the S&P/TSX 60 index and are among the largest companies in Canada.

The market price risk is affected by three main components: price risk, interest rate risk and foreign currency movements.

Price risk

Other price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk).

The Manager manages market price risk by limiting investment in any one portfolio company to no more than 10% of the net asset value of the Company at the time of purchase.

In addition, the supplemental covered call writing program generates an additional stream of income to the portfolio which may also help mitigate against market price declines during periods in which a particular portfolio company has a covered call option written against that position.

The Company is exposed to other price risk from its investment in equity securities and written options. As at November 30, 2023, had the prices on the respective stock exchanges for these equity securities increased by 10%, with all other variables held constant, Net Assets of the Company would have increased by approximately \$876,000 (November 30, 2023-\$1,001,000). Similarly, had the prices on the respective stock exchanges for these

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

equity securities decreased by 10%, with all other variables held constant, Net Assets of the Company would have decreased by approximately \$953,000 (November 30, 2023–\$1,137,000).

Interest rate risk

Interest rate risk is the risk that the fair value of interest bearing financial instruments will fluctuate due to changes in market interest rates. The majority of the Company's financial assets and liabilities are non interest bearing. The Preferred shares have a floating distribution rate policy based on the Canadian prime rate plus 2.35%, subject to a minimum of 5% to a maximum of 8% per annum based on the \$10 repayment value of the Preferred shares. If the Canadian prime rate increased or decreased by 1%, there would be no material impact on the dividends payable to the Preferred shares. As a result, the Company is not subject to significant amounts of risk due to fluctuations in the prevailing levels of market interest rates and considers interest rate risk insignificant as at May 31, 2024 and November 30, 2023.

Currency risk

Currency risk is the risk that financial instruments that are denominated in a currency other than the Canadian dollar, which is the Company's reporting currency, will fluctuate due to changes in exchange rates. All portfolio holdings and Net Assets of the Company are denominated in Canadian dollars and therefore there is no currency risk as at May 31, 2024 and November 30, 2023.

Other risks**Credit risk**

Credit risk is the risk that a counterparty will be unable to pay amounts in full when due. All of the Company's transactions are in listed securities and options and are settled and paid for using approved brokers. The risk of default is considered minimal as delivery of securities sold is only made once the broker has received payment. Payment is made on purchase once the securities have been received by the broker. Cash is held with a reputable and regulated financial institution. As at May 31, 2024 and November 30, 2023, the Company did not have significant credit risk exposure.

Liquidity risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time or at a reasonable price. The Company is exposed to liquidity risk primarily through its monthly and annual retractions of Class A shares and Preferred shares. The Company receives adequate notice for all retraction requests. The Company's portfolio is invested in highly liquid large capitalization investments that trade on the Toronto Stock Exchange ("TSX"). All Class A shares and Preferred shares outstanding are redeemable on a monthly and annual basis but are scheduled to be redeemed upon termination of the Company. As at May 31, 2024 and November 30, 2023, all other financial liabilities are payable within three months from the end of the period.

Concentration risk

The Company's 17 core holdings are concentrated in the S&P TSX 60 index and as such will be exposed to some of the specific factors that affect this index. An individual portfolio holding may represent no more than 10% of the net asset value of the Company at the time of purchase.

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS

FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

The Company's investment portfolio is concentrated in the following segments as at:

	May 31, 2024	November 30, 2023
Canadian common equities	95.7%	93.9%
Call options written	-0.1%	-0.2%
Other assets less liabilities (excluding Preferred shares)	4.4%	6.3%
	<u>100%</u>	<u>100%</u>

6. Redeemable Units

Preferred shares

The Company is authorized to issue an unlimited number of Preferred shares.

<u>Preferred share transactions</u>	May 31, 2024	May 31, 2023
Beginning of period	854,254	854,254
Redeemed during the period	(263,935)	-
End of period	<u>590,319</u>	<u>854,254</u>

Preferred shares are entitled to a preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%, with a minimum annual rate of 5% and a maximum rate of 8% (based on the \$10 repayment value). The Preferred shares have been presented as liabilities in the financial statements.

Preferred shares trade under the symbol "PDV.PR.A" on the TSX. The trading price of Preferred shares on the TSX was \$10.29 as at May 31, 2024 (November 30, 2023-\$10.07). All Preferred shares outstanding on the termination date will be redeemed by the Company on that date. Preferred shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Preferred share and a Class A share (together, a "unit") in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of April. Preferred shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss).

The Preferred shares rank in priority to the Class A shares and Class B shares with respect to the payment of dividends. Preferred shares rank in priority to the Class A shares upon termination of the Company.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED MAY 31, 2024 AND 2023 (UNAUDITED)

Class A shares and Class B sharesAuthorized

An unlimited number of Class A shares

1,000 Class B shares

<u>Class A share transactions</u>	May 31, 2024	May 31, 2023
Beginning of period	854,254	854,254
Redeemed during the period	(37,113)	-
Consolidated in connection with special retraction	<u>(226,822)</u>	<u>-</u>
End of period	590,319	854,254

Class A shares were originally issued at \$15 per share. All Class A shares outstanding on the termination date will be redeemed by the Company on that date. Class A shareholders receive monthly cash distributions targeted to be at a rate of 10% annualized based on the volume weighted average market price of the Class A shares for the last 5 trading days of the preceeding month. The net asset value per unit must remain above the required \$15 per unit threshold for distributions to be declared.

Class A shares trade under the symbol "PDV" on the TSX. The trading price of Class A shares on the TSX was \$6.59 as at May 31, 2024 (November 30, 2023-\$3.74). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Class A share and a Preferred share in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of April. Class A shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss). The Preferred shares rank in priority to the Class A shares with respect to the payment of dividends. Upon the termination of the Company, Class A shareholders will receive an amount equal to the net asset value per unit less \$10 (the redemption value of the Preferred shares).

The holders of Class B shares are not entitled to receive dividends. The Class B shares are retractable at a price of \$1.00 per share. Class B shareholders are entitled to one vote per share. On November 16, 2005, the Company issued 1,000 Class B shares to Prime Dividend Corp. Holding Trust for cash consideration of \$1,000.

7. Expenses

The Company is responsible for all expenses incurred in connection with the operation and administration of the Company, including, but not limited to, accounting and administration fees, custodian fees, transfer agent fees, legal and audit expenses, fees payable to the independent directors of the Company and the Company's independent review committee, regulatory filing and stock exchange fees, costs of reporting to shareholders and costs and expenses arising as a result of complying with all applicable laws, regulations and policies.

Pursuant to the management agreement, Quadravest is entitled to an administration fee payable monthly in arrears at an annual rate of 0.20% of the net asset value of the Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date.

Pursuant to the terms of the investment management agreement, Quadravest is entitled to a base management fee payable in arrears at an annual rate equal to 0.65% of the net asset value of the

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
 FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

Company, which includes the outstanding Preferred shares, calculated as at each month-end valuation date. In addition, Quadravest is entitled to receive a performance fee subject to the achievement of certain pre-established total return thresholds.

Total management fees of \$43,553 (May 31, 2023-\$55,952), incurred during the period ended May 31, 2024, include the administration fee and base management fee. As at May 31, 2024, \$7,338 (November 30, 2023-\$8,592) was payable to the Manager with respect to the administration fee and investment management fee. No performance fees were paid during the period ended May 31, 2024 and the year ended November 30, 2023.

The brokerage commissions paid during the period ended May 31, 2024 by the Company for its portfolio transactions were \$4,524 (May 31, 2023-\$3,867). Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of portfolio transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the period ended May 31, 2024 amounted to \$276 (May 31, 2023-\$16).

8. Increase (decrease) in net assets attributable to holders per redeemable Class A share

The increase (decrease) in net assets attributable to holders per redeemable Class A share for the periods ended May 31, 2024 and 2023 is calculated as follows:

	May 31, 2024	May 31, 2023
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	\$766,768	(\$525,383)
Weighted average Class A shares outstanding	596,994	621,321
Increase (decrease) in net assets attributable to holders per redeemable Class A share	\$1.28	(\$0.85) ⁽¹⁾

- (1) Increase (decrease) in net assets attributable to holders of redeemable Class A shares and weighted average Class A shares outstanding for the period ended May 31, 2023 have been restated to reflect the impact of the consolidation of Class A shares on a 0.727325294 for 1 basis after the payment of special retractions on December 22, 2023 in connection with the extension of the termination date of the Company. See note 1 for further details. Previously these amounts were reported as (\$0.62) and 854,254, respectively.

9. Distributions

Distributions per share were as follows:	May 31, 2024	May 31, 2023
Preferred shares	\$0.4000	\$0.4000
Class A shares ⁽¹⁾	\$0.2963	\$0.2598

- (1) As a result of the consolidation of Class A shares on a 0.727325294 for 1 basis after the payment of special retractions on December 22, 2023 in connection with the extension of the termination date of the Company, distributions on a per Class A share basis are not comparable to the prior period.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2024** AND **2023** (UNAUDITED)

10. Capital Management

The Company considers its capital to consist of Class A, Class B and Preferred shares.

The Company's objectives in managing its capital are:

- i) to provide holders of Preferred shares with a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%, with a minimum annual rate of 5% and a maximum rate of 8% based on the \$10 repayment value of the Preferred shares and to pay holders the \$10 repayment value on the termination of the Company; and
- ii) to provide holders of Class A shares with monthly cash distributions targeted to be at a rate of 10% annualized based on the volume weighted average market price of the Class A shares for the last 5 trading days of the preceeding month and to pay holders the original issue price (\$15) on the termination of the Company. The net asset value per unit must be above the required \$15 per unit threshold for monthly distributions to be declared.

In order to manage its capital structure, the Company may adjust the amount of dividends paid to shareholders or return capital to shareholders.

11. Reconciliation of net asset value per Class A share to net assets attributable to holders per redeemable Class A share

As at May 31, 2024 and November 30, 2023, there were no differences between net asset value per Class A share used for transactional purposes and net assets attributable to holders per redeemable Class A share for financial reporting purposes.

QUADRAVEST CAPITAL MANAGEMENT INC.

Quadravest Capital Management Inc. was formed in 1997 and is focused on the creation and management of enhanced yield products for retail investors. The investment strategy combines fundamental based equity investing with covered call writing. Guided by four key principles, Quadravest sets attainable investment objectives that allow the team to stay focused on a long-term investment strategy.

The four principles – innovation in financial products, discipline in investment management, solid results for investors, and excellence in client service – form the foundation of Quadravest. Each member of the firm’s tight-knit team is committed to upholding these principles, ensuring a coherence and dedication that is unique to the Company.

Quadravest has raised over \$2.5 billion in initial public offerings.

BOARD OF DIRECTORS

Wayne Finch,
Director, President, Chief Executive
and Chief Investment Officer,
Quadravest Capital Management Inc.

Peter Cruickshank,
Director,
Quadravest Capital Management Inc.

Laura Johnson,
Chief Investment Strategist
and Portfolio Manager,
Quadravest Capital Management Inc.

Michael W. Sharp,
Retired Partner,
Blake, Cassels & Graydon LLP

John Steep,
President, S. Factor Consulting Inc.

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