

PRIME DIVIDEND CORP.
2019 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, 2019

This is the semi-annual Management Report of Fund Performance (MRFP) for the period ended May 31, 2019. 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.sedar.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 Financial Corporation
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. Effective December 1, 2018, 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 original issue price of \$10 of the Preferred shares (previously, to provide holders with cumulative preferential floating rate monthly cash dividends at a rate per annum equal to the prevailing Canadian prime rate plus 0.75%, with a minimum annual rate of 5.0% and a maximum annual rate of 7% based on the original issue price of the Preferred shares); and
2. On or about the termination date of December 1, 2023 (subject to further 5 year extensions thereafter) to pay holders the original issue price.

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 25, 2019. In addition, note 5 of the semi-annual 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

The six month period ended May 31, 2019 reflected a mixed period for Canadian markets. Financial markets rallied significantly from the multi-year low reached on December 24, 2018. Market participants became much more optimistic beginning in January after both the U.S. Federal Reserve and the Bank of Canada signaled a more dovish and accommodative perspective on interest rate changes. In addition, prospects for a successful resolution to global trade negotiations became much more positive in the early months of 2019, which added further fuel to the market rally. However, a set-back in the U.S./China trade negotiations and the escalation of tariffs by the U.S. on Chinese imports caused weakness and increased uncertainty across global markets into the end of May. Fixed income markets were also impacted, with longer term bond yields declining significantly amidst fears that trade tensions could adversely impact economic growth and corporate profits. The yield curve continued to flatten and invert during the period, putting increasing pressure on net interest margins and investment income for Canadian banks and life insurance companies. Notwithstanding these developments, the Canadian economy showed evidence of recovering from the slowdown in late 2018 and early 2019.

The core portfolio companies continue to rank among the highest dividend yielding companies in the S&P TSX 60 and most of these companies have exhibited consistent dividend growth, which should continue to make them relatively attractive investments in the current low interest rate environment.

The net assets per unit (consisting of one Preferred share and one Class A share) finished at \$16.53 as at May 31, 2019, after the payment of \$0.63 in combined distributions to both classes of shares. A combined total of \$18.00 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 24,200 Class A shares and 248,306 Preferred shares

and made retraction payments of \$126,324 and \$2,483,060, respectively, to each class of shares on December 17, 2018. In order to restore an equal amount of shares outstanding for each class, the Class A shares were consolidated on the basis of 0.8083023968 of a post-consolidation Class A share for every one pre-consolidation Class A share outstanding.

In connection with the extension, the Company also amended the dividend entitlement of the Preferred shares effective December 1, 2018, to pay a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%. The minimum rate per annum at which dividends will be paid on the Preferred Shares remains at 5% and the maximum increased from 7% to 8% based on the original issue price.

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

Net assets of the Company finished the period at \$15.6 million.

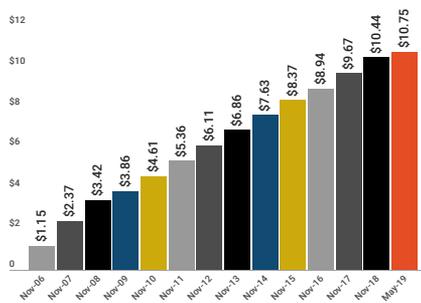
The covered call writing program continued to provide additional income and supplemented the dividend income earned in the portfolio.

Class A shares - Distributions

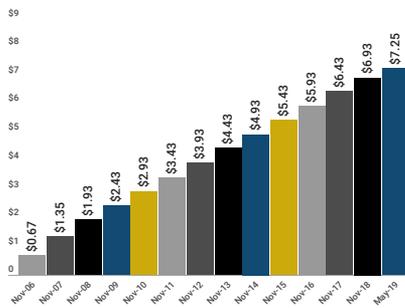
Monthly cash distributions are targeted to be at a rate of 10% annualized based on the volume weighted average market price of the Class A shares for the last 5 trading days of the preceding month. The net asset value per unit must remain above the required \$15 per unit threshold for monthly distributions to be declared. Total distributions per Class A share during the period amounted to \$0.3185 at the target rate.

Preferred shares - Distributions

Effective December 1, 2018, 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 original issue price. Previously, Preferred shareholders were entitled to receive cumulative preferential monthly cash dividends at a floating rate based on the prime rate in Canada plus 0.75% per annum on the original issue price with a minimum annual rate of 5.0% and a maximum annual rate of 7.0% based on the original issue price. Total distributions during the period amounted to \$0.3150 per Preferred share.



Class A Share Distributions Since Inception



Preferred Share Distributions Since Inception



10.4355

Distributions paid prior to Class A share consolidation on December 21, 2018



0.3185

Distributions paid after Class A share consolidation on December 21, 2018



10.754

Cumulative total of distributions paid to Class A share since inception



7.25

Cumulative total of distributions paid to Preferred share since inception

RECENT DEVELOPMENTS

Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 24,200 Class A shares and 248,306 Preferred shares and made retraction payments of \$126,324 and \$2,483,060, respectively, to each class of shares on December 17, 2018. In order to restore an equal amount of shares outstanding for each class, the Class A shares were consolidated on the basis of 0.8083023968 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

		Years ended November 30				
		Prior to Class A share consolidation ⁽⁴⁾				
	May 31, 2019	2018	2017	2016	2015	2014
Net assets per unit, beginning of period	15.22 ⁽⁴⁾	17.75	17.15	16.39	18.73	18.52
Increase (decrease) from operations						
Total revenue	0.35	0.67	0.66	0.69	0.68	0.69
Total expenses	(0.21)	(0.38)	(0.36)	(0.32)	(0.33)	(0.38)
Realized gains (losses) for the period	0.20	0.25	0.90	0.14	0.14	0.40
Unrealized gains (losses) for the period	0.35	(1.81)	0.65	1.30	(1.59)	0.76
Total increase (decrease) from operations ⁽²⁾	0.69	(1.27)	1.85	1.81	(1.10)	1.47
Distributions ⁽³⁾						
Canadian dividends	(0.63)	(1.26)	(1.24)	(1.07)	(1.24)	(1.28)
Total distributions	(0.63) ⁽⁴⁾	(1.26)	(1.24)	(1.07)	(1.24)	(1.28)
Net assets per unit at end of period	16.53 ⁽⁴⁾	15.22	17.75	17.15	16.39	18.73
Net assets per Preferred share	10.00	10.00	10.00	10.00	10.00	10.00
Net assets per Class A share	6.53 ⁽⁴⁾	5.22	7.75	7.15	6.39	8.73
Net assets per unit at end of period	16.53 ⁽⁴⁾	15.22	17.75	17.15	16.39	18.73

- (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.
- (4) As a result of the consolidation of Class A shares on a 0.8083023968 for 1 basis after the payment of special retractions on December 17, 2018 in connection with the extension of the termination date of the Company, results in the previous periods are not comparable to the May 31, 2019 results.

RATIOS AND SUPPLEMENTAL DATA (BASED ON NET ASSET VALUE)

	May 31, 2019	2018	Years ended November 30			2014
			2017	2016	2015	
Net asset value (millions) ⁽¹⁾	\$15.6	\$18.2	\$21.2	\$22.5	\$22.3	\$25.5
Number of units outstanding	944,954	1,193,260	1,193,260	1,313,595	1,359,860	1,359,860
Base Management expense ratio ⁽²⁾	2.52%	2.28%	2.03%	1.96%	1.93%	2.01%
Management expense ratio per Class A share ⁽³⁾	16.47%	13.52%	11.53%	13.42%	11.69%	10.31%
Portfolio turnover rate ⁽⁴⁾	0.0%	0.0%	11.5%	7.5%	1.3%	29.50%
Trading expense ratio ⁽⁵⁾	0.04%	0.02%	0.04%	0.04%	0.01%	0.03%
Closing market price (TSX): Preferred shares	\$10.21	\$10.10	\$10.30	\$10.20	\$10.16	\$10.30
Closing market price (TSX): Class A shares	\$6.59	\$6.14	\$8.02	\$6.52	\$6.19	\$8.41

- (1) This information is provided as at May 31 or November 30.
- (2) A separate base management expense ratio has been presented to reflect the normal operating expenses of the Company excluding any one time offering expenses. Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of average net asset value during the period.
- (3) Management expense ratio for Class A shares is based on the requirements of NI 81-106. This instrument requires that all split share companies produce an expense ratio which allocates all operating expenses of the Company, all distributions on Preferred shares and all issuance costs to the Class A shares and expresses this as an annualized percentage of net assets applicable only 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 average net asset value 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 and an amount equal to the service fee payable to dealers on the Class A shares at a rate of 0.50% per annum. No service fee will be paid in any calendar quarter if regular dividends are not paid to holders of Class A shares in respect of each month in such calendar quarter.

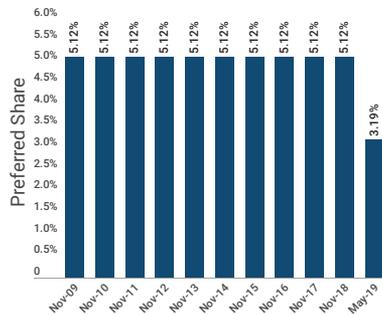
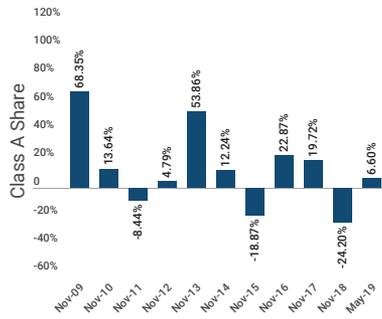
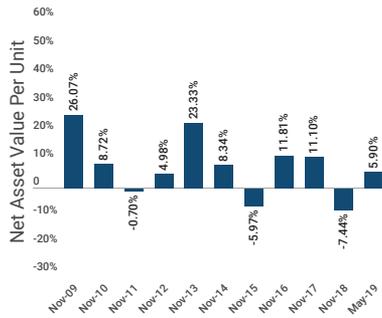
The base management fee was used by Quadravest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required 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 period ended May 31, 2019 reflect the classification of Class A shares on December 21, 2018.

SUMMARY OF INVESTMENT PORTFOLIO
All holdings as at May 31, 2019

Name	Weighting (%)
Toronto-Dominion Bank	10.0
TMX Group Inc.	9.3
TC Energy Corp.	7.6
National Bank of Canada	7.5
Manulife Financial Corporation	6.3
Sun Life Financial Inc.	6.1
Canadian Imperial Bank of Commerce	5.9
Royal Bank of Canada	5.8
Power Financial Corp.	5.6
BCE Inc.	5.5
Great-West Lifeco Inc.	4.9
CI Financial Corp.	4.2
Bank of Nova Scotia	4.0
IGM Financial Inc.	3.6
Bank of Montreal	2.6
AGF Management Ltd.	2.1
TransAlta Corporation	1.3
Total long positions as a percentage of net assets	92.3
Cash	8.3
Other net assets (liabilities)	-0.6
	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. 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 significant accounting policies applicable to the Company are 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, 2019 AND NOVEMBER 30, 2018 (UNAUDITED)

	May 31, 2019 (\$)	November 30, 2018 (\$)
ASSETS		
Current Assets		
Investments	14,438,492	17,055,356
Cash	1,299,152	1,250,603
Interest, dividends and other receivables	<u>42,629</u>	<u>49,905</u>
	<u>15,780,273</u>	<u>18,355,864</u>
LIABILITIES		
Current Liabilities		
Written Options	7,067	29,193
Fees and other accounts payable	49,457	53,173
Distributions payable	105,523	110,878
Preferred shares (note 1 and 6) ¹	9,449,540	11,932,600
Class B shares	<u>1,000</u>	<u>1,000</u>
	<u>9,612,587</u>	<u>12,126,844</u>
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)¹		
	6,167,686	6,229,020
Number of redeemable units (1 Preferred share and 1 Class A share) outstanding		
	944,954	1,193,260
Number of Preferred shares outstanding		
	944,954	1,193,260
Number of Class A shares outstanding		
	944,954	1,193,260
Number of Class A shares outstanding, after giving effect to consolidation (note 1) ²		
	N/A	964,515
Net assets per unit		
	16.53	15.22
Net assets per Preferred share		
	10.00	10.00
Net assets per Class A share		
	6.53	5.22
Net assets per Class A share, after giving effect to consolidation (note 1) ²		
	N/A	6.46

- (1) Preferred shares and net assets attributable to holders of redeemable Class A shares amounts for the year ended November 30, 2018 include subsequent retraction payment amounts of \$2,483,060 and \$126,324, respectively, on December 17, 2018 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, 2018. See note 1 for further details.
- (2) November 30, 2018 amounts reflect the impact of the consolidation of Class A shares on a 0.8083023968 for 1 basis after the payment of special retractions on December 17, 2018 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)

	2019 (\$)	2018 (\$)
INCOME		
Net gain (loss) on investments and derivatives (note 5)		
Net realized gain (loss)	192,426	88,053
Net change in unrealized appreciation (depreciation)	335,421	(964,771)
Dividends	328,639	398,780
Interest	3,970	944
Net gain (loss) on investments and derivatives	860,456	(476,994)
EXPENSES (note 7)		
Management fees	65,937	86,671
Service fee	13,910	20,257
Audit fees	13,507	10,483
Directors' fees	11,792	11,792
Independent Review Committee fees	1,154	1,154
Custodial fees	10,979	14,551
Legal fees	29,372	19,280
Shareholder reporting costs	6,902	7,051
Other operating expenses	22,972	38,482
Harmonized sales tax	17,612	20,668
Transaction costs	2,700	2,287
	196,837	232,676
Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions on Preferred shares	663,619	(709,670)
Distributions on Preferred shares	(297,661)	(298,339)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	365,958	(1,008,009)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares per share (note 1 and note 8)⁽¹⁾	0.39	(1.04)

(1) Increase (decrease) in net assets attributable to holders of redeemable Class A shares for the period ended May 31, 2018 has been restated to reflect the impact of the consolidation of Class A shares on a 0.8083023968 for 1 basis after the payment of special retractions on December 17, 2018 in connection with the extension of the termination date of the Company. See note 1 for further details. Previously this amount was reported as (\$0.84).

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)

	2019 (\$)	2018 (\$)
Net Assets attributable to holders of redeemable Class A shares - Beginning of period	6,229,020	9,252,275
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	365,958	(1,008,009)
Class A share redemptions	(126,324)	-
Distributions on Class A shares		
Canadian dividends	(300,968)	(475,717)
Change in net assets attributable to holders of redeemable Class A shares	<u>(61,334)</u>	<u>(1,483,726)</u>
Net Assets attributable to holders of redeemable units - End of period	<u>6,167,686</u>	<u>7,768,549</u>

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)

	2019 (\$)	2018 (\$)
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	365,958	(1,008,009)
Adjustment for:		
Distributions on Preferred shares	297,661	298,339
Net realized (gain) loss on investments and derivatives	(192,426)	(88,053)
Net change in unrealized (appreciation) depreciation of investments and derivatives	(335,421)	964,771
Purchase of investments, net of option premiums	(10,840)	(1,161)
Proceeds from sale of investments	3,133,425	733,930
(Increase) decrease in interest, dividends and other receivables	7,276	(462)
Increase (decrease) in fees and other accounts payable	(3,716)	(11,124)
Net cash flows from (used in) operating activities	<u>3,261,917</u>	<u>888,231</u>
Cash flows from (used in) financing activities		
Amounts paid on redemption of Class A and Preferred shares	(2,609,384)	-
Distributions paid on Class A shares	(306,210)	(479,690)
Distributions paid on Preferred shares	(297,774)	(298,339)
Cash flows from (used in) financing activities	<u>(3,213,368)</u>	<u>(778,029)</u>
Net increase (decrease) in cash for the period	48,549	110,202
Cash at beginning of the period	<u>1,250,603</u>	<u>859,690</u>
Cash at end of the period	<u>1,299,152</u>	<u>969,892</u>
Dividends received*, net of withholding taxes	335,915	398,318
Interest received*	3,970	944

* 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, 2019 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
Canadian Common Equities			
17 Core Holdings			
63,200	AGF Management Ltd.	1,242,626	321,056
4,200	Bank of Montreal	298,290	412,104
9,000	Bank of Nova Scotia	553,612	617,040
14,125	BCE Inc.	657,193	859,648
9,000	Canadian Imperial Bank of Commerce	829,714	922,410
32,500	CI Financial Corp.	983,775	659,425
25,200	Great-West Lifeco Inc.	730,055	771,120
15,400	IGM Financial Inc.	684,360	564,872
43,600	Manulife Financial Corporation	885,401	988,848
19,300	National Bank of Canada	782,464	1,171,703
29,200	Power Financial Corp.	955,585	871,328
8,900	Royal Bank of Canada	677,836	904,062
18,300	Sun Life Financial Inc.	664,907	960,018
18,100	TC Energy Corp.	911,290	1,192,609
16,100	TMX Group Inc.	921,905	1,451,737
21,200	Toronto-Dominion Bank	1,157,344	1,566,680
22,800	TransAlta Corporation	428,086	203,832
Total Canadian Common Equities in Core Holdings (100.0%)		13,364,443	14,438,492

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

PRIME DIVIDEND CORP.
SCHEDULE OF PORTFOLIO INVESTMENTS

AS AT MAY 31, 2019 (UNAUDITED)

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	Call Options written (100 shares per contract)		
	Canadian call options written		
(10)	Bank of Nova Scotia @ \$72 June 2019	(930)	(75)
(10)	Bank of Nova Scotia @ \$76 June 2019	(190)	(2)
(30)	CI Financial Corp. @ \$20 June 2019	(1,050)	(1,950)
(15)	Canadian Imperial Bank of Commerce @ \$115 June 2019	(915)	(8)
(50)	Manulife Financial Corp. @ \$25 June 2019	(1,500)	(51)
(15)	Royal Bank of Canada @ \$108 June 2019	(1,140)	(75)
(20)	Sun Life Financial Inc. @ \$55 June 2019	(2,180)	(190)
(15)	Sun Life Financial Inc. @ \$56 June 2019	(976)	(53)
(50)	TC Energy Corp. @ \$66 June 2019	(4,500)	(4,025)
(25)	Toronto-Dominion Bank @ \$76 June 2019	(2,301)	(638)
	Total Canadian call options written (0.0%)	<u>(15,682)</u>	<u>(7,067)</u>
		<u>13,348,761</u>	<u>14,431,425</u>
	Less adjustments for transaction costs	(7,988)	
	Total Investments (100.0%)	<u>13,340,773</u>	<u>14,431,425</u>

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (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 September 26, 2018, the Company announced the extension of the termination date of the Company for a further five year period from December 1, 2018 to December 1, 2023. 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, 2018 net asset value of \$15.22 per unit (\$10.00 per Preferred share and \$5.22 per Class A share).

Immediately after the special retraction payment on December 17, 2018, there were 944,954 Preferred shares and 1,169,060 Class A shares outstanding. In order to restore an equal amount of shares outstanding for each class, as required, the Class A shares were consolidated on the basis of 0.8083023968 of a post-consolidation Class A share for every one pre-consolidation Class A share outstanding. A total of \$2,609,384 was paid on December 17, 2018 in connection with the special retraction. As at November 30, 2018 Preferred shares and net assets attributable to holders of redeemable Class A shares amounts include subsequent retraction payment amounts of \$2,483,060 and \$126,324, respectively.

In connection with the extension, the Company also amended the dividend entitlement of the Preferred shares effective December 1, 2018, to pay a cumulative preferential floating rate monthly dividend at an annual rate equivalent to the prevailing Canadian prime rate plus 2.35%. The minimum rate per annum at which dividends will be paid on the Preferred Shares remains at 5% and the maximum increased from 7% to 8% based on the original issue price.

The termination date of the Company may be extended thereafter at the Company’s discretion for additional terms of five years each. Shareholders would 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 (“IFRS”), 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, 2018, which were prepared in accordance with IFRS.

These financial statements were approved by the Board of Directors of the Company on July 17, 2019.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED MAY 31, 2019 AND 2018 (UNAUDITED)

3. Summary of significant accounting policies

The following is a summary of the significant accounting policies followed by the Company.

Transition to IFRS 9, Financial Instruments

Effective December 1, 2018, the Company retrospectively adopted IFRS 9, Financial Instruments ("IFRS 9"). The new standard requires financial instruments to be either carried at amortized cost or at fair value with changes in fair value recognized in profit and loss ("FVTPL") or in other comprehensive income ("FVOCI"), based on the Company's business model for managing financial instruments and the contractual cash flow characteristics of the financial instruments. Upon transition to IFRS 9, the Company's financial assets and financial liabilities previously designated at FVTPL at inception or classified as held for trading under IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") continue to be classified as FVTPL under IFRS 9. There were no changes in the measurement attributes for the Company's financial assets and financial liabilities upon transition to IFRS 9.

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 equity securities as FVOCI. Consequently, all investments, including derivatives are measured at FVTPL.

The Company's obligations for net assets attributable to holders of redeemable Class A shares are presented at the annual redemption amount, which approximates their fair value. 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 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

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

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, 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 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.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

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.

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 of \$6,660,615 (November 30, 2018-\$6,658,150) that are available to lower taxable income in future years if required and expire after the scheduled termination date of the Company on December 1, 2023. The Company also has estimated accumulated capital losses for tax purposes of \$2,533,328 (November 30, 2018-\$2,533,328) which may be used to lower future capital gains if required and which do not expire.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

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.

The following table illustrates the classification of the Company's financial instruments within the fair value hierarchy as at May 31, 2019 and November 30, 2018:

Financial assets and liabilities at fair value as at May 31, 2019

	Level 1	Level 2	Level 3	Total
Equities	\$14,438,492	-	-	\$14,438,492
Options	(\$7,067)	-	-	(\$7,067)
	<u>\$14,431,425</u>	<u>-</u>	<u>-</u>	<u>\$14,431,425</u>

Financial assets and liabilities at fair value as at November 30, 2018

	Level 1	Level 2	Level 3	Total
Equities	\$17,055,356	-	-	\$17,055,356
Options	(\$29,193)	-	-	(\$29,193)
	<u>\$17,026,163</u>	<u>-</u>	<u>-</u>	<u>\$17,026,163</u>

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, 2019 or the year ended November 30, 2018.

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.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

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 above average 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 years 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 May 31, 2019, 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 \$1,374,000 (November 30, 2018-\$1,543,000). Similarly, had the prices on the respective stock exchanges for these equity securities decreased by 10%, with all other variables held constant, Net Assets of the Company would have decreased by \$1,437,000 (November 30, 2018-\$1,677,000).

Interest rate risk

Interest rate risk is the risk that the fair value of interest bearing investments 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 original issue price of the Preferred shares. If the Canadian prime rate increased or decreased by 0.25%, 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.

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 other Net Assets of the Company are denominated in Canadian dollars and therefore there is no currency risk (consistent with previous period).

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 (consistent with previous

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

period). Payment is made on purchase once the securities have been received by the broker. Credit risk of cash is considered low as it is held at a AA-rated Canadian bank (consistent with prior period).

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") (consistent with previous period). 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. 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 (consistent with previous period). An individual portfolio holding may represent no more than 10% of the net asset value of the Company at the time of purchase.

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

	May 31, 2019	November 30, 2018
Canadian Common Equities	92.3%	93.9%
Call Options written	0.0%	-0.2%
Other Assets less Liabilities (excluding Preferred shares)	7.7%	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, 2019	May 31, 2018
Beginning of period	1,193,260	1,193,260
Redemptions during the period	(248,306)	-
End of period	<u>944,954</u>	<u>1,193,260</u>

Effective December 1, 2018, 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 original issue price). Previously, Preferred shareholders were entitled to cumulative preferential floating rate monthly cash dividends at a rate per annum equal to the Prime Rate in Canada plus 0.75% with a minimum annual rate of 5.0% and a maximum annual rate of 7% (based on the original issue price). The Preferred shares have been presented as liabilities in the financial statements.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

Preferred shares trade under the symbol “PDV.PR.A” on the TSX. Preferred shares trading price on the TSX was \$10.21 as at May 31, 2019 (November 30, 2018-\$10.10). 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 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 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.

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, 2019	May 31, 2018
Beginning of period	1,193,260	1,193,260
Redemptions during the period	(24,200)	-
Consolidated in connection with special retraction (note 1)	<u>(224,106)</u>	<u>-</u>
End of period	944,954	1,193,260

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 preceding 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. Class A shares trading price on the TSX was \$6.59 as at May 31, 2019 (November 30, 2018-\$6.14). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last day of each month. Shareholders who concurrently retract a Class A share and a Preferred 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 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).

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
 FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

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, ongoing custodian, transfer agent, legal and audit expenses.

Pursuant to the administration 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 and an amount equal to the service fee payable to dealers on the Class A shares at a rate of 0.50% of the net asset value attributable to Class A shares per annum. No service fee will be paid in any calendar quarter if regular dividends are not paid to holders of Class A shares in respect of each month in such calendar quarter.

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.

Total management fees of \$65,937 (May 31, 2018-\$86,671), incurred during the period, include the administration fee and base management fee. As at May 31, 2019, \$11,468 (November 30, 2018-\$12,750) was payable to the Manager with respect to management and administrative fees. No performance fees were paid in 2019 or 2018.

The brokerage commissions paid during the period by the Company for its portfolio transactions were \$2,700 (May 31, 2018-\$2,287).

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, 2019 and 2018 is calculated as follows:

	2019	2018
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	\$365,958	(\$1,008,009)
Weighted average Class A shares outstanding	944,954	964,515 ⁽¹⁾
Increase (decrease) in net assets attributable to holders per redeemable Class A share	\$0.39	(\$1.04) ⁽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, 2018 have been restated to reflect the impact of the consolidation of Class A shares on a 0.8083023968 for 1 basis after the payment of special retractions on December 17, 2018 in connection with the extension of the termination date of the Company. See note 1 for further details. Previously these amounts were reported as (\$0.84) and 1,193,260, respectively.

PRIME DIVIDEND CORP.**NOTES TO THE FINANCIAL STATEMENTS**FOR THE SIX MONTH PERIODS ENDED **MAY 31, 2019** AND **2018** (UNAUDITED)

9. Distributions

Distributions per share were as follows:

	May 31, 2019	May 31, 2018
Preferred shares	\$0.3150	\$0.25
Class A shares	\$0.3185 ⁽¹⁾	\$0.3987

- (1) As a result of the consolidation of Class A shares after the payment of special retractions on December 17, 2018 (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.

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) effective December 1, 2018, 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 original issue price of \$10 of the Preferred shares (previously, to provide holders with cumulative preferential floating rate monthly cash dividends at a rate per annum equal to the prevailing Canadian prime rate plus 0.75%, with a minimum annual rate of 5.0% and a maximum annual rate of 7% based on the original issue price of the Preferred shares); 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 return the original issue price 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, 2019 and November 30, 2018, 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,
Managing Director,
Quadravest Capital Management Inc.

Laura Johnson,
Managing Director
and Portfolio Manager,
Quadravest Capital Management Inc.

William Thornhill,
President,
William C. Thornhill Consulting Inc.

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

John Steep,
President, S. Factor Consulting Inc.

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