

PRIME DIVIDEND CORP.
2018 ANNUAL REPORT



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.**ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE****NOVEMBER 30, 2018**

This is the annual Management Report of Fund Performance (MRFP) for the year ended November 30, 2018. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The 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.prime dividend.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.prime dividend.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 Bank of Nova Scotia Canadian Imperial Bank of Commerce National Bank of Canada Royal Bank of Canada Toronto-Dominion Bank	Great-West Lifeco Inc. Manulife Financial Corporation Sun Life Financial Inc.
Investment Management Companies	Utilities & Other
AGF Management Limited CI Financial Corp. IGM Financial Inc.	BCE Inc. TransAlta Corporation TransCanada Corporation Power Financial Corporation TMX Group Inc.

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 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 (\$10) of the Preferred shares. 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; 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 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 year ended November 30, 2018 was characterized by a myriad of factors which conspired to produce lower Canadian equity markets.

The Bank of Canada raised interest rates 3 times during the fiscal year, and signaled further interest rate increases, which created a significant headwind for equity markets. Simultaneously, the yield curve flattened during the year, putting increasing pressure on net interest margins and investment income for banks and life insurance companies. During the year, extremely low Western Canadian crude oil prices have had an adverse impact on the Canadian economy, resulting in lower exports and national income. A new Canada-United States-Mexico Agreement in October 2018 finally alleviated some of the trade-related market uncertainties experienced earlier in the year; however, ongoing trade tensions between the U.S. and China and growing concerns of a global economic slowdown contributed to a softening of Canadian markets towards the end of the year. Notwithstanding these developments, the Canadian economy posted reasonable economic growth with unemployment levels at a 40-year low.

Against this backdrop, most of the companies in the portfolio were generally flat to down during the year. 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 market environment.

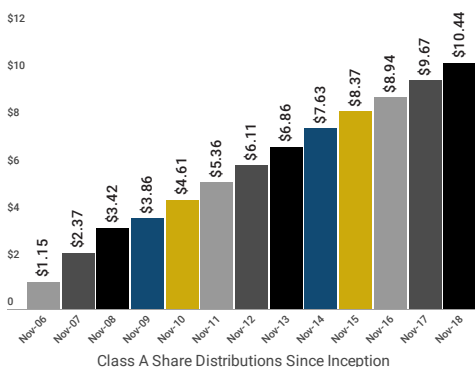
The net assets per unit (consisting of one Preferred share and one Class A share) finished at \$15.22 as at November 30, 2018, after the payment of \$1.26 in combined distributions to both classes of shares. A combined total of \$17.37 has been paid in distributions since inception.

Net assets of the Company finished the year at \$18.2 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. Total distributions per Class A share during the year amounted to \$0.7627 at the target rate.

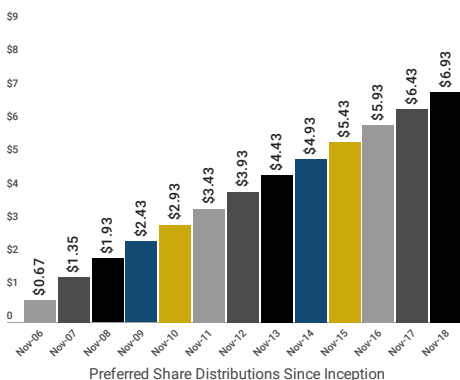


10.44

Cumulative total of distributions paid to Class A share since inception

Preferred shares – Distributions

During the year, 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. Distributions during the year were at the minimum annual rate for a total \$0.50 per Preferred share. 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.



6.93

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.

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.

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 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				
	2018	2017	2016	2015	2014
Net assets per unit, beginning of year ⁽¹⁾	17.75	17.15	16.39	18.73	18.52
Increase (decrease) from operations					
Total revenue	0.67	0.66	0.69	0.68	0.69
Total expenses	(0.38)	(0.36)	(0.32)	(0.33)	(0.38)
Realized gains (losses) for the year	0.25	0.90	0.14	0.14	0.40
Unrealized gains (losses) for the year	(1.81)	0.65	1.30	(1.59)	0.76
Total increase (decrease) from operations ⁽²⁾	(1.27)	1.85	1.81	(1.10)	1.47
Distributions ⁽³⁾					
Canadian dividends	(1.26)	(1.24)	(1.07)	(1.24)	(1.28)
Total annual distributions	(1.26)	(1.24)	(1.07)	(1.24)	(1.28)
Net assets per unit at end of year	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
Net assets per Class A share	5.22	7.75	7.15	6.39	8.73
Net assets per unit at end of year	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 year.
- (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 year and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors.

RATIOS AND SUPPLEMENTAL DATA (BASED ON NET ASSET VALUE)

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

(1) This information is provided as at 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 year and is expressed as an annualized percentage of average net asset value during the year.

(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 year. 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 year. 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 year, the greater the trading costs payable by the Company in the year and the greater chance of an investor receiving taxable capital gains in the year. 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 year.

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 include 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.

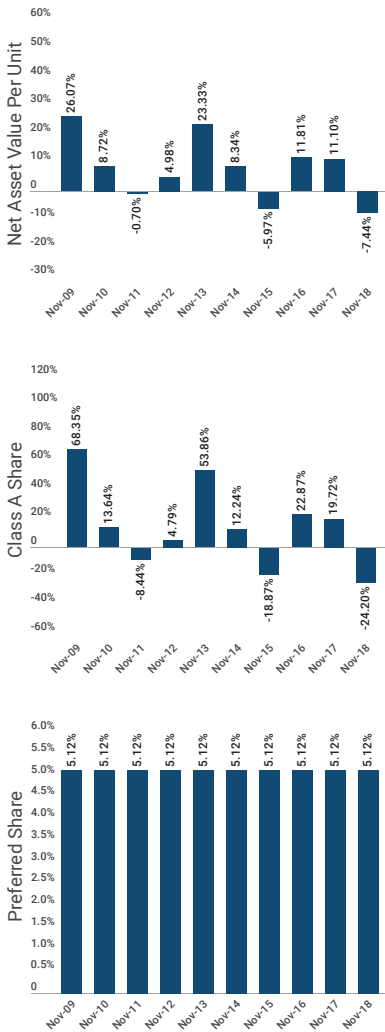
The base management fee was used by Quadravest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required 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:

- a) 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;
- b) The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance; and
- c) Past performance of the Company does not necessarily indicate how it will perform in the future.



ANNUAL COMPOUND PERFORMANCE

The following table shows the Company's annual compound return for the one, three, five and ten years ended November 30, 2018 and since inception:

	One year	Three years	Five years	Ten years	Since inception
Prime Dividend Corp. - Unit	-7.44%	4.76%	3.21%	7.52%	3.82%
Prime Dividend Corp. - Preferred share	5.12%	5.12%	5.12%	5.12%	5.44%
Prime Dividend Corp. - Class A share	-24.20%	3.70%	0.31%	11.11%	2.19%

MARKET INDICES⁽¹⁾

S&P TSX 60 Index ⁽¹⁾	-1.05%	8.10%	6.57%	8.10%	6.02%
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- (1) As a result of the Company being limited to a specific universe of stocks and that a covered call writing program is implemented to generate additional income, the investment profile of the Company is quite unique and any comparisons with any other external market indices may not be appropriate.

SUMMARY OF INVESTMENT PORTFOLIO

All holdings as at November 30, 2018

Name	Weighting (%)
Toronto-Dominion Bank	9.6
Royal Bank of Canada	8.6
BCE Inc.	7.4
TMX Group Inc.	7.4
Canadian Imperial Bank of Commerce	7.0
Sun Life Financial Inc.	6.6
Power Financial Corp.	6.5
National Bank of Canada	6.4
TransCanada Corporation	6.1
Manulife Financial Corporation	5.5
Great-West Lifeco Inc.	5.4
CI Financial Corp.	4.0
Bank of Nova Scotia	3.9
IGM Financial Inc.	3.7
Bank of Montreal	2.9
AGF Management Ltd.	1.9
TransAlta Corporation	0.9
Total long positions as a percentage of net assets	93.8
Cash	6.9
Other net assets (liabilities)	-0.7
	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 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 financial statements and the other sections of the 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. 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 financial statements.

The Manager with the approval of the Board of Directors of the Company has appointed PricewaterhouseCoopers LLP as the external auditor of the Company. They have audited the financial statements of the Company in accordance with Canadian generally accepted auditing standards to enable them to express to shareholders their opinion on the financial statements. The auditor has full and unrestricted access to the Audit Committee to discuss its findings.



WAYNE FINCH

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



SILVIA GOMES

Chief Financial Officer
Quadravest Capital Management Inc.

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Prime Dividend Corp. (the "Company")

We have audited the accompanying financial statements of the Company, which comprise the statements of financial position as at November 30, 2018 and November 30, 2017 and the statements of comprehensive income/(loss), changes in net assets attributable to holders of redeemable Class A shares and cash flow for the years ended November 30, 2018 and November 30, 2017 and the related notes, which comprise a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2018 and November 30, 2017 and its financial performance and its cash flow for the years ended November 30, 2018 and November 30, 2017 in accordance with International Financial Reporting Standards.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario

February 21, 2019

PRIME DIVIDEND CORP.
STATEMENTS OF FINANCIAL POSITION

AS AT NOVEMBER 30, 2018 AND NOVEMBER 30, 2017

	November 30, 2018 (\$)	November 30, 2017 (\$)
ASSETS		
Current Assets		
Investments	17,055,356	20,079,794
Cash	1,250,603	859,690
Interest, dividends and other receivables	49,905	50,178
Receivable in respect of investments sold	-	395,834
	<u>18,355,864</u>	<u>21,385,496</u>
LIABILITIES		
Current Liabilities		
Written Options	29,193	21,718
Fees and other accounts payable	53,173	49,628
Distributions payable	110,878	128,275
Preferred shares (note 1 and 6) ¹	11,932,600	11,932,600
Class B shares	1,000	1,000
	<u>12,126,844</u>	<u>12,133,221</u>
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)¹	6,229,020	9,252,275
Number of redeemable units (1 Preferred share and 1 Class A share) outstanding	1,193,260	1,193,260
Number of Preferred shares outstanding	1,193,260	1,193,260
Number of Class A shares outstanding	1,193,260	1,193,260
Number of Class A shares outstanding, after giving effect to subsequent consolidation (note 1) ²	964,515	964,515
Net assets per unit	\$15.22	\$17.75
Net assets per Preferred share	\$10.00	\$10.00
Net assets per Class A share	\$5.22	\$7.75
Net assets per Class A share, after giving effect to the subsequent consolidation (note 1) ²	\$6.46	\$9.59

- (1) 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, 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) 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 YEARS ENDED NOVEMBER 30

	2018 (\$)	2017 (\$)
INCOME		
Net gain (loss) on investments and derivatives (note 5)		
Net realized gain (loss)	292,492	1,120,794
Net change in unrealized appreciation (depreciation)	(2,154,450)	802,476
Dividends	794,788	823,942
Interest for distribution purposes	3,209	-
Net gain (loss) on investments and derivatives	(1,063,961)	2,747,212
EXPENSES (note 7)		
Management fees	168,300	185,186
Service fee	37,298	45,912
Audit fees	30,972	19,425
Director's fees	23,583	23,583
Independent Review Committee fees	4,268	4,268
Custodial fees	37,287	33,801
Legal fees	22,912	19,799
Shareholder reporting costs	12,847	13,994
Other operating expenses	68,563	51,227
Harmonized sales tax	41,700	40,897
Transaction costs	4,822	8,989
	452,552	447,081
Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions on Preferred shares	(1,516,513)	2,300,131
Distributions on Preferred shares	(596,678)	(621,749)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(2,113,191)	1,678,382
Increase (decrease) in net assets attributable to holders per redeemable Class A share (note 8)	(1.77)	1.35
Increase (decrease) in net assets attributable to holders per redeemable Class A share, after giving effect to subsequent consolidation (note 1 and note 8)¹	(2.19)	1.67

- (1) 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.

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 YEARS ENDED NOVEMBER 30

	2018 (\$)	2017 (\$)
Net Assets attributable to holders of redeemable Class A shares - Beginning of year	9,252,275	9,387,334
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(2,113,191)	1,678,382
Class A share redemptions	-	(898,902)
Distributions on Class A shares		
Canadian dividends	(910,064)	(914,539)
Change in net assets attributable to holders of redeemable Class A shares	<u>(3,023,255)</u>	<u>(135,059)</u>
Net Assets attributable to holders of redeemable Class A shares - End of year	<u>6,229,020</u>	<u>9,252,275</u>

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

PRIME DIVIDEND CORP.
STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED NOVEMBER 30

	2018 (\$)	2017 (\$)
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(2,113,191)	1,678,382
Adjustment for:		
Distributions on Preferred shares	596,678	621,749
Net realized (gain) loss on investments and derivatives	(292,492)	(1,120,794)
Net change in unrealized (appreciation) depreciation of investments and derivatives	2,154,450	(802,476)
Purchase of investments, net of option premiums	15,783	(3,710,155)
Proceeds from sale of investments	1,550,006	6,632,664
(Increase) decrease in interest, dividends and other receivables	273	1,768
Increase (decrease) in fees and other accounts payable	3,545	(1,896)
Cash flows from (used in) operating activities	<u>1,915,052</u>	<u>3,299,242</u>
Cash flows from (used in) financing activities		
Amounts paid on redemption of Class A and Preferred shares	-	(2,102,252)
Distributions paid on Class A shares	(927,461)	(900,905)
Distributions paid on Preferred shares	(596,678)	(626,763)
Cash flows from (used in) financing activities	<u>(1,524,139)</u>	<u>(3,629,920)</u>
Net increase (decrease) in cash for the year	390,913	(330,678)
Cash at beginning of the year	859,690	1,190,368
Cash at end of the year	<u>1,250,603</u>	<u>859,690</u>
Dividends received*, net of withholding taxes	795,061	825,710
Interest received*	3,209	-

* 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 NOVEMBER 30, 2018

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
Canadian Common Equities			
17 Core Holdings			
69,200	AGF Management Ltd.	1,360,597	346,000
5,300	Bank of Montreal	376,413	525,389
9,900	Bank of Nova Scotia	608,973	715,770
23,625	BCE Inc.	1,099,199	1,345,444
11,400	Canadian Imperial Bank of Commerce	1,050,970	1,271,100
35,900	CI Financial Corp.	1,086,693	722,308
32,000	Great-West Lifeco Inc.	927,054	975,040
19,600	IGM Financial Inc.	871,003	667,968
45,600	Manulife Financial Corporation	926,015	1,001,832
19,300	National Bank of Canada	782,464	1,169,580
41,900	Power Financial Corp.	1,371,199	1,177,809
16,100	Royal Bank of Canada	1,226,199	1,568,462
24,600	Sun Life Financial Inc.	893,810	1,205,400
17,100	TMX Group Inc.	979,166	1,348,677
23,600	Toronto-Dominion Bank	1,288,364	1,736,016
22,800	TransAlta Corporation	428,086	162,336
20,500	TransCanada Corporation	1,032,124	1,116,225
Total Canadian Common Equities in Core Holdings (100.2%)		16,308,329	17,055,356

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

PRIME DIVIDEND CORP.
SCHEDULE OF PORTFOLIO INVESTMENTS

AS AT NOVEMBER 30, 2018

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	Call Options written (100 shares per contract)		
	Canadian call options written		
(25)	Bank of Nova Scotia @ \$73 December 2018	(1,025)	(1,500)
(25)	BCE Inc. @ \$56 January 2019	(1,125)	(3,238)
(30)	CI Financial Corp. @ \$21 December 2018	(450)	(525)
(25)	Canadian Imperial Bank of Commerce @ \$120 December 2018	(2,766)	(138)
(75)	Great-West Lifeco Inc. @ \$32 December 2018	(2,101)	(413)
(10)	Manulife Financial Corporation @ \$23 January 2019	(300)	(280)
(15)	Manulife Financial Corporation @ \$23 December 2018	(510)	(135)
(25)	Manulife Financial Corporation @ \$24 December 2018	(676)	(63)
(25)	National Bank of Canada @ \$62 January 2019	(1,750)	(1,750)
(25)	Royal Bank of Canada @ \$98 January 2019	(3,925)	(4,725)
(15)	Royal Bank of Canada @ \$99.50 December 2018	(998)	(705)
(30)	Sun Life Financial Inc. @ \$53 December 2018	(1,560)	(75)
(25)	Toronto-Dominion Bank @ \$74 December 2018	(2,701)	(2,063)
(15)	Toronto-Dominion Bank @ \$75 January 2019	(1,125)	(1,298)
(50)	TransAlta Corporation @ \$8 December 2018	(850)	(38)
(25)	TransCanada Corporation @ \$52 December 2018	(3,578)	(6,650)
(50)	TransCanada Corporation @ \$54 December 2018	(2,750)	(5,597)
	Total Canadian call options written (-0.2%)	(28,190)	(29,193)
		<u>16,280,139</u>	<u>17,026,163</u>
	Less adjustments for transaction costs	(10,147)	
	Total Investments (100.0%)	<u>16,269,992</u>	<u>17,026,163</u>

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2018 AND 2017

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 published by the International Accounting Standards Board (“IASB”). These financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities (including derivative financial instruments) at fair value through profit or loss (“FVTPL”).

These financial statements were approved by the Board of Directors of the Company on February 13, 2019.

3. Summary of significant accounting policies

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

Investments and financial instruments

The Company recognizes financial instruments at fair value upon initial recognition.

The Company's investments are designated at fair value through profit and loss ("FVTPL") and derivatives (including options) are held for trading and also carried at FVTPL.

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 classified or designated as 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 discounts on the issuance of Preferred shares is included in gain (loss) on remeasurement of Preferred shares 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 at the annual redemption amount.

Financial assets and liabilities other than investments, derivatives, and Class A shares are recognized initially at the amount expected to be received or paid less, when material, a discount to reduce them to fair value. Subsequently, they are measured at amortized cost using the effective interest rate method less a provision for impairment, if any. Due to their short-term nature, the fair values of these financial assets and liabilities approximate their carrying amounts.

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 ("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 consists of cash on hand.

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 year. Refer to note 8 for the calculation.

PRIME DIVIDEND CORP.
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FOR THE YEARS ENDED NOVEMBER 30, 2018 AND 2017

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 \$6,658,150 (November 30, 2017-\$6,801,964) 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, 2017-\$3,873,565) which may be used to lower future capital gains if required.

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. The following discusses the most significant accounting judgments that the Company has made in preparing the financial statements:

Classification and measurement of investments and application of the fair value option

In classifying and measuring financial instruments held by the Company, the Manager is required to make significant judgments about whether or not the business of the Company is to invest on a total return basis for the purpose of applying the fair value option for

PRIME DIVIDEND CORP.
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financial assets under IAS 39, Financial Instruments – Recognition and Measurement (IAS 39). The most significant judgments made include the determination that certain financial instruments are held-for-trading, and that the fair value option can be applied to investments in financial assets which are not.

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 November 30, 2018 and November 30, 2017:

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>

Financial assets and liabilities at fair value as at November 30, 2017				
	Level 1	Level 2	Level 3	Total
Equities	\$20,079,794	-	-	\$20,079,794
Options	(\$21,718)	-	-	(\$21,718)
	<u>\$20,058,076</u>	<u>-</u>	<u>-</u>	<u>\$20,058,076</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 years ended November 30, 2018 and 2017.

PRIME DIVIDEND CORP.
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The Company's net gain (loss) on financial instruments that are held for trading and those designated at FVTPL are as follows:*

	2018	2017
Realized gain (loss) on derivatives held for trading	29,356	69,498
Realized gain (loss) on investments designated at FVTPL	263,136	1,051,296
Net change in unrealized appreciation on investments	(2,159,145)	763,834
Net change in unrealized appreciation on derivatives	4,695	38,642
Dividends	794,788	823,942
Interest on cash	3,209	-
	<u>(1,063,961)</u>	<u>2,747,212</u>

* The Company employs an active and integrated strategy of writing call options on the underlying equity holdings in the portfolio. The requirement to measure and attribute gains separately to either derivatives or the underlying equities may not reflect the relative contributions and benefits from implementing this strategy. As an example, written call options that are subsequently repurchased and/or rolled as part of the active covered call writing program would have had the effect of lowering reported gains from derivatives (which would have otherwise occurred had the written call option been exercised or expired), while achieving other gains to the portfolio that would have been measured and attributed to the underlying equity holdings.

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 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 November 30, 2018, 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 \$1,543,000 (November 30, 2017-\$1,843,000). Similarly, had the prices on the respective stock exchanges for these equity securities decreased by 10%,

PRIME DIVIDEND CORP.
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with all other variables held constant, Net Assets of the Company would have decreased by \$1,677,000 (November 30, 2017–\$1,987,000).

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 0.75%, subject to a minimum of 5% to a maximum of 7% (8% effective December 1, 2018) 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 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 year).

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 year). 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 year).

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 year). 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 year.

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

	November 30, 2018	November 30, 2017
Canadian Common Equities	93.9%	94.8%
Call Options written	-0.2%	-0.1%
Other Assets less Liabilities (excluding Preferred shares)	6.3%	5.3%
	<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>	November 30, 2018	November 30, 2017
Beginning of year	1,193,260	1,313,595
Redemptions during the year	-	(120,335)
End of year	<u>1,193,260</u>	<u>1,193,260</u>

During the year, 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). 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). The Preferred shares have been presented as liabilities in the financial statements.

Preferred shares trade under the symbol "PDV.PR.A" on the TSX. Preferred shares trading price on the TSX was \$10.10 as at November 30, 2018 (November 30, 2017-\$10.30). 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.

PRIME DIVIDEND CORP.
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Class A shares and Class B shares

Authorized

An unlimited number of Class A shares
1,000 Class B shares

<u>Class A share transactions</u>	November 30, 2018	November 30, 2017
Beginning of year	1,193,260	1,313,595
Redemptions during the year	-	(120,335)
End of year	1,193,260	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 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. Class A shares trading price on the TSX was \$6.14 as at November 30, 2018 (November 30, 2017-\$8.02). 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).

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

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

Total management fees of \$168,300 (November 30, 2017-\$185,186), incurred during the year, include the administration fee and base management fee. As at November 30, 2018, \$12,750 (November 30, 2017-\$14,831) was payable to the Manager with respect to management and administrative fees. No performance fees were paid in 2018 or 2017.

The brokerage commissions paid during the year by the Company for its portfolio transactions were \$4,822 (November 30, 2017-\$8,989).

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 years ended November 30, 2018 and 2017 is calculated as follows:

	2018	2017
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	(\$2,113,191)	\$1,678,382
Weighted average Class A shares outstanding	1,193,260	1,243,400
Increase (decrease) in net assets attributable to holders per redeemable Class A share	(\$1.77)	\$1.35
Increase (decrease) in net assets attributable to holders per redeemable Class A share, after giving effect to subsequent consolidation	(\$2.19)	\$1.67

9. Distributions

Distributions per share were as follows:	November 30, 2018	November 30, 2017
Preferred shares	\$0.50	\$0.50
Class A shares	\$0.7627	\$0.7361

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 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 original issue price and return the original issue price on the termination of the Company. 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%, with a minimum annual rate of 5% and a maximum rate of 8% based on the original issue price; 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

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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. Accounting Standards, Interpretations and Amendments to Existing Standards Not Yet Effective

IFRS 9, Financial Instruments, addresses the classification, measurement and recognition of financial assets and liabilities. It replaces the multiple classification and measurement models in IAS 39 and is effective for the Company on December 1, 2018. On adoption of IFRS 9 the Company's investment portfolio will continue to be classified as fair value through profit or loss since the Company manages its portfolio on a fair value basis and fair value is used to assess its performance and to make investment decisions. Other financial assets and liabilities will continue to be measured at amortized cost. As a result, the adoption of IFRS 9 is not expected to have a material impact on the Company's financial statements.

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

As at November 30, 2018 and November 30, 2017, there were no differences between net asset value per Class A share used for transactional purposes and assets attributable to holders per redeemable Class A share for financial reporting purposes.

13. Subsequent event

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. See note 1 for further details.

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.

CORPORATE DETAILS

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