



## *Independent auditor's report*

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

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### *Our opinion*

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2019 and 2018, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards, as published by the International Accounting Standards Board (IFRS).

#### **What we have audited**

The Company's financial statements comprise:

- the statements of financial position as at November 30, 2019 and 2018;
- the statements of comprehensive income/(loss) for the years then ended;
- the statements of changes in net assets attributable to holders of redeemable class A shares for the years then ended;
- the statements of cash flow for the years then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies.

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### *Basis for opinion*

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report.

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

#### **Independence**

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

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### *Other information*

Management is responsible for the other information of the Company. The other information comprises the Annual Management Report of Fund Performance and the information, other than the financial statements and our auditor's report thereon, included in the annual report.

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\*PwC\* refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.



Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements of the Company, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements of the Company or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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### *Responsibilities of management and those charged with governance for the financial statements*

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, 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.

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

Those charged with governance are responsible for overseeing the Company's financial reporting process.

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### *Auditor's responsibilities for the audit of the financial statements*

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Joseph Pinizzotto.

*PricewaterhouseCoopers LLP*

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario  
February 19, 2020

**PRIME DIVIDEND CORP.**  
**STATEMENTS OF FINANCIAL POSITION**

AS AT NOVEMBER 30, 2019 AND NOVEMBER 30, 2018

	November 30, 2019 (\$)	November 30, 2018 (\$)
<b>ASSETS</b>		
Current Assets		
Investments	15,963,854	17,055,356
Cash	507,899	1,250,603
Interest, dividends and other receivables	35,413	49,905
Receivable in respect of investments sold	<u>146,625</u>	<u>-</u>
	<b><u>16,653,791</u></b>	<b><u>18,355,864</u></b>
<b>LIABILITIES</b>		
Current Liabilities		
Written Options	12,190	29,193
Fees and other accounts payable	73,810	53,173
Distributions payable	104,021	110,878
Preferred shares (note 1 and 6) <sup>(1)</sup>	9,449,540	11,932,600
Class B shares	<u>1,000</u>	<u>1,000</u>
	<b><u>9,640,561</u></b>	<b><u>12,126,844</u></b>
<b>NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)<sup>(1)</sup></b>		
	<b>\$7,013,230</b>	<b>6,229,020</b>
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 subsequent consolidation (note 1) <sup>(2)</sup>		
	N/A	964,515
Net assets per unit		
	\$17.42	\$15.22
Net assets per Preferred share		
	\$10.00	\$10.00
Net assets per Class A share		
	\$7.42	\$5.22
Net assets per Class A share, after giving effect to the subsequent consolidation (note 1) <sup>(2)</sup>		
	N/A	\$6.46

(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

	2019 (\$)	2018 (\$)
<b>INCOME</b>		
<b>Net gain (loss) on investments and derivatives (note 5)</b>		
Net realized gain (loss)	333,655	292,492
Net change in unrealized appreciation (depreciation)	1,535,666	(2,154,450)
Dividends	636,785	794,788
Interest for distribution purposes	9,146	3,209
<b>Net gain (loss) on investments and derivatives</b>	<b><u>2,515,252</u></b>	<b><u>(1,063,961)</u></b>
<b>EXPENSES (note 7)</b>		
Management fees	134,925	168,300
Service fee	30,919	37,298
Audit fees	26,713	30,972
Director's fees	23,583	23,583
Independent Review Committee fees	4,268	4,268
Custodial fees	27,179	37,287
Legal fees	30,373	22,912
Shareholder reporting costs	10,313	12,847
Other operating expenses	60,251	68,563
Harmonized sales tax	35,338	41,700
Transaction costs	8,093	4,822
	<b><u>391,955</u></b>	<b><u>452,552</u></b>
<b>Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions on Preferred shares</b>	<b><u>2,123,297</u></b>	<b><u>(1,516,513)</u></b>
Distributions on Preferred shares	(595,321)	(596,678)
<b>Increase (decrease) in net assets attributable to holders of redeemable Class A shares</b>	<b><u>1,527,976</u></b>	<b><u>(2,113,191)</u></b>
<b>Increase (decrease) in net assets attributable to holders per redeemable Class A share (note 8)</b>	<b>1.62</b>	<b>(1.77)</b>
<b>Increase (decrease) in net assets attributable to holders per redeemable Class A share, after giving effect to subsequent consolidation (note 1 and note 8)<sup>1</sup></b>	<b>N/A</b>	<b>(2.19)</b>

(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**

	2019 (\$)	2018 (\$)
<b>Net Assets attributable to holders of redeemable Class A shares - Beginning of year</b>	6,229,020	9,252,275
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	1,527,976	(2,113,191)
Class A share redemptions	(126,324)	-
<b>Distributions on Class A shares</b>		
Canadian dividends	(617,442)	(910,064)
<b>Change in net assets attributable to holders of redeemable Class A shares</b>	<u>784,210</u>	<u>(3,023,255)</u>
<b>Net Assets attributable to holders of redeemable Class A shares - End of year</b>	<u>7,013,230</u>	<u>6,229,020</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

	2019 (\$)	2018 (\$)
<b>Cash flows from (used in) operating activities</b>		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	1,527,976	(2,113,191)
Adjustment for:		
Distributions on Preferred shares	595,321	596,678
Net realized (gain) loss on investments and derivatives	(333,655)	(292,492)
Net change in unrealized (appreciation) depreciation of investments and derivatives	(1,535,666)	2,154,450
Purchase of investments, net of option premiums	(1,152,958)	15,783
Proceeds from sale of investments	3,950,153	1,550,006
(Increase) decrease in interest, dividends and other receivables	14,492	273
Increase (decrease) in fees and other accounts payable	20,637	3,545
Cash flows from (used in) operating activities	<u>3,086,300</u>	<u>1,915,052</u>
<b>Cash flows from (used in) financing activities</b>		
Amounts paid on redemption of Class A and Preferred shares	(2,609,384)	-
Distributions paid on Class A shares	(624,186)	(927,461)
Distributions paid on Preferred shares	(595,434)	(596,678)
Cash flows from (used in) financing activities	<u>(3,829,004)</u>	<u>(1,524,139)</u>
Net increase (decrease) in cash for the year	(742,704)	390,913
Cash at beginning of the year	<u>1,250,603</u>	<u>859,690</u>
<b>Cash at end of the year</b>	<u><b>507,899</b></u>	<u><b>1,250,603</b></u>
Dividends received*	651,277	795,061
Interest received*	9,146	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, 2019

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
<b>Canadian Common Equities</b>			
<b>17 Core Holdings</b>			
63,200	AGF Management Ltd.	1,242,626	394,368
4,200	Bank of Montreal	298,290	429,324
9,000	Bank of Nova Scotia	553,612	674,460
21,625	BCE Inc.	1,177,913	1,382,703
9,000	Canadian Imperial Bank of Commerce	829,714	1,039,140
29,500	CI Financial Corp.	892,965	617,140
25,200	Great-West Lifeco Inc.	730,055	842,940
15,400	IGM Financial Inc.	684,360	588,280
48,100	Manulife Financial Corporation	1,021,163	1,256,853
19,300	National Bank of Canada	782,464	1,373,195
29,200	Power Financial Corp.	955,585	948,416
7,400	Royal Bank of Canada	563,594	804,602
19,800	Sun Life Financial Inc.	838,510	1,200,078
18,100	TC Energy Corp.	911,290	1,216,320
15,100	TMX Group Inc.	864,644	1,612,378
18,700	Toronto-Dominion Bank	1,020,865	1,432,233
16,900	TransAlta Corporation	317,309	151,424
<b>Total Canadian Common Equities in Core Holdings (100.1%)</b>		<b>13,684,959</b>	<b>15,963,854</b>

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

**PRIME DIVIDEND CORP.**  
**SCHEDULE OF PORTFOLIO INVESTMENTS**

AS AT NOVEMBER 30, 2019

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
	<b>Call Options written (100 shares per contract)</b>		
	<b>Canadian call options written</b>		
(10)	Bank of Nova Scotia @ \$76 January 2020	(420)	(365)
(15)	BCE Inc. @ \$65 December 2019	(435)	(255)
(5)	Canadian Imperial Bank of Commerce @ \$115 December 2019	(410)	(810)
(100)	Great-West Lifeco Inc. @ \$34 January 2020	(2,325)	(1,500)
(60)	Manulife Financial Corporation @ \$26.50 January 2020	(2,160)	(1,650)
(25)	National Bank of Canada @ \$70 December 2019	(2,000)	(3,650)
(20)	Royal Bank of Canada @ \$110 December 2019	(1,415)	(940)
(30)	Sun Life Financial Inc. @ \$62 January 2020	(1,710)	(1,245)
(50)	TC Energy Corporation @ \$70 December 2019	(2,850)	(650)
(25)	Toronto-Dominion Bank @ \$78 January 2020	(1,375)	(1,125)
	<b>Total Canadian call options written (-0.1%)</b>	<b>(15,100)</b>	<b>(12,190)</b>
		<u>13,669,859</u>	<u>15,951,664</u>
	Less adjustments for transaction costs	(8,012)	
	<b>Total Investments (100.0%)</b>	<u>13,661,847</u>	<u>15,951,664</u>

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**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018**

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## **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 \$10 repayment value.

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 19, 2020.

### **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

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**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018**

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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.

### **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.

### **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 \$6,879,116 (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 YEARS ENDED NOVEMBER 30, 2019 AND 2018**

**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 November 30, 2019 and November 30, 2018:

Financial assets and liabilities at fair value as at November 30, 2019

	Level 1	Level 2	Level 3	Total
Equities	\$15,963,854	-	-	\$15,963,854
Options	(\$12,190)	-	-	(\$12,190)
	<u>\$15,951,664</u>	<u>-</u>	<u>-</u>	<u>\$15,951,664</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 years ended November 30, 2019 and 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.

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**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018**

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### **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, 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 \$1,455,000 (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 \$1,584,000 (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 \$10 repayment value 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 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

**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
 FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018

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.

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

	November 30, 2019	November 30, 2018
Canadian Common Equities	96.9%	93.9%
Call Options written	-0.1%	-0.2%
Other Assets less Liabilities (excluding Preferred shares)	3.2%	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>	November 30, 2019	November 30, 2018
Beginning of year	1,193,260	1,193,260
Redemptions during the year	(248,306)	-
End of year	<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 \$10 repayment value). 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 \$10 repayment value). The Preferred shares have been presented as liabilities in the financial statements.

**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018**

Preferred shares trade under the symbol “PDV.PR.A” on the TSX. Preferred shares trading price on the TSX was \$10.62 as at November 30, 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 shares**

Authorized

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

<u>Class A share transactions</u>	November 30, 2019	November 30, 2018
Beginning of year	1,193,260	1,193,260
Redemptions during the year	(24,200)	-
Consolidated in connection with special retraction (note 1)	<u>(224,106)</u>	<u>-</u>
End of year	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 \$7.50 as at November 30, 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 YEARS ENDED NOVEMBER 30, 2019 AND 2018**

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 \$134,925 (November 30, 2018-\$168,300), incurred during the years, include the administration fee and base management fee. As at November 30, 2019, \$11,613 (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 year by the Company for its portfolio transactions were \$8,093 (November 30, 2018-\$4,822).

**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, 2019 and 2018 is calculated as follows:

	2019	2018
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	\$1,527,976	(\$2,113,191)
Weighted average Class A shares outstanding	944,954	1,193,260
Increase (decrease) in net assets attributable to holders per redeemable Class A share	\$1.62	(\$1.77)
Increase (decrease) in net assets attributable to holders per redeemable Class A share, after giving effect to subsequent consolidation (note 1)	N/A	(\$2.19)

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**PRIME DIVIDEND CORP.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED NOVEMBER 30, 2019 AND 2018**

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**9. Distributions**

Distributions per share were as follows:	November 30, 2019	November 30, 2018
Preferred shares	\$0.63	\$0.50
Class A shares	\$0.6534	\$0.7627

**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 \$10 repayment value 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 \$10 repayment value 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 \$10 repayment value 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 November 30, 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.