
PRIME DIVIDEND CORP.
SEMI-ANNUAL MANAGEMENT REPORT OF FUND PERFORMANCE

MAY 31, 2024

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

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

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

INVESTMENT OBJECTIVES AND STRATEGIES

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

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

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

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

The Company offers two types of shares:

Preferred shares

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

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

Class A shares

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

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

RISK

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

RESULTS OF OPERATIONS

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

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

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

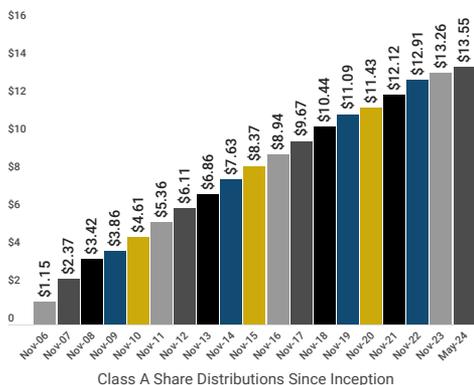
Pursuant to the special retraction right in connection with the extension of the termination date of the Company, the Company redeemed 249,235 Preferred shares and 22,413 Class A shares and made retraction payments of \$2,492,350 and \$97,945, respectively, to each class of shares in December 2023. As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

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

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

Class A shares - Distributions

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

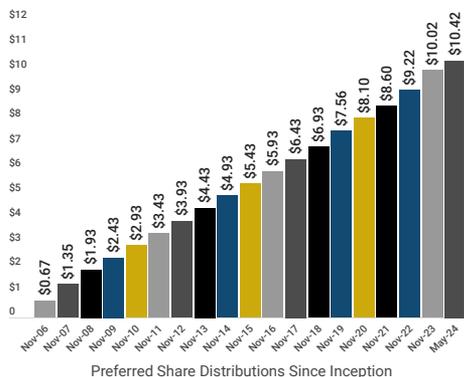


13.55

Cumulative total of distributions paid to Class A share since inception

Preferred shares - Distributions

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



10.42

Cumulative total of distributions paid to Preferred share since inception

RECENT DEVELOPMENTS

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

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

RELATED PARTY TRANSACTIONS

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

FINANCIAL HIGHLIGHTS

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

The Company's net assets per unit

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

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

RATIOS AND SUPPLEMENTAL DATA

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

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

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

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

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

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

MANAGEMENT FEES

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

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

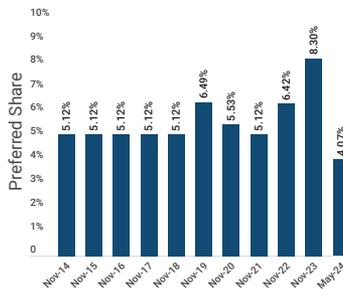
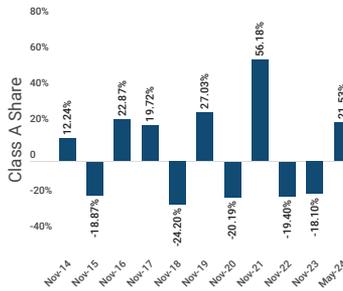
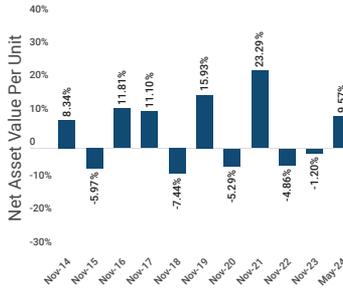
The base management fee was used by Quadravest to provide investment analysis, make investment decisions, and make brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required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

PAST PERFORMANCE

Year-by-Year Returns

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

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



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

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

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

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

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

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

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

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

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



WAYNE FINCH

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



SILVIA GOMES

Chief Financial Officer
Quadravest Capital Management Inc.