



Independent auditor's report

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

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, 2024 and 2023, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

What we have audited

The Company's financial statements comprise:

- the statements of financial position as at November 30, 2024 and 2023;
- 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, comprising material accounting policy information and other explanatory information.

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.

Other information

Management is responsible for the other information. 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, 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 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.

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 Accounting 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.

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.

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 Christina Fox.

PricewaterhouseCoopers LLP

Chartered Professional Accountants, Licensed Public Accountants

Toronto, Ontario
February 20, 2025

PRIME DIVIDEND CORP.
STATEMENTS OF FINANCIAL POSITION

AS AT NOVEMBER 30, 2024 AND NOVEMBER 30, 2023

	November 30, 2024 (\$)	November 30, 2023 (\$)
ASSETS		
Current Assets		
Investments	10,979,741	11,515,382
Cash	939,202	1,086,405
Interest, dividends and other receivables	16,687	37,742
	<u>11,935,630</u>	<u>12,639,529</u>
LIABILITIES		
Current Liabilities		
Written Options	35,048	25,871
Fees and other accounts payable	64,622	43,718
Payable in respect of investments purchased	-	237,797
Distributions payable	78,418	56,953
Preferred shares (notes 1 and 6) ⁽¹⁾	5,903,190	8,542,540
Class B shares	1,000	1,000
	<u>6,082,278</u>	<u>8,907,879</u>
NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE CLASS A SHARES (note 1)⁽¹⁾	5,853,352	3,731,650
Number of redeemable units (1 Preferred share and 1 Class A share) outstanding (note 6)		
	590,319	854,254
Number of Preferred shares outstanding		
	590,319	854,254
Number of Class A shares outstanding		
	590,319	854,254
Number of Class A shares outstanding, after giving effect to subsequent consolidation (note 1) ⁽²⁾		
	N/A	621,321
Net assets per unit		
	19.92	14.37
Net assets per Preferred share		
	10.00	10.00
Net assets per Class A share		
	9.92	4.37
Net assets per Class A share, after giving effect to the subsequent consolidation (note 1) ⁽²⁾		
	N/A	6.01

(1) As at November 30, 2023, Preferred shares and net assets attributable to holders of redeemable Class A shares amounts include retraction payment amounts of \$2,492,350 and \$97,945, respectively, made in December 2023 pursuant to the special retraction right offered to shareholders in connection with the extension of the termination date of the Company. See note 1 for further details.

(2) Amounts as at November 30, 2023, reflect the impact of the consolidation of Class A shares on a 0.727325294 for 1 basis on December 22, 2023, after the payment of special retractions in connection with the extension of the termination date of the Company. See note 1 for further details.

Approved on behalf of the Board of Directors



WAYNE FINCH
Director



PETER CRUICKSHANK
Director

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

PRIME DIVIDEND CORP.
STATEMENTS OF COMPREHENSIVE INCOME / (LOSS)
FOR THE YEARS ENDED NOVEMBER 30

	2024 (\$)	2023 (\$)
INCOME		
Net gain (loss) on investments and derivatives		
Net realized gain (loss)	1,101,063	378,757
Net change in unrealized appreciation/depreciation	2,045,622	(834,417)
Dividends	473,429	613,553
Interest for distribution purposes	13,833	22,206
Net gain (loss) on investments and derivatives	<u>3,633,947</u>	<u>180,099</u>
EXPENSES (note 7)		
Management fees	89,456	109,063
Audit fees	27,576	28,749
Directors' fees	14,312	14,334
Independent Review Committee fees	4,064	4,064
Custodial fees	5,367	50,764
Legal fees	36,531	24,366
Shareholder reporting costs	154,801	15,422
Other operating expenses	88,011	50,222
Harmonized sales tax	39,392	29,336
Transaction costs	8,338	4,347
	<u>467,848</u>	<u>330,667</u>
Increase (decrease) in net assets attributable to holders of redeemable Class A shares before distributions on Preferred shares	3,166,099	(150,568)
Distributions on Preferred shares	(474,459)	(683,437)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	<u>2,691,640</u>	<u>(834,005)</u>
Increase (decrease) in net assets attributable to holders per redeemable Class A share (note 8)	4.53	(1.35)
Increase (decrease) in net assets attributable to holders of redeemable Class A shares per share, prior to giving effect to subsequent consolidation (notes 1 and 8)⁽¹⁾	N/A	(0.98)

- (1) Reflects the increase (decrease) in net assets attributable to holders per redeemable Class A share for the year ended November 30, 2023, prior to giving effect to the consolidation of Class A shares on a 0.727325294 for 1 basis on December 22, 2023, after the payment of special retracts 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

	2024 (\$)	2023 (\$)
Net Assets attributable to holders of redeemable Class A shares - Beginning of year	3,731,650	4,865,994
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	2,691,640	(834,005)
Class A share redemptions	(191,888)	-
Distributions on Class A shares⁽¹⁾		
Canadian dividends	(378,050)	(300,339)
Change in net assets attributable to holders of redeemable Class A shares	<u>2,121,702</u>	<u>(1,134,344)</u>
Net Assets attributable to holders of redeemable Class A shares - End of year	<u>5,853,352</u>	<u>3,731,650</u>

(1) Characterization of distributions is based on the tax treatment that is received by shareholders.

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

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

	2024 (\$)	2023 (\$)
Cash flows from (used in) operating activities		
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	2,691,640	(834,005)
Adjustment for:		
Distributions on Preferred shares	474,459	683,437
Net realized (gain) loss on investments and derivatives	(1,101,063)	(378,757)
Net change in unrealized appreciation/depreciation of investments and derivatives	(2,045,622)	834,417
Purchase of investments, net of option premiums	(241,857)	(739)
Proceeds from sale of investments	3,695,563	1,068,996
(Increase) decrease in interest, dividends and other receivables	21,055	(14,735)
Increase (decrease) in fees and other accounts payable	20,904	(1,149)
Cash flows from (used in) operating activities	<u>3,515,079</u>	<u>1,357,465</u>
Cash flows from (used in) financing activities		
Amounts paid on redemption of Class A shares and Preferred shares	(2,831,238)	-
Distributions paid on Class A shares	(338,989)	(338,926)
Distributions paid on Preferred shares	(492,055)	(683,437)
Net Cash flows from (used in) financing activities	<u>(3,662,282)</u>	<u>(1,022,363)</u>
Net increase (decrease) in cash for the year	(147,203)	335,102
Cash at beginning of the year	1,086,405	751,303
Cash at end of the year	<u>939,202</u>	<u>1,086,405</u>
Dividends received*	494,612	599,071
Interest received*	13,833	22,206

* 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, 2024

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
Canadian Common Equities			
17 Core Holdings			
53,600	AGF Management Ltd.	1,053,872	600,320
4,300	Bank of Montreal	392,309	574,050
8,500	Bank of Nova Scotia	571,123	678,725
10,325	BCE Inc.	565,932	391,318
6,300	Canadian Imperial Bank of Commerce	290,400	572,544
26,500	CI Financial Corp.	802,155	822,825
9,400	Great-West Lifeco Inc.	258,798	473,854
11,400	IGM Financial Inc.	506,604	539,334
19,600	Manulife Financial Corporation	416,108	883,372
6,000	National Bank of Canada	243,253	832,260
14,860	Power Corporation of Canada	509,847	700,798
4,000	Royal Bank of Canada	347,924	704,640
6,000	Sun Life Financial Inc.	260,120	517,020
8,500	TC Energy Corp.	412,890	580,210
23,100	TMX Group Inc.	264,547	1,022,637
5,100	Toronto-Dominion Bank	278,418	404,073
39,000	TransAlta Corporation	479,204	618,929
Total Canadian Common Equities in Core Holdings (99.7%)		7,653,504	10,916,909
Other Canadian Common Equities			
1,700	South Bow Corp.	40,835	62,832
Total Other Canadian Common Equities (0.6%)		40,835	62,832
Total Common Equities (100.3%)		7,694,339	10,979,741

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

AS AT NOVEMBER 30, 2024

No. of shares (contracts)	Description	Average Cost (\$) (Premiums received)	Fair Value (\$)
Call Options written (100 shares per contract)			
Canadian call options written			
(5)	Bank of Montreal @ \$140 December 2024	(315)	(268)
(5)	Bank of Nova Scotia @ \$77 December 2024	(423)	(1,738)
(15)	BCE Inc. @ \$39 December 2024	(570)	(240)
(3)	Canadian Imperial Bank of Commerce @ \$92 December 2024	(351)	(417)
(6)	Canadian Imperial Bank of Commerce @ \$92 January 2025	(1,062)	(1,008)
(30)	CI Financial Corp. @ \$26 January 2025	(1,065)	(15,300)
(10)	Manulife Financial Corporation @ \$46 January 2025	(780)	(790)
(20)	Manulife Financial Corporation @ \$48 January 2025	(1,000)	(450)
(5)	Royal Bank of Canada @ \$180 December 2024	(395)	(495)
(22)	Sun Life Financial Inc. @ \$86 December 2024	(2,112)	(2,948)
(25)	TC Energy Corp. @ \$70 December 2024	(2,075)	(1,038)
(5)	Toronto-Dominion Bank @ \$82 December 2024	(300)	(206)
(100)	TransAlta Corporation @ \$15 December 2024	(1,900)	(10,150)
	Total Canadian call options written (-0.3%)	<u>(12,348)</u>	<u>(35,048)</u>
		<u>7,681,991</u>	<u>10,944,693</u>
	Less adjustments for transaction costs (note 2)	(4,336)	
	Total Investments (100.0%)	<u>7,677,655</u>	<u>10,944,693</u>

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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.

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

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

2. Basis of presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS Accounting Standards”). 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 20, 2025.

3. Material accounting policy information

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

Investments and financial instruments

The Company classifies its investments, including derivatives, based on both the Company’s business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. The portfolio of financial assets is managed and performance is evaluated on a fair value basis. The Company is primarily focused on fair value information and uses that information to assess the assets’ performance and to make decisions. The Company has not taken the option to irrevocably designate any equity securities as fair value in other comprehensive income (“FVOCI”). Consequently, all investments, including derivatives are measured at fair value through profit or loss.

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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

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

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

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

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

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

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

Valuation of investments

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

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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.

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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

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

The Company has estimated accumulated non capital losses for tax purposes as at November 30, 2024 of \$7,584,661 (November 30, 2023-\$7,584,660) 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, 2028. The Company also has estimated accumulated capital losses for tax purposes of \$2,332,898 (November 30, 2023-\$2,533,328) which may be used to lower future capital gains if required and which do not expire.

4. Critical Accounting Estimates and Judgments

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

5. Management of Risk of Financial Instruments

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

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

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

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

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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

Financial assets and liabilities at fair value as at November 30, 2024				
	Level 1	Level 2	Level 3	Total
Equities	\$10,979,741	-	-	\$10,979,741
Options	(\$35,048)	-	-	(\$35,048)
	<u>\$10,944,693</u>	<u>-</u>	<u>-</u>	<u>\$10,944,693</u>
Financial assets and liabilities at fair value as at November 30, 2023				
	Level 1	Level 2	Level 3	Total
Equities	\$11,515,382	-	-	\$11,515,382
Options	(\$25,871)	-	-	(\$25,871)
	<u>\$11,489,511</u>	<u>-</u>	<u>-</u>	<u>\$11,489,511</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, 2024 and 2023. The Company's investment activities expose it to a variety of financial risks: market risk (including price risk, interest rate risk and currency risk), credit risk and liquidity risk.

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

Market Price Risk

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

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

Price risk

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

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

In addition, the supplemental covered call writing program generates an additional stream of income to the portfolio which may also help mitigate against market price declines during 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, 2024, had the prices on the respective stock exchanges for these equity securities increased by 10%, with all other variables held constant, Net Assets of the Company would have increased by approximately \$1,016,000 (November 30, 2023-\$1,001,000). 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 approximately \$1,079,000 (November 30, 2023-\$1,137,000).

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

Interest rate risk

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

Currency risk

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

Other risks

Credit risk

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

Liquidity risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligations on time or at a reasonable price. The Company is exposed to liquidity risk primarily through its monthly and annual retractions of Class A shares and Preferred shares. The Company receives adequate notice for all retraction requests. The Company's portfolio is invested in highly liquid large capitalization investments that trade on the Toronto Stock Exchange ("TSX"). All Class A shares and Preferred shares outstanding are redeemable on a monthly and annual basis but are scheduled to be redeemed upon termination of the Company. As at November 30, 2024 and November 30, 2023, 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. An individual portfolio holding may represent no more than 10% of the net asset value of the Company at the time of purchase.

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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

	November 30, 2024	November 30, 2023
Canadian common equities	93.4%	93.9%
Call options written	-0.3%	-0.2%
Other assets less liabilities (excluding Preferred shares)	6.9%	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, 2024	November 30, 2023
Beginning of year	854,254	854,254
Redemptions during the year	<u>(263,935)</u>	<u>-</u>
End of year	590,319	854,254

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

Preferred shares trade under the symbol "PDV.PR.A" on the TSX. The trading price of Preferred shares on the TSX was \$10.63 as at November 30, 2024 (November 30, 2023-\$10.07). All Preferred shares outstanding on the termination date will be redeemed by the Company on that date. Preferred shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Preferred share and a Class A share (together, a "unit") in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of April. Preferred shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss).

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

On August 9, 2024, the Company established an at-the-market equity program (the "ATM Program") that allows the Company to issue shares of the Company to the public from time to time, at the Company's discretion. Any Class A shares or Preferred shares sold in the ATM Program will be sold through the TSX or any other marketplace in Canada on which the Class A shares and Preferred shares are listed, quoted or otherwise traded at the prevailing market price at the time of sale.

During the year ended November 30, 2024, there were no Preferred shares nor Class A shares sold through the ATM Program.

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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, 2024	November 30, 2023
Beginning of year	854,254	854,254
Redemptions during the year	(37,113)	-
Consolidated in connection with special retraction	<u>(226,822)</u>	<u>-</u>
End of year	590,319	854,254

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

Class A shares trade under the symbol "PDV" on the TSX. The trading price of Class A shares on the TSX was \$8.66 as at November 30, 2024 (November 30, 2023-\$3.74). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last business day of each month. Shareholders who concurrently retract a Class A share and a Preferred share in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit calculated on the last business day of April. Class A shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. Under the terms of a recirculation agreement, the Company may, but is not obligated to, require the recirculation agent to use its best efforts to find purchasers for any Preferred shares or Class A shares tendered for retraction. Gains or losses from the redemption of shares, if any, are recorded in gain (loss) on redemptions on the Statements of Comprehensive Income/(Loss). The Preferred shares rank in priority to the Class A shares with respect to the payment of dividends. Upon the termination of the Company, Class A shareholders will receive an amount equal to the net asset value per unit less \$10 (the redemption value of the Preferred shares).

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

7. Expenses

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

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

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

PRIME DIVIDEND CORP.
NOTES TO THE FINANCIAL STATEMENTS
 FOR THE YEARS ENDED NOVEMBER 30, 2024 AND 2023

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 \$89,456 (November 30, 2023-\$109,063), incurred during the year ended November 30, 2024, include the administration fee and base management fee. As at November 30, 2024, \$8,125 (November 30, 2023-\$8,592) was payable to the Manager with respect to the administration fee and investment management fee. No performance fees were paid during the years ended November 30, 2024 and 2023.

The brokerage commissions paid during the year ended November 30, 2024 by the Company for its portfolio transactions were \$8,338 (November 30, 2023-\$4,347). Brokerage commissions paid to certain brokers may, in addition to paying for the cost of brokerage services in respect of portfolio transactions, also provide for the cost of investment research services provided to the investment manager. The value of such research services included in commissions paid to brokers for the year ended November 30, 2024 amounted to \$276 (November 30, 2023-\$184).

For the year ended November 30, 2024, fees paid or payable to PricewaterhouseCoopers LLP and other PwC Network firms for the audit of the financial statements of the Company were \$23,278. Fees for other services, which pertained largely to the issuance of shares of the Company, were \$53,190.

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, 2024 and 2023 is calculated as follows:

	2024	2023
Increase (decrease) in net assets attributable to holders of redeemable Class A shares	\$2,691,640	(\$834,005)
Weighted average Class A shares outstanding	593,657	854,254
Increase (decrease) in net assets attributable to holders per redeemable Class A share	\$4.53	(\$1.35)
Increase (decrease) in net assets attributable to holders per redeemable Class A share, prior to giving effect to subsequent Class A share consolidation (note 1)	N/A	(\$0.98)

9. Distributions

Distributions per share were as follows:	November 30, 2024	November 30, 2023
Preferred shares	\$0.8000	\$0.8000
Class A shares ⁽¹⁾	\$0.6378	\$0.3516

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

10. Capital Management

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

The Company's objectives in managing its capital are:

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

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

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

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

12. New IFRS Accounting Standard

In April 2024, the International Accounting Standards Board issued IFRS 18, "Presentation and Disclosure in the Financial Statements" which aims to improve the quality of financial reporting by introducing new requirements which include new required categories and subtotals in the statement of comprehensive income and enhanced guidance on grouping of information. IFRS 18 replaces IAS 1, "Presentation of Financial Statements". This standard is effective for annual periods beginning on or after January 1, 2027, with early adoption permitted. The Company is currently assessing the impact of these new requirements.