



2024 SEMI-ANNUAL REPORT

**SUSTAINABLE
INNOVATION
& HEALTH**
DIVIDEND FUND

 **MIDDLEFIELD**
CLOSED-END FUNDS

MIDDLEFIELD CORPORATE PROFILE

The Middlefield Group was established in 1979 and is a Specialty Investment Manager which creates investment products designed to balance risk and return to meet the demanding requirements of Financial Advisors and their clients. These financial products include Exchange-Traded Funds, Mutual Funds, Private and Public Resource Funds, Split Share Corporations, Venture Capital Assets, TSX Publicly Traded Funds and Real Estate Investment Funds and Partnerships.

Middlefield's investment team comprises portfolio managers, analysts and traders. While all of our investment products are designed and managed by Middlefield professionals, some involve strategic partnerships with other "best-in-class" firms that bring unique value to our product offerings. In 2014, we entered into an exclusive arrangement with SSR, LLC, based in Stamford, Connecticut. They provide specialized research into sectors of the economy such as Healthcare and Innovation Technology. SSR is an independent investment firm whose analysts have been highly ranked and are recognized as leaders in their respective fields. Their fundamental company level research is often non-consensus and provides guidance on overall portfolio construction and security selection.

Looking ahead, Middlefield remains committed to managing and developing new and unique investment products to assist Financial Advisors in helping clients achieve their investment objectives.

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A NOTE ON FORWARD LOOKING STATEMENTS

This document may contain forward looking statements, including statements regarding: the Fund, its strategies, goals and objectives; prospects; future performance or condition; possible future actions to be taken by the Fund; and the performance of investments, securities, issuers or industries in which the Fund may from time to time invest. Forward looking statements include statements that are predictive in nature, that depend upon or refer to future results, events, circumstances, expectations and performance, or that include words such as "expects", "anticipates", "intends", "plans", "believes", "estimates" or negative versions thereof and other similar wording. Forward looking statements are not historical facts, but reflect the Fund's current beliefs as of the date of this document regarding future results, events, circumstances, expectations or performance and are inherently subject to, among other things, risks, uncertainties and assumptions about the Fund and economic factors. Forward looking statements are not guarantees of future performance, and actual results, events, circumstances, expectations or performance could differ materially from those expressed or implied in any forward looking statements contained in this document. Factors which could cause actual results, events, circumstances, expectations or performance to differ materially from those expressed or implied in forward looking statements include, but are not limited to: general economic, political, market and business factors and conditions; commodity price fluctuations; interest and foreign exchange rate fluctuations; global equity and capital markets; the financial condition of each issuer in which the Fund invests; the effects of competition in the industries or geographic areas in which the Fund may invest; statutory and regulatory developments; unexpected judicial or regulatory proceedings; and catastrophic events. Readers are cautioned that the foregoing list of factors is not exhaustive and to avoid placing undue reliance on forward looking statements due to the inherent uncertainty of such statements. The Fund does not undertake, and specifically disclaims, any obligation to update or revise any forward looking statements, whether as a result of new information, future developments, or otherwise.



2024 MID-YEAR REVIEW AND OUTLOOK

The S&P 500 generated a total return of 15.3% in the first half of 2024, reaching 33 new all-time highs along the way. The year-to-date return breaks down into 7.1% from improved earnings expectations, 7.4% from expansion in the forward P/E multiple to 21x, and 0.8% from dividends. Sectors linked to the AI thematic led to the upside with Information Technology and Communication Services returning 28% and 27%, respectively. Index heavyweights Microsoft, Nvidia, Apple, Google, Amazon, and Meta contributed to 62% of the index's total return.

YTD S&P 500 Return Attribution			
Sector	Weight at Start of 2024 (%)	YTD Return (%)	Contribution of S&P 500 Return (basis points)
Info Tech	29	28	815
Comm. Services	9	27	229
Financials	13	10	132
Health Care	13	8	98
Industrials	9	8	68
Cons. Discretionary	11	6	61
Cons. Staples	6	9	55
Energy	4	11	42
Utilities	2	9	22
Materials	2	4	10
Real Estate	2	-2	-5
S&P 500	100	15	1529
Source: FactSet, Goldman Sachs Global Investment Research			

The TSX Composite Index generated a total return of 6.1% in H1, lagging the U.S. market by nearly 10%. Half of the performance gap occurred in June when the TSX returned -1.4% compared to 3.6% for the S&P 500. Canada's three largest sectors - Energy, Materials and Financials - all had negative returns in June which explains most of the underperformance. With the Bank of Canada (BoC) entering an easing cycle on June 5th, we expect relative performance of Canadian equities to rebound. Historically, the TSX has averaged double-digit gains 12 months after the first BoC rate cut. We believe core defensive yield sectors including utilities and real estate are particularly well-positioned to outperform in the second half.

A common theme that emerged during the second quarter was normalization. Growth expectations, inflation and employment stats have all been easing from abnormally high levels recently. We view this trend positively as long as the pace of easing remains gradual and these key economic data return to more normalized levels. We do not forecast a recession in the U.S. or Canada over the next twelve months and believe the evolving macro landscape is conducive to continued strong performance from North American equity markets.

Middlefield Real Estate Dividend ETF (TSX:MREL) outperformed its benchmark in H1, outperforming the S&P/TSX Capped REIT Total Return by 4.2%. Canadian REITs returned 0.6% in June, outperforming the TSX Composite by 2%. The BoC's decision to cut rates on June 5th is showing early signs of improving sentiment for the sector. There are four BoC meetings remaining in 2024 and the Overnight Index Swaps market is currently pricing nearly two more full cuts from the BoC before year-end.

Canada's population has increased 8% since pre-pandemic levels. Supply of real estate has not kept pace with the surge in demand, causing Canada's per capita housing stock and shopping centre space to fall by 2% and 6%, respectively. As a result, vacancy rates have fallen to historic lows within these asset classes and rents have gone up. Apartment rents have risen close to 10% year-over-year while retail property leasing spreads are also in the high single-digits. The operating environment is as attractive as it has ever been for these asset classes and when investor focus finally shifts from interest rates to fundamentals, we expect a swift re-rating in REIT unit prices.

Middlefield Innovation Dividend ETF (TSX:MINN) generated a total return of 33.6% in H1 2024, exceeding the NASDAQ Technology Dividend TR Index return by 10.1%. The outperformance was primarily influenced by the fund's overweighting in growth-oriented technology securities. The first half of 2024 witnessed a clear divergence in the tech landscape: Artificial Intelligence (AI) stocks skyrocketed 33.3%, while non-profitable tech stocks suffered an 18.7% decline. This trend underscored the growing dominance of AI, a theme we anticipate will continue to shape the market. Our investment approach aligns with this shifting paradigm. We remain steadfast in our conviction that AI-focused semiconductor companies are poised for sustained growth, given their pivotal role in fueling the AI revolution.

MIDDLEFIELD TSX-LISTED FUNDS |

The Middlefield Family of exchange-listed funds is currently comprised of 13 funds, 12 of which trade on the Toronto Stock Exchange and one of which is based in Jersey, Channel Islands and trades on the London Stock Exchange. The fund mandates differ by asset mix including both Canadian and International equity securities.

Middlefield Sustainable Infrastructure Dividend ETF (TSX:MINF) returned 6.9% in the first six months of 2024. Infrastructure presents a compelling long-term investment opportunity due to its defensive characteristics, while offering high dividend yields and inflation protection. Several key themes are driving growth in the sector, including accelerating data center demand, energy security, and the upgrading of existing infrastructure. Our **Infrastructure Dividend Split Corp. (TSX:IS)** capitalizes on these trends and specifically invests in dividend-paying securities across various sectors within the infrastructure asset class, including Utilities, Energy, Real Estate and Industrials. The current macro environment is supportive of global infrastructure spending due to a constructive earnings outlook, improving CapEx cycle, increased fiscal focus on infrastructure, and a falling interest rate environment. Historically, infrastructure assets have performed well in periods of “Above Trend and Falling” rate environments. The Bank of Canada’s recent 25 bp rate cut marks the start of an easing monetary policy, which will be a significant tailwind for the sector.

Middlefield Sustainable Global Dividend ETF (TSX:MDIV) and Middlefield U.S. Equity Dividend ETF (TSX:MUSA) generated returns of 23.6% and 25.1% respectively, outperforming their benchmarks (MSCI World Dividend Growers Quality 8.0% and S&P 500 Dividend Aristocrats 5.9%) by upper teens to low twenties. The anticipated Fed easing cycle in H2 of 2024 should ultimately serve as a tailwind for equities, with dividend-paying stocks particularly well-positioned to outperform in a falling rate environment.

Middlefield Healthcare Dividend ETF (TSX:MHCD) generated a total return of 13.5% in H1 2024, exceeding its benchmark. Healthcare had a strong first half of 2024 with the MSCI World Healthcare Index returning 8.2%. Like the broader market, the sector’s performance was driven by a concentrated group of companies, many of which contributed to the outperformance of our healthcare funds in H1. On the topic of R&D, we are witnessing a sea change in how companies are approaching early-stage clinical research. AI has the potential to revolutionize R&D efforts by improving drug discovery timeline and accuracy. Machine learning algorithms can predict how potential drug candidates will interact with targets in the body before they are tested in the clinic. These capabilities will allow researchers to pursue only the most promising drug candidates in the clinic and avoid much of the trial-and-error that goes into research today.

Outlook

Although the Federal Reserve has maintained its hawkish stance in recent press conferences, the normalization of economic data we are witnessing supports an easing cycle in the U.S. as well. As of early July, Fed Funds Futures are implying an 80% chance that the Fed will cut rates at its September meeting. With the Fed now having less to worry about on both sides of its dual mandate, we agree that a rate cut in September would be an appropriate course of action. Given the impressive run the market has been on so far this year, we would not be surprised to see a short-term pullback in major indices during the second half of Q3. Given our positive outlook on the macro landscape, and the projected earnings growth over the next two years, we view any near-term market pullback as a healthy correction within a broader secular bull market and would be buyers of high-quality stocks on weakness.



Dean Orrico
President and CEO
Middlefield Capital Corporation



Robert F. Lauzon
Managing Director and Chief Investment Officer
Middlefield Capital Corporation

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2024

This interim management report of fund performance contains financial highlights but does not contain the annual financial statements of the investment fund. This report should be read in conjunction with the complete interim financial report of the investment fund that follows this report. The interim financial report has not been reviewed by the investment fund's external auditors.

Unitholders may contact us by calling 1-888-890-1868, by writing to us at Middlefield Group at one of the addresses on the back cover or by visiting our website at www.middlefield.com to request a copy of the investment fund's annual financial statements, proxy voting policies and procedures, proxy voting disclosure record or quarterly portfolio disclosure.

Management's Discussion of Fund Performance

Investment Objectives and Strategies

The investment objectives of Sustainable Innovation & Health Dividend Fund (the "Fund") are to provide holders of units with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund's investment portfolio. The Fund utilizes an investment strategy which focuses primarily on investing in a diversified, actively managed portfolio comprised primarily of dividend paying securities of global technology and healthcare companies, including initially those which the Advisor (as defined below) believes are positioned to benefit long-term from the trends and changing consumer behaviours resulting from the COVID-19 global pandemic.

Results of Operations

Investment Performance

During the first half of 2024, the net assets of the Fund increased from \$31.3 million at December 31, 2023 to \$38.7 million at June 30, 2024. Net assets on a per unit basis increased from \$10.78 at December 31, 2023 to \$13.42 at June 30, 2024. This increase was primarily attributable to the net gain of the investment portfolio. During the first half of 2024, the Fund recorded a net gain of \$8.4 million on its investment portfolio or \$2.89 per unit.

Revenue and Expenses

Revenue before expense for the period ended June 30, 2024 amounted to \$8.5 million, up from \$3.5 million in the prior year period. Operating expenses during the period ended June 30, 2024 amounted to \$0.3 million, down from \$0.6 million in the first half of 2023. The operating expenses contributed to the management expense ratio ("MER") of 1.71% in the first half of 2024, down from 1.84% in the prior year period. Excluding issuance and borrowing costs, the MER was 1.71% in the first half of 2024. As a result, profit after tax for the period ended June 30, 2024 amounted to \$8.2 million or \$2.84 per unit, up from \$2.8 million or \$0.48 per unit in the prior year period. Distributions for the period ended June 30, 2024 amounted to \$0.20 per unit.

Trends

Healthcare had a strong first half of 2024 with the MSCI World Healthcare Index returning 8.2%. We are witnessing a sea change in how companies are approaching early-stage clinical research. AI has the potential to revolutionize R&D efforts by improving drug discovery timeline and accuracy. Machine learning algorithms can predict how potential drug candidates will interact with targets in the body before they are tested in the clinic. These capabilities will allow researchers to pursue only the most promising drug candidates in the clinic and avoid much of the trial-and-error that goes into research today.

Related Party Transactions

Pursuant to a management agreement, Middlefield Limited (the "Manager") receives a management fee. For further details, please see the "Management Fees" section of this report. Middlefield Capital Corporation ("MCC" or the "Advisor"), the advisor to the Fund and a company under common control with the Manager, receives advisory fees from the Manager out of the management fee. MCC also receives brokerage commissions from the Fund in connection with securities transactions. All brokerage commissions paid by the Fund to MCC were at or below market rates. For further details, please see the notes to the financial statements.

Management Fees

Management fees are calculated at 1.25% per annum of the net asset value of the Fund's publicly listed portfolio and are split between the Manager and the Advisor. Allocation fees are calculated at 0.10% of the net asset value of the Fund to compensate the Advisor for its efforts in making decisions regarding the allocation of Fund's portfolio between publicly listed issuers and unlisted real asset issuers. The Manager receives fees for the general administration of the Fund, including maintaining the accounting records, executing securities trades, monitoring compliance with regulatory requirements, and negotiating contractual agreements, among other things. The Advisor receives fees from the Manager for providing investment advice in respect of the portfolio in accordance with the investment objectives and strategies of the Fund.

Credit Facility

The Fund has a revolving demand credit facility that enables the Fund to borrow up to an amount not exceeding 25% of total assets. At June 30, 2024, the Fund had no loans payable. The minimum and maximum amounts borrowed during the period ended June 30, 2024 were \$nil and \$nil, respectively. The loan proceeds were used primarily to purchase securities for the investment portfolio. The credit facility provides the lender with a security interest over the assets of the Fund.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2024

ESG

Meeting Objectives

Each of our sustainable funds is evaluated on an ongoing basis in terms of meeting our environmental, social, and governance (the “ESG”) objectives. Here are some key considerations and questions:

We first analyze companies on an absolute basis - e.g. Has the company's ESG profile improved over time?

- We do this through fundamental analysis - e.g. Reviewing public documents and researching ESG policies & practices
- We also incorporate third-party research from companies such as Glass Lewis and data from reputable providers such as Sustainalytics, S&P, Bloomberg and Refinitiv
- The aforementioned steps help to inform us about how to best vote proxies in accordance with our ESG policy

We then analyze them on a relative basis - e.g. How does the company's ESG profile compare to those of its peers?

- In addition to integration, we rely on quantitative screening to ensure we avoid companies that operate in ethically-contentious industries and highlight ESG leaders across geographies, sectors and themes
- We also consider ESG rate of change because smaller / less established companies may not have the resources to accurately convey their ESG capabilities
- After we decide to invest in a company, we continue to monitor its progression while keeping track of any ESG controversies that may arise

All of the above are meant to help us achieve high and improving portfolio-level ESG metrics which are then compared to relevant benchmarks.

Portfolio Activity

Taiwan Semiconductor

During the period, the portfolio manager bought Taiwan Semiconductor (TSM), a global leader in providing integrated manufacturing services, bringing to market some of the most advanced, cutting-edge technology used by multinational firms. The company is committed to building a green, low-carbon supply chain to create meaningful and measurable change over the next decade. TSM recently launched Eco Plus – Ecological Harmony Program to facilitate biodiversity conservation and promotion. Over the past year, suppliers of TSM have also reduced their carbon emissions by 38,000 metric tons by using carbon-neutral natural gas.

Proxy Voting

Eli Lilly

During the period, the portfolio manager voted against management's recommendations regarding a shareholder proposal for a lobbying report. Understanding the company's lobbying policies and efforts is an important right of shareholders. Eli Lilly does not provide as much information as its peers in this regard and we believe should provide more accessible information regarding its lobbying activities. There is also limited information on payments made to trade associations and indirect lobbying activities, raising the need for more disclosure on this subject.

Engagement

Constellation Software

In June 2024, the portfolio manager met with the Chief Financial Officer to review the company's business and ESG initiatives. During the meeting, the portfolio manager discussed with management its underlying business' operations and the current management team in place. Although Constellation currently doesn't require their underlying businesses to measure environmental metrics, there's been increasing conversations surrounding best practices for the firm, and formal written ESG procedures implemented by the company would be a big step towards showcasing their commitment.

Unconventional Names

ServiceNow

ServiceNow (NOW) is a global digital workflow company and is enabling digitization of various industries' databases. Its intelligent platform (Now Platform) is a cloud-based solution with embedded AI and ML capabilities to improve their digital workflows. Creating a positive global impact is a core facet for ServiceNow's operations, and the company puts emphasis on exceeding industry leading standards for energy efficiency, innovative solutions, and supply chain responsibility. ServiceNow has reduced its Scope 1 & 2 GHG emissions by 81% compared to its 2019 baseline, exceeding its 70% target for 2026. ServiceNow has also established ESG & data governance steering communities and has linked part of the executive compensation to ESG-related targets. ServiceNow's multifaceted approach to oversight includes coordination between their Board of Directors, Executive Team, ESG Executive Steering Committee, and Corporate Responsibility Team, to ensure alignment of values.

Financial Highlights

Total Equity is calculated in accordance with International Financial Reporting Standards (“IFRS”).

“Net Asset Value” is calculated in accordance with section 14.2 of National Instrument 81-106 “Investment Fund Continuous Disclosure” (“NI 81-106”) and is used for transactional pricing purposes.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2024

The following tables show selected key financial information about the Fund and are intended to help you understand the Fund's financial performance for the

indicated period. Ratios and Supplemental Data are derived from the Fund's Net Asset Value

The Fund's Total Equity per Unit⁽¹⁾

	June 30, 2024 ⁽⁴⁾	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020 ⁽³⁾
Total Equity, Beginning of Period	\$ 10.78	\$ 9.91	\$ 11.95	\$ 9.97	\$ 9.50*
INCREASE (DECREASE) FROM OPERATIONS:					
Total Revenue	0.06	0.19	0.15	0.13	0.05
Total Expenses (excluding distributions)	(0.11)	(0.22)	(0.21)	(0.24)	(0.09)
Realized Gains (Losses) for the Period	1.00	1.39	(0.12)	0.29	0.06
Unrealized Gains (Losses) for the Period	1.89	(0.32)	(1.79)	2.16	0.56
Transaction Costs on Purchase and Sale of Investments	-	(0.01)	(0.01)	(0.01)	(0.01)
TOTAL INCREASE (DECREASE) FROM OPERATIONS⁽²⁾	2.83	1.27	(1.64)	2.38	0.57
DISTRIBUTIONS:					
From Capital Gains	0.20	0.40	-	0.29	0.05
Return of Capital	-	-	0.40	0.11	0.05
TOTAL DISTRIBUTIONS⁽⁵⁾	0.20	0.40	0.40	0.40	0.10
Total Equity, End of Period	\$ 13.42	\$ 10.78	\$ 9.91	\$ 11.95	\$ 9.97

⁽¹⁾ This information is derived from the Fund's audited annual financial statements and unaudited interim financial report.

⁽²⁾ Total Equity and distributions are based on the actual number of units outstanding at the relevant time. The increase (decrease) from operations is based on the weighted average number of units outstanding over the financial period. This schedule is not a reconciliation of Total Equity since it does not reflect unitholder transactions as shown on the Statements of Changes in Equity and accordingly columns may not add.

⁽³⁾ For the period August 14, 2020 (date of commencement of operations) to December 31, 2020.

⁽⁴⁾ For the six-month period ended June 30, 2024.

⁽⁵⁾ Distributions were paid in cash/reinvested in additional units of the Fund, or both.

*Initial issue price, net of agents' fees and initial issue costs.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2024

Ratios and Supplemental Data

	June 30, 2024 ⁽⁵⁾	December 31, 2023	December 31, 2022	December 31, 2021	December 31, 2020 ⁽⁴⁾
Total Assets (000s)	\$ 38,845	\$ 31,448	\$ 64,424	\$ 113,043	\$ 88,652
Total Net Asset Value (000s)	\$ 38,699	\$ 31,295	\$ 60,082	\$ 97,383	\$ 87,947
Number of Units Outstanding	2,882,753	2,902,353	6,060,822	8,151,500	8,819,200
Management Expense Ratio ("MER") ⁽¹⁾	1.71%	2.01%	1.98%	2.25%	7.59%
MER (excluding interest expense and issuance costs) ⁽¹⁾	1.71%	1.86%	1.73%	1.90%	2.26%
Trading Expense Ratio ⁽²⁾	0.03%	0.08%	0.09%	0.06%	0.30%
Portfolio Turnover Rate ⁽³⁾	21.67%	63.44%	69.50%	47.88%	37.61%
Net Asset Value per Unit	\$ 13.42	\$ 10.78	\$ 9.91	\$ 11.95	\$ 9.97

(1) The MER is based on total expenses (excluding distributions, commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average Net Asset Value during the period. The MER excluding interest expense and issuance costs has been presented separately as it expresses only the ongoing management and administrative expenses of the Fund as a percentage of average Net Asset Value. Issuance costs are one-time costs incurred at inception, and the inclusion of interest expense does not consider the additional revenues that have been generated from the investment of the leverage in income-generating assets.

(2) The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average Net Asset Value during the period.

(3) The Fund's portfolio turnover rate indicates how actively the Fund's portfolio investments are managed. A portfolio turnover rate of 100% is equivalent to the Fund buying and selling all of the securities in its portfolio once in the course of the period. The higher the Fund's portfolio turnover rate in a period, the greater the trading costs payable by the Fund in the period, and the greater the 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 a fund.

(4) For the period August 14, 2020 (date of commencement of operations) to December 31, 2020.

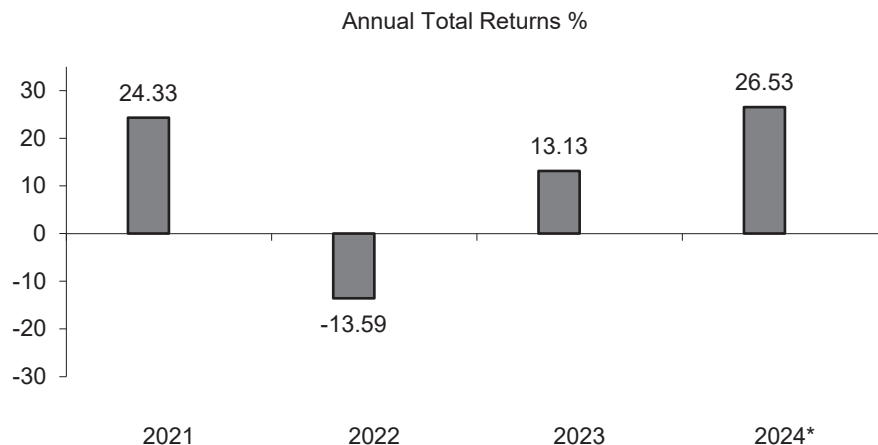
(5) As at June 30, 2024 or for the six-month period ended June 30, 2024, as applicable.

Past Performance

The performance information shown, which is based on Net Asset Value, assumes that all distributions paid by the Fund in the periods shown were reinvested in additional securities of the Fund. The performance information does not take into account sales, redemption, distribution or other optional charges that would have reduced returns or performance. How the Fund has performed in the past does not necessarily indicate how it will perform in the future.

Year-By-Year Returns

The bar chart shows how the Fund's performance has varied from year to year for each of the years shown. The return for 2020 is not presented since it relates to a partial period. The chart indicates, in percentage terms, how much an investment made the first day of the financial period would have grown or decreased by the last day of the financial period.



*For the six-month period ended June 30, 2024.

INTERIM MANAGEMENT REPORT OF FUND PERFORMANCE

FOR THE SIX MONTHS ENDED JUNE 30, 2024

Summary of Investment Portfolio

AS AT JUNE 30, 2024

Top Twenty-Five Holdings *

DESCRIPTION	% OF NET ASSET VALUE
1 Sagard Healthcare Royalty Partners	15.9
2 Alphabet Inc., Class A	7.0
3 NVIDIA Corp.	7.0
4 Microsoft Corp.	5.5
5 Meta Platforms Inc.	5.3
6 Eli Lilly & Company	5.1
7 AstraZeneca PLC	5.0
8 Apple Inc.	4.8
9 Amazon.com Inc.	4.8
10 Taiwan Semiconductor Manufacturing Co., Ltd.	4.7
11 Abbvie Inc.	4.7
12 Constellation Software Inc.	4.6
13 Thermo Fisher Scientific Inc.	4.3
14 Intuitive Surgical Inc.	4.1
15 Merck & Co., Inc.	4.0
16 DexCom, Inc.	3.4
17 Stryker Corp.	3.0
18 Advanced Micro Devices Inc.	3.0
19 Broadcom Inc.	2.0
20 ServiceNow Inc.	1.1
21 Constellation Software Inc. - Warrants, 31 March 2040	-

"Top Twenty-Five Holdings" excludes any temporary cash investments.

*The Fund has only 21 holdings.

ASSET CLASS	% OF NET ASSET VALUE
Healthcare	49.5
Technology	32.7
Communication Services	12.3
Consumer Discretionary	4.8
Cash and Short-Term Investments	1.0
Other Assets (Liabilities)	(0.3)
	100.0

TOTAL NET ASSET VALUE	\$ 38,699,158
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TOTAL ASSETS	\$ 38,844,869
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The Summary of Investment Portfolio may change over time due to ongoing portfolio transactions.
Please visit www.middlefield.com for the most recent quarter-end Summary of Investment Portfolio.



INTERIM FINANCIAL REPORT

NOTICE

The accompanying unaudited financial statements of Sustainable Innovation & Health Dividend Fund for the period ended June 30, 2024 have been prepared by management and have not been reviewed by the external auditors of the Fund.



Jeremy Brasseur
Director
Middlefield Limited



Craig Rogers
Director
Middlefield Limited

August 23, 2024

INTERIM FINANCIAL REPORT

UNAUDITED

Statements of Financial Position

(In Canadian Dollars)	June 30, 2024	December 31, 2023
ASSETS		
Current Assets		
Investments at Fair Value through Profit or Loss	\$ 38,428,039	\$ 31,076,026
Cash	390,898	314,111
Income and Interest Receivable	16,651	10,564
Accounts Receivable	9,281	47,528
Total Assets	38,844,869	31,448,229
LIABILITIES		
Current Liabilities		
Distribution Payable (Note 12)	96,082	96,755
Accounts Payable and Accrued Liabilities (Note 8)	49,629	56,775
Total Liabilities	145,711	153,530
Net Assets	\$ 38,699,158	\$ 31,294,699
EQUITY		
Unitholders' Capital (Note 7)	\$ 28,827,939	\$ 29,023,939
Retained Earnings (Deficit)	9,871,219	2,270,760
Total Equity	\$ 38,699,158	\$ 31,294,699
Units Issued and Outstanding	2,882,753	2,902,353
Total Equity per Unit	\$ 13.42	\$ 10.78

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

Approved by the Board of Directors of Middlefield Limited, as Manager:


Director: Jeremy Brasseur


Director: Craig Rogers

INTERIM FINANCIAL REPORT

UNAUDITED

Statements of Comprehensive Income

FOR THE SIX MONTHS ENDED JUNE 30

(In Canadian Dollars)

	2024	2023
REVENUE (LOSS)		
Income from Investments	\$ 165,405	\$ 425,678
Interest Income for Distribution Purposes	12,400	41,331
Foreign Exchange Gain (Loss) on Cash	11,372	(10,827)
Other Changes in Fair Value of Financial Assets and Financial Liabilities at Fair Value through Profit or Loss		
Net Realized Gain (Loss) from Investment Transactions excluding Derivatives	2,838,365	1,873,188
Net Realized Gain (Loss) from Derivatives Transactions	28,782	39,864
Change in Net Unrealized Gain (Loss) on Investments excluding Derivatives	5,480,464	1,101,090
Change in Net Unrealized Gain (Loss) on Foreign Currency Transactions	(1,660)	(129)
Total Revenue (Loss)	8,535,128	3,470,195
OPERATING EXPENSES (Note 8)		
Audit Fees	8,702	12,831
Custodial Fees	1,998	3,337
Fund Administration Costs	49,990	64,302
Independent Review Committee Fees and Expenses	3,058	-
Legal Fees	611	4,176
Management Fee (Note 8)	224,513	441,735
Transaction Costs (Note 8)	4,918	24,001
Unitholder Reporting Costs	16,154	22,935
Total Operating Expenses	309,944	573,317
Operating Profit (Loss)	8,225,184	2,896,878
Finance Costs (Note 9)	-	3,142
Profit (Loss) before Tax	8,225,184	2,893,736
Withholding Taxes	12,780	54,088
Profit (Loss) after Tax	\$ 8,212,404	\$ 2,839,648
Profit (Loss) after Tax per Unit (Note 7)	\$ 2.84	\$ 0.48

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

INTERIM FINANCIAL REPORT

UNAUDITED

Statements of Changes in Equity

FOR THE SIX MONTHS ENDED JUNE 30

(In Canadian Dollars)		Unitholders' Capital		Retained Earnings (Deficit)		Total
Balance at January 1, 2023	\$	60,608,629	\$	(527,063)	\$	60,081,566
Profit (Loss) after Tax		-		2,839,648		2,839,648
Distributions to Unitholders		-		(1,191,235)		(1,191,235)
Repurchase of Trust Units		(1,398,000)		74,024		(1,323,976)
Balance at June 30, 2023	\$	59,210,629	\$	1,195,374	\$	60,406,003
Balance at January 1, 2024	\$	29,023,939	\$	2,270,760	\$	31,294,699
Profit (Loss) after Tax		-		8,212,404		8,212,404
Distributions to Unitholders		-		(578,156)		(578,156)
Repurchase of Trust Units		(196,000)		(33,789)		(229,789)
Balance at June 30, 2024	\$	28,827,939	\$	9,871,219	\$	38,699,158

Statements of Cash Flows

FOR THE SIX MONTHS ENDED JUNE 30

(In Canadian Dollars)

	2024	2023
CASH FLOWS FROM (USED IN) OPERATING ACTIVITIES		
Profit (Loss) after Tax	\$ 8,212,404	\$ 2,839,648
Adjustments:		
Purchases of Investments	(7,540,699)	(24,251,272)
Proceeds from Sale of Investments	8,536,297	25,504,154
Foreign Exchange (Gain) Loss	(9,712)	10,956
Net Realized (Gain) Loss from Investment Transactions	(2,867,147)	(1,913,052)
Change in Net Unrealized (Gain) Loss on Investments	(5,480,464)	(1,101,090)
	850,679	1,089,344
Net Change in Non-Cash Working Capital	25,014	22,594
Net Cash from (used in) Operating Activities	875,693	1,111,938
CASH FLOWS FROM (USED IN) FINANCING ACTIVITIES		
Repurchase of Trust Units	(229,789)	(1,323,976)
Proceeds from Loans	-	656
Repayment of Loans	-	(4,000,000)
Distributions Paid to Unitholders	(578,829)	(1,196,778)
Net Cash from (used in) Financing Activities	(808,618)	(6,520,098)
Net Increase (Decrease) in Cash	67,075	(5,408,160)
Foreign Exchange Gain (Loss)	9,712	(10,956)
Cash at Beginning of Period	314,111	6,078,722
Cash at End of Period	\$ 390,898	\$ 659,606

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

INTERIM FINANCIAL REPORT

UNAUDITED

Schedule of Investment Portfolio

AS AT JUNE 30, 2024
(In Canadian Dollars)

Description	No. of Securities	Average Cost	Fair Value
AbbVie Inc.	7,700	\$ 1,064,835	\$ 1,807,178
AstraZeneca PLC	18,000	1,274,118	1,920,910
DexCom, Inc.	8,500	923,649	1,318,715
Eli Lilly & Company	1,600	462,322	1,982,196
Intuitive Surgical Inc.	2,600	1,033,060	1,582,641
Merck & Co., Inc.	9,200	957,473	1,558,490
Sagard Healthcare Royalty Partners	4,181,966	5,434,903	6,137,987
Stryker Corp.	2,500	1,176,466	1,163,948
Thermo Fisher Scientific Inc.	2,200	1,266,748	1,664,728
HEALTHCARE: 49.3%		13,593,574	19,136,793
Advanced Micro Devices Inc.	5,200	674,406	1,154,188
Apple Inc.	6,500	1,148,703	1,873,305
Broadcom Inc.	350	637,013	768,921
Constellation Software Inc.	450	1,040,983	1,773,846
Constellation Software Inc. - Warrants, 31 March 2040	550	-	-
Microsoft Corp.	3,500	1,060,847	2,140,536
NVIDIA Corp.	16,000	1,146,004	2,704,726
ServiceNow Inc.	400	386,483	430,574
Taiwan Semiconductor Manufacturing Co., Ltd.	7,600	1,518,593	1,807,523
TECHNOLOGY: 32.6%		7,613,032	12,653,619
Alphabet Inc., Class A	10,900	1,601,255	2,716,759
Meta Platforms Inc.	3,000	556,013	2,069,840
COMMUNICATION SERVICES: 12.3%		2,157,268	4,786,599
Amazon.com Inc.	7,000	1,225,544	1,851,028
CONSUMER DISCRETIONARY: 4.8%		1,225,544	1,851,028
TRANSACTION COSTS (Note 8)		(9,056)	-
TOTAL INVESTMENTS: 99.0%		24,580,362	38,428,039
CASH: 1.0%		390,898	390,898
Total Investment Portfolio, Including Cash		\$ 24,971,260	\$ 38,818,937

NOTES TO FINANCIAL STATEMENTS



NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

1. Sustainable Innovation & Health Dividend Fund

Sustainable Innovation & Health Dividend Fund (the "Fund") is a closed-ended investment trust established under the laws of the Province of Alberta on July 23, 2020. Middlefield Limited, a company incorporated in Alberta, is both the manager and trustee of the Fund (the "Manager") and Middlefield Capital Corporation ("MCC"), a company under common control with the Manager, is the advisor to the Fund (the "Advisor"). The Fund was listed on the Toronto Stock Exchange and effectively commenced operations on August 14, 2020 when it first issued units through an initial public offering. The address of the Fund's registered office is The Well, 8 Spadina Ave., Suite 3100, Toronto, Ontario. These financial statements, expressed in Canadian Dollars, were authorized for issuance by the board of directors of the Manager on August 23, 2024.

2. Investment Objectives and Strategy

The investment objectives of the Fund are to provide holders of units with: (i) stable monthly cash distributions; and (ii) enhanced long-term total return through capital appreciation of the Fund's investment portfolio. The Fund utilizes an investment strategy which focuses primarily on investing in a diversified, actively managed portfolio comprised primarily of dividend paying securities of global technology and healthcare companies, including initially those which the Advisor believes are positioned to benefit long-term from the trends and changing consumer behaviours resulting from the COVID-19 global pandemic.

3. Basis of Presentation

These financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and in accordance with International Financial Reporting Standards 34 Interim Financial Reporting ("IAS 34") as published by the International Accounting Standards Board ("IASB") and as required by Canadian securities legislation and the Canadian Accounting Standards Board.

4. Summary of Material Accounting Policies

A. Basis of Accounting

IFRS 9 Financial Instruments ("IFRS 9")

The Fund classifies and measures financial instruments in accordance with IFRS 9 which requires assets to be carried at amortized cost or fair value, with changes in fair value recognized in profit and loss or other comprehensive income, based on the entity's business model for managing financial assets and the contractual cash flow characteristics of the financial assets. The Fund's financial assets and the liabilities are classified at fair value through profit and loss ("FVTPL") and amortized cost.

Classification, Measurement, Impairment and Hedge Accounting

The Fund classifies its investments in debt and equity securities based on its business model for managing those financial assets and the contractual cash flow characteristics of the financial assets. These financial assets are managed and their performance is evaluated on a fair value basis. The Fund also manages these financial assets with the objective of realizing cash flows through sales. Further, an option to irrevocably designate any equity securities at fair value through other comprehensive income ("FVOCI") has not been taken. Consequently, these financial assets are mandatorily measured at FVTPL.

Financial assets or financial liabilities held for trading are those acquired principally for the purpose of selling or repurchasing in the near future or on initial recognition they are a part of a portfolio of identified financial instruments that the Fund manages together and has a recent actual pattern of short term profit taking. All derivatives and short positions are included in this category and mandatorily measured at FVTPL. The financial assets and liabilities measured at amortized cost include cash collateral posted on derivative positions, accrued income, due to and from brokers and other short term receivables and payables.

IFRS 9 uses the expected credit loss model ("ECL") as the new impairment model for financial assets carried at amortized cost. The Fund's financial assets measured at amortized cost consist of trade receivables with no financing component and which have maturities of less than 12 months, as such, it has chosen to apply the simplified ECL approach, whereby any loss allowance is recognized based on the lifetime of ECLs. Given the short-term nature and high credit quality of the trade receivables, there are no expected credit losses associated with them and they are not considered impaired at the reporting dates.

The Fund does not apply general hedge accounting to any of its derivatives positions.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

4. Summary of Material Accounting Policies (continued)

B. Financial Instruments

The Fund's financial instruments may include: short-term investments, fixed income, equities, structured products, derivatives (collectively referred to as "investments"), cash, accounts receivable – portfolio securities sold, income and interest receivable, accounts receivable, subscriptions receivable, prepaid interest, prepaid expenses, loan payable, accounts payable – portfolio securities purchased, accounts payable and accrued liabilities, redemptions payable and distributions payable. The Fund recognizes financial instruments at fair value upon initial recognition, plus transaction costs in the case of financial instruments measured at amortized cost. Regular way purchases and sales of financial assets are recognized at their trade date. The Fund's investments and derivative assets and liabilities are measured at fair value. All other financial assets and liabilities are measured at amortized cost. Under this method, financial assets and liabilities reflect the amount required to be received or paid, discounted, when appropriate, at the contract's effective interest rate. The Fund's accounting policies for measuring the fair value of its investments and derivatives are identical to those used in measuring its net asset value ("NAV") for transactions with unitholders.

The Fund only offsets financial assets and financial liabilities if the Fund has a legally enforceable right to offset recognized amounts and either intends to settle on a net basis or to realize the asset and settle the liability simultaneously.

C. Fair Value Measurement

The Fund's own credit risk and the credit risk of the counterparty are taken into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. Investments and futures contracts are valued at fair value using the policies described below.

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 is based on quoted market prices at the close of trading on the reporting date. The Fund 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 fair value of financial assets and liabilities that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. The Fund uses a variety of methods and makes assumptions that are based on market conditions existing at each reporting date. Valuation techniques used 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 other valuation techniques commonly used by market participants making the maximum use of market inputs and relying as little as possible on entity specific inputs. Investments in other investment funds are valued based on the number of units held and their closing NAV per unit as provided by the investment funds' manager or general partner.

D. Unitholders' Capital

The Fund's units are classified as equity as the Fund has full discretion with respect to the extent and timing of the repurchase of the units and in the determination of whether distributions will be made in cash or units. Incremental costs directly attributable to the issue or redemption of units are recognized directly in equity as a deduction from the proceeds or part of the acquisition cost. Where the Fund repurchases its own units, the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Fund's equity holders until the units are cancelled, re-issued or disposed of. Where such units are subsequently sold or reissued, any consideration received is included in equity attributable to the Fund's equity holders.

E. Derivative Transactions

The Fund may use derivatives, such as forward currency contracts, to hedge against losses caused by changes in exchange rates. The value of forward currency contracts is the gain or loss that would be realized, if on the valuation date, the positions were to be closed out. The change in value of forward currency contracts is included in the Statements of Comprehensive Income. Realized gains and losses from derivative instruments that are specific economic hedges are accounted for in the same manner as the underlying investments being hedged and are included in the Statements of Comprehensive Income.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

4. Summary of Material Accounting Policies (continued)

F. Investment Transactions and Income Recognition

Investment transactions are accounted for as of the trade date and any realized gains or losses from such transactions are calculated on an average cost basis. Average cost does not include amortization of premiums or discounts on fixed income securities with the exception of zero coupon bonds. The change in the difference between fair value and average cost of the investments is recorded as unrealized gain (loss) on investments. Income from investments is recognized on the ex-dividend or ex-distribution date. Interest income for distribution purposes shown on the Statements of Comprehensive Income represents the interest from bank deposits received by the Fund and, if the Fund holds fixed income investments, coupon interest accounted for on an accrual basis. The Fund does not amortize premiums paid or discounts received on the purchase of fixed income securities except for zero coupon bonds which are amortized on a straight line basis. The interest income for distribution purposes is the tax basis of calculating the interest received and which is subject to tax. Income distributions received are treated consistently with dividends and interest and recorded in income in the Statements of Comprehensive Income.

G. Profit or Loss after Tax per Unit

Profit or loss after tax per unit in the Statements of Comprehensive Income represents the profit or loss after tax divided by the average units outstanding during the period.

H. Taxation

The Fund qualifies as a mutual fund trust under the provisions of the *Income Tax Act* (Canada). Under the terms of the Declaration of Trust, any taxable income of the Fund is distributable monthly to unitholders of record date. The Fund is not subject to tax on the income distributed to unitholders. Accordingly, no provision for income taxes is required.

The Fund currently incurs withholding taxes imposed by certain countries on investment income and capital gains. Such income and gains are recorded on a gross basis and the related withholding taxes are shown separately in the Statements of Comprehensive Income.

Distributions received from investment trust units that are treated as a return of capital for tax purposes are used to reduce the average cost of the underlying investments on the Schedule of Investment Portfolio.

I. Foreign Currency Translation

Foreign currency amounts are translated into Canadian dollars as follows: fair value of investments, forward currency contracts and other assets and liabilities, at the closing rate of exchange on each business day; income and expenses, and purchases, sales and settlements of investments, at the rate of exchange prevailing on the respective dates of such transactions.

J. Critical Accounting Estimates and Judgments

The preparation of financial statements requires management to use judgment in applying its accounting policies and to make estimates and assumptions about the future. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements:

Determination of Functional Currency

'Functional currency' is the currency of the primary economic environment in which the Fund operates. If indicators of the primary economic environment are mixed, then management uses its judgment to determine the functional currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The majority of the Fund's transactions are denominated in Canadian dollars. Investor subscriptions and redemptions are also received and paid in Canadian dollars. Accordingly, management has determined that the functional currency of the Fund is Canadian dollars.

Fair Value Measurement of Derivatives and Securities Not Quoted in an Active Market

The Fund may hold financial instruments that are not quoted in active markets, including derivatives. Fair values of such instruments are determined using valuation techniques and may be determined using reputable pricing sources (such as pricing agencies) or indicative prices from market makers. Broker quotes as obtained from the pricing sources may be indicative and not executable or binding. Where no market data is available, the Fund may value positions using its own models, which are usually based on valuation methods and techniques generally recognized as standard within the industry. The models used to determine fair values are validated and periodically reviewed by experienced personnel of the Manager, independent of the party that created them. The models used for private equity securities are based mainly on earnings multiples adjusted for a lack of marketability as appropriate.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

4. Summary of Material Accounting Policies (continued)

J. Critical Accounting Estimates and Judgments (continued)

Fair Value Measurement of Derivatives and Securities Not Quoted in an Active Market (continued)

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require the Manager to make estimates. Changes in assumptions about these factors could affect the reported fair values of financial instruments. The Fund considers observable data to be market data that is readily available, regularly distributed and updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. Refer to Note 5 for further information about the fair value measurement of the Fund's financial instruments.

5. Fair Value Disclosure

The Fund classifies fair value measurements within a hierarchy which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The fair value of the Fund's financial instruments is classified into levels using the following fair value hierarchy:

Level 1	Inputs that reflect unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
Level 2	Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly, including inputs in markets that are not considered to be active.
Level 3	Inputs that are unobservable and where there is little, if any, market activity. Inputs into the determination of fair value require significant management judgment or estimation.

As at June 30, 2024

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 32,290,052	\$ -	\$ 6,137,987	\$ 38,428,039

As at December 31, 2023

Description	Level 1	Level 2	Level 3	Total
Equities	\$ 25,414,617	\$ -	\$ 5,661,409	\$ 31,076,026

All fair value measurements are recurring. The carrying values of cash, income and interest receivable, subscriptions receivable, accounts receivable, prepaid interest, accounts receivable – portfolio securities sold, loan payable, distributions payable, and accounts payable and accrued liabilities, approximate their fair values due to their short-term nature. Fair values of Fund's investments in common shares are classified as Level 1 when the related security is actively traded and a quoted price is available. If an instrument classified as Level 1 subsequently ceases to be actively traded, it is transferred out of Level 1. In such cases, instruments are reclassified into Level 2, unless the measurement of its fair value requires the use of significant unobservable inputs, in which case it is classified as Level 3.

No transfers between levels have occurred during the period ended June 30, 2024 or the year ended December 31, 2023.

The Fund applies judgment in determining unobservable inputs to calculate the fair value of Level 3 financial instruments. As at June 30, 2024, the Fund held \$6,137,987 (December 31, 2023 - \$5,661,409) of Level 3 securities. The unobservable inputs used in the valuation of these financial instruments primarily include key variables, current market conditions and recent financings by the issuer, if any. These securities are affected by market activity in their relevant sectors and therefore generally fluctuate similarly. The Fund's level 3 investment in Sagard Healthcare Royalty Partners represents 15.97% (December 31, 2023 – 18.22%) of the Funds investment portfolio.

The reconciliation of investments measured at fair value using unobservable inputs (Level 3) for the period ended June 30, 2024 and the year ended December 31, 2023 is as follows:

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

5. Fair Value Disclosure (continued)

Period Ended June 30, 2024

Balance at January 1	\$	5,661,409
Investment Purchases during the Year		-
Investment Sales during the Year		-
Realized Gain (Loss)		-
Unrealized Gain (Loss)		476,578
Balance at June 30	\$	6,137,987
Total Change in Unrealized Gain (Loss) during the period for assets held at June 30, 2024	\$	134,124

Year Ended December 31, 2023

Balance at January 1	\$	3,772,874
Investment Purchases during the Year		1,546,081
Investment Sales during the Year		-
Realized Gain (Loss)		-
Unrealized Gain (Loss)		342,454
Balance at December 31	\$	5,661,409

The use of reasonable possible alternative assumptions for valuing Level 3 financial instruments would not significantly affect the fair value of these instruments.

6. Financial Risk Management

In the normal course of business, the Fund is exposed to a variety of financial risks: price risk, interest rate risk, liquidity risk, foreign exchange rate risk, credit risk and concentration risk. The Fund's primary risk management objective is to protect earnings and cash flow and, ultimately, unitholder value. Risk management strategies, as discussed below, are designed and implemented to ensure the Fund's risks and related exposures are consistent with its objectives and risk tolerance.

Most of the Fund's risks are derived from its investments. The value of the investments within the Fund's portfolio can fluctuate on a daily basis as a result of changes in interest rates, economic conditions, commodity prices, the market and company news related to specific securities held by the Fund. The investments are made in accordance with the Fund's risk management policies. The policies establish investment objectives, strategies, criteria and restrictions. The objectives of these policies are to identify and mitigate investment risk through a disciplined investment process and the appropriate structuring of each transaction.

A. Price Risk

Price risk is the risk that changes in the prices of the Fund's investments will affect the Fund's income or the value of its financial instruments. The Fund's price risk is driven primarily by volatility in commodity and equity prices. Rising commodity and equity prices may increase the price of an investment while declining commodity and equity prices may have the opposite effect. The Fund mitigates price risk by making investing decisions based upon various factors, including comprehensive fundamental analysis prepared by industry experts to forecast future commodity and equity price movements. The Fund's market positions are monitored on a daily basis by the portfolio manager and regular financial reviews of publicly available information related to the Fund's investments are performed to ensure that any risks are within established levels of risk tolerance. The Fund is exposed to price risk through the following financial instrument:

	June 30, 2024	December 31, 2023
Investments at FVTPL	\$ 38,428,039	\$ 31,076,026

Based on the above exposure at June 30, 2024, a 10% increase or decrease in the prices of the Fund's investments would result in a \$3,842,804 (December 31, 2023 - \$3,107,603) increase or decrease in total equity of the Fund, with all other factors held constant.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

6. Financial Risk Management (continued)

B. Interest Rate Risk

Interest rate risk describes the Fund's exposure to changes in the general level of interest rates. Interest rate risk arises when the Fund invests in interest-bearing financial assets such as cash and utilizes financial liabilities such as loan payable. In respect of cash balances and loan payable, the Fund's interest income and expense are positively correlated to interest rates in that rising interest rates increase both interest income and expense while the reverse is true in a declining interest rate environment. The Fund has not hedged its exposure to interest rate movements. The Fund seeks to mitigate this risk through active management, which involves analysis of economic indicators to forecast Canadian and global interest rates. The Fund is exposed to interest rate risk through the following financial instrument:

	June 30, 2024	December 31, 2023
Cash	\$ 390,898	\$ 314,111

Based on the above exposure at June 30, 2024, a 1% per annum increase or decrease in interest rates would result in a \$3,909 (December 31, 2023 - \$3,141) increase or decrease in total equity of the Fund, with all other factors held constant.

C. Liquidity Risk

Liquidity risk is defined as the risk that the Fund may not be able to settle or meet its obligations when due. The Fund is exposed to liquidity risk through its annual and monthly redemptions. The Fund receives 45 business days notice prior to the redemption date and has up to 15 business days after the redemption date to settle the redemption. This enables the Manager to sell securities held by the Fund to generate cash to settle the redemption, if necessary. The Fund's obligations are due within one year. The Fund has a revolving demand credit facility in the amount of \$25 million which is secured by a general security agreement. Borrowed amounts under the credit facility are usually due within 30 to 90 days. Liquidity risk is managed by investing the majority of the Fund's assets in investments that are traded in an active market and can be readily sold. The Fund retains sufficient cash to maintain liquidity and comply with liquidity requirements as outlined by securities legislation and its investment policies.

The Fund may invest in securities that are not traded on public stock exchange or that may be illiquid. As a result, the Fund may not be able to dispose of these investments in a timely manner. The Fund mitigates this risk through active management, which includes detailed analysis of such entities to ensure they are financially sound and would be attractive to potential investors if a sale is necessary. The Fund's investment policies and securities legislation limit the amount invested in illiquid securities and these limits are monitored. The Fund's investment in Sagard Healthcare Royalty Partners is subject to a 48-month period redemption lock-up from the date of the initial capital contribution; however, the Fund has the ability to sell its units of Sagard Healthcare Royalty Partners to certain other purchasers prior to the expiration of the lock-up period. Subsequent to the redemption lock-up period, the Fund can seek to redeem part or all of its investment on a quarterly basis.

The tables below present the Fund's financial liabilities based on the remaining period to the contractual maturity date. The amounts in the tables reflect the contractual undiscounted cash flows.

As at June 30, 2024

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Distributions Payable	\$ 96,082	\$ -	\$ -	\$ 96,082
Accounts Payable and Accrued Liabilities	49,629	-	-	49,629
Total	\$ 145,711	\$ -	\$ -	\$ 145,711

As at December 31, 2023

Financial Liabilities	Less than 1 Month	1 to 3 Months	3 Months to 1 Year	Total
Distributions Payable	\$ 96,755	\$ -	\$ -	\$ 96,755
Accounts Payable and Accrued Liabilities	56,775	-	-	56,775
Total	\$ 153,530	\$ -	\$ -	\$ 153,530

The Manager does not expect that the contractual maturity disclosed above will be representative of the actual cash outflows, as holders of these instruments typically retain them for a longer period.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

6. Financial Risk Management (continued)

D. Foreign Exchange Rate Risk

Foreign exchange rate risk describes the impact on the underlying value of financial instruments due to foreign exchange rate movements. The Canadian dollar is the Fund's functional and reporting currency. Foreign investments, commodities, cash, receivables and payables denominated in foreign currencies are affected by changes in the value of the Canadian dollar compared to foreign currencies. As a result, financial assets may depreciate/appreciate in the short-term due to the strengthening/weakening of the Canadian dollar against other currencies, and the reverse would be true for financial liabilities. The Fund's exposure to foreign exchange rate risk relates primarily to its investment in securities, which are denominated in various foreign currencies. The Fund has not hedged its exposure to currency fluctuations; however, it closely monitors relevant foreign exchange currency movements. The Fund is exposed to foreign exchange rate risk through the following financial instruments:

As at June 30, 2024

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 36,654,193	\$ 273,987	\$ 16,651	\$ 36,944,831

As at December 31, 2023

Currency	Investments at FVTPL	Cash	Income and Interest Receivable	Total Exposure
U.S. Dollar	\$ 29,269,128	\$ 7,977	\$ 10,564	\$ 29,287,669

Based on the above exposure at June 30, 2024, a 10% increase or decrease in the Canadian dollar against the respective foreign currencies would result in a \$3,694,483 (December 31, 2023 - \$2,928,767) decrease or increase in total equity of the Fund, with all other factors held constant.

E. Credit Risk

Credit risk represents the financial loss that the Fund would experience if a counterparty to a financial asset failed to meet its obligations to the Fund. The Fund is exposed to credit risk on its debt instruments, derivative assets, cash and cash equivalents and other short-term trade receivables. The Fund measures credit risk and lifetime ECLs related to the trade receivables using historical analysis and forward-looking information in determining the ECL. The carrying amounts of financial assets represent the maximum credit exposure. All transactions executed by the Fund in listed securities are settled upon delivery 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 a purchase only once the broker has received the securities. The trade will fail if either party fails to meet its obligations. There is no significant credit risk related to the Fund's receivables.

The Fund has established various internal controls to help mitigate credit risk, including prior approval of all investments by the Advisor whose mandate includes conducting financial and other assessments of these investments on a regular basis. The Fund has also implemented policies which ensure that investments can only be made with counterparties that have a minimum acceptable credit rating.

F. Concentration Risk

The Fund is exposed to the possible risk inherent in the concentration of the investment portfolio in a small number of industries or investment sectors. The Manager moderates this risk through careful selection of securities in several investment sectors. At June 30, 2024 and December 31, 2023, the percentages of the Fund's total equity invested in each investment sector were as follows:

Sector	As a % of Total Equity	
	June 30, 2024	December 31, 2023
Healthcare	49.5	53.4
Technology	32.7	28.2
Communication Services	12.3	10.2
Consumer Discretionary	4.8	4.2
Financials	-	3.3
Total	99.3	99.3

7. Unitholders' Equity

The Fund is authorized to issue an unlimited number of transferable, redeemable trust units, each of which represents an equal, undivided interest in the total equity of the Fund. All units have equal rights and privileges.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

7. Unitholders' Equity (continued)

Commencing December 31, 2020, the unitholders of the Fund can acquire additional units by participating in the Distribution Reinvestment Plan (the "Plan"). The Plan enables unitholders to reinvest their monthly distributions in additional units of the Fund thereby achieving the benefit of compounding returns. The Plan also allows participants to purchase additional units for cash.

In 2020, the Fund issued 9,200,000 units at \$10 per unit for proceeds, net of agents' fees and issue costs, of \$87.4 million. During the six months ended June 30, 2024, the Fund purchased 19,500 units (June 30, 2023 – 121,800) pursuant to a normal course issuer bid and 100 units (June 30, 2023 – 18,000) in the market in accordance with the Declaration of Trust. For the period ended June 30, 2024, 1,235 units (June 30, 2023 – 1,386) were distributed under the Plan

The average number of units outstanding during the period ended June 30, 2024 was 2,892,708 (June 30, 2023 – 5,966,866). This number was used to calculate the Profit after Tax per Unit.

8. Related Party Transactions

A. Management Fee

The Manager provides investment and administrative services to the Fund. In consideration for such services, the Manager receives a management fee equal to 1.25% per annum of the NAV of the Fund's publicly listed portfolio, as well as an allocation fee 0.10% of the Fund's overall NAV, calculated and paid monthly in arrears based on the average NAV of the preceding month. For the period ended June 30, 2024, management fees before the absorption of expenses amounted to \$0.2 million (June 30, 2023 - \$0.4 million). At June 30, 2024, the management fees payable by the Fund was \$39,672 (December 31, 2023 - \$33,462) and is included in Accounts Payable and Accrued Liabilities

B. Transaction Costs

Brokerage commissions and other transaction costs paid in connection with securities transactions during the period ended June 30, 2024 amounted to \$4,918 (June 30, 2023 - \$24,001). Included in this amount is \$nil (June 30, 2023 - \$9,969) in brokerage commissions that were paid to MCC. All commissions paid by the Fund to MCC were at or below market rates. Brokerage commissions and other transaction costs are expensed and recorded in the Statements of Comprehensive Income.

C. Other Expenses

The Fund is responsible for the payment of all expenses relating to the operation of the Fund and the carrying on of its business, including, among other things, audit and legal fees and expenses, custodian and transfer agency fees, and costs relating to securityholder reporting. Certain services in the normal course of business may be provided by the Manager or an affiliate of the Manager in accordance with National Instrument 81-107 – *Independent Review Committee for Investment Funds*. Examples of these services include the preparation and filing of tax returns, the preparation and filing of financial statements and related reports, acting as transfer agent and registrar for the funds, and maintaining and updating the Fund's website. In aggregate, these fees amounted \$22,688 (June 30, 2023 - \$23,739) throughout the period and \$10,315 (December 31, 2023 - \$10,715) is included in Accounts Payable and Accrued Liabilities as at June 30, 2024. In addition, the Fund would be responsible for reimbursing the Manager for any reasonable out of pocket expenses incurred on the Fund's behalf.

9. Loan Payable

In 2021, the Fund entered into a revolving demand credit facility with a maximum principal amount of \$25 million which is secured by a general security agreement. As at June 30, 2024, loans outstanding included bankers' acceptances with a face value of \$nil (December 31, 2023 – \$nil). The minimum and maximum loans outstanding during the period ended June 30, 2024 were \$nil and \$nil (December 31, 2023 – \$nil and \$4.5 million), respectively. Finance costs primarily relate to loan interest expenses.

10. Capital Management

The Fund's capital is its total equity. The Fund's objective when managing capital is to safeguard the Fund's ability to continue as a going concern in order to provide returns for unitholders, maximize unitholder value and maintain financial strength. The Fund manages and adjusts its capital in response to general economic conditions, the risk characteristics of the underlying assets and working capital requirements. Generally speaking, the Fund will reduce leverage when investments are likely to decrease in value and will increase leverage when investment appreciation is anticipated. In order to maintain or adjust its capital structure, the Fund may borrow or repay debt under its credit facility or undertake other activities deemed appropriate under the specific circumstances.

The Fund is not subject to externally imposed capital requirements. However, the Fund is subject to bank covenants in respect of leverage and is in compliance with these covenants in both 2024 and 2023. The Fund's overall strategy with respect to capital risk management remains unchanged from the year ended December 31, 2023.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2024 | UNAUDITED

11. Loss Carryforwards

At December 31, 2023, the Fund had capital losses of \$3,174,837 (December 31, 2022 - \$3,174,837) and had non-capital losses of \$803,962 (December 31, 2022 - \$803,962) available for carry forward for tax purposes. The capital losses can be carried forward indefinitely. The expiry date of the non-capital losses is as follows:

Expiry Date		Amount
December 31, 2041	\$	667,012
December 31, 2042		136,950
	\$	803,962

12. Distributions

The Fund pays monthly distributions to unitholders in accordance with its investment objectives. Distributions of the Fund, at the discretion of the unitholder, are reinvested in additional units of the Fund under the Distribution Reinvestment Plan, without sales charge. For the six months ended June 30, 2024, distributions amounted to \$0.20 per unit (June 30, 2023 - \$0.20).

Dean Orrico

President and Chief Executive Officer

Jeremy T. Brasseur

Executive Chairman

Robert F. Lauzon, CFA

Chief Investment Officer

**Independent Review
Committee****H. Roger Garland, CPA, CA**Former Vice-Chairman
Four Seasons Hotels Inc.**Christine Helsdon Tekker,
MBA, LLM, ICD.D**Senior Vice President, Lending
Infrastructure Ontario**Edward V. Jackson
(Chairman)**Former Managing Director
RBC Capital Markets**Advisors**Middlefield Capital Corporation
SSR Health LLC
Paul Sagawa LLC**Middlefield Group****Stephen Erlichman**Chair, ESG
(Environmental, Social, Governance)**Craig Rogers, CPA, CGA, CFA**

Chief Operating Officer

Wendy Teo, CPA, CA, CPA (IL)

Chief Financial Officer & Vice President

Mark Aboud

Chief Experience Officer

Dennis da Silva

Senior Portfolio Manager

Nancy Tham

Managing Director, Sales

Shane Obata

Portfolio Manager

Robert Moffat

Portfolio Manager

Anthony Tavella, MBA, MFin

Executive Director, International and Marketing

Stacy J. Crestohl

Director, Operations

Rose Espinoza

Director, International

Catherine Rebuldela, CPA, CGA

Director, Operations

Victor Xu, CFA

Director, Corporate Development

Shiranee Gomez

Senior Vice-President

Victor Ngai

Senior Vice-President

Nicole S. Brasseur

President, Human Resources

Sarah Roberts, CPA, CMA

Vice-President

Jimmy Xu

Vice-President, Information Technology

Rachel Zhang

Vice-President

Sylvia Casillano, CPA, CGA

Assistant Vice-President

Maggie Vanadero – Chu

Assistant Fund Admin

Morgan Byrne

Director, Sales

Scott Hu

Associate, Information Technology

AJ Mamatalieva

Business Development Manager, Sales

Mazhar Ahsan Abdulwahab

Investment Analyst

Celynn Kuros

Business Development Associate, Sales

Curtis Blakely

Business Development Associate

Juanita Lam

Brand Designer

Joshua Wiggins

Brand Strategist

AuditorDeloitte LLP, Chartered Professional Accountants
RSM Canada LLP**Legal Counsel**DLA Piper (Canada) LLP
Fasken Martineau DuMoulin LLP
McCarthy Tétrault**Bankers**Bank of Montreal
Canadian Imperial Bank of Commerce
Royal Bank of Canada
The Bank of Nova Scotia
The Toronto-Dominion Bank**Custodian**

RBC Investor Treasury Services

Transfer AgentsRBC Investor Service Trust
TSX Trust Company**Affiliates**Middlefield Group Limited
Middlefield Capital Corporation
Middlefield Financial Services Limited
MFL Management Limited
MF Properties Limited
Middlefield International Limited
Middlefield Limited
Middlefield Realty Services Limited
Middlefield Resource Corporation

MIDDLEFIELD FUNDS FAMILY |

EXCHANGE - TRADED FUNDS (ETFs)		TSX Stock Symbol
• Middlefield Healthcare Dividend ETF		MHCD
• Middlefield Innovation Dividend ETF		MINN
• Middlefield Sustainable Global Dividend ETF		MDIV
• Middlefield Sustainable Infrastructure Dividend ETF		MINF
• Middlefield Real Estate Dividend ETF		MREL
• Middlefield U.S. Equity Dividend ETF		MUSA
TSX-LISTED FUNDS		
• E Split Corp.		ENS ENS.PR.A
• Middlefield Global Real Asset Fund		RA. UN
• MINT Income Fund		MID.UN
• Real Estate Split Corp.		RS RS.PR.A
• Sustainable Innovation & Health Dividend Fund		SIH.UN
• Infrastructure Dividend Split Corp. (commenced May 8, 2024)		IS IS.PR.A
MIDDLEFIELD MUTUAL FUNDS TRUST FUNDS		Fund Code
Series A Units		FE/LL/DSC
• Middlefield Healthcare Dividend Fund		MID 325/327/330
• INDEXPLUS Income Fund		MID 435/437/440
• Middlefield Global Infrastructure Fund		MID 510/519/520
Series F Units		
• Middlefield Healthcare Dividend Fund		MID 326
• INDEXPLUS Income Fund		MID 436
• Middlefield Global Infrastructure Fund		MID 501
MIDDLEFIELD MUTUAL FUNDS CORPORATE CLASS FUNDS		Fund Code
Series A Shares		FE/LL/DSC
• Middlefield Canadian Dividend Growers Class		MID 148/449/450
• Middlefield Global Agriculture Class		MID 161/163/166
• Middlefield Global Dividend Growers Class		MID 181/183/186
• Middlefield Real Estate Dividend Class		MID 600/649/650
• Middlefield ActivEnergy Dividend Class (formerly, Middlefield Global Energy Transition Class)		MID 265
• Middlefield Innovation Dividend Class		MID 925
• Middlefield High Interest Income Class		MID 400/424/425
• Middlefield Income Plus Class		MID 800/849/850
• Middlefield U.S. Equity Dividend Class		MID 710/719/720
Series F Shares		
• Middlefield Canadian Dividend Growers Class		MID 149
• Middlefield Global Agriculture Class		MID 162
• Middlefield Global Dividend Growers Class		MID 182
• Middlefield Real Estate Dividend Class		MID 601
• Middlefield ActivEnergy Dividend Class (formerly, Middlefield Global Energy Transition Class)		MID 266
• Middlefield Innovation Dividend Class		MID 926
• Middlefield Income Plus Class		MID 801
• Middlefield U.S. Equity Dividend Class		MID 701
RESOURCE FUNDS		
• Discovery 2023 Short Duration LP		
• MRF 2023 Resource Limited Partnership		
• MRF 2024 Resource Limited Partnership (commenced February 22, 2024)		
INTERNATIONAL FUNDS		
• Middlefield Canadian Income PCC	London UK Stock Exchange (LSE) Symbol:MCT	



MIDDLEFIELD

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