

Prime Dividend Corp.

2007 *Annual Report*



PRIME DIVIDEND  
C O R P



*This report may contain forward-looking statements about the Company. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as “expects”, “anticipates”, “intends”, “plans”, “believes”, “estimates” or negative versions thereof and similar expressions. In addition, any statement that may be made concerning future performance, strategies or prospects, and possible future Company action, is also forward-looking. Forward-looking statements are based on current expectations and projections about future events and are inherently subject to, among other things, risks, uncertainties and assumptions about the Company and economic factors.*

*Forward-looking statements are not guarantees of future performance, and actual events and results could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to any divergence between what is anticipated and what actually occurs, including, but not limited to, general economic, political and market factors, interest and foreign exchange rates, global equity and capital markets, business competition, technology change, changes in government regulations, unexpected judicial or regulatory proceedings, and catastrophic events.*

*The above-mentioned list of important factors is not exhaustive. You should consider these and other factors carefully before making any investment decisions and you should avoid placing undue reliance on forward-looking statements. While the Company currently anticipates that subsequent events and developments may cause the Company’s views to change, the Company does not undertake to update any forward-looking statements.*

# Annual Management Report of Fund Performance

November 30, 2007

This is the annual **Management Report of Fund Performance (MRFP)** for the period ended November 30, 2007. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The annual financial statements and accompanying notes are attached to this report.

Investors may also obtain a copy of the Company's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure by visiting our website at [www.primedividend.com](http://www.primedividend.com) or by writing to the Company at Investor Relations, Royal Trust Tower, 77 King Street West, P.O. Box 341, Toronto, Ontario, M5K 1K7.

These reports are available to view and download at [www.primedividend.com](http://www.primedividend.com) or [www.sedar.com](http://www.sedar.com).



## Investment Objectives and Strategies

Prime Dividend Corp. invests primarily in a portfolio of common shares which will include each of the following Canadian dividend paying companies:

### Banks

Bank of Montreal  
The Bank of Nova Scotia  
Canadian Imperial Bank of Commerce  
National Bank of Canada  
Royal Bank of Canada  
The Toronto-Dominion Bank

### Utilities & Other

BCE Inc.  
TransAlta Corporation  
TransCanada Corporation  
Power Financial Corporation  
TSX Group Inc.

### Investment Management Companies

AGF Management Limited  
CI Financial  
IGM Financial Inc.

### Life Insurance Companies

Great-West Lifeco Inc.  
Manulife Financial Corporation  
Sun Life Financial Inc.

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

The Company has two types of shares:

### Preferred Shares

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

1. to provide holders with cumulative preferential floating rate monthly cash dividends at a rate per annum equal to the prevailing Canadian prime rate plus 0.75%, with a minimum annual rate of 5.0% and a maximum annual rate of 7% based on original issue price and
2. on or about December 1, 2012 (the termination date) to pay holders the original issue price (\$10) of those shares.

### Class A Shares

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

1. to provide holders with regular floating rate monthly cash distributions targeted to be at a rate per annum equal to the prevailing Canadian prime rate plus 2%, with a minimum targeted annual rate of 5% and a maximum targeted annual rate of 10.0%; and
2. on or about December 1, 2012 (the termination date) to pay holders the original issue price (\$15) of those shares.

## Risk

The risks of investing in the Company remain as discussed in the Annual Information form dated February 21, 2008.

## Results of Operations

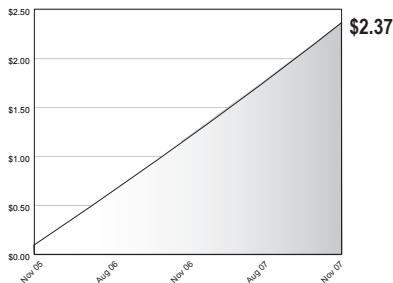
Distributions to both Class A shareholders and Preferred shareholders were made at the Canadian prime rate plus formula as outlined above in the Investment Objectives section. The Canadian prime rate which began the year at 6.00% increased by 0.25% to 6.25% as at November 30, 2007 which resulted in increased monthly distributions for both classes of shares. The net asset value per unit increased by \$0.78 to \$25.42 (after all distributions paid) as at November 30, 2007. As at November 30, 2007, the Company's portfolio was primarily invested in the seventeen core holdings. The dividend income in the portfolio continues to be supplemented by a limited covered call writing program which provides some additional income to the portfolio.

## Distributions

### Class A Shares – Distributions

Class A shareholders are entitled to receive regular monthly cash dividends initially targeted to yield a floating rate based on the prime rate in Canada plus 2% per annum on the original issue price. Distributions paid during the year consist of 12 distributions at the targeted rate for a total of \$1.22 per share.

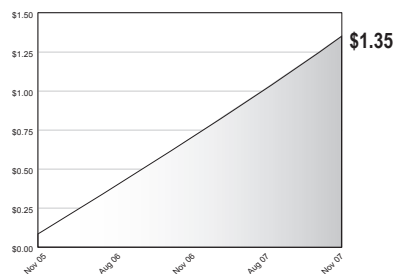
### Cumulative Distributions since inception



### Preferred Shares – Distributions

Preferred shareholders are entitled to receive regular monthly cash dividends initially targeted to yield a floating rate based on the prime rate in Canada plus 0.75% per annum on the original issue price. Distributions paid during the year include 12 distributions at the targeted rate for a total of \$0.6854 per share.

### Cumulative Distributions since inception



## Recent Developments

The Canadian Institute of Chartered Accountants (CICA) has issued new standards for the fair valuation and recording of portfolio investments for fiscal years beginning on or after October 1, 2006 (see note 2 in the semi annual financial statements for further details). Basically, the new standards require that portfolio investments be measured based on the last bid price of a security rather than the last traded price (as previously had been the case). The annual financial statements attached reflect these changes. The implementation of these new valuation standards is immaterial to the Company as can be seen in note 2 which presents the actual impact of this change on the net asset value per unit.



## Related Party Transactions

The Investment Manager and Manager earn fees from the Company as described below in the Management fees section.

### Management fees

The Investment Manager is entitled to a base management fee payable monthly in arrears at an annual rate equal to 0.65% of the Company's Net Asset Value calculated as at the last Valuation Date in each month.

The Manager is entitled to an administration fee payable monthly in arrears at an annual rate equal to 0.2% of the Company's Net Asset Value calculated as at the last Valuation Date in each month.

Total management fees of \$519,828 paid for the period ended November 30, 2007 include the base management fee and the administration fee. The base management fee was used by the Investment Manager to pay costs for the managing of the investment portfolio, providing investment analysis and recommendations, making investment decisions, making brokerage arrangements for the purchase and sale of securities including the covered call writing program. The administration fee was used to provide or arrange administrative services required by the Company, which includes all operational, financial accounting, shareholder reporting and all regulatory reporting requirements.

## Summary of Investment Portfolio

### All holdings as at November 30, 2007

TransAlta Corporation	9.4	%
AGF Management Ltd.	9.3	%
Canadian Imperial Bank of Commerce	9.0	%
TSX Group Inc.	8.9	%
BCE Inc.	7.0	%
TransCanada Corp.	6.4	%
Toronto-Dominion Bank	6.3	%
Manulife Financial Corporation	5.3	%
Power Financial Corp.	5.1	%
IGM Financial Inc.	5.0	%
Bank of Montreal	4.7	%
National Bank of Canada	4.4	%
Royal Bank of Canada	4.1	%
CI Financial	4.0	%
Sun Life Financial Inc.	3.8	%
Great-West Lifeco Inc.	3.1	%
Bank of Nova Scotia	2.5	%
Total long positions as a percentage of net assets	98.4	%
Other net assets	1.6	%

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

## Financial Highlights

The following tables show selected financial information about the Company and are intended to help you understand the Company's financial performance for the period ended November 30, 2007. This information is derived from the Company's audited annual financial statements.

### The Company's Net Asset Value (NAV) per unit

	2007	2006	2005 <sup>(2)</sup>
Net asset value per unit, beginning of year <sup>(1)</sup>	24.64	23.90	23.57 <sup>(3)</sup>
Increase (decrease) from operations			
Total revenue	0.82	0.72	0.01
Total expenses	(0.32)	(0.34)	(0.05)
Realized gains for the period	1.14	0.52	-
Unrealized gains for the period	1.13	1.66	0.37
Total increase from operations <sup>(4)</sup>	<u>2.77</u>	<u>2.56</u>	<u>0.33</u>
Distributions			
Taxable Dividends	(0.80)	(1.22)	-
Capital gains	<u>(1.10)</u>	<u>(0.60)</u>	<u>-</u>
Total annual distributions	<u>(1.90)</u>	<u>(1.82)</u>	<u>-</u>
Net asset value per unit at November 30	25.42	24.64	23.90
Net asset value per Preferred share	10.00	10.00	10.00
Net asset value per Class A share	<u>15.42</u>	<u>14.64</u>	<u>13.90</u>
Net asset value per unit at November 30	25.42	24.64	23.90

<sup>(1)</sup> Net asset value per unit is the difference between the aggregate value of the assets of the Company and the aggregate value of the liabilities excluding the Preferred shares of the Company on that date divided by the number of units then outstanding

<sup>(2)</sup> Results for the period November 16, 2005 (inception) to November 30, 2005

<sup>(3)</sup> Initial net asset value per unit is after deducting all agents' fees and filing costs in connection with the initial public offering

<sup>(4)</sup> Total increase from operations is before the payment of Preferred and Class A share distributions and is calculated based on the weighted average number of units outstanding during the year.



## Ratios And Supplemental Data

	2007	2006	2005 <sup>(1)</sup>
Net assets (millions) <sup>(2)</sup>	\$59.2	\$58.8	\$52.6
Number of units outstanding <sup>(2)</sup>	2,325,300	2,385,500	2,200,000
Base Management expense ratio excluding one time initial offering expenses <sup>(3)</sup>	1.24%	1.42%	N/A <sup>(3)</sup>
Management expense ratio including one time initial offering expenses <sup>(4)</sup>	1.24%	1.84%	N/A <sup>(3)</sup>
Portfolio turnover rate <sup>(5)</sup>	24.5%	18.2%	0.0%
Trading expense ratio <sup>(6)</sup>	0.04%	0.05%	0.06%
Closing market price (TSX): Preferred shares	\$10.43	\$11.42	\$11.00
Closing market price (TSX): Class A shares	\$13.67	\$14.05	\$14.50

<sup>(1)</sup> Results for the period November 16, 2005 (inception) to November 30, 2005

<sup>(2)</sup> This information is provided as at November 30

<sup>(3)</sup> The Company had only been in operation for 14 days and as such, management does not believe that annualizing the expenses for such a brief period of time will be representative of an entire year. Further information on actual expenses occurred can be found in the 2005 annual financial statements

<sup>(4)</sup> Share issue expenses, representing all Agents' fees and other offering expenses can be found in the attached annual financial statements

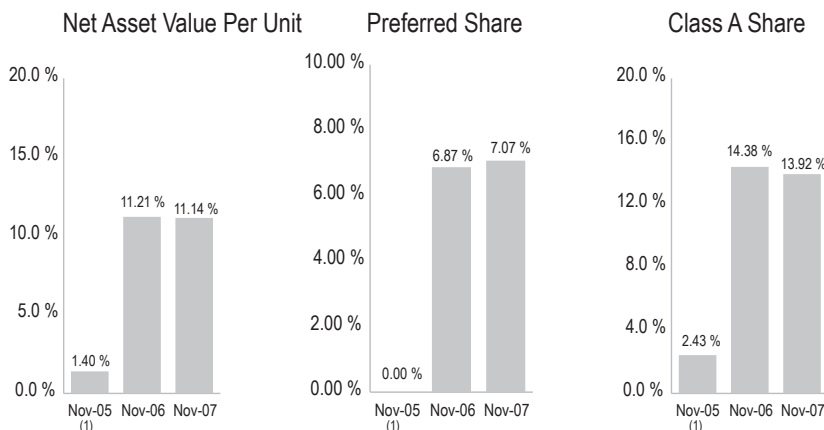
<sup>(5)</sup> The Company's portfolio turnover rate indicates how actively the Company's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Company buying and selling all of the securities in its portfolio once in the course of the year. The Company employs a covered call writing strategy which can cause the portfolio turnover rate to be higher than conventional mutual funds

<sup>(6)</sup> The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of average net assets during the period.

## Past Performance

The past performance of 1) the net asset value per unit (1 Preferred share and 1 Class A share); 2) the Preferred share on net asset value basis; and 3) the Class A share on a net asset value basis for the period ending November 30 is presented in the bar charts below. With respect to the charts displayed below, please note the following:

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



<sup>(1)</sup> Based on initial period from November 16, 2005 to November 30, 2005

## Annual Compound Performance

The following table shows the Company's annual compound return for the period ended November 30, 2007:

	One Year	Since Inception
Prime Dividend Corp. - Unit	11.14%	11.70%
Prime Dividend Corp. - Preferred share	7.07%	6.83%
Prime Dividend Corp. - Class A share	13.92%	15.19%
Benchmark Index <sup>(1)</sup>	N/A	N/A

<sup>(1)</sup> As a result of the Company being limited to a specific universe of stocks and that a covered call writing program is implemented to generate additional income, the investment profile of the Company is quite unique and any comparisons with any other external market indices may not be appropriate.

## Management's Responsibility for Financial Reporting

The financial statements of Prime Dividend Corp. (the "Company") and all the information in this annual report are the responsibility of management and have been approved by the Board of Directors of the Company.

The Company maintains appropriate procedures to ensure that relevant and reliable financial information is produced. Statements have been prepared in accordance with Canadian generally accepted accounting principles and may include certain amounts that are based on estimates and judgments. The significant accounting policies applicable to the Company are described in Note 2 to the financial statements.

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

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

## Auditors' Report

February 7, 2008

### Auditors' Report

#### To the Shareholders of Prime Dividend Corp.

We have audited the statement of portfolio investments of **Prime Dividend Corp.** (the "Company") as at November 30, 2007, the statements of financial position as at November 30, 2007 and 2006 and the statements of operations and retained earnings, changes in shareholders' equity and cash flow for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these financial statements present fairly, in all material respects, the financial position of the Company as at November 30, 2007 and 2006 and the results of its operations and cash flow for the years then ended in accordance with Canadian generally accepted accounting principles.

*PricewaterhouseCoopers LLP*

Chartered Accountants, Licensed Public Accountants  
Toronto, Ontario

# Prime Dividend Corp.

## Statements of Financial Position

As at November 30

	2007 (\$)	2006 (\$)
<b>Assets</b>		
Investments - at market value	58,066,761	57,983,010
Cash	1,304,361	1,155,111
Interest, dividends and other receivables	107,465	107,655
Receivable in respect of investments sold	889,640	-
<b>Total Assets</b>	<b>60,368,227</b>	<b>59,245,776</b>
<b>Liabilities</b>		
Fees and other accounts payable	95,530	95,756
Payable in respect of investments purchased	793,757	-
Distributions payable	375,443	372,734
Preferred shares (note 3)	23,253,000	23,855,000
	<b>24,517,730</b>	<b>24,323,490</b>
<b>Shareholders' Equity</b>		
Class A and Class B shares (note 4)	31,605,703	32,423,921
Retained earnings	4,244,794	2,498,365
	<b>35,850,497</b>	<b>34,922,286</b>
<b>Total Liabilities &amp; Shareholders' Equity</b>	<b>60,368,227</b>	<b>59,245,776</b>
Number of units (1 Preferred share and 1 Class A share) outstanding	2,325,300	2,385,500
Net asset value per unit (GAAP)(note 2)	\$25.42	\$24.64
Net asset value per Preferred share (GAAP)	\$10.00	\$10.00
Net asset value per Class A share (GAAP)	\$15.42	\$14.64
Net asset value per unit (Transactional)(note 2)	\$25.45	\$24.64

Approved on behalf of the Board of Directors



**Wayne Finch**  
Chairman and  
Chief Investment Officer



**Peter Cruickshank**  
Managing Director and  
Chief Financial Officer

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

# Prime Dividend Corp.

## Statements of Operations and Retained Earnings

For the years ended November 30

	2007	2006
<b>Income</b>	<b>(\$)</b>	<b>(\$)</b>
Dividends	1,912,223	1,717,510
Interest	5,867	13,991
	<u>1,918,090</u>	<u>1,731,501</u>
<b>Expenses</b> (note 5)		
Management fees	519,828	488,562
Service fees	185,224	168,054
Audit fees	18,766	15,560
Directors' fees	28,403	36,320
Custodian fees	20,691	22,030
Legal fees	10,459	8,483
Shareholder reporting costs	5,216	11,540
Other operating expenses	(67,161)	22,326
Capital tax	750	-
Goods and services tax	32,623	39,771
	<u>754,799</u>	<u>812,646</u>
<b>Net investment income before distributions on Preferred shares</b>	<b>1,163,291</b>	<b>918,855</b>
<b>Distributions on Preferred shares</b> (note 3 and 6)	<b>(1,610,692)</b>	<b>(1,593,249)</b>
<b>Net investment loss for the year</b>	<b>(447,401)</b>	<b>(674,394)</b>
<b>Realized and unrealized gain on investments and options</b>		
Net realized gain on investments and options	2,680,268	1,253,933
Change in unrealized appreciation of investments	2,659,326	3,960,121
Transaction costs on purchase and sale of investments (note 2 and 5)	(25,852)	-
<b>Net gain on investments and options for the year</b>	<b>5,313,742</b>	<b>5,214,054</b>
<b>Increase in net assets from operations for the year</b>	<b>4,866,341</b>	<b>4,539,660</b>
<b>Retained earnings - Beginning of year</b>	<b>2,498,365</b>	<b>720,490</b>
<b>Transitional adjustment for new accounting policy</b> (note 2)	<b>(95,805)</b>	<b>-</b>
<b>Net allocation on retractions</b>	<b>(167,256)</b>	<b>(11,866)</b>
<b>Distributions on Class A shares</b> (note 4 and 6)	<b>(2,856,851)</b>	<b>(2,749,919)</b>
<b>Retained earnings - End of year</b>	<b>4,244,794</b>	<b>2,498,365</b>
<b>Increase in net assets from operations per Class A share</b>	<b>2.07</b>	<b>1.90</b>

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

# Prime Dividend Corp.

## Statements of Changes in Shareholders' Equity

For the years ended November 30

	2007 (\$)	2006 (\$)
<b>Shareholders' equity - Beginning of year</b>	<b>34,922,286</b>	<b>30,581,490</b>
Transitional adjustment on adopting new accounting pronouncement (note 2)	(95,805)	-
Adjusted Shareholders' equity - Beginning of year	34,826,481	30,581,490
Increase in net assets from operations	4,866,341	4,539,660
Gross proceeds from issue of Class A shares	-	3,000,000
Agents' fees and filing costs in connection with the initial public offering	-	(240,000)
Net proceeds from issue of Class A shares (note 4)	-	2,760,000
Class A share redemptions	(985,474)	(208,945)
<b>Distributions on Class A shares</b>		
From net realized gains	(2,232,867)	(579,538)
From return of capital	(623,984)	(2,170,381)
	(2,856,851)	(2,749,919)
<b>Increase in net assets for the year</b>	<b>1,024,016</b>	<b>4,340,796</b>
<b>Shareholders' equity - End of year</b>	<b>35,850,497</b>	<b>34,922,286</b>

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

# Prime Dividend Corp.

## Statements of Cash Flow

For the years ended November 30

	2007	2006
	(\$)	(\$)
<b>Cash flow from Operating activities</b>		
Net investment (loss)	(447,401)	(674,394)
Proceeds from sale of investments	19,471,614	9,427,265
Purchase of investments	(14,337,428)	(24,079,252)
Net change in receivable balances	(889,450)	(96,945)
Net change in payable balances	796,240	(6,010,103)
Cash flow from operations	4,593,575	(21,433,429)
<b>Cash flow from Shareholder activities</b>		
Gross proceeds from the issue of Class A shares and Preferred shares	-	5,000,000
Agents' fee and filing costs in connection with the initial public offering	-	(240,000)
Amount paid on redemption of Class A shares and Preferred shares	(1,587,474)	(353,945)
Distributions on Class A shares	(2,856,851)	(2,749,919)
Cash flow from Shareholder activities	(4,444,325)	1,656,136
Net increase (decrease) in cash	149,250	(19,777,293)
Cash, beginning of year	1,155,111	20,932,404
<b>Cash, end of year</b>	<b>1,304,361</b>	<b>1,155,111</b>

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

# Prime Dividend Corp.

## Statement of Portfolio Investments

As at November 30, 2007

No. of shares	Description	Average cost/ (Premiums received) (\$)	Market value(\$)
<b>Canadian Core Common Equities</b>			
173,600	AGF Management Ltd., Class 'B'	3,621,261	5,517,008
44,000	Bank of Montreal	2,852,004	2,791,360
28,800	Bank of Nova Scotia	1,348,801	1,521,504
105,225	BCE Inc.	2,828,302	4,126,925
60,000	Canadian Imperial Bank of Commerce	5,888,025	5,331,000
87,700	CI Financial Income Fund	2,654,679	2,339,836
51,000	Great-West Lifeco Inc.	1,493,699	1,810,500
57,600	IGM Financial Inc.	2,559,682	2,934,720
75,000	Manulife Financial Corporation	2,744,375	3,133,500
47,700	National Bank of Canada	3,014,053	2,573,892
72,800	Power Financial Corp.	2,382,418	3,024,112
45,500	Royal Bank of Canada	2,316,689	2,411,045
42,800	Sun Life Financial Inc.	1,994,523	2,253,848
49,700	Toronto-Dominion Bank	2,969,099	3,696,686
176,900	TransAlta Corporation	4,244,960	5,572,350
95,100	TransCanada Corp.	3,416,558	3,776,421
98,400	TSX Group Inc.	4,430,990	5,284,079
	<b>Total Canadian Core Common Equities (100.2%)</b>	<b><u>50,760,118</u></b>	<b><u>58,098,786</u></b>
<b>Call Options written (100 shares per contract)</b>			
<b>Canadian call options written</b>			
(50)	Bank of Nova Scotia, December 2007 @ \$52	(3,275)	(9,000)
(75)	Manulife Financial Corp., December 2007 @ \$40	(7,575)	(16,875)
(30)	Royal Bank of Canada, December 2007 @ \$54	(2,910)	(2,850)
(50)	Sunlife Financial Corporation, December 2007 @ \$54	(2,000)	(3,300)
	<b>Total Canadian call options written (-0.2%)</b>	<b><u>(15,760)</u></b>	<b><u>(32,025)</u></b>
		<b><u>50,744,358</u></b>	<b><u>58,066,761</u></b>
	<b>less adjustment for transaction costs (note 2)</b>	<b>(13,922)</b>	
	<b>Total Investments (100%)</b>	<b><u>50,730,436</u></b>	<b><u>58,066,761</u></b>

The Statement of Portfolio Investments is at November 30, 2007 and may or may not be indicative of the current portfolio. Due to tax considerations, the level of option premiums outstanding at year end may not be indicative of options outstanding during the year.

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

# Prime Dividend Corp.

## Notes to Financial Statements

For the years ended November 30, 2007 and 2006

### 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 and began investment operations on November 16, 2005. The manager of the Company is Quadravest Inc. (the Manager) and the investment manager is Quadravest Capital Management Inc. (Quadravest). All shares outstanding on December 1, 2012, the termination date of the Company, will be redeemed by the Company on that date.

### 2. Summary of significant accounting policies

These financial statements, prepared in accordance with Canadian generally accepted accounting principles, ("GAAP") include estimates and assumptions by management that affect the reported amount of assets, liabilities, income and expenses during the reporting periods. The following is a summary of the significant accounting policies followed by the Company. Actual results could differ from these estimates.

#### New Accounting Standards

The Canadian Institute of Chartered Accountants (CICA) issued Section 3855 of the CICA Handbook, "Financial Instruments-Recognition and Measurement", which established standards for the fair valuation and recording of portfolio investments effective for fiscal years beginning on or after October 1, 2006. Section 3855 requires that securities be valued at fair value, which in an active market will commonly be measured based on the last bid price for the security. Prior to October 1, 2006, fair value was most commonly based on the last traded price of a security for the day.

National Instrument 81-106, section 14.2, issued by the Canadian Securities Administrators ("CSA") in 2005, requires the net asset value of an investment fund to be calculated in accordance with Canadian GAAP. NAV per Unit on any given day is equivalent to the difference between the aggregate value of the assets of the Company and the aggregate value of the liabilities (excluding the Preferred share liability of the Company) divided by the number of units outstanding on that day. The CSA has granted relief to investment funds from complying on a temporary basis with Section 3855, for the purposes of calculating and reporting net asset value (other than for financial reporting purposes) until September 30, 2008, to permit further review of the impact this pronouncement has on the redemption price of an investment fund ("Transactional"). Depending on the outcome of this review, the method by which net asset value is calculated as governed by Section 3855 may result in a change to the Transactional NAV on such date. In accordance with the relief granted by the CSA, a reconciliation of the net asset value calculated in accordance with Section 3855 of an investment fund (GAAP NAV) is required to be disclosed. The Company has applied this change on a retrospective basis. The reconciliation of the Company's Transactional NAV (ie. based on last traded price of portfolio securities) and the GAAP NAV (ie. based on last bid price of portfolio securities) is presented in the following table:

	GAAP NAV	Difference	Transactional NAV
November 30, 2007	\$59,103,497	\$75,708	\$59,179,205
	GAAP NAV per unit	Difference	Transactional NAV per unit
November 30, 2007	\$25.42	\$0.03	\$25.45

# Prime Dividend Corp.

## Notes to Financial Statements

For the years ended November 30, 2007 and 2006

### 2. Summary of significant accounting policies (continued)

#### Transaction costs

- Transaction costs, such as brokerage commissions, incurred in the purchase and sale of securities by the Company are recognized as an expense in the Statement of Operations and Retained Earnings. Prior to December 1, 2006, the Company's policy had been to add these expenses to the costs of securities purchased or deducted from the proceeds of sale. The transaction costs for investments held at November 30, 2007 is shown separately on the Statement of Portfolio Investments. Effective December 1, 2006, the Company adopted the new accounting policy retroactively, without restatement of prior periods. The adoption of the policy does not impact the Transactional NAV or the GAAP NAV.

#### Valuation of investments

Investments are recorded in the financial statements at their market values at the end of the year, determined as follows:

- Shares or other securities for which market quotations are readily available are valued at the closing bid price.
- Listed options are valued at closing bid prices as reported on recognized exchanges.

#### Investment transactions and income recognition

- Investment transactions are accounted for on the trade date.
- Realized gains and losses on investment sales and unrealized appreciation or depreciation in investment values are calculated on the average cost basis.
- Option fees paid or received are deferred and included in investments on the statements of financial position. Realized capital gains or losses are recognized in the statements of operations when options are exercised, expire or are closed out.
- Deferred gains and losses on options are recognized in investments and as a component of net unrealized appreciation (depreciation) in the value of investments in shareholders' equity.
- Dividend income is recognized on the ex-dividend date. Interest income is recognized when earned.
- Net realized gains and losses on investments include net realized gains or losses from foreign currency changes.

#### Recent accounting pronouncements

In October 2006, the Accounting Standards Board issued CICA Handbook Section 3862, "Financial Instruments-Disclosure" and Section 3863, "Financial Instruments-Presentation". The new standards enhance existing disclosure and presentation of financial instruments and have been carried forward unchanged. The new standards are effective for interim and annual financial statements relating to fiscal years beginning on or after October 1, 2007. These new standards will only impact the disclosure and presentation of financial instruments held by the Company and will not impact the calculation of the Company's assets.



# Prime Dividend Corp.

## Notes to Financial Statements

For the years ended November 30, 2007 and 2006

### 3. Preferred shares

The Company is authorized to issue an unlimited number of Preferred shares.

	November 30, 2007	November 30, 2006
Issued and outstanding		
2,325,300 Preferred shares (2006- 2,385,500)	23,253,000	\$23,855,000
	<u>23,253,000</u>	<u>\$23,855,000</u>
Preferred share transactions	<b>2007</b>	<b>2006</b>
Beginning of year	2,385,500	2,200,000
Issued during the year	-	200,000
Redemptions during the year	(60,200)	(14,500)
End of year	<u>2,325,300</u>	<u>2,385,500</u>

Preferred shares are entitled to cumulative preferential floating rate monthly cash dividends at a rate per annum equal to the Prime Rate in Canada plus 0.75% with a minimum annual rate of 5.0% and a maximum annual rate of 7% (based on the original issue price). All Preferred shares outstanding on December 1, 2012 will be redeemed by the Company on that date. For accounting purposes, the Preferred shares have been presented as liabilities in the financial statements in accordance with Section 3861 of the CICA Handbook.

Preferred shares trade under the symbol "PDV.PR.A" on the Toronto Stock Exchange (TSX). Preferred shares trading price on the TSX was \$10.43 as at November 30, 2007 (November 30, 2006 - \$11.42). Preferred shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last day of each month. Shareholders who concurrently retract a Preferred share and a Class A share (together, a "unit") in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit on the last day of April. Preferred shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. The net asset value per unit as at November 30, 2007 was \$25.42 (November 30, 2006 - \$24.64). 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.

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

### 4. Class A shares and Class B shares

#### Authorized

An unlimited number of Class A shares

1,000 Class B shares

	November 30, 2007	November 30, 2006
<u>Issued and outstanding</u>		
2,325,300 Class A shares (2006- 2,385,500)	\$31,604,703	\$32,422,921
1,000 Class B shares	\$1,000	\$1,000
	<u>\$31,605,703</u>	<u>\$32,423,921</u>
Class A share transactions	<b>2007</b>	<b>2006</b>
Beginning of year	2,385,500	2,200,000
Issued during the year	-	200,000
Redemptions during the year	(60,200)	(14,500)
End of year	<u>2,325,300</u>	<u>2,385,500</u>

# Prime Dividend Corp.

## Notes to Financial Statements

For the years ended November 30, 2007 and 2006

Class A shares were issued at \$15 per share. Class A distributions are regular floating rate monthly cash distributions targeted to be at a rate per annum equal to the Prime Rate in Canada plus 2.0% with a minimum targeted annual rate of 5% and a maximum targeted annual rate of 10% (based on the original issue price). All Class A shares outstanding on December 1, 2012 will be redeemed by the Company on that date.

Class A shares trade under the symbol "PDV" on the Toronto Stock Exchange (TSX). Class A shares trading price on the TSX was \$13.67 as at November 30, 2007 (November 30, 2006 - \$14.05). Class A shares may be surrendered at any time for retraction at specified retraction amounts, but will be retracted only on the last day of each month. Shareholders who concurrently retract a Class A share and a Preferred share (together, a "unit") in the month of April in each year will be entitled to receive an amount equal to the net asset value per unit on the last day of April. Class A shares retracted in any other month will receive a retraction price based on a discounted specified retraction formula. The net asset value per unit as at November 30, 2007 was \$25.42 (November 30, 2006 - \$24.64). 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.

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 Quadravest Capital Management Inc., the Company's investment manager, for cash consideration of \$1,000.

### 5. Expenses

The Company is responsible for all expenses incurred in connection with the operation and administration of the Company, including, but not limited to, ongoing custodian, transfer agent, legal and audit expenses.

Pursuant to the administration agreement, the Manager is entitled to an administration fee payable monthly in arrears at an annual rate of 0.20% of the net assets of the Fund, which includes the outstanding Preferred shares, calculated as at each monthly valuation date and an amount equal to the service fee payable to dealers on the Class A Shares at a rate of 0.50% per annum.

Pursuant to the terms of the investment management agreement, Quadravest is entitled to a base management fee payable in arrears at an annual rate equal to 0.65% of the net assets of the Company, which includes the outstanding Preferred shares, calculated as at each monthly 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 \$519,828 (2006- \$488,652) incurred during the year include the administration fee and base management fee.



# Prime Dividend Corp.

## Notes to Financial Statements

For the years ended November 30, 2007 and 2006

### 5. Expenses (continued)

The brokerage commissions paid during the year by the Company for its portfolio transactions were \$25,852 (2006- \$28,043).

### 6. Distributions

The Company's investment objectives are to provide floating monthly distributions to both the Preferred and Class A shareholders while returning the original issue price to each shareholder on the termination date of the Company on December 1, 2012.

Distributions per share were as follows:

	November 30, 2007	November 30, 2006
Preferred shares	\$0.6854	\$0.6662
Class A shares	\$1.2156	\$1.15

### 7. Income Taxes

The Company is a mutual fund corporation as defined in the Income Tax Act (Canada) (the Act) and is subject to tax in respect of its net realized capital gains. This tax is refundable in certain circumstances. Also, the Company is generally subject to a tax of 33-1/3% under Part IV of the Act on taxable dividends received in the year. This tax is fully refundable upon payment of sufficient dividends.

The Company is also a financial intermediary corporation as defined in the Act and, as such, is not subject to tax under Part IV.1 of the Act on dividends received nor is it generally liable to tax under Part VI.1 on dividends paid on taxable preferred shares.

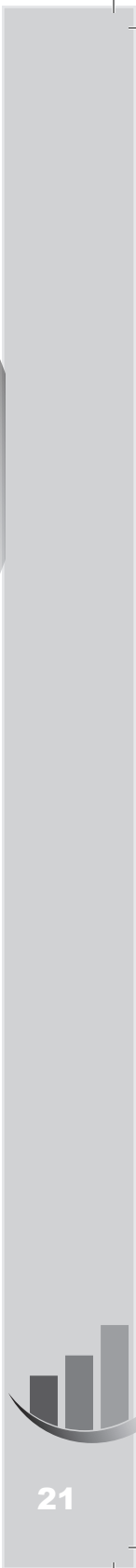
### 8. Financial instruments and risk management

The fair values of the Company's assets and liabilities are affected by changes in interest rates and equity markets. The Company manages these risks through the use of various risk limits and trading strategies.

### 9. Comparative Financial Statements

Certain 2006 comparative figures have been reclassified from statements previously presented to conform to the presentation of the 2007 financial statements.

# Notes



## Quadravest Capital Management Inc.

Quadravest Capital Management Inc. was formed in 1997 and is focused on the creation and management of enhanced yield products for retail investors. The investment strategy combines fundamental based equity investing with covered call writing. Guided by four key principles, Quadravest sets attainable investment objectives that allow the team to stay focused on a long-term investment strategy.

The four principles – innovation in financial products, discipline in investment management, solid results for investors, and excellence in client service – form the foundation of Quadravest. Each member of the firm's tight-knit team is committed to upholding these principles, ensuring a coherence and dedication that is unique to the Company.

Quadravest has raised over \$2.5 billion in initial public offerings.

### Board of Directors

Wayne Finch,  
Chairman and  
Chief Investment Officer

Peter Cruickshank,  
Managing Director and  
Chief Financial Officer

Laura Johnson,  
Managing Director and  
Portfolio Manager

William Thornhill,  
President, William C.  
Thornhill Consulting Inc.

Michael W. Sharp  
Blake, Cassels & Graydon LLP

John Steep  
President, S Factor Consulting Inc.

### Corporate Details

#### Auditors

PricewaterhouseCoopers LLP  
77 King Street West, P.O. Box 82  
Toronto, Ontario M5K 1G8

#### Transfer Agent

Computershare  
100 University Avenue  
Toronto, Ontario M5J 2Y1

#### Legal Counsel

Blake, Cassels & Graydon LLP  
Commerce Court West  
Toronto, Ontario M5L 1A9

#### Custodian

RBC Dexia  
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