

May 31 Prime Dividend Corp.

2007 *Semi-Annual Report (unaudited)*



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.

Semi-Annual Management Report of Fund Performance

May 31, 2007

This is the **Semi-Annual Management Report of Fund Performance (MRFP)** for the period ended May 31, 2007. This MRFP contains financial highlights but does not contain the complete financial statements of the Company. The semi-annual financial statements and accompanying notes are attached to this report.

Investors may also obtain a copy of the Company's proxy voting policies and procedures, proxy voting disclosure record, or quarterly portfolio disclosure by visiting our website at www.primedividend.com or by writing to the Company at Investor Relations, 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 or 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 Income Fund
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 offers 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 7.0% 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 2.0%, with a minimum targeted annual rate of 5.0% 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, 2007.

Results of Operations

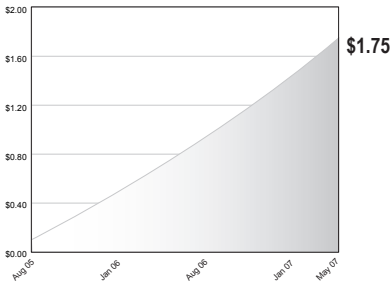
Distributions to both Class A shareholders and Preferred shareholders were made at the Canadian prime rate plus formula as outlined above in the Investment Objectives section. The Canadian prime rate remained stable at 6.00% during the period. The net asset value per unit increased by \$1.99 to \$26.63 (after all distributions paid) during the period. As at May 31, 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 period include 6 distributions at the targeted rate for a total of \$0.60 per share.

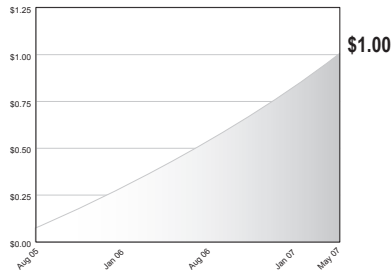
Cumulative Distributions since inception



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 period include 6 distributions at the targeted rate for a total of \$0.3375 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 semi-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

None

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 \$262,603 paid for the period ended May 31, 2007 include the base management fee and the administration fee. The base management fee was used by the Investment Manager to pay costs associated with 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 regulatory reporting requirements.

Summary of Investment Portfolio

All holdings as at May 31, 2007

Canadian Imperial Bank of Commerce	11.6	%
AGF Management Ltd.	11.5	%
TransAlta Corporation	8.1	%
Toronto-Dominion Bank	6.8	%
TSX Group Inc.	6.7	%
BCE Inc.	6.7	%
TransCanada Corp.	6.0	%
Bank of Montreal	5.1	%
National Bank of Canada	5.0	%
IGM Financial Inc.	5.0	%
Manulife Financial Corporation	4.8	%
Power Financial Corp.	4.8	%
CI Financial Income Fund	4.2	%
Sun Life Financial Inc.	3.5	%
Great-West Lifeco Inc.	2.9	%
Royal Bank of Canada	2.9	%
Bank of Nova Scotia	2.5	%
Total long positions as a percentage of net assets	98.1	%
Other net assets	1.9	%

The summary of investment portfolio may change due to ongoing portfolio transactions of the investment fund. 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. This information is derived from the Company's semi-annual (unaudited) and audited annual financial statements.

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

	Six months ended	Periods ended Nov 30	
	May 31, 2007	2006	2005 ⁽²⁾
Net asset value per unit, beginning of year ⁽¹⁾	24.64	23.90	23.57 ⁽³⁾
Increase (decrease) from operations			
Total revenue	0.38	0.72	0.01
Total expenses	(0.14)	(0.34)	(0.05)
Realized gains for the period	0.91	0.52	-
Unrealized gains for the period	1.81	1.66	0.37
Total increase from operations ⁽⁴⁾	<u>2.96</u>	<u>2.56</u>	<u>0.33</u>
Distributions			
Taxable Dividends	(0.34)	(1.22)	-
Capital gains	(0.60)	(0.60)	-
Total distributions	<u>(0.94)</u>	<u>(1.82)</u>	<u>-</u>
Net asset value per unit at end of period	<u>26.63</u>	<u>24.64</u>	<u>23.90</u>
Net asset value per Preferred share	10.00	10.00	10.00
Net asset value per Class A share	<u>16.63</u>	<u>14.64</u>	<u>13.90</u>
Net asset value per unit at end of period	<u>26.63</u>	<u>24.64</u>	<u>23.90</u>

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

⁽²⁾ Initial period was from November 16, 2005 to November 30, 2005

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

⁽⁴⁾ Total increase (decrease) from operations is before the payment of Preferred and Class A share distributions and is calculated based on the weighted average number of units outstanding during the period

⁽⁵⁾ Distributions are to Preferred shares and Class A shares are based on the number of Preferred shares and Class A shares outstanding on the record date for each distribution and were paid in cash. Characterization of distributions is based on the tax treatment that is received by investors.

Ratios And Supplemental Data

	Six months ended May 31, 2007	Periods ended Nov 30	
		2006	2005 ⁽¹⁾
Net assets (millions)	\$61.9	\$58.8	\$52.6
Number of units outstanding ⁽²⁾	2,325,300	2,385,500	2,200,000
Base Management expense ratio excluding one time initial offering expenses ⁽³⁾	1.07%	1.42%	N/A ⁽³⁾
Management expense ratio including one time initial offering expenses ⁽⁴⁾	1.07%	1.84%	N/A ⁽³⁾
Portfolio turnover rate ⁽⁵⁾	29.9%	18.2%	0.0%
Trading expense ratio ⁽⁶⁾	0.03%	0.05%	0.06%
Closing market price (TSX): Preferred shares	\$11.11	\$11.42	\$11.00
Closing market price (TSX): Class A shares	\$13.85	\$14.05	\$14.50

⁽¹⁾ Results for the period November 16, 2005 (inception) to November 30, 2005

⁽²⁾ This information is at May 31 or November 30 as applicable

⁽³⁾ A separate base management expense ratio has been presented to reflect the normal operating expenses of the Company excluding the one time initial offering expenses. Management expense ratio is based on total expenses for the stated period and is expressed as an annualized percentage of average net assets during the period. The Company had only been in operation for 14 days in fiscal 2005 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

⁽⁴⁾ Share issue expenses, representing all Agents' fees and other offering expenses are one time initial expenses connected with the launch of the Company

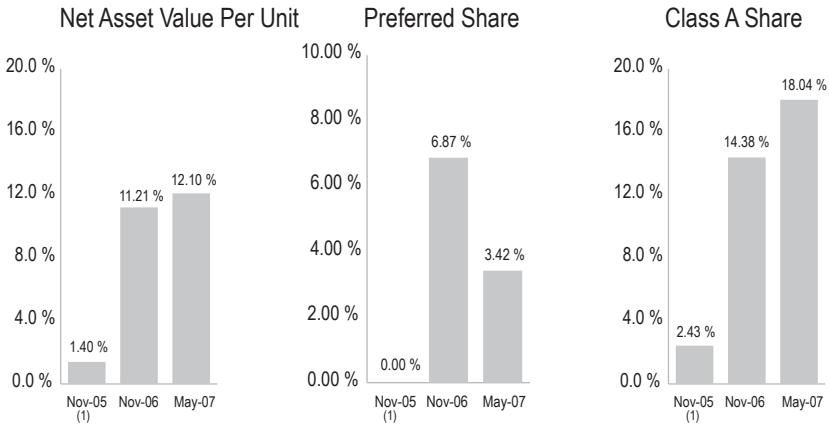
⁽⁵⁾ The Company's portfolio turnover rate indicates how actively the Company's portfolio advisor manages its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Company buying and selling all of the securities in its portfolio once in the course of the year. The Company employs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

⁽⁶⁾ 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 six month period ended May 31 and for each 12 month period ended November 30 since inception are presented in the bar charts below. In respect to the charts displayed below, please note the following:

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



⁽¹⁾ Based on initial period from November 16, 2005 to November 30, 2005

Prime Dividend Corp.

Management's Responsibility for Financial Reporting

The financial statements of Prime Dividend Corp. (the "Company") and all the information in this semi-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's independent auditors have not performed a review of these semi annual financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants.

Prime Dividend Corp.

Statement of Financial Position

As at May 31, 2007 (unaudited) and November 30, 2006 (audited)

	May 31, 2007	November 30, 2006
Assets	(\$)	(\$)
Investments* - at fair value (note 2)	60,687,098	57,983,010
Cash	1,584,211	1,155,111
Interest, dividends and other receivables	103,212	107,655
Total Assets	<u>62,374,521</u>	<u>59,245,776</u>
Liabilities		
Fees and other accounts payable	98,295	95,756
Dividends payable	363,328	372,734
Preferred shares (note 3)	23,253,000	23,855,000
	<u>23,714,623</u>	<u>24,323,490</u>
Shareholders' Equity		
Class A and Class B shares (note 4)	31,426,579	32,412,055
Retained earnings	7,233,319	2,510,231
	<u>38,659,898</u>	<u>34,922,286</u>
Total Liabilities & Shareholders' Equity	<u>62,374,521</u>	<u>59,245,776</u>
*cost \$51,717,273 (May 31, 2007);		
\$53,225,653 (November 30, 2006)		
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)	\$26.63	\$24.64
Net asset value per Preferred share (GAAP)(note 2)	\$10.00	\$10.00
Net asset value per Class A share (GAAP)(note 2)	\$16.63	\$14.64
Net asset value per unit (Transactional) (note 2)	\$26.64	\$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

Prime Dividend Corp.

Statement of Operations and Retained Earnings

For the six month period ended May 31 (unaudited)

	2007 (\$)	2006 (\$)
Income		
Dividends	900,039	770,802
Interest	4,567	11,685
	<u>904,606</u>	<u>782,487</u>
Expenses (note 5)		
Management fees	262,603	143,633
Service fees	94,282	59,945
Audit fees	8,500	-
Directors' fees	15,043	15,372
Custodian fees	14,633	12,368
Legal fees	10,249	8,449
Shareholder reporting costs	2,391	11,187
Other operating expenses	(93,853)	30,593
Capital tax	-	5,926
Goods and services tax	13,324	15,512
	<u>327,172</u>	<u>302,985</u>
Net investment income before distributions on Preferred shares	577,434	479,502
Distributions on Preferred shares (note 3 and 6)	(801,720)	(788,143)
Net investment loss for the period	(224,286)	(308,641)
Realized and unrealized gain on investments and options and transaction costs		
Net realized gain on investments and options	2,180,549	389,521
Change in unrealized appreciation (depreciation) of investments	4,309,263	(518,502)
Transaction costs on purchase and sale of investments (note 2)	(21,353)	-
Net gain (loss) on investments and options for the period	6,468,459	(128,981)
Increase (decrease) in net assets from operations for the period	6,244,173	(437,622)
Retained earnings - Beginning of period	2,510,231	720,490
Transitional adjustment for new accounting policy (note 2)	(95,805)	-
Distributions on Class A shares (note 4 and 6)	(1,425,280)	(1,318,619)
Retained earnings - End of period	7,233,319	(1,035,751)
Increase (decrease) in net assets from operations per Class A share	2.63	(0.18)

Prime Dividend Corp.

Statement of Changes in Shareholders' Equity

For the six month period ended May 31 (unaudited)

	2007 (\$)	2006 (\$)
Shareholders' equity - Beginning of period	34,922,286	30,581,490
Transitional adjustment on adopting new accounting pronouncement (note 2)	(95,805)	-
Adjusted Shareholders' equity - Beginning of period	34,826,481	30,581,490
Increase (decrease) in net assets from operations for the period	6,244,173	(437,622)
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
Redemptions of Class A shares	(985,476)	(208,945)
Distributions on Class A shares		
From net realized gains	(1,425,280)	(80,881)
From return of capital	-	(1,237,738)
	(1,425,280)	(1,318,619)
Increase in net assets for the period	3,833,417	794,814
Shareholders' equity - End of period	38,659,898	31,376,304

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

Prime Dividend Corp.

Statement of Cash Flow

For the six month period ended May 31 (unaudited)

	2007	2006
Cash flow from Operating activities	(\$)	(\$)
Net investment loss for the period	(224,286)	(308,641)
Proceeds from sale of investments	17,322,530	4,138,849
Purchase of investments	(13,653,966)	(19,320,505)
Net change in receivable balances	4,443	(75,888)
Net change in payable balances	(6,867)	(5,877,059)
Cash flow from operations	3,441,854	(21,443,244)
Cash flow from Shareholder activities		
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)
Distribution on Class A shares	(1,425,280)	(1,318,619)
Cash flow from Shareholder activities	(3,012,754)	3,087,436
Net increase (decrease) in cash for the period	429,100	(18,355,808)
Cash, beginning of period	1,155,111	20,932,404
Cash, end of period	<u>1,584,211</u>	<u>2,576,596</u>

Prime Dividend Corp.

Statement of Portfolio Investments

As at May 31, 2007

No. of shares	Description	Average cost/ (Premiums received) (\$)	Market value(\$)
Canadian Core Common Equities			
194,100	AGF Management Ltd.	4,048,887	7,148,703
44,000	Bank of Montreal	2,852,004	3,131,040
28,800	Bank of Nova Scotia	1,348,801	1,549,440
105,225	BCE Inc.	2,828,302	4,152,179
70,000	Canadian Imperial Bank of Commerce	6,869,362	7,186,200
87,700	CI Financial Income Fund	2,654,679	2,586,273
51,000	Great-West Lifeco Inc.	1,493,699	1,791,630
57,600	IGM Financial Inc.	2,559,682	3,084,480
75,000	Manulife Financial Corporation	2,744,375	2,989,500
47,700	National Bank of Canada	3,014,053	3,102,408
72,800	Power Financial Corp.	2,382,418	2,986,256
30,500	Royal Bank of Canada	1,522,932	1,777,235
42,800	Sun Life Financial Inc.	1,994,523	2,161,400
57,200	Toronto-Dominion Bank	3,417,152	4,221,932
176,900	TransAlta Corporation	4,244,960	5,008,039
95,100	TransCanada Corp.	3,416,557	3,731,723
98,400	TSX Group Inc.	4,430,992	4,172,160
Total Canadian Core Common Equities (100.2%)		<u>51,823,378</u>	<u>60,780,598</u>
No. of shares Call Options written (100 shares per contract)			
contracts Canadian call options written			
(100)	Bank of Montreal, June 2007 @ \$70	(5,000)	(16,500)
(150)	Bank of Nova Scotia, July 2007 @ \$54	(13,200)	(14,250)
(200)	Canadian Imperial Bank of Commerce, June 2007 @ \$105	(16,600)	(9,000)
(200)	Canadian Imperial Bank of Commerce, June 2007 @ \$110	(5,600)	(1,000)
(200)	Manulife Financial Corp., June 2007 @ \$40	(6,800)	(10,000)
(200)	National Bank of Canada, June 2007 @ \$64	(21,200)	(29,000)
(100)	Royal Bank of Canada, July 2007 @ \$62	(5,800)	(2,500)
(150)	Sunlife Financial Corporation, June 2007 @ \$52	(4,200)	(3,000)
(150)	Toronto-Dominion Bank, July 2007 @ \$76	(11,325)	(8,250)
Total Canadian call options written (-0.2%)		<u>(89,725)</u>	<u>(93,500)</u>
		51,733,653	60,687,098
less adjustment for transaction costs		<u>(16,380)</u>	-
Total Investments (100%)		<u>51,717,273</u>	<u>60,687,098</u>

The Statement of Portfolio Investments is at May 31, 2007 and may or may not be indicative of the current portfolio.

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

Prime Dividend Corp.

Notes to Financial Statements

For the six month period ended May 31, 2007 and 2006 (unaudited)

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. 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, 2007, 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 in the financial reporting periods in the one year period ending September 30, 2007. The Company has applied this change on a prospective 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
May 31, 2007	61,912,898	25,686	61,938,584
	GAAP NAV per unit	Difference	Transactional NAV per unit
May 31, 2007	26.63	.01	26.64

Prime Dividend Corp.

Notes to Financial Statements

For the six month period ended May 31, 2007 and 2006 (unaudited)

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 May 31, 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 period, 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 market values as reported on recognized exchanges. Over the counter options are valued using an appropriate valuation model.

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.



Prime Dividend Corp.

Notes to Financial Statements

For the six month period ended May 31, 2007 and 2006 (unaudited)

3. Preferred shares

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

<u>Issued and outstanding</u>	May 31, 2007	May 31, 2006
2,325,300 Preferred shares (2006- 2,385,500)	<u>\$23,253,000</u>	<u>\$23,855,000</u>
<u>Preferred share transactions</u>		
Beginning of period	2,385,500	2,200,000
Issued during the period	-	200,000
Redemptions during the period	<u>(60,200)</u>	<u>(14,500)</u>
End of period	2,325,300	2,385,500

On November 16, 2005, 2,200,000 Preferred Shares were issued at \$10 per share. An additional 200,000 Preferred shares were issued on December 1, 2005 for proceeds of 2,000,000.

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 \$11.11 as at May 31, 2007 (\$11.34 - May 31, 2006). 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 transactional 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. 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

<u>Issued and outstanding</u>	May 31, 2007	May 31, 2006
2,325,300 Class A shares (2006- 2,385,500)	\$31,425,579	\$32,411,055
1,000 Class B shares	<u>\$1,000</u>	<u>\$1,000</u>
	<u>\$31,426,579</u>	<u>\$32,412,055</u>

Prime Dividend Corp.

Notes to Financial Statements

For the six month period ended May 31, 2007 and 2006 (unaudited)

4. Class A shares and Class B shares (continued)

<u>Class A share transactions</u>	May 31, 2007	May 31, 2006
Beginning of period	2,385,500	2,200,000
Issued during the period	-	200,000
Redemptions during the period	(60,200)	(14,500)
End of period	<u>2,325,300</u>	<u>2,385,500</u>

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 \$13.85 as at May 31, 2007 (\$12.08 - May 31, 2006). 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 transactional 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. 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 transactional net asset value per unit less \$10 (the redemption value of the Preferred shares).

On November 16, 2005, the Company issued 2,200,000 Class A shares for a gross proceeds of \$33,000,000. Agents' fees of \$2,640,000 and filing costs of \$500,000 were incurred in connection with this offering. An additional 200,000 Class A shares were issued on December 1, 2005 for gross proceeds of \$3,000,000. Agents fees of \$240,000 were incurred in connection with this offering.

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

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 transactional 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.

Prime Dividend Corp.

Notes to Financial Statements

For the six month period ended May 31, 2007 and 2006 (unaudited)

5. Expenses (continued)

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 transactional 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 \$262,603 (\$143,633 - 2006), incurred during the period, include the administration fee and base management fee.

The brokerage commissions paid during the period by the Company for its portfolio transactions were \$21,353 (\$19,431 - 2006).

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:

	May 31, 2007	May 31, 2006
Preferred shares	\$0.3375	\$0.3287
Class A shares	\$0.60	\$0.5500

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.

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
Consultant

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