Premium Income Corporation

Annual Report 2018

strathbridge
ASSET MANAGEMENT

Letter to Shareholders

We are pleased to present the 2018 annual report containing the management report of fund performance and the audited financial statements of Premium Income Corporation (the "Fund").

After providing strong returns the previous two fiscal years ended October 31st, the S&P/TSX Composite Index was on its way to generating a third consecutive year of positive performance until October struck, and the index declined 6.3 percent for the month to end the year down 3.4 percent. Most global equity markets declined mid to high single digits in October due to various concerns such as trade wars, a hawkish U.S. Federal Reserve, a moderating Chinese economy, emerging market volatility, as well as rising inflation. Geopolitical risks were also heightened during the period involving countries such as Saudi Arabia, Iran, Korea and Russia. The Canadian banks were not immune to the general market weakness in October and declined significantly to end the year with a total return of negative 0.9 percent, outperforming the broader market. The banks within the portfolio produced varying returns during the period with the Canadian Imperial Bank of Commerce leading the way up 4.7 percent, while The Bank of Nova Scotia lagged the group considerably, with total return of negative 11.5 percent.

For the year ended October 31, 2018, the total return of the Fund, including reinvestment of distributions, was negative 3.2 percent. The Fund paid cash distributions of $0.86250 per Preferred share and $0.81276 per Class A share during the period. The net asset value of the Fund decreased 10.2 percent from $23.18 per Unit as at October 31, 2017 to $20.81 per Unit as at October 31, 2018. The net realized gain on options attributable to Strathbridge Selective Overwriting strategy (see "The Fund") was $0.15 per Unit for the year as compared to a net realized gain on options of $0.11 per Unit in the prior year. For a more detailed review of the operations of the Fund, please see the Results of Operations and the Portfolio Manager Report sections.

We thank all shareholders for their continued support and encourage shareholders to review the detailed information contained within the annual report.

John P. Mulvihill
Chairman & CEO
Strathbridge Asset Management Inc.

The Fund

The Fund is a split share corporation designed to provide Preferred shareholders with cumulative preferential quarterly cash distributions of $0.215625 per share, to provide Class A shareholders with quarterly cash distributions of $0.20319 per share and to return the original issue price to holders of both Preferred shares and Class A shares upon windup of the Fund. A Unit of the Fund consists of one Preferred share and one Class A share. Once the net asset value ("NAV") per Unit exceeds $25.00, the Class A share distribution will vary based on 8.0 percent per annum of the NAV of the Class A share. The shares are listed on the Toronto Stock Exchange under the ticker symbols PIC.PR.A for the Preferred shares and PIC.A for the Class A shares.

To accomplish its objectives, the Fund invests at least 75 percent of its NAV in common shares of the Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, Royal Bank of Canada and The Toronto-Dominion Bank (collectively, the "Banks") and may also invest up to 25 percent of its NAV in common shares of National Bank of Canada. In addition, the Fund may purchase public investment funds including exchange-traded funds and other Strathbridge Funds (provided that no more than 15 percent of the NAV of the Fund may be invested in securities of other Strathbridge Funds) that provide exposure to such common shares.

The Fund employs a proprietary investment strategy, Strathbridge Selective Overwriting ("SSO"), to enhance the income generated by the portfolio and to reduce volatility. In addition, the Fund may write cash covered put options in respect of securities in which it is permitted to invest.

The SSO strategy is a quantitative, technical based methodology that identifies appropriate times to write and/or close out option positions compared to writing continuously and rolling options every thirty days. This proprietary process has been developed over many years through various market cycles. The Manager believes the primary benefit to investors is to maximize the total return of the Fund while reducing the level of volatility of the portfolio, thereby increasing the risk-adjusted return.

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Management Report of Fund Performance

This annual management report of fund performance contains the financial highlights for the year ended October 31, 2018 of Premium Income Corporation (the "Fund"). The annual financial statements of the Fund are attached.

Copies of the Fund's proxy voting policies and procedures, proxy voting disclosure record and quarterly portfolio disclosure may be obtained by calling 1-800-725-7172 toll free, by writing to the Fund at Investor Relations, 121 King Street West, Suite 2600, P.O. Box 113, Toronto, Ontario, M5H 3T9, by email at info@strathbridge.com or by visiting our website at www.strathbridge.com. You can also request semi-annual or annual reports at no cost by using one of the above methods.

Investment Objectives and Strategies

The Fund's investment objectives are to:

(1) provide Preferred shareholders with cumulative preferential quarterly cash distributions of $0.215625 per share,

(2) provide Class A shareholders with quarterly cash distributions of $0.20319 per share, and

(3) return the original issue price to holders of both Preferred shares and Class A shares upon windup of the Fund.

Once the net asset value ("NAV") per Unit exceeds $25.00, the Class A share distribution will be based on 8.0 percent per annum of the NAV of the Class A share.

To accomplish its objectives, the Fund invests at least 75 percent of its NAV in common shares of the Bank of Montreal, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, Royal Bank of Canada and The Toronto-Dominion Bank (collectively, the "Banks") and may also invest up to 25 percent of its NAV in common shares of National Bank of Canada. In addition, the Fund may purchase public investment funds including exchange-traded funds and other Strathbridge Funds (provided that no more than 15 percent of the NAV of the Fund may be invested in securities of other Strathbridge Funds) that provide exposure to such common shares.

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The SSO strategy is a quantitative, technical based methodology that identifies appropriate times to write and/or close out option positions compared to writing continuously and rolling options every thirty days. This proprietary process has been developed over many years through various market cycles. The Manager believes the primary benefit to investors is to maximize the total return of the Fund while reducing the level of volatility of the portfolio, thereby increasing the risk-adjusted return.

Risk

Risks associated with an investment in the securities of the Fund are discussed in the Fund's 2018 annual information form, which is available on the Fund's website at www.strathbridge.com or on SEDAR at www.sedar.com. There were no changes to the Fund over the year that materially affected the risks associated with an investment in the securities of the Fund.

Results of Operations

Distributions

For the year ended October 31, 2018, cash distributions of $0.86 per Preferred share and $0.81 per Class A share were paid to respective shareholders, unchanged from last year. Since the inception of the Fund in October 1996, the Fund has paid total cash distributions of $19.19 per Preferred share and $24.60 per Class A share.

Revenue and Expenses

The Fund's total revenue was $0.87 per Unit for the year ended October 31, 2018, up $0.01 per Unit from the prior year. Total expenses were $0.29 per Unit compared to $0.28 per Unit in the prior year. The Fund had a net realized and unrealized loss of $1.27 per Unit in 2018 as compared to a net realized and unrealized gain of $3.27 per Unit in the prior year.

Net Asset Value

The net asset value of the Fund decreased 10.2 percent from $23.18 per Unit at October 31, 2017 to $20.81 per Unit at October 31, 2018. The aggregate net asset value of the Fund decreased $38.74 million, from $246.78 million at October 31, 2017 to $208.04 million at October 31, 2018, reflecting an operating loss of $6.97 million, cash distributions of $16.75 million to Preferred and Class A shareholders and retractions of $15.02 million during the period.

Recent Developments

In connection with the extension of the term of the Fund to November 1, 2024, holders of Preferred shares and Class A shares had a special retraction right to permit holders of such securities to retract such shares on November 1, 2017 on the terms on which such shares would have been redeemed had the term of the Fund not been extended. On November 13, 2017, 649,075 Preferred shares and 649,075 Class A shares were redeemed for $9,736,125 and $5,285,677 respectively.

On October 25, 2018, the Fund announced that it was undertaking an overnight treasury offering of Preferred shares and Class A shares and the sales period for the overnight offering ending at 9:00 am EST October 26, 2018. The Preferred shares were offered at a price of $15.00 per Preferred share to yield 5.75 percent and the Class A shares were offered at an indicative price of $6.60 per Class A share to yield 12.3 percent. The trading price on the Toronto Stock Exchange (“TSX”) for each of the Preferred shares and Class A shares as at 2:00 pm EST on October 25, 2018 was $15.34 and $6.78, respectively.

On October 26, 2018, the Fund filed a prospectus supplement and together with the short form base shelf prospectus dated August 8, 2018 qualified the distribution of up to 795,000 Preferred shares and up to 795,000 Class A shares. The offering closed on November 2, 2018 with a treasury offering of 795,000 Class A shares and 795,000 Preferred shares for gross proceeds of $17.2 million.

Related Party Transactions

Strathbridge Asset Management Inc. (“Strathbridge”), as the Investment Manager of the Fund, manages the Fund’s investment portfolio in a manner consistent with the investment objectives, strategy and criteria of the Fund pursuant to an Investment Management Agreement made between the Fund and Strathbridge dated October 17, 1996 and amended as of October 8, 2010.

Strathbridge is the Manager of the Fund pursuant to a Management Agreement made between the Fund and Strathbridge dated October 17, 1996 and amended as of October 8, 2010. As such, Strathbridge is responsible for providing or arranging for required administrative services to the Fund.

Strathbridge is paid the fees described under the Management Fees section of this report.

During the year, no recommendations or approvals were required to be sought from the Independent Review Committee (“IRC”) concerning related party transactions.

Independent Review Committee

National Instrument 81-107 - Independent Review Committee for Investment Funds (“NI 81-107”) requires all publicly offered investment funds to establish an IRC to whom the Manager must refer conflict of interest matters for review or approval. NI 81-107 also imposes obligations upon the Manager to establish written policies and procedures for dealing with conflict of interest matters, maintaining records in respect of these matters and providing assistance to the IRC in carrying out its functions. The Chief Compliance Officer, designated by the Manager, is in charge of facilitating the fulfillment of these obligations.

The IRC will prepare, for each financial year, a report to securityholders that describes the IRC and its activities during such financial year and includes, if known, a description of each instance when the Manager acted in a conflict of interest matter for which the IRC did not give a positive recommendation or for which a condition, imposed by the IRC, was not met in its recommendation or approval. Members of the IRC are Robert W. Korthals, Michael M. Koerner and Robert G. Bertram.

Financial Highlights

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 past five years. This information is derived from the Fund's audited annual financial statements.

Years ended October 31	**2018**	2017	2016	2015	2014
NET ASSETS PER UNIT					
Net Assets, beginning of year[1]	**$ 23.18**	$ 21.00	$ 20.79	$ 23.60	$ 21.95
INCREASE (DECREASE) FROM OPERATIONS					
Total revenue	**0.87**	0.86	0.86	0.87	0.92
Total expenses	**(0.29)**	(0.28)	(0.26)	(0.28)	(0.28)
Realized gain (loss) for the period	**1.90**	1.56	0.27	0.44	2.40
Unrealized gain (loss) for the period	**(3.17)**	1.71	1.02	(2.14)	0.29
Total Increase (Decrease) from Operations[2]	(0.69)	3.85	1.89	(1.11)	3.33
DISTRIBUTIONS					
Preferred Share					
From net investment income	**(0.86)**	(0.86)	(0.82)	(0.86)	(0.86)
Non-taxable distributions	–	–	(0.04)	–	–
Total Preferred Share Distributions	**(0.86)**	(0.86)	(0.86)	(0.86)	(0.86)
Class A Share					
From net investment income	–	(0.01)	–	–	–
Non-taxable distributions	**(0.81)**	(0.80)	(0.81)	(0.81)	(0.81)
Total Class A Share Distributions	**(0.81)**	(0.81)	(0.81)	(0.81)	(0.81)
Total Annual Distributions[3]	**(1.67)**	(1.67)	(1.67)	(1.67)	(1.67)
Net Assets, as at October 31[1]	**$ 20.81**	$ 23.18	$ 21.00	$ 20.79	$ 23.60

(1) All per Unit figures presented are derived from the Fund's audited financial statements for the years ended October 31. Net assets per Unit is the difference between the aggregate value of the assets and the aggregate value of the liabilities, divided by the number of Units then outstanding.

(2) Total increase (decrease) from operations consists of interest and dividend revenue, realized and unrealized gain (loss), less expenses, excluding Preferred share distributions, and is calculated based on the weighted average number of Units outstanding during the year. The schedule is not intended to total to the ending net assets as calculations are based on the weighted average number of Units outstanding during the year.

(3) Distributions to shareholders are based on the number of shares outstanding on the record date for each distribution.

Financial Highlights

Years ended October 31	2018	2017	2016	2015	2014
RATIOS/SUPPLEMENTAL DATA					
Net Asset Value, excluding the Redeemable Preferred Share liability ($millions)(1)	**$ 208.04**	$ 246.78	$ 223.58	$ 221.40	$ 230.08
Net Asset Value ($millions)(1)	**$ 58.12**	$ 87.12	$ 63.92	$ 61.67	$ 83.84
Number of Units outstanding(1)	**9,995,191**	10,644,266	10,644,266	10,648,942	9,749,268
Management expense ratio(2)	**1.21%**	1.19%	1.19%	1.22%	1.16%
Portfolio turnover rate(3)	**79.97%**	81.74%	144.19%	86.47%	83.84%
Trading expense ratio(4)	**0.09%**	0.06%	0.11%	0.05%	0.04%
Net Asset Value per Unit(5)	**$ 20.81**	$ 23.18	$ 21.00	$ 20.79	$ 23.60
Closing market price - Preferred	**$ 15.00**	$ 15.20	$ 15.13	$ 15.14	$ 15.60
Closing market price - Class A	**$ 6.35**	$ 7.73	$ 5.81	$ 6.13	$ 8.31

(1) This information is provided as at October 31. One Unit consists of one Preferred share and one Class A share.

(2) The management expense ratio ("MER") is the sum of all fees and expenses for the stated period, including harmonized sales tax but excluding transaction fees and Preferred share distributions, divided by the average net asset value excluding the Redeemable Preferred Share liability. The MER for 2015 includes the special resolution expense. The MER for 2015 excluding the special resolution expense is 1.18%. The MER, including Preferred share distributions, is 5.04%, 5.07%, 5.43%, 5.19%, and 4.92% for 2018, 2017, 2016, 2015, and 2014 respectively.

(3) Portfolio turnover rate is calculated based on the lesser of purchases or sales of investments, excluding short-term investments, divided by the average value of the portfolio securities. The Fund employs an option overlay strategy which can result in higher portfolio turnover by virtue of option exercises, when compared to a conventional equity mutual fund.

(4) Trading expense ratio represents total commissions expressed as a percentage of the daily average net asset value during the year.

(5) Net Asset Value per Unit is the difference between the aggregate value of the assets including the valuation of securities at closing prices and the aggregate value of the liabilities excluding the Redeemable Preferred Share liability, divided by the number of Units then outstanding.

Management Fees

Strathbridge, as the Investment Manager of the Fund, is entitled to fees under the Investment Management Agreement calculated monthly as 1/12 of 0.80 percent of the net asset value of the Fund at each month end. Services received under the Investment Management Agreement include the making of all investment decisions and writing of covered call options in accordance with the investment objectives, strategy and criteria of the Fund. Strathbridge also makes all decisions as to the purchase and sale of securities in the Fund's portfolio and as to the execution of all portfolio and other transactions.

Strathbridge, as the Manager of the Fund, is entitled to fees under the Management Agreement calculated monthly as 1/12 of 0.10 percent of the net asset value of the Fund at each month end. Services received under the Management Agreement include providing or arranging for required administrative services to the Fund.

Past Performance

The following chart sets out the Fund's year-by-year past performance. It is important to note that the:

(1) information shown assumes that all distributions made by the Fund during these periods were reinvested in Units of the Fund,

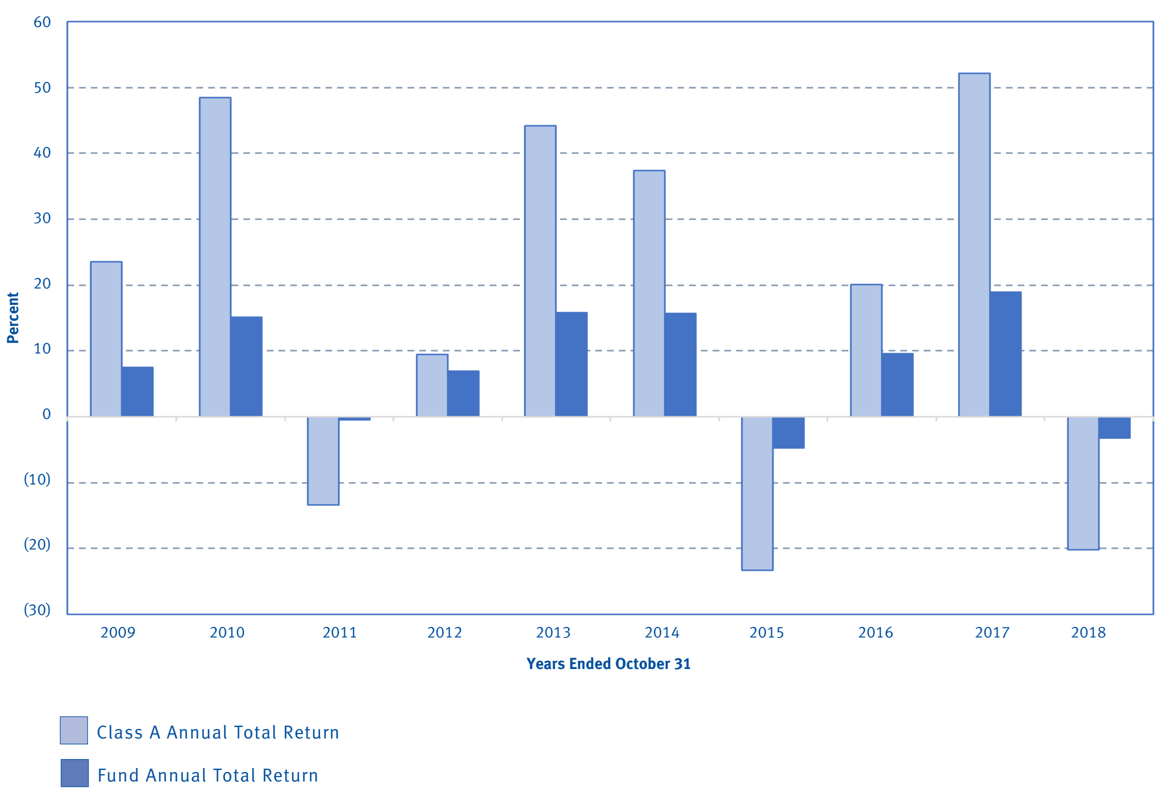
(2) information does not take into account sales, redemptions, distributions or other optional charges that would have reduced returns, and

(3) past performance of the Fund does not necessarily indicate how it will perform in the future.

Year-By-Year Returns

The following bar chart illustrates how the Fund's annual total return varied from year to year for each of the past ten years. The chart also shows, in percentage terms, how much an investment made on November 1 in each year would have increased or decreased by the end of the fiscal year.

Annual Total Return



Annual Compound Returns

The following table shows the Fund's historical annual compound return (net of expenses) for the periods ended October 31, 2018, as compared to the performance of the S&P/TSX Diversified Banks Index.

	One Year	Three Years	Five Years	Ten Years
Premium Income Corporation	**(3.20)%**	8.03%	6.80%	7.79%
Premium Income Corporation - Class A	**(20.26)%**	13.36%	8.94%	14.43%
Premium Income Corporation - Preferred	**5.88 %**	5.88%	5.88%	5.88%
S&P/TSX Diversified Banks Index[1]	**(0.92)%**	12.59%	10.34%	12.51%

[1] The S&P/TSX Diversified Banks Index is a subset of the S&P/TSX Composite Index.

The equity performance benchmark shown here provides an approximate indication of how the Fund's returns compare to a public market index for similar securities. It is important to note that the Fund is not managed in order to match or exceed this index; rather, its objectives are to pay out quarterly dividends and return the original invested amount at the termination date. As a result, the Fund has, from time to time, maintained cash balances in an effort to provide greater net asset value stability and employs a covered option writing strategy to enhance the income generated by the portfolio and reduce volatility.

The Manager believes that in a flat or downward trending market, a portfolio that is subject to covered call option writing will generally provide higher relative returns and lower volatility than one on which no options are written. However, in a rising market, the use of options may have the effect of limiting or reducing the total returns of the Fund, particularly since the premiums associated with writing covered call options may be outweighed by the foregone opportunity of remaining fully invested in the securities comprising the portfolio.

Portfolio Manager Report

After providing strong returns the previous two fiscal years ended October 31st, the S&P/TSX Composite Index was on its way to generating a third consecutive year of positive performance until October struck, and the index declined 6.3 percent for the month to end the year down 3.4 percent. Most global equity markets declined mid to high single digits in October due to various concerns such as trade wars, a hawkish U.S. Federal Reserve, a moderating Chinese economy, emerging market volatility, as well as rising inflation. Geopolitical risks were also heightened during the period involving countries such as Saudi Arabia, Iran, Korea and Russia. The Canadian banks were not immune to the general market weakness in October and declined significantly to end the year with a total return of negative 0.9 percent, outperforming the broader market. The banks within the portfolio produced varying returns during the period with the Canadian Imperial Bank of Commerce leading the way up 4.7 percent, while The Bank of Nova Scotia lagged the group considerably, with total return of negative 11.5 percent.

The Canadian banks on average generated better than expected earnings during the period, reflecting strong commercial lending, continued efficiency gains, as well as relatively benign credit conditions leading to stable provisions for credit losses. The capital positions for the banks remained solid with an average Common Equity Tier 1 ratio of 11.4 percent. The strong capital ratios combined with high profitability for the group, with an average Return on Equity of 16.5 percent, allowed the banks within the portfolio to increase their dividends during the year by an average of 7.5 percent, as well as repurchase shares in the market.

The NAV per Unit of the Fund at October 31, 2018 was $20.81 compared to $23.18 at October 31, 2017. Preferred shareholders received cash distributions of $0.86250 per share during the year while Class A shareholders received cash distributions of $0.81276 per share. For the year ended October 31, 2018, the Fund's annual total return per Unit, including reinvestment of distributions, was negative 3.2 percent. The Fund's Preferred shares, listed on the TSX as PIC.PR.A, and the Fund's Class A shares, listed on the TSX as PIC.A, closed on October 31, 2018 at $15.00 per share and $6.35 per share, respectively. When combined, this represents a premium of 2.6 percent to the NAV of the Fund.

The Fund maintained its invested position throughout most of the year and ended October 31, 2018 with a cash and short-term investment position of 7.3 percent as compared to 0.2 percent last year. Volatility for the Canadian banks was low for most of the year other than a few spikes when the market sold off in February and October. The lower volatility levels made attractive overwriting opportunities more difficult to find. However, the Fund was still able to generate a net realized gain of $0.15 per Unit on options attributable to the SSO strategy. The Fund ended October 31, 2018 with none of the portfolio subject to covered calls.

The Canadian banks are expected to continue to improve profitability in 2019 due to positive operating leverage and continued commercial loan growth, albeit at a slower rate of growth than the past few years. Consequently, due to their strong capital ratios, Canadian banks are likely to remain on course to return capital to shareholders in the form of dividend growth and share buybacks.

Summary of Investment Portfolio

The composition of the portfolio may change due to ongoing portfolio transactions of the Fund. A quarterly portfolio summary, which includes the percentage of net asset value for each holding, and a monthly portfolio list are available on our website at www.strathbridge.com.

Asset Mix

October 31, 2018

	% OF NET ASSET VALUE*
Financial Institutions	92.4%
Cash and Short-Term Investments	7.3%
Other Assets (Liabilities)	0.3%
	100.0%

*The Net Asset Value excludes the Redeemable Preferred Share liability.

Portfolio Holdings

October 31, 2018

	% OF NET ASSET VALUE*
The Toronto-Dominion Bank	20.2%
Bank of Montreal	18.5%
Canadian Imperial Bank of Commerce	18.1%
Royal Bank of Canada	18.0%
The Bank of Nova Scotia	17.6%
Cash and Short-Term Investments	7.3%

*The Net Asset Value excludes the Redeemable Preferred Share liability.

Forward-Looking Statements

This report may contain forward-looking statements about the Fund. 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 Fund 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 Fund 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 Fund. 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 Fund currently anticipates that subsequent events and developments may cause the Fund’s views to change, the Fund does not undertake to update any forward-looking statements.

Management's Responsibility for Financial Reporting

The accompanying financial statements of Premium Income Corporation (the "Fund") and all the information in this annual report are the responsibility of the management of Strathbridge Asset Management Inc. (the "Manager"), and have been approved by the Fund's Board of Directors (the "Board").

The financial statements have been prepared by management in accordance with International Financial Reporting Standards and include certain amounts that are based on estimates and judgments. Management has ensured that the other financial information presented in this annual report is consistent with the financial statements. The significant accounting policies which management believes are appropriate for the Fund are described in Note 3 of the annual financial statements.

The Manager is also responsible for maintaining a system of internal controls designed to provide reasonable assurance that assets are safeguarded and that accounting systems provide timely, accurate and reliable financial information.

The Audit Committee meets periodically with management and the independent auditor to discuss internal controls, the financial reporting process, various auditing and financial reporting issues, and to review the annual report, the financial statements and the independent auditor's report. Deloitte LLP, the Fund's independent auditor, has full and unrestricted access to the Audit Committee and the Board.

John P. Mulvihill
Director
Strathbridge Asset Management Inc.
January 18, 2019

John D. Germain
Director
Strathbridge Asset Management Inc.

To the Shareholders of Premium Income Corporation

We have audited the accompanying financial statements of Premium Income Corporation, which comprise the statements of financial position as at October 31, 2018 and October 31, 2017, and the statements of comprehensive income, statements of changes in net assets attributable to holders of Class A shares and statements of cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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 comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements present fairly, in all material respects, the financial position of Premium Income Corporation as at October 31, 2018 and October 31, 2017, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Deloitte LLP

Chartered Professional Accountants
Licensed Public Accountants
January 28, 2019
Toronto, Ontario

Statements of Financial Position

As at October 31

	Note	2018	2017
ASSETS			
Financial assets at fair value through profit or loss	6,7	**$ 192,227,113**	$ 241,588,048
Derivative assets	6,7	**–**	2,429,073
Due from brokers - investments		**1,963,655**	1,786,569
Dividends receivable		**853,060**	863,373
Short-term investments	6,7	**14,176,736**	–
Cash		**1,009,090**	385,880
TOTAL ASSETS		**210,229,654**	247,052,943
LIABILITIES			
Accrued liabilities		**71,333**	80,055
Accrued management fees	9	**163,499**	188,797
Due to brokers - investments		**1,948,837**	–
Redeemable Preferred shares		**149,927,865**	159,663,990
Class B shares		**1,000**	1,000
TOTAL LIABILITIES		**152,112,534**	159,933,842
NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES		**$ 58,117,120**	$ 87,119,101
NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES PER CLASS A SHARE		**$ 5.8146**	$ 8.1847

On behalf of the Manager,
Strathbridge Asset Management Inc.

John P. Mulvihill, Director

Robert W. Korthals, Director

The notes are an integral part of the Financial Statements.

Statements of Comprehensive Income

Years ended October 31

	Note	2018	2017
INCOME			
Dividend income		**$ 8,643,708**	$ 9,105,246
Interest income		**85,109**	25,854
Net realized gain on investments at fair value through profit or loss	7	**17,434,324**	15,362,406
Net realized gain on options at fair value through profit or loss	7	**1,528,615**	1,220,706
Net change in unrealized gain/(loss) on investments at fair value through profit or loss	7	**(31,723,902)**	18,254,678
TOTAL INCOME/(LOSS), NET		**(4,032,146)**	43,968,890
EXPENSES			
Management fees	9	**2,023,411**	2,130,047
Administrative and other expenses		**286,109**	258,362
Transaction fees	10	**212,055**	129,991
Custodian fees		**52,637**	51,781
Audit fees		**40,482**	44,754
Director fees	9	**20,100**	20,100
Independent review committee fees	9	**7,500**	7,409
Legal fees		**40,961**	8,612
Shareholder reporting costs		**25,585**	34,893
Harmonized sales tax		**230,774**	247,435
TOTAL EXPENSES		**2,939,614**	2,933,384
OPERATING PROFIT/(LOSS)		**(6,971,760)**	41,035,506
Preferred share distributions		**(8,620,852)**	(9,180,679)
INCREASE/(DECREASE) IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES	11	**$ (15,592,612)**	$ 31,854,827
INCREASE/(DECREASE) IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES PER CLASS A SHARE	11	**$ (1.5600)**	$ 2.9927

Statements of Changes in Net Assets Attributable to Holders of Class A Shares

Years ended October 31

	2018	2017
NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES, BEGINNING OF YEAR	$ 87,119,101	$ 63,915,508
Increase/(Decrease) in Net Assets Attributable to Holders of Class A Shares	(15,592,612)	31,854,827
Class A Share Capital Transactions		
Value for Class A shares redeemed	(5,285,677)	–
Class A Share Distributions		
From net investment income	(33,169)	(117,272)
Non-taxable distributions	(8,090,523)	(8,533,962)
Total Class A Share Distributions	(8,123,692)	(8,651,234)
Changes in Net Assets Attributable to Holders of Class A Shares during the Year	(29,001,981)	23,203,593
NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES, END OF YEAR	$ 58,117,120	$ 87,119,101

Statements of Cash Flows

Years ended October 31

	2018	2017
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	$ 385,880	$ 6,872,212
Cash Flows Provided by (Used In) Operating Activities		
Operating Profit/(Loss)	(6,971,760)	41,035,506
Adjustments to Reconcile Net Cash Provided by (Used in) Operating Activities		
Net realized gain on investments at fair value through profit or loss	(17,434,324)	(15,362,406)
Net realized gain on options at fair value through profit or loss	(1,528,615)	(1,220,706)
Net change in unrealized (gain)/loss on investments at fair value through profit or loss	31,723,902	(18,254,678)
Increase in dividends receivable and due from brokers - investments	(166,773)	(1,593,864)
Increase in accrued liabilities, accrued management fees and due to brokers - investments	1,914,817	27,955
Purchase of investment securities	(173,976,816)	(188,354,274)
Proceeds from disposition of investment securities	213,005,861	195,166,266
	53,538,052	(29,591,707)
Cash Flows Used In Financing Activities		
Preferred share distributions	(8,620,852)	(9,180,679)
Class A share distributions	(8,123,692)	(8,651,234)
Preferred share redemptions	(9,736,125)	(70,140)
Class A share redemptions	(5,285,677)	(28,078)
	(31,766,346)	(17,930,131)
Net Increase/(Decrease) in Cash and Cash Equivalents during the Year	14,799,946	(6,486,332)
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 15,185,826	$ 385,880
Cash and Cash Equivalents are comprised of:		
Cash	$ 1,009,090	$ 385,880
Short-Term Investments	14,176,736	–
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 15,185,826	$ 385,880
Dividends received	$ 8,654,021	$ 9,297,951
Interest received	$ 77,117	$ 29,166

The notes are an integral part of the Financial Statements.

Schedule of Investments

As at October 31, 2018

	Par Value/ Number of Shares	Average Cost/ Proceeds	Fair Value	% of Net Assets Attributable to Holders of Class A Shares and Redeemable Preferred Shares
SHORT-TERM INVESTMENTS				
Bankers' Acceptances				
The Bank of Nova Scotia, 1.96% - November 30, 2018	4,700,000	$ 4,691,164	$ 4,692,679	
The Bank of Nova Scotia, 1.92% - December 3, 2018	9,500,000	9,477,580	9,484,057	
Total Bankers' Acceptances		$ 14,168,744	$ 14,176,736	6.8%
Total Short-Term Investments		$ 14,168,744	$ 14,176,736	6.8%
INVESTMENTS				
Canadian Common Shares				
Financials				
Bank of Montreal	390,000	$ 37,766,282	$ 38,387,700	
Canadian Imperial Bank of Commerce	331,600	37,956,389	37,696,288	
Royal Bank of Canada	391,000	35,756,842	37,504,720	
The Bank of Nova Scotia	518,700	38,047,898	36,646,155	
The Toronto-Dominion Bank	575,000	40,102,669	41,992,250	
Total Financials		189,630,080	192,227,113	92.4%
Total Canadian Common Shares		$ 189,630,080	$ 192,227,113	92.4%
Adjustment for transaction fees		(58,242)		
TOTAL INVESTMENTS		$ 189,571,838	$ 192,227,113	92.4%
OTHER NET ASSETS			1,641,136	0.8%
NET ASSETS ATTRIBUTABLE TO HOLDERS OF CLASS A SHARES AND REDEEMABLE PREFERRED SHARES			$ 208,044,985	100.0%

1. Corporate Information

Premium Income Corporation (the "Fund") is a mutual fund corporation incorporated under the laws of the Province of Ontario on August 27, 1996. On September 1, 2017, the term of the Fund was extended automatically for an additional seven year period to November 1, 2024. The address of the Fund's registered office is 121 King Street West, Suite 2600, Toronto, Ontario.

Strathbridge Asset Management Inc. ("Strathbridge") is the Manager as well as the Investment Manager of the Fund. RBC Investor Services Trust is the Custodian of the Fund.

The Fund is a split share corporation designed to provide Preferred shareholders with cumulative preferential quarterly cash distributions of $0.215625 per share, to provide Class A shareholders with quarterly cash distributions of $0.20319 per share and to return the original issue price to holders of both Preferred shares and Class A shares upon windup of the Fund. A Unit of the Fund consists of one Preferred share and one Class A share. Once the net asset value ("NAV") per Unit exceeds $25.00, the Class A share distribution will be based on 8.0 percent per annum of the NAV of the Class A share. The shares are listed on the Toronto Stock Exchange ("TSX") under the ticker symbols PIC.PR.A for the Preferred shares and PIC.A for the Class A shares.

The Fund employs a proprietary investment strategy, Strathbridge Selective Overwriting ("SSO"), to enhance the income generated by the portfolio and to reduce volatility. In addition, the Fund may write cash covered put options in respect of securities in which it is permitted to invest.

The SSO strategy is a quantitative, technical based methodology that identifies appropriate times to write and/or close out option positions compared to writing continuously and rolling options every thirty days. This proprietary process has been developed over many years through various market cycles. The Manager believes the primary benefit to investors is to maximize the total return of the particular portfolio while reducing the level of volatility of the portfolio, thereby increasing the risk-adjusted return.

These financial statements were approved by the Board of Directors on January 18, 2019.

2. Basis of Presentation

The annual financial statements for the Fund have been prepared in compliance with International Financial Reporting Standards ("IFRS") as adopted by the International Accounting Standards Board.

3. Summary of Significant Accounting Policies

Functional and Presentation Currency

Items included in the financial statements of the Fund are measured in the currency of the primary economic environment in which the Fund operates (the "functional currency"). Based on the guidance provided in International Accounting Standard ("IAS") 21, the Manager has determined that the functional currency is Canadian dollars. The financial statements of the Fund are presented in Canadian dollars which is the Fund's presentation currency.

Financial Instruments

The financial statements have been prepared on the historical cost basis except for the fair valuation of certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets. Under IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39"), the Fund's equity investments are designated at fair value through profit or loss ("FVTPL") at inception and derivative investments are classified as held for trading and measured at FVTPL.

Fair Value Measurement

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 are based on quoted market prices at the close of trading on the reporting date. On adoption of IFRS, the Fund uses the last traded market price as its valuation input for financial assets and liabilities if the last traded price falls within the bid-ask spread. In other 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 for financial reporting purposes.

The fair value of financial assets and liabilities that are not traded in an active market is determined by valuation techniques as described in Note 4.

Investment Transactions and Income

Investment transactions are accounted for on a trade date basis. Net realized gain/(loss) on investments at fair value through profit or loss and net change in unrealized gain/(loss) on investments at fair value through profit or loss are determined on an average cost basis. Realized gains and losses related to options are included in net realized gain/(loss) on options at fair value through profit or loss. Realized gains and losses relating to written options may arise from:

(i) Expiration of written options whereby realized gains are equivalent to the premium received,

(ii) Exercise of written covered call options whereby realized gains or losses are equivalent to the premium received in addition to the realized gain or loss from disposition of the related investments at the exercise price of the option, and

(iii) Closing of written options whereby realized gains or losses are equivalent to the cost of purchasing options to close the positions, net of any premium received.

Realized gains and losses relating to purchased put options may arise from:

(i) Expiration of purchased put options whereby realized losses are equivalent to the premium paid,

(ii) Exercise of purchased put options whereby realized gains or losses are equivalent to the realized gain or loss from disposition of the related investments at the exercise price of the option less the premium paid, and

(iii) Sale of purchased put options whereby realized gains or losses are equivalent to the sale proceeds, net of any premium paid.

Option premiums received are reflected as deferred credits in investments so long as the options are outstanding. Any difference resulting from revaluation is included in the net change in unrealized gain/(loss) on investments at fair value through profit or loss. The premiums received on written put options that are exercised are included in the cost of the security purchased.

Dividend income is recorded on the ex-dividend date.

Interest income is measured using the effective interest method and recorded on a daily basis.

Short-Term Investments

Short-term investments are held for investment purposes and consist primarily of money market instruments with original maturities of 90 days or less.

Class A and Class B Shares

IAS 32, Financial Instruments: Presentation ("IAS 32") requires that the Class A and Class B shares (which are puttable instruments) be classified as financial liabilities unless all the criteria outlined in IAS 32 paragraph 16A are met. The Fund's Class A and Class B shares do not meet the definition of IAS 32 paragraph 16A to be classified as equity.

Increase/(Decrease) in Net Assets Attributable to Holders of Class A Shares per Class A Share

The increase/(decrease) in net assets attributable to holders of Class A shares per Class A share is calculated by dividing the increase/(decrease) in net assets attributable to holders of Class A shares by the weighted average number of Class A shares outstanding during the year. Please refer to Note 11 for the calculation.

Taxation

The Fund 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 Fund is generally subject to a tax of 38 1/3 percent under Part IV of the Act on taxable dividends received in the year. This tax is fully refundable upon payment of sufficient dividends. The Fund is also subject to tax on the amount of its interest and foreign dividend income that is not offset by operating expenses and share issue expenses.

The Fund 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.

IAS 7 Statement of Cash Flows

IAS 7 Statement of Cash Flows ("IAS 7") requires disclosures related to changes in liabilities arising from financing activities for annual periods beginning on or after January 1, 2017. Class A shares issued by the Fund are classified as financial liabilities in accordance with IAS 32, as they do not meet the definition of puttable instruments to be classified as equity in accordance with IAS 32 for financial reporting purposes.

A reconciliation between the opening and closing balances of the Class A shares of the Fund is presented in the Statement of Changes in Net Assets Attributable to Holders of Class A Shares, including changes from cash flows and non-cash changes. Further, a reconciliation between the opening and closing balances of the Redeemable Preferred shares of the Fund is presented below, including changes from cash flows and non-cash changes.

	Nov. 1, 2017	Cash Changes Cash Redemptions	Non-Cash Changes	Oct. 31, 2018
Redeemable Preferred Shares (Note 8)	$159,663,990	(9,736,125)	–	$149,927,865

4. Critical Accounting Estimates and Judgments

The preparation of financial statements requires the Manager to use judgment in applying accounting policies and to make estimates and assumptions about the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The following discusses the most significant accounting judgments and estimates that the Fund has made in preparing the financial statements.

In classifying and measuring the financial instruments held by the Fund, the Manager has applied the fair value option for financial assets and liabilities under IAS 39. The fair value option was used as: (i) fair value is readily available via market quotation; (ii) it eliminates or significantly reduces an accounting mismatch; and (iii) financial instruments designated at FVTPL is part of an investment portfolio managed on a fair value basis. As a result, the Fund's equity investments have been designated at FVTPL at inception and the derivative investments have been classified as held for trading by nature and valued at FVTPL.

The Fund may, from time to time, hold financial instruments that are not quoted in active markets. Fair values of such instruments are determined by using valuation models and techniques generally recognized as standard within the investment industry. These valuation methods use observable data as practicable as possible. Observable market data are readily available and supplied by independent sources actively involved in the relevant market. However, areas such as credit risk (both own and counterparty) and its correlations require the Manager to make estimates. Significant changes in assumptions about these factors could adversely affect the reported fair values of financial instruments. Please refer to Note 6 for a further analysis of risks associated with financial instruments.

5. Capital Disclosures

IAS 1, Presentation of Financial Statements ("IAS 1"), requires the disclosure of: (i) an entity's objectives, policies and processes for managing capital; (ii) quantitative data and qualitative information about what the entity regards as capital; (iii) whether the entity has complied with any capital requirements; and (iv) if it has not complied, the consequences of such noncompliance. The Fund's objectives, policies and processes are described in Note 1, information on the Fund's shares is described in Note 8 and the Management Agreement does not have any externally imposed capital requirements.

6. Risks Associated with Financial Instruments

The Fund is exposed to various types of risks that are associated with its investment strategies, financial instruments and markets in which the Fund invests. The most important risks include credit risk, liquidity risk, market risk (including interest rate risk and price risk), concentration risk and capital risk management.

Credit Risk

The Fund is subject to the credit risk that its counterparty (whether a clearing corporation, in the case of exchange traded instruments, or other third party, in the case of over-the-counter instruments) may be unable to meet its obligations. The Fund manages these risks through the use of various risk limits and trading strategies.

The analysis below summarizes the credit quality of the Fund's short-term investments as at October 31, 2018 and 2017.

	Percentage of Short-Term Investments	
Credit Rating	Oct. 31, 2018	Oct. 31, 2017
A-1	100%	–

The Fund is also exposed to counterparty credit risk on derivative financial instruments. The counterparty credit risk for derivative financial instruments is managed by dealing with counterparties that have a credit rating that is not below the level of approved credit ratings as set out in National Instrument 81-102. During the years ended October 31, 2017 and 2016, the counterparties to the Fund's derivative financial instruments had a credit rating of A-1 or higher by Standard & Poor's Ratings Services.

The Fund's derivatives are subject to offsetting, enforceable netting arrangements and similar agreements. The Fund and its counterparty have elected to settle all transactions on a gross basis; however, each party has the option to settle all open contracts on a net basis in the event of default of the other party. All outstanding derivatives have been presented on a gross basis on the Statement of Financial Position as derivative assets or derivative liabilities, as they do not meet the criteria for offsetting in IAS 32 paragraph 42.

Liquidity Risk

Liquidity risk is the possibility that investments in the Fund cannot be readily converted into cash when required. To manage this risk, the Fund invests the majority of its assets in investments that are traded in an active market and which can be easily disposed. In addition, the Fund aims to retain sufficient cash and short-term investments to maintain liquidity and to meet its obligations when due.

Cash is required to fund redemptions. Shareholders must surrender units at least 10 business days prior to the last day of the month and receive payment on or before 10 calendar days following the month end valuation date. Therefore the Fund has a maximum of 20 business days to generate sufficient cash to fund redemptions mitigating liquidity issues.

The amounts in the table are the contractual undiscounted cash flows:

As at October 31, 2018 Financial Liabilities	On Demand	< 3 months	Total
Accrued liabilities	$ –	$ 71,333	$ 71,333
Accrued management fees	–	163,499	163,499
Due to brokers - investments	–	1,948,837	1,948,837
Redeemable Preferred shares	149,927,865	–	149,927,865
Class B shares	1,000	–	1,000
Class A shares	58,117,120	–	58,117,120
	$ 208,045,985	$ 2,183,669	$ 210,229,654

As at October 31, 2017 Financial Liabilities	On Demand	< 3 months	Total
Accrued liabilities	$ –	$ 80,055	$ 80,055
Accrued management fees	–	188,797	188,797
Redeemable Preferred shares	159,663,990	–	159,663,990
Class B shares	1,000	–	1,000
Class A shares	87,119,101	–	87,119,101
	$ 246,784,091	$ 268,852	$ 247,052,943

Redeemable Preferred shares are redeemable on demand at the holder's option. However, the Manager does not expect that the contractual maturity disclosed above will be representative of the actual cash flows, as holders of these instruments typically retain them for a longer period.

Market Risk

The Fund's investments are subject to market risk which is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market prices. The following include sensitivity analyses that show how the net assets attributable to holders of Class A shares would have been affected by a reasonably possible change in the relevant risk variable at each reporting date. In practice, the actual results may differ and the differences could be material.

(a) Interest Rate Risk

Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of a financial instrument. The financial instruments which potentially expose the Fund to interest rate risk are the short-term fixed income securities. The Fund has minimal sensitivity to changes in rates since securities are usually held to maturity and are short-term in nature.

(b) Price Risk

Price risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or segment. The Fund's most significant exposure to price risk arises from its investments in equity securities. Net assets per Unit varies as the value of the securities in the Fund varies. The Fund has no control over the factors that affect the value of the securities in the Fund, including factors that affect all the companies in the financial services industry.

The Fund's price risk is managed by taking a long-term perspective and utilizing an option writing program, as well as by the use of purchased put options. Approximately 92 percent (2017 - 98 percent) of the Fund's net assets attributable to holders of Class A shares, excluding the Redeemable Preferred Share liability, held at October 31, 2018 were publicly traded equities. If equity prices on the exchange increased or decreased by 5 percent as at October 31, 2018, the net assets attributable to holders of Class A shares, excluding the Redeemable Preferred Share liability, would have increased or decreased by $9.6 million (2017 - $12.1 million) respectively or 4.6 percent (2017 - 4.9 percent) of the net assets attributable to holders of Class A shares, excluding the Redeemable Preferred Share liability, with all other factors remaining constant. In practice, actual trading results may differ and the difference could be material.

The Manager believes that a portfolio that is subject to covered call option writing or purchased put options should provide a degree of protection against falling share prices in a downward trending market.

Concentration Risk

Concentration risk arises as a result of the concentration of exposures with the same category, whether it is geographical location, product type, industry sector or counterparty type. The following is a summary of the Fund's concentration risk:

	Oct. 31, 2018	Oct. 31, 2017
Financials	100.0%	100.0%

Capital Risk Management

Class A or Preferred shares may be surrendered at any time for retraction on the last day of a month ("Valuation Date"). Class A shares retracted on a monthly Valuation Date will be entitled to receive a retraction price per share equal to 96 percent of the lesser of: (i) the NAV per Unit on the applicable Valuation Date less the cost to the Fund of purchasing a Preferred share in the market for cancellation; and (ii) the market price per Unit less the cost to the Fund of purchasing a Preferred share in the market for cancellation. Preferred shares retracted on a monthly Valuation Date will be entitled to receive a retraction price per share equal to 96 percent of the lesser of: (i) the NAV per Unit on the applicable Valuation Date less the cost to the Fund of purchasing a Class A share in the market for cancellation; and (ii) the lesser of (a) the market price per Unit less the cost to the Fund of purchasing a Class A share in the market for cancellation and (b) $15.00.

In addition, holders of Preferred shares and Class A shares may concurrently retract one Preferred share and one Class A share on an October Valuation Date of each year at a retraction price equal to the NAV per Unit on that date.

Fair Value Measurement

The Fund classifies fair value of measurement 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 three levels of the fair value hierarchy are:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2: Inputs, other than quoted prices in Level 1, that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices), and

Level 3: Inputs that are based on unobservable market data.

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognized in the period they occur. The following table illustrates the classification of the Fund's assets and liabilities measured at fair value within the fair value hierarchy as at October 31, 2018 and 2017.

As at October 31, 2018	Level 1	Level 2	Level 3	Total
Short-Term Investments	$ –	$ 14,176,736	$ –	$ 14,176,736
Canadian Common Shares	192,227,113	–		192,227,113
	$ 192,227,113	$ 14,176,736	$ –	$ 206,403,849

As at October 31, 2017	Level 1	Level 2	Level 3	Total
Canadian Common Shares	$ 241,588,048	$ –	$ –	$ 241,588,048
Options	–	2,429,073	–	2 ,429,073
	$ 241,588,048	$ 2,429,073	$ –	$ 244,017,121

The carrying values of cash, dividends receivable, due to brokers - investments, accrued liabilities, accrued management fees, due from brokers - investments, redemptions payable, Redeemable Preferred shares and the Fund's obligation for net assets attributable to holders of Class A Shares approximate their fair values due to their short-term nature.

(a) Equities

The Fund's equity positions are classified as Level 1 as equity securities are actively traded and a reliable quoted price is observable.

(b) Short-Term Investments

Short-term investments are valued at cost plus accrued interest which approximates fair value. The inputs are observable and therefore short-term investments are classified as Level 2.

(c) Derivative Assets and Liabilities

Derivative assets and liabilities consist of listed and/or over-the-counter option contracts.

Listed options are classified as Level 1 as the security is traded in a recognized exchange and a reliable price is readily observable.

Fair value of over-the-counter options is determined using the Black-Scholes Model with observable market data as inputs. Over-the-counter option contracts, for which the credit risks are determined not to be significant to fair value, have been classified as Level 2.

There were no transfers between Level 1 and Level 2 and the Fund did not hold any financial instruments within Level 3 of the hierarchy during 2018 and 2017.

7. Financial Instruments by Category

The following tables present the carrying amounts of the Fund's financial instruments by category as at October 31, 2018 and 2017.

	As at October 31, 2018 Financial Instruments at FVTPL Designated at Inception	Held for Trading	Financial Instruments at Amortized Cost	Total
Assets				
Non-derivative financial assets	$192,227,113	$ –	$ –	$192,227,113
Short-term investments	–	–	14,176,736	14,176,736
Due from brokers - investments	–	–	1,963,655	1,963,655
Dividends receivable	–	–	853,060	853,060
Cash	–	–	1,009,090	1,009,090
	$192,227,113	$ –	$ 18,002,541	$210,229,654
Liabilities				
Accrued liabilities	$ –	$ –	$ 71,333	$ 71,333
Accrued management fees	–	–	163,499	163,499
Due to brokers - investments	–	–	1,948,837	1,948,837
Redeemable Preferred shares	–	–	149,927,865	149,927,865
Class B shares	–	–	1,000	1,000
Class A shares	–	–	58,117,120	58,117,120
	$ –	$ –	$210,229,654	$210,229,654

	As at October 31, 2017 Financial Instruments at FVTPL Designated at Inception	Held for Trading	Financial Instruments at Amortized Cost	Total
Assets				
Non-derivative financial assets	$241,588,048	$ –	$ –	$241,588,048
Derivative assets	–	2,429,073	–	2,429,073
Due from brokers - investments	–	–	1,786,569	1,786,569
Dividends receivable	–	–	863,373	863,373
Cash	–	–	385,880	385,880
	$241,588,048	$ 2,429,073	$ 3,035,822	$247,052,943
Liabilities				
Accrued liabilities	$ –	$ –	$ 80,055	$ 80,055
Accrued management fees	–	–	188,797	188,797
Redeemable Preferred shares	–	–	159,663,990	159,663,990
Class B shares	–	–	1,000	1,000
Class A shares	–	–	87,119,101	87,119,101
	$ –	$ –	$247,052,943	$247,052,943

The following table presents the net gain/(loss) on financial instruments at FVTPL by category for the years ended October 31, 2018 and 2017.

	Oct. 31, 2018	Oct. 31, 2017
Net Realized Gain on Financial Instruments at FVTPL		
Designated at Inception	$ 17,434,324	15,362,406
Held for Trading	1,528,615	1,220,706
	18,962,939	16,583,112
Net Change in Unrealized Gain/(Loss) on Financial Instruments at FVTPL		
Designated at Inception	(29,987,513)	16,210,316
Held for Trading	(1,736,389)	2,044,362
	(31,723,902)	18,254,678
Net Gain/(Loss) on Financial Instruments at FVTPL	$ (12,760,963)	$ 34,837,790

8. Shares

The Fund is authorized to issue an unlimited number of Preferred shares and Class A shares, 1,000 Class B shares, an unlimited number of Class C shares, an unlimited number of Class D shares and an unlimited number of Class E shares, each issuable in series and an unlimited number of Class C Preferred shares, an unlimited number of Class D Preferred shares and an unlimited number of Class E Preferred shares, each issuable in series. No Class C, D, or E shares were issued.

Preferred shares pay fixed cumulative preferential quarterly cash distributions in the amount of $0.215625 per Preferred share representing a yield on the original issue price of the Preferred shares of 5.75 percent per annum. The Fund is currently paying quarterly distributions of $0.20319 per share on the Class A shares. The Fund intends to continue to pay distributions at this rate on the Class A shares until the NAV per Unit (consisting of one Preferred share and one Class A share) reaches $25.00 at which point the Class A distribution will be based on 8.0 percent of the NAV of the Class A share.

For the year ended October 31, 2018, cash distributions paid to Preferred shareholders were $8,620,852 (2017 - $9,180,679) representing a payment of $0.86 (2017 - $0.86) per Preferred share and cash distributions paid to Class A shareholders were $8,123,692 (2017 - $8,651,234) representing a payment of $0.81 (2017 - $0.81) per Class A share.

During the year ended October 31, 2018, 649,075 (2017 - nil) Units were redeemed with a total retraction value of $15,021,802 (2017 - nil).

During the years ended October 31, 2018 and 2017, share transactions are as follows:

	Oct. 31, 2018	Oct. 31, 2017
Redeemable Preferred Shares		
Shares outstanding, beginning of year	10,644,266	10,644,266
Shares redeemed	(649,075)	–
Shares outstanding, end of year	9,995,191	10,644,266
Class A Shares		
Shares outstanding, beginning of year	10,644,266	10,644,266
Shares redeemed	(649,075)	–
Shares outstanding, end of year	9,995,191	10,644,266
Class B Shares		
Shares outstanding, beginning and end of year	100	100

9. Related Party Transactions

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions.

(a) Management Fees

Strathbridge, as Manager under the terms of the Management Agreement and as Investment Manager under terms of the Investment Management Agreement, receives fees payable at annual rates of 0.10 percent and 0.80 percent respectively of the Fund's net asset value, calculated and payable monthly, plus applicable taxes. The Fund is responsible for all ongoing custodian, manager, legal, accounting and audit fees as well as all other expenses incurred by the Custodian and Manager in the ordinary course of business relating to the Fund's operations. Total management fees for the year ended October 31, 2018 were $2,023,411 (2017 - $2,130,047) of which $163,499 (2017 - $188,797) was paid subsequent to year-end.

(b) Director Fees

Total director fees paid to the external members of the Board of Directors for the year ended October 31, 2018 were $20,100 (2017 - $20,100).

(c) Independent Review Committee Fees

Total remuneration paid to the external members of the Independent Review Committee for the year ended October 31, 2018 were $7,500 (2017 - $7,409).

10. Brokerage Commissions and Soft Dollars

The Manager may select brokerages who charge a commission in soft dollars if they determine in good faith that the commission is reasonable in relation to the order execution and research services utilized. The ascertainable soft dollar value received as a percentage of total transaction fees paid during the years ended October 31, 2018 and 2017 is disclosed below:

	Oct. 31, 2018	Oct. 31, 2017
Soft Dollars	$82,544	$71,230
Percentage of Total Transaction Fees	38.9%	54.8%

11. Increase/(Decrease) in Net Assets Attributable to Holders of Class A Shares per Class A Share

The increase/(decrease) in net assets attributable to holders of Class A shares per Class A share for the years ended October 31, 2018 and 2017 is calculated as follows:

	Oct. 31, 2018	Oct. 31, 2017
Increase/(Decrease) in Net Assets Attributable to Holders of Class A Shares	$ (15,592,612)	$ 31,854,827
Weighted Average Number of Class A Shares Outstanding during the Year	9,995,191	10,644,266
Increase/(Decrease) in Net Assets Attributable to Holders of Class A Shares per Class A Share	$ (1.5600)	$ 2.9927

12. Income Taxes

No amount is payable on account of income taxes in 2018 or 2017.

Accumulated non-capital losses of approximately $6.8 million (2017 - $8.3 million) are available for utilization against net investment income or realized gains on sale of investments in future years. The non-capital losses expire as follows:

Expiration Date	**Amount (in $millions)**
2028	$1.0
2029	2.2
2032	2.3
2033	0.7
2035	0.5
2036	0.1
Total	$6.8

Issue costs of approximately $0.2 million (2017 - $0.4 million) remain undeducted for tax purposes at year-end.

13. Future Accounting Policy Changes

IFRS 9 Financial Instruments ("IFRS 9 (2014)") issued in July 2014, replaces the existing guidance in IAS 39. It includes revised guidance on classification and measurement of financial instruments, a new expected credit loss model for calculating impairment on financial assets and new general hedge accounting requirements. It also carries forward the guidance on recognition and derecognition of financial instruments from IAS 39. It is effective for annual periods beginning on or after January 1, 2018. The Fund plans to adopt the new standard the date it becomes effective.

Classification and Measurement of Financial Assets and Financial Liabilities

Under IFRS 9 (2014), classification and measurement of financial assets will be driven by the Fund's business model for managing them and their contractual cash flows. Classification and measurement categories under IFRS 9 (2014) are amortized cost, fair value through other comprehensive income ("FVOCI") and fair value through profit or loss ("FVTPL").

IFRS 9 (2014) largely retains the existing requirements for classification and measurement of financial liabilities. However, unlike IAS 39 where all fair value changes of liabilities designated at fair value through profit or loss are recognized in profit or loss, under IFRS 9 (2014), fair value changes related to changes in the issuer's own credit risk will be presented in other comprehensive income.

Based on the Fund's initial assessment, IFRS 9 (2014) is not expected to have a material impact on classification and measurement of financial instruments, since the Fund makes decisions based on the assets' fair values and manages the assets to realize those fair values. As such the majority of the Fund's financial assets will continue to be measured at FVTPL. In addition, derivatives will continue to be measured at FVTPL.

Impairment of Financial Assets

IFRS 9 (2014) also introduces the expected credit loss ("ECL") model for impairment of financial assets measured at amortized cost and debt instruments measured at FVOCI. The ECL impairment model will not have a material impact to the Fund's financial assets given that the majority of the Fund's financial assets will continue to be measured at FVTPL and due to the short-term nature and credit quality of the short-term investments.

Hedge Accounting

The Fund does not apply hedge accounting, therefore, IFRS 9 (2014) hedge accounting related changes do not have an impact on the Fund's financial statements.

Based on the Fund's initial assessment, IFRS 9 (2014) is not expected to have a material impact to the Fund's financial statements.

14. Subsequent Event

On November 2, 2018, the Fund announced that it had completed the treasury offering of 795,000 Preferred shares and 795,000 Class A shares for gross proceeds of approximately $17.2 million. The Preferred shares offering price was $15.00 per Preferred share to yield 5.75 percent and the Class A shares offering price was $6.60 per Class A share to yield 12.3 percent.

On January 15, 2019, the Fund announced it had completed another treasury offering of 694,000 Preferred shares and 694,000 Class A shares for gross proceeds of approximately $14.6 million. The offering is expected to close on or about January 22, 2019. The Preferred shares were offered at a price of $14.60 per Preferred share for a yield-to-maturity of 6.27 percent and the Class A shares were offered at a price of $6.40 per Class A share to yield 12.7 percent.

Statement of Corporate Governance Practices

The Board of Directors of the Fund is responsible for the overall stewardship of the Fund's business and affairs. The Fund has investment objectives and investment strategies that are set out in the prospectus of the Fund. The Fund's manager, Strathbridge Asset Management Inc. (the "Manager" or the "Investment Manager"), administers, either directly or indirectly through third party service organizations, every function associated with the operations of the Fund pursuant to a management agreement entered into at the time the Fund issued its shares to the public. Under this agreement the Manager is responsible for day to day operations of the Fund including the payment of distributions on its shares and attending to the retraction or redemption of its shares in accordance with their terms.

The Board consists of five directors, three of whom are independent of the Fund. The Board believes that the number of directors is appropriate for the Fund and only directors independent of the Fund are compensated. Amounts paid as compensation are reviewed for adequacy to ensure that they realistically reflect the responsibilities and risk involved in being an effective director. Individual directors may engage an outside advisor at the expense of the Fund in appropriate circumstances subject to the approval of the Board.

To assist the Board in its monitoring of the Fund's financial reporting and disclosure, the Board has an Audit Committee. The Audit Committee consists of three members, all of whom are independent of the Manager. The responsibilities of the Audit Committee include, but are not limited to, review of the annual financial statements and the annual audit performed by the independent auditor, and oversight of the Fund's compliance with tax and securities laws and regulations. The Audit Committee has direct communication channels with the independent auditor to discuss and review specific issues as appropriate.

The Board is responsible for developing the Fund's approach to governance issues and, together with the Investment Manager, has established a best practices governance procedure.

The Fund maintains an Investor Relations line (toll free: 1-800-725-7172 or email: info@strathbridge.com) and website (www.strathbridge.com) to respond to inquiries from shareholders.

Board of Directors

John P. Mulvihill
Chairman & CEO
Strathbridge Asset Management Inc.

John D. Germain
Senior Vice-President & Chief Financial Officer
Strathbridge Asset Management Inc.

Michael M. Koerner[1,2]
Corporate Director

Robert W. Korthals[1,2]
Corporate Director

Robert G. Bertram[1,2]
Corporate Director

[1] Audit Committee Member
[2] Independent Review Committee Member

Information

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Toronto, Ontario
M5J 2Y1

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trading under
PIC.PR.A/PIC.A

Custodian:
RBC Investor Services Trust
RBC Centre
155 Wellington Street West, 2nd Floor
Toronto, Ontario
M5V 3L3

Visit our website at www.strathbridge.com for additional information on all Strathbridge Investment Funds.

Investment Funds Managed by Strathbridge Asset Management Inc.

UNIT TRUSTS

Canadian Utilities & Telecom Income Fund (UTE.UN)
Core Canadian Dividend Trust (CDD.UN)
Low Volatility U.S. Equity Income Fund (LVU.UN)
NDX Growth & Income Fund (NGI.UN)
Top 10 Canadian Financial Trust (TCT.UN)
U.S. Financials Income Fund (USF.UN)

SPLIT SHARES

Premium Income Corporation (PIC.PR.A/PIC.A)
S Split Corp. (SBN.PR.A/SBN)
Top 10 Split Trust (TXT.PR.A/TXT.UN)
World Financial Split Corp. (WFS.PR.A/WFS)

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