



2017

SECOND QUARTER REPORT

A STRATEGIC INVESTOR IN
CANADIAN MORTGAGES



DESCRIPTION OF BUSINESS

MCAN Mortgage Corporation ("MCAN") is a public company listed on the Toronto Stock Exchange ("TSX") under the symbol MKP and is a reporting issuer in all provinces and territories in Canada. MCAN is a Loan Company under the *Trust and Loan Companies Act* (Canada) (the "Trust Act") and also qualifies as a mortgage investment corporation ("MIC") under the *Income Tax Act* (Canada) (the "Tax Act").

Our objective is to generate a reliable stream of income by investing our funds in a diversified portfolio of mortgages (including single family residential, residential construction, non-residential construction and commercial loans), as well as other types of loans and investments, real estate and securitization investments. We employ leverage by issuing term deposits eligible for Canada Deposit Insurance Corporation ("CDIC") deposit insurance up to a maximum of five times capital (on a non-consolidated basis in the MIC entity) as limited by the provisions of the Tax Act applicable to a MIC.

Our term deposits are sourced through a network of independent financial agents. As a MIC, we are entitled to deduct from income for tax purposes 50% of capital gains dividends and 100% of non-capital gains dividends that we pay to shareholders. Such dividends are received by our shareholders as capital gains dividends and interest income, respectively.

MCAN's wholly-owned subsidiary, Xceed Mortgage Corporation ("Xceed"), is an originator of residential first-charge mortgage products across Canada. As such, Xceed operates primarily in one industry segment through its sales team and mortgage brokers.

TABLE OF CONTENTS

PRESIDENT AND CEO'S MESSAGE TO SHAREHOLDERS	3
MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS	5
CONSOLIDATED FINANCIAL STATEMENTS	52
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS	57
DIRECTORS AND EXECUTIVE OFFICERS	82
CORPORATE INFORMATION	83

MESSAGE TO SHAREHOLDERS

MCAN Mortgage Corporation (“MCAN”, the “Company” or “we”) reported net income for the second quarter of 2017 of \$8.9 million compared to \$13.6 million in the second quarter of 2016.

The decrease in income in Q2 2017 over the comparable period last year was primarily due to \$3.8 million of distribution income recognized in Q2 2016 from our investment in the Crown Realty II Limited Partnership (“Crown LP”), a \$1.3 million decrease in corporate mortgage interest from a lower average portfolio balance and a \$0.7 million decrease in equity income from our investment in MCAP Commercial LP (“MCAP”).

Earnings per share for the second quarter were \$0.39 per share compared to \$0.59 per share for the same period in 2016. Return on average shareholders’ equity was 12.37% compared to 20.10% in the prior year.

In the second quarter of 2017 there was significant volatility in the pricing and availability of both deposits and mortgages, driven by liquidity issues in the market. Given these market liquidity concerns, we increased our deposit balances to carry extra liquidity as a precaution. We did not experience any issues raising surplus cash through this market disruption. We also curtailed construction and mortgage commitments and increased our rates on new originations. We maintained this additional liquidity throughout June to position ourselves to be able to take advantage of potential market opportunities to acquire mortgages. We believe that the adverse market conditions from April and May have largely passed.

The Board of Directors (the “Board”) declared a regular third quarter dividend of \$0.32 per share to be paid on September 29, 2017 to shareholders of record as of September 15, 2017. This dividend represents a 10% increase over the corresponding 2016 dividend of \$0.29 per share.

Corporate Assets

Corporate assets totalled \$1.20 billion at June 30, 2017, an increase of \$68 million from March 31, 2017. The corporate mortgage portfolio increased by \$51 million during Q2 2017 to \$912 million from \$861 million, which included increases of \$33 million in completed inventory loans, \$17 million in commercial loans, \$11 million in construction loans and \$7 million in insured single family, partially offset by a decrease of \$17 million in uninsured single family.

Mortgage arrears totalled \$22 million at June 30, 2017, a decrease of \$26 million from \$48 million at March 31, 2017 primarily due to two Saskatchewan-based loans from the same borrowing group being paid current in the quarter. As at June 30, 2017, these borrowers were still in default, however our interest in the loans was paid current by a subordinated lender in the loans during the quarter, and therefore the loans were not in arrears as at June 30, 2017. We expect the loans to pay out in full in the third quarter of 2017 with no loss of principal or interest.

The impaired total mortgage ratio improved to 0.12% as at June 30, 2017 from 0.19% at March 31, 2017. The impaired corporate mortgage ratio improved to 0.27% as at June 30, 2017 from 0.44% as at March 31, 2017. We remain vigilant and continue to use underwriting and credit standards and default management practices which we believe are conservative and appropriate in the context of the current market.

Equity income from our investment in MCAP was \$3.8 million in Q2 2017, down from \$4.5 million in Q2 2016. The decrease was primarily due to \$16 million of losses from hedging activities by MCAP in Q2 2017, compared to \$11 million of gains in Q2 2016 from hedging activities. This decrease was offset by higher securitized mortgage interest income from a larger average portfolio, higher servicing and administration income from an increase in assets under administration, higher whole loan and commitment sales and a decrease in origination expenses due to lower origination volumes. MCAP’s origination volumes were \$3.3 billion in Q2 2017, down from \$4.4 billion in Q2 2016. MCAP had \$62.3 billion of assets under administration as at May 31, 2017, increased from \$56.1 billion as at May 31, 2016.

Securitization Assets

Recent changes to mortgage regulations have made the insured single family market more competitive and have led to a reduction in mortgage refinance volumes in 2017. This has led to tightened securitization spreads and reduced the associated securitization economics, therefore we have reduced our securitization volumes during 2017.

Business Activities

As stated above, we encountered unusual market conditions in Q2 2017 related to liquidity issues in the market. During this period we curtailed mortgage commitments and increased our mortgage lending rates to match the increased funding costs. This activity did not negatively impact our business, as our corporate assets grew by \$68 million during Q2 2017, which included growth of \$51 million in the corporate mortgage portfolio. We continue to maintain stable balances in our construction and commercial portfolios. Our single family insured portfolio grew by \$7 million while our uninsured portfolio decreased by \$17 million during the quarter, continuing the declining trend from 2016 as we maintained our conservative underwriting and credit standards and experienced maturities in the portfolio.

On April 20, 2017 the Government of Ontario announced reforms to Ontario's rental and housing market with the intent of slowing the rapid price increases in the Toronto real estate market and providing affordable rental options for residents. The Ontario government presented a 16-point plan to address high home price inflation. Following that announcement, we observed a significant slowdown in resale home sales in the Greater Toronto Area. We expect the impact of the announced changes to be seen over the coming months. We continue to have concerns regarding home price levels in portions of markets such as Vancouver and Toronto.

As a result of the numerous factors noted impacting real estate affordability, mortgage affordability and the potential downside market risk related to numerous rule changes (both real estate and mortgage rules) within the past 6 months, we believe that our conservative approach to underwriting has been a prudent step in the current market towards a more defensive position to limit our overall exposure.

Our corporate assets have increased by 1.0% year to date, compared to our stated annual growth target of 10%. As a result of the current uncertainty in mortgage markets, we believe that we may not achieve this target in 2017. However, we continue to maintain this as our ongoing target as a measure of our expected annualized growth objective. As mortgage markets adjust to new regulations, our origination and growth may fluctuate as we focus on ensuring high credit quality. We expect the impact of recently announced reforms to increase mortgage spreads to offset higher funding costs, insurance costs and underwriting costs.

We believe that MCAN's portfolio of assets continues to perform well and provide a solid risk adjusted return to our shareholders.



William Jandrisits
President and Chief Executive Officer

MANAGEMENT'S DISCUSSION AND ANALYSIS OF OPERATIONS

This Management's Discussion and Analysis of Operations ("MD&A") should be read in conjunction with the interim unaudited consolidated financial statements and accompanying notes for the quarter ended June 30, 2017 and the audited consolidated financial statements, accompanying notes and MD&A for the year ended December 31, 2016. These items and additional information regarding MCAN Mortgage Corporation ("MCAN", the "Company" or "we"), including continuous disclosure materials such as the Annual Information Form are available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at www.sedar.com and our website at www.mcanmortgage.com. Except as indicated below, all other factors discussed and referred to in the MD&A for fiscal 2016 remain substantially unchanged. Information has been presented as at August 11, 2017.

TABLE OF CONTENTS - MD&A

A CAUTION ABOUT FORWARD-LOOKING INFORMATION AND STATEMENTS	6
SELECTED FINANCIAL INFORMATION	8
HIGHLIGHTS	10
OUTLOOK	11
RESULTS OF OPERATIONS	13
FINANCIAL POSITION	24
SELECTED QUARTERLY FINANCIAL DATA	35
SECURITIZATION PROGRAMS	35
CAPITAL MANAGEMENT	37
LIQUIDITY MANAGEMENT	41
RISK GOVERNANCE AND MANAGEMENT	43
DESCRIPTION OF CAPITAL STRUCTURE	45
OFF-BALANCE SHEET ARRANGEMENTS	45
DIVIDENDS	46
TRANSACTIONS WITH RELATED PARTIES	46
FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS	46
PEOPLE	46
CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS	46
STANDARDS ISSUED BUT NOT YET EFFECTIVE	48
DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING	50
NON-IFRS MEASURES	51

A CAUTION ABOUT FORWARD-LOOKING INFORMATION AND STATEMENTS

This MD&A contains “forward-looking statements” within the meaning of applicable Canadian securities laws. The words “may,” “believe,” “will,” “anticipate,” “expect,” “planned,” “estimate,” “project,” “future,” and other expressions that are predictions of or indicate future events and trends and that do not relate to historical matters identify forward-looking statements. Such statements reflect management’s current beliefs and are based on information currently available to management. The forward-looking statements in this MD&A include, among others, statements and assumptions with respect to:

- the current business environment and outlook;
- possible or assumed future results;
- ability to create shareholder value;
- business goals and strategy;
- the stability of home prices;
- effect of challenging conditions on us;
- factors affecting our competitive position within the housing markets;
- the price of oil and its impact on housing markets in Western Canada;
- sufficiency of our access to capital resources; and
- the timing of the effect of interest rate changes on our cash flows.

The material factors or assumptions that were identified and applied by us in drawing conclusions or making forecasts or projections set out in the forward-looking statements include, but are not limited to:

- the Company’s ability to successfully implement and realize on its business goals and strategy;
- factors and assumptions regarding interest rates;
- housing sales and residential mortgage borrowing activities;
- the effect of competition;
- government regulation of the Company’s business;
- computer failure or security breaches;
- future capital and funding requirements;
- the value of mortgage originations;
- the expected margin between interest earned on mortgage portfolios and interest paid on deposits;
- the relative continued health of real estate markets;
- acceptance of the Company’s products in the marketplace;
- availability of key personnel;
- the Company’s operating cost structure; and
- the current tax regime.

Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors, which may cause the actual results to differ materially from the anticipated future results expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those set forth in the forward-looking statements include, but are not limited to:

- global market activity;
- worldwide demand for and related impact on oil and other commodity prices;
- changes in government and economic policy;
- changes in general economic, real estate and other conditions;
- changes in interest rates;
- changes in Canada Mortgage Bonds (“CMB”) and mortgage-backed securities (“MBS”) spreads and swap rates;
- MBS and mortgage prepayment rates;
- mortgage rate and availability changes;
- adverse legislation or regulation;
- availability of CMB and MBS issuer allocation;
- technology changes;
- confidence levels of consumers;
- ability to raise capital and term deposits on favourable terms;
- our debt and leverage;
- competitive conditions in the homebuilding industry, including product and pricing pressures;
- ability to retain our executive officers and other employees;
- litigation risk;
- relationships with our mortgage originators;
- additional risks and uncertainties, many of which are beyond our control, referred to in this MD&A and our other public filings with the applicable Canadian regulatory authorities.

Subject to applicable securities law requirements, we undertake no obligation to publicly update any forward-looking statements whether as a result of new information, future events or otherwise. However, any further disclosures made on related subjects in subsequent reports should be consulted.

ACRONYMS

ALCO	<i>Asset and Liability Committee</i>	HELOC	<i>Home Equity Line of Credit</i>	MBS	<i>Mortgage Backed Securities</i>
BCBS	<i>Basel Committee on Banking Supervision</i>	IAS	<i>International Accounting Standard</i>	MD&A	<i>Management's Discussion & Analysis</i>
CAR	<i>Capital Adequacy Requirements</i>	IASB	<i>International Accounting Standards Board</i>	MIC	<i>Mortgage Investment Corporation</i>
CDIC	<i>Canada Deposit Insurance Corporation</i>	ICB	<i>Investment Committee of the Board</i>	NHA	<i>National Housing Act</i>
CET 1	<i>Common Equity Tier 1</i>	IFRIC	<i>IFRS Interpretations Committee</i>	NSFR	<i>Net Stable Funding Ratio</i>
CHT	<i>Canada Housing Trust</i>	IFRS	<i>International Financial Reporting Standards</i>	OSFI	<i>Office of the Superintendent of Financial Institutions</i>
CMB	<i>Canada Mortgage Bonds</i>	LAR	<i>Liquidity Adequacy Requirements</i>	RAF	<i>Risk Appetite Framework</i>
CMHC	<i>Canada Mortgage and Housing Corporation</i>	LCR	<i>Liquidity Coverage Ratio</i>	RMBS	<i>Residential Mortgage Backed Securities</i>
DRIP	<i>Dividend Reinvestment Plan</i>	LP ARA	<i>Limited Partner's At-Risk Amount</i>	SEDAR	<i>System for Electronic Document Analysis and Retrieval</i>
EIM	<i>Effective Interest Rate Method</i>	LTV	<i>Loan to Value (ratio)</i>	TSX	<i>Toronto Stock Exchange</i>

SELECTED FINANCIAL INFORMATION

Table 1: Income Statement Highlights

(in thousands except for per share amounts and %)						
	Q2	Q2	Change	YTD	YTD	Change
For the Periods Ended June 30	2017	2016	(%)	2017	2016	(%)
Income Statement Highlights						
Net investment income - corporate assets	\$ 12,178	\$ 16,996	(28%)	\$ 25,141	\$ 27,621	(9%)
Net investment income - securitization assets	1,372	1,421	(3%)	2,663	2,665	-
	13,550	18,417	(26%)	27,804	30,286	(8%)
Other income	-	-	-	876	-	-
Operating expenses	4,613	4,650	(1%)	9,230	9,169	1%
Net income before income taxes	8,937	13,767	(35%)	19,450	21,117	(8%)
Provision for (recovery of) income taxes	(1)	131	(101%)	247	(290)	(185%)
Net income	\$ 8,938	\$ 13,636	(34%)	\$ 19,203	\$ 21,407	(10%)
Basic and diluted earnings per share	\$ 0.39	\$ 0.59	(34%)	\$ 0.83	\$ 0.93	(11%)
Dividends per share	\$ 0.32	\$ 0.29	10%	\$ 0.62	\$ 0.58	7%
Return on average shareholders' equity ¹	12.37%	20.10%	(7.73%)	13.37%	16.02%	(2.65%)
Taxable income per share ¹	\$ 0.43	\$ 0.27	59%	\$ 0.81	\$ 0.68	19%
Yields						
Average mortgage portfolio yield - corporate ²	5.28%	5.21%	0.07%	5.20%	5.24%	(0.04%)
Term deposit average interest rate ²	2.21%	2.22%	(0.01%)	2.21%	2.24%	(0.03%)
Spread of mortgages over term deposits	3.07%	2.99%	0.08%	2.99%	3.00%	(0.01%)
Average mortgage portfolio yield - securitized ²	2.67%	2.73%	(0.06%)	2.64%	2.71%	(0.07%)
Financial liabilities from securitization						
- average interest rate ²	1.93%	2.02%	(0.09%)	1.92%	2.02%	(0.10%)
Spread of mortgages over liabilities	0.74%	0.71%	0.03%	0.72%	0.69%	0.03%

¹ Refer to the "Non-IFRS Measures" section of this MD&A for a definition of these measures.² Refer to "Average Interest Rate" in the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

Table 2: Balance Sheet Highlights

(in thousands except for per share amounts and %)	June 30 2017	March 31 2017	December 31 2016	Change from Prior Quarter (\$)(%)	
Balance Sheet Highlights					
Assets					
Corporate	\$ 1,200,789	\$ 1,133,236	\$ 1,188,480	\$ 67,553	6%
Securitization	1,076,495	1,109,217	1,092,375	(32,722)	(3%)
Total assets	<u>\$ 2,277,284</u>	<u>\$ 2,242,453</u>	<u>\$ 2,280,855</u>	<u>\$ 34,831</u>	<u>2%</u>
Liabilities					
Mortgages - corporate	\$ 911,744	\$ 861,056	\$ 904,112	\$ 50,688	6%
Mortgages - securitized	\$ 1,052,071	\$ 1,089,945	\$ 1,071,849	\$ (37,874)	(3%)
Shareholders' equity					
Corporate	\$ 930,197	\$ 868,845	\$ 927,293	\$ 61,352	7%
Securitization	1,058,856	1,087,898	1,071,786	(29,042)	(3%)
Total liabilities	<u>\$ 1,989,053</u>	<u>\$ 1,956,743</u>	<u>\$ 1,999,079</u>	<u>\$ 32,310</u>	<u>2%</u>
Capital Ratios ¹					
Income Tax Assets to Capital Ratio	4.77	4.61	4.87		3%
Common Equity Tier 1 Capital Ratio (transitional)	21.69%	22.43%	22.98%		(0.74%)
Common Equity Tier 1 Capital Ratio (all-in)	21.47%	22.23%	22.55%		(0.76%)
Tier 1 Capital Ratio (transitional)	21.69%	22.43%	22.98%		(0.74%)
Tier 1 Capital Ratio (all-in)	21.47%	22.23%	22.55%		(0.76%)
Total Capital Ratio (transitional)	21.69%	22.43%	22.98%		(0.74%)
Total Capital Ratio (all-in)	21.47%	22.23%	22.55%		(0.76%)
Leverage ratio ²	10.82%	10.87%	10.46%		(0.05%)
Credit Quality					
Impaired mortgage ratio (total) ¹	0.12%	0.19%	0.14%		(0.07%)
Impaired mortgage ratio (corporate) ¹	0.27%	0.44%	0.31%		(0.17%)
Mortgage Arrears					
Corporate	\$ 11,267	\$ 33,514	\$ 13,041	\$ (22,247)	(66%)
Securitized	10,414	14,797	13,609	(4,383)	(30%)
Total	<u>\$ 21,681</u>	<u>\$ 48,311</u>	<u>\$ 26,650</u>	<u>\$ (26,630)</u>	<u>(55%)</u>
Common Share Information (end of period)					
Number of common shares outstanding	23,303	23,224	23,075		-
Book value per common share ¹	\$ 12.37	\$ 12.30	\$ 12.21	\$ 0.07	1%
Common share price - close	\$ 14.90	\$ 14.96	\$ 14.32	\$ (0.06)	-
Market capitalization ¹	\$ 347,215	\$ 347,431	\$ 330,434	\$ (216)	-

¹ Refer to the "Non-IFRS Measures" section of this MD&A for a definition of these measures.

² Mortgages securitized through the market MBS program and CMB program for which derecognition has not been achieved are included in regulatory assets in the leverage ratio. For further information, refer to the "Capital Management" section of this MD&A.

HIGHLIGHTS

Income Statement

Q2 2017

- We earned net income of \$8.9 million in Q2 2017, a decrease of \$4.7 million (34%) from \$13.6 million in Q2 2016.
- Earnings per share decreased by \$0.20 (34%) to \$0.39 in Q2 2017 from \$0.59 in Q2 2016.
- Return on average shareholders' equity¹ decreased to 12.37% in Q2 2017 from 20.10% in Q2 2016.
- The decreases in the above amounts in Q2 2017 were largely driven by the recognition of \$3.8 million of distribution income from Crown Realty II Limited Partnership ("Crown LP") in Q2 2016 compared to \$0.2 million in Q2 2017.

Year to Date 2017

- For 2017 year to date, we earned net income of \$19.2 million, a decrease of 10% from \$21.4 million in 2016.
- Earnings per share decreased by \$0.10 (11%) to \$0.83 per share for 2017 year to date from \$0.93 per share in 2016.
- Return on average shareholders' equity¹ decreased to 13.37% for 2017 year to date from 16.02% in 2016.
- The decreases in the above amounts in 2017 were primarily due to lower corporate mortgage interest income from a smaller average portfolio and lower equity income from MCAP Commercial LP ("MCAP"). Year to date distribution income from Crown LP was comparable to 2016.

Corporate Activity

- Corporate assets, which totalled \$1.20 billion at June 30, 2017, increased by \$68 million from March 31, 2017.
- The corporate mortgage portfolio increased by \$51 million during Q2 2017 to \$912 million from \$861 million, which included increases of \$33 million in completed inventory loans, \$17 million in commercial, \$11 million in construction and \$7 million in insured single family, and a decrease of \$17 million in uninsured single family. This activity includes a reclassification of \$27 million of completed construction projects from the construction portfolio to the completed inventory portfolio during Q2 2017.
- For 2017 year to date, corporate assets have increased by \$12 million (1.0%), which included increases of \$8 million in corporate mortgages and \$3 million in our equity investment in MCAP.

Dividend

- Consistent with the prior quarter, the Board of Directors (the "Board") declared a 2017 third quarter dividend of \$0.32 per share to be paid on September 29, 2017 to shareholders of record as of September 15, 2017. This dividend represents a 10% increase over the corresponding 2016 dividend of \$0.29 per share.

Credit Quality

- The impaired total mortgage ratio¹ decreased to 0.12% at June 30, 2017 from 0.19% at March 31, 2017.
- The impaired corporate mortgage ratio¹ decreased to 0.27% at June 30, 2017 from 0.44% at March 31, 2017.
- Total mortgage arrears¹ were \$22 million at June 30, 2017, a decrease of \$26 million (55%) from \$48 million at March 31, 2017. The June 30, 2017 balance consists entirely of single family mortgages, \$7.5 million of which were uninsured. The decrease from March 31st was primarily due to two Saskatchewan-based loans from the same borrowing group totalling \$19 million, which were in arrears at March 31st, being paid current during the quarter. As at June 30, 2017, these borrowers were still in default, however our interest in the loans was paid current by a subordinated lender in the loans during the quarter, and therefore the loans were not in arrears as at June 30, 2017. We expect the loans to pay out in full in the third quarter of 2017 with no loss of principal or interest.
- Net write-offs remained low at 4.7 basis points of the average corporate portfolio in Q2 2017 compared to 4.5 basis points in Q2 2016.
- The average loan to value ratio ("LTV") of our uninsured single family portfolio based on an industry index of current real estate values was 53.7% at June 30, 2017, compared to 56.5% at March 31, 2017.

Capital

- Our Common Equity Tier 1, Tier 1 and Total Capital to risk-weighted assets ratios¹ were 21.69% on the transitional basis and 21.47% on the "all-in" basis at June 30, 2017 compared to 22.43% and 22.23%, respectively, at March 31, 2017.
- Our leverage ratio¹ was 10.82% at June 30, 2017 compared to 10.87% at March 31, 2017.
- Income tax asset capacity¹ was \$243 million at June 30, 2017 compared to \$278 million at March 31, 2017. This balance represents the additional amount of corporate assets in which we could invest within the rules of the *Income Tax Act (Canada)* (the "Tax Act").

¹ Considered to be a "Non-IFRS Measure". For further details, refer to the "Non-IFRS Measures" section of this MD&A.

OUTLOOK

Market Conditions

We expect housing markets to continue to benefit from historically low interest rates, but also expect a slowdown in housing sales as a result of the impact of regulatory changes and new taxes recently announced in Ontario and announced last year in British Columbia.

Canadian residential real estate markets continue to have mixed performances as regional markets adjust with local economic conditions. The Prairie Provinces continue to demonstrate weakness as oil prices remain in the \$50 range, which is negatively impacting employment. Other regional economies previously benefited from the lower Canadian dollar, which helped to strengthen employment in the manufacturing sector. These regional economies now face a strengthening Canadian dollar while a strong Canadian GDP supports higher interest rates.

Ontario and British Columbia have continued to exhibit strong fundamentals, with GDP growth driven by exports and immigration. We continue to focus our origination in Ontario and British Columbia and selectively lend in Alberta.

Real Estate Conditions

Canadian housing market conditions are expected to be volatile through the remainder of the year. Markets are adjusting to an unprecedented level of regulatory and policy changes affecting mortgage insurance rules, foreign buyer taxes, underwriting requirements for regulated lenders and rising interest rates. It will take 6 to 12 months to see the full impact of these changes on housing sale volumes and prices. We expect home sales levels to slow as buyers react to the uncertainty caused by the multiple rule changes and evidence of increases in listings and decreases in sales. We expect to see some level of weakness in the resale markets as markets adjust to fewer buyers and more available listings.

The Greater Toronto Area (GTA) saw existing home sales decrease by 15.1% in June. The GTA is expected to go through a six-month stall in demand, similar to Vancouver, as markets react to the Government of Ontario's announced reforms to rental and housing markets (see below). That said, the GTA still has near record lows in available new home lots and the lowest levels of available new homes in over 15 years.

Vancouver has recovered to more normal levels of home sales and is experiencing price deflation following changes in mortgage underwriting rules and the 15% tax on non-resident real estate purchases enacted in mid-2016. While June sales decreased by 11.5% from the prior year, they are relatively healthy against the 10-year average for the month of June. The greatest impact of the foreign buyer tax has been on homes selling above \$5 million.

While we expect to see lower levels of resale homes for the remainder of the year in both Toronto and Vancouver, we expect the impact to new home sales to be minimal due to lot supply shortages and relatively low mortgage rates.

We believe that there is an increased risk of a price correction in residential housing through the remainder of the year as prices adjust from historical highs in many geographic markets. We will continue to operate with more conservative underwriting and credit policies for uninsured mortgages through this market transition.

Regulatory Changes

In July 2017, the Office of the Superintendent of Financial Institutions Canada ("OSFI") issued an announcement regarding its expectations for residential mortgage underwriting for federally regulated financial institutions and advised that it would be increasing its supervisory intensity and enhancing its B-20 Guideline, *Residential Mortgage Underwriting Practices and Procedures*. The advisory specifically referenced its intention to clarify and strengthen areas including:

- Requiring a qualifying stress test for all uninsured mortgages;
- Requiring that Loan-to-Value (LTV) measurements remain dynamic and adjust for local market conditions where they are used as a risk control, such as for qualifying borrowers;
- Expressly prohibiting co-lending arrangements that are designed, or appear to be designed to circumvent regulatory requirements.

On April 20, 2017 the Ontario government announced reforms to Ontario's rental and housing market with the intent of slowing the rapid price increases in the Toronto real estate market and providing affordable rental options for residents. The Ontario government has put together a 16-point plan to address high home price inflation. Given the recency of the announcement, we are currently not able to determine the magnitude of the impact on MCAN. We will monitor housing and mortgage markets to quantify this impact.

Effective January 1, 2017, the Office of the Superintendent of Financial Institutions Canada (“OSFI”) introduced new minimum capital adequacy requirements for mortgage insurers. These changes have increased premiums on mortgage portfolio insurance paid by lenders which may impact rates charged to borrowers.

In late 2016, the Department of Finance announced new mortgage regulations. The impact of these new regulations to date are as follows:

- Lower origination volumes of prime insured mortgages.
- Lower National Housing Act (“NHA”) MBS issuance volumes, which has tightened NHA MBS spreads.
- No change to overall market CMB issuance levels.
- Mortgage funding costs through the NHA MBS program are now similar to the CMB program. Historically, mortgage funding costs through the CMB program have been lower than NHA MBS.
- Renewed interest in residential mortgage-backed securities (“RMBS”) funding. Canadian banks have been exploring possible investor interest in RMBS. The collateral pool behind the securities would range from prime uninsured mortgages to near prime uninsured mortgages.
- Stable to modest decline for insured mortgage rates due to increased competition amongst lenders.

Impact on MCAN

We will continue to monitor housing markets and market developments as they evolve, and will continue to ensure that our mortgage portfolio remains well positioned. Our corporate assets have increased by 1.0% for the year to date compared to our stated annual growth target of 10%. Given the noted discussion above relating to the markets, we believe that there is higher uncertainty that this target will be attained in 2017. We expect to continue to make adjustments to the composition of our balance sheet as we evaluate the risks and rewards of each of our product lines in the geographic markets we lend to.

KingSett’s announcement during Q2 regarding its agreement to acquire \$1.2 billion in commercial mortgages from Home Capital may have a positive impact on future income from our investment in the KingSett High Yield Fund.

We continue to evaluate the impact of regulatory changes to the market and MCAN. We believe that it will require 6-12 months to see the impact of these changes on construction, home sales, and mortgage volumes. MCAN has made significant changes to its underwriting procedures over the past 18 months and we believe that we are well positioned against the regulatory changes outlined above, and do not expect a material impact to our financial results. We believe that MCAN is well positioned to adapt to changes in mortgage and housing markets.

The Bank of Canada increased the overnight rate subsequent to quarter end, which led to an increase in the prime rate. We expect this rate increase to increase revenues from the floating-rate component of our corporate mortgage portfolio, while associated increases in funding costs generally lag since the deposit portfolio is fixed-rate. Uninsured single family market rates are still very uncertain given the volatility that we experienced in the spring, however we have observed increases in rates in this market segment. Securitization spreads have tightened recently and we expect them to remain compressed given reduced supply in the insured single family securitization market.

RESULTS OF OPERATIONS

Table 3: Net Income

(in thousands except for per share amounts)						
For the Periods Ended June 30	Q2 2017	Q2 2016	Change (%)	YTD 2017	YTD 2016	Change (%)
Net Investment Income - Corporate Assets						
Mortgage interest	\$ 12,058	\$ 13,367	(10%)	\$ 23,558	\$ 25,955	(9%)
Equity income from MCAP Commercial LP	3,818	4,509	(15%)	5,710	7,024	(19%)
Fees	337	673	(50%)	683	1,226	(44%)
Marketable securities	1,094	819	34%	1,940	1,528	27%
Financial investments and other loans	911	4,456	(80%)	5,174	4,940	5%
Interest on cash and cash equivalents	141	129	9%	299	254	18%
Whole loan gain on sale income	-	-	-	-	323	(100%)
	18,359	23,953	(23%)	37,364	41,250	(9%)
Term deposit interest and expenses	5,136	5,535	(7%)	10,157	10,858	(6%)
Mortgage expenses	995	1,018	(2%)	1,954	1,971	(1%)
Interest on loans payable	4	109	(96%)	36	180	(80%)
Provision for credit losses	46	295	(84%)	76	620	(88%)
	6,181	6,957	(11%)	12,223	13,629	(10%)
	12,178	16,996	(28%)	25,141	27,621	(9%)
Other Income - Corporate Assets						
Gain on sale of investment in MCAP Commercial LP	-	-	-	785	-	-
Gain on dilution of investment in MCAP Commercial LP	-	-	-	91	-	-
	-	-	-	876	-	-
Net Investment Income - Securitization Assets						
Mortgage interest	7,020	6,984	1%	13,792	13,989	(1%)
Other securitization income	37	123	(70%)	73	130	(44%)
	7,057	7,107	(1%)	13,865	14,119	(2%)
Interest on financial liabilities from securitization	5,183	5,247	(1%)	10,214	10,570	(3%)
Mortgage expenses	502	439	14%	988	884	12%
	5,685	5,686	-	11,202	11,454	(2%)
	1,372	1,421	(3%)	2,663	2,665	-
Operating Expenses						
Salaries and benefits	2,589	2,568	1%	5,183	5,086	2%
General and administrative	2,024	2,082	(3%)	4,047	4,083	(1%)
	4,613	4,650	(1%)	9,230	9,169	1%
Net income before income taxes	8,937	13,767	(35%)	19,450	21,117	(8%)
Provision for (recovery of) income taxes	(1)	131	(101%)	247	(290)	(185%)
Net Income	\$ 8,938	\$ 13,636	(35%)	\$ 19,203	\$ 21,407	(10%)
Basic and diluted earnings per share	\$ 0.39	\$ 0.59	(34%)	\$ 0.83	\$ 0.93	(11%)
Dividends per share	\$ 0.32	\$ 0.29	10%	\$ 0.62	\$ 0.58	7%

Net Income

The \$4.7 million decrease in net income in Q2 2017 from Q2 2016 was primarily due to significant income recognized from a distribution from Crown LP in Q2 2016, in addition to lower corporate mortgage interest and equity income from MCAP in Q2 2017.

The \$2.2 million decrease in year to date net income from 2016 was also driven by decreases in corporate mortgage interest and equity income from MCAP.

Net Investment Income - Corporate Assets

Mortgage interest income

Table 4: Interest Income and Average Rate by Mortgage Portfolio - Q2

For the Quarters Ended June 30	2017			2016		
(in thousands except %)	Average Balance	Interest Income	Average Rate ¹	Average Balance	Interest Income	Average Rate ¹
Single family						
- Uninsured	\$ 225,513	\$ 2,544	4.51%	\$ 340,691	\$ 3,988	4.64%
- Insured	81,653	742	3.63%	114,851	1,061	3.67%
- Uninsured - completed inventory	41,401	507	4.90%	14,332	174	4.83%
Construction loans						
- Residential	400,166	5,542	5.55%	429,008	5,968	5.52%
- Non residential	7,188	93	5.18%	6,806	97	5.66%
Commercial loans						
- Multi family residential	45,475	504	4.44%	36,334	403	4.46%
- Other commercial	112,564	2,126	7.58%	75,375	1,676	8.79%
Mortgages - corporate portfolio	\$ 913,960	\$ 12,058	5.28%	\$ 1,017,397	\$ 13,367	5.21%
Term deposits	872,198	5,136	2.21%	960,240	5,535	2.22%
Spread of mortgages over term deposits			3.07%			2.99%
Mortgages - securitized portfolio	\$ 1,057,298	\$ 7,020	2.67%	\$ 1,028,188	\$ 6,984	2.73%
Financial liabilities from securitization	1,071,719	5,183	1.93%	1,036,694	5,247	2.02%
Spread of mortgages over liabilities			0.74%			0.71%

¹ Average interest rate is equal to income/expense divided by the average balance on an annualized basis. The average interest rate as presented may not necessarily be equal to "Income/Expense" divided by "Average Balance", as non-recurring items such as discount income, deferred interest and prior period adjustments are excluded from the calculation of the average interest rate as applicable. Excluding discount income, non-recurring items were immaterial for the quarters ended June 30, 2017 and June 30, 2016. Average interest rate is considered to be a non-IFRS measure. Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

We have increased our average balances in the construction, commercial and completed inventory portfolios over the past two quarters, with steady growth in all three segments in line with the seasonal nature of these businesses. We continue to lend to experienced builders in construction market segments where the cost to build has not followed real estate appreciation. Construction lending is based on specific conditions required prior to funding, which act as a risk mitigant given other concerns in the real estate market. The increase in completed inventory loans was primarily driven by the reclassification of existing projects from the construction loan portfolio upon the substantial completion of units. Completed inventory loans are generally secured by pre-sold units and therefore have a lower risk profile.

During Q2 2017, we earned \$0.3 million of non-recurring discount income on the payout of a construction loan. Excluding this discount income, the average yield on the corporate portfolio was 5.13% and the construction portfolio average yield was 5.21%.

For a discussion of the resolution of construction and completed inventory loans in arrears as at March 31, 2017, refer to the "Corporate Mortgages" sub-section of the "Financial Position" section of this MD&A.

New uninsured single family origination volumes were similar to Q2 2016 and Q1 2017. Given the significant increase in valuations in the single family market segment since 2016, especially the Greater Toronto Area, we continue to take a defensive approach to origination and have maintained conservative underwriting and credit standards. We believe that this conservative approach to uninsured single family mortgage origination has been an appropriate course of action in the current risk environment, and we continue to monitor the market for appropriate risk-adjusted returns.

Recent changes to mortgage regulations have made the insured single family market more competitive and led to a reduction in mortgage refinance volumes. This has led to tightened securitization spreads and reduced the associated securitization economics, therefore we have reduced our origination volumes (and by extension securitization volumes).

In general, the majority of our insured single family originations from the Xceed platform are destined for securitization such that the majority of the portfolio is held on a short-term basis, which can make yields and average balances volatile.

Average mortgage portfolio yield is considered to be a non-IFRS measure. For a definition of this measure, refer to the “Non-IFRS Measures” section of this MD&A.

Equity income from MCAP

In Q2 2017, MCAP had losses of \$16 million from hedging activities compared to gains of \$11 million in Q2 2016 from hedging activities. These losses were offset by an increase in securitized asset investment income from a larger average portfolio, an increase in servicing revenue from higher assets under administration, higher whole loan and commitment sale volumes in Q2 2017 and a decrease in origination expenses due to lower origination volumes. The seasonal nature of MCAP’s business has historically produced strong Q2 earnings. We recognize equity income from MCAP on a one-month lag such that our Q2 2017 equity income from MCAP is based on MCAP’s net income for the quarter ended May 31, 2017. For further information on our equity investment in MCAP, refer to the “Equity investment in MCAP” sub-section of the “Financial Position” section of this MD&A.

Other net investment income

In Q2 2016, we recognized \$3.8 million of income from our investment in the Crown Realty II Limited Partnership (“Crown LP”), compared to \$0.2 million in Q2 2017, which led to a significant decrease in income from financial investments and other loans. For 2017 year to date, we have recognized \$3.7 million of income from Crown LP (2016 year to date - \$3.8 million). The recognition of income upon the receipt of partnership distributions from Crown LP is offset by a corresponding reduction to accumulated other comprehensive income. Distributions from Crown LP do not occur on a regular basis, therefore income from this investment can be volatile.

Income from financial investments and other loans also includes income from our investment in the KingSett High Yield Fund. For further information on both of these investments, refer to the “Other Corporate Assets” sub-section of the “Financial Position” section of this MD&A.

The change in the average term deposit balance is generally similar to that of the average corporate mortgage portfolio in that we use term deposits to fund our corporate assets. We issue term deposits that are eligible for Canada Deposit Insurance Corporation (“CDIC”) deposit insurance. We do not accept deposits that can be cashed prior to maturity or paid on demand except in the event of the death of a depositor. The additional liquidity that we carried in Q2 2017 had an insignificant impact on the average term deposit interest rate. For further details, refer to the “Liquidity Management” section of this MD&A.

Mortgage expenses consist primarily of mortgage servicing fees paid to external mortgage servicers.

Details of the provision for (recovery of) credit losses are discussed in the “Credit Quality” sub-section below.

For further information on corporate and securitization net investment income, refer to the “Net Interest Income” sub-section below.

Other Income - Corporate Assets

During Q1 2017, we sold 100,000 partnership units in MCAP at a price of \$19.47 per unit (compared to a net book value of \$11.62 per unit), recognizing a gain on sale of \$0.8 million. MCAP also issued additional class B units to other partners of MCAP which decreased our equity interest from 14.74% to 14.35%. As a result of the issuance of the new units at a price in excess of the carrying value per unit, we recorded a dilution gain of \$0.1 million.

Net Investment Income - Securitization Assets

Net investment income from securitization assets relates to our participation in the market MBS program and CMB program, which involve the securitization of insured mortgages through the Canada Mortgage and Housing Corporation (“CMHC”) NHA MBS program. For further details on these programs, refer to the “Securitization Programs” section of this MD&A.

In Q2 2017, we securitized \$14 million of insured single family mortgages through the market MBS program (Q2 2016 - \$17 million market MBS program; \$28 million CMB program).

Additionally, in Q2 2016 we securitized \$37 million of insured multi family mortgages; these mortgages were derecognized from the balance sheet and we recorded an upfront gain from securitization of \$0.1 million.

Market MBS Program

The average outstanding market MBS program mortgage balance decreased to \$921 million in Q2 2017 from \$1.03 billion in Q2 2016, while the net spread increased to 0.75% from 0.70%. New market MBS securitization volumes have been low since mid-2016 as we began to use the CMB program as our primary securitization source at that time.

CMB Program

The average outstanding CMB program mortgage balance was \$136 million in Q2 2017, while the net spread was 0.61%. As noted above, we have focused on this program for securitization activities since Q2 2016. In general, the CMB program spread is higher than the market MBS program spread due to a lower funding cost. However, the tightening of spreads in recent CMB issuances has made its overall economics lower than those from the market MBS program.

Table 5: Interest Income and Average Rate by Mortgage Portfolio - YTD

For the Six Months Ended June 30	2017			2016		
(in thousands except %)	Average Balance	Interest Income	Average Rate ¹	Average Balance	Interest Income	Average Rate ¹
Single family						
- Uninsured	\$ 234,547	\$ 5,290	4.51%	\$ 348,760	\$ 7,897	4.54%
- Insured	93,889	1,583	3.37%	99,407	1,823	3.68%
- Uninsured - completed inventory	31,335	811	5.22%	18,195	421	4.64%
Construction loans						
- Residential	394,804	10,700	5.46%	410,134	11,418	5.58%
- Non residential	7,522	198	5.31%	6,276	180	5.73%
Commercial loans						
- Multi family residential	40,169	890	4.47%	35,057	775	4.48%
- Other commercial	108,869	4,086	7.57%	75,225	3,441	9.14%
Mortgages - corporate portfolio	\$ 911,135	\$ 23,558	5.20%	\$ 993,054	\$ 25,955	5.24%
Term deposits	870,088	10,157	2.21%	933,459	10,858	2.24%
Spread of mortgages over term deposits			2.99%			3.00%
Mortgages - securitized portfolio	\$ 1,054,785	\$ 13,792	2.64%	\$ 1,038,705	\$ 13,989	2.71%
Financial liabilities from securitization	1,066,396	10,214	1.92%	1,046,714	10,570	2.02%
Spread of mortgages over liabilities			0.72%			0.69%

¹ Average interest rate is equal to income/expense divided by the average balance on an annualized basis. The average interest rate as presented may not necessarily be equal to "Income/Expense" divided by "Average Balance", as non-recurring items such as discount income, deferred interest and prior period adjustments are excluded from the calculation of the average interest rate as applicable. Excluding discount income, non-recurring items were immaterial for the six months ended June 30, 2017 and June 30, 2016. Average interest rate is considered to be a non-IFRS measure. Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

Net Interest Income

Presented in the following tables is an analysis of average rates and net interest income. Net interest income is the difference between interest earned on certain assets and the interest paid on liabilities to fund those assets. For further details, refer to the “Non-IFRS Measures” section of this MD&A.

Table 6: Net Interest Income - Q2

For the Quarters Ended June 30	2017			2016		
(in thousands except %)	Average Balance ¹	Income / Expense	Average Rate ³	Average Balance ¹	Income / Expense	Average Rate ³
Assets						
Cash and cash equivalents	\$ 74,568	\$ 141	0.76%	\$ 72,932	\$ 128	0.71%
Marketable securities	59,413	1,094	7.39%	51,405	819	6.41%
Mortgages - corporate	913,960	12,058	5.28%	1,017,397	13,367	5.21%
Financial investments	25,210	659	10.48%	19,533	648	13.34%
Other loans	3,745	47	5.03%	3,954	51	5.19%
Corporate interest earning assets	1,076,896	13,999	5.21%	1,165,221	15,013	5.18%
Cash held in trust	18,833	11	0.23%	13,321	9	0.27%
Mortgages - securitized	1,057,298	7,020	2.67%	1,028,188	6,984	2.73%
Securitization interest earning assets	1,076,131	7,031	2.62%	1,041,509	6,993	2.70%
Total interest earning assets	2,153,027	21,030	3.92%	2,206,730	22,006	4.01%
Non interest earning assets	87,620	205	-	80,490	3,757	-
Total assets	\$ 2,240,647	\$ 21,235	3.80%	\$ 2,287,220	\$ 25,763	4.53%
Liabilities and shareholders' equity						
Term deposits	\$ 872,198	\$ 5,136	2.21%	\$ 960,240	\$ 5,535	2.22%
Loans payable	385	4	3.13%	12,863	109	3.41%
Corporate liabilities	872,583	5,140	2.21%	973,103	5,644	2.24%
Securitization liabilities	1,071,719	5,183	1.93%	1,036,694	5,247	2.02%
Total interest bearing liabilities	1,944,302	10,323	2.07%	2,009,797	10,891	2.13%
Non interest bearing liabilities	7,277	-	-	6,119	-	-
Shareholders' equity	289,068	-	-	271,304	-	-
Total liabilities and shareholders' equity	\$ 2,240,647	\$ 10,323	1.85%	\$ 2,287,220	\$ 10,891	1.92%
Net Interest Income ²		\$ 10,912			\$ 14,872	

¹ The average balances (excluding cash and cash equivalents, mortgages and term deposits) are calculated with reference to opening and closing monthly balances and as such may not be as precise as if daily balances were used. The average cash and cash equivalents, mortgage and term deposit balances are calculated using daily balances.

² Net interest income is equal to net investment income less equity income from MCAP, fees, whole loan gain on sale income, other securitization income, mortgage expenses and provision for credit losses. Net interest income is a non-IFRS measure. Refer to the “Non-IFRS Measures” section of this MD&A for a definition of this measure.

³ Average rate is equal to income/expense divided by the average balance on an annualized basis. The average rate as presented may not necessarily be equal to “Income/Expense” divided by “Average Balance”, as non-recurring items such as discount income, one-time gains/losses, asset write-downs and fees not associated with the asset/liability yield are excluded from the calculation of the average rate. Excluding discount income, non-recurring items were immaterial for the quarters ended June 30, 2017 and June 30, 2016. Average rate is considered to be a non-IFRS measure. Refer to the “Non-IFRS Measures” section of this MD&A for a definition of this measure.

Table 7: Net Interest Income - YTD

For the Six Months Ended June 30	2017			2016		
(in thousands except %)	Average Balance ¹	Income / Expense	Average Rate ³	Average Balance ¹	Income / Expense	Average Rate ³
Assets						
Cash and cash equivalents	\$ 77,768	\$ 299	0.78%	\$ 70,344	\$ 253	0.72%
Marketable securities	57,853	1,940	6.76%	46,880	1,528	6.55%
Mortgages - corporate	911,135	23,558	5.20%	993,054	25,955	5.24%
Financial investments	24,771	1,422	11.58%	17,135	1,080	12.68%
Other loans	3,709	93	5.06%	4,009	103	5.17%
Corporate interest earning assets	1,075,236	27,312	5.12%	1,131,422	28,919	5.14%
Cash held in trust	15,905	21	0.27%	11,923	16	0.27%
Mortgages - securitized	1,054,785	13,792	2.64%	1,038,705	13,989	2.71%
Securitization interest earning assets	1,070,690	13,813	2.60%	1,050,628	14,005	2.68%
Total interest earning assets	2,145,926	41,125	3.86%	2,182,050	42,924	3.96%
Non interest earning assets	87,945	3,659	-	82,336	3,757	-
Total assets	\$ 2,233,871	\$ 44,784	4.04%	\$ 2,264,386	\$ 46,681	4.15%
Liabilities and shareholders' equity						
Term deposits	\$ 870,088	\$ 10,157	2.21%	\$ 933,459	\$ 10,858	2.24%
Loans payable	2,077	36	3.50%	9,814	180	3.28%
Corporate liabilities	872,165	10,193	2.21%	943,273	11,038	2.26%
Securitization liabilities	1,066,396	10,214	1.92%	1,046,714	10,570	2.02%
Total interest bearing liabilities	1,938,561	20,407	2.06%	1,989,987	21,608	2.14%
Non interest bearing liabilities	7,945	-	-	7,065	-	-
Shareholders' equity	287,365	-	-	267,334	-	-
Total liabilities and shareholders' equity	\$ 2,233,871	\$ 20,407	1.84%	\$ 2,264,386	\$ 21,608	1.92%
Net Interest Income ²		\$ 24,377			\$ 25,073	

¹ The average balances (excluding cash and cash equivalents, mortgages and term deposits) are calculated with reference to opening and closing monthly balances and as such may not be as precise as if daily balances were used. The average cash and cash equivalents, mortgage and term deposit balances are calculated using daily balances.

² Net interest income is equal to net investment income less equity income from MCAP, fees, whole loan gain on sale income, realized gain (loss) on derivatives, other securitization income, mortgage expenses, provision for credit losses and fair value adjustment - derivative financial instruments. Net interest income is a non-IFRS measure. Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

³ Average rate is equal to income/expense divided by the average balance on an annualized basis. The average rate as presented may not necessarily be equal to "Income/Expense" divided by "Average Balance", as non-recurring items such as discount income, one-time gains/losses, asset write-downs and fees not associated with the asset/liability yield are excluded from the calculation of the average rate. Excluding discount income, non-recurring items were immaterial for the six months ended June 30, 2017 and June 30, 2016. Average rate is considered to be a non-IFRS measure. Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

Credit Quality

Table 8: Provisions for Credit Losses and Write-offs

(in thousands except basis points)						
For the Periods Ended June 30	Q2 2017	Q2 2016	Change (%)	YTD 2017	YTD 2016	Change (%)
Individual provision (recovery)						
Single family uninsured	\$ (65)	\$ 124	(152%)	\$ 29	\$ 186	(84%)
Collective provision (recovery)						
Single family uninsured	(66)	(90)	(27%)	(147)	(145)	1%
Single family uninsured - completed inventory	144	17	747%	182	(63)	(389%)
Construction	82	99	(17%)	163	485	(66%)
Commercial	56	154	(64%)	(45)	190	(124%)
Corporate mortgages - total	216	180	20%	153	467	(67%)
Other recoveries, net	(105)	(9)	1,067%	(106)	(33)	221%
	\$ 111	\$ 171	(35%)	\$ 47	\$ 434	(89%)
Total provisions for credit losses, net	\$ 46	\$ 295	(84%)	\$ 76	\$ 620	(88%)
Corporate mortgage portfolio data:						
Provisions for credit losses, net	\$ 151	\$ 304	(50%)	\$ 182	\$ 653	(72%)
Net write offs	\$ 107	\$ 115	(7%)	\$ 377	\$ 199	89%
Net write offs (basis points)	4.7	4.5	4%	8.3	4.0	107%

Individual mortgage allowances are recorded to reduce a mortgage to its estimated realizable value. Collective mortgage allowances represent losses that we believe have been incurred in the mortgage portfolio but have not yet been specifically identified. The collective provisions (recoveries) recorded during both periods are consistent with the growth (reduction) in the size of the respective mortgage portfolios. For details of collective mortgage allowances, refer to Note 8 to the consolidated financial statements.

Other recoveries consist primarily of recoveries from mortgage settlements or litigations relating to Xceed-originated insured single family mortgages that had previously been written off prior to the acquisition of Xceed in 2013.

Write-offs in Q2 2017 consist of uninsured single family mortgages for which an individual allowance had already been recorded. In Q1 2017, we wrote off \$220,000 of capitalized legal fees on a construction loan for which an individual allowance had already been recorded. Accordingly, these write-offs had no impact on net income.

Table 9: Operating Expenses

(in thousands)						
For the Periods Ended June 30	Q2 2017	Q2 2016	Change (%)	YTD 2017	YTD 2016	Change (%)
Salaries and benefits	\$ 2,589	\$ 2,568	1%	\$ 5,183	\$ 5,086	2%
General and administrative	2,024	2,082	(3%)	4,047	4,083	(1%)
	\$ 4,613	\$ 4,650	(1%)	\$ 9,230	\$ 9,169	1%

Both salaries and benefits and general and administrative expenses were mostly unchanged from Q2 2016. General and administrative includes expenditures relating to the continued development of systems and processes related to single family mortgage operations. In 2016 we commenced multiple projects to improve governance and mitigate risk as part of this overall development process. This expense also includes internal audit, risk and related expenses related to the Company's procedures and controls. We have continued our focus on operations, risk management and credit to maintain a sound corporate governance environment and risk management framework.

Provision for Income Taxes

Table 10: Income Taxes

(in thousands)						
	Q2	Q2	Change	YTD	YTD	Change
For the Periods Ended June 30	2017	2016	(%)	2017	2016	(%)
Current tax provision (recovery)	\$ -	\$ -	-	\$ -	\$ (100)	(100%)
Deferred tax provision (recovery)	(1)	131	(101%)	247	(190)	(230%)
	\$ (1)	\$ 131	(101%)	\$ 247	\$ (290)	(185%)

Deferred tax provisions (recoveries) are generally due to taxable income (losses) recognized at the subsidiary level.

As at June 30, 2017, we had \$11 million of losses available for carry-forward in the MCAN mortgage investment corporation ("MIC") parent company on a non-consolidated basis (March 31, 2017 - \$11 million), the benefit of which is not reflected in deferred taxes. For further information, refer to Note 4 to the consolidated financial statements.

Taxable Income

The table below provides a reconciliation between net income for accounting purposes and taxable income. The adjustments below represent the difference between the individual components of net income for accounting and tax purposes. Taxable income is presented on a non-consolidated basis and does not incorporate taxable income from Xceed and other subsidiaries as it does not directly impact MCAN's non-consolidated taxable income.

Taxable income is considered to be a non-IFRS measure. For further details, refer to the "Non-IFRS Measures" section of this MD&A.

Table 11: Taxable Income Reconciliation ¹

(in thousands)				
	Q2	Q2	YTD	YTD
For the Periods Ended June 30	2017	2016	2017	2016
Net income for accounting purposes	\$ 8,938	\$ 13,636	\$ 19,203	\$ 21,407
Adjustments:				
Equity income from MCAP	(701)	(4,176)	(306)	(4,271)
Equity income from subsidiaries ²	496	(2,928)	(1,396)	(2,045)
Provision for (recovery of) credit losses ²	190	182	109	466
Amortization of upfront securitization program costs ³	1,686	1,553	3,347	3,104
Securitization program mortgage origination costs ³	(489)	(1,130)	(1,212)	(1,770)
CMB program multi family gain on sale adjustment ⁴	73	(678)	145	(678)
Other securitization program cash outflows	(67)	(26)	(649)	(26)
Gain on dilution of investment in MCAP ²	-	-	(91)	-
Gain on partial sale of MCAP ⁵	-	-	(248)	-
Reorganization of investment in Xceed ⁶	-	-	-	4,017
Other items	(238)	(364)	(168)	(675)
Taxable Income	\$ 9,888	\$ 6,069	\$ 18,734	\$ 19,529

¹ Taxable income is presented above on a non-consolidated basis for the MIC entity. The current year amounts presented above represent estimates as they are not finalized until the completion of our corporate tax filings.

² Not deductible/recognizable in the calculation of taxable income. Individual mortgage allowances are 90% deductible for tax purposes.

³ Deductible in full for tax purposes as mortgages securitized; capitalized and amortized for accounting purposes, however amortization is added back in calculation of taxable income.

⁴ This adjustment reverses the recognition of the non-cash component of the upfront accounting gain and accounts for spread income collected for tax purposes.

⁵ For tax purposes, the accounting gain is excluded and only 50% of the taxable gain is included.

⁶ In Q2 2017, we officially finalized the transfer value for tax purposes relating to the Q1 2016 reorganization of the holding structure of our subsidiary investment in Xceed. This transaction created a \$4.6 million taxable capital gain in the MIC entity on a non-consolidated basis. The amount presented in the table above represents the difference between this taxable capital gain and the accounting gain recorded in the MIC entity on a non-consolidated basis. On finalization of the sale price for tax purposes, YTD 2016 taxable income has been retroactively restated from \$15.5 million to \$19.5 million.

The significant increase in taxable income from Q2 2016 to Q2 2017 is primarily due to the tax treatment of income from our investment in Crown LP and our equity investment in MCAP. Since the investment in Crown LP is held in a subsidiary, any distribution income earned from it is not directly taxable in the MIC entity and is therefore not included in taxable income. Although equity income from MCAP decreased from Q2 2016 to Q2 2017, taxable income from MCAP increased to \$3.1 million in Q2 2016 from \$0.3 million in Q2 2016. This increase was primarily due to the fact that MCAP's unrealized hedge gains and losses discussed in the "Net Investment Income - Corporate Assets" section of this MD&A are excluded from the calculation of taxable income from MCAP.

Subsequent to quarter end, we finalized our 2016 corporate tax position. Fiscal 2016 taxable income was revised to \$33.6 million from the estimate of \$28.4 million disclosed in our 2016 Annual Report. The change was primarily due to the above-noted taxable capital gain created on the reorganization of the holding structure of our subsidiary investment in Xceed.

The key differences between taxable income and pre-tax net income for accounting purposes include differences between equity income from MCAP and Xceed for accounting and tax purposes and the treatment of securitization program origination costs, securitization gains or losses, capital gains income, collective provisions for credit losses and the amortization of upfront securitization program costs for tax purposes. As a MIC, we typically pay out all of our taxable income to shareholders through dividends. In addition, our MIC status allows us to deduct dividends paid within 90 days of year end from taxable income. Dividends that are deducted in the calculation of taxable income are not included in the table above.

We originate and purchase insured mortgages that are securitized through the market MBS program and CMB program and sold to third parties or retained on our balance sheet (for further details on these programs, refer to the "Securitization Programs" section of this MD&A). The purchase of mortgages involves the payment of an up-front origination fee that is deductible for income tax purposes in the period that the mortgages are securitized, while for accounting purposes this fee is capitalized and amortized over the term of the associated mortgages. In Q2 2017, we incurred \$0.5 million of origination costs on securitized mortgages, including market MBS held by MCAN (Q2 2016 - \$1.1 million). As at June 30, 2017, the unamortized origination fee balance was \$14.0 million (March 31, 2017 - \$15.1 million), which represents costs that are still to be expensed for non-consolidated accounting purposes but will be added back in the calculation of taxable income in future periods.

In recent quarters, taxable income has exceeded dividends paid as a result of the aforementioned add-back of origination fee amortization to taxable income and the relatively low volume of deductions of payments of upfront origination fees. If our securitization volumes remain low, we would expect this excess of taxable income over dividends to continue given the remaining origination fees to be amortized and added back to taxable income.

Table 12: Quarterly Net Income

(in thousands except per share amounts and %)				
For the Quarters Ended	June 30 2017	March 31 2017	Change from Prior Quarter (\$)(%)	
Net Investment Income - Corporate Assets				
Mortgage interest	\$ 12,058	\$ 11,500	\$ 558	5%
Equity income from MCAP Commercial LP	3,818	1,892	1,926	102%
Fees	337	346	(9)	(3%)
Marketable securities	1,094	846	248	29%
Financial investments and other loans	911	4,263	(3,352)	(79%)
Interest on cash and cash equivalents	141	158	(17)	(11%)
	18,359	19,005	(646)	(3%)
Term deposit interest and expenses	5,136	5,021	115	2%
Mortgage expenses	995	959	36	4%
Interest on loans payable	4	32	(28)	(88%)
Provision for credit losses	46	30	16	53%
	6,181	6,042	139	2%
	12,178	12,963	(785)	(6%)
Other Income - Corporate Assets				
Gain on sale of investment in MCAP Commercial LP	-	785	(785)	(100%)
Gain on dilution of investment in MCAP Commercial LP	-	91	(91)	(100%)
	-	876	(876)	(100%)
Net Investment Income - Securitization Assets				
Mortgage interest	7,020	6,772	248	4%
Other securitization income	37	36	1	3%
	7,057	6,808	249	4%
Interest on financial liabilities from securitization	5,183	5,031	152	3%
Mortgage expenses	502	486	16	3%
	5,685	5,517	168	3%
	1,372	1,291	81	6%
Operating Expenses				
Salaries and benefits	2,589	2,594	(5)	(0%)
General and administrative	2,024	2,023	1	0%
	4,613	4,617	(4)	(0%)
Net Income Before Income Taxes	8,937	10,513	(1,576)	(15%)
Provision for (recovery of) income taxes	(1)	248	(249)	(100%)
Net Income	\$ 8,938	\$ 10,265	\$ (1,327)	(13%)
Basic and diluted earnings per share	\$ 0.39	\$ 0.44	\$ (0.05)	(11%)
Dividends per share	\$ 0.32	\$ 0.30	\$ 0.02	7%

Q2 2017 vs. Q1 2017

Net Investment Income - Corporate Assets

Table 13: Interest Income and Average Rate by Mortgage Portfolio

For the Quarters Ended	June 30, 2017			March 31, 2017		
(in thousands except %)	Average Balance	Interest Income	Average Rate ¹	Average Balance	Interest Income	Average Rate ¹
Single family						
- Uninsured	\$ 225,513	\$ 2,544	4.51%	\$ 243,682	\$ 2,745	4.51%
- Insured	81,653	742	3.63%	106,261	842	3.17%
- Uninsured - completed inventory	41,401	507	4.90%	21,157	305	5.84%
Construction loans						
- Residential	400,166	5,542	5.55%	389,383	5,157	5.38%
- Non residential	7,188	93	5.18%	7,860	105	5.44%
Commercial loans						
- Multi family residential	45,475	504	4.44%	34,805	386	4.50%
- Other commercial	112,564	2,126	7.58%	105,131	1,960	7.57%
Mortgages - corporate portfolio	\$ 913,960	\$ 12,058	5.28%	\$ 908,279	\$ 11,500	5.12%
Term deposits	872,198	5,136	2.21%	867,954	5,021	2.20%
Spread of mortgages over term deposits			3.07%			2.92%
Mortgages - securitized portfolio	\$ 1,057,298	\$ 7,020	2.67%	\$ 1,052,243	\$ 6,772	2.61%
Financial liabilities from securitization	1,071,719	5,183	1.93%	1,061,015	5,031	1.90%
Spread of mortgages over liabilities			0.74%			0.71%

¹ Average interest rate is equal to income/expense divided by the average balance on an annualized basis. The average interest rate as presented may not necessarily be equal to "Income/Expense" divided by "Average Balance", as non-recurring items such as discount income, deferred interest and prior period adjustments are excluded from the calculation of the average interest rate as applicable. Excluding discount income, non-recurring items were immaterial for the quarters ended June 30, 2017 and March 31, 2017. Average interest rate is considered to be a non-IFRS measure. Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

The increase in the overall corporate yield in Q2 2017 from Q1 2017 was primarily due to \$0.3 million of non-recurring discount income earned on the payout of a residential construction loan. Excluding this discount income, the Q2 2017 corporate portfolio average yield was 5.13%. The change in the average corporate portfolio balance was minimal as continued fundings in the construction, commercial and completed inventory portfolios have largely offset the continued decline in the uninsured single family portfolio. For further analysis of individual mortgage categories, please refer to the "Mortgage Interest Income" sub-section of the "Net Investment Income - Corporate Assets" section of this MD&A.

The increase in equity income from MCAP from Q1 2017 is largely due to the seasonal nature of MCAP's business. For further information, refer to the "Net Investment Income - Corporate Assets" section of this MD&A.

In Q1 2017, income from financial investments and other loans included \$3.5 million of income realized on the receipt of a distribution from our investment in Crown LP compared to \$0.2 million in Q2 2017, which was offset by a corresponding reduction to accumulated other comprehensive income. Distributions from Crown LP do not occur on a regular basis, therefore income from this investment can be volatile.

Other Income - Corporate Assets

In Q1 2017, we sold 100,000 partnership units in MCAP, recognizing a gain of \$0.8 million. MCAP also issued additional Class B units to other partners of MCAP at a price in excess of our carrying value per unit; accordingly we recognized a dilution gain of \$0.1 million.

Net Investment Income - Securitization Assets

The slight increase in the average securitized mortgage and liability balance is a result of the impact of the Q1 2017 securitization transactions, which occurred near the end of the quarter and therefore had minimal impact on the Q1 2017 average balance.

Operating Expenses and Income Taxes

For further analysis of operating expenses, refer to the “Operating Expenses” sub-section of the “Results of Operations” section of this MD&A.

For a discussion of deferred tax activity, refer to the “Provision for Income Taxes” sub-section of the “Results of Operations” section of this MD&A.

Cash Flows

Operating activities provided cash flows of \$11 million in 2017 and provided \$12 million in 2016. In 2017, net term deposit inflows were lower, partially offset by lower net mortgage outflows.

Investing activities provided cash flows of \$4 million in 2017 and provided \$3 million in 2016. In 2017, we received proceeds from a partial sale of our equity investment in MCAP of \$1.9 million, partially offset by lower distributions from MCAP.

Financing activities used cash flows of \$18 million in 2017 and used \$17 million in 2016. In 2017, there was an increase in outflows from dividends paid.

FINANCIAL POSITION**Table 14: Assets**

(in thousands except %)						
As at	June 30 2017	March 31 2017	December 31 2016	Change from Prior Quarter (\$) (%)		
Corporate Assets						
Cash and cash equivalents	\$ 108,548	\$ 94,724	\$ 111,732	\$ 13,824	15%	
Marketable securities	58,497	59,305	55,126	(808)	(1%)	
Mortgages	911,744	861,056	904,112	50,688	6%	
Financial investments	57,346	55,790	57,264	1,556	3%	
Other loans	3,627	4,575	3,584	(948)	(21%)	
Equity investment in MCAP Commercial LP	53,348	50,416	50,805	2,932	6%	
Foreclosed real estate	435	435	529	-	-	
Deferred tax asset	2,105	1,986	1,782	119	6%	
Other assets	5,139	4,949	3,546	190	4%	
	1,200,789	1,133,236	1,188,480	67,553	6%	
Securitization Assets						
Cash held in trust	19,822	14,425	15,724	5,397	37%	
Mortgages	1,052,071	1,089,945	1,071,849	(37,874)	(3%)	
Other assets	4,602	4,847	4,802	(245)	(5%)	
	1,076,495	1,109,217	1,092,375	(32,722)	(3%)	
	\$ 2,277,284	\$ 2,242,453	\$ 2,280,855	\$ 34,831	2%	

Mortgages - Corporate & Securitized

Table 15: Mortgage Summary

(in thousands)						
As at	June 30 2017	March 31 2017	December 31 2016	Change from Prior Quarter (\$)	Change from Prior Quarter (%)	
Corporate portfolio:						
Single family mortgages						
- Uninsured	\$ 211,941	\$ 229,092	\$ 248,065	\$ (17,151)	(7%)	
- Insured	86,113	79,087	108,334	7,026	9%	
- Uninsured - completed inventory	60,357	27,152	18,162	33,205	122%	
Construction loans						
- Residential	402,316	391,287	379,212	11,029	3%	
- Non-residential	7,191	7,112	7,851	79	1%	
Commercial loans						
- Multi family residential	44,713	35,841	34,521	8,872	25%	
- Other commercial	99,113	91,485	107,967	7,628	8%	
	911,744	861,056	904,112	50,688	6%	
Securitized portfolio:						
Single family insured - Market MBS program	917,762	949,404	971,548	(31,642)	(3%)	
Single family insured - CMB program	134,309	140,541	100,301	(6,232)	(4%)	
	1,052,071	1,089,945	1,071,849	(37,874)	(3%)	
	\$ 1,963,815	\$ 1,951,001	\$ 1,975,961	\$ 12,814	1%	

Corporate and Securitized Mortgage Portfolio Analysis

Q2 2017 Summary

MCAN's construction, commercial and completed inventory mortgage portfolios experienced solid growth in Q2 2017.

Construction activity for Q2 2017 consists of a net increase to mortgage principal of \$38 million less a \$27 million reclassification of finished projects to the completed inventory portfolio. We continue to lend to experienced builders in market segments where the cost to build has not followed real estate appreciation. Construction lending is based on specific conditions required prior to funding, which act as a risk mitigant given other concerns in the real estate market. In the first half of both 2017 and 2016 we experienced seasonal growth in the portfolio. We continue to focus on growing the construction, commercial and completed inventory portfolios given their differing risk profiles from single family, while earning appropriate risk-adjusted returns.

The uninsured single family portfolio has decreased steadily since 2016. Given the significant increase in valuations in the single family market segment since 2016, especially the Greater Toronto Area, we continue to take a more defensive approach to origination and have maintained conservative underwriting and credit standards. We are currently monitoring the impact on the market of changes proposed by OSFI to single family mortgage underwriting practices.

The insured single family portfolio has also decreased in recent quarters. Mortgages in this portfolio are generally destined for our securitized portfolio, but recent changes to mortgage regulations have made the insured single family market more competitive. This has led to a reduction in mortgage refinance volumes, a tightening of securitization spreads and a reduction in overall economics.

Figure 1: Total Corporate and Securitized Mortgage Portfolio (in thousands)

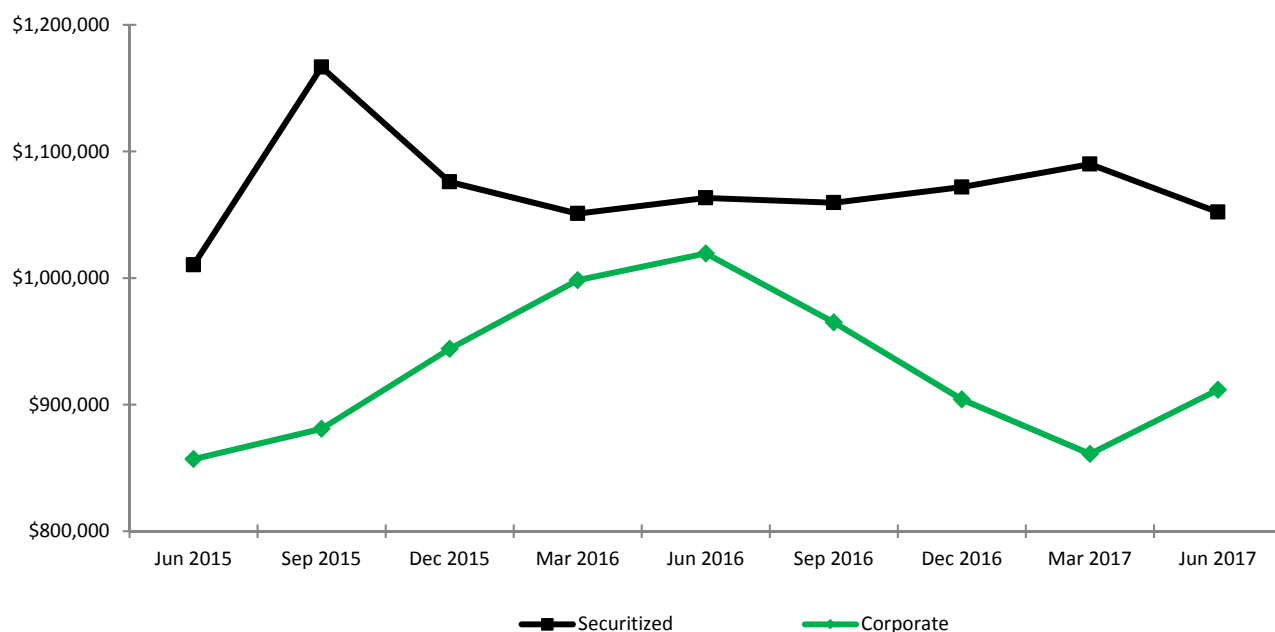
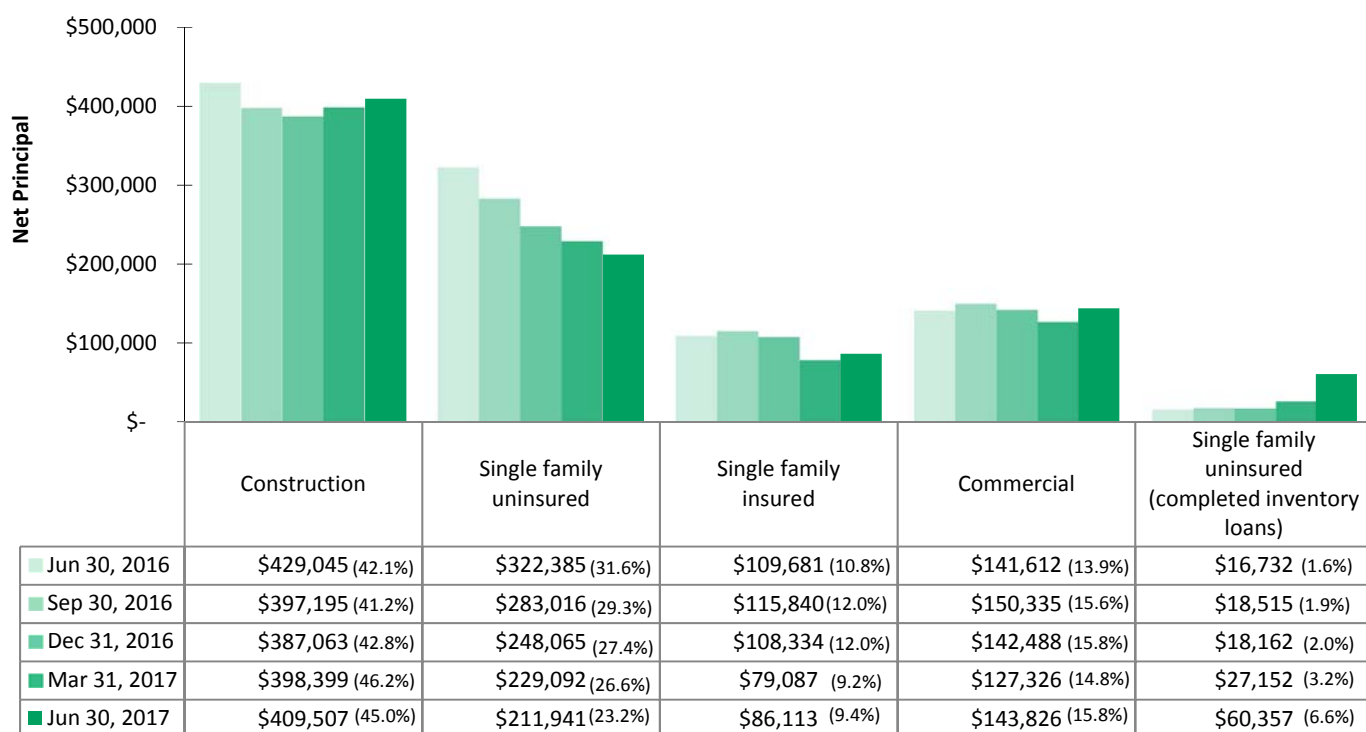
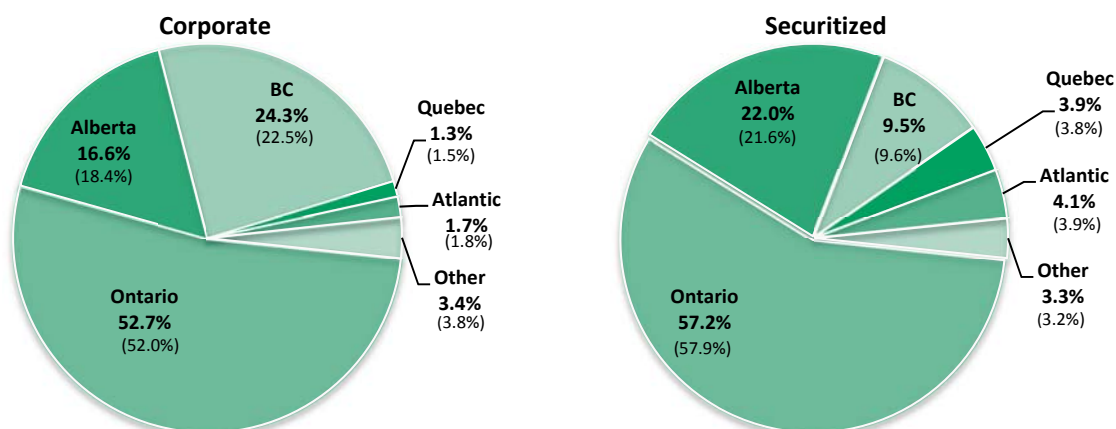


Figure 2: Corporate Mortgage Portfolio Composition by Product Type (in thousands)



Note: Amounts in parentheses represent the percentage of the corporate portfolio represented by the individual mortgage portfolio.

Figure 3: Mortgage Portfolio Geographic Distribution as at June 30, 2017 (March 31, 2017)



Corporate Mortgages

Single family mortgages

We invest in insured and uninsured single family mortgages in Canada, primarily originated through Xceed for our own corporate portfolio and for securitization activities. Uninsured mortgages may not exceed 80% of the value of the real estate securing such loans at the time of funding. For the purposes of this ratio, value is the appraised value of the property as determined by a qualified appraiser at the time of funding. Residential mortgages insured by CMHC or other private insurers may exceed this ratio.

As we securitize mortgages that do not achieve derecognition, the assets are effectively transferred from corporate mortgages to securitized mortgages on the balance sheet. The change contributes to changes in asset levels when corporate mortgages are securitized in the following quarter.

For further information on MCAN-issued market MBS retained for liquidity purposes and included in corporate insured single family mortgages, refer to the "Securitization Programs" section of this MD&A.

Completed inventory loans

Completed inventory loans are credit facilities extended to developers to provide interim mortgage financing on residential units (condominium or freehold) that are close to completion. The loan proceeds are typically used by the borrower to pay out any outstanding construction financing and/or provide an equity take-out. Qualification criteria for the completed inventory classification may include no substantial remaining construction risk, commencement of occupancy permits, potential sale and closing with a purchaser within 3-4 months or units being at least at a drywall stage with completion of plumbing and electrical.

Construction loans

Residential construction loans are made to homebuilders to finance residential construction projects. These loans generally have a floating interest rate and a loan term of approximately 24 months. Non-residential construction loans provide construction financing for retail shopping developments, office buildings and industrial developments.

Commercial loans

Commercial loans include multi family residential loans (e.g. loans secured by apartment buildings), and other commercial loans, which consist of commercial term mortgages (e.g. loans secured by apartment buildings) and high ratio mortgage loans (e.g. second mortgages on residential construction projects).

Other items

While MCAN has exposure to real estate in the Fort McMurray area, we have no existing commercial lending or construction projects in the region. In regards to our single family mortgage exposure, we had \$1.0 million and \$8.7 million of outstanding corporate and securitized single family mortgages, respectively, and \$2.7 million of off-balance sheet mortgages as at June 30, 2017. All of the aforementioned mortgages have mortgage insurance except for \$116,000 of the corporate portfolio, for which no damage or loss was incurred. We are continuing to work with our borrowers and business partners to resolve any insurance

claims. The fire in the Fort McMurray region has not had a material impact on net income to date and is not expected to have a future material impact on net income.

Subsequent to quarter end, the interior of British Columbia sustained considerable damage from wildfires. To date, no MCAN borrowers with outstanding on-balance sheet or off-balance sheet mortgages have been impacted by the fires nor have the fires had a material impact on MCAN's net income or financial position.

In 2016, the Canadian mortgage industry experienced an increase in the awareness of falsification of supporting documents provided to lenders in the mortgage underwriting process, and we have observed this activity in our own underwriting processes. In response, we have enhanced and continue to enhance our underwriting processes, including engaging independent third party consultants to assist us.

To date, the impact of this document falsification in the market and in our own operations has not had a material impact on MCAN or its financial position or performance. Based on the results of the work of our third party consultants and our own in-depth investigations we do not expect to experience any material impact to our financial position or performance in the future relating to such document falsification.

Mortgage renewal rights

Through our Xceed origination platform, we retain the renewal rights to internally originated single family mortgages that are held as corporate or securitized mortgages or have been sold to third parties and derecognized from the balance sheet. At renewal, we may be able to renew these mortgages by offering clients attractive renewal options, thereby contributing to future revenues.

As at June 30, 2017, we had the renewal rights to \$1.0 billion of single family mortgages (March 31, 2017 - \$1.0 billion). The majority of these renewal rights relate to mortgages held on the consolidated balance sheet as corporate or securitized mortgages, while \$87 million relates to off-balance sheet mortgages sold to third parties on a whole loan basis (March 31, 2017 - \$110 million).

Arrears and Impaired Mortgages

Table 16: Arrears and Impaired Mortgages

(in thousands except %)				
As at	June 30 2017	March 31 2017	Change (%)	December 31 2016
Corporate impaired mortgages				
Single family - uninsured	\$ 2,428	\$ 3,777	(36%)	\$ 2,759
Single family - insured	1,881	1,813	4%	1,118
	4,309	5,590	(23%)	3,877
Securitized impaired mortgages	87	425	(80%)	587
Total impaired mortgages	\$ 4,396	\$ 6,015	(27%)	\$ 4,464
Impaired mortgage ratio (total) ¹	0.12%	0.19%	(0.07%)	0.14%
Impaired mortgage ratio (corporate) ¹	0.27%	0.44%	(0.17%)	0.31%
Total corporate mortgage arrears ¹				
Single family - uninsured	\$ 7,465	\$ 11,749	(37%)	\$ 8,878
Single family - uninsured completed inventory	-	9,228	(100%)	-
Single family - insured	3,802	2,754	38%	4,163
Residential construction	-	9,783	(100%)	-
	11,267	33,514	(66%)	13,041
Total securitized mortgage arrears ¹	10,414	14,797	(30%)	13,609
Total mortgage arrears ¹	\$ 21,681	\$ 48,311	(55%)	\$ 26,650
Collective allowance	\$ 5,008	\$ 4,795	4%	\$ 4,859
Individual allowance	46	215	(79%)	390
Total allowance	\$ 5,054	\$ 5,010	1%	\$ 5,249

¹ Refer to the "Non-IFRS Measures" section of this MD&A for a definition of this measure.

As at March 31, 2017, we had two outstanding Saskatchewan-based loans from the same borrowing group totalling \$19 million which comprised the entire residential construction and completed inventory arrears balances. These borrowers have filed for protection under the CCAA and both properties have been listed for sale. As at June 30, 2017, the borrowers were still in default, however our interest in the loans was paid current by a subordinated lender in the loans in Q2 2017, and therefore the loans were not in arrears as at June 30, 2017. We do not expect to incur any losses of principal or interest and therefore have not recorded individual allowances on either loan. We expect the loans to pay out in full in the third quarter of 2017 with no loss of principal or interest.

Economic volatility and continued weakness in commodity prices continue to affect housing markets in impacted provinces such as Alberta and Saskatchewan where job losses have impacted industry mortgage arrears. We continue to be diligent in monitoring the local housing markets in which we lend and will closely monitor our mortgage portfolio for early indicators of potential performance concerns.

During Q2 2017, a land developer in Western Canada filed for CCAA protection. The borrower legal entity, from whom we have \$17.5 million of outstanding mortgages as at June 30, 2017, is controlled by the developer (who previously acted as loan guarantor) but is not part of the bankruptcy proceedings. To keep the loans out of the developer's CCAA proceedings and avoid claims on the loans from the developer's creditors, we have waived the current default of the guarantor on the loan. In the event that the individual loans enter into arrears, based on the value of the underlying collateral we currently do not believe that we would incur a loss of principal or interest. Accordingly, we have not recorded an individual allowance on either loan.

Figure 4: Impaired Corporate Mortgage Ratio

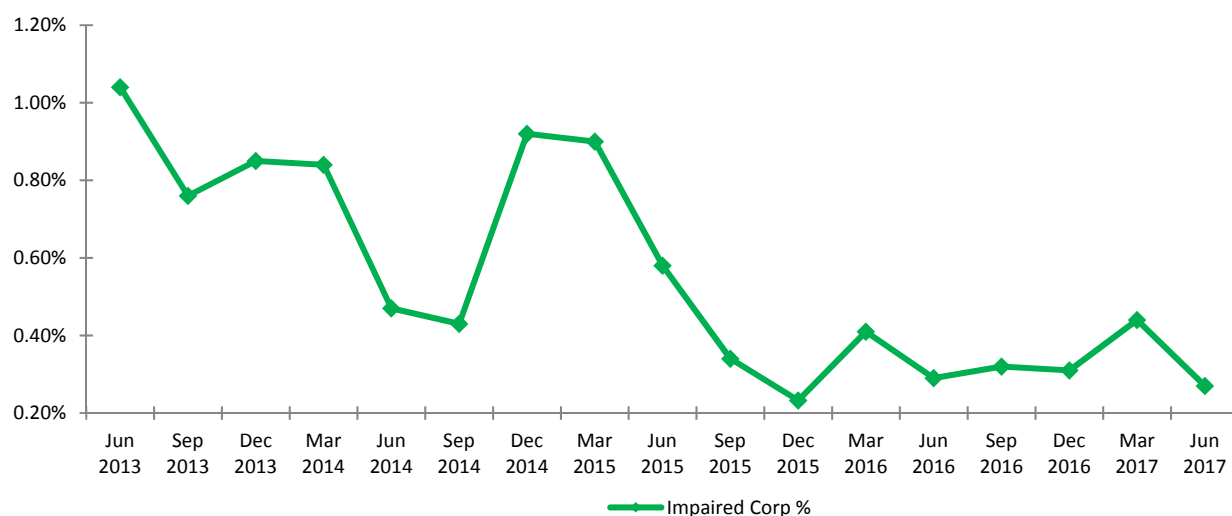


Table 17: Mortgage Originations

(in thousands)					
For the Periods Ended June 30	Q2 2017	Q2 2016	Q1 2017	YTD 2017	YTD 2016
Single family - insured	\$ 7,754	\$ 29,552	\$ 10,063	\$ 17,817	\$ 53,414
Single family - uninsured	6,166	5,760	6,561	12,726	12,331
Single family - uninsured completed inventory	-	10,911	-	-	13,951
Residential construction	47,564	20,608	39,668	87,232	52,122
Non-residential construction	-	638	-	-	638
Commercial	32,639	34,216	3,229	35,869	47,765
	\$ 94,123	\$ 101,685	\$ 59,521	\$ 153,644	\$ 180,221

Given the significant increase in valuations in the single family market segment since 2016, especially the Greater Toronto Area, we continue to take a defensive approach to origination and have maintained conservative underwriting and credit standards. We believe that this conservative approach to uninsured single family mortgage origination has been an appropriate course of action given the current risk environment.

Construction, commercial and completed inventory originations represent first advances on newly originated loans, i.e. they exclude additional fundings on existing loans in the portfolio or reclassifications between portfolios.

Table 18: Average Mortgage Loan to Value (LTV) Ratios

As at	June 30 2017	March 31 2017	December 31 2016
Corporate portfolio:			
Single family mortgages			
- Uninsured	71.2%	71.7%	72.2%
- Uninsured completed inventory	60.7%	57.4%	63.8%
- Insured	78.4%	78.3%	77.9%
Construction loans			
- Residential	61.3%	60.1%	58.8%
- Non-residential	59.0%	59.0%	58.4%
Commercial loans			
- Multi family residential	69.5%	72.2%	70.2%
- Other commercial	64.3%	66.7%	66.3%
	65.9%	66.0%	66.2%
Securitized portfolio:			
Single family insured - Market MBS Program	86.0%	86.2%	86.2%
Single family insured - CMB Program	81.5%	81.2%	83.1%
	85.5%	85.5%	85.9%
	76.3%	76.8%	76.8%

Note: The LTV ratios in the above table represent the LTV at origination, not as at the reporting dates.

Additional Information on Residential Mortgages and Home Equity Lines of Credit ("HELOCs")

In accordance with OSFI Guideline B-20, *Residential Mortgage Underwriting Practices and Procedures*, additional information is provided on the composition of MCAN's single family mortgage portfolio by insurance status and province, as well as amortization periods and LTV by province. LTV is calculated as the ratio of the outstanding loan balance on an amortized cost basis to the value of the underlying collateral at the time of origination.

Insured mortgages include mortgages insured by CMHC or other approved insurers at origination and mortgages that are portfolio insured after origination.

The HELOC balances displayed below relate to insured single family mortgages that have been acquired by MCAN. We do not originate HELOCs.

Table 19: Single Family Mortgages by Province as at June 30, 2017

(in thousands except %)

	Corporate						Securitized		Total	
	Insured	%	Uninsured	%	HELOCs	%	Insured	%		
Ontario	\$ 47,622	55.6%	\$ 165,037	60.6%	\$ 184	68.9%	\$ 601,920	57.3%	\$ 814,763	57.7%
Alberta	17,425	20.3%	53,203	19.5%	49	18.4%	231,882	22.0%	302,559	21.5%
British Columbia	3,637	4.2%	26,903	9.9%	34	12.7%	100,215	9.5%	130,789	9.3%
Quebec	6,108	7.1%	5,376	2.0%	-	-	41,305	3.9%	52,789	3.7%
Atlantic Provinces	8,798	10.2%	7,150	2.6%	-	-	42,846	4.1%	58,794	4.2%
Other	2,256	2.6%	14,629	5.4%	-	-	33,903	3.2%	50,788	3.6%
Total	\$ 85,846	100.0%	\$ 272,298	100.0%	\$ 267	100.0%	\$ 1,052,071	100.0%	\$ 1,410,482	100.0%

Table 20: Single Family Mortgages by Province as at March 31, 2017

(in thousands except %)

	Corporate						Securitized		Total	
	Insured	%	Uninsured	%	HELOCs	%	Insured	%		
Ontario	\$ 43,556	55.2%	\$ 158,608	61.8%	\$ 157	64.1%	\$ 631,052	57.9%	\$ 833,373	58.5%
Alberta	16,056	20.4%	44,275	17.3%	49	20.0%	235,592	21.6%	295,972	20.8%
British Columbia	2,925	3.7%	24,026	9.4%	39	15.9%	104,819	9.6%	131,809	9.2%
Quebec	6,059	7.7%	6,429	2.5%	-	-	41,939	3.8%	54,427	3.8%
Atlantic Provinces	8,007	10.2%	7,888	3.1%	-	-	41,970	3.9%	57,865	4.1%
Other	2,239	2.8%	15,018	5.9%	-	-	34,573	3.2%	51,830	3.6%
Total	\$ 78,842	100.0%	\$ 256,244	100.0%	\$ 245	100.0%	\$ 1,089,945	100.0%	\$ 1,425,276	100.0%

Table 21: Single Family Mortgages by Amortization Period as at June 30, 2017

(in thousands except %)

	Up to 20 Years		>20 to 25 Years		>25 to 30 Years		>30 to 35 Years		>35 to 40 Years		Total
Corporate	\$ 108,700	30.3%	\$ 68,492	19.1%	\$ 175,336	48.9%	\$ 5,883	1.7%	\$ -	0.0%	\$ 358,411
Securitized	\$ 193,701	18.4%	\$ 531,130	50.5%	\$ 240,481	22.9%	\$ 86,415	8.2%	\$ 344	0.0%	\$ 1,052,071
Total	\$ 302,401	21.4%	\$ 599,622	42.6%	\$ 415,817	29.5%	\$ 92,298	6.5%	\$ 344	0.0%	\$ 1,410,482

Table 22: Single Family Mortgages by Amortization Period as at March 31, 2017

(in thousands except %)

	Up to 20 Years		>20 to 25 Years		>25 to 30 Years		>30 to 35 Years		>35 to 40 Years		Total
Corporate	\$ 73,773	22.0%	\$ 70,535	21.0%	\$ 184,490	55.0%	\$ 6,533	2.0%	\$ -	0.0%	\$ 335,331
Securitized	\$ 187,262	17.2%	\$ 563,163	51.7%	\$ 248,542	22.8%	\$ 90,633	8.3%	\$ 345	0.0%	\$ 1,089,945
Total	\$ 261,035	18.3%	\$ 633,698	44.5%	\$ 433,032	30.4%	\$ 97,166	6.8%	\$ 345	0.0%	\$ 1,425,276

Table 23: Average Loan to Value (LTV) Ratio for Uninsured Single Family Mortgage Originations

(in thousands except %)									
For the Periods Ended June 30	Q2 2017	Average LTV	YTD 2017	Average LTV	Q2 2016	Average LTV	YTD 2016	Average LTV	
Ontario	\$ 6,021	68.7%	\$ 12,189	69.2%	\$ 13,997	75.4%	\$ 22,044	74.1%	
Alberta	145	34.5%	145	34.5%	982	71.1%	1,890	73.7%	
British Columbia	-	-	225	50.6%	1,692	68.4%	2,195	71.1%	
Other	-	-	167	66.8%	-	-	153	57.7%	
	\$ 6,166	67.9%	\$ 12,726	68.5%	\$ 16,671	74.4%	\$ 26,282	73.7%	

Based on past experience and relative to the specifics of the then prevailing economic conditions, we would expect to observe an increase in overall mortgage default and arrears rates in the event of an economic downturn as realization periods on collateral become longer and borrowers adjust to the new economic conditions and changing real estate values. This would also result in a corresponding increase in our allowance for credit losses. An economic downturn, for example, could include changes to employment and unemployment rates, income levels and consumer spending which would have the above noted impact on our single family mortgage portfolio. MCAN utilizes a number of risk assessment and mitigation strategies to lessen the potential impact for loss on single family mortgages. In addition, MCAN's corporate uninsured single family mortgage portfolio is also secured with an average LTV at origination of 68.9% as at June 30, 2017 (March 31, 2017 - 70.2%). Based on an industry index that incorporates current real estate values, the ratios would be 53.7% and 56.5%, respectively. As noted earlier in this MD&A, we have observed a significant increase in real estate values since 2016 in certain markets, which is reflected in the current LTV ratios.

Other Corporate Assets

Cash and cash equivalents

Cash and cash equivalents, which include cash balances with banks and overnight term deposits, increased by \$14 million in Q2 2017. Cash and cash equivalents provide liquidity to meet maturing term deposit and new mortgage funding commitments and are considered to be Tier 1 liquid assets. For further information, refer to the "Liquidity Management" section of this MD&A.

Marketable securities

Marketable securities, consisting of corporate bonds and real estate investment trusts ("REITs"), decreased by \$1 million in Q2 2017, which included a \$0.4 million decrease in the net unrealized gain on the portfolio that was reflected in accumulated other comprehensive income. Marketable securities provide additional liquidity at yields in excess of cash and cash equivalents and are considered to be Tier 2 liquid assets. For further details, refer to the "Liquidity Management" section of this MD&A.

Financial investments

Corporate financial investments include a \$31 million investment in Crown LP, in which we have a 14.1% equity interest (March 31, 2017 - \$31 million). Crown LP invests primarily in commercial office buildings and classifies them into its core fund, which represents buildings expected to provide stable cash flows over a longer time horizon, and its opportunity fund, which represents buildings with medium term capital appreciation. Its fair value is driven primarily by independent appraisals of the buildings, which occur annually at year-end. As property acquisitions are made by Crown LP, we advance our proportionate share to finance the acquisitions.

During Q2 2017, we recorded a \$0.6 million gross increase in the unrealized gain on the investment (Q2 2016 - \$0.8 million), which is recognized in the consolidated statements of comprehensive income net of deferred taxes. Additionally, we recognized \$0.2 million of gross income from the Crown LP investment in Q2 2017 (Q2 2016 - \$3.8 million), which is reflected in income from financial investments and other loans, with a corresponding deferred tax expense recorded. The recognition of income upon the receipt of partnership distributions from Crown LP is offset by a corresponding reduction to accumulated other comprehensive income.

We hold a \$26 million investment in the KingSett High Yield Fund, in which we have an 8.8% equity interest (March 31, 2017 - \$25 million). The fund invests in mortgages secured by real estate with a focus on mezzanine, subordinate and bridge mortgages and is carried at fair value. As mortgage advances are made by the fund, we advance our proportionate share. The fund pays a base distribution of 9% per annum, and distributes any additional income earned on a quarterly basis. Our Q2 2017 return was 10.4% (Q2 2016 - 13.2%). Our total funding commitment is \$63 million, which consists of \$42 million of capital advances for the fund and \$21 million that supports credit facilities.

During Q2 2017, KingSett announced an agreement to acquire \$1.2 billion in commercial mortgages from Home Capital. Certain of these mortgages have been and will be sold into KingSett's High Yield Fund. During Q2 2017, we advanced \$1.2 million with respect to our funding commitment in the High Yield Fund, and subsequent to quarter end we advanced an additional \$3.7 million.

Equity investment in MCAP

We hold a 14.35% equity interest in MCAP, which represents 4.2 million units held by MCAN of the 29.3 million total outstanding MCAP partnership units. The investment had a net book value of \$53 million as at June 30, 2017 (March 31, 2017 - \$50 million). The Limited Partner's At-Risk Amount ("LP ARA"), which represents the cost base of the equity investment in MCAP for income tax purposes, was \$41 million as at June 30, 2017 (March 31, 2017 - \$39 million). For further information on the LP ARA, refer to the "Non-IFRS Measures" section of this MD&A.

Our investment in MCAP creates a deduction from Total Capital under Basel III (refer to the "Capital Management" section of this MD&A), which is measured on an accounting basis and is being phased in by 20% on an annual basis to 2018 such that the deduction is 80% in 2017. We have managed our investment in MCAP in line with our Risk Appetite Framework ("RAF") and regulatory requirements in order to minimize this deduction from Total Capital under Basel III while optimizing the economic benefits of the investment.

MCAP is an originator and servicer of mortgages for third party investors in Canada and securitizes mortgages on its own behalf. MCAP's origination volumes were \$3.3 billion in Q2 2017 (Q2 2016 - \$4.4 billion). MCAP had \$62.3 billion of assets under administration as at May 31, 2017 (February 28, 2017 - \$61.3 billion).

Since MCAP's fiscal year end is November 30th, we record equity income from MCAP on a one-month lag. To the extent that MCAP has a material transaction during the one-month lag, we are required to reflect the transaction in the month in which it occurred.

We currently use the equity basis of accounting for our investment in MCAP as per International Accounting Standard ("IAS") 28, *Investments in Associates and Joint Ventures*, as we have significant influence in MCAP through our entitlement to a position on MCAP's Board of Directors. If we experience further dilution we may no longer qualify for the equity basis of accounting. In that case, we would not recognize our pro-rata share of MCAP's net income as equity income, but would instead recognize distributions received from MCAP as income and would carry the investment as available for sale with changes in fair value recognized through accumulated other comprehensive income.

Securitization Assets

Securitization assets consist primarily of single family insured mortgages securitized through the market MBS program and CMB program. During Q2 2017 we recognized \$14 million of new securitized mortgages on our balance sheet through the market MBS program.

For further information, refer to the "Securitization Programs" section of this MD&A.

Table 24: Liabilities and Shareholders' Equity

(in thousands)					
As at	June 30 2017	March 31 2017	December 31 2016	Change from Prior Quarter (\$)	(%)
Corporate Liabilities					
Term deposits	\$ 922,100	\$ 861,673	\$ 911,866	\$ 60,427	7%
Deferred tax liabilities	3,262	3,090	3,050	172	6%
Other liabilities	4,835	4,082	12,377	753	18%
	930,197	868,845	927,293	61,352	7%
Securitization Liabilities					
Financial liabilities from securitization	1,058,856	1,087,898	1,071,786	(29,042)	(3%)
	1,058,856	1,087,898	1,071,786	(29,042)	(3%)
	1,989,053	1,956,743	1,999,079	32,310	2%
Shareholders' Equity					
Share capital	213,538	212,379	210,239	1,159	1%
Contributed surplus	510	510	510	-	-
Retained earnings	60,748	59,242	55,923	1,506	3%
Accumulated other comprehensive income	13,435	13,579	15,104	(144)	(1%)
	288,231	285,710	281,776	2,521	1%
	\$ 2,277,284	\$ 2,242,453	\$ 2,280,855	\$ 34,831	2%

To fund our corporate operations, we issue term deposits that are eligible for Canada Deposit Insurance Corporation ("CDIC") deposit insurance. We do not accept deposits that can be cashed prior to maturity or paid on demand except in the event of the death of a depositor. The role of term deposits in managing liquidity risk is discussed in the "Liquidity and Funding Risk" sub-section of the "Risk Governance and Management" section of this MD&A.

Financial liabilities from securitization relate to our participation in the market MBS program and CMB program, representing MBS that we have sold to third parties but have not been derecognized from our balance sheet. Activity in Q2 2017 consists of the creation of \$14 million of new liabilities, from our participation in the market MBS program, less \$43 million of net repayments. For further information on the market MBS program and CMB program, refer to the "Securitization Programs" section of this MD&A.

Share capital activity for Q2 2017 reflects new common shares issued through the Dividend Reinvestment Plan ("DRIP") and the Executive Share Purchase Plan. For further information, refer to Note 15 to the consolidated financial statements.

Retained earnings activity for Q2 2017 consists of net income of \$8.9 million less dividends of \$7.4 million.

Accumulated other comprehensive income represents unrealized gains or losses on available for sale marketable securities and financial investments. Activity in Q2 2017 includes a \$0.2 million net decrease related to distributions received from Crown LP (net of deferred taxes); on receipt of the distribution we transferred this balance from accumulated other comprehensive income to net income. Additionally, we recorded a \$0.4 million net decrease in the unrealized gain on the marketable securities portfolio and a \$0.6 million increase in the unrealized gain on financial investments.

SELECTED QUARTERLY FINANCIAL DATA

Table 25: Selected Quarterly Financial Data

(in thousands except for per share amounts and %)	Q2/17	Q1/17	Q4/16	Q3/16	Q2/16	Q1/16	Q4/15	Q3/15
Net investment income - corporate assets	\$ 12,178	\$ 12,963	\$ 11,684	\$ 12,396	\$ 16,996	\$ 10,625	\$ 12,602	\$ 8,996
Other income - corporate assets	-	876	-	-	-	-	-	-
Net investment income - securitization assets	1,372	1,291	1,519	1,594	1,421	1,244	1,469	1,246
	13,550	15,130	13,203	13,990	18,417	11,869	14,071	10,242
Operating expenses	4,613	4,617	4,471	4,323	4,650	4,519	4,224	3,577
Net income before income taxes	8,937	10,513	8,732	9,667	13,767	7,350	9,847	6,665
Provision for (recovery of) income taxes	(1)	248	(268)	(108)	131	(421)	397	(528)
Net income	\$ 8,938	\$ 10,265	\$ 9,000	\$ 9,775	\$ 13,636	\$ 7,771	\$ 9,450	\$ 7,193
Basic and diluted earnings per share	\$ 0.39	\$ 0.44	\$ 0.39	\$ 0.43	\$ 0.59	\$ 0.34	\$ 0.42	\$ 0.32
Dividends per share	\$ 0.32	\$ 0.30	\$ 0.30	\$ 0.29	\$ 0.29	\$ 0.29	\$ 0.29	\$ 0.28
Return on average shareholders' equity ¹	12.37%	14.37%	12.94%	14.08%	20.10%	11.80%	14.66%	11.36%
Average mortgage portfolio yield - corporate ¹	5.28%	5.12%	4.99%	5.14%	5.21%	5.27%	5.31%	5.25%
Average term deposit interest rate ¹	2.21%	2.20%	2.20%	2.22%	2.22%	2.25%	2.27%	2.32%
Average mortgage portfolio balance - corporate (\$ million)	\$ 914	\$ 908	\$ 954	\$ 1,008	\$ 1,017	\$ 969	\$ 932	\$ 902
Average mortgage portfolio yield - securitized ¹	2.67%	2.61%	2.74%	2.77%	2.73%	2.69%	2.66%	2.67%
Average financial liability from securitization rate ¹	1.93%	1.90%	2.01%	2.05%	2.02%	2.01%	2.01%	2.02%
Average mortgage portfolio balance - securitized (\$ million)	\$ 1,057	\$ 1,052	\$ 1,032	\$ 1,032	\$ 1,028	\$ 1,049	\$ 1,127	\$ 1,030

¹ Refer to the "Non-IFRS Measures" section of this MD&A for a definition of these measures.

Net investment income from corporate and securitization assets is largely driven by changes in the average corporate portfolio balance and interest rate. Additionally, corporate net investment income was impacted by significant distribution income from Crown LP in Q4 2015, Q2 2016 and Q1 2017 and substantial equity income from MCAP in Q2 2016 and Q2 2017.

SECURITIZATION PROGRAMS

We are an NHA MBS issuer, which involves the securitization of insured mortgages to create MBS. We issue MBS through our internal market MBS program and the Canada Housing Trust ("CHT") CMB program. In both programs, we leverage our regulatory asset capacity by originating or purchasing insured single family mortgages for securitization and sale to third parties, thus providing us with a reliable source of incremental income.

Pursuant to the NHA MBS program, MBS investors receive monthly cash flows consisting of interest and scheduled and unscheduled principal payments. CMHC makes principal and interest payments in the event of any MBS default by the issuer, thus fulfilling the Timely Payment obligation to investors. In instances where we have sold MBS, where applicable, these sales are executed for the purposes of transferring various economic exposures that result in accounting outcomes noted for each program below. Each of the programs noted below provide for many responsibilities that are linked to the issuer of these MBS instruments. We do not transfer program oversight or these specific responsibilities when selling MBS to other parties.

Market MBS Program

As part of the market MBS program, we may sell MBS to third parties and may also sell the interest-only strips to third parties. The MBS portion of the mortgage represents the core securitized mortgage principal and the right to receive coupon interest at a specified rate. The interest-only strips represent the right to receive excess cash flows after satisfying the MBS coupon interest payment and any other expenses such as mortgage servicing. As part of this program, we originate and purchase insured single family mortgages to sell as MBS.

During Q2 2017, we pooled and sold \$14 million of MBS to third parties (Q2 2016 - \$17 million). This mortgage transaction, in addition to the majority of our previous market MBS securitizations, did not achieve derecognition for accounting purposes as we retained significant continuing involvement with the mortgages. As such, the associated mortgages remained on the balance sheet while a corresponding liability was incurred. The mortgage interest income and interest expense associated with the financial liability from securitization related to these mortgages are recognized on the accrual basis over the term of the mortgages.

We may issue market MBS through the NHA MBS program and retain the underlying MBS security for liquidity purposes instead of selling it to a third party. As at June 30, 2017, we held \$33 million of retained MBS on our balance sheet (March 31, 2017 - \$35 million), which is included in the insured single family classification within corporate mortgages.

CMB Program

The CMB program involves the sale of MBS to CHT who in turn issues a non-amortizing bullet bond to external investors. The CMB program requires the reinvestment by the issuer of mortgage principal repayments received during their term into certain permitted assets. We have transferred the benefits and obligations associated with the principal reinvestment function to a third party such that we only earn spread income on the amortizing mortgage balance. The third party is responsible for sourcing assets in which to reinvest and any associated obligations. This transfer has no net ongoing financial impact on MCAN.

We did not securitize any insured single family mortgages through the CMB program during Q2 2017 (Q2 2016 - \$28 million). Similar to the market MBS program, we do not derecognize the securitized mortgages from the consolidated balance sheet when we retain significant continuing involvement with the assets such that the associated mortgages remain on the consolidated balance sheet while a corresponding liability is incurred. The mortgage interest income and interest on the financial liability from securitization associated with these mortgages are recognized on the accrual basis over the term of the mortgages.

We did not securitize any insured multi family mortgages during Q2 2017 (Q2 2016 - \$37 million). Upon the securitization of multi family mortgages, we generally achieve derecognition as control over the assets is transferred. In Q2 2016, we recognized an upfront gain of \$0.1 million, which is included in other securitization income. Additionally, we recognized a receivable in the amount of estimated discounted spread income to be earned over the term of the securitized mortgages.

Other Accounting Considerations

The primary risks associated with the market MBS program and CMB program are prepayment, liquidity and funding risk, including the obligation to fund 100% of any cash shortfall related to the Timely Payment (discussed below in the “Timely Payment” sub-section). Prepayment risk includes the acceleration of the amortization of mortgage premiums as a result of early payouts.

Any mortgages securitized through the market MBS program or CMB program for which derecognition is not achieved remain on the consolidated balance sheet as securitized assets and are also included in total exposures in the calculation of the leverage ratio. A corresponding liability is also recognized on the balance sheet for mortgage securitizations that fail derecognition. However, for income tax purposes, all mortgages securitized by MCAN are considered to be true mortgage sales and therefore are not included in income tax assets. For further details on total exposures, regulatory capital and income tax assets and capital, refer to the “Capital Management” and “Non-IFRS Measures” sections of this MD&A.

MCAN has capitalized certain mortgage acquisition costs. These costs are amortized using the effective interest rate method (“EIM”), which incorporates mortgage prepayment assumptions.

Timely Payment

Consistent with all issuers of MBS, we are required to remit scheduled mortgage principal and interest payments to CMHC, even if these mortgage payments have not been collected from mortgagors, to ensure that the Timely Payment of principal and interest to MBS investors is effected. Similarly, at the maturity of the MBS pools that have been issued by MCAN, any outstanding principal must be paid to CMHC. We maintain the Timely Payment obligation in our role as MBS issuer until the maturity of the security. If we fail to make a scheduled principal and interest payment to CMHC, CMHC may enforce the assignment of the mortgages included in all MBS pools in addition to other assets backing the MBS issued.

If mortgage payments have not been collected from mortgagors or mortgagors are unable to renew their mortgages at their scheduled maturities, we will be required to use our own financial resources to fund our pro-rata share of these obligations until mortgage arrears are collected or proceeds are received from the mortgage insurers following the sale of the mortgaged properties.

As part of our participation in the market MBS program and CMB program, we are required to fund 100% of any cash shortfall unless we have sold the interest-only strip, in which case the purchaser of the interest-only strip is obligated to fund 100% of any cash shortfall. If the interest-only strip purchaser is not able to provide funds to cover any cash shortfalls, we will be required to use our own financial resources to fund our 100% share of this obligation until mortgage arrears are collected or proceeds are received from the mortgage insurers following the sale of the mortgaged properties.

In the case of mortgage defaults, we are required to make scheduled principal and interest payments to investors as part of the Timely Payment and then place the mortgage/property through the insurance claims process to recover any losses. These defaults may result in cash flow timing mismatches that may marginally increase funding and liquidity risks.

CAPITAL MANAGEMENT

Our primary capital management objectives are to maintain sufficient capital for regulatory purposes and to earn acceptable and sustainable risk-weighted returns for our shareholders. Through our risk management and corporate governance framework, we assess current and projected economic, housing market, interest rate and credit conditions to determine appropriate levels of capital. We typically pay out all taxable income by way of dividends. Capital growth is achieved through retained earnings, public share offerings, rights offerings and the DRIP. Our capital management is driven by the guidelines set out by the Tax Act and OSFI.

Income Tax Capital

As a MIC under the Tax Act, we are limited to an income tax liabilities to capital ratio of 5:1 (or an income tax assets to capital ratio of 6:1), based on our non-consolidated balance sheet in the MIC entity measured at its tax value. Securitization assets and liabilities (less accrued interest) are both excluded from the calculation of the income tax assets to capital ratio.

We manage our income tax assets to a level of 5.75 times income tax capital on a non-consolidated tax basis to provide a prudent cushion between the maximum permitted assets and total actual assets. Income tax asset capacity represents additional asset growth available to yield a 5.75 income tax assets to income tax capital ratio.

Table 26: Income Tax Capital ¹

(in thousands except ratios)			
As at	June 30 2017	March 31 2017	December 31 2016
Income tax assets ¹			
Consolidated assets	\$ 2,277,284	\$ 2,242,453	\$ 2,280,855
Adjust for assets in subsidiaries	10,043	19,006	6,918
Non-consolidated assets in MIC entity	2,287,327	2,261,459	2,287,773
Add: mortgage allowances	5,007	4,816	4,897
Less: securitization assets ²	(1,074,957)	(1,105,103)	(1,089,358)
Less: equity investments in MCAP and subsidiaries ³	(36,196)	(35,318)	(37,049)
Other adjustments	(6,358)	(6,687)	(5,605)
	<u>\$ 1,174,823</u>	<u>\$ 1,119,167</u>	<u>\$ 1,160,658</u>
Income tax liabilities ¹			
Consolidated liabilities	\$ 1,989,053	\$ 1,956,743	\$ 1,999,079
Adjust for liabilities in subsidiaries	(3,491)	5,765	(6,500)
Non-consolidated liabilities in MIC entity	1,985,562	1,962,508	1,992,579
Less: securitization liabilities ²	(1,057,284)	(1,086,258)	(1,070,117)
	<u>\$ 928,278</u>	<u>\$ 876,250</u>	<u>\$ 922,462</u>
Income tax capital ¹	<u>\$ 246,545</u>	<u>\$ 242,917</u>	<u>\$ 238,196</u>
Income tax asset capacity ¹	<u>\$ 242,812</u>	<u>\$ 277,607</u>	<u>\$ 208,970</u>
Income tax capital ratios ¹			
Income tax assets to capital ratio	4.77	4.61	4.87
Income tax liabilities to capital ratio	3.77	3.61	3.87

¹ Refer to the "Non-IFRS Measures" section of this MD&A for a definition of these measures.

² The majority of securitization assets and liabilities per balance sheet are excluded from income tax assets, liabilities and capital to the extent that they are held in the MIC entity.

Regulatory Capital

As a Loan Company under the *Trust and Loan Companies Act* (the "Trust Act"), OSFI oversees the adequacy of our capital. For this purpose, OSFI has imposed minimum capital-to-regulatory (or risk-weighted) assets ratios and a minimum leverage ratio which is calculated on a different basis from the income tax assets to capital ratio discussed in the "Income Tax Capital" sub-section.

Since the financial crisis, OSFI and the Basel Committee on Banking Supervision ("BCBS") have taken measures to promote a more resilient banking sector and strengthen global capital standards. Changes from Basel III that impact MCAN through the Capital Adequacy Requirements ("CAR") Guideline, Leverage Ratio and other items are listed below. We expect to be able to meet OSFI's requirements and expectations without materially adversely affecting the Company's business plan.

- OSFI requires all federally regulated financial institutions to meet the minimum Common Equity Tier 1 ("CET 1"), Total Tier 1 and Total Capital requirements set out therein. The minimum capital ratios are 4.5% for CET 1, 6% for Total Tier 1 and 8% for Total Capital (with the phase-in of certain regulatory adjustments and phase-out of non-qualifying capital instruments by 2022).
- The regulatory adjustments to be phased into the calculation of the capital ratios of a federally regulated financial institution include the deduction of certain significant investments in the capital of banking, financial and insurance entities above 10% of the institution's CET 1 Capital (after certain prescribed regulatory adjustments), which incorporates an adjustment for the equity investment in MCAP into CET 1 capital. For 2017, the "transitional" basis phases the adjustment in by a factor of 80%, while the "all-in" basis incorporates the entire adjustment. The adjustment factor will increase by 20% annually over the phase-in period until it is fully deductible by 2018.
- In 2016, OSFI implemented the requirement for all federally regulated financial institutions to maintain a capital conservation buffer. The buffer will be phased in over time and will reach its final level of 2.5% in 2019.

- In addition to the minimum capital requirements and capital conservation buffer to be maintained by all federally regulated institutions, OSFI expects all such institutions to attain target capital ratios equal to or greater than the 2019 minimum capital ratios and the 2019 capital conservation buffer well in advance of the phase-in period. Accordingly, OSFI expects all federally regulated institutions to have a CET 1 ratio of 7% and a Total Tier 1 ratio of 8.5% and a Total Capital ratio of 10.5% (in each case, calculated on an “all in” basis giving effect to all regulatory adjustments that will be required by 2019 and including the 2019 capital conservation buffer). Failure to achieve such targets will serve as triggers for supervisory intervention.

OSFI began the phase-in of the Credit Valuation Adjustment (“CVA”) risk capital charge in 2014. The CVA risk capital charge applicable to CET 1 Capital is 72% in 2017. This will increase annually until it reaches 100% by 2019. The implementation of the CVA risk capital charge has had an insignificant impact on MCAN.

Our internal target minimum CET 1, Tier 1 and Total Capital ratios are 20%. We maintain prudent capital planning practices to ensure that we are adequately capitalized and continue to satisfy minimum standards and internal targets.

OSFI and the BCBS are finalizing consultations for an update to the regulatory capital framework for loans secured by residential real estate properties. The potential impact to MCAN will largely be in changes to the risk weighting of mortgages as calculated in the standardized approach and a new capital charge for insured mortgages.

OSFI has enacted revisions to the CAR Guideline effective January 1, 2017. The key revisions that relate to MCAN are as follows:

- An explicit requirement that institutions have appropriate policies and procedures in place to originate, underwrite and administer insured single family mortgages so as to receive a 0% risk-weighting for these assets; otherwise they would attract a 35% or 75% risk weighting similar to uninsured single family mortgages. This revision has not impacted the risk-weighting of MCAN’s insured single family mortgage portfolio.
- A revision to the risk-weighting of equity investments in funds. MCAN has adopted the “look through” approach that incorporates the risk-weighting of assets held inside the fund and the leverage used by the fund. This revision has impacted the risk-weighting of the financial investments in Crown LP and the KingSett High Yield Fund and caused decreases in the capital to risk-weighted assets ratios of 0.95% and 0.96% on the all-in and transitional bases, respectively, at June 30, 2017.

Table 27: Regulatory Capital

(in thousands except %)			
As at	June 30 2017	March 31 2017	December 31 2016
Regulatory Ratios (OSFI)			
Share capital	\$ 213,538	\$ 212,379	\$ 210,239
Contributed surplus	510	510	510
Retained earnings	60,748	59,242	55,923
Accumulated other comprehensive income	13,435	13,579	15,104
Deduction for equity investment in MCAP (Transitional adjustment) ¹	(19,620)	(17,476)	(13,576)
Common Equity Tier 1, Tier 1 and Total Capital (Transitional) ²	\$ 268,611	\$ 268,234	\$ 268,200
Deduction for equity investment in MCAP (All-in adjustment) ¹	(4,905)	(4,369)	(9,051)
Common Equity Tier 1, Tier 1 and Total Capital (All-in) ²	\$ 263,706	\$ 263,865	\$ 259,149
Total Exposures/Regulatory Assets ²			
Consolidated assets	\$ 2,277,284	\$ 2,242,453	\$ 2,280,855
Less: deductions from all-in Tier 1 Capital ¹	(24,525)	(21,845)	(22,627)
Other adjustments ³	1,393	1,561	1,489
Total On-Balance Sheet Exposures	2,254,152	2,222,169	2,259,717
Mortgage and investment funding commitments	332,374	381,595	402,861
Less: conversion to credit equivalent amount (50%)	(166,187)	(190,798)	(201,431)
Letters of credit	34,727	29,068	30,537
Less: conversion to credit equivalent amount (50%)	(17,364)	(14,534)	(15,269)
Total Off-Balance Sheet Items	183,550	205,331	216,698
Total Exposures/Regulatory Assets	\$ 2,437,702	\$ 2,427,500	\$ 2,476,415
Leverage ratio ²	10.82%	10.87%	10.46%
Risk weighted assets (transitional) ²	\$ 1,238,131	\$ 1,195,769	\$ 1,167,226
Risk weighted assets (all-in) ²	\$ 1,228,321	\$ 1,187,031	\$ 1,149,124
Regulatory Capital Ratios ²			
Common Equity Tier 1 capital to risk-weighted assets ratio (transitional)	21.69%	22.43%	22.98%
Tier 1 capital to risk-weighted assets ratio (transitional)	21.69%	22.43%	22.98%
Total capital to risk-weighted assets ratio (transitional)	21.69%	22.43%	22.98%
Common Equity Tier 1 capital to risk-weighted assets ratio (all-in)	21.47%	22.23%	22.55%
Tier 1 capital to risk-weighted assets ratio (all-in)	21.47%	22.23%	22.55%
Total capital to risk-weighted assets ratio (all-in)	21.47%	22.23%	22.55%

¹ The deduction for the equity investment in MCAP on an all-in basis is equal to the equity investment balance less 10% of the Company's shareholders' equity. In 2017, the deduction on the transitional basis is equal to 80% of the all-in adjustment (2016 - 60%). The adjustment factor will increase by 20% annually over the phase-in period until it is fully deductible by 2018.

² Refer to the "Non-IFRS Measures" section of this MD&A for a definition of these measures.

³ Certain items, such as negative cash balances, are excluded from total exposures but included in consolidated assets.

Table 28: Regulatory Risk-Weighted Assets

(in thousands except %)	June 30, 2017			March 31, 2017		
	Per Balance Sheet	Average Rate	Risk Weighted Assets	Per Balance Sheet	Average Rate	Risk Weighted Assets
As at						
On-Balance Sheet Assets						
Cash and cash equivalents	\$ 108,548	20%	\$ 21,988	\$ 94,724	20%	\$ 19,257
Cash held in trust	19,822	20%	3,964	14,425	20%	2,885
Marketable securities	58,497	100%	58,497	59,305	100%	59,305
Mortgages - corporate	911,744	76%	690,426	861,056	74%	635,085
Mortgages - securitized	1,052,071	3%	34,805	1,089,945	3%	37,056
Financial investments	57,346	191%	109,426	55,790	184%	102,538
Other loans	3,627	100%	3,627	4,575	100%	4,575
Equity investment in MCAP (all-in) ¹	53,348	54%	28,822	50,416	57%	28,570
Foreclosed real estate	435	100%	435	435	100%	435
Deferred tax asset	2,105	100%	2,105	1,986	100%	1,986
Other assets	9,741	100%	9,741	9,796	100%	9,796
			<u>963,836</u>			<u>901,488</u>
Off-Balance Sheet Items						
Letters of credit	34,727	50%	17,364	29,068	50%	14,534
Commitments	332,374	45%	148,633	381,595	46%	174,421
			<u>165,997</u>			<u>188,955</u>
Charge for operational risk			<u>98,488</u>			<u>96,588</u>
Risk-Weighted Assets (all-in)			<u>1,228,321</u>			<u>1,187,031</u>
Equity investment in MCAP (transitional adjustment) ¹			<u>9,810</u>			<u>8,738</u>
Risk-Weighted Assets (transitional)			\$ 1,238,131			\$ 1,195,769

¹ In calculating risk-weighted assets on the "all-in" basis, the capital deduction related to the investment in MCAP is risk weighted at 0%, while the component not deducted from capital is risk weighted at 100%. In calculating risk-weighted assets on the transitional basis, the difference between the all-in deduction and the transitional deduction is risk weighted at 200%.

Other Capital Management Activity

In conjunction with the annual strategic planning and budgeting process, we complete an Internal Capital Adequacy Assessment Process ("ICAAP") in order to ensure that we have the capital adequacy to support our business plan and risk appetite. The ICAAP assesses the capital necessary to support the various inherent risks that we face, including credit, liquidity, interest rate, market, geographic concentration and reputational risks. Our business plan is also stress-tested under various adverse scenarios in order to determine the impact on our results from operations and financial condition. The ICAAP is reviewed by both management and the Board and is submitted to OSFI annually. In addition, the Company performs stress testing on our internal forecasts for capital adequacy on a quarterly basis, and the results of such testing are reported to the Board.

LIQUIDITY MANAGEMENT

Our liquidity management process includes a Liquidity Risk Management Framework that incorporates multi scenario stress testing. Results of the stress testing are reported to management on a monthly basis and to the Investment Committee of the Board ("ICB") on a quarterly basis.

We fund our corporate operations by issuing term deposits that are eligible for CDIC deposit insurance. We do not accept deposits that can be cashed prior to maturity or paid on demand except in the event of the death of a depositor. During Q2 2017, the term deposit market experienced volatility in terms of market pricing for newly issued deposits. This volatility did not impact our ability to raise new term deposits, nor did changes in pricing have an impact on our corporate profitability.

For further information on how we manage liquidity risk, refer to the “Liquidity and Funding Risk” sub-section of the “Risk Governance & Management” section of this MD&A. For information on our credit facilities refer to Note 22 to the consolidated financial statements.

OSFI’s Liquidity Adequacy Requirements (“LAR”) guideline establishes three minimum standards based on the Basel III framework with national supervisory discretion applied to certain treatments: the Liquidity Coverage Ratio (“LCR”) and Net Cumulative Cash Flow (“NCCF”) metric, which both became effective January 1, 2015, and the Net Stable Funding Ratio (“NSFR”), which is effective January 1, 2018.

As at June 30, 2017, we were in compliance with the LCR and NCCF and we believe that we will be able to comply with the NSFR requirements once enacted. As at June 30, 2017, we were also in compliance with our internal liquidity ratios.

These requirements are supplemented by additional supervisory monitoring metrics including the liquidity monitoring tools and the intraday liquidity monitoring tools as considered in the Basel III framework.

The following table shows the composition of our internal liquidity ratios. These internal ratios include assumptions relating to the value of liquid assets such as the ability to sell these assets in a stressed market scenario. We manage our Tier 1 & 2 and Total liquid assets to a minimum of 60% and 100% of term deposit liabilities maturing within 100 days, respectively. The June 30, 2017 ratios increased as a result of us carrying additional liquidity levels in Q2 2017 by way of higher cash balances given the liquidity issues in the market.

Table 29: Liquidity Ratios

(in thousands except %)				
As at	June 30 2017	March 31 2017	December 31 2016	
Tier 1 liquid assets ¹				
Cash and cash equivalents	\$ 108,548	\$ 94,724	\$ 111,732	
Tier 2 liquid assets ¹				
Marketable securities	58,497	59,305	55,126	
Less: marketable securities adjustment ²	(12,824)	(13,924)	(13,007)	
Market MBS retained by MCAN ³	33,281	35,339	36,606	
	78,954	80,720	78,725	
Tier 3 liquid assets ¹				
Single family insured mortgages ⁴	52,352	39,672	69,899	
Less: single family insured mortgages adjustment ⁴	(17,259)	(12,271)	(24,293)	
	35,093	27,401	45,606	
Total liquid assets ¹	\$ 222,595	\$ 202,845	\$ 236,063	
100 day term deposit maturities	\$ 100,439	\$ 127,234	\$ 130,357	
Liquidity ratios ¹				
Tier 1 & 2 liquid assets to 100 day term deposit maturities	187%	138%	146%	
Total liquid assets to 100 day term deposit maturities	222%	159%	181%	

¹ Refer to the “Non-IFRS Measures” section of this MD&A for a definition of these measures.

² Adjusted to reflect estimated impact to fair market value in a stressed scenario. Corporate bonds are reduced as follows: BBB- or higher (30%); below BBB- (45%). REITs are reduced as follows: constituent in TSX/S&P Composite Index (20%); not a constituent in TSX/S&P Composite Index (40%).

³ Included in corporate mortgages - insured single family. For further information, refer to the “Securitization Programs” section of this MD&A.

⁴ Single family insured mortgages exclude mortgages pledged as collateral and second mortgages not insured by CMHC. The adjustment reflects lower liquidity than Tier 1 and Tier 2 liquidity, as follows: CMHC insured (25%), CMHC insured second mortgages (50%), privately insured (50%).

Our sources and uses of liquidity are outlined in the table below. We manage our net liquidity surplus/deficit by raising term deposits as mentioned above. For further information on our off-balance sheet commitment associated with our investment in the KingSett High Yield Fund, refer to the “Off-Balance Sheet Arrangements” section of this MD&A.

Table 30: Liquidity Analysis

(in thousands)	Within 3 Months	3 Months To 1 Year	1 to 3 Years	3 to 5 Years	Over 5 Years	June 30 2017	March 31 2017
Sources of liquidity							
Cash and cash equivalents	\$ 108,548	\$ -	\$ -	\$ -	\$ -	\$ 108,548	\$ 94,724
Marketable securities	57,856	516	83	-	42	58,497	59,305
Mortgages - corporate	194,901	392,183	296,275	26,419	1,966	911,744	861,056
Financial investments	-	-	-	-	57,346	57,346	55,790
Other loans	1,234	641	-	1,752	-	3,627	4,575
	362,539	393,340	296,358	28,171	59,354	1,139,762	1,075,450
Uses of liquidity							
Term deposits	96,435	361,180	306,034	158,451	-	922,100	861,673
Other liabilities	4,835	-	-	-	-	4,835	4,082
	101,270	361,180	306,034	158,451	-	926,935	865,755
Net liquidity surplus (deficit)	\$ 261,269	\$ 32,160	\$ (9,676)	\$ (130,280)	\$ 59,354	\$ 212,827	\$ 209,695
Off-Balance Sheet							
Unfunded mortgage commitments	\$ 94,494	\$ 106,523	\$ 94,412	\$ -	\$ -	\$ 295,429	\$ 343,435
Commitment - KingSett High Yield Fund	-	-	-	-	36,945	36,945	38,160
	\$ 94,494	\$ 106,523	\$ 94,412	\$ -	\$ 36,945	\$ 332,374	\$ 381,595

Note: The above table excludes securitized assets and liabilities and pledged assets as their use is restricted to securitization program operations.

RISK GOVERNANCE AND MANAGEMENT

We are exposed to a number of risks, including credit risk, liquidity and funding risk, operational risk, strategic and business risk, reputational risk, interest rate risk, market risk and cyber risk, that can adversely affect our ability to achieve our business objectives or execute our business strategies, and which may result in a loss of earnings, capital and/or damage to our reputation. We mitigate these risks through prudent credit limits, established lending policies and procedures, effective monitoring and reporting, investment diversification and by the diligent management of assets and liabilities.

We operate in changing regulatory and economic environments. As a result, we believe that our management team and the Board are particularly diligent in their consideration of all identified and emerging risks. Our goal is not to eliminate risk, as this would result in significantly reduced earnings, but rather to be proactive in our assessment and management of risk, as a means to gain a strategic advantage and ultimately enhance shareholder value.

The risks that have been identified may not be the only risks that we face. Other risks of which we are not aware or which we currently deem to be immaterial may surface in future periods and have a material adverse impact on our business, results from operations and financial condition.

The shaded areas of this MD&A represent a discussion of risk factors and risk management policies and procedures relating to credit, liquidity, interest rate and market risks as required under IFRS 7, *Financial Instruments: Disclosures*. The relevant MD&A sections are identified by shading within boxes and the content forms an integral part of the consolidated financial statements.

For a detailed discussion of risks that the Company is exposed to, refer to the “Risk Governance and Management” section of the 2016 Annual MD&A.

Liquidity and Funding Risk

Liquidity and funding risk is the risk that cash inflows, supplemented by assets readily convertible to cash, will be insufficient to honour all cash outflow commitments (both on and off-balance sheet) as they come due. The failure of borrowers to make regular mortgage payments increases the uncertainties associated with liquidity management, notwithstanding that we may

eventually collect the amounts outstanding, which may result in a loss of earnings or capital, or have an otherwise adverse effect on our financial condition and results of operations.

For information on the contractual maturities of certain obligations of the Company, refer to notes 12, 14 and 21 to the consolidated financial statements.

Reputational Risk

Reputational risk is the negative consequence of the occurrence of other risks and can occur from an activity undertaken by the Company, its affiliated companies, or its representatives. The loss of reputation can greatly affect shareholder value through reduced public confidence, a loss of business, legal action, or increased regulatory oversight. Reputation refers to the perception of the enterprise by various stakeholders. Typically, key stakeholder groups include investors, customers, depositors, employees, suppliers and regulators. Perceptions may be impacted by various events including financial performance, specific adverse occurrences from events such as cyber security issues, unfavourable media coverage, and changes or actions of the corporation's leadership. Failure to effectively manage reputation risk can result in reduced market capitalization, loss of client loyalty, reduced access to deposit funding and the inability to achieve our strategic objectives.

Strategic and Business Risk

Strategic and business risk is the risk of loss due to fluctuations in the external business environment, the failure of management to adjust its strategies, business model and business activities for external events, business results, changes in the competitive environment or the inability of the business to change its cost levels in response to those changes.

Operational Risk

Operational risk is the potential for loss resulting from people, inadequate or failed internal processes, systems, or from external events. The risk of loss from people includes internal or external fraud, non-adherence to internal procedures/values/objectives or unethical behaviour. The largest components of this risk for MCAN have been separately identified as outsourcing risk and cyber risk. The remaining risks arise from the small size and entrepreneurial nature of MCAN, and the legacy systems used within it. The exposure to financial misreporting, inaccurate financial models, fraud, breaches in privacy, information security, attraction and retention of employees, and business continuity and recovery are included within operational risk.

Outsourcing Risk

Within operational risk, outsourcing risk is the risk incurred when we contract out a business function to a service provider instead of performing the function ourselves, and the service provider performs at a lower standard than we would have under similar circumstances. We outsource the majority of our mortgage and loan origination, servicing and collections to MCAP and other third parties.

Risk of Accuracy and Completeness of Borrower Information

Within operational risk, in the single family mortgage underwriting process, we rely on information provided by potential borrowers and other third parties, including mortgage brokers. We may also rely on the representations of potential borrowers and third parties as to the accuracy and completeness of that information. Our financial position and performance may be negatively impacted if this information is intentionally misleading or does not fairly represent the financial condition of the potential borrower and is not detected by our internal controls.

Cyber Risk

We collect and store confidential and personal information to the extent needed for operational purposes. Unauthorized access to the Company's computer systems could result in the theft or publication of confidential information or the deletion or modification of records or could otherwise cause interruptions in the Company's operations. In addition, despite the Company's implementation of security measures, its systems are vulnerable to damages from computer viruses, natural disasters, unauthorized access, cyber-attack and other similar disruptions. Any such system failure, accident or security breach could disrupt the Company's delivery of services and make the Company's applications unavailable or cause similar disruptions to the Company's operations. If a person penetrates the Company's network security or otherwise misappropriates sensitive data, we could be subject to liability or our business could be interrupted, and any of these developments could have a material adverse effect on the Company's business, results of operations and financial condition.

Credit Risk

Credit risk is the risk of financial loss resulting from the failure of a counterparty, for any reason, to fully honour its financial or contractual obligations to the Company, primarily arising from our mortgage and lending activities. Fluctuations in real estate values may increase the risk of default and may also reduce the net realizable value of the collateral property to the Company. These risks may result in defaults and credit losses, which may result in a loss of earnings. Credit losses occur when a counterparty fails to meet its obligations to the Company and the value realized on the sale of the underlying security deteriorates below the carrying amount of the exposure.

Interest Rate Risk

Interest rate risk is the potential impact of changes in interest rates on our earnings and capital. Interest rate risk arises when our assets and liabilities, both on and off-balance sheet, have mismatched repricing dates. Changes in interest rates where we have mismatched repricing dates may have an adverse effect on our financial condition and results of operations. In addition, interest rate risk may arise when changes in the underlying interest rates on assets do not match changes in the interest rates on liabilities. This potential mismatch may have an adverse effect on our financial condition and results of operations.

Our exposure to interest rate risk is discussed further in Note 23 to the consolidated financial statements.

Market Risk

Market risk is the exposure to adverse changes in the value of financial assets. Our market risk factors include price risk on marketable securities, interest rates, real estate values and commodity prices, among others. Any changes in these market risk factors may negatively affect the value of our financial assets, which may have an adverse effect on our financial condition and results of operations. We do not undertake trading activities as part of our regular operations, and therefore are not exposed to risks associated with activities such as market making, arbitrage or proprietary trading.

Risk Management

For a detailed discussion of how we manage the risks noted above, refer to the “Risk Governance and Management” section of the 2016 Annual MD&A.

DESCRIPTION OF CAPITAL STRUCTURE

Our authorized share capital consists of an unlimited number of common shares with no par value. At June 30, 2017, there were 23,303,289 common shares outstanding (March 31, 2017 - 23,223,955). As at August 11, 2017, there were 23,303,289 common shares outstanding.

During Q2 2017, we issued 79,334 new common shares under the DRIP (Q2 2016 - 63,100), which provides MCAN with a reliable source of new capital and existing shareholders an opportunity to acquire additional shares at a discount to market value. Under the DRIP, dividends paid to shareholders are automatically reinvested in common shares issued out of treasury at the weighted average trading price for the five days preceding such issue less a discount of 2%.

For additional information related to share capital, refer to Note 15 to the consolidated financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

We have contractual obligations relating to an operating lease, in addition to outstanding commitments for future fundings of corporate mortgages and our investment in the KingSett High Yield Fund. Although the future funding commitment for our investment in the KingSett High Yield fund is displayed in the over five year category in the table below, we are obligated to advance additional fundings on the investment at any time subject to capital calls by KingSett.

We outsource the majority of our mortgage servicing and continue to pay servicing expenses as long as the mortgages remain on our balance sheet.

During Q2 2017, we entered into an agreement to increase the size of our leased premises and the duration of the lease. The increased lease obligation is reflected in the table below.

Table 31: Contractual Obligations

(in thousands)	Less than one year	One to three years	Three to five years	Over five years	June 30 2017	March 31 2017
Mortgage funding commitments	\$ 201,017	\$ 94,412	\$ -	\$ -	\$ 295,429	\$ 343,435
Commitment - KingSett High Yield Fund	-	-	-	36,945	36,945	38,160
Operating lease	769	1,696	1,735	4,737	8,937	4,425
	\$ 201,786	\$ 96,108	\$ 1,735	\$ 41,682	\$ 341,311	\$ 386,020

We retain mortgage servicing obligations relating to securitized mortgages where balance sheet derecognition has been achieved. For further information, refer to Note 6 to the consolidated financial statements.

We provide letters of credit, which are not reflected on the consolidated balance sheet, for the purpose of supporting developer obligations to municipalities in conjunction with residential construction loans. For further information, refer to Note 22 to the consolidated financial statements.

As at June 30, 2017, of our total single family mortgage renewal rights of \$1.0 billion (March 31, 2017 - \$1.0 billion), \$87 million related to off-balance sheet mortgages sold to third parties on a whole loan basis (March 31, 2017 - \$110 million).

DIVIDENDS

Consistent with the prior quarter, the Board declared a 2017 third quarter dividend of \$0.32 per share to be paid on September 29, 2017 to shareholders of record as of September 15, 2017.

TRANSACTIONS WITH RELATED PARTIES

Related party transactions for the quarters ended June 30, 2017 and June 30, 2016 and related party balances as at June 30, 2017 are discussed in Note 20 to the consolidated financial statements.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

The majority of our consolidated balance sheet consists of financial instruments, and the majority of net income is derived from the related income, expenses, gains and losses. Financial instruments include cash and cash equivalents, cash held in trust, marketable securities, mortgages, financial investments, other loans, financial liabilities from securitization, term deposits and loans payable, which are discussed throughout this MD&A.

The use of financial instruments exposes us to interest rate, credit, liquidity and market risk. A discussion of these risks and how these risks are managed is found in the "Risk Governance and Management" section of this MD&A.

Information on the financial statement classification and amounts of income, expenses, gains and losses associated with the instruments are located in the "Results from Operations" and "Financial Position" sections of this MD&A. Information on the determination of the fair value of financial instruments is located in the "Critical Accounting Estimates and Judgments" section of this MD&A.

PEOPLE

As at June 30, 2017, we had 67 employees.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the Company's financial statements requires management to make judgments and estimations and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. Estimates are considered carefully and reviewed at an appropriate level within MCAN. We believe that our estimates of the value of our assets and liabilities are appropriate. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Critical Accounting Estimates

Fair value of financial instruments

Where the fair values of financial assets and financial liabilities recorded in the consolidated financial statements cannot be derived from active markets, they are determined using a variety of valuation techniques that may include the use of mathematical models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, estimates are required to establish fair values. These estimates include considerations of liquidity and model inputs such as discount rates, prepayment rates and default rate assumptions for certain investments.

Allowances for credit losses

The allowance for credit losses reduces the carrying value of mortgage assets to provide for an estimate of the principal amounts that borrowers may not repay in the future. In assessing the estimated realizable value of assets, we must rely on estimates and exercise judgment regarding matters for which the ultimate outcome is unknown. A number of factors can affect the amount that we ultimately collect, including the quality of our own underwriting process and credit criteria, the diversification of the portfolio, the underlying security relating to the loans and the overall economic environment. Individual allowances include all of the accumulated provisions for losses on particular assets required to reduce the related assets to estimated realizable value. The collective allowance represents losses that we believe have been incurred but not yet specifically identified. The collective allowance is established by considering historical loss trends during economic cycles, the risk profile of our current portfolio, estimated losses for the current phase of the economic cycle and historic industry experience. Allowance rates depend on asset class, as different classes have varying underlying risks. Future changes in circumstances could materially affect our future provisions for credit losses from those provisions determined in the current year, and there could be a need to increase or decrease the allowance for credit losses.

We review our individually significant mortgage balances at each consolidated financial statement date to assess whether an impairment loss should be recorded. In particular, estimates by management are required in the calculation of the amount and timing of future cash flows when determining the impairment loss. In estimating these cash flows, the Company makes assumptions about the borrower's financial situation and the net realizable value of collateral. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

Mortgages that have been assessed individually and found not to be impaired and all individually insignificant mortgages are then assessed collectively, in groups of mortgages with similar risk characteristics, to determine whether a provision should be made due to incurred loss events for which there is objective evidence but whose effects are not yet evident. The collective assessment takes account of data from the mortgage portfolio (such as credit quality, levels of arrears, credit utilization, loan to value ratios, etc.), concentrations of risks and economic data (including levels of unemployment, real estate prices indices and the performance of different individual groups). There have been no recent changes to the methodology, nor are any expected in the foreseeable future prior to the adoption of IFRS 9 on January 1, 2018. No trends, events or uncertainties exist that may affect the methodology and assumptions used.

We complete a review of all provisioning policies at least annually. We continue to monitor asset performance and current economic conditions, focusing on any regionally specific issues to assess the adequacy of the current provisioning policies. Provisioning rates are reviewed on a quarterly basis.

In addition to considering current economic conditions, we assessed the probability of default, expected loss as a result of default and the mortgage exposure at the time of default when establishing our collective allowance. We continue to review our underwriting and credit requirements on a regular basis, and we have taken measures as warranted by changes in the market and economic conditions. Our current provisioning rates consider the impact of a decline in real estate values and anticipated default/loss percentages that are sufficient to offset current and historical loss experiences.

Mortgage prepayment rates

In calculating the rate at which borrowers prepay their mortgages, the Company makes estimates based on its historical experience. These assumptions impact the timing of revenue recognition and the amortization of mortgage premiums using the EIM.

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income in the subsidiaries of the Company. Differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded in the subsidiaries of the Company.

The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by relevant tax authorities. The amount of such provisions is based on various factors, such as experience of previous tax audits and interpretations of tax regulations by the responsible tax authority. As the Company assesses the probability of litigation and subsequent cash outflow with respect to taxes as remote, no contingent liability has been recognized.

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable income will be available against which the losses can be used in the subsidiaries of the Company. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized in the subsidiaries of the Company, based upon the likely timing and the level of future taxable income together with future tax planning strategies.

Impairment of financial assets

As applicable, the Company reviews financial assets at each consolidated financial statement date to assess whether an impairment loss should be recorded. In particular, estimates by management are required in the calculation of the amount and timing of future cash flows when determining the impairment loss. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the fair value of the asset.

Critical Accounting Judgments

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

Significant influence

In determining whether it has significant influence over an entity, the Company makes certain judgments based on the applicable accounting standards. These judgments form the basis for the Company's policies in accounting for its equity investments.

Taxes

As a MIC under the Tax Act, the Company is able to deduct from income for tax purposes dividends paid within 90 days of year-end. The Company intends to maintain its status as a MIC and intends to pay sufficient dividends in current and future years to ensure that it is not subject to income taxes in the MIC entity on a non-consolidated basis. Accordingly, the Company does not record a provision for current and deferred taxes within the MIC entity; however provisions are recorded as applicable in all subsidiaries of MCAN.

STANDARDS ISSUED BUT NOT YET EFFECTIVE

Standards issued but not yet effective up to the date of issuance of the consolidated financial statements are listed below. This listing is of standards and interpretations issued, which we reasonably expect to be applicable at a future date. We intend to adopt these standards when they become effective.

IFRS 9, Financial Instruments

In July 2014, the International Accounting Standards Board ("IASB") issued a final revised IFRS 9 standard, which addresses impairment, classification and measurement, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

Project Plan/Implementation

We have established an IFRS 9 Committee which includes representatives of finance, risk and other executives. The Committee is responsible for the overall implementation of IFRS 9, ensuring proper integration throughout the Company and providing review and approval of key decisions. We continue to analyze the impact of the IFRS 9 changes on our consolidated financial statements and will continue to provide details as the project progresses.

Impairment

IFRS 9 introduces a new expected credit loss (“ECL”) impairment model for all financial assets, with the most significant impact on the Company’s mortgage portfolio. The new ECL model will result in a collective allowance being recorded on financial assets regardless of whether there has been an actual loss event. The expected credit loss model requires the recognition of 12-month expected credit losses at origination and the recognition of expected lifetime losses on financial assets that have experienced a significant increase in credit risk since origination. IFRS 9 requires consideration of past events, current market conditions and reasonable supportable information about future economic conditions in determining whether there has been a significant increase in credit risk, and in calculating the amount of expected losses. We are in the process of developing our IFRS 9 models and we have not yet quantified the impact on our collective allowance.

Classification and Measurement

IFRS 9 requires that debt instruments are classified based on the business model for managing the assets and the contractual cash flow characteristics of the asset. The business model test determines classification based on the business purpose for holding the asset. Our debt instruments that have contractual cash flows representing only payments of principal and interest will be eligible for classification as fair value reported through other comprehensive income (“FVOCI”) or amortized cost. Our equity instruments would generally be measured at FVOCI with unrealized gains and losses recognized in other comprehensive income. We are currently analyzing our business models and contractual cash flow characteristics.

Hedge Accounting

IFRS 9 has new hedge accounting principles that are aimed to align hedge accounting more closely with risk management. We currently do not have any hedging relationships eligible for hedge accounting under IFRS 9 and therefore we do not expect any impact from the introduction of IFRS 9 hedge accounting rules.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 provides a single principle-based framework that applies to contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. We are in the process of assessing the impact of IFRS 15 on our consolidated financial statements.

IFRS 16, Leases

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e., the customer (‘lessee’) and the supplier (‘lessor’). IFRS 16 is effective for annual periods beginning on or after January 1, 2019. All leases result in a company (the lessee) obtaining the right to use an asset at the start of the lease and, if lease payments are made over time, also obtaining financing. Accordingly, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17, *Leases* and, instead, introduces a single lessee accounting model. Applying that model, a lessee is required to recognize: (a) assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value; and (b) depreciation of lease assets separately from interest on lease liabilities in the income statement. We have not yet determined the impact of IFRS 16 on our consolidated financial statements.

IFRS 2, Share-based Payment Transactions

In June 2016, the IASB issued amendments to IFRS 2, which clarify how to classify and measure certain types of share-based payment transactions. These amendments are effective for annual periods beginning on or after January 1, 2018 and can be applied prospectively. We have not yet determined the impact of IFRS 2 on our consolidated financial statements.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

As at June 30, 2017, the CEO and CFO of MCAN, along with the assistance of the Company's disclosure committee comprised of members of senior management, have designed disclosure controls and procedures to provide reasonable assurance that (i) material information relating to MCAN is made known to the CEO and CFO and (ii) information required to be disclosed by us in reports we file or submit is recorded, processed, summarized and reported within the time periods specified in securities legislation, and have designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements in accordance with IFRS.

There were no changes in our internal controls over financial reporting that occurred during the interim period ended June 30, 2017 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

All internal control systems, no matter how well designed, have inherent limitations. As a result, even systems determined to be effective may not prevent or detect misstatements on a timely basis, as systems can provide only reasonable assurance that the objectives of the control system are met. In addition, projections of any evaluation of the effectiveness of ICFR to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may change.

Notice required under National Instrument 51-102, "Continuous Disclosure Obligations," Part 4.3 (3) (a).

The accompanying consolidated interim financial statements of MCAN have not been reviewed by an auditor.

The Company is in compliance with the interim Management's Discussion and Analysis of Operations requirements set out by National Instrument 51-102.

NON IFRS MEASURES

We prepare our consolidated financial statements in accordance with IFRS. We use a number of financial measures to assess our performance. Some of these measures are not calculated in accordance with IFRS, are not defined by IFRS, and do not have standardized meanings that would ensure consistency and comparability between companies using these measures. The non-IFRS measures used in this MD&A are defined as follows:

Return on Average Shareholders' Equity

Return on average shareholders' equity is a profitability measure that presents the annualized net income available to shareholders' equity as a percentage of the capital deployed to earn the income. We calculate return on average shareholders' equity as a monthly average using all components of shareholders' equity.

Taxable Income Measures

Taxable Income Measures include taxable income and taxable income per share. Taxable income represents MCAN's net income on a non-consolidated basis calculated under the provisions of the Tax Act applicable to a MIC. Taxable income is calculated as an estimate until we complete our annual tax returns subsequent to year end, at which point it is finalized.

Average Interest Rate

The average interest rate is a profitability measure that presents the average annualized yield of an asset or liability. Average mortgage portfolio yield (corporate or securitized), term deposit average interest rate, financial liabilities from securitization average interest rate, spread of mortgages over term deposits and spread of securitized assets over liabilities are examples of average interest rates. The average asset/liability balance that is incorporated into the average interest rate calculation is calculated on either a daily or monthly basis depending on the nature of the asset/liability. Please refer to the applicable tables containing average balances for further details.

Net Interest Income

Net interest income is a profitability measure that reflects net income earned only from interest-bearing assets and liabilities.

Impaired Mortgage Ratios

The impaired mortgage ratios represent the ratio of impaired uninsured mortgages to both corporate and total (corporate and securitized) mortgage principal.

Mortgage Arrears

Mortgage arrears measures include total corporate mortgage arrears, total securitized mortgage arrears and total mortgage arrears. These measures represent the amount of mortgages from the corporate portfolio, securitized portfolio and the sum of the two, respectively, that are at least one day past due.

Common Equity Tier 1, Tier 1 and Total Capital, Total Exposures, Regulatory Assets, Leverage Ratio, Assets to Capital Multiple and Risk Weighted Assets

These measures provided in this MD&A are in accordance with guidelines issued by OSFI and are located on Table 33 of this MD&A and Note 24 to the consolidated financial statements.

Tier 1, Tier 2, Tier 3 and Total Liquid Assets and Liquidity Ratios

Tier 1, Tier 2, Tier 3 and Total Liquid Assets are internal metrics that quantify the balance sheet assets (or components of assets) that comprise various liquidity levels. Liquidity ratios represent the ratio of select tiers of liquid assets to term deposits maturing within 100 days.

Income Tax Capital Measures

Income tax assets, income tax liabilities and income tax capital represent assets, liabilities and capital as calculated on a non-consolidated basis using the provisions of the Tax Act applicable to a MIC. The calculation of the income tax assets to capital ratio and income tax liabilities to capital ratio are based on these amounts. Income tax asset capacity represents additional income tax asset growth available to yield a 5.75 income tax assets to capital ratio, which is our target ratio.

Market Capitalization

Market capitalization is calculated as the number of common shares outstanding multiplied by the closing common share price as of that date.

Book Value per Common Share

Book value per common share is calculated as total shareholders' equity divided by the number of common shares outstanding.

Limited Partner's At-Risk Amount

The value of our equity investment in MCAP for income tax purposes is referred to as the Limited Partner's At-Risk Amount ("LP ARA"), which represents the cost base of the limited partner's investment in the partnership. The LP ARA is increased (decreased) by the partner's share of partnership income (loss) on a tax basis, increased by the amount of capital contributions into the partnership and reduced by distributions received from the partnership.

CONSOLIDATED BALANCE SHEETS
(Unaudited) (in thousands of Canadian dollars)

As at	Note	June 30 2017	December 31 2016
Assets			
Corporate Assets			
Cash and cash equivalents		\$ 108,548	\$ 111,732
Marketable securities	7	58,497	55,126
Mortgages	8	911,744	904,112
Financial investments	9	57,346	57,264
Other loans		3,627	3,584
Equity investment in MCAP Commercial LP	10	53,348	50,805
Foreclosed real estate		435	529
Deferred tax asset	13	2,105	1,782
Other assets		5,139	3,546
		1,200,789	1,188,480
Securitization Assets			
Cash held in trust		19,822	15,724
Mortgages	11	1,052,071	1,071,849
Other assets		4,602	4,802
		1,076,495	1,092,375
		\$ 2,277,284	\$ 2,280,855
Liabilities and Shareholders' Equity			
Liabilities			
Corporate Liabilities			
Term deposits	12	\$ 922,100	\$ 911,866
Deferred tax liabilities	13	3,262	3,050
Other liabilities		4,835	12,377
		930,197	927,293
Securitization Liabilities			
Financial liabilities from securitization	14	1,058,856	1,071,786
		1,058,856	1,071,786
		1,989,053	1,999,079
Shareholders' Equity			
Share capital	15	213,538	210,239
Contributed surplus	15	510	510
Retained earnings		60,748	55,923
Accumulated other comprehensive income	17	13,435	15,104
		288,231	281,776
		\$ 2,277,284	\$ 2,280,855

The accompanying notes and shaded areas of the "Risk Governance and Management" section of Management's Discussion and Analysis of Operations are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited) (in thousands of Canadian dollars except for per share amounts)

For the Quarters Ended June 30	Note	2017	2016
Net Investment Income - Corporate Assets			
Mortgage interest		\$ 12,058	\$ 13,367
Equity income from MCAP Commercial LP	10	3,818	4,509
Fees		337	673
Marketable securities		1,094	819
Financial investments and other loans	9	911	4,456
Interest on cash and cash equivalents		141	129
		18,359	23,953
Term deposit interest and expenses		5,136	5,535
Mortgage expenses	18	995	1,018
Interest on loans payable		4	109
Provision for credit losses	19	46	295
		6,181	6,957
		12,178	16,996
Net Investment Income - Securitization Assets			
Mortgage interest		7,020	6,984
Other securitization income	6	37	123
		7,057	7,107
Interest on financial liabilities from securitization		5,183	5,247
Mortgage expenses	18	502	439
		5,685	5,686
		1,372	1,421
Operating Expenses			
Salaries and benefits		2,589	2,568
General and administrative		2,024	2,082
		4,613	4,650
Net Income Before Income Taxes			
		8,937	13,767
Provision for (recovery of) income taxes			
Deferred	13	(1)	131
		(1)	131
Net Income		\$ 8,938	\$ 13,636
Basic and diluted earnings per share		\$ 0.39	\$ 0.59
Dividends per share		\$ 0.32	\$ 0.29
Weighted average number of basic and diluted shares (000's)		23,225	22,934

The accompanying notes and shaded areas of the "Risk Factors" and "Risk Management" sections of Management's Discussion and Analysis of Operations are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF INCOME

(Unaudited) (in thousands of Canadian dollars except for per share amounts)

For the Six Months Ended June 30	Note	2017	2016
Net Investment Income - Corporate Assets			
Mortgage interest		\$ 23,558	\$ 25,955
Equity income from MCAP Commercial LP	10	5,710	7,024
Fees		683	1,226
Marketable securities		1,940	1,528
Financial investments and other loans	9	5,174	4,940
Interest on cash and cash equivalents		299	254
Whole loan gain on sale income		-	323
		37,364	41,250
Term deposit interest and expenses		10,157	10,858
Mortgage expenses	18	1,954	1,971
Interest on loans payable		36	180
Provision for credit losses	19	76	620
		12,223	13,629
		25,141	27,621
Other Income - Corporate Assets			
Gain on sale of investment in MCAP Commercial LP	10	785	-
Gain on dilution of investment in MCAP Commercial LP	10	91	-
		876	-
Net Investment Income - Securitization Assets			
Mortgage interest		13,792	13,989
Other securitization income	6	73	130
		13,865	14,119
Interest on financial liabilities from securitization		10,214	10,570
Mortgage expenses	18	988	884
		11,202	11,454
		2,663	2,665
Operating Expenses			
Salaries and benefits		5,183	5,086
General and administrative		4,047	4,083
		9,230	9,169
Net Income Before Income Taxes			
Provision for (recovery) of income taxes		19,450	21,117
Current	13	-	(100)
Deferred	13	247	(190)
		247	(290)
Net Income		\$ 19,203	\$ 21,407
Basic and diluted earnings per share		\$ 0.83	\$ 0.93
Dividends per share		\$ 0.62	\$ 0.58
Weighted average number of basic and diluted shares (000's)		23,187	22,897

The accompanying notes and shaded areas of the "Risk Governance and Management" section of Management's Discussion and Analysis of Operations are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited) (in thousands of Canadian dollars)

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Net income	\$ 8,938	\$ 13,636	\$ 19,203	\$ 21,407
Other comprehensive income (loss)				
Change in unrealized gain on available for sale marketable securities	(353)	3,511	826	6,832
Transfer of gains on sale of marketable securities to net income	(139)	-	(139)	-
Change in unrealized gain on available for sale financial investments	608	763	946	1,423
Transfer of income distribution from available for sale financial investments to net income	-	(3,181)	(308)	(3,181)
Transfer of unrealized gains on available for sale financial investments to net income	(205)	(576)	(3,351)	(576)
Less: deferred taxes	(55)	183	357	70
	(144)	700	(1,669)	4,568
Comprehensive income	\$ 8,794	\$ 14,336	\$ 17,534	\$ 25,975

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited) (in thousands of Canadian dollars)

For the Six Months Ended June 30	Note	2017	2016
Share capital			
Balance, beginning of period		\$ 210,239	\$ 206,382
Common shares issued	15	3,299	2,720
Balance, end of period		213,538	209,102
Contributed surplus			
Balance, beginning of period		510	510
Changes to contributed surplus		-	-
Balance, end of period		510	510
Retained earnings			
Balance, beginning of period		55,923	42,617
Net income		19,203	21,407
Dividends declared		(14,378)	(13,280)
Balance, end of period		60,748	50,744
Accumulated other comprehensive income			
Balance, beginning of period		15,104	9,293
Other comprehensive income (loss)		(1,669)	4,568
Balance, end of period		13,435	13,861
Total shareholders' equity		\$ 288,231	\$ 274,217

The accompanying notes and shaded areas of the "Risk Governance and Management" section of Management's Discussion and Analysis of Operations are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited) (in thousands of Canadian dollars)

For the Six Months Ended June 30	2017	2016
Cash provided by (used for):		
Operating Activities		
Net income	\$ 19,203	\$ 21,407
Adjustments to determine cash flows relating to operating activities:		
Current taxes	-	(100)
Deferred taxes	247	(190)
Equity income from MCAP Commercial LP	(5,710)	(7,024)
Gain on sale of investment in MCAP Commercial LP	(785)	-
Provision for credit losses	76	620
Amortization of securitized mortgage and liability transaction costs	2,762	2,745
Amortization of other assets	258	175
Amortization of mortgage discounts	(69)	(40)
Gain on dilution of MCAP Commercial LP	(91)	-
Changes in operating assets and liabilities:		
Mortgages	10,184	(65,349)
Term deposits	10,234	97,472
Financial liabilities from securitization	(13,464)	(8,386)
Marketable securities	(2,684)	(8,334)
Cash held in trust	(4,098)	(6,388)
Financial investments	(2,795)	(9,939)
Other loans	(43)	149
Other assets	(1,338)	(3,218)
Other liabilities	(888)	(1,514)
Cash flows from operating activities	10,999	12,086
Investing Activities		
Distributions from MCAP Commercial LP	2,095	3,652
Decrease in foreclosed real estate	94	-
Proceeds on sale of investment in MCAP Commercial LP	1,947	-
Acquisition of capital and intangible assets	(318)	(378)
Cash flows from investing activities	3,818	3,274
Financing Activities		
Issue of common shares	3,299	2,720
Dividends paid	(21,300)	(19,888)
Cash flows for financing activities	(18,001)	(17,168)
Decrease in cash and cash equivalents	(3,184)	(1,808)
Cash and cash equivalents, beginning of period	111,732	75,762
Cash and cash equivalents, end of period	\$ 108,548	\$ 73,954
Supplementary Information		
Interest received	\$ 36,767	\$ 39,543
Interest paid	17,170	20,909
Distributions received from investments	6,553	6,307

The accompanying notes and shaded areas of the "Risk Governance and Management" section of Management's Discussion and Analysis of Operations are an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note	Page
1. Corporate Information	58
2. Basis of Preparation	58
3. Basis of Consolidation	59
4. Summary of Significant Accounting Policies	59
5. Significant Accounting Judgments and Estimates	60
6. Securitization Activities	62
7. Marketable Securities	64
8. Mortgages - Corporate	64
9. Financial Investments	67
10. Equity Investment in MCAP Commercial LP	68
11. Mortgages - Securitized	69
12. Term Deposits	70
13. Income Taxes	70
14. Financial Liabilities from Securitization	71
15. Share Capital and Contributed Surplus	72
16. Dividends	72
17. Accumulated Other Comprehensive Income	72
18. Mortgage Expenses	73
19. Provision for Credit Losses	73
20. Related Party Disclosures	73
21. Commitments and Contingencies	75
22. Credit Facilities	76
23. Interest Rate Sensitivity	76
24. Capital Management	78
25. Financial Instruments	79
26. Comparative Amounts	81

1. Corporate Information

MCAN Mortgage Corporation (the “Company” or “MCAN”) is a Loan Company under the *Trust and Loan Companies Act (Canada)* (the “Trust Act”) and a Mortgage Investment Corporation (“MIC”) under the *Income Tax Act (Canada)* (the “Tax Act”).

As a Loan Company under the Trust Act, the Company is subject to the guidelines and regulations set by the Office of the Superintendent of Financial Institutions Canada (“OSFI”).

MCAN’s primary objective is to generate a reliable stream of income by investing its corporate funds in a diversified portfolio of mortgages (including single family residential, residential construction, non-residential construction and commercial loans), as well as other types of financial investments, loans and real estate investments. MCAN employs leverage by issuing term deposits eligible for Canada Deposit Insurance Corporation (“CDIC”) deposit insurance up to a maximum of five times capital (on a non-consolidated income tax basis in the MIC entity) as limited by the provisions of the Tax Act applicable to a MIC. The term deposits are sourced through a network of independent financial agents. As a MIC, MCAN is entitled to deduct from income for tax purposes 50% of capital gains dividends and 100% of other dividends paid. Such dividends are received by shareholders as capital gains dividends and interest income, respectively.

MCAN’s primary wholly owned subsidiary, Xceed Mortgage Corporation (“Xceed”), is an originator of residential first-charge mortgage products across Canada. As such, Xceed operates primarily in one industry segment through its sales team and mortgage brokers. Xceed is incorporated in the province of Ontario.

MCAN is also a *National Housing Act* (“NHA”) mortgage-backed securities (“MBS”) issuer. For further details, refer to Note 6.

MCAN is incorporated in Canada. MCAN and Xceed’s head office is located at 200 King Street West, Suite 600, Toronto, Ontario, Canada. MCAN is listed on the Toronto Stock Exchange under the symbol MKP.

The consolidated financial statements were approved in accordance with a resolution of the Board of Directors (the “Board”) on August 11, 2017.

2. Basis of Preparation

The consolidated financial statements of the Company have been prepared in accordance with International Accounting Standard (“IAS”) 34, *Interim Financial Reporting*, using accounting policies consistent with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

The consolidated financial statements have been prepared on a historical cost basis, except for marketable securities, foreclosed real estate and certain financial investments designated as available for sale, which have been measured at fair value. The consolidated financial statements are presented in Canadian dollars.

The disclosures that accompany the consolidated financial statements include the significant accounting policies applied (Note 4) and the significant judgments (Note 5(a)) and estimates (Note 5(b)) applicable to the preparation of the consolidated financial statements.

The Company separates its assets into its corporate and securitization portfolios for reporting purposes. Corporate assets represent the Company’s core strategic investments, and are funded by term deposits and share capital. Securitization assets consist primarily of mortgages that have been securitized through the NHA MBS program and subsequently sold to third parties. These assets are funded by the cash received from the sale of the associated securities, which is then classified as a financial liability from securitization.

3. Basis of Consolidation

The consolidated financial statements include the balances of MCAN and its subsidiaries as at June 30, 2017.

Subsidiaries are fully consolidated from the date on which the Company obtains control, and continue to be consolidated until the date that such control ceases. Per IFRS 10, *Consolidated Financial Statements*, an investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies.

All intercompany balances due to/from subsidiaries, income and expenses and unrealized gains and losses resulting from intercompany transactions and dividends are eliminated in full.

4. Summary of Significant Accounting Policies

The significant accounting policies applied by the Company in the preparation of its consolidated financial statements are disclosed in Note 4 to the Company's year-end consolidated financial statements as at and for the year ended December 31, 2016. Certain policies adopted to June 30, 2017 are discussed below.

IAS 7, Statement of Cash Flows

The Company adopted amendments to IAS 7, *Statement of Cash Flows*, requiring increased disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, for annual periods beginning on or after January 1, 2017. The amendments to IAS 7 have had no impact on the Company's interim consolidated financial statements.

IAS 12, Income Taxes

The Company adopted amendments to IAS 12, *Income Taxes* for the recognition of deferred tax assets for unrealized losses, for annual periods beginning on or after January 1, 2017. The amendments to IAS 12 have had no impact on the Company's interim consolidated financial statements.

Standards issued by not yet effective

Standards issued but not yet effective up to the date of issuance of the Company's consolidated financial statements are listed below. This listing is of standards and interpretations issued that the Company reasonably expects to be applicable at a future date. The Company intends to adopt those standards when they become effective.

IFRS 9, Financial Instruments

In July 2014, the IASB issued a final revised IFRS 9 standard, which addresses impairment, classification and measurement, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after January 1, 2018.

Project Plan/Implementation

The Company has established an IFRS 9 Committee which includes representatives of finance, risk and other executives. The Committee is responsible for the overall implementation of IFRS 9, ensuring proper integration throughout the Company and providing review and approval of key decisions. The Company continues to analyze the impact of the IFRS 9 changes on its consolidated financial statements and will continue to provide details as the project progresses.

Impairment

IFRS 9 introduces a new expected credit loss ("ECL") impairment model for all financial assets, with the most significant impact on the Company's mortgage portfolio. The new ECL model will result in a collective allowance being recorded on financial assets regardless of whether there has been an actual loss event. The expected credit loss model requires the recognition of 12-month expected credit losses at origination and the recognition of expected lifetime losses on financial assets that have experienced a significant increase in credit risk since origination. IFRS 9 requires consideration of past events, current market conditions and reasonable supportable information about future economic conditions in determining whether there has been a significant increase in credit risk, and in calculating the amount of expected losses. The Company is in the process of developing its IFRS 9 models and it has not yet quantified the impact on the collective allowance.

4. Summary of Significant Accounting Policies (continued)

Classification and Measurement

IFRS 9 requires that debt instruments are classified based on the business model for managing the assets and the contractual cash flow characteristics of the asset. The business model test determines classification based on the business purpose for holding the asset. The Company's debt instruments that have contractual cash flows representing only payments of principal and interest will be eligible for classification as fair value reported through other comprehensive income ("FVOCI") or amortized cost. The Company's equity instruments would generally be measured at FVOCI with unrealized gains and losses recognized in other comprehensive income. The Company is currently analyzing its business models and contractual cash flow characteristics.

Hedge Accounting

IFRS 9 has new hedge accounting principles that are aimed to align hedge accounting more closely with risk management. The Company currently does not have any hedging relationships eligible for hedge accounting under IFRS 9 and therefore does not expect any impact from the introduction of IFRS 9 hedge accounting rules.

IFRS 15, Revenue from Contracts with Customers

IFRS 15 provides a single principle-based framework that applies to contracts with customers. IFRS 15 is effective for annual periods beginning on or after January 1, 2018. The Company is in the process of assessing the impact of IFRS 15 on its consolidated financial statements.

IFRS 16, Leases

IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract, i.e., the customer ('lessee') and the supplier ('lessor'). IFRS 16 is effective for annual periods beginning on or after January 1, 2019. All leases result in a company (the lessee) obtaining the right to use an asset at the start of the lease and, if lease payments are made over time, also obtaining financing. Accordingly, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17, *Leases* and, instead, introduces a single lessee accounting model. Applying that model, a lessee is required to recognize: (a) assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value; and (b) depreciation of lease assets separately from interest on lease liabilities in the income statement. The Company has not yet determined the impact of IFRS 16 on its consolidated financial statements.

IFRS 2, Share-based Payment Transactions

In June 2016, the IASB issued amendments to IFRS 2, which clarify how to classify and measure certain types of share-based payment transactions. These amendments are effective for annual periods beginning on or after January 1, 2018 and can be applied prospectively. The Company has not yet determined the impact of IFRS 2 on its consolidated financial statements.

5. Significant Accounting Judgments and Estimates

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

(a) Significant Accounting Judgments

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the consolidated financial statements continue to be prepared on the going concern basis.

5. Significant Accounting Judgments and Estimates (continued)

Significant influence

In determining whether it has significant influence over an entity, the Company makes certain judgments based on the applicable accounting standards. These judgments form the basis for the Company's policies in accounting for its equity investments.

Taxes

As a MIC under the Tax Act, the Company is able to deduct from income for tax purposes dividends paid within 90 days of year-end. The Company intends to maintain its status as a MIC and intends to pay sufficient dividends in current and future years to ensure that it is not subject to income taxes in the MIC entity on a non-consolidated basis. Accordingly, the Company does not record a provision for current and deferred taxes within the MIC entity, however provisions are recorded as applicable in all subsidiaries of MCAN.

(b) Significant Accounting Estimates

Fair value of financial instruments

Where the fair values of financial assets and financial liabilities recorded in the consolidated financial statements cannot be derived from active markets, they are determined using a variety of valuation techniques that may include the use of mathematical models. The inputs to these models are derived from observable market data where possible, but where observable market data are not available, estimates are required to establish fair values. These estimates include considerations of liquidity and model inputs such as discount rates, prepayment rates and default rate assumptions for certain investments.

Impairment losses on mortgages

The Company reviews its individually significant mortgage balances at each consolidated financial statement date to assess whether an impairment loss should be recorded. In particular, estimates by management are required in the calculation of the amount and timing of future cash flows when determining the impairment loss. In estimating these cash flows, the Company makes assumptions about the borrower's financial situation and the net realizable value of collateral. These estimates are based on assumptions about a number of factors, and actual results may differ, resulting in future changes to the allowance.

Mortgages that have been assessed individually and found not to be impaired and all individually insignificant mortgages are then assessed collectively, in groups of mortgages with similar risk characteristics, to determine whether a provision should be made due to incurred loss events for which there is objective evidence but whose effects are not yet evident. The collective assessment takes account of data from the mortgage portfolio (such as credit quality, levels of arrears, credit utilization, loan to value ratios, etc.), concentrations of risks and economic data (including levels of unemployment, real estate price indices and the performance of different individual groups).

Mortgage prepayment rates

In calculating the rate at which borrowers prepay their mortgages, the Company makes estimates based on its historical experience. These assumptions impact the timing of revenue recognition and the amortization of mortgage premiums using the EIM.

Taxes

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that taxable income will be available against which the losses can be used in the subsidiaries of the Company. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized in the subsidiaries of the Company, based upon the likely timing and the level of future taxable income together with future tax planning strategies.

Impairment of financial assets

As applicable, the Company reviews financial assets at each consolidated financial statement date to assess whether an impairment loss should be recorded. In particular, estimates by management are required in the calculation of the amount and timing of future cash flows when determining the impairment loss. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the fair value of the asset.

6. Securitization Activities

The Company is an NHA MBS issuer, which involves the securitization of insured mortgages to create MBS. The Company issues MBS through its internal market MBS program and the Canada Housing Trust ("CHT") Canada Mortgage Bonds ("CMB") program. In both programs, the Company originates or purchases mortgages for securitization.

Pursuant to the NHA MBS program, MBS investors receive monthly cash flows consisting of interest and scheduled and unscheduled principal payments. Canada Mortgage and Housing Corporation ("CMHC") makes principal and interest payments in the event of any MBS default by the issuer, thus fulfilling the timely payment obligation to investors. To date, the Company has sold MBS as part of the market MBS program and the CMB program, which are discussed below.

Market MBS Program

MCAN originates and purchases insured single family mortgages to sell as MBS as part of the market MBS program. The Company may sell MBS to third parties and may also sell the net economics and cash flows from the underlying mortgages ("interest-only strips") to third parties. The MBS portion of the mortgage represents the core securitized mortgage principal and the right to receive coupon interest at a specified rate. The interest-only strips represent the right to receive excess cash flows after satisfying the MBS coupon interest payment and any other expenses such as mortgage servicing.

During Q2 2017, MCAN securitized \$14,204 of MBS to third parties (Q2 2016 - \$17,086). For 2017 year to date, MCAN has securitized \$20,203 (2016 year to date - \$17,086). When the MBS is sold to third parties and the interest-only strip is retained by MCAN, the securitized mortgages remain on MCAN's consolidated balance sheet while a corresponding financial liability from securitization is incurred (Notes 11 and 14), due to the fact that MCAN retains significant continuing involvement with the assets.

CMB Program

The CMB program involves the sale of MBS to CHT who in turn issues a non-amortizing bullet bond to external investors. The CMB program requires the reinvestment by the issuer of mortgage principal repayments received during their term into certain permitted assets. The Company has transferred the benefits and obligations associated with the principal reinvestment function to a third party such that it only earns spread income on the amortizing mortgage balance.

The Company did not securitize any insured single family mortgages through the CMB program during Q2 2017 (Q2 2016 - \$27,745). For 2017 year to date, MCAN has securitized \$41,627 (2016 year to date - \$27,745). Similar to the market MBS program, the Company does not derecognize the securitized mortgages from its consolidated balance sheet when it retains significant continuing involvement with the assets such that the associated mortgages remain on the consolidated balance sheet while a corresponding liability is incurred. The mortgage interest income and interest on the financial liability from securitization associated with these mortgages are recognized on the accrual basis over the term of the mortgages.

The Company has not securitized any insured multi family mortgages through the CMB program during 2017, compared to \$37,491 in Q2 2016 which represents the 2016 year to date balance. Upon the securitization of multi family mortgages, the Company generally achieves derecognition as control over the assets is transferred. In Q2 2016, the Company recognized an upfront gain of \$123, which is included in other securitization income. Additionally, the Company recognized a receivable in the amount of estimated discounted spread income to be earned over the term of the securitized mortgages.

6. Securitization Activities (Continued)

Other Accounting Considerations

The primary risks associated with the market MBS program and CMB program are prepayment, liquidity and funding risk, including the obligation to fund 100% of any cash shortfall related to the Timely Payment (discussed below).

Any mortgages securitized through the market MBS program or CMB program for which derecognition is not achieved remain on MCAN's consolidated balance sheet as securitized assets and are also included in total exposures in the calculation of the leverage ratio (Note 24). For income tax purposes, mortgage securitizations by MCAN are considered to be true mortgage sales and therefore are not included in income tax assets (Note 24).

MCAN has capitalized certain mortgage acquisition costs. These costs are amortized using the EIM, which incorporates mortgage prepayment assumptions.

Timely Payment

Consistent with all issuers of MBS, the Company is required to remit scheduled mortgage principal and interest payments to CMHC, even if these mortgage payments have not been collected from mortgagors. Similarly, at the maturity of the MBS pools that have been issued by MCAN, any outstanding principal must be paid to CMHC. If the Company fails to make a scheduled principal and interest payment to CMHC, CMHC may enforce the assignment of the mortgages included in all MBS pools in addition to other assets backing the MBS issued.

As part of its participation in the market MBS program and CMB program, the Company is required to fund 100% of any cash shortfall unless it has sold the interest-only strip, in which case the purchaser of the interest-only strip is obligated to fund 100% of any cash shortfall.

In the case of mortgage defaults, MCAN is required to make scheduled principal and interest payments to investors as part of the Timely Payment and then place the mortgage/property through the insurance claims process to recover any losses. These defaults may result in cash flow timing mismatches that may marginally increase funding and liquidity risks.

Transferred financial assets that are not derecognized in their entirety

Since MCAN neither transferred nor retained risks and rewards of ownership on sale and retained significant continuing involvement through the provision of the Timely Payment obligation, the majority of the market MBS program and single family CMB program sale transactions have resulted in MCAN continuing to recognize the securitized mortgages and financial liabilities from securitization on its consolidated balance sheet. The securitized mortgage balance as at June 30, 2017 was \$1,052,071 (December 31, 2016 - \$1,071,849) (Note 11). The financial liabilities from securitization balance as at June 30, 2017 was \$1,058,856 (December 31, 2016 - \$1,071,786) (Note 14).

Transferred financial assets that are derecognized in their entirety but where the Company has a continuing involvement

MCAN sells MBS and in some cases sells the associated interest only strips to third parties. Accordingly, MCAN then derecognizes the mortgages from its consolidated balance sheet as a result of the transfer of control of the asset or substantially all risks and rewards on sale. MCAN's continuing involvement is the ongoing obligation in its role as MBS issuer to service the mortgages and MBS until maturity.

The total outstanding derecognized MBS balance related to the market MBS program and CMB program was not reflected as an asset or liability on MCAN's consolidated balance sheet as at June 30, 2017. The MBS mature as follows:

	2017	2020	2021	2026	Total
June 30, 2017	\$ 52,483	\$ 123,118	\$ 74,467	\$ 9,795	\$ 259,863
December 31, 2016	\$ 122,016	\$ 132,075	\$ 75,142	\$ 9,911	\$ 339,144

7. Marketable Securities

As at	June 30 2017	December 31 2016
Real estate investment trusts	\$ 57,856	\$ 53,953
Corporate bonds	641	1,173
	\$ 58,497	\$ 55,126

Marketable securities are designated as available for sale. Corporate bonds mature between 2018 and 2022 while real estate investment trusts have no specific maturity date. Fair values are based on bid prices quoted in active markets (real estate investment trusts) and observable inputs other than quoted prices (corporate bonds), and changes in fair value are recognized in the consolidated statements of comprehensive income.

8. Mortgages - Corporate

(a) Summary

As at June 30, 2017	Gross Principal	Collective	Allowance Individual	Total	Net Principal
Corporate portfolio:					
Single family mortgages					
- Uninsured	\$ 212,897	\$ 910	\$ 46	\$ 956	\$ 211,941
- Insured	86,113	-	-	-	86,113
- Uninsured - completed inventory	60,617	260	-	260	60,357
Construction loans					
- Residential	404,956	2,640	-	2,640	402,316
- Non-residential	7,238	47	-	47	7,191
Commercial loans					
- Multi family residential	45,005	292	-	292	44,713
- Other commercial	99,972	859	-	859	99,113
	\$ 916,798	\$ 5,008	\$ 46	\$ 5,054	\$ 911,744

As at December 31, 2016	Gross Principal	Collective	Allowance Individual	Total	Net Principal
Corporate portfolio:					
Single family mortgages					
- Uninsured	\$ 249,296	\$ 1,061	\$ 170	\$ 1,231	\$ 248,065
- Insured	108,334	-	-	-	108,334
- Uninsured - completed inventory	18,240	78	-	78	18,162
Construction loans					
- Residential	381,904	2,472	220	2,692	379,212
- Non-residential	7,902	51	-	51	7,851
Commercial loans					
- Multi family residential	34,747	226	-	226	34,521
- Other commercial	108,938	971	-	971	107,967
	\$ 909,361	\$ 4,859	\$ 390	\$ 5,249	\$ 904,112

Gross principal as presented in the tables above includes unamortized capitalized transaction costs and accrued interest.

8. Mortgages - Corporate (continued)

MCAN's corporate mortgage portfolio includes insured and uninsured single family mortgages. The Company does not invest in the United States mortgage market. Uninsured mortgages may not exceed 80% of the value of the real estate securing such loans at the time of funding. Residential mortgages insured by CMHC or other private insurers may exceed this ratio.

Uninsured completed inventory loans are credit facilities extended to developers to provide interim mortgage financing on residential units (condominium or freehold) where all construction has been completed and therefore no further construction risk exists.

Residential construction loans are made to homebuilders to finance residential construction projects. These loans generally have a floating interest rate and terms of one to two years.

Commercial loans include multi family residential loans (e.g. loans secured by apartment buildings), and other commercial loans, which consist of commercial term mortgages (e.g. loans secured by apartment buildings) and high ratio mortgage loans (e.g. second mortgages on residential construction projects).

The weighted average yield of the Company's corporate mortgage portfolio is as follows:

As at	June 30 2017	December 31 2016
Single family - uninsured	4.48%	4.57%
Single family - uninsured completed inventory	5.20%	5.23%
Single family - insured	3.34%	3.14%
Construction - residential	5.01%	5.16%
Construction - non residential	5.12%	5.41%
Commercial - multi family residential	4.51%	4.41%
Commercial - other	7.22%	7.05%
Total	4.93%	4.90%

Outstanding commitments for future fundings of mortgages intended for the Company's corporate portfolio are as follows:

As at	June 30 2017	December 31 2016
Single family - insured	\$ 33,894	\$ 32,139
Single family - uninsured	2,375	3,026
Single family - uninsured completed inventory	2,138	1,229
Construction - residential	250,771	311,653
Construction - non residential	1,653	203
Commercial - multi family residential	55	-
Commercial - other	4,543	15,911
Total	\$ 295,429	\$ 364,161

The fair value of the corporate mortgage portfolio as at June 30, 2017 was \$916,206 (December 31, 2016 - \$913,016). Fair values are calculated on a discounted cash flow basis using the prevailing market rates for similar mortgages. For information regarding the maturity dates of the Company's mortgages, refer to Note 23.

As at June 30, 2017, single family insured mortgages included \$33,281 of mortgages that had been securitized through the market MBS program, however the underlying MBS security has been retained by the Company for liquidity purposes (December 31, 2016 - \$36,606).

8. Mortgages - Corporate (continued)

(b) Geographic Analysis

As at June 30, 2017	Single Family	Construction	Commercial	Total	
Ontario	\$ 212,843	\$ 180,184	\$ 87,784	\$ 480,811	52.7%
Alberta	70,677	57,128	23,753	151,558	16.6%
British Columbia	30,574	158,819	32,289	221,682	24.3%
Quebec	11,484	-	-	11,484	1.3%
Atlantic Provinces	15,948	-	-	15,948	1.7%
Other	16,885	13,376	-	30,261	3.4%
	\$ 358,411	\$ 409,507	\$ 143,826	\$ 911,744	100.0%

As at December 31, 2016	Single Family	Construction	Commercial	Total	
Ontario	\$ 241,780	\$ 164,649	\$ 73,064	\$ 479,493	53.0%
Alberta	67,674	90,583	22,587	180,844	20.0%
British Columbia	27,942	108,746	35,899	172,587	19.1%
Quebec	12,272	-	-	12,272	1.4%
Atlantic Provinces	16,719	-	-	16,719	1.8%
Other	8,174	23,085	10,938	42,197	4.7%
	\$ 374,561	\$ 387,063	\$ 142,488	\$ 904,112	100.0%

(c) Mortgage Allowances

Details of the allowances for mortgage credit losses for the quarter and year to date are as follows:

	Collective	Individual	2017 Total	Collective	Individual	2016 Total
Balance, beginning of quarter	\$ 4,795	\$ 215	\$ 5,010	\$ 5,207	\$ 317	\$ 5,524
Provisions	216	78	294	180	139	319
Reversal of provisions	-	(143)	(143)	-	(15)	(15)
Write-offs, net	(3)	(104)	(107)	-	(115)	(115)
Balance, end of quarter	\$ 5,008	\$ 46	\$ 5,054	\$ 5,387	\$ 326	\$ 5,713

	Collective	Individual	2017 Total	Collective	Individual	2016 Total
Balance, beginning of year	\$ 4,859	\$ 390	\$ 5,249	\$ 4,920	\$ 339	\$ 5,259
Provisions	153	186	339	467	210	677
Reversals of provisions	-	(157)	(157)	-	(24)	(24)
Write-offs, net	(4)	(373)	(377)	-	(199)	(199)
Balance, June 30	\$ 5,008	\$ 46	\$ 5,054	\$ 5,387	\$ 326	\$ 5,713

(d) Arrears and Impaired Mortgages

Mortgages past due but not impaired are as follows:

As at June 30, 2017	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Total
Single family - uninsured	\$ 2,221	\$ 2,046	\$ 770	\$ -	\$ 5,037
Single family - insured	884	284	-	753	1,921
	\$ 3,105	\$ 2,330	\$ 770	\$ 753	\$ 6,958

8. Mortgages - Corporate (continued)

As at December 31, 2016	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Total
Single family - uninsured	\$ 3,992	\$ 1,083	\$ 1,044	\$ -	\$ 6,119
Single family - insured	2,081	76	-	888	3,045
	\$ 6,073	\$ 1,159	\$ 1,044	\$ 888	\$ 9,164

Impaired mortgages (net of individual allowances) are as follows:

As at	June 30, 2017			December 31, 2016		
	SF Insured	SF Uninsured	Total	SF Insured	SF Uninsured	Total
Ontario	\$ 155	\$ 93	\$ 248	\$ 129	\$ 1,079	\$ 1,208
Alberta	181	2,112	2,293	623	1,228	1,851
Quebec	1,369	106	1,475	366	333	699
Atlantic Provinces	-	117	117	-	119	119
Other	176	-	176	-	-	-
	\$ 1,881	\$ 2,428	\$ 4,309	\$ 1,118	\$ 2,759	\$ 3,877

9. Financial Investments

As at	June 30 2017	December 31 2016
Investment - Crown Realty II Limited Partnership	\$ 31,270	\$ 33,207
Investment - KingSett High Yield Fund	26,076	24,057
	\$ 57,346	\$ 57,264

The Company holds an investment in Crown Realty II Limited Partnership ("Crown LP"), in which it has a 14.1% equity interest. Crown LP invests primarily in commercial office buildings and classifies them into its core fund, which represents buildings expected to provide stable cash flows over a longer time horizon, and its opportunity fund, which represents buildings with medium-term capital appreciation. Its fair value is driven primarily by independent appraisals of the buildings, which occur annually at year-end. As property acquisitions are made by Crown LP, the Company advances its proportionate share to finance the acquisitions.

During Q2 2017, the Company recorded a \$621 gross increase in the unrealized gain on the investment (Q2 2016 - \$777), which is recognized in the consolidated statements of comprehensive income net of deferred taxes; for 2017 year to date the gross increase was \$964 (2016 - \$1,630). Additionally, the Company recognized \$205 of gross income from the Crown LP investment in 2017 (Q2 2016 - \$3,757), which is reflected in income from financial investments and other loans, with a corresponding deferred tax expense recorded. For 2017 year to date, gross income was \$3,659 (2016 - \$3,757). The recognition of income upon the receipt of partnership distributions from Crown LP is offset by a corresponding reduction to accumulated other comprehensive income.

The Company holds an investment in the KingSett High Yield Fund, in which it has an 8.8% equity interest. The fund invests in mortgages secured by real estate with a focus on mezzanine, subordinate and bridge mortgages. As mortgage advances are made by the fund, the Company advances its proportionate share. The fund pays a base distribution of 9% per annum, and distributes any additional income earned on a quarterly basis. The Company's total funding commitment is \$63,000, which consists of \$42,000 of capital advances for the fund and \$21,000 that supports credit facilities. As at June 30, 2017, the Company's unfunded commitment was \$36,945 (December 31, 2016 - \$38,700).

Both investments noted above are designated as available for sale, with changes in fair value recognized in the consolidated statements of comprehensive income.

10. Equity Investment in MCAP Commercial LP

As at June 30, 2017, the Company held a 14.35% equity interest in MCAP Commercial LP ("MCAP") (December 31, 2016 - 14.74%), consisting of 14.7% of voting class A units (December 31, 2016 - 15.0%), 0% of non-voting class B units (December 31, 2016 - 0%) and 16.7% of non-voting class C units (December 31, 2016 - 17.0%). The equity interest represents 4.2 million units held by MCAN of the 29.3 million total outstanding MCAP partnership units. MCAN holds a 14.7% voting interest in MCAP through its class A units (December 31, 2016 - 15.0%).

During Q1 2017, MCAN sold 100,000 partnership units in MCAP at a price of \$19.47 per unit, recognizing a gain on sale of \$785. MCAP also issued additional class B units to other partners of MCAP which decreased MCAN's equity interest in MCAP from 14.74% to 14.35%. As a result of the issuance of the new units at a price in excess of the carrying value per unit, MCAN recorded a dilution gain of \$91.

Since MCAP's fiscal year end is November 30th, MCAN records equity income from MCAP on a one-month lag. To the extent that MCAP has a material transaction during the one-month lag, MCAN is required to reflect the transaction in the month in which it occurred instead of the subsequent month.

MCAP's head office is located at 200 King Street West, Suite 400, Toronto, Ontario, Canada. Although MCAN's voting interest in MCAP was less than 20% as at June 30, 2017, MCAN uses the equity basis of accounting for the investment as it has significant influence in MCAP per IAS 28, *Investments in Associates and Joint Ventures*, as a result of its entitlement to a position on MCAP's Board of Directors.

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Balance, beginning of period	\$ 50,416	\$ 44,287	\$ 50,805	\$ 44,191
Equity income	3,818	4,509	5,710	7,024
Dilution gain	-	-	91	-
Carrying value of portion of investment sold	-	-	(1,163)	-
Distributions received	(886)	(1,233)	(2,095)	(3,652)
Balance, end of period	\$ 53,348	\$ 47,563	\$ 53,348	\$ 47,563

Selected MCAP financial information is as follows:

As at	May 31 2017	November 30 2016
MCAP's balance sheet:		
Assets	\$ 30,278,889	\$ 28,436,501
Liabilities	29,886,545	28,060,296
Equity	392,344	376,205

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
MCAP revenue and net income:				
Revenue	\$ 132,323	\$ 148,275	\$ 239,298	\$ 242,277
Net income	\$ 26,601	\$ 30,519	\$ 38,970	\$ 47,242

11. Mortgages - Securitized

MCAN's securitized mortgage portfolio consists of insured mortgages securitized through the market MBS program and CMB program. These mortgages are held as collateral against the related securitization liabilities (Notes 6 and 14).

(a) Summary

As at	June 30 2017	December 31 2016
Single family insured - Market MBS program	\$ 917,762	\$ 971,548
Single family insured - CMB program	134,309	100,301
	\$ 1,052,071	\$ 1,071,849

Certain capitalized transaction costs are included in mortgages and are amortized using the EIM. As at June 30, 2017, the unamortized capitalized cost balance was \$8,313 (December 31, 2016 - \$10,110). The amortization of these transaction costs incorporates a 12% annual mortgage prepayment rate.

All mortgages in the securitized portfolio are insured, therefore they do not have a collective allowance. The fair value of the securitized mortgage portfolio as at June 30, 2017 was \$1,079,117 (December 31, 2016 - \$1,106,997).

The weighted average yield of the Company's securitized mortgage portfolio is as follows:

As at	June 30 2017	December 31 2016
Single family - Market MBS program	2.49%	2.50%
Single family - CMB program	2.18%	2.21%
Total	2.45%	2.47%

(b) Geographic Analysis

As at	June 30, 2017		December 31, 2016	
Ontario	\$ 601,920	57.2%	\$ 613,036	57.2%
Alberta	231,882	22.0%	231,027	21.6%
British Columbia	100,215	9.5%	107,980	10.1%
Quebec	41,305	3.9%	42,715	4.0%
Atlantic Provinces	42,846	4.1%	41,407	3.9%
Other	33,903	3.3%	35,684	3.2%
	\$ 1,052,071	100.0%	\$ 1,071,849	100.0%

Mortgages past due but not impaired are as follows:

As at June 30, 2017	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Total
Single family - Market MBS Program	\$ 6,470	\$ 1,861	\$ 758	\$ 738	\$ 9,827
Single family - CMB Program	375	-	-	125	500
	\$ 6,845	\$ 1,861	\$ 758	\$ 863	\$ 10,327

As at December 31, 2016	1 to 30 days	31 to 60 days	61 to 90 days	Over 90 days	Total
Single family - Market MBS program	\$ 6,922	\$ 2,948	\$ 769	\$ 1,398	\$ 12,037
Single family - CMB program	336	649	-	-	985
	\$ 7,258	\$ 3,597	\$ 769	\$ 1,398	\$ 13,022

11. Mortgages - Securitized (continued)

Impaired mortgages are as follows:

As at	June 30, 2017			December 31, 2016		
	CMB	Market MBS	Total	CMB	Market MBS	Total
Quebec	\$ -	\$ -	\$ -	\$ -	\$ 587	\$ 587
Saskatchewan	-	87	87	-	-	-
	\$ -	\$ 87	\$ 87	\$ -	\$ 587	\$ 587

12. Term Deposits

Term deposits are issued to various individuals and institutions with contracted terms between 30 days and five years. The Company does not accept deposits that can be cashed prior to maturity or paid on demand except in the event of the death of a depositor. The weighted average term deposit interest rate as at June 30, 2017 was 2.24% (December 31, 2016 - 2.21%). The Company's term deposits are eligible for CDIC deposit insurance.

Term deposits mature as follows:

	Within 3 Months	3 Months to 1 Year	One to three years	Three to five years	Total
June 30, 2017	\$ 96,435	\$ 361,180	\$ 306,034	\$ 158,451	\$ 922,100
December 31, 2016	\$ 119,472	\$ 327,739	\$ 336,926	\$ 127,729	\$ 911,866

Term deposits are classified as other financial liabilities and are recorded at amortized cost. The estimated fair value of term deposits as at June 30, 2017 was \$925,996 (December 31, 2016 - \$913,071), and is determined by discounting the contractual cash flows using market interest rates currently offered for deposits of similar remaining maturities.

13. Income Taxes

The composition of the provision for (recovery) of income taxes is as follows:

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Income before income taxes	\$ 8,937	\$ 13,767	\$ 19,450	\$ 21,117
Statutory rate of tax	0%	0%	0%	0%
Tax provision (recovery) before the following:	-	-	-	-
Income subject to tax in subsidiaries	(1)	131	247	(290)
	\$ (1)	\$ 131	\$ 247	\$ (290)

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Current tax provision (recovery)	\$ -	\$ -	\$ -	\$ (100)
Deferred tax provision (recovery)				
Financial investment	(9)	286	443	77
Relating to loss carry forward benefit	71	(93)	(225)	(161)
Other	(63)	(62)	29	(106)
	\$ (1)	\$ 131	\$ 247	\$ (290)

13. Income Taxes (continued)

The composition of the deferred tax asset and liability is as follows:

As at	June 30 2017	December 31 2016
Deferred tax asset		
Loss carry forward benefit	\$ 1,703	\$ 1,478
Other	402	304
	\$ 2,105	\$ 1,782
Deferred tax liability		
Financial investments	\$ 3,136	\$ 3,050
Other	126	-
	\$ 3,262	\$ 3,050

The loss carry forward benefit reflected in the deferred tax asset relates to losses in subsidiaries to which the Company has attributed a future benefit.

Deferred taxes recorded in accumulated other comprehensive income relating to financial investments were \$(55) in Q2 2017 (Q2 2016 - \$183).

The Company has loss carry forward amounts in the non-consolidated MIC entity of \$11,269 (December 31, 2016 - \$11,052), the benefit of which has not been recorded in deferred tax assets. Tax loss carry forwards expire after 20 years, as follows:

2033	\$ 5,527
2034	5,535
2036	207
	\$ 11,269

14. Financial Liabilities from Securitization

Financial liabilities from securitization consist of liabilities relating to the Company's participation in the market MBS program and the CMB program.

As at	Note	June 30 2017	December 31 2016
Financial liabilities - Market MBS program	6	\$ 924,384	\$ 972,263
Financial liabilities - CMB program	6	134,472	99,523
		\$ 1,058,856	\$ 1,071,786

The weighted average interest rate of financial liabilities from securitization is as follows:

As at	June 30 2017	December 31 2016
Financial liabilities - Market MBS program	1.83%	1.84%
Financial liabilities - CMB program	1.56%	1.42%
	1.80%	1.80%

Financial liabilities from securitization mature as follows:

	2018	2019	2020	2021	2022	Total
June 30, 2017	\$ 111,537	\$ 436,164	\$ 368,282	\$ 96,996	\$ 45,877	\$ 1,058,856
December 31, 2016	\$ 120,825	\$ 468,304	\$ 383,134	\$ 99,523	-	\$ 1,071,786

15. Share Capital and Contributed Surplus

The authorized share capital of the Company consists of unlimited common shares with no par value.

	Number of Shares		2017	Number of Shares		2016
Balance, January 1	23,075,227	\$	210,239	22,782,433	\$	206,382
Issued						
Dividend reinvestment plan	142,019		2,040	150,379		1,816
Executive Share Purchase Plan	6,709		100	-		-
Balance, March 31	23,223,955		212,379	22,932,812		208,198
Issued						
Dividend reinvestment plan	79,334		1,159	63,100		904
Balance, June 30	23,303,289	\$	213,538	22,995,912	\$	209,102

Common shares are issued under the dividend reinvestment plan ("DRIP") out of treasury at the weighted average trading price for the 5 days preceding such issue less a discount of 2%. The DRIP participation rate for the June 30, 2017 dividend was 16% (June 30, 2016 - 14%).

For details on the Executive Share Purchase Plan, refer to Note 20.

The Company had no potentially dilutive instruments as at June 30, 2017 or December 31, 2016.

Contributed surplus of \$510 represents the discount on the repurchase of warrants in 2004.

16. Dividends

Subsequent to the end of the quarter and before the date that these consolidated financial statements were authorized for issuance, the Board declared a quarterly dividend of \$0.32 per share payable on September 29, 2017 to shareholders of record as of September 15, 2017.

17. Accumulated Other Comprehensive Income

Accumulated other comprehensive income consists of unrealized gains and losses on available for sale marketable securities and financial investments.

As at	June 30 2017	December 31 2016
To be reclassified to the income statement in subsequent periods:		
Unrealized gain (loss) on available for sale marketable securities	\$ 1,736	\$ 1,049
Unrealized gain on available for sale financial investments	13,522	16,235
Less: deferred taxes	(1,823)	(2,180)
	11,699	14,055
	\$ 13,435	\$ 15,104

18. Mortgage Expenses

Corporate Assets

For the Periods Ended June 30	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Mortgage servicing expense	\$ 768	\$ 805	\$ 1,497	\$ 1,573
Letter of credit expense	137	160	278	314
Other mortgage expenses	90	53	179	84
	\$ 995	\$ 1,018	\$ 1,954	\$ 1,971

Letter of credit expense relates to outstanding letters of credit in the Company's credit facility, discussed in Note 22.

Securitization Assets

Mortgage expenses associated with securitization assets consist primarily of mortgage servicing expenses.

19. Provision for Credit Losses

For the Periods Ended June 30	Note	Q2 2017	Q2 2016	YTD 2017	YTD 2016
Mortgages - collective provisions, net	8	\$ 216	\$ 180	\$ 153	\$ 467
Mortgages - individual provisions (recoveries), net	8	(65)	124	29	186
Other recoveries, net		(105)	(9)	(106)	(33)
		\$ 46	\$ 295	\$ 76	\$ 620

20. Related Party Disclosures

The consolidated financial statements include the financial statements of the Company and its equity-accounted associate, MCAP. The Company holds a 14.35% equity interest in MCAP (December 31, 2016 - 14.74%), a non-public entity. MCAP's principal activities include the origination and servicing of mortgages. The Company holds one of six seats on MCAP's Board of Directors.

Transactions between the Company and its subsidiaries meet the definition of related party transactions. If these transactions are eliminated on consolidation, they are not disclosed as related party transactions.

In Q2 2017, the Company purchased certain corporate services from MCAP in the amount of \$25 (Q2 2016 - \$44) and purchased certain mortgage origination and administration services from MCAP in the amount of \$955 (Q2 2016 - \$963). The Company received \$1,293 of mortgage fees from MCAP in Q2 2017 (Q2 2016 - \$815). Related party balances with MCAP are reflected in other assets and other liabilities on the consolidated balance sheet where applicable.

The Company held construction loans as at December 31, 2016 totalling \$638 for which the borrower is a close family member of a member of the Board. As at June 30, 2017, these loans had paid out. In Q2 2017, the Company earned interest income of \$6 (Q2 2016 - \$31) on these loans. The outstanding commitment for future fundings of these loans as at June 30, 2017 was \$nil (December 31, 2016 - \$1,998). The loans were contracted at market terms.

All related party transactions noted above were in the normal course of business.

20. Related Party Disclosures (continued)

Executive Share Purchase Plan

The Company has an Executive Share Purchase Plan (the “Share Purchase Plan”) whereby the Board can approve loans to senior management for the purpose of purchasing the Company’s common shares. The maximum amount of loans approved under the Share Purchase Plan is limited to 10% of the issued and outstanding common shares.

Dividend distributions on the common shares are used to reduce the principal balance of the loans as follows: 50% of regular distributions; 75% of capital gain distributions. Common shares are issued out of treasury for the Share Purchase Plan at the weighted average trading price for the 20 days preceding such issue.

As at June 30, 2017, \$1,234 of loans were outstanding (December 31, 2016 - \$1,535). The loans under the Share Purchase Plan bear interest at prime plus 1% (3.7%) as at June 30, 2017 (December 31, 2016 - prime plus 1% (3.7%)) and have a five-year term. The shares are pledged as security for the loans and had a fair value of \$2,133 as at June 30, 2017 (December 31, 2016 - \$2,753).

In Q2 2017, MCAN recognized \$12 of interest income (Q2 2016 - \$14) on the Share Purchase Plan loans.

Deferred Share Units Plan

The Company has a Deferred Share Units Plan (the “DSU Plan”) whereby the Board granted units under the DSU Plan to the President and Chief Executive Officer (the “DSU Participant”). Each unit is equivalent in value to one common share of the Company. Following his retirement/termination date, the DSU Participant is entitled to receive cash for each unit. The individual unit value is based on the average market value of the Company’s common shares for the five days preceding the retirement/termination date. The DSU Participant was initially granted 30,000 units under the DSU Plan and is entitled to receive dividend distributions in the form of additional units. All dividends paid after July 6, 2014 vest immediately such that as at June 30, 2017, all 56,620 units issued had vested (December 31, 2016 - 53,234).

The Company recognizes compensation expenses associated with the DSU Plan over the vesting period. The compensation expense recognized related to the DSU Plan for Q2 2017 was \$18 (Q2 2016 - \$100). As at June 30, 2017, the accrued DSU Plan liability was \$847 (December 31, 2016 - \$766).

Restricted Share Units Plan

The Company has a Restricted Share Units Plan (the “RSU Plan”) whereby the Board granted units under the RSU Plan to certain members of senior management of the Company (the “RSU Participants”). Each unit is equivalent in value to one common share of the Company. The RSU Participants are entitled to receive cash for each unit three years subsequent to the awarding of the units subject to continued employment with the Company. The individual unit values are based on the value of the Company’s common shares at the time of payment. In addition, the RSU Participants are entitled to receive dividend distributions in the form of additional units. All RSU units vest after three years.

As at June 30, 2017, 53,297 units were outstanding (December 31, 2016 - 46,785), of which no units had vested (December 31, 2016 - nil).

The Company recognizes compensation recoveries or expenses associated with the RSU Plan over the vesting period. The compensation expense recognized related to the RSU Plan for Q2 2017 was \$72 (Q2 2016 - \$129). As at June 30, 2017, the accrued RSU Plan liability was \$460 (December 31, 2016 - \$326).

20. Related Party Disclosures (continued)

Performance Share Units Plan

In 2016, the Company established a Performance Share Units Plan (the “PSU Plan”) whereby the Board granted units under the PSU Plan to certain members of senior management of the Company (the “PSU Participants”). Each unit is equivalent in value to one common share of the Company and vests three years subsequent to the awarding of the units subject to continued employment with the Company. The individual unit values are based on the value of the Company’s common shares at the time of payment. In addition, the PSU Participants are entitled to receive dividend distributions in the form of additional units. At the time of vesting, a “Performance Factor” of 0-150% is applied to the number of units awarded which is based on earnings per share and other adjustments in the fiscal year two years subsequent to the grant date.

The units granted under the PSU Plan may be either PSU units or Performance Deferred Share Units (“PDSU” units). Holders of PSU units are paid in cash at the time of vesting. Holders of PDSU units are paid in cash at their retirement/termination date, provided that the units have vested. Additionally, the PDSU units earn dividends subsequent to vesting until the retirement/termination date.

As at June 30, 2017, 73,276 units were outstanding (December 31, 2016 - 27,328). As at June 30, 2017, no units had vested (December 31, 2016 - nil).

The Company recognizes compensation recoveries or expenses associated with the PSU Plan over the vesting period. The compensation expense recognized related to the PSU Plan for Q2 2017 was \$91 (Q2 2016 - n/a). As at June 30, 2017, the accrued PSU Plan liability was \$212 (December 31, 2016 - \$56).

21. Commitments and Contingencies

The Company’s mortgage funding commitments relate primarily to its corporate residential construction loan portfolio. The commitment as noted below represents the undrawn portion of the authorized loan facility for construction and commercial loans. For single family mortgages, the commitment represents irrevocable offers to clients that the Company is contractually obligated to fund.

For further details on the commitment associated with the KingSett High Yield Fund investment, refer to Note 9.

The Company also has contractual obligations associated with its premises lease. During Q2 2017, the Company entered into an agreement to increase the size of its leased premises and the duration of the lease. The increased lease obligation is reflected in the table below.

	Less than one year	One to three years	Three to five years	Over five years	June 30 2017	December 31 2016
Mortgage funding commitments	\$ 201,017	\$ 94,412	\$ -	\$ -	\$ 295,429	\$ 364,161
Commitment - KingSett High Yield Fund	-	-	-	36,945	36,945	38,700
Operating lease	769	1,696	1,735	4,737	8,937	4,569
	\$ 201,786	\$ 96,108	\$ 1,735	\$ 41,682	\$ 341,311	\$ 407,430

The Company incurred \$135 of operating lease expenses during Q2 2017 (Q2 2016 - \$135), included in general and administrative expenses.

The Company outsources the majority of its mortgage servicing and continues to pay servicing expenses as long as the mortgages remain on its consolidated balance sheet.

In the ordinary course of business, MCAN and its service providers (including MCAP), their subsidiaries and related parties may from time to time be party to legal proceedings which may result in unplanned payments to third parties.

To the best of its knowledge, the Company’s management does not expect the outcome of any existing proceedings to have a material effect on the consolidated financial position or results of operations of the Company.

22. Credit Facilities

The Company has a \$75,000 line of credit facility from a Canadian Schedule I Chartered bank bearing interest at prime plus 0.75% (3.45%) as at June 30, 2017 (December 31, 2016 - prime plus 0.75% (3.45%)). The facility has a sub limit of \$50,000 for issued letters of credit and \$50,000 for overdrafts, and is due and payable upon demand. As at June 30, 2017, the outstanding overdraft balance was \$nil (December 31, 2016 - \$nil). The letters of credit have a term of up to one year from the date of issuance, plus a renewal clause providing for an automatic one-year extension at the maturity date subject to the bank's option to cancel by written notice at least 30 days prior to the letters of credit expiry date. The letters of credit are for the purpose of supporting developer obligations to municipalities in conjunction with residential construction loans. As at June 30, 2017, there were letters of credit in the amount of \$34,727 issued (December 31, 2016 - \$30,537) and additional letters of credit in the amount of \$29,959 committed but not issued (December 31, 2016 - \$26,138).

The Company has an agreement with a Canadian Schedule I Chartered bank that enables the Company to execute repurchase agreements for liquidity purposes. This facility allows the Company to encumber certain eligible securities for financing purposes. As part of the agreement, the Company may sell assets to the counterparty at a specified price with an agreement to repurchase at a specified future date. The interest rate on the borrowings is driven by market spot rates at the time of borrowing. As at June 30, 2017, the outstanding facility balance was \$nil (December 31, 2016 - \$nil).

23. Interest Rate Sensitivity

Interest rate risk, or sensitivity, is the potential impact of changes in interest rates on financial assets and liabilities. Interest rate risk arises when principal and interest cash flows have mismatched repricing and maturity dates.

An interest rate gap is a common measure of interest rate sensitivity. A positive gap occurs when more assets than liabilities reprice/mature within a particular time period. A negative gap occurs when there is an excess of liabilities over assets repricing/maturing. The former provides a positive earnings impact in the event of an increase in interest rates during the time period. Conversely, negative gaps are positively positioned for decreases in interest rates during that particular time period. The determination of the interest rate sensitivity or gap position is based upon the earlier of the repricing or maturity date of each asset and liability, and includes numerous assumptions.

The interest rate sensitivity analysis is based on the Company's consolidated balance sheets as at June 30, 2017 and December 31, 2016 and does not incorporate mortgage and loan prepayments. The Company currently cannot reasonably estimate the impact of prepayments on its interest rate sensitivity analysis. The analysis is subject to significant change in subsequent periods based on changes in customer preferences and in the application of asset/liability management policies.

Floating rate assets and liabilities are immediately sensitive to a change in interest rates while other assets are sensitive to changing interest rates periodically, either as they mature or as contractual repricing events occur. Non-interest rate sensitive assets and liabilities are not directly affected by changes in interest rates.

The Company manages interest rate risk by matching the terms of corporate assets and term deposits. To the extent that the two components offset each other, the risks associated with interest rate changes are reduced. The Asset and Liability Management Committee ("ALCO") reviews the Company's interest rate exposure on a monthly basis using interest rate spread and gap analysis as well as interest rate sensitivity analysis based on various scenarios. This information is also formally reviewed by the Investment Committee of the Board each quarter.

The following tables present the assets and liabilities of the Company by interest rate sensitivity. Yield spread represents the difference between the weighted average interest rate of the assets and liabilities in a certain category.

23. Interest Rate Sensitivity (continued)

As at June 30, 2017	Floating Rate	Within 3 Months	3 Months to 1 Year	1 to 3 Years	3 to 5 years	Over 5 years	Non Interest Sensitive	Total
Assets								
Corporate	\$ 571,330	\$ 114,384	\$ 188,286	\$ 120,999	\$ 27,820	\$ 27,817	\$ 150,153	\$ 1,200,789
Securitization	-	19,822	10,128	764,935	277,008	-	4,602	1,076,495
	571,330	134,206	198,414	885,934	304,828	27,817	154,755	2,277,284
Liabilities								
Corporate	-	96,435	361,180	306,034	158,451	-	8,097	930,197
Securitization	-	-	-	773,972	284,884	-	-	1,058,856
	-	96,435	361,180	1,080,006	443,335	-	8,097	1,989,053
Shareholders' Equity	-	-	-	-	-	-	288,231	288,231
GAP	\$ 571,330	\$ 37,771	\$ (162,766)	\$ (194,072)	\$ (138,507)	\$ 27,817	\$ (141,573)	\$ -
YIELD SPREAD	4.16%	2.12%	2.55%	1.17%	0.68%	8.59%		

As at December 31, 2016	Floating Rate	Within 3 Months	3 Months to 1 Year	1 to 3 Years	3 to 5 Years	Over 5 Years	Non Interest Sensitive	Total
Assets								
Corporate	\$ 492,842	\$ 88,766	\$ 240,380	\$ 146,335	\$ 39,973	\$ 36,362	\$ 143,822	\$ 1,188,480
Securitization	-	15,724	-	609,883	461,967	-	4,801	1,092,375
	492,842	104,490	240,380	756,218	501,940	36,362	148,623	2,280,855
Liabilities								
Corporate	-	119,472	327,739	336,926	127,729	-	15,427	927,293
Securitization	-	-	-	589,129	482,657	-	-	1,071,786
	-	119,472	327,739	926,055	610,386	-	15,427	1,999,079
Shareholders' Equity	-	-	-	-	-	-	281,776	281,776
GAP	\$ 492,842	\$ (14,982)	\$ (87,359)	\$ (169,837)	\$ (108,446)	\$ 36,362	\$ (148,580)	-
YIELD SPREAD	4.05%	2.45%	2.62%	1.26%	1.00%	6.71%		

Certain residential construction loans, non-residential construction loans and commercial high ratio loans are subject to the greater of a minimum interest rate (ranging between 3.75% and 9%) or a prime based interest rate. To the extent that the minimum rate exceeds the prime based rate as at June 30, 2017, these mortgages have been reflected in the table above as fixed rate mortgages, as follows: within 3 months - \$48,935 (December 31, 2016 - \$41,304), 3 months to 1 year - \$40,198 (December 31, 2016 - \$60,947) and 1 to 5 years - \$15,469 (December 31, 2016 - \$28,973).

An immediate and sustained parallel 1% increase to market interest rates as at June 30, 2017 would have an estimated positive effect of \$2,508 (December 31, 2016 - \$1,478) to net income over the following twelve month period. An immediate and sustained parallel 1% decrease to market interest rates as at June 30, 2017 would have an estimated adverse effect of \$2,355 (December 31, 2016 - \$1,835) to net income over the following twelve month period. An immediate and sustained parallel 1% increase (decrease) to market interest rates as at June 30, 2017 would have an estimated adverse (positive) effect of \$5 (December 31, 2016 - \$9) on accumulated other comprehensive income. When calculating the effect of an immediate and sustained parallel 1% change in market interest rates on net investment income, the Company determines which assets and liabilities reprice over the following twelve months and applies a 1% change to their respective yields at the time of repricing to determine the change in net investment income for the duration of the twelve month period.

24. Capital Management

The Company's primary capital management objectives are to maintain sufficient capital for regulatory purposes and to earn acceptable and sustainable risk-weighted returns for shareholders. Through its risk management and corporate governance framework, the Company assesses current and projected economic, housing market, interest rate and credit conditions to determine appropriate levels of capital. The Company typically pays out all of its taxable income by way of dividends. Capital growth is achieved through retained earnings, public share offerings, rights offerings and the DRIP. The Company's capital management is driven by the guidelines set out by the Tax Act and OSFI.

Regulatory Capital

As a Loan Company under the Trust Act, OSFI oversees the adequacy of the Company's capital. For this purpose, OSFI has imposed minimum capital to risk-weighted asset ratios and a minimum leverage ratio which is calculated on a different basis from the aforementioned MIC leverage ratio.

In order to promote a more resilient banking sector and strengthen global capital standards, the Basel Committee on Banking Supervision ("BCBS") has issued a revised capital framework, referred to as Basel III. Further details on Basel III are available in the Capital Management section of the Management's Discussion and Analysis ("MD&A") or on the Company's website at www.mcanmortgage.com.

As at	June 30 2017	December 31 2016
Regulatory Ratios (OSFI)		
Share capital	\$ 213,538	\$ 210,239
Contributed surplus	510	510
Retained earnings	60,748	55,923
Accumulated other comprehensive income	13,435	15,104
Deduction for equity investment in MCAP (Transitional adjustment) ¹	(19,620)	(13,576)
Common Equity Tier 1, Tier 1 and Total Capital (Transitional)	268,611	268,200
Deduction for equity investment in MCAP (All-in adjustment) ¹	(4,905)	(9,051)
Common Equity Tier 1, Tier 1 and Total Capital (All-in)	\$ 263,706	\$ 259,149
Total Exposures/Regulatory Assets		
Consolidated assets	\$ 2,277,284	\$ 2,280,855
Less: deductions from all-in Tier 1 Capital ¹	(24,525)	(22,627)
Other adjustments ²	1,393	1,489
Total On-Balance Sheet Exposures	2,254,152	2,259,717
Mortgage and investment funding commitments	332,374	402,861
Less: conversion to credit equivalent amount (50%)	(166,187)	(201,431)
Letters of credit	34,727	30,537
Less: conversion to credit equivalent amount (50%)	(17,364)	(15,269)
Off-Balance Sheet Items	183,550	216,698
Total Exposures/Regulatory Assets	\$ 2,437,702	\$ 2,476,415
Leverage ratio	10.82%	10.46%

¹ The deduction for the equity investment in MCAP on an all-in basis is equal to the equity investment balance less 10% of the Company's shareholders' equity. In 2017, the deduction on the transitional basis is equal to 80% of the all-in adjustment (2016 - 60%). The adjustment factor will increase by 20% annually over the phase-in period until it is fully deductible by 2018.

² Certain items, such as negative cash balances, are excluded from total exposures but included in consolidated assets.

As at June 30, 2017 and December 31, 2016, the Company was in compliance with the capital guidelines issued by OSFI under Basel III.

24. Capital Management (continued)

Income Tax Capital

As a MIC under the Tax Act, the Company is limited to an income tax liabilities to capital ratio of 5:1 (or an income tax assets to capital ratio of 6:1), based on the non-consolidated balance sheet in the MIC entity measured at its tax value. For further information on the Company's income tax capital management, refer to the "Income Tax Capital" sub-section of the Capital Management section of the MD&A.

25. Financial Instruments

The majority of the Company's consolidated balance sheet consists of financial instruments, and the majority of net income is derived from the related income, expenses, gains and losses. Financial instruments include cash and cash equivalents, cash held in trust, marketable securities, mortgages, financial investments, other loans, financial liabilities from securitization, term deposits and loans payable.

All financial instruments that are carried at fair value on the consolidated balance sheets (marketable securities and certain financial investments) or for which fair value is disclosed are estimated using valuation techniques based on observable market data such as market interest rates currently charged for similar financial investments to expected maturity dates.

The following table summarizes financial assets reported at fair value and financial assets and liabilities for which fair values are disclosed.

As at June 30, 2017	Level 1	Level 2	Level 3	Total	Carrying Value
Assets measured at fair value					
Cash and cash equivalents	\$ 108,548	\$ -	\$ -	\$ 108,548	\$ 108,548
Marketable securities	57,856	641	-	58,497	58,497
Financial investments - Crown Realty II Limited Partnership ¹	-	-	31,270	31,270	31,270
Financial investments - KingSett High Yield Fund ²	-	-	26,076	26,076	26,076
Securitization program cash held in trust	19,822	-	-	19,822	19,822
	<u>\$ 186,226</u>	<u>\$ 641</u>	<u>\$ 57,346</u>	<u>\$ 244,213</u>	<u>\$ 244,213</u>
Assets for which fair values are disclosed					
Mortgages - corporate ³	\$ -	\$ -	\$ 916,206	\$ 916,206	\$ 911,744
Other loans ⁴	-	-	3,627	3,627	3,627
Mortgages - securitized ³	-	-	1,079,117	1,079,117	1,052,071
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,998,950</u>	<u>\$ 1,998,950</u>	<u>\$ 1,967,442</u>
Liabilities measured at fair value					
Other liabilities - corporate ⁵	\$ -	\$ -	\$ 4,835	\$ 4,835	\$ 4,835
Liabilities for which fair values are disclosed					
Term deposits ⁶	\$ -	\$ -	\$ 925,996	\$ 925,996	\$ 922,100
Financial liabilities from securitization ⁷	-	-	1,065,500	1,065,500	1,058,856
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,991,496</u>	<u>\$ 1,991,496</u>	<u>\$ 1,980,956</u>

¹ Fair value of investment is based on the underlying real estate properties determined by the discount cash flow method and direct capitalization method. The significant unobservable inputs are the capitalization rate and discount rate.

² Fair value is based on the redemption value of the fund less a credit allowance based on the nature of the underlying mortgages.

³ Corporate and securitized fixed rate mortgages are calculated based on discounting the expected future cash flows of the mortgages, adjusting for credit risk and prepayment assumptions at current market rates for offered mortgages based on term, contractual maturities and product type. For variable rate mortgages, fair value is assumed to equal their carrying amount since there are no fixed spreads. The Company classifies its mortgages as Level 3 given the fact that although many of the inputs to the valuation models used are observable, the mortgages are not specifically quoted in an open market.

⁴ Fair value is assumed to be the carrying value as underlying mortgages and loans are variable rate.

⁵ The carrying value of the asset/liability approximates fair value.

⁶ As term deposits are non-transferable by the deposit holders, there is no observable market. As such, the fair value of the deposits is determined by discounting expected future cash flows of the deposits at current offered rates for deposits with similar terms.

⁷ Fair value of financial liabilities from securitization is determined using current market rates for CMB and MBS.

25. Financial Instruments (continued)

As at December 31, 2016	Level 1	Level 2	Level 3	Total	Carrying Value
Assets measured at fair value					
Cash and cash equivalents	\$ 111,732	\$ -	\$ -	\$ 111,732	\$ 111,732
Marketable securities	53,953	1,173	-	55,126	55,126
Financial investments - Crown Realty II Limited Partnership ¹	-	-	33,207	33,207	33,207
Financial investments - KingSett High Yield Fund ²	-	-	24,057	24,057	24,057
Securitization program cash held in trust	15,724	-	-	15,724	15,724
	<u>\$ 181,409</u>	<u>\$ 1,173</u>	<u>\$ 57,264</u>	<u>\$ 239,846</u>	<u>\$ 239,846</u>
Assets for which fair values are disclosed					
Mortgages - corporate ³	\$ -	\$ -	\$ 913,016	\$ 913,016	\$ 904,112
Other loans ⁴	-	-	3,584	3,584	3,584
Mortgages - securitized ³	-	-	1,106,997	1,106,997	1,071,849
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 2,023,597</u>	<u>\$ 2,023,597</u>	<u>\$ 1,979,545</u>
Liabilities measured at fair value					
Other liabilities - corporate ⁵	\$ -	\$ -	\$ 12,377	\$ 12,377	\$ 12,377
Liabilities for which fair values are disclosed					
Term deposits ⁶	\$ -	\$ -	\$ 913,071	\$ 913,071	\$ 911,866
Financial liabilities from securitization ⁷	-	-	1,086,583	1,086,583	1,071,786
	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 1,999,654</u>	<u>\$ 1,999,654</u>	<u>\$ 1,983,652</u>

¹ Fair value of investment is based on the underlying real estate properties determined by the discount cash flow method and direct capitalization method. The significant unobservable inputs are the capitalization rate and discount rate.

² Fair value is based on the redemption value of the fund less a credit allowance based on the nature of the underlying mortgages.

³ Corporate and securitized fixed rate mortgages are calculated based on discounting the expected future cash flows of the mortgages, adjusting for credit risk and prepayment assumptions at current market rates for offered mortgages based on term, contractual maturities and product type. For variable rate mortgages, fair value is assumed to equal their carrying amount since there are no fixed spreads. The Company classifies its mortgages as Level 3 given the fact that although many of the inputs to the valuation models used are observable, the mortgages are not specifically quoted in an open market.

⁴ Fair value is assumed to be the carrying value as underlying mortgages and loans are variable rate.

⁵ The carrying value of the asset/liability approximates fair value.

⁶ As term deposits are non-transferable by the deposit holders, there is no observable market. As such, the fair value of the deposits is determined by discounting expected future cash flows of the deposits at current offered rates for deposits with similar terms.

⁷ Fair value of financial liabilities from securitization is determined using current market rates for CMB and MBS.

The following table shows the continuity of Level 3 financial assets recorded at fair value:

Balance, December 31, 2016	\$ 57,264
Advances	2,037
Repayments	(2,901)
Changes in fair value, recognized in other comprehensive income	946
Balance, June 30, 2017	\$ 57,346

There were no transfers between levels during the quarters ended June 30, 2017 or June 30, 2016.

25. Financial Instruments (continued)

Risk Management

The types of risks to which the Company is exposed include but are not limited to interest rate, credit, liquidity and market risk. The Company's enterprise risk management framework includes policies, guidelines and procedures, with oversight by senior management and the Board. These policies are developed and implemented by management and reviewed and approved annually by the Board.

The nature of these risks and how they are managed is provided in the Risk Governance and Management section of the MD&A. Certain disclosures required under IFRS 7, *Financial Instruments: Disclosures*, related to the management of credit, interest rate, liquidity and market risks inherent with financial instruments are included in the MD&A. The relevant MD&A sections are identified by shading within boxes and the content forms an integral part of these consolidated financial statements.

26. Comparative Amounts

Certain comparative amounts have been reclassified to conform to the presentation adopted in the current year. There was no impact to the financial position or net income as a result of these reclassifications.

DIRECTORS**Verna Cuthbert**

Corporate Director, MCAN Mortgage Corporation
 Member of Investment Committee
 Member of Enterprise Risk Management and Compliance Committee
 Director since September 2013

Susan Doré

Corporate Director, MCAN Mortgage Corporation
 Member of Audit Committee
 Member of Conduct Review, Corporate Governance and Human Resources Committee
 Director since May 2010

William Jandrisits

President and Chief Executive Officer, MCAN Mortgage Corporation
 Director since August 2010

Brian A. Johnson

Partner, Crown Capital Partners and Crown Realty Partners
 Chair of Conduct Review, Corporate Governance and Human Resources Committee
 Member of Investment Committee
 Director since January 2001

Loraine McIntosh

Corporate Director, MCAN Mortgage Corporation
 Member of Audit Committee
 Member of Enterprise Risk Management and Compliance Committee
 Director since May 2017

Derek Sutherland

President, Canadazil Capital Inc.
 Member of Enterprise Risk Management and Compliance Committee
 Member of Investment Committee
 Director since May 2017

Ian Sutherland

Chair, MCAN Mortgage Corporation
 Director since January 1991

Karen Weaver

Corporate Director, MCAN Mortgage Corporation
 Chair of Audit Committee
 Member of Conduct Review, Corporate Governance and Human Resources Committee
 Director since November 2011

W. Terrence Wright

Counsel, Pitblado LLP
 Member of Audit Committee
 Chair of Enterprise Risk Management and Compliance Committee
 Director since September 2013

EXECUTIVE OFFICERS**William Jandrisits**

President and Chief Executive Officer

Jeffrey Bouganim

Senior Vice President and Chief Financial Officer

Leonard Zaidener

Vice President, Investments

Robert Horton

Vice President and Chief Risk Officer

Martin Beaudry

Vice President, Single Family Mortgage Operations

Carl Brown

Vice President, Operations
 Business Continuity/Disaster Recovery Coordinator

Jeffrey Lum

Vice President, Treasury and Securitization

Sylvia Pinto

Vice President, Chief Compliance Officer & Corporate Secretary

Note: Scott Coates left MCAN's Board of Directors as of July 31, 2017.

CORPORATE INFORMATION

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Fax: 1-877-821-0710
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Stock Listing

Toronto Stock Exchange
Symbol: MKP

Corporate Counsel

Goodmans LLP
Toronto, Ontario

Auditors

Ernst & Young LLP
Toronto, Ontario

Bank

Bank of Montreal
First Canadian Place
Toronto, Ontario

Registrar and Transfer Agent

Computershare Investor Services Inc.
100 University Avenue, 9th Floor
Toronto, Ontario M5J 2Y1
Tel: 1-800-564-6253

Websites

www.mcanmortgage.com
www.xceedmortgage.com

Dividend Reinvestment Plan (DRIP)

For further information regarding MCAN's Dividend Reinvestment Plan, please visit:
www.mcanmortgage.com/investor-relations/investor-materials.

An Enrolment Form may be obtained at any time upon written request addressed to the Plan Agent, Computershare. Registered Participants may also obtain Enrolment Forms online at www-us.computershare.com/investor/.

Shareholders

For dividend information, change in share registration or address, lost certificates, estate transfers, or to advise of duplicate mailings, please call MCAN Mortgage Corporation's Transfer Agent and Registrar, Computershare (see left for contact).

Report Copies

This MCAN Mortgage Corporation 2017 Second Quarter Report is available for viewing/printing on our website at www.mcanmortgage.com, and also on SEDAR at www.sedar.com.

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General Information

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