



WESTERN PACIFIC  
TRUST COMPANY

Competitive  
Responsive  
Knowledgeable

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# Western Pacific Trust Company

Incorporated in British Columbia and governed pursuant to the Financial Institutions Act and the Business Corporations Act, **Western Pacific Trust Company** is a non-deposit taking trust company.

The Company is licensed to do trust business as a non-deposit taking financial institution in British Columbia and Alberta.

Western Pacific Trust Company has three wholly owned subsidiaries: **WP Private Equity Transfers Inc.**, **WP Private Health Inc.**, and **1128668 B.C. Ltd.**, all British Columbia incorporated private companies.

## SHARE CAPITAL

### Authorized:

100,000,000 Common shares without par value  
100,000,000 Preferred shares, issuable in series

### Issued:

25,018,558 Common shares  
61,750 Series I Preferred Shares  
69,200 Series II Preferred Shares

Western Pacific's Common shares are listed for trading on the TSX Venture Exchange under trading symbol "**WP**".

## Services

**Self-Administered Plans** – Western Pacific Trust Company offers self-administered tax deferred registered plans (RRSPs, SRRSPs, LIRAs, RIFs, LIFs) to permit investors the tax-deferred benefits of a registered plan while maintaining control over their investment choices.

Western Pacific Trust also offers self-administered Tax Free Savings Accounts (TFSAs). TFSA contributions are non-deductible, but withdrawals are tax free, and any investment income earned within the TFSA, including capital gains, will not be taxed.

Qualified investments for both the RRSP and TFSA self-administered accounts are prescribed in the *Income Tax Act of Canada*, and include securities in eligible Canadian controlled private corporations, private mutual fund trusts, venture capital corporations, arm's length mortgages, Employee Share Ownership Plans, etc.

**Trusts** – We offer strategic counsel, organizational assistance and work with clients' legal and financial advisors in the establishment of various forms of testamentary and inter-vivos trusts. Trusts are an effective vehicle and flexible tool for present and future management of assets. In establishing a trust, there is limitless adaptability to address client requirements, ranging from the most basic to the highly complex, sophisticated or sensitive.

Our professional staff work closely with clients to ensure that the most tax-effective methods are used to achieve the objectives of its clients.

**Financial & Administrative** – Our senior staff work closely with select individual and corporate clients to deliver high quality professional administrative and/or accounting support, tailored specifically to the client's long or short term needs. These services, which may cover a wide range of responsibilities, are delivered on a strictly confidential basis.

**Transfer & Registration** – Through wholly owned subsidiary, **WP Private Equity Transfers Inc.**, we offer transfer and registration services for non-listed, non-reporting issuers.

**Private Health Plans** – Wholly owned subsidiary, **WP Private Health Inc.**, offers Private Health Services Plans to help small business owners save tax, and significantly reduce the after tax cost of their health care.

**Independent Specialist Network** – Western Pacific Trust Company is able to bring together independent specialist professionals in the legal, accounting and financial planning arenas, to provide comprehensive solutions for complex personal and corporate issues.

## WESTERN PACIFIC TRUST COMPANY

Management's Discussion and Analysis of  
Results of Operations and Financial Position  
For the year ended December 31, 2018  
(Expressed in Canadian Dollars)

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The following is management's discussion and analysis ("MD&A"), dated as of March 28, 2019, of the consolidated financial condition and results of operations of Western Pacific Trust Company and its wholly-owned subsidiaries, WP Private Equity Transfers Inc. ("WPPET"), WP Private Health Inc. ("WPPH") and 1128668 BC Ltd. (collectively "WPTC" or the "Company") for the year ended December 31, 2018. This discussion should be read in conjunction with the audited consolidated financial statements of the Company and the notes thereto for the year ended December 31, 2018 (the "Financial Statements").

### **Basis of Presentation**

The Company's consolidated financial statements are prepared and presented in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The IASB continues to amend and add to current IFRS standards and interpretations. As of the date of this MD&A, the new IFRS standards that have been recently issued that have any significant impact to the Company have been noted in Note 3.13 of the consolidated financial statements.

### **Forward Looking Statements**

This MD&A contains certain forward-looking statements. All statements, included herein, other than statements of historical fact, including without limitation statements regarding the future plans and objectives of the Company, are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will provide accurate information, and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations are disclosed in Company documents filed from time-to-time with the regulatory authorities and on [www.SEDAR.com](http://www.SEDAR.com). Additional information with respect to the Company can be obtained from the Company's website at [www.westernpacifictrust.com](http://www.westernpacifictrust.com).

### **Overview**

Western Pacific Trust Company is a non-deposit taking financial institution which is licensed under the **Financial Institutions Act ("FIA")** in British Columbia as a Trust Company. WPTC is also registered extra-provincially in Alberta as a non-deposit taking Trust Company.

#### *Self-Administered Plans*

WPTC Self-Administered Plans permit investors the tax-deferred benefits of a registered plan while maintaining control over their investment choices. In addition to self-administered Registered Retirement Savings Plans ("RRSPs"), WPTC offers self-administered Tax-Free Savings Accounts ("TFSA's"), self-administered Registered Retirement Income Funds ("RRIFs"), and self-administered Locked-In Retirement Accounts ("LIRAs"), within which clients can earn tax-free investment income during their lifetime. Qualified investments for RRSPs and all other self-administered accounts include, but are not limited to, securities in eligible Canadian controlled private corporations, private mutual fund trusts, venture capital corporations, unlisted public companies, as well as arm's length mortgages.

#### *Trust Services*

As part of its trust services, WPTC offers strategic counsel, organizational assistance and consults with clients' legal advisors in the establishment and administration of various forms of trusts, an effective vehicle and flexible tool for present and future management of assets.

### *Client Consulting Services*

The Company provides a range of Accounting, Administrative and Corporate Secretarial services to select clients on a fee-for-service basis.

### *Transfer Agency Services*

The Company provides transfer agent and registrar services to unlisted and non-reporting issuer companies. These services are provided through the company's wholly-owned subsidiary, WPPET, a British Columbia incorporated company.

### *Collateral Agency Service*

The Company acts as Collateral Agent for a certain client in the conduct of its bond business. The wholly-owned subsidiary, 1128668 BC Ltd., will be maintained solely for the purpose of offering this service to this one client. The costs of the annual maintenance of this subsidiary will be absorbed by the client, pursuant to the contract between the parties.

## **Selected Annual Information and Results of Operations**

The following selected consolidated financial data for the three most recently completed financial years should be read in conjunction with the Company's audited consolidated financial statements for the respective years. The Company's consolidated financial statements and the financial information set out below are prepared in accordance with IFRS as issued by the IASB. The Company's significant accounting policies are disclosed in note 3 to the Company's audited consolidated financial statements for the year ended December 31, 2018. The Company's functional and reporting currency is the Canadian dollar.

### Statements of Financial Position-selected information

	As at December 31,		
	2018	2017	2016
Total current assets	\$ 1,048,397	\$ 1,054,981	\$ 1,105,316
Total non-current assets	155,324	132,601	110,249
<b>Total assets</b>	<b>\$ 1,203,721</b>	<b>\$ 1,187,582</b>	<b>\$ 1,215,565</b>
Total current liabilities	\$ 195,184	\$ 196,721	\$ 173,780
Total non-current liabilities	110,000	70,000	56,527
<b>Total equity</b>	<b>898,537</b>	<b>920,861</b>	<b>985,258</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 1,203,721</b>	<b>\$ 1,187,582</b>	<b>\$ 1,215,565</b>

The increase in non-current assets in 2018 compared to 2017 is due to an increase in deposits held by the credit card processor and the purchase of new computer equipment.

The decrease in current assets in the 2018 and 2017 fiscal years is due to cash used to fund operating activities during the year. The Company did not complete a private placement in 2018 or 2017, as compared to the 2016 fiscal year.

The increase in non-current assets of \$22,352 in 2017 compared to 2016 is due to the increase of \$32,444 for deposits held by the credit card processor as a result of the increase in the number of clients choosing to pay their fees by credit card; a decrease in property and equipment and intangible assets of \$10,121 due to amortization for the 2017 fiscal year; and the balance being a modest increase to restricted cash.

The current liabilities rose by \$22,941 in 2017 compared to 2016. This is due to an increase in vendor payables of \$8,815 at the end of the year; an increase in deferred revenue of \$2,499; and the re-classification of the current portion of subordinated debt of \$11,527 from long-term, due to the demand nature of the loan.

## Statements of Comprehensive Loss

Years ended December 31,

	2018	2017	2016
Total revenue	\$ 941,026	\$ 832,261	\$ 710,654
Total general and administrative expenses	(883,546)	(816,887)	(795,111)
Income/(loss) before amortization, finance expense and share-based payments	57,480	15,374	(84,457)
Amortization	(8,640)	(10,121)	(12,572)
Finance expense	(10,689)	(4,175)	(11,932)
Share-based payments	(5,807)	(8,301)	(26,294)
Net income/(loss)	\$ 32,344	\$ (7,223)	\$ (135,255)
Loss per share (basic and diluted)	\$ (0.001)	\$ (0.003)	\$ (0.008)

Income/(loss) before amortization, finance expense and share-based payments is a non-GAAP financial measure which has no standard meaning under IFRS. Management is of the opinion that certain investors use this information, in addition to more conventional measures prepared in accordance with IFRS, to evaluate the Company's performance and ability to generate liquidity through operating cash flows.

**Results of Operations****Revenues**

Total revenue continues to grow year over year. Revenue increase of \$108,765 (13%) in 2018 compared to 2017 is primarily due to the increase in investment income of \$72,640 (97%) compared to 2017. In addition, self-administered plan fee income grew by \$31,418 (4%) compared to 2017. During the last quarter of the 2018 fiscal year, the Company re-invested funds held in GICs and negotiated higher interest rates with the bank where the investments were held. Consulting and trust service fee income has also increased in 2018 by \$4,707 (12%) compared to 2017.

**Expenses****Comparison of 2018 fiscal year to 2017 fiscal year**

The total general and administrative expenses increased overall by \$66,659 in 2018 compared to 2017. This is primarily due to an increase in staff salaries and the cost of benefits of \$22,846. Directors' fees increased by \$8,625 due to the election of an additional board member, as well as an increase in directors' meetings during the year and the related directors' meeting attendance fees. Professional fees increased by \$9,135 in 2018 compared to 2017 due to an increase in fees paid to consultants, and an increase of \$2,326 for compliance and regulatory. The remainder of the increase in 2018 compared to 2017 is due to increases in the following expenses: \$2,599 for rent; \$27,605 for office and administration; and \$1,023 for E&O insurance. The overall difference in the increase in general and administrative expenses in 2018 compared to 2017 is offset by a reduction in business development expense of \$7,500.

**Comparison of 2017 fiscal year to 2016 fiscal year**

The total general and administrative expenses increased overall by \$21,776 in 2017 compared to 2016. This is due to the increase in wages and benefits of \$31,986 for salaries to staff and the engagement of an employee for business development for four months during 2017. Professional fees have decreased by \$26,607 in 2017 compared to 2016, due to a reduction in fees paid to the contract CFO. The remainder of the increase in 2017 compared to 2016 is due to the rent expense increase of \$732; an increase of \$13,500 for fees paid for business development; \$5,780 for office and administration expenses; and an increase in E&O insurance of \$2,083. The overall difference in the increase in general and administrative expenses in 2017 compared to 2016 is offset by a reduction in directors' fees paid of \$2,000 and the decrease in compliance and regulatory fees of \$3,698 due to fewer directors' meetings held, and no private placements completed, in 2017 compared to 2016.

The amortization expense for both property and equipment and intangible asset continue to decrease due to the declining balance method use for amortization. No additions had been incurred during the two fiscal years of 2017 and 2016.

The decrease in finance expense for 2017 compared to 2016, is due to the repayment of all interest-bearing subordinated loans, which reduced the interest costs for 2017 and 2016.

The share-based payments expense is the amortized amount in respect of the unvested options that were granted on November 19, 2015. The decrease is due to the grade-vesting method used to record the expense which decreases as time passes. The options have all vested as at December 31, 2017.

### Summary

2018 saw an increase in total revenue of 13% (2017: 17% increase from 2016), and an increase of 8% (2017: decrease of 1% from 2016) in total expenses over the previous year. The Company had income from operations in 2018 of \$57,480 compared to \$15,374 in 2017. The net income for the 2018 year is \$32,344, compared to a loss of \$7,223 for the year ended December 31, 2017.

### Summary of Quarterly Results

The following is selected financial information for the last eight quarters. The Company's consolidated financial statements and the financial information set out below are prepared in accordance with IFRS as issued by the IASB. The Company's functional and reporting currency is the Canadian dollar.

Quarter ended		Total revenue	Net income (loss) and comprehensive income (loss)	Net income (loss) per share (basic and diluted)	Total assets
		\$	\$	\$	\$
Q4/18	December 31, 2018	220,690	(17,227)	(0.001)	1,203,721
Q3/18	September 30, 2018	217,667	(10,414)	(0.001)	1,218,198
Q2/18	June 30, 2018	208,363	(11,927)	(0.001)	1,185,084
Q1/18	March 31, 2018	294,306	71,912	0.002	1,259,930
Q4/17	December 31, 2017	198,485	(2,834)	(0.001)	1,187,582
Q3/17	September 30, 2017	178,880	(34,600)	(0.002)	1,189,995
Q2/17	June 30, 2017	196,131	(16,886)	(0.001)	1,193,462
Q1/17	March 31, 2017	258,765	47,097	0.001	1,273,755

#### Revenue and net income (loss) for each quarter

The fluctuations in total revenue from quarter to quarter are due primarily to seasonal variations in revenue from self-administered plans.

The growth in total revenue for the last quarter in 2018 compared to the third quarter in 2018 is due to the increase in interest income from investments in term deposits. The increase in net loss for the last quarter in 2018 is due to increases in travel, computer consulting, and maintenance expense.

Total revenue increased for the third quarter compared to the second quarter of 2018, largely due to the increase in investment income. The loss for the third quarter ended September 30, 2018 also reflects seasonal fluctuation in self-administered plan revenue and increased expenses, primarily for salaries and benefits and computer maintenance.

Significant variances in previous quarters are discussed as follows:

Total revenue and net income both decreased for the second quarter of 2018, due to seasonal fluctuation in self-administered plan revenue from the first to second quarter. The decrease in total assets for the second quarter of 2018 is due to the decrease in cash as a result of cash used for payments of accounts payable and dividends during the quarter.

The growth in total revenue for the last quarter in 2017 compared to the third quarter in 2017 is due to the increase in fees from self-administered plan transactions and higher interest income earned on investments in term deposits. The decrease in net loss for the last quarter in 2017 is due to the increase in revenue in the last quarter in 2017 compared to the third quarter in 2017, combined with a decrease in salaries and benefits.

Total revenue for the third quarter was lower than the second quarter of 2017, due to the seasonal fluctuation in self-administered plan revenue from the second to third quarter. The loss for the third quarter ended September 30, 2017 also reflects increased expenses, primarily for business development, salaries and benefits.

Total revenue decreased for the second quarter compared to the first quarter of 2017 due to the seasonal fluctuation in self-administered plan revenue from the first to second quarter. The decrease in total assets for the second quarter of 2017 is due to the decrease in cash as a result of cash used for payments of accounts payable and dividends during the quarter.

Total revenue and net income both increased for the first quarter of 2017 due to the increase in self-administered plan business prior to the annual contribution deadline of March 1, 2017. The increase in total assets for the first quarter of 2017 is due to the increase in cash, accounts receivable and deposit held with credit card merchant as a result of the increase in income from operations.

## **Outlook**

### ***Self-Administered Plans***

Trustee services for Self-Administered Plans are required for any issuer wishing to offer RRSP or TFSA eligible securities, as well as for investors wishing to purchase a private market security in an RRSP or TFSA. Such investments include, but are not limited to, private Mutual Fund Trusts, eligible Canadian Controlled Private Corporations, Venture Capital Corporations and arm's length mortgages.

Annual trustee fees earned from each plan build year-over-year for the life of the plan, creating a continuing revenue base for each succeeding year. Transactional fees earned on new accounts increase in proportion to the numbers of plans opened, in addition to transaction fees generated for new purchases in existing accounts.

The 2018 year saw a 13% increase in total revenue, and an increase of 8.2% in general and administrative expenses over the same period in 2017. This resulted in a net income for the year ended December 31, 2018 of \$32,344, compared to a loss of \$7,223 for the same period in 2017.

Western Pacific Trust Company is steadily gaining increased recognition in the private capital markets as a trustee for self-administered plans holding qualified investments. While the Company offers competitive pricing, it is the commitment to offering knowledgeable and responsive service delivered on a consistent basis which distinguishes our company in the market place.

### ***Client Consulting Services***

The Company offers a range of administrative and accounting services offered to select clients.

### ***Transfer Agency Services***

The Company provides transfer agent and registrar services to unlisted and non-reporting issuer companies. These services are provided through the company's wholly-owned subsidiary, WPPET, a British Columbia incorporated company.

### ***Private Health Plans***

Through its wholly-owned subsidiary, WP Private Health Inc., the Company offers private health care plans for small business owners. Not insurance, rather a tax planning tool, these plans help clients who own small corporations to save taxes, and reduce the after tax cost of health care for themselves and their families.

### ***Collateral Agent Services***

Through wholly-owned subsidiary 1128668 BC Ltd., the Company provides Collateral Agent services to a client in the conduct of its bond business.

## **Liquidity**

### **Western Pacific Trust Company - Capital Adequacy**

As a trust company, the Company is governed by the Financial Institutions Commission pursuant to the *Financial Institutions Act* (British Columbia). The Company is required to submit to the Financial Institutions Commission, on a monthly basis, within 30 days of each month end, a "British Columbia Trust Company

Financial Return” in which a Capital Adequacy calculation is required to set forth the Primary Capital (Shares, Retained Earnings and Reserves) and the Secondary Capital (Subordinated Debt and Other equity investments) to arrive at the Company’s Capital Base. The Required Capital Base is calculated as 0.5% of the Assets Held in Trust.

As at December 31, 2018, the Company had a calculated Capital Base in excess of the Required Capital Base.

### **Capital Resources**

As at December 31, 2018, the Company had working capital of \$853,213 (December 31, 2017: \$858,260) available to fund its operations.

As at December 31, 2018, the Company had subordinated debt outstanding in the aggregate amount of \$121,527. The subordinated loans consist of \$11,527 and \$70,000 from unrelated parties and bear no interest. During the year, the Company entered to an agreement with directors for subordinated loans of \$40,000 at an interest rate of 5% due September 2024. These subordinated loans from directors were repaid in full with interest on February 13, 2019.

### **Off-Balance Sheet Arrangements**

Other than Self-Administered Plan revenues beyond the reporting period and interest income held in term deposits from trust assets, the Company does not have any off balance sheet items that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company.

### **Transactions with Related Parties**

Pursuant to the requirements of the Financial Institutions Act, WPTC’s Conduct Review Committee is required to approve all related party transactions of the Company and report same to the Directors at meetings of the Board, which are held quarterly.

Management personnel includes directors and officers of the Company. Management salaries include compensation and benefits paid to directors, officers and consultants of the Company in the normal course of business. Share-based payments consist of stock option issuances.

The following transactions with related parties for the years ended December 31, 2018 and 2017 were in the normal course of operations and were measured at the fair value of the services provided:

	Years ended	
	December 31, 2018	December 31, 2017
Management salaries	\$ 112,180	\$ 112,602
Directors’ fees	47,375	38,750
Consulting fees paid to companies controlled by directors	84,000	78,500
Professional fees for consultant	45,369	47,687
Share-based payments	5,807	7,397
<b>Total compensation</b>	<b>\$ 294,731</b>	<b>\$ 284,936</b>

### **Financial Instruments**

As at December 31, 2018, the Company had not entered into any derivative financial instruments as a method of managing market risks associated with interest rates and foreign exchange fluctuations. Note 4 to the audited consolidated financial statements include a discussion of the Company’s financial instruments and the related risks.

### **Risks and Uncertainties**

#### *Dependence on major clients*

Plans opened for the Company’s three largest issuer clients comprise a significant percentage of total revenues. Although these issuers are large entities, as such, any disruption in the Company’s relationships

with these major clients or any decrease in revenue from them, could have an adverse effect on the Company.

#### *Tax laws*

The tax laws in Canada and abroad are continually changing.

#### *Dependence on key personnel*

Loss of certain members of the executive team or key management members of the Company could have a disruptive effect on the implementation of the Company's business strategy and the efficient running of day-to-day operations until their replacements are found. The Company may be unable to retain its key employees or attract, assimilate, retain or train other necessary qualified employees, which may restrict its growth potential.

#### **Outstanding Share Information**

As at the date of this report there are 25,018,558 Common shares, 61,750 Series I Preferred shares and 69,200 Series II Preferred shares issued and outstanding. The terms of the preferred shares are described in the audited consolidated financial statements.

#### **Share Purchase Options**

A total of 5,003,711 Common Shares are reserved for issuance under the Company's Stock Option Plan (the "Plan").

As at the date of this report, there are a total 2,725,000 shares under option, and 2,278,711 shares reserved and available for issuance under the Plan.

As of December 31, 2018, 2,725,000 outstanding options were outstanding with 2,658,000 options fully vested and 67,000 options unvested. Of those 2,725,000 options, 1,809,970 granted November 27, 2012, are exercisable at a price of \$0.10 per share until expiry November 26, 2022; while 815,030 options granted on November 19, 2015, are exercisable at a price of \$0.07 per share until expiry November 18, 2022. During the 2018 fiscal year, 75,000 options were granted on June 11, 2018 at an exercise price of \$0.12 per share until expiry June 11, 2022, with vesting periods of 25,000 on December 31, 2018, 25,000 on December 31, 2019 and 25,000 at December 31, 2020. An additional 25,000 options were granted to a director on September 13, 2018 at an exercise price of \$0.07 per share until expiry September 13, 2022, with vesting periods of 8,000 shares on December 31, 2018; 8,000 shares on December 31, 2019; and 9,000 shares at December 31, 2020. Of the options granted during the 2018 fiscal year, 25,000 of the options granted on June 11, 2018 and 8,000 of the option granted on September 13, 2018 vested as at December 31, 2018.

#### **Proposed Transactions**

As of the date of this report, there are no significant transactions, acquisition or disposition of businesses or assets currently being discussed or transacted.

#### **Change in Accounting Policies and Initial Adoption**

Future accounting pronouncement related to IFRS 16 Leases (see audited consolidated financial statements for the year ended December 31, 2018), has been issued and reviewed by management, but is not yet effective. This pronouncement has not been early adopted by the Company, however the full impact has been assessed and is described in Note 3.13 of the Company's consolidated financial statements.

#### **Directors**

As of the date of this report, the Board of Directors is composed of the following:

J. Cowan McKinney, FCPA, FCA (Chair)  
Alison Alfer  
Bruce H. Bailey, CPA, CA  
G. Benjamin Cutler

John C.A. de Wit, CPA, CA  
Anthony Liscio, DDS  
Robert W. Macdonald  
Steven O. Youngman, B.Comm., LL.B (Deputy Chair)

## INDEPENDENT AUDITORS' REPORT

### TO THE SHAREHOLDERS OF WESTERN PACIFIC TRUST COMPANY

#### *Opinion*

We have audited the consolidated financial statements of Western Pacific Trust Company (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2018 and 2017, the consolidated statements of comprehensive income (loss), changes in shareholders' equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2018 and 2017, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

#### *Basis for Opinion*

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

#### *Other Information*

Management is responsible for the other information. The other information comprises of Management's Discussion and Analysis and the Annual Report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditors' report. If, based on the work we have performed, we conclude that there is a material misstatement of this, we are required to report that fact. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

#### *Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements*

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

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Langley, BC V1M 4A6  
T: 604 282 3600  
F: 604 357 1376

**Nanaimo**  
201 – 1825 Bowen Rd  
Nanaimo, BC V9S 1H1  
T: 250 755 2111  
F: 250 984 0886

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

### *Auditors' Responsibilities for the Audit of the Consolidated Financial Statements*

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ♦ Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ♦ Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- ♦ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ♦ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ♦ Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- ♦ Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditors' report is Hervé Leong-Chung.



Chartered Professional Accountants

Vancouver, British Columbia  
March 28, 2019

**WESTERN PACIFIC TRUST COMPANY****Consolidated Statements of Financial Position**

(Expressed in Canadian Dollars)

	Note	December 31, 2018	December 31, 2017
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents		\$ 912,036	\$ 959,249
Accounts receivable	5	58,681	60,702
Interest receivable		57,766	19,392
Prepaid expenses		19,914	15,638
		1,048,397	1,054,981
Deposits	14	99,658	88,237
Restricted cash	6	5,843	5,814
Property and equipment	7	30,217	14,446
Intangible assets	8	19,606	24,104
		\$ 1,203,721	\$ 1,187,582
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities			
Accounts payable and accrued liabilities	13	\$ 73,307	\$ 74,943
Deferred revenue		6,122	10,251
Deferred lease inducement	14	4,228	-
Subordinated loan – current portion	9	11,527	11,527
Preferred shares	10	100,000	100,000
		195,184	196,721
Subordinated loans	9,13	74,773	42,014
Deferred gain on subordinated loans	9	35,227	27,986
		305,184	266,721
<b>SHAREHOLDERS' EQUITY</b>			
Common shares	10	1,536,734	1,536,734
Preferred shares, net of share issue costs	10	1,180,905	1,180,905
Reserves		359,264	360,377
Accumulated deficit		(2,178,366)	(2,157,155)
		898,537	920,861
		\$ 1,203,721	\$ 1,187,582

Approved on behalf of the Board

"J. Cowan McKinney"  
Director

"Steven Youngman"  
Director

The accompanying notes are an integral part of these Consolidated Financial Statements

**WESTERN PACIFIC TRUST COMPANY**  
**Consolidated Statements of Comprehensive Income (Loss)**  
(Expressed in Canadian Dollars)

		For the years ended	
	Note	December 31, 2018	December 31, 2017
<b>Revenue</b>			
Consulting and trust service fee income		\$ 43,506	\$ 38,799
Self-Administered Plan fee income		749,675	718,257
Interest		147,845	75,205
		941,026	832,261
General and administrative expenses	13,16	883,546	816,887
		57,480	15,374
<b>Income from operations</b>			
Amortization of property and equipment	7	(3,784)	(4,094)
Amortization of intangible assets	8	(4,856)	(6,027)
Finance expense	9,13	(13,600)	(5,961)
Amortization of deferred gain on subordinated loans	9	2,911	1,786
Share-based payments	11,13	(5,807)	(8,301)
		\$ 32,344	\$ (7,223)
<b>Net income (loss) and comprehensive income (loss)</b>			
Loss per share, basic and diluted	10	\$ 0.001	\$ 0.003
Weighted average number of common shares outstanding		25,018,558	25,018,558

The accompanying notes are an integral part of these Consolidated Financial Statements

**WESTERN PACIFIC TRUST COMPANY**  
**Consolidated Statements of Changes in Shareholders' Equity**  
(Expressed in Canadian Dollars)

	Share Capital		Reserves			Total Shareholders' Equity	
	Common Shares	Amount	Preferred Shares	Amount	Share-Based Payments		Accumulated Deficit
Balance, December 31, 2016	25,018,558	\$ 1,536,734	120,950	\$ 1,180,905	\$ 356,173	\$ (2,088,554)	\$ 985,258
Dividends paid on preferred shares	-	-	-	-	-	(65,475)	(65,475)
Share-based payments	-	-	-	-	8,301	-	8,301
Transfer of options expired	-	-	-	-	(4,097)	4,097	-
Net loss for the year	-	-	-	-	-	(7,223)	(7,223)
Balance, December 31, 2017	25,018,558	\$ 1,536,734	120,950	\$ 1,180,905	\$ 360,377	\$ (2,157,155)	\$ 920,861
Dividends paid on preferred shares	-	-	-	-	-	(60,475)	(60,475)
Share-based payments	-	-	-	-	5,807	-	5,807
Transfer of options expired	-	-	-	-	(6,920)	6,920	-
Net income for the year	-	-	-	-	-	32,344	32,344
Balance, December 31, 2018	25,018,558	\$ 1,536,734	120,950	\$ 1,180,905	\$ 359,264	\$ (2,178,366)	\$ 898,537

The accompanying notes are an integral part of these Consolidated Financial Statements

**WESTERN PACIFIC TRUST COMPANY**  
**Consolidated Statements of Cash Flows**  
(Expressed in Canadian Dollars)

	For the years ended December 31,	
	2018	2017
<b>Operating activities</b>		
Net income(loss) for the year	\$ 32,344	\$ (7,223)
Items not involving cash		
Amortization of property and equipment and intangible assets	8,640	10,121
Amortization of deferred gain on subordinated loans	(2,911)	(1,786)
Accretion expense on subordinated loans	2,911	1,786
Deferred lease inducement	4,228	-
Share-based payments	5,807	8,301
	51,019	11,199
Changes in non-cash working capital balances		
Interest receivable	(38,374)	(19,392)
Accounts receivable	2,021	(23,707)
Deposits and restricted cash	(11,450)	(32,473)
Prepaid expenses	(4,276)	6,162
Accounts payable and accrued liabilities	(1,636)	8,915
Deferred revenue	(4,129)	2,499
Net cash used in operating activities	(6,825)	(46,797)
<b>Investing activities</b>		
Property and equipment and intangible assets acquired	(19,913)	-
Net cash used in investing activities	(19,913)	-
<b>Financing activities</b>		
Proceeds from subordinated loans	40,000	25,000
Dividends paid	(60,475)	(65,475)
Net cash used in financing activities	(20,475)	(40,475)
Decrease in cash during the year	(47,213)	(87,272)
Cash and cash equivalents, beginning of the year	959,249	1,046,521
Cash and cash equivalents, end of the year	\$ 912,036	\$ 959,249

The accompanying notes are an integral part of these Consolidated Financial Statements

**WESTERN PACIFIC TRUST COMPANY**  
**Notes to the Consolidated Financial Statements**  
**Years ended December 31, 2018 and 2017**  
(Expressed in Canadian Dollars)

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**1. Corporate Information**

Western Pacific Trust Company (the “Company”) has been listed on the TSX Venture Exchange since 1999 under stock symbol “WP”.

The Company is a British Columbia incorporated, publicly traded, non-deposit-taking independent trust company licensed under the *Financial Institutions Act* in British Columbia and the *Loan and Trust Corporations Act* in Alberta to conduct trust business in both provinces. The Company is not authorized to receive or hold funds on deposit. The Company may invest in corporations that carry on businesses described in Chapter 141 of the *Financial Institutions Act*.

The Company acts as Trustee for Self-Administered Registered Retirement Savings Plans (“RRSP”), which permit investors the tax-deferred benefits of a registered plan while maintaining control over their investment choices. The Company also offers self-administered Tax-Free Savings Accounts (“TFSA”), within which clients can earn tax-free investment income during their lifetime. Qualified investments for both the RRSP and TFSA self-administered accounts include securities in eligible Canadian-controlled private corporations, private mutual fund trusts, venture capital corporations, unlisted public companies, as well as arm’s length mortgages.

One of the Company’s wholly-owned subsidiaries, WP Private Equity Transfers Inc. (“WPPET”), a British Columbia incorporated company, provides transfer agency services for non-listed, non-reporting issuers.

Another wholly-owned subsidiary WP Private Health Inc. (“WPPH”), a British Columbia incorporated company, also registered in Alberta, provides private health plans to small business owners.

The Company also owns 100% of the shares of a private company, with no existing assets or liabilities, to act as Collateral Agent for a certain client in the conduct of its bond business. The wholly-owned subsidiary, 1128668 BC Ltd., will be maintained solely for the purpose of offering this service to this one client. The costs of the annual maintenance of this subsidiary will be absorbed by the client, pursuant to the contract between the parties.

These consolidated financial statements were approved by the Board of Directors and authorized for issue on March 28, 2019.

**2. Basis of preparation**

**2.1 Statement of compliance**

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (“IFRS”), as issued by the International Accounting Standards Board (“IASB”).

**2.2 Basis of presentation**

These consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are recorded at fair value. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

**WESTERN PACIFIC TRUST COMPANY**  
**Notes to the Consolidated Financial Statements**  
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**2. Basis of preparation (continued)**

**2.3 Critical accounting judgments and estimates**

The preparation of consolidated financial statements in accordance with IFRS requires management to make certain critical accounting estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities and the accompanying disclosures. Actual results could differ from these judgments and estimates. Estimates and underlying assumptions are reviewed on an ongoing basis based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The impacts of changes to estimates are recognized in the period they are revised and in future periods affected. The critical judgment and assumptions applied in the preparation of these consolidated financial statements and other major sources of measurement uncertainty are discussed in note 3.2.

**3. Summary of significant accounting policies**

**3.1 Basis of consolidation**

These consolidated financial statements include the accounts of the Company and its integrated wholly-owned subsidiaries, WPPET, WPPH, and 1128668 BC Ltd. All material intercompany balances have been eliminated in these consolidated financial statements. Subsidiaries are all entities over which the Company has control. Control is based on whether an investor has power over the investee, exposure of rights to variable returns from its involvement with the investee, and the ability to use its power over the investee to affect the amount of returns.

**3.2 Significant accounting judgments and estimates**

a) Collectability of receivables

Receivables comprise amounts due from consulting and trust service fee and Self-Administered Plan fee income. The receivables are reviewed on a regular basis to determine their collectability and amounts deemed uncollectable are provided for. At December 31, 2018 and 2017, management is of the opinion that the Company's accounts receivable balance is collectable.

b) Amortization of property and equipment and intangible assets

Property and equipment and intangible assets are carried at cost, less accumulated amortization and accumulated impairment losses. Amortization is calculated on a declining-balance basis for computer software and furniture and equipment, and on a straight-line basis for leasehold improvements over the term of the lease. Amortization rates used are based on standard rates for the corresponding assets and reflect management's best estimate of the useful lives of these assets.

c) Accrued liabilities

Management makes estimates of the obligations of the Company as a result of past transactions. The estimates are reviewed on an ongoing basis and revisions to the estimates are recognized in the period in which the estimate is revised.

d) Deferred income tax assets

In assessing the probability of realizing income tax assets, management makes educated estimates related to future net taxable income. Management believes that its estimates are reasonable, but actual results may differ.

**WESTERN PACIFIC TRUST COMPANY**  
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**3. Summary of significant accounting policies (continued)**

**3.2 Significant accounting judgments and estimates (continued)**

e) Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay for its ongoing operating expenditures and meet its liabilities for the ensuing year involves significant judgment based on historical experience and other factors including expectation of future events that are believed to be reasonable under the circumstances.

f) Share-based payments

Assumptions are used in determining share-based payments. The fair value of stock options are subject to the limitation of the Black-Scholes option pricing model that requires market data and estimates used by the Company in the assumptions. These inputs are subjective assumptions and changes in these inputs can materially affect the fair value estimated.

g) Interest rate

The Company estimates a fair value interest rate in determining the fair value of long-term subordinated loans payable. The determination of the fair value interest rate is subjective and changes to the business or market rates of interest could materially affect the fair value estimated.

**3.3 Revenue recognition**

Consulting and trust services fee income and Self-Administered Plan fee income are recognized when services are provided.

Interest income is accrued on a time-apportioned basis by reference to the carrying value using the effective interest rate method. The Company also accrues and recognizes interest income earned on funds held in trust.

**3.4 Property and equipment**

Property and equipment are stated at cost less accumulated amortization and accumulated impairment losses. The cost of an item of property and equipment consists of the purchase price, with any costs directly attributable to bringing the asset to the location and condition necessary for its intended use.

Amortization is provided at rates calculated to write off the cost of equipment less their estimated residual value as follows:

- Furniture and equipment            20% per year, on a declining-balance basis
- Leasehold improvements            over term of office lease (approximately five years), on a straight-line basis

An item of property and equipment is derecognized upon disposal, when held for resale or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising from disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statements of comprehensive income (loss).

**WESTERN PACIFIC TRUST COMPANY**  
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**3. Summary of significant accounting policies (continued)**

**3.5 Intangible assets**

Intangible assets consist of trust management operations software. It is a finite-lived intangible asset being amortized 20% per year, on a declining-balance basis. The Company evaluates the recoverability of identifiable intangible assets whenever events or changes in circumstances indicate that an intangible asset's carrying value may not be recoverable.

**3.6 Taxation**

The Company uses the liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax basis, and losses carried forward. Income tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on tax assets and liabilities of a change in tax rates is recognized in operations in the period in which the change is enacted or substantively enacted. The amount of income tax assets is reviewed each reporting period and is reduced to the extent it is no longer probable the benefit will be realized.

**3.7 Share-based payments**

The Company has a stock option plan that is described in note 11. Stock options to employees are measured at the fair value of the instruments issued and amortized over the vesting period. Stock option payments to non-employees are measured at the fair value of goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured and are recorded at the date the goods or services are received. The offset to the recorded cost is to share-based payments reserve. Consideration received on the exercise of stock options is recorded as share capital and the related share-based payments reserve is transferred to share capital. When options and warrants expire unexercised, such amounts are transferred to deficit.

**3.8 Earnings (loss) per share**

Basic earnings (loss) per share is computed by dividing the net earnings (loss) available to common shareholders less the dividends declared on preferred shares by the weighted average number of common shares outstanding during the period. The diluted earnings per share reflects the potential dilution of common share equivalents, such as outstanding stock options, in the weighted average number of common shares outstanding during the period. The Company uses the treasury stock method to compute the dilutive effect of options, warrants and similar instruments. Under this method, the dilutive effect on earnings per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the period. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

**3.9 Provisions**

Provisions are recognized when the Company has a present obligation (legal or constructive) that has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

**WESTERN PACIFIC TRUST COMPANY**  
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**3. Summary of significant accounting policies (continued)**

**3.10 Financial instruments**

(i) Financial assets

Initial recognition and measurement

A financial asset is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit or loss. A financial asset is measured at amortized cost if it meets the conditions that i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows, ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and iii) is not designated as fair value through profit or loss.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

*Financial assets at fair value through profit or loss*

Financial assets measured at fair value through profit and loss are carried in the statement of financial position at fair value with changes in fair value therein, recognized in the statement of comprehensive loss.

*Financial assets measured at amortized cost*

A financial asset is subsequently measured at amortized cost, using the effective interest method and net of any impairment allowance, if:

- the asset is held within a business whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the financial asset give rise, on specified dates, to cash flows that are solely payments of principal and interest.

(ii) Derecognition

A financial asset or, where applicable a part of a financial asset or part of a group of similar financial assets is derecognized when:

- the contractual rights to receive cash flows from the asset have expired; or
- the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

**WESTERN PACIFIC TRUST COMPANY**  
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**3. Summary of significant accounting policies (continued)**

**3.10 Financial instruments (continued)**

(iii) Financial liabilities

Financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. A financial liability is derecognized when it is extinguished, discharged, cancelled or when it expires. Financial liabilities are classified as either financial liabilities at fair value through profit or loss or financial liabilities subsequently measured at amortized cost. All interest-related charges are reported in profit or loss within interest expense, if applicable.

(iv) Fair value hierarchy

Fair value measurements of financial instruments are required to be classified using a fair value hierarchy that reflects the significance of inputs used in making the measurements. The levels of the fair value hierarchy are defined as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3 - Inputs for assets or liabilities that are not based on observable market data.

**3.11 Leases**

Operating lease payments are recognized as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Contingent rentals arising under operating leases are recognized as an expense in the period in which they are incurred. In the event that lease incentives are received to enter into operating leases, such incentives are recognized as a liability. The aggregate benefit of incentives is recognized as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

**3.12 Preferred shares**

Preferred shares issued by the Company contain provisions that allow the holders of the preferred shares to put those shares to the Company for redemption ("right of retraction"). Where the holder of the preferred shares has waived their right of retraction, the associated preferred shares are presented as equity of the Company. In cases where the holder of the preferred shares has retained their right of retraction, the associated preferred shares are presented as a liability.

**WESTERN PACIFIC TRUST COMPANY**  
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**3. Summary of significant accounting policies (continued)**

**3.13 Recent accounting pronouncements**

During the year ended December 31, 2018, the Company has adopted all of the requirements of IFRS 9 *Financial Instruments* ("IFRS 9") as of January 1, 2018. IFRS 9 replaces IAS 39 *Financial Instruments: Recognition and Measurement* ("IAS 39"). IFRS 9 utilizes a revised model for the classification and measurement of financial instrument and a single, forward-looking "expected loss" impairment model. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward in IFRS 9, with the exception that for financial liabilities designated at fair value through profit or loss, the change in fair value that is attributable to changes in credit risk of that liability is presented in other comprehensive loss instead of in statement of operations as previously applied.

During the year ended December 31, 2018, the Company adopted the requirements of IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15"). The Company reviewed its revenue streams and major contracts with customers using the IFRS 15 five step model. There was no material transitional impact on adoption to IFRS 15.

The following are future accounting pronouncements which have not been early adopted by the Company. At this time, management has reviewed these pronouncements and has assessed their full impact on the Company's consolidated financial statements.

*IFRS 16 Leases*

This new standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both the lessee and the lessor. The new standard introduces a single lessee accounting model that requires the recognition of all assets and liabilities arising from a lease.

The main features of the new standard are as follows:

- An entity identifies as a lease a contract that conveys the right to control the use of an identified asset for a period of time in exchange for consideration.
- A lessee recognizes an asset representing the right to use the leased asset, and a liability for its obligation to make lease payments. Exceptions are permitted for short-term leases and leases of low-value assets.
- A lease asset is initially measured at cost, and is then depreciated similarly to property, plant and equipment. A lease liability is initially measured at the present value of the unpaid lease payments.
- A lessee presents interest expense on a lease liability separately from depreciation of a lease asset in the statement of profit or loss and other comprehensive income.
- A lessor continues to classify its leases as operating leases or finance leases, and to account for them accordingly.
- A lessor provides enhanced disclosures about its risk exposure, particularly exposure to residual-value risk.

**WESTERN PACIFIC TRUST COMPANY**  
**Notes to the Consolidated Financial Statements**  
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**3. Summary of significant accounting policies (continued)**

**3.13 Recent accounting pronouncements (continued)**

The new standard supersedes the requirements in IAS 17 *Leases*, IFRIC 4 *Determining whether an Arrangement contains a Lease*, SIC-15 *Operating Leases – Incentives* and SIC-27 *Evaluating the Substance of Transactions Involving the Legal Form of a Lease*.

This standard is applicable to the Company's annual periods beginning January 1, 2019.

The impact of this new standard will result in an additional Right of Use Asset of \$257,513 capitalized to the statement of financial position and a corresponding Lease Liability of \$257,513 included as a liability in the statement of financial position. The asset will be amortized over the term of the remaining lease period and the liability will be discounted at the rate of 5%.

**4. Financial instruments**

**4.1 Categories of financial instruments**

The Company has classified its financial instruments as follows under IFRS 9 compared to the Company's previous accounting policy under IAS 39:

	<b>IAS 39</b>	<b>IFRS 9</b>
<b>Financial Asset</b>		
Cash and cash equivalents	Fair value through profit or loss ("FVTPL")	FVTPL
Trade accounts receivable, interest receivables and deposits (other than rental deposit)	Loans and receivable	Amortized cost
Restricted cash	Held-to-maturity	Amortized cost
<b>Financial Liability</b>		
Trade accounts payable and accrued liabilities, preferred shares liability and subordinated loans	Other financial liabilities under amortized cost	Amortized cost

**4.2 Fair value**

The fair values of the financial instruments, other than cash and cash equivalents, the preferred shares liability and current portion of subordinated loans, approximate their carrying value as at December 31, 2018 and December 31, 2017 due to the demand nature or short-term maturity of these instruments. Subordinated loans approximate fair value as they are based on current market rates of interest. Cash and cash equivalents are valued in accordance with level 1 of the fair value hierarchy.

**WESTERN PACIFIC TRUST COMPANY**  
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**4. Financial instruments (continued)**

**4.3 Financial risk management objectives and policies**

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

a) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company manages credit risk in respect of cash and cash equivalents by purchasing highly liquid, short-term investment-grade securities held at a major Canadian financial institution in accordance with the Company's investment policy. Trade accounts receivable are due from clients. The Company manages credit risk in respect to accounts receivable by reviewing the credit risk of the counterparty to the arrangement and has made any necessary provisions related to credit risk at December 31, 2018 and December 31, 2017.

Concentration of credit risk exists with respect to the Company's cash as the majority of amounts are held at a single major Canadian chartered bank. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	December 31, 2018	December 31, 2017
Cash	\$ 42,208	\$ 158,866
Cash in interest bearing account	869,828	800,383
<b>Total</b>	<b>912,036</b>	<b>959,249</b>
Deposits held by credit card processor	80,826	69,405
Restricted cash	5,843	5,814
Accounts receivable	58,681	60,702
Interest receivable	57,766	19,392
	<b>\$ 1,115,152</b>	<b>\$ 1,114,562</b>

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves to meet its liquidity requirements. At December 31, 2018, the Company had accounts payable and accrued liabilities of \$73,307 (2017: \$74,943), which are due for payment within three months, preferred shares of \$100,000 (2017: \$100,000), which are due on demand, current portion of subordinated loan of \$11,527 (2017: \$11,527), due on demand, and subordinated loans of \$74,773 (2017: \$42,014), which are due for payment in 2024, 2026 and 2027.

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

**WESTERN PACIFIC TRUST COMPANY**  
**Notes to the Consolidated Financial Statements**  
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(Expressed in Canadian Dollars)

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**4. Financial instruments (continued)**

**4.3 Financial risk management objectives and policies (continued)**

c) Market risk (continued)

i) Interest rate risk

Interest rate risk consists of two components:

- a) To the extent that payments made or received on the Company's monetary assets and liabilities are affected by changes in prevailing market interest rates, the Company is exposed to interest rate cash flow risk.
- b) To the extent that changes in prevailing market interest rates differ from the interest rates in the Company's monetary assets and liabilities, the Company is exposed to interest rate price risk.

The Company is not exposed to any significant interest rate risk due to the short-term maturity of its monetary assets and liabilities.

ii) Foreign currency risk

The Company is not exposed to foreign currency risk.

iii) Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from interest rate risk. The Company is not exposed to other price risk.

The Company's exposure to and management of credit risk, liquidity risk and market risk related to financial instruments above have not changed materially for the year ended December 31, 2018.

**5. Accounts receivable**

The Company's trade accounts receivable is aged as follows:

	December 31, 2018	December 31, 2017
Less than 1 month	\$ 9,988	\$ 11,778
1 to 3 months	5,349	10,305
More than 3 months	43,344	38,619
	<u>\$ 58,681</u>	<u>\$ 60,702</u>

Management reviews the collectability of the accounts receivable on a monthly basis and provides allowance on amounts that are not collectable.

**WESTERN PACIFIC TRUST COMPANY**  
**Notes to the Consolidated Financial Statements**  
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**6. Restricted cash**

The Company's restricted cash consists of a cashable guaranteed investment certificate held as security for the SEDAR program, with interest at 0.50% per annum, and matured on March 25, 2019. The investment is renewed annually.

**7. Property and equipment**

	<b>Leasehold Improvements</b>	<b>Furniture and Equipment</b>	<b>Total</b>
<b>Cost</b>			
As at December 31, 2016 and December 31, 2017	\$ 32,062	\$ 165,100	\$ 197,162
Additions	-	19,555	19,555
As at December 31, 2018	\$ 32,062	\$ 184,655	\$ 216,717
<b>Accumulated amortization</b>			
As at December 31, 2016	\$ 31,579	\$ 147,043	\$ 178,622
Charge for the year	483	3,611	4,094
As at December 31, 2017	32,062	150,654	182,716
Charge for the year	-	3,784	3,784
As at December 31, 2018	\$ 32,062	\$ 154,438	\$ 186,500
<b>Net book value</b>			
As at December 31, 2017	\$ -	\$ 14,446	\$ 14,446
As at December 31, 2018	\$ -	\$ 30,217	\$ 30,217

**8. Intangible assets**

	<b>Software</b>
<b>Cost</b>	
As at December 31, 2016 and December 31, 2017	\$ 48,206
Additions	358
December 31, 2018	\$ 48,564
<b>Accumulated amortization</b>	
As at December 31, 2016	\$ 18,075
Charge for the year	6,027
As at December 31, 2017	24,102
Charge for the year	4,856
As at December 31, 2018	\$ 28,958
<b>Net book value</b>	
As at December 31, 2017	\$ 24,104
As at December 31, 2018	\$ 19,606

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**9. Subordinated loans**

In January 2015, the Company entered into an agreement for a revolving subordinated loan without interest and due on demand, based on 0.5% of the issuer's cash and client investments held in trust. The revolving loan advanced by its issuer is proportionate to the value of the assets of that issuer held in trust and will increase or decrease relative to the value of the assets held. The balance payable up to December 31, 2018 is \$11,527 (2017: \$11,527).

In March 2016, the Company entered into an agreement with one of its trust clients for an interest-free subordinated loan of \$35,000. The loan is due for repayment on March 24, 2026. In September 2016, a second interest-free subordinated loan of \$5,000 was received from the same party. This loan is due on September 2, 2026. In October 2016, a third interest-free subordinated loan of \$5,000 was received from the same party. This loan is due on October 24, 2026. In September 2017, a fourth interest-free subordinated loan of \$25,000 was received from the same party. This loan is due on September 30, 2027. These non-interest-bearing subordinated loans are recorded initially at the fair value and are calculated based on the application of a fair value interest rate of 6%. The difference between the face value and the initial fair value of the subordinated loans payable has been recorded as a deferred gain on subordinated loans. During the year ended December 31, 2018, the Company recognized accretion expense of \$2,521 (2017: \$1,786) included in finance expense, and a recovery from the amortization of deferred gain on subordinated loans of \$2,521 (2017: \$1,786).

In September 2018, the Company entered into an agreement with certain directors for subordinated loans totalling \$40,000 at an interest rate of 5%. The loans are due for repayment on September 28, 2024. The difference between the face value and the initial fair value of the subordinated loans payable of \$10,152 has been recorded as a deferred gain on subordinated loans. The initial fair value of the loan was calculated based on the application of a fair value interest rate of 6%. During the year ended December 31, 2018, the Company recognized accretion expense of \$390 included in finance expense, and a recovery from the amortization of deferred gain on subordinated loans of \$390.

	Subordinated loans	Deferred gain on subordinated loans
As at December 31, 2016	\$ 26,277	\$ 18,723
Additions for the year	25,000	-
Deferred gain on subordinated loans	(11,049)	11,049
Accretion expense	1,786	(1,786)
As at December 31, 2017	42,014	27,986
Additions for the year	40,000	-
Deferred gain on subordinated loans	(10,152)	10,152
Accretion expense	2,911	(2,911)
As at December 31, 2018	\$ 74,773	\$ 35,227

**WESTERN PACIFIC TRUST COMPANY**  
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**10. Share capital**

**10.1 Authorized:**

100,000,000 common shares without par value  
100,000,000 preferred shares, issuable in series

**Issued and outstanding:**

25,018,558 (2017: 25,018,558) common shares  
61,750 (2017: 61,750) Series I preferred shares with a value of \$10 each, including 10,000 Series I preferred shares in preferred share liabilities  
69,200 (2017: 69,200) Series II preferred shares with a value of \$10 each

**10.2 Preferred shares**

Series I preferred shares are non-voting, redeemable, both retractable (note 10.3) and non-retractable, and earn non-cumulative dividends equal to 5% per annum of the aggregate value of \$10 per share and a non-cumulative cash payment equal to 1% per annum of the aggregate value of \$10 per share.

Series II preferred shares are non-voting, non-redeemable and earn non-cumulative dividends equal to 5% per annum of the aggregate value of \$10 per share. The Company has the right to redeem the Series II preferred shares at any time on 30 days' (the "Redemption Period") notice and at any time prior to the expiry of the redemption period, each holder of the Series II preferred shares shall have the right to convert the Series II preferred shares into common shares at a conversion ratio equal to the issue price divided by the conversion price of \$0.15 per common share, subject to adjustment.

During the year ended December 31, 2018, the Company did not issue any common or preferred shares.

**10.3 Preferred share liability**

Preferred share liability of \$100,000 (2017: \$100,000) relates to 10,000 redeemable and retractable Series I preferred shares issued in 2011, which the Company has classified as a financial liability.

**10.4 Loss per share**

The following is a reconciliation of the numerator in calculating basic and diluted income per share:

	For the years ended December 31,	
	2018	2017
Income/(loss) before adjustment for preferred shares dividends	\$ 32,344	\$ (7,223)
Amount paid as preferred share dividends	(60,475)	(65,475)
<b>Adjusted loss</b>	<b>\$ (28,131)</b>	<b>\$ (72,698)</b>
<b>Loss per share, basic and diluted</b>	<b>\$ 0.001</b>	<b>\$ 0.003</b>

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**11. Share-based payments**

**11.1 Stock options**

The Company has a stock option plan (the “Plan”) under which it is authorized to grant options to directors, employees and consultants enabling them to acquire up to 20% of the issued and outstanding common stock of the Company. The minimum exercise price of any options granted under the Plan cannot be less than the discounted market price (the last closing price of the shares on the Exchange less a maximum 25% discount). The options are granted for up to a ten-year term. Vesting provisions may be imposed at the time of the grant of options at the discretion of the board of directors, except for consultants acting in an investor relations capacity where vesting provisions are prescribed.

As of the date of these consolidated financial statements, no options have been exercised.

**11.2 Outstanding stock options**

Details of the Company’s stock options outstanding as of December 31, 2018 and December 31, 2017 and changes during the respective periods are as follows:

	Number Outstanding	Weighted Average Exercise Price
As at December 31, 2016	2,800,000	\$ 0.09
Expired	(75,000)	\$ 0.07
As at December 31, 2017	2,725,000	\$ 0.09
Granted	100,000	\$ 0.11
Expired	(100,000)	\$ 0.10
As at December 31, 2018	2,725,000	\$ 0.09

On June 11, 2018, 75,000 stock options were granted to a director. The stock options have an exercise price of \$0.12 with an expiry date of June 11, 2022. The stock options will vest at 1/3 at December 31, 2018, 1/3 at December 31, 2019 and 1/3 at December 31, 2020. On September 13, 2018, an additional 25,000 stock options with an exercise price of \$0.07 and an expiry date of September 13, 2022, were granted to a director. These most recently granted options will vest at 8,000 shares at December 31, 2018, 8,000 shares at December 31, 2019 and 9,000 shares at December 31, 2020.

On August 25, 2018, 100,000 options with an exercise price on \$0.10 held by an officer of the Company expired as the Officer has retired from the position with the Company. The amount of \$6,920 has been reallocated from share-based payment reserves to deficit.

Share-based payments consists of \$5,807 (2017: \$7,397) to directors and officers and \$Nil (2017: \$904) to employees.

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**11. Share-based payments (continued)**

**11.2 Outstanding stock options (continued)**

As at December 31, 2018, the following stock options issued to directors and employees of the Company were outstanding:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (years)	Options Exercisable
November 18, 2022	\$ 0.07	815,030	\$ 0.06	3.89	815,030
November 26, 2022	\$ 0.10	1,809,970	\$ 0.07	3.91	1,809,970
June 11, 2022	\$ 0.12	75,000	\$ 0.13	3.45	25,000
September 13, 2022	\$ 0.07	25,000	\$ 0.07	3.70	8,000
		2,725,000		3.89	2,658,000

As at December 31, 2017, the following stock options issued to directors and employees of the Company were outstanding:

Expiry Date	Exercise Price	Options Outstanding	Fair Value at Grant Date	Remaining Contractual Life (years)	Options Exercisable
November 18, 2022	\$ 0.07	815,030	\$ 0.06	4.89	815,030
November 26, 2022	\$ 0.10	1,909,970	\$ 0.07	4.91	1,909,970
		2,725,000		4.90	2,725,000

The total fair value of the incentive options were calculated using the Black-Scholes option pricing model with the following weighted average assumptions and inputs:

	December 31, 2018	December 31, 2017
Risk-free interest rate	2.17%	-
Expected volatility	118%	-
Expected life	4 years	-
Expected dividend yield	-	-
Share price	\$ 0.14	-
Exercise price	\$ 0.11	-
Expected forfeitures	0.00%	-

Expected stock price volatility was derived from an average volatility based on historical movements in the closing prices of the Company's stock for a length of time equal to the expected life of the options.

Companies are required to utilize an estimated forfeiture rate when calculating the expense for the reporting period. Based on the best estimate, management applied the estimated forfeiture rate of 0.00% in determining the expense recorded in the accompanying statements of comprehensive income (loss).

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**12. Capital disclosures**

The Company considers its shareholders' equity and short-term debt – preferred shares and subordinated loans to be its capital, which, as at December 31, 2018, amounted to \$1,120,064 (2017: \$1,102,388).

The Company's objective of managing capital is to safeguard the Company's ability to continue as a going concern so that it can provide returns for shareholders.

The Company maintains sufficient capital to meet its future needs, taking into consideration economic risks inherent in its businesses and regulatory requirements.

Under the *Financial Institutions Act* of British Columbia, the Company is required to meet the regulatory capital as prescribed by the Financial Institutions Commission ("FICOM"). To satisfy the requirements, the Company is required to maintain a minimum capital determined by multiplying the total value of the assets that the Company holds in trust by 0.5%. The Company has complied with the capital requirements as prescribed by FICOM as at December 31, 2018.

The Company reviews the sufficiency of its capital as appropriate and makes necessary adjustments to its capital primarily by raising adequate financing.

There have been no changes to the Company's approach to capital management for the year ended December 31, 2018.

**13. Related party transactions and balances**

The Company's related parties consist of its key management personnel, including its directors, and their close family members and entities controlled by key management personnel. All transactions with related parties are in the normal course of operations. Amounts due to or from related parties are subject to normal trade terms and conditions.

During the years ended December 31, 2018 and 2017, the Company incurred the following charges related to management compensation:

	December 31, 2018	December 31, 2017
Management salaries	\$ 112,180	\$ 112,602
Directors' fees	47,375	38,750
Consulting fees paid to companies controlled by directors	84,000	78,500
Professional fees for consultant	45,369	47,687
Share-based payments	5,807	7,397
Total compensation	\$ 294,731	\$ 284,936

Dividends of \$57,375 (2017: \$57,375) and interest and waiver fees of \$4,555 (2017: \$4,555), included in finance expense, have been paid to directors and close family members of directors.

At December 31, 2018, the Company has \$35,045 (2017: \$30,218) in accounts payable and accrued liabilities due to officers and directors of the Company and companies controlled by directors.

During the year ended December 31, 2018, subordinated loans of \$40,000 (2017: \$nil) were advanced by certain Directors (note 9).

Compensation for key management is for short-term benefits only. Key management personnel do not receive any post-employment or other long-term benefits.

**WESTERN PACIFIC TRUST COMPANY**  
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**14. Commitments for expenditures**

In October 2017, the Company entered into a new five-year lease for premises at its current location, in Vancouver, British Columbia. Under the terms of the lease, the Company is responsible for basic rent plus operating costs and property taxes commencing March 1, 2018. The Company's commitment for minimum rental payments, calculated based on basic rent is \$5,785 per month for the first two years, \$6,008 per month for the last three years. The new lease includes free base rent periods for the months of March 2018, February 2019 and February 2020. As at December 31, 2018, the Company recorded \$4,228 in deferred lease inducement and rent expense.

The operating costs, which are calculated each year, were \$4,583 (2017: \$4,635) per month and are expected to increase by 5% for each year until the end of the lease term.

A security deposit of \$18,832 paid in August 2012 continues to be held by the lessor.

The Company also has a non-cancellable operating lease for equipment expiring in May 2019. Cash commitments for minimum lease payments in relation to non-cancellable operating leases for equipment and premises as at December 31, 2018, are payable as follows:

Not later than 1 year	\$	119,081
Later than 1 year and not later than 5 years		413,275
	<u>\$</u>	<u>532,356</u>

**15. Operating segments**

The Company operates in one industry segment, the financial services industry, and all operations and assets are situated in Canada.

**16. General and administrative expenses**

	For the years ended December 31	
	2018	2017
Salaries and benefits	\$ 369,014	\$ 346,168
Professional fees	163,493	154,358
Rent	119,556	116,957
Office and administration	145,858	118,253
E&O insurance	13,523	12,500
Directors' fees	47,375	38,750
Compliance and regulatory	18,727	16,401
Business development	6,000	13,500
	<u>\$ 883,546</u>	<u>\$ 816,887</u>

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**17. Income taxes**

The reconciliation of income taxes computed at statutory rates to the reported income tax provision is as follows:

	For the years ended December 31	
	2018	2017
Income (loss) before income tax	\$ 32,344	\$ (7,223)
Income tax at statutory rates	27%	26%
Income tax/benefit at Canadian statutory rates	8,733	(1,878)
Other items	2,330	3,081
Under provided in prior years	-	-
Change in timing differences	(428)	(6,704)
Effect of change in tax rate	(48,128)	(47,970)
Unused tax losses and tax offsets	37,493	53,471
	\$ -	\$ -

Current statutory tax rates consist of 12% (2017: 11%) for British Columbia tax and 15% (2017: 15%) for federal corporate tax for a total tax rate of 27%.

The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	December 31	
	2018	2017
Non-capital losses carried forward	\$ 3,764,539	\$ 3,814,037
Capital losses carried forward	5,723	5,723
Differences between book value and tax value of property and equipment	198,171	178,849
Share issue costs	7,236	11,324
Cumulative eligible capital deduction	787,428	787,184
Unused losses and deductible temporary differences	\$ 4,763,097	\$ 4,797,117

**WESTERN PACIFIC TRUST COMPANY**  
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**17. Income taxes (continued)**

The consolidated financial statements do not reflect the potential tax reductions that may be available through the application of non-capital losses of \$3,764,539 to be carried forward and applied against future years' taxable income. The losses expire as follows:

Year	Amount
2026	\$ 710,157
2027	622,081
2028	283,257
2029	402,072
2030	411,086
2031	244,225
2032	369,505
2033	329,221
2034	153,501
2035	109,997
2036	128,079
2037	1,358
Unused losses and deductible temporary differences	\$ 3,764,539

**18. Subsequent event**

Subsequent to the year-end, the Company repaid subordinated loans of \$40,000 to certain Directors with the due date of September 28, 2024 with annual interest rate at 5%. Interest of \$770 was paid along with the loan repayment.

# Corporate Directory

## Western Pacific Trust Company

### DIRECTORS

J. Cowan McKinney, FCPA, FCA <sup>1,3,4</sup> Chair  
Alison Alfer <sup>3,5,6</sup>  
Bruce H. Bailey <sup>2,4</sup>  
G. Benjamin Cutler <sup>1,2,3,6</sup>  
John C.A. de Wit, CPA, CA <sup>1,5</sup>  
Anthony Liscio, DDS <sup>2,4</sup>  
Robert W. Macdonald  
Steven O. Youngman, LL.B <sup>1,5,6</sup> Deputy Chair

### Board Committees:

- <sup>1</sup> Audit Committee
- <sup>2</sup> Conduct Review Committee
- <sup>3</sup> Investment & Loan Committee
- <sup>4</sup> Executive Compensation Committee
- <sup>5</sup> Capital Management Committee
- <sup>6</sup> Cyber Security Committee

### OFFICERS

President & CEO Alison Alfer  
Chief Financial Officer Sharon Lee, CPA, CA <sup>5</sup>  
Corporate Secretary Steven Youngman, LL.B

### AUDITORS

Smythe LLP  
1700 – 475 Howe Street  
Vancouver B.C. V6C 2B3

### WP Private Equity Transfers Inc.

**DIRECTOR**  
Alison Alfer

**OFFICER**  
President, Alison Alfer

### 1128668 BC Ltd.

**DIRECTORS**  
Steven O. Youngman  
Alison Alfer

**OFFICERS**  
President, Steven Youngman  
Vice-President, Alison Alfer

### LEGAL ADVISORS

DuMoulin Black  
10<sup>th</sup> Floor, 595 Howe Street  
Vancouver, BC  
V6C 2T5

### TRANSFER AGENT

Computershare Investor Services  
2<sup>nd</sup> Floor, 510 Burrard Street  
Vancouver, BC  
V6C 3B9

### BANKERS

Royal Bank of Canada

### WP Private Health Inc.

**DIRECTORS**  
Alison Alfer  
Steven O. Youngman

**OFFICER**  
President, Alison Alfer

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