

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Unaudited

(\$000s of Canadian dollars)

	June 30, 2019	September 30, 2018
<b>Assets</b>		
<b>Non-current assets</b>		
Investment properties [Note 4]	\$ 2,019,531	\$ 1,865,897
Property and equipment	6,272	5,233
Intangible assets	916	143
	2,026,719	1,871,273
<b>Current assets</b>		
Prepaid assets	2,624	1,952
Prepaid current income tax	110	110
Trade and other receivables	1,174	824
Restricted cash	3,441	3,120
Inventory	509	684
Cash and cash equivalents	2,030	384
	9,888	7,074
<b>Total Assets</b>	<b>\$ 2,036,607</b>	<b>\$ 1,878,347</b>
<b>Liabilities</b>		
<b>Non-current liabilities</b>		
Mortgages payable [Note 5]	\$ 904,250	\$ 913,660
Deferred tax liabilities	167,433	158,639
	1,071,683	1,072,299
<b>Current liabilities</b>		
Mortgages payable [Note 5]	119,826	43,305
Trade and other payables	10,369	6,798
Refundable security deposits	4,898	4,526
Bank indebtedness [Note 6]	58,723	1,858
	193,816	56,487
<b>Total Liabilities</b>	<b>1,265,499</b>	<b>1,128,786</b>
<b>Equity</b>		
Share capital [Note 7]	26,597	24,215
Contributed surplus	–	2,382
Retained earnings	744,511	722,964
<b>Total Equity</b>	<b>771,108</b>	<b>749,561</b>
<b>Total Liabilities and Equity</b>	<b>\$ 2,036,607</b>	<b>\$ 1,878,347</b>

See accompanying notes to these interim condensed consolidated financial statements.

[SIGNED]

Bob Dhillon  
Director

July 17, 2019

[SIGNED]

Joe Amantea  
Director

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF NET PROFIT AND TOTAL COMPREHENSIVE INCOME

Unaudited

(\$000s of Canadian dollars, except per share amounts)

	Three months ended June 30, 2019	Three months ended June 30, 2018	Nine months ended June 30, 2019	Nine months ended June 30, 2018
Rental revenue [Note 8]	\$ 34,273	\$ 28,942	\$ 99,665	\$ 83,647
Ancillary rental income	420	355	1,373	1,039
Total rental revenue	34,693	29,297	101,038	84,686
Property operating expenses [Note 9]	13,366	11,023	38,762	33,068
Net operating income	21,327	18,274	62,276	51,618
Financing costs [Note 10]	8,891	7,988	25,823	23,296
General and administrative expenses [Note 9]	3,128	2,644	9,543	8,067
Depreciation	130	121	368	331
Interest income	(53)	(179)	(139)	(451)
Other income	(25)	–	(260)	–
Profit before Fair value gain and income tax	9,256	7,700	26,941	20,375
Fair value gain [Note 4]	5,344	24,947	11,341	30,872
Software development cost write off	–	(555)	–	(555)
Profit before income tax	14,600	32,092	38,282	50,692
Deferred income tax expense	3,243	7,090	8,794	11,425
Net profit and total comprehensive income	\$ 11,357	\$ 25,002	\$ 29,488	\$ 39,267
Profit per share				
– basic [Note 11]	\$ 1.21	\$ 2.83	\$ 3.25	\$ 4.45
– diluted [Note 11]	\$ 1.21	\$ 2.62	\$ 3.25	\$ 4.11

See accompanying notes to these interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Unaudited

(\$000s of Canadian dollars)

	Share Capital	Contributed Surplus	Retained Earnings	Total Shareholders' Equity
<b>Balance, October 1, 2017</b>	\$ 24,225	\$ 2,382	\$ 650,366	\$ 676,973
Shares purchased for cancellation	(10)	–	(125)	(135)
Profit for the period	–	–	39,267	39,267
<b>Balance, June 30, 2018</b>	\$ 24,215	\$ 2,382	\$ 689,508	\$ 716,105
Profit for the period	–	–	33,456	33,456
<b>Balance, September 30, 2018</b>	\$ 24,215	\$ 2,382	\$ 722,964	\$ 749,561
Stock option cash settlement	2,382	(2,382)	(7,941)	(7,941)
Profit for the period	–	–	29,488	29,488
<b>Balance, June 30, 2019</b>	\$ 26,597	\$ –	\$ 744,511	\$ 771,108

See accompanying notes to these interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

(\$000s of Canadian dollars)

Nine months ended June 30,	2019	2018
<b>Cash obtained from (used in) operating activities</b>		
Net profit	\$ 29,488	\$ 39,267
Adjustments for:		
Depreciation	368	331
Fair value gain	(11,341)	(30,872)
Deferred income tax expense	8,794	11,425
Software development cost write off	–	555
Financing costs [Note 10]	25,823	23,296
Interest paid on mortgages [Note 10]	(23,532)	(21,237)
Cash from operating activities before changes in non-cash working capital	29,600	22,765
Change in working capital		
Prepaid assets	(672)	(1,763)
Trade and other receivables	(350)	142
Inventory	175	(129)
Restricted cash	(321)	(311)
Trade and other payables	2,915	(470)
Refundable security deposits	372	337
Cash from operating activities	31,719	20,571
<b>Financing activities</b>		
Bank indebtedness	56,865	9,002
Financing of investment properties	83,863	44,507
Mortgage principal repayments	(14,530)	(12,955)
Deferred financing costs incurred	(2,974)	(1,663)
Mortgage payments upon refinancing	(2,935)	–
Exercise of stock options [Note 12]	(7,941)	–
Repurchase of shares	–	(135)
Cash from financing activities	112,348	38,756
<b>Investing activities</b>		
Purchase of and additions to investment properties [Note 4]	(141,176)	(59,650)
Purchase of and additions to property and equipment	(1,407)	(385)
Purchase of and additions to intangible assets	(773)	–
Proceeds from disposal	935	–
Cash used in investing activities	(142,421)	(60,035)
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>1,646</b>	<b>(708)</b>
<b>Cash and cash equivalents, beginning of period</b>	<b>384</b>	<b>24,767</b>
<b>Cash and cash equivalents, end of period</b>	<b>\$ 2,030</b>	<b>\$ 24,059</b>
<b>Cash and cash equivalents are comprised of:</b>		
Cash	\$ 151	\$ 708
Short-term deposits	1,879	23,351
	<b>\$ 2,030</b>	<b>\$ 24,059</b>

See accompanying notes to these interim condensed consolidated financial statements.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

(Thousands of Canadian dollars, except share and per share amounts and amounts within narrative)

For the three and nine months ended June 30, 2019 and 2018

## 1. GENERAL

Mainstreet Equity Corp. (the "Corporation") is a Canadian real estate corporation, incorporated under the Business Corporations Act (Alberta), focused on acquiring and managing mid-market residential rental apartment buildings in major markets primarily in Western Canada. The registered office and head office of the Corporation are located at 1413 – 2nd Street SW Calgary, Alberta T2R 0W7 and 305 – 10th Avenue SE Calgary, Alberta T2G 0W2, respectively.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Statement of compliance

The interim condensed consolidated financial statements of the Corporation have been prepared in compliance with International Accounting Standards ("IAS") 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and adopted by the Chartered Professional Accountants of Canada ("CPA"). Accordingly, certain information and footnote disclosure normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed and, therefore, these financial statements should be read in conjunction with the annual audited consolidated financial statements for the fiscal year ended September 30, 2018.

### b) Basis of presentation

These interim condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties, which are measured at fair value. The interim condensed consolidated financial statements are prepared on a going concern basis and have been prepared in Canadian dollars rounded to the nearest thousand. The accounting policies set out below have been applied consistently in all material respects.

### c) Basis of consolidation

The interim condensed consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiary, Mainstreet Equity USA Corp. All inter-company transactions, balances, revenue and expenses have been eliminated on consolidation.

### d) Key accounting estimates and assumptions

The following are the key accounting estimates and assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- i) Significant estimates used in determining the fair value of investment properties include capitalization rates, market rent, vacancy rate, net operating income and operating expenses. A change to any one of these inputs could significantly alter the fair value of an investment property. Please refer to Note 4 for sensitivity analysis;
- ii) Significant estimates used in determining the fair value of financial instruments include the discount rate used to discount the future cash flows of mortgages for similar loans with similar credit ratings and the same maturities are outlined in Note 13;
- iii) Allocation of purchase cost in the acquisition of investment properties is based on information from industry practice and entity specific history;
- iv) Allocation of purchase cost in the acquisition of property and equipment into different components, estimation of useful life and impairment are based on information from industry practice and entity specific history; and
- v) The amount of temporary differences between the carrying value of the assets and liabilities versus the tax basis values and the future income tax rate at which these differences will be realized.

Actual results could differ from estimates.

### 3. NEW ACCOUNTING POLICIES AND CHANGES TO ACCOUNTING POLICIES

The new IFRS policies which are effective for annual periods beginning on or after January 1, 2018 are discussed below.

#### IFRS 9 – Financial Instruments – Effective for periods beginning on or after January 1, 2018

The Corporation has applied IFRS 9 “Financial Instruments”. The new standard replaced the former multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. IFRS 9 also introduces an expected loss impairment model for all financial assets not measured at fair value through profit or loss (“FVTPL”) that requires recognition of expected credit losses. The Corporation adopted IFRS 9 retrospectively and the implementation did not have material impact on its interim condensed consolidated financial statements.

#### IFRS 15 – Revenue from Contracts with Customers – Effective for periods beginning on or after January 1, 2018

The Corporation has applied IFRS 15 “Revenue from Contracts with Customers”. IFRS 15 was issued in May 2014 and replaced IAS 11 “Construction Contracts”, IAS 18 “Revenue Recognition”, IFRIC 13 “Customer Loyalty Programmes”, IFRIC 15 “Agreements for the Construction of Real Estate”, IFRIC 18 “Transfers of Assets from Customers” and SIC-31 “Revenue – Barter Transactions Involving Advertising Services”. IFRS 15 provides a single and comprehensive revenue recognition model. The Corporation evaluated its relevant contracts for the following key areas, but not limited to, laundry, cable and telephone providers, and common area maintenance recoveries. The Corporation has determined that the pattern of revenue recognition remains unchanged following the adoption of IFRS 15, however, additional note disclosure has been added to Note 8.

Certain new IFRSs which are related to accounting periods beginning on January 1, 2019 or later are not expected to have a significant effect on the interim condensed consolidated financial statements. The following accounting policies have not been adopted by Mainstreet.

#### IFRS 16 – Leases – Effective for periods beginning on or after January 1, 2019

The new standard on leases supersedes IAS 17, Leases and related interpretations. IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. From a lessee perspective, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17. From a lessor perspective, the accounting remains similar to current practice of classifying leases as finance and operating leases. The Corporation is currently evaluating the impact of this new standard on its financial statements.

### 4. INVESTMENT PROPERTIES

(000s of dollars)

	Nine months ended June 30, 2019	Year ended Sept. 30, 2018
Balance, beginning of year	\$ 1,865,897	\$ 1,632,235
Additions related to acquisitions	129,247	150,315
Building improvements	13,981	21,930
Disposal	(935)	–
Fair value gain	11,341	61,417
Balance, end of period	\$ 2,019,531	\$ 1,865,897

The fair value of investment properties held by the Corporation as of June 30, 2019 and September 30, 2018, were determined through external valuations obtained from independent qualified real estate appraisers who are members of the Appraisal Institute of Canada and have appropriate qualifications and experience in the valuation of the Corporation’s investment properties in the relevant locations. In addition, the Corporation has established an internal valuation model, which is based on the same assumptions and valuation techniques used by the external valuation professionals. The Corporation grouped its investment properties in each city by their types and geographic locations. Samples were selected in each group for independent appraisal. The appraised values of the samples selected were compared with their appraised values of the previous corresponding financial quarters. The percentage changes in values of those samples selected were applied to the whole population of each group in determination of the fair value of investment properties of the Corporation as of June 30, 2019 and September 30, 2018. Properties are selected on a rotational basis and approximately 40% of the Corporation’s portfolio is externally valued annually.

The average capitalization rates used in determining the fair value of investment properties are set out below:

	Jun. 30, 2019	Sep. 30, 2018
Surrey, BC	4.09%	4.13%
Abbotsford, BC	4.63%	4.65%
Calgary, Alberta	4.91%	4.84%
Edmonton, Alberta	5.72%	5.69%
Saskatoon, Saskatchewan	6.61%	6.63%
Regina, Saskatchewan	5.92%	5.81%
Investment properties	5.22%	5.19%

The direct capitalization method requires that an estimated forecasted net operating income ("NOI") be divided by a capitalization rate ("Cap Rate") to determine a fair value. As such, changes in both NOI and Cap Rate would significantly alter the fair value of investment properties. The tables below set out the impact of changes in both NOI and Cap Rate on the Corporation's fair values.

As at June 30, 2019

Net operating income	-3%	-1%	As estimated	+1%	+3%
	\$ 102,349	\$ 104,459	\$ 105,514	\$ 106,569	\$ 108,679
Capitalization rate					
-0.25%	4.97%	\$ 39,797	\$ 82,257	\$ 103,487	\$ 124,717
Cap rate used	5.22%	\$ (58,830)	\$ (18,403)	\$ 2,019,531	\$ 22,023
+0.25%	5.47%	\$ (148,442)	\$ (109,863)	\$ (90,573)	\$ (71,283)

As at September 30, 2018

Net operating income	-3%	-1%	As estimated	+1%	+3%
	\$ 94,013	\$ 95,952	\$ 96,921	\$ 97,890	\$ 99,829
Capitalization rate					
-0.25%	4.94%	\$ 37,208	\$ 76,447	\$ 96,067	\$ 115,686
Cap rate used	5.19%	\$ (54,464)	\$ (17,115)	\$ 1,865,897	\$ 20,234
+0.25%	5.44%	\$ (137,710)	\$ (102,077)	\$ (84,261)	\$ (66,445)

## 5. MORTGAGES PAYABLE

Mortgages payable bear interest at a weighted average interest rate of 2.98% (September 30, 2018 – 3.01%) per annum and are payable in monthly principal and interest installments totaling \$4.3 million (September 30, 2018 – \$4 million), maturing from 2019 to 2028 and are secured by specific charges against specific investment properties, having a fair value of \$1,815 million (September 30, 2018 – \$1,706 million).

(000s of dollars)

	Jun. 30, 2019	Sep. 30, 2018
Non-current	\$ 904,250	\$ 913,660
Current	119,826	43,305
	\$ 1,024,076	\$ 956,965

Estimated principal payments required to retire the mortgage obligations as of June 30, 2019 are as follows:

(000s of dollars)

12 months ended June 30,	Amount
2020	\$ 122,981
2021	98,939
2022	94,573
2023	20,097
2024	227,093
Subsequent	479,600
	1,043,283
Deferred financing cost	(19,207)
	<u>\$1,024,076</u>

## 6. BANK INDEBTEDNESS

Effective January 2014, the Corporation was granted a banking facility to a maximum of \$85 million with a syndicate of chartered financial institutions. The facility is secured by a floating charge against the Corporation's assets and carries an interest rate of prime plus 1.25%. The facility requires monthly interest payments and is renewable every three years subject to the mutual agreement of the lenders and the Corporation. The Corporation has extended the maturity date to December 6, 2019. As at June 30, 2019, the Corporation has drawn \$58.7 million (September 30, 2018 – \$1.9 million) against this credit facility. The facility contains financial covenants to maintain an overall funded debt to gross book value ratio of not more than 65% and debt service ratio of not less than 1.2. As of June 30, 2019, the Corporation's overall funded debt to gross book value ratio and debt service coverage ratio are 54% and 1.39, respectively.

## 7. SHARE CAPITAL

### Authorized:

Unlimited number of common voting shares with no par value

Unlimited number of preferred shares with no par value

Issued, outstanding and fully paid:

	Nine months ended June 30, 2019		Year ended September 30, 2018	
	Number of common shares	Amount	Number of common shares	Amount
Issued and outstanding,				
– beginning of the period	8,832,305	\$ 24,215	8,835,964	\$ 24,225
Shares purchased for cancellation	–	–	(3,659)	(10)
Exercise of stock options	549,425	2,382	–	–
Issued and outstanding,				
– end of the period	9,381,730	\$ 26,597	8,832,305	\$ 24,215

All common shares have an equal right to dividends.

On May 21, 2019, Mainstreet obtained approval from the Toronto Stock Exchange ("TSX") to repurchase up to 478,919 common shares of the Corporation under a Normal Course Issuer Bid ("NCIB") commencing June 1, 2019. The current NCIB expired on May 31, 2020. The Corporation's previous NCIB expired on May 31, 2019.

During the three and nine months ended June 30, 2019 and 2018, the Corporation purchased and cancelled Nil (2018–3,659 at an average price of \$37.02) common shares under the NCIB.

## 8. REVENUE FROM INVESTMENT PROPERTIES

The components of revenue from investments properties are as follows:

(000s of dollars)

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
Rental revenue	\$ 34,002	\$ 28,720	\$ 98,877	\$ 83,006
Other rental revenue (1)	271	222	788	641
	\$ 34,273	\$ 28,942	\$ 99,665	\$ 83,647

(1) Consists of revenues from parking and recovery of certain operating costs.

## 9. EXPENSES BY NATURE

The components of property operating expenses and general and administrative expenses are as follows:

(000s of dollars)

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
Utility	\$ 4,430	\$ 3,253	\$ 13,099	\$ 11,126
Salaries, wages and employee benefits	5,348	4,668	15,530	13,376
Property tax	3,297	2,699	9,439	7,858
Repair and maintenance	1,360	1,119	3,826	3,250
Other	742	822	2,646	2,217
Insurance	546	543	1,607	1,446
Legal and other professional expenses	389	325	1,151	1,147
Advertising and Marketing	382	238	1,007	715
Total Operating and G&A expenses	\$ 16,494	\$ 13,667	\$ 48,305	\$ 41,135

## 10. FINANCING COSTS

The components of financing costs are as follows:

(000s of dollars)

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
Mortgage interest	\$ 8,098	\$ 7,261	\$ 23,532	\$ 21,237
Amortization of deferred financing cost	793	727	2,291	2,059
Financing costs	\$ 8,891	\$ 7,988	\$ 25,823	\$ 23,296

## 11. PROFIT PER SHARE

Basic profit per share is calculated using the weighted average number of common shares outstanding during the period.

The treasury stock method of calculating the diluted profit per share is used.

The following table sets forth the computation of basic and diluted profit per share:

(000s of dollars, except share and per share amounts)

	Three months ended June 30		Nine months ended June 30	
	2019	2018	2019	2018
<b>Numerator</b>				
Net profit	\$ 11,357	\$ 25,002	\$ 29,488	\$ 39,267
<b>Denominator</b>				
For basic profit per share				
Weighted average shares	9,381,730	8,832,305	9,077,836	8,832,528
Dilutive effect of stock options	–	713,938	–	711,940
For diluted profit per share	9,381,730	9,546,243	9,077,836	9,544,468
Profit per share				
– basic	\$ 1.21	\$ 2.83	\$ 3.25	\$ 4.45
– diluted	\$ 1.21	\$ 2.62	\$ 3.25	\$ 4.11

## 12. STOCK OPTION PLAN

A summary of the Corporation's outstanding stock options plan as of June 30, 2019 and September 30, 2018, and changes during the period are presented below:

Stock option	June 30, 2019		September 30, 2018	
	Number of shares	Weighted average exercise price	Number of shares	Weighted average exercise price
Outstanding and exercisable,				
– beginning of the period	822,000	\$ 5.51	822,000	\$ 5.51
Exercised	549,425	45.75	–	–
Cancelled	272,575	45.75	–	–
Outstanding and exercisable,				
– end of the period	–	–	822,000	\$ 5.51
Weighted average contractual life-years	–		0.44	
Prices	\$ –		\$ 5.51	

During the nine months ended June 30, 2019, four officers and directors of the Corporation jointly elected with the Corporation to receive a cash settlement in respect of a portion of their options to purchase 272,575 common shares on a cash settlement alternative basis whereby the Corporation paid to these officers and directors an amount of \$7.9 million representing the in-the-money-value of the options on the dates of exercise (being the difference between the weighted average closing price of the common shares of the Corporation on the dates of exercise and the exercise prices of the options multiplied by the number of common shares exercised on such basis) and cancelled the stock options. The amounts paid to the officers and directors were recognized as a stock option settlement change in the statement of changes in equity. As a result of the foregoing, the Corporation has no issued and outstanding stock options.

Since March 24, 2017, the Corporation was unable to grant any further options under the Corporation's stock option plan and as a result of the foregoing exercise of all remaining issued and outstanding stock options, the Corporation's stock option plan has now expired.

### 13. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

#### Fair value of financial assets and liabilities

The Corporation's financial assets and liabilities comprise restricted cash, cash and cash equivalents, trade and other receivables, bank indebtedness, mortgages payable, trade and other payables, and refundable security deposits. Fair values of financial assets and liabilities, summarized information related to risk management positions, and discussion of risks associated with financial assets and liabilities are presented as follows.

The fair values of restricted cash, cash and cash equivalents, trade and other receivables, bank indebtedness, trade and other payables, and refundable security deposits approximate their carrying amounts due to the short-term maturity of those instruments.

The fair values of mortgage payable are determined using the current market interest rates as discount rates, the net present value of principal balances and future cash flows over the terms of the mortgages. In identifying the appropriate level of fair value, the Corporation performs a detailed analysis of the financial assets and liabilities. The inputs used to measure fair value determine different levels of the fair value hierarchy categorized as follows:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and
- Level 3: Values based on valuation techniques for which any significant input is not based on observable market data.

The fair values of financial assets and liabilities were as follows:

(000s of dollars)

	June 30, 2019		September 30, 2018	
	Carrying amount	Fair value	Carrying amount	Fair value
<b>Financial assets:</b>				
Restricted cash	\$ 3,441	\$ 3,441	\$ 3,120	\$ 3,120
Cash and cash equivalents	2,030	2,030	384	384
Trade and other receivables	1,174	1,174	824	824
<b>Financial liabilities:</b>				
Bank indebtedness	58,723	58,723	1,858	1,858
Mortgages payable	1,024,076	1,058,305	956,965	948,934
Trade and other payables	10,369	10,369	6,798	6,798
Refundable security deposits	\$ 4,898	\$ 4,898	\$ 4,526	\$ 4,526

### 14. RISK ASSOCIATED WITH FINANCIAL ASSETS AND LIABILITIES

The Corporation is exposed to financial risks arising from its financial assets and liabilities. The financial risks include market risk relating to interest rates, credit risk and liquidity risk.

#### Market risk

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in market prices.

#### Interest rate risk

The Corporation is exposed to interest rate risk to the extent of any upward or downward revision in prime lending rates. Increases in the interest rate have the potential to adversely affect the profitability of the Corporation. However, the Corporation attempts to mitigate this risk by staggering the maturity dates for its mortgages. The majority of the Corporation's mortgages are fixed-rate mortgage financing and insured by Canada Mortgage and Housing Corporation ("CMHC") under the National Housing Association ("NHA") mortgage program. This added level of insurance offered to lenders allows the Corporation to receive the best possible financing and interest rates, and significantly reduces the potential for a lender to call a loan prematurely. A 1% change in the prime lending rate would have resulted in a change of \$207,803 in interest expense of the floating rate debt for the three months ended June 30, 2019 (2018 – Nil).

### **Credit risk**

Credit risk is the risk that the counterparty to a financial asset will default resulting in a financial loss for the Corporation. The Corporation is exposed to credit risk as some tenants may experience financial difficulty and may default in payment of rent. However, the Corporation attempts to minimize possible risks by conducting in-depth credit assessments of all tenants and collecting security deposits from tenants. The Corporation's tenants are numerous which also reduces the concentration of credit risk. As tenants' rent is due at the beginning of the month, all amounts in accounts receivable are considered overdue by the Corporation. As of June 30, 2019, rents due from current tenants amounted to \$392,000 (September 30, 2018 – \$371,000). The possibility of not receiving payment of rent due from current tenants was covered by security deposits of \$4.9 million (September 30, 2018 – \$4.5 million) and provisions for bad debts of \$140,000 (September 30, 2018 – \$140,000).

In relation to cash, cash equivalents and restricted cash, the Corporation believes that its exposure to credit risk is low. The Corporation only places its cash, cash equivalents, and restricted cash with reputable Canadian chartered financial institutions.

### **Liquidity Risk**

Liquidity risk is the risk the Corporation will encounter difficulties in meeting its financial obligations. The Corporation manages its liquidity risk by monitoring forecast and cash flows on a regular basis to meet expected operational expenses, by maintaining adequate banking facilities, by managing mortgage debt secured by its investment properties, and by matching the maturity profiles of financial assets and liabilities.

The timing of cash outflows relating to financial liabilities are outlined in the table below:

(000s of dollars)

	1 year	2 years	3 years	4 years	Beyond 4 years	Total
Mortgages payable	\$ 122,981	98,939	94,573	20,097	706,693	\$1,043,283
Mortgage interest payable	31,042	27,153	23,424	20,614	56,652	158,885
Bank indebtedness	58,723	–	–	–	–	58,723
Trade and other payables	10,369	–	–	–	–	10,369
Refundable security deposits	\$ 4,898	–	–	–	–	\$ 4,898

## **15. GUARANTEES, CONTINGENCIES, COMMITMENTS**

In the normal course of business, the Corporation may enter into various agreements that may contain features that meet the definition of guarantees, contingencies or commitments in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets ("IAS 37") that contingently require the Corporation to make payments to the guaranteed party based on: (i) changes in an underlying interest rate, foreign exchange rate, equity or commodity instrument, index or other variable, that is related to an asset, a liability or an equity security of the counterparty; (ii) failure of another party to perform under an obligating agreement; or (iii) failure of a third party to pay its indebtedness when due.

In the ordinary course of business, the Corporation provides indemnification commitments to counterparties in transactions such as credit facilities, leasing transactions, service arrangements, director and officer indemnification agreements and sales of assets. These indemnification agreements require the Corporation to compensate the counterparties for costs incurred as a result of changes in laws and regulations (including tax legislation) or as a result of litigation claims or statutory sanctions that may be suffered by counterparty as a consequence of the transaction. The terms of these indemnification agreements will vary based on the contract and do not provide any limit on the maximum potential liability. Historically, the Corporation has not made any significant payments under such indemnifications and no amount has been accrued in these consolidated financial statements with respect to these indemnification commitments.

In the normal course of operations, the Corporation will become subject to a variety of legal and other claims against the Corporation. Management and the Corporation's legal counsel evaluate all claims on their apparent merits, and accrue management's best estimate of the estimated costs to satisfy such claims. Management believes that the outcome of legal and other claims filed against the Corporation will not be material.

As of June 30, 2019 and September 30, 2018, no amounts have been recorded and none are required to be disclosed in the interim condensed consolidated financial statements with respect to guarantees, contingencies and commitments.

## **16. RELATED PARTY TRANSACTIONS**

- The President and Chief Executive Officer receives commissions at commercial rates in his capacity as a licensed broker for the property transactions conducted by the Corporation in its normal course of business. Commissions are determined on an exchange value basis. Except in limited circumstance, these commissions are generally incurred or paid by the other selling party or parties to the transaction. The commissions received during the three and nine months ended June 30, 2019 amounted to \$151,090 (2018 – \$137,000) and \$300,426 (2018 – \$944,000) respectively and formed part of the President and Chief Executive Officer's total remuneration for the year.

b) The Corporation paid legal fees, professional fees and reimbursements for the three and nine months ended June 30, 2019 amounting to \$145,801 (2018 – \$106,143) and \$337,441 (2018 – \$201,487) to a law firm of which a director and officer of the Corporation is a partner. As at June 30, 2019, the amounts payable to the law firm were \$537 (September 30, 2018 – \$346). These fees were incurred at amounts which in management’s opinion approximate fair market value that would be incurred by a third party law firm.

## 17. SEGMENTED INFORMATION

The Corporation specializes in multi-family residential housing and operates primarily within one business segment in three provinces located in Canada. The following summary presents segmented financial information for the Corporation’s continuing operations by geographic location:

(000s of dollars)

### RENTAL OPERATIONS

	Three months ended June 30,		Nine months ended June 30,	
	2019	2018	2019	2018
<b>BRITISH COLUMBIA</b>				
Rental revenue	\$ 8,299	\$ 7,720	\$ 24,471	\$ 22,803
Other rental revenue	80	62	225	180
Ancillary rental income	141	117	439	358
Property operating expenses	2,501	2,016	7,284	6,972
Net operating income	6,019	5,883	17,851	16,369
Fair value (loss) gain	(5,436)	26,467	18,513	33,184
<b>ALBERTA</b>				
Rental revenue	\$ 18,883	\$ 15,880	\$ 54,972	\$ 46,318
Other rental revenue	186	156	546	452
Ancillary rental income	229	223	756	617
Property operating expenses	7,796	6,673	22,937	19,994
Net operating income	11,502	9,586	33,337	27,393
Fair value gain (loss)	10,758	(1,433)	(6,963)	(237)
<b>SASKATCHEWAN</b>				
Rental revenue	\$ 6,820	\$ 5,120	\$ 19,434	\$ 13,885
Other rental revenue	5	4	17	9
Ancillary rental income	50	15	178	64
Property operating expenses	3,069	2,334	8,541	6,102
Net operating income	3,806	2,805	11,088	7,856
Fair value gain (loss)	22	(87)	(209)	(2,075)
<b>TOTAL</b>				
Rental revenue	\$ 34,002	\$ 28,720	\$ 98,877	\$ 83,006
Other rental revenue	271	222	788	641
Ancillary rental income	420	355	1,373	1,039
Property operating expenses	13,366	11,023	38,762	33,068
Net operating income	21,327	18,274	62,276	51,618
Fair value gain	5,344	24,947	11,341	30,872
Unallocated revenue*	78	179	399	451
Unallocated expenses**	15,392	18,398	44,528	43,674
Profit for the period	\$ 11,357	\$ 25,002	\$ 29,488	\$ 39,267

\* Unallocated revenue represents interest income and other income.

\*\* Unallocated expenses include general and administrative expenses, mortgage interest, financing cost, depreciation, and deferred income taxes.

(000s of dollars)

## IDENTIFIABLE ASSETS AND LIABILITIES

	June 30, 2019	Sept. 30, 2018
<b>BRITISH COLUMBIA</b>		
Investment properties	\$ 545,654	\$ 525,405
Property and equipment	28	9
Mortgages payable	238,664	236,315
Refundable security deposits	1,408	1,357
<b>ALBERTA</b>		
Investment properties	\$ 1,120,685	\$ 1,043,009
Property and equipment	6,181	5,188
Mortgages payable	600,223	536,656
Refundable security deposits	2,684	2,423
<b>SASKATCHEWAN</b>		
Investment properties	\$ 353,192	\$ 297,483
Property and equipment	63	36
Mortgages payable	185,189	183,994
Refundable security deposits	806	746
<b>TOTAL</b>		
Investment properties	\$ 2,019,531	\$ 1,865,897
Property and equipment	6,272	5,233
Mortgages payable	1,024,076	956,965
Refundable security deposits	4,898	4,526

## IDENTIFIABLE ACQUISITION AND CAPITAL EXPENDITURES

	Nine months ended June 30, 2019	Year ended Sept. 30, 2018
BRITISH COLUMBIA	\$ 2,696	\$ 3,128
ALBERTA	85,930	72,329
SASKATCHEWAN	55,963	97,375
<b>TOTAL</b>	<b>\$ 144,589</b>	<b>\$ 172,832</b>

## 18. CAPITAL MANAGEMENT

The Corporation defines capital that it manages as the aggregate of its shareholders' equity and mortgages payable and, on occasion, bank loans or lines of credit when drawn on. The Corporation's total capital resources as at June 30, 2019 amounted to \$1,854 million (September 30, 2018 – \$1,708 million).

The Corporation aims to manage its capital resources to maintain financial strength and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity and mortgages.

The Corporation sets the amount of capital in proportion to risk. The Corporation manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The total managed capital for the Corporation is summarized below:

(000s of dollars)

	Jun. 30, 2019	Sep. 30, 2018
Mortgages payable	\$ 1,024,076	\$ 956,965
Bank indebtedness	58,723	1,858
Total equity	771,108	749,561
Total capital	\$ 1,853,907	\$ 1,708,384

The Corporation's policy for capital risk management is to maintain a debt to fair value of investment properties ratio, as defined below, of no greater than 70%. The ratio as at June 30, 2019 is approximately 54% (September 30, 2018 – 51%) which leaves a sufficient additional capacity for the Corporation to raise additional funds from refinancing before it reaches its internal target ratio of 70%.

The debt to fair value ratios were as follows:

(000s of dollars)

	Jun. 30, 2019	Sep. 30, 2018
Mortgages payable	\$ 1,024,076	\$ 956,965
Bank indebtedness	58,723	1,858
Total debts	\$ 1,082,799	\$ 958,823
Investment properties	\$ 2,019,531	\$ 1,865,897
Debt to fair value ratio	54%	51%

In managing the capital requirements of the Corporation, Management makes assessments of the capital and liquid resources required to ensure the going concern status of the Corporation. Management believes that the existing liquid resources, funds to be generated from operations, and funds to be raised through the financing and refinancing of debt will be sufficient to support the Corporation's operations on a going concern basis.

## 19. APPROVAL OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved by the Board of Directors and authorized for issue on July 17, 2019.