



**WALL FINANCIAL CORPORATION**

**MANAGEMENT'S DISCUSSION AND ANALYSIS  
OF FINANCIAL CONDITIONS AND  
RESULTS OF OPERATIONS**

**NINE MONTHS ENDED OCTOBER 31, 2020**

**December 11, 2020**



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**Wall Financial Corporation**  
**Management's Discussion and Analysis**

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The following discussion of Wall Financial Corporation's (the "Company", "we", or "us") financial conditions and results of operations should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended January 31, 2020 and 2019 (the "Financial Statements"). Historical results, including trends which might appear, should not be taken as indicative of future operations or results.

The Financial Statements underlying this Management's Discussion and Analysis ("MD&A"), including comparative information, have been prepared in Canadian dollars, and in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board, unless otherwise noted, using the same accounting policies as described in notes 2 and 3 of the Financial Statements.

The Board of Directors of the Company (the "Board"), on the recommendation of the Audit Committee of the Company, approved the content of this MD&A on December 11, 2020.

The role of the Audit Committee and the Board in respect of financial information included in this MD&A and the Financial Statements is set out in the Overview section of this MD&A. Additional information relating to the Company, its activities and operations, including the annual information form, is available through the System for Electronic Document Analysis and Retrieval website at [www.sedar.com](http://www.sedar.com).

## **FORWARD-LOOKING STATEMENTS**

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities laws including, among others, statements concerning the Company's future objectives, strategies to achieve those objectives, as well as statements with respect to management's plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "anticipate," "believe," "continue," "estimate," "expect," "intent," "objective," "outlook," or "plan," or similar expressions or statements that events, conditions or results "will," "may," "could," or "should" occur or be achieved. Such forward-looking statements reflect management's current beliefs, expectations, estimates, projections and assumptions that were made in light of management's experience and perception of historical trends, as well as information currently available to management.

This MD&A contains forward-looking statements concerning planned increases in rental rates, average daily rates and occupancy rates, anticipated increases in revenue from operations, timing for commencement and completion of construction and renovations, the Company's policy to only acquire land for development which is zoned for its intended use, or where the required rezoning is contemplated and encouraged by the governing authorities, anticipated timing of the closings of sales, anticipated timing and approval of rezoning and subdivision applications, anticipated growth, anticipated cost and financing of planned projects, anticipated resources being sufficient to carry the Company's operations through uncertain times, impact of interest rates on net earnings, refinancing term-debt, the Company having sufficient sources of liquidity to cover its cash obligations, continuity of insurance coverage, recovery of cash flow, capital expenditures and investments, property acquisitions, development plans, outlook with respect to financing availability and operating and financial conditions, plans to make the necessary capital and operating expenditures to facilitate compliance with environmental laws and other requirements and the impact of those expenditures, prevention and mitigation of the impact of catastrophic loss of life and property through the provision of safe work sites, safe living areas and maintenance of adequate and cost effective insurance, continual evaluation and modification of internal controls over financial reporting, and the potential impacts of the COVID-19 pandemic on the Company's rental apartments, hotel operations and development properties.

These forward-looking statements are not a guarantee of future performance and are based on the Company's estimates and assumptions, which include, but are not limited to assumptions based on management experience, historical results, current expectations and analyses, trends, government policies, and current business and economic conditions, including the Company's analysis of its business and services and its expectations regarding the effects of anticipated business and service changes and the potential benefits of such efforts and activities on the Company's results of operations in future periods. Forward-looking statements are subject to inherent uncertainties and risks, including, but not limited to: general business and economic conditions in the Company's operating regions, the Company's joint-venture operations, adverse government and environmental regulations, local supply/demand, pricing pressures and other competitive factors, the geographic concentration of the Company's assets, failure to maintain properties at a competitive level, changes in the labour market, increased construction costs, potential environmental remediation responsibilities, results of the Company's ongoing efforts to reduce costs, market its developments for sale, the ability to obtain rezoning and subdivision of certain properties, the availability and terms of financing, interest rate and credit risks, liquidity risks, catastrophic loss, cybersecurity risks, and the negative economic impact of the COVID-19 pandemic. Consequently, actual results and events may vary significantly from those included in, contemplated or implied by such statements. The Company, except as required by applicable law, undertakes no obligation to publicly update or revise any forward-looking statements.

## **OVERVIEW**

The Company is a real estate investment and development company incorporated under the laws of the Province of British Columbia in January 1969.

All of the Company's current revenue is generated from assets that are situated in Metro Vancouver and the Lower Mainland of British Columbia. The Company's activities are concentrated as follows: development and management of residential and commercial rental units, development and construction of residential housing units for sale, and development and management of hotel properties.

The Company is governed by the Board who follow the corporate governance guidelines established for public companies. In January 2005, the Company formalized its governance policy by adopting a Code of Business Conduct and Ethics, a Disclosure Policy, and an Insider Trading Policy. The Board has three committees: the Audit Committee, the Management and Investment Committee, and the Governance and Nomination Committee.

The Audit Committee consists of three directors, all of whom are independent directors. The Audit Committee operates pursuant to the Audit Committee Charter of the Company and meets quarterly to review internal controls and financial disclosure including the Financial Statements and MD&A.

The Management and Investment Committee consists of three directors, all of whom are independent directors. The Management and Investment Committee meets quarterly or as needed to review new development projects, operations, and to review and administer agreements related to the participation of related parties in development projects.

The Governance and Nomination Committee consists of three directors, all of whom are independent directors. The Governance and Nomination Committee meets at least annually and as needed to review the Board composition and the effectiveness of the Board, to review all significant proposed related party transactions for any potential conflict of interest, to monitor and review the Company's Code of Business Conduct and Ethics, and to review and recommend executive compensation.

## **RECENT DEVELOPMENTS**

The declaration of the COVID-19 virus as a pandemic by the world health organization on March 11, 2020, and the subsequent government imposed or suggested restrictions globally, domestically and locally have had a significant impact on the Company's businesses, and in particular on the hotel business. While the situation is dynamic and the ultimate duration and magnitude of the impact is unknown, the immediate and short-term impact is summarized in this MD&A.

## **STRATEGIES AND RISK MANAGEMENT**

### **Strategies**

The hotel, residential, and commercial properties owned by the Company provide an income stream and capital appreciation that is utilized for acquisitions, investments in development properties, reduction of debt, and payment of dividends to the Company's shareholders. As at October 31, 2020, the Company owns and manages 934 hotel units (188 at the Westin Wall Centre Vancouver Airport Hotel, and 746 at the Sheraton Vancouver Wall Centre Hotel). It also owns and manages 1,402 residential and commercial rental units located in Metro Vancouver.

The Company develops for sale residential housing units with a primary focus on high-rise multi-family projects. It is the Company's strategy to acquire land for development that is zoned for its intended use or where the required rezoning is contemplated and encouraged by the governing authorities. There are three properties under active development as at October 31, 2020: Eagle Mountain subdivision in Abbotsford, B.C. (262 single-family lots); the Ivy on the Park ("Ivy on the Park") project next to the University of British Columbia in Vancouver, B.C. (226 condominium units); and the Trails project in North Vancouver, B.C. where one phase is now complete with 3 units available for sales.

### **Risk management**

All real estate investments are subject to a degree of risk and uncertainty. In the normal course of its business, the Company is exposed to various risks that could adversely impact the Company's financial condition, results of operations, and the value of the Company's common shares. Certain of these risks and the Company's actions are summarized below. The risks set out below are not the only risks faced by the Company. Other risks and uncertainties may also affect our business, financial condition and results of operations.

#### **General risks:**

We are exposed to the micro- and macro-economic conditions that affect the markets in which the Company operates and owns assets. In general, a decline in economic conditions will result in downward pressure on the Company's margins and asset values as a result of lower demand for the services and products offered by the Company. Specifically, general inflation and interest rate fluctuations; population growth and migration; job creation and employment patterns; consumer confidence; government policies, regulations and taxation; and availability of credit and financing could pose a threat to our ongoing business operations.

National and international economic forces and conditions will impact the Company's hotel business as a significant portion of the Company's hotel business is from conventions and tourists from across Canada, the US and internationally. The Company adapts its business plan to reflect current conditions and management believes that the Company has sufficient resources to carry its operations through uncertain times.

The Company participates in joint arrangements under the normal course of business that may have an effect on certain assets and businesses. These joint arrangements may involve risks that would not otherwise be

present if the third parties were not involved, including the possibility that the partners have different economic or business interests or goals. Also, within these arrangements, the Company may not have sole control of major decisions relating to these assets and businesses, such as: decisions relating to the sale of the assets and businesses; timing and amount of distributions of cash from such entities to the Company and its joint arrangement partners; and capital expenditures.

***Industry risks:***

Real estate investments are generally subject to varying levels of risk. These risks include changes to general economic conditions, government and environmental regulations, local supply/demand, and competition from other real estate companies. Real estate assets are relatively illiquid in down markets, particularly raw land. As a result, the Company may not be able to quickly rebalance its portfolio in response to changing economic or investment conditions. Management attempts to manage these risks by acquiring properties with strong economic and growth indicators, and ensuring the Company has adequate capital and liquidity to enable the Company to deal with fluctuating markets and ongoing changes in the economic environment.

***Concentration of assets risk:***

The majority of the Company's assets are located in Metro Vancouver. Adverse changes in economic conditions in Metro Vancouver may have a material adverse effect on the Company's business, cash flows, financial condition and results of operations and ability to pay dividends. The Metro Vancouver economy is influenced by the demand for new housing in the region, which is impacted by interest rates, growth in employment, migration, and general economic conditions. Various government bodies (including the Canadian federal government, the British Columbia provincial government and the Vancouver municipal government) are exploring or enacting legislation and regulations that are intended to have an impact on the real estate industry, which could result in negative impacts on the Company and its assets.

***Investment properties:***

Investing in properties involves the risk that the actual performance of these acquisitions may be materially different from the assumptions made in purchasing the properties, which could have a material adverse effect on the Company's business, financial condition, prospects or results of operations. In its operation of residential rental properties, the Company's primary risks are general economic conditions and local market conditions, reduced revenue growth in the event of increased vacancy rates, the inability to increase rental rates due to oversupply, restrictive government legislation or changes to government legislation, and the failure to maintain the properties at a competitive level.

The Company manages these risks by insisting on a high standard of maintenance and invests only in those locations highly desired by tenants. Vacancy rates continue to increase especially for higher priced newer units and the province has mandated no rental rate increases until July 2021. As a consequence, the Company is stopping work on capital improvements.

***Hotels:***

In its hotel operations, the Company is exposed to a variety of risks such as changes in market and economic conditions, as we are experiencing now due to the COVID-19 pandemic, an increase in the supply of hotel rooms, currency rate fluctuations, and changes in the labour market. These risks are managed by securing long-term relationships with clients, developing and enhancing relationships with international hotel chains and their reservation systems, and ensuring a strong and open relationship with staff.

***Properties under development:***

There are a variety of risks associated with the Company's development activities such as municipal regulatory requirements and environmental considerations that affect the approval for planning, subdivision and use of land. During this period, the market conditions in general and/or the market for condominium units in the size and price range in the Company's developments may change dramatically. Other risks include increasing costs of construction, reduced demand for new residential units, changes in regulations and taxes, and general market risk. The Company is also subject to risk that the actual performance of properties acquired by the Company may be materially different from the assumptions made by management of the Company when purchasing the properties.

The Company manages the risks associated with its development activities as follows:

- Acquiring land for development that is zoned for its intended use or where the required re-zoning is contemplated and encouraged by the governing authorities.
- Managing construction costs through fixed-price contracts with general contractors or sub-contractors.
- Undertaking pre-sale programs where feasible and securing the sales with non-refundable deposits.
- Encouraging purchasers to secure and lock-in purchase financing.

***Disease outbreak:***

A local, regional, national or international outbreak of a contagious disease, including, but not limited to, the recent COVID-19 pandemic or any other illness could result in: a general or acute decline in economic activity in the regions the Company operates in, a decrease in the willingness of the general population to travel, staff shortages, reduced tenant traffic, mobility restrictions and other quarantine measures, supply shortages, increased government regulation, and the quarantine or contamination of one or more of the Company's apartment units, hotels or buildings. Contagion in one of the Company's buildings or a market in which the Company operates could negatively impact the Company's occupancy, its reputation or attractiveness of that market. Public health crises, pandemics and epidemics could also adversely impact the Company's tenants' ability to meet their payment obligations, impact the ability of purchasers' of units to satisfy their purchase obligations or disrupt supply chains and transactional activities that are important to the Company's construction and development activities, in addition to negatively impacting local, national or global economies. To mitigate this risk, Management closely monitors all evolving disease outbreaks, epidemics or pandemics, including the recent COVID-19 pandemic and proactively raises its level of preparedness planning to adapt its operations as risk levels rise. With regard to the specific COVID-19 pandemic, Management is actively involved in business continuity and pandemic planning to monitor the evolving circumstances. All of these occurrences may have a material adverse effect on the business, financial condition and results of operations of the Company.

***Environmental matters:***

As an owner of real property, the Company is subject to various federal, provincial and municipal laws and other requirements relating to environmental matters. Under such requirements, the Company could be liable for the costs of removal of certain hazardous substances and remediation of certain hazardous substances. The failure to remove or remediate such substances, if any, could adversely affect the Company's ability to sell such real estate or to borrow using such real estate as collateral and could potentially also result in the Company incurring expenses, including in connection with orders or claims against the Company. The Company is not aware of any material non-compliance with environmental requirements at any of the properties or otherwise affecting the Company or its business. The Company is also not aware of any pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its

properties or otherwise affecting the Company or its business or any pending or threatened claims relating to environmental conditions at its properties or otherwise affecting the Company or its business. The Company has policies and procedures to review, monitor and manage environmental exposure.

The Company plans to make the necessary capital and operating expenditures to facilitate compliance with environmental laws and other requirements. Although there can be no assurances, the Company does not believe that costs relating to environmental matters will have a material adverse effect on the Company's business, financial condition or results of operations. Moreover, environmental laws and other requirements can change and the Company may become subject to more stringent environmental laws and other requirements in the future, including those related to greenhouse gas emission reduction. Compliance with more stringent environmental laws and other requirements could have an adverse effect on the Company's business, financial condition or results of operation.

***Catastrophic and general uninsured losses:***

A catastrophic loss includes the loss of or extreme damage to a property or portfolio of properties, loss of life, or disability that could have a material adverse effect on the Company's business, financial condition, prospects, results of operations, or reputation. A significant injury, loss of life or damage to property could be a result of accidents incurred by employees, contractors, or residents due to an unsafe work environment, unsafe properties, lack of appropriate safety precautions, or natural disasters, beyond the control of the Company, such as fire, flood, or earthquakes. The Company will continue to prevent and mitigate the impact of catastrophic loss of life or property by continuing to provide safe work sites for employees and contractors and providing safe living areas for residents by adhering to the Company's occupational health and safety standards. The Company will mitigate the financial impact of potential losses by maintaining an adequate and cost-effective insurance program for the operation of the Company's business.

The Company carries General Liability and All Risks Property coverage including Business Interruption and Rental Income, with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks, generally of a catastrophic nature, such as wars or environmental contamination, which are either uninsurable or not insurable on an economically viable basis. The Company has insurance for earthquake and flood risks, subject to certain policy limits, deductibles and self-insurance arrangements, and will continue to carry such insurance if it is economical to do so. Should an uninsured or underinsured loss occur, the Company could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, but the Company would continue to be obliged to repay any recourse mortgage indebtedness on such properties.

***Technology and information security:***

The Company is subject to technology and information security risk, including the risk that confidential information held by the Company is stolen or accessed causing financing or personal harm to the affected individual(s) or the Company's business. Additionally, cyber-attacks could cause disruption of operations or data corruption or result in remediation costs, additional regulatory scrutiny, litigation, and reputational damage. The Company is also subject to risks related to reliance on key personnel and catastrophic and general uninsured loss. The Company reduces this risk through enhancement of policies and procedures, and monitoring and auditing to ensure compliance related to information technology, safety of data, and secure storage of physical files.

A summary of the financial risks that arise from the Company's financial assets and liabilities are summarized under the Financial Instruments and Risk Management section in this MD&A.

## SELECTED ANNUAL AND QUARTERLY FINANCIAL INFORMATION

The following is a summary of the Company's financial information for the three and nine months ended October 31, 2020, with comparative information for the periods identified, all expressed in Canadian dollars:

| Revenue and earnings  | Three months ended October 31 |               | Nine months ended October 31 |                |
|---|-------------------------------|---------------|------------------------------|----------------|
|   | 2020                          | 2019          | 2020                         | 2019           |
| Total revenue and other income                                  | \$ 20,335,199                 | \$ 52,609,913 | \$ 84,105,902                | \$ 446,269,555 |
| Net earnings (loss) attributable to shareholders of the Company | \$ (115,570)                  | \$ 11,234,355 | \$ (5,498,449)               | \$ 118,994,647 |
| Earnings (loss) per share (diluted and non-diluted)             | \$ (0.00)                     | \$ 0.33       | \$ (0.16)                    | \$ 3.50        |

| Balance sheet                 | October 31, 2020 | January 31, 2020 |
|-------------------------------|------------------|------------------|
| Total assets                  | \$ 988,764,637   | \$ 1,051,671,420 |
| Total non-current liabilities | \$ 244,427,393   | \$ 276,156,368   |
| Dividends paid                | \$ -             | \$ 67,906,730    |
| Dividends paid per share      | \$ -             | \$ 2.00          |

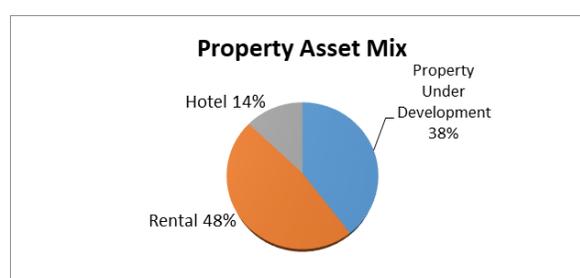
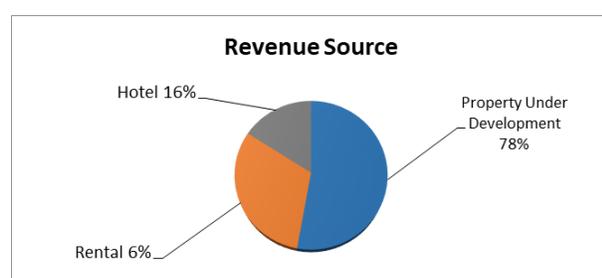
The variations in the financial data provided above are discussed in greater detail under "Discussion of Operations" in this MD&A.

Significant variations with respect to revenues are typically the result of the timing and quantity of residential and commercial unit sales closing at the development properties. The fluctuations in the total assets owned by the Company are predominantly the result of development activities undertaken by the Company. Total assets and non-current liabilities are also impacted by the acquisitions and dispositions of investment properties, which the Company manages and reviews on an ongoing basis to maximize value for shareholders. Dividends fluctuate as the Company is on a flexible dividend policy; the amount and timing of dividends will be based on the Company's availability of and need for cash flow.

## OVERALL PERFORMANCE AND QUARTERLY INFORMATION

The Company operates in three different segments of the real estate industry: ownership and management of residential and commercial rental properties, the development and sale of residential housing (referred to as development properties), and the ownership and management of hotel properties.

The charts below show the Company's property holdings as at October 31, 2020 and revenue derived from such segments for the nine months ended October 31, 2020.



**Revenues**

|                                       | Three months ended October 31 |               | Nine months ended October 31 |                |
|---------------------------------------|-------------------------------|---------------|------------------------------|----------------|
|                                       | 2020                          | 2019          | 2020                         | 2019           |
| Investment properties (rental)        | \$ 8,727,084                  | \$ 8,915,622  | \$ 26,098,291                | \$ 25,822,949  |
| Property, plant, & equipment (hotel)  | 2,626,995                     | 27,962,925    | 13,312,809                   | 73,769,108     |
|                                       | 11,354,079                    | 36,878,547    | 39,411,100                   | 99,592,057     |
| Properties under development for sale | 8,892,089                     | 15,686,035    | 44,163,295                   | 343,417,486    |
|                                       | \$ 20,246,168                 | \$ 52,564,582 | \$ 83,574,395                | \$ 443,009,543 |

**Earnings (loss) before income taxes and non-controlling interest**

|                                       | Three months ended October 31 |               | Nine months ended October 31 |                |
|---------------------------------------|-------------------------------|---------------|------------------------------|----------------|
|                                       | 2020                          | 2019          | 2020                         | 2019           |
| Investment properties (rental)        | \$ 1,801,393                  | \$ 916,976    | \$ 2,716,443                 | \$ 1,857,377   |
| Property, plant, & equipment (hotel)  | (2,393,064)                   | 10,716,137    | (6,873,276)                  | 24,298,710     |
|                                       | (591,671)                     | 11,633,113    | (4,156,833)                  | 26,156,087     |
| Properties under development for sale | 1,150,951                     | 7,061,329     | 544,297                      | 146,145,963    |
| Corporate expenses                    | (548,143)                     | (1,526,845)   | (5,357,946)                  | (6,838,365)    |
|                                       | \$ 11,136                     | \$ 17,167,597 | \$ (8,970,483)               | \$ 165,463,685 |

**DISCUSSION OF OPERATIONS**

For the nine months ended October 31, 2020, the Company earned revenues of \$83,574,395 with a gross margin of \$19,862,055 compared with revenues of \$443,009,543 with a gross margin<sup>1</sup> of \$193,037,020 for the nine months ended October 31, 2019. For the three months ended October 31, 2020, the Company earned revenues of \$20,246,168 with a gross margin of \$7,644,218 compared with revenues of \$52,564,582 and a gross margin of \$26,585,137 in the third quarter of the prior year.

Revenues were higher in the first nine months of the prior year due primarily to closings of 240 condominium units at the Company's development in the Kerrisdale neighbourhood at 57th and Granville Street in Vancouver, B.C. ("Shannon Wall Centre Kerrisdale") compared with 2 units in the current year. This decrease in revenue is offset by closings of 25 units at the Company's Trails project in North Vancouver, B.C. primarily in the first half of the current year.

Revenues in the first nine months of the current year also declined relative to the same period in the prior year due to the impact of the COVID-19 virus on the Company's hotel operations, which are discussed in greater detail under the Hotels section below.

General and administrative costs of \$576,550 for the third quarter ended October 31, 2020 were lower than the general and administrative costs of \$1,132,179 for the third quarter ended October 31, 2019. Similarly, general and administrative costs of \$2,027,884 for the nine months ended October 31, 2020 were lower than general and administrative costs of \$3,196,459 for the same period in the prior year. This decrease was the result of cost saving measurements taken in response to the impact of COVID-19 on the hotel and development operations. This includes the 50% reduction of the President's salary and Director's fees and a general reduction of professional fees.

During the nine months ended October 31, 2020, the Company has applied for and received \$2,823,454 in government assistance related to COVID-19 relief programs. Wage subsidies totalling \$391,683 relating to the third quarter salary costs has been applied for but was received subsequent to October 31, 2020. An additional wage subsidy also relating to third quarter salary costs estimated at \$359,221 is to be applied for.

<sup>1</sup> Refer to the discussion of Non-Standard Measures in this MD&A.

Depreciation and amortization expense for the three months and nine months ended October 31, 2020 of \$4,650,563 and \$14,122,111, respectively, was consistent with the same period of the prior year of \$4,595,098 and \$13,908,780, respectively. Management has restricted any significant purchases of depreciable assets in an effort to contain costs during this COVID-19 pandemic environment.

Investment and other income for the nine months ended October 31, 2020 was \$531,507 compared with \$3,260,012 for the nine months ended October 31, 2019. Investment and other income for the three months ended October 31, 2020 was \$89,031 compared with \$45,330 for the three months ended October 31, 2019. Investment and other income are predominantly due to interest earned on surplus funds, and on interest earned on deposits held in trust in connection with condominium sales which accrue to the benefit of the Company. In the first nine months of the prior year, more interest was earned on deposits held in trust than the same period of the current year due to the size of the deposits received for the Shannon Wall Centre Kerrisdale project compared to the Trails project.

Finance expense of \$9,638,653 for the nine months ended October 31, 2020 include interest paid of \$18,990,897, less interest capitalized to the development projects of \$9,352,244. For the prior year, finance expense was \$13,325,103 which includes interest paid of \$22,822,938, less interest capitalized to the development projects of \$9,497,835. Finance expense for the three months ended October 31, 2020 was \$2,889,269 compared to finance expense of \$3,668,389 for the three months ended October 31, 2019. Interest paid and finance expense in the current year are lower than the same period in the prior year mainly due to an overall decline in interest rates a lower level of outstanding debt.

The Company was using interest rate swaps to eliminate the variability of interest rates on debt, converting variable interest expense into a fixed interest expense. Interest rate swaps are measured at fair value. Depending on the fair value of the swap contracts on the reporting date, the swap contracts are reported as assets (positive) or liabilities (negative) and the change in fair value is recognized in net earnings for the year as a change in fair value of the interest rate swap contracts.

The impact of the COVID-19 pandemic on the economy resulted in a significant decline in rates starting in March 2020. As a result of the decline in interest rates a mark-to-market loss in the fair value of the interest rate swap of \$3,575,396 was recorded on the statement of earnings for the nine months ended October 31, 2020 compared to \$403,006 for the nine months of the prior year.

In the third quarter, interest rate swaps on the mortgages payable on property, plant and equipment decreased from \$120,795,681 to \$107,991,382 and on bank indebtedness on properties under development from \$75,000,000 to \$25,000,000 as management believed interest savings could be achieved through a restructuring of its debt. On September 3, the Company terminated \$50,000,000 of an interest rate swap at a cost of \$655,500 and repaid \$50,000,000 of the loan. Subsequent to October 31, the interest rate swap of \$107,991,382 was terminated at a cost of \$2,666,215 and the interest rate swap of \$25,000,000 was terminated at a cost of \$282,905.

## **SUMMARY OF QUARTERLY RESULTS**

The following sets forth certain financial information expressed in Canadian dollars for the Company with respect to the eight most recently completed quarterly periods. This information should be read in conjunction with the applicable condensed consolidated interim financial statements and notes and management's discussion and analysis.

|                  | Revenue and Other<br>Income | Net<br>Earnings (Loss)* | Per Share** |
|------------------|-----------------------------|-------------------------|-------------|
| October 31, 2020 | \$ 20,335,199               | \$ (115,570)            | \$ (0.00)   |
| July 31, 2020    | \$ 25,025,451               | \$ (1,506,193)          | \$ (0.05)   |
| April 30, 2020   | 38,745,252                  | (3,876,686)             | (0.11)      |
| January 31, 2020 | 32,115,807                  | 5,635,038               | 0.17        |
| October 31, 2019 | 52,609,913                  | 9,061,159               | 0.27        |
| July 31, 2019    | 142,321,293                 | 34,097,525              | 1.00        |
| April 30, 2019   | 251,338,349                 | 73,662,767              | 2.17        |
| January 31, 2019 | 138,026,267                 | 37,115,648              | 1.09        |

All the financial data above is prepared in accordance with IFRS, using the same accounting policies and methods of application as described in notes 2 and 3 of the Financial Statements.

\* Net earnings (loss) pertains to net earnings (loss) (diluted and non-diluted) and comprehensive income (loss) attributable to shareholders of the Company.

\*\* Per Share pertains to net earnings (loss) per share (diluted and non-diluted) attributable to shareholders of the Company.

Variations over the quarters are generally the result of the timing of residential and commercial unit closings at the development properties and seasonal and economic fluctuations characteristic of the tourism and hospitality industry in which the Company's hotels operate. Fluctuations in earnings (loss) for the quarters will also be impacted by the timing of sales and marketing expenses incurred at the Company's development projects, which are expensed as they are incurred.

Revenue and other income<sup>2</sup>, as well as net earnings for the quarters ended January 31, 2019, April 30, 2019, and July 31, 2019 were greater than the other quarters due mainly to the closing of residential condominium units at the Company's development projects: January 31, 2019 – 70 units at the Shannon Wall Centre Kerrisdale project; April 30, 2019 – 162 units at the Shannon Wall Centre Kerrisdale project; and July 31, 2019 – 75 units at the Shannon Wall Centre Kerrisdale project. The net loss for the quarter ended April 30, 2020 was mainly due to mark-to-market losses recognized on interest rate swap contracts. The net loss for the quarter ended July 31, 2020 was due predominantly to operating losses from the Company's hotel division as a result of the COVID-19 impact on the hotel and tourism industry. In the most recent quarter ended October 31, 2020, the net loss is attributable to ongoing operating losses at the hotels and a loss realized on the Trails project as a result of cost overruns and the impact of the soft market on selling prices.

## REVENUE-PRODUCING PROPERTIES

### Residential and Commercial Rentals

At October 31, 2020, the Company owns and manages 1,392 residential units and 10 commercial units in 13 properties in Metro Vancouver.

Combined revenues from the residential and commercial rental units were \$26,098,291 for the nine months ended October 31, 2020 with net earnings of \$2,716,443 compared with revenues of \$25,822,949 and net earnings of \$1,857,377 for the same period of the prior year. For the three months ended October 31, 2020, revenues from rental operations were \$8,727,084 with net earnings of \$1,801,393 compared with revenues of \$8,915,622 with net earnings of \$916,976 for the third quarter of the prior year.

Revenues from rental operations for the first half of the current year were consistent with the first half of the prior year and were not significantly impacted by the COVID-19 pandemic. Many tenants took advantage of the government subsidies available to them during this pandemic to assist them with rent payments and

<sup>2</sup> See discussion under Non-Standard Measures of this MD&A..

some tenants entered into rent deferral arrangements. The result is that vacancy loss for the first two quarters of the current year increased slightly from 2% before the declaration of pandemic to approximately 4.5% to 5%. In the third quarter, vacancy losses have increased further.

All residential units are leased primarily for a one-year term and all leasing arrangements are governed by the *Residential Tenancy Act* (British Columbia), which requires that fixed term residential tenancies automatically become month-to-month at the end of their term. Historically, rental rates may be increased to the maximum percentage equal to British Columbia's Consumer Price Index (currently 2.60%) on tenant turnover or on the anniversary date of each tenant's date of occupancy. However, the provincial government recently mandated that no rent increases may be issued until July 2021. On turnover, the rates have held steady with some minor downward adjustments.

### **Acquisitions and Dispositions**

On March 1, 2020, the Company acquired two condominium units at a property located at 1050 Burrard Street in downtown Vancouver, B.C. for gross proceeds of \$1,832,000.

### **Hotels**

The Company owns and manages two hotel properties in Metro Vancouver: the Sheraton Vancouver Wall Centre Hotel ("Wall Centre Downtown") and the Westin Wall Centre Vancouver Airport Hotel ("Wall Centre Richmond").

The Sheraton Vancouver Wall Centre Hotel is the largest single hotel property in British Columbia with 746 guestrooms and 45,000 sq. ft. of meeting space. Occupancy<sup>3</sup> for the nine months of the current year was 17% with an average daily rate ("ADR")<sup>2</sup> of \$175 compared to occupancy of 85% with an ADR of \$259 for the same period in the prior year. Since the World Health Organization's declaration of the COVID-19 virus as a pandemic, current and future hotel bookings have decreased significantly, which resulted in a decline in revenues from \$60,480,163 in nine months ended October 31, 2019 to \$10,579,435 for the nine months ended October 31, 2020.

The Westin Wall Centre Vancouver Airport Hotel is located near the Vancouver International Airport and consists of 188 guestrooms and 9,900 sq. ft. of meeting space. Revenue for the nine months ended October 31, 2020 was \$2,823,374 with occupancy of 24% and an ADR of \$174. For the nine months ended October 31, 2019, revenue was \$13,378,250 with occupancy of 88% and an ADR of \$218.

The combined revenues for the hotel properties for the nine months ended October 31, 2020 were \$13,312,809 compared to revenues for the same period in the prior year of \$73,769,108, while the combined net loss from hotel operations, before income taxes, were \$6,873,276 as compared to earnings in the same period of the prior year of \$24,298,710.

The full extent to which the COVID-19 pandemic ultimately impacts the hotel operations will depend on future developments of the pandemic, which are highly uncertain and cannot be predicted with confidence, including the scope, severity and duration of the pandemic, and the actions taken by various government and health authorities to contain the pandemic or mitigate its impact. All these factors will all have a direct and indirect impact on the hotel operations.

Since the onset of the pandemic, occupancy rates have typically been approximately 8 to 10% at the Wall Centre Downtown hotel and approximately 15 to 20% at the Wall Centre Richmond hotel.

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<sup>3</sup> See discussion under Non-Standard Measures of this MD&A.

Until the tourism and travel industry recovers from the impact of the COVID-19 pandemic, the Company has enacted cost reduction programs, which include the closure of one of the two towers at the Wall Centre Downtown, the furlough of all non-essential staff, a reduction to senior management salary, and the elimination of all but the most necessary expenses in order to preserve cashflow. The Company has also deferred significant capital improvement projects, and has applied for and accessed the various government programs including wage subsidies, mortgage and tax deferrals. The Company is well capitalized to weather the pandemic with \$148,600,000 in available general corporate credit facilities.

## **DEVELOPMENT PROPERTIES**

The asset value of properties under development for sale increased from \$350,745,309 at January 31, 2020 to \$356,477,497 as at October 31, 2020. Development costs totalling \$37,745,189 are offset against closings of 25 townhome units at phase 1A of the Company's Trails project in North Vancouver, B.C. This project accounts for the majority of revenues of \$44,163,295 from the sale of properties under development for the nine months ended October 31, 2020. For the same period in the prior year, revenue from the sale of properties under development was \$343,417,486, generated primarily from the closings of 240 condominium units at the Shannon Wall Centre Kerrisdale project in Vancouver, B.C. There are earnings before taxes from properties under development for the nine months ended October 31, 2020 of \$544,297 compared to earnings of \$146,145,963 for the same period in the prior year.

As a consequence of the COVID-19 pandemic, pre-sales of the remaining inventory at the Trails phase 1A project and the Ivy on the Park project has been slow, but construction activity is continuing, with the Ivy on the Park project scheduled to complete in January 2021.

### **Properties Under Development Completed Over the Past Three Fiscal Years**

| <b>Project</b>                         | <b>Description</b>  | <b>Fiscal Year</b> |
|--|---|--------------------|
| Strathcona Village                     | A three-tower mid-rise mixed-use project with 280 market residential units, and 60,000 sq. ft. of light industrial space. Sales of all 280 condominium units have closed and 16 of the 18 commercial units have closed. The Company is marketing the sale of the remaining two commercial units.        | 2019               |
| Wall Centre Central Park               | A four-tower project consisting of 1,060 residential units located in Vancouver, B.C. Development is being conducted in two phases. Sales of all 728 condominium units in Phase 1 and all 332 condominium units in Phase 2 have closed.   | 2017/2019          |
| Shannon Wall Centre Kerrisdale Phase 2 | A five-acre development project consisting of 321 residential units located in the Kerrisdale neighbourhood at 57th and Granville Street in Vancouver, B.C. As at December 11, 2020, 318 of the units have closed. The remaining three units are available for sale, with all of them currently rented. | 2019               |

### Projects Under Active Development

The Company has three projects under active development as at October 31, 2020:

| Project                | Description   | Estimated Cost to Complete |
|------------------------|---|----------------------------|
| Eagle Mountain         | An 80-acre, single-family subdivision property in Abbotsford B.C. with approvals in place for 262 building lots. The property is being developed with a 15% non-controlling interest partner. Development is being phased. There are 74 lots in Phases 7 and 8 of which 65 can be sold. Of the 65 lots, 55 sales have closed. A rezoning application has been submitted for the final phase which proposes approximately 44 single family building lots.  | \$500,000                  |
| Trails North Vancouver | On April 13, 2017, the Company, along with other investors, acquired a property located in North Vancouver, B.C. for a gross purchase price of \$138,500,000 to develop approximately 307 residential units. The Company has a 28.6% interest in the property and will guarantee all loans incurred in respect of the property. Development and construction will be conducted in several phases, with the first phase consisting of 31 townhome and low-rise residential units; 28 presold units have closed and the remaining units are currently marketed for sale.<br><br>The next phase to be developed is for two strata rental properties. | \$381,000                  |
| Ivy on the Park        | On April 12, 2018, the Company, along with a company owned by the Company's President, acquired leased land located at the University of British Columbia in Vancouver, B.C. for a gross purchase price of \$82,884,000 to develop 226 residential units. The Company has a 75% interest in the development while the President's Company has a 25% interest. As at December 11, 2020, 184 of the 226 units are pre-sold. Construction is underway with completion expected in January 2021.  | \$17,185,000               |

### Acquisitions and Dispositions

There were no acquisitions or dispositions of properties under development for the period ended October 31, 2020.

### INVESTMENTS

There are no significant changes in investment activities or investment strategies for the nine months ended October 31, 2020.

### BANK INDEBTEDNESS AND CREDIT FACILITIES

At October 31, 2020, the Company had outstanding borrowings of \$224,707,220 (January 31, 2020 - \$266,081,865) on available construction financing facilities in the form of Canadian dollar prime rate loans, letters of credit, and bankers' acceptances. The maximum available funding under such facilities is

\$251,194,000 (January 31, 2020 - \$350,660,000). The credit facilities are secured by first mortgages and assignment of rents and insurance proceeds on the related properties. The borrowings are due on demand.

An interest rate swap is in place to fix the interest rate on the bank and other indebtedness on properties under development of \$25,000,000 (January 31, 2020 - \$75,000,000) at 3.53% for 5 years maturing March 2, 2025. On September 3, 2020, the Company terminated \$50,000,000 of the original interest rate swap of \$75,000,000 at a cost of \$655,500 and repaid \$50,000,000 of the loan.

For the nine months ended October 31, 2020, a mark-to-market loss in the fair value of the interest rate swap of \$939,694 (October 31, 2019 – nil) was recorded in finance costs on the Statements of Earnings and Comprehensive Income. As at October 31, 2020, the fair value of the interest rate swap liability is \$246,920 and is included in accounts payable (January 31, 2020 – nil) on the statement of financial position.

Subsequent to October 31, 2020, the balance of the interest rate swap of \$25,000,000 was terminated at a cost of \$282,905. The fees incurred to terminate the interest rate swaps were expensed in the period in which they were incurred and included in finance cost.

At October 31, 2020, the Company's general corporate borrowings of \$20,418,235 (January 31, 2020 - \$6,500,000) are made available by way of lines of credit with a maximum available aggregate amount of \$148,600,000 (January 31, 2020 - \$175,100,000). The debt is secured by fixed and floating demand debentures, second mortgages, and an assignment of rents on certain investment properties, and property, plant, and equipment. The borrowings are due on demand and interest rates are based on a spread over prime or banker acceptance rates.

All floating rate debt obligations are in good standing, and the Company maintains excellent relations with its lenders.

## **MORTGAGES PAYABLE**

In these unprecedented times resulting from the COVID-19 pandemic, the Company is focused on maximizing its liquidity to lock in the current low interest rates, and has been working with its lenders to secure new financing.

Mortgages payable increased from \$352,527,442 as at January 31, 2020 to \$366,384,228 as at October 31, 2020 due primarily to an increase of \$32,075,208 from the refinancing of two rental properties. Part of the proceeds was used to repay existing higher rate loans.

Interest rate swaps are in place to fix the interest rate on the mortgages payable on property, plant and equipment of \$107,991,382 (January 31, 2020 - \$121,301,969) at rates ranging from 3.80% to 4.10% for terms of 3 years maturing between August 2, 2022 to February 10, 2023.

For the nine months ended October 31, 2020, a mark-to-market loss in the fair value of the interest rate swaps of \$2,317,976 (October 31, 2019 – \$403,006) was recorded in finance costs on the statement of earnings. As at October 31, 2020, the fair value of the interest rate swap liability is \$2,809,231 and is included in accounts payable (January 31, 2020 – \$491,255) on the statement of financial position.

Subsequent to October 31, 2020, the balance of the interest rate swap of \$107,991,382 was terminated at a cost of \$2,666,215. The fees incurred to terminate the interest rate swaps were expensed in the period in which they were incurred and included in finance cost.

Mortgages payable on investment properties of \$265,358,162 (2019 - \$237,593,310) bears interest at fixed rates ranging from 1.65% to 3.99% (January 31, 2020 - 1.97% to 6.50%).

All mortgages are secured by first and second fixed charges over the Company's properties under development for sale, investment properties, and property, plant, and equipment.

Fixed rate mortgage maturity dates range from 2020 to 2030.

## CONTRACTUAL OBLIGATIONS

Principal instalments payable within the next five fiscal years, and thereafter on mortgages payable as at October 31, 2020 are as follows:

|                   | Total          | 1 Year         | 2 to 3 Years  | 4 to 5 Years  | After 5 Years  |
|-------------------|----------------|----------------|---------------|---------------|----------------|
| Mortgages payable | \$ 373,349,544 | \$ 125,390,615 | \$ 19,786,503 | \$ 25,939,136 | \$ 202,233,290 |

## COMMITMENTS AND CONTINGENCIES

The Company has entered into hotel franchise agreements in respect of its two hotel properties, with one maturing June 30, 2034 and the other maturing March 31, 2030. Fees paid are calculated based on a percentage of monthly gross hotel revenues and are paid monthly.

At October 31, 2020, the estimated costs to complete properties under construction are approximately \$18,070,000 (January 31, 2020 - \$74,760,000). These costs predominantly reflect construction expenditures for the development projects.

## LIQUIDITY AND FINANCIAL CONDITION

As at October 31, 2020, cash and cash equivalents decreased \$37,206,456, from \$56,237,950 at January 31, 2020 to \$19,031,494 at October 31, 2020.

Net cash used from operating activities was \$14,836,922 as a result of interest paid of \$18,990,897, funds used in development activities of \$37,745,189, and corporate income tax payments \$10,391,618. These cash outflows were offset with cashflow from operating activities of \$18,658,889 and the recovery of costs through the closing of townhome units and lot sales of \$41,365,245.

Cash from investing activities decreased cash by \$6,253,742 due primarily to funds used to develop the Company's investment property projects.

Financing activities decreased cash by \$16,115,792, primarily due to repayment of mortgages payable of \$17,620,943 and the repayment of bank indebtedness of \$27,456,410 offset by the refinancing of two rental properties for proceeds of \$32,075,208.

## DISCLOSURE OF OUTSTANDING SHARE DATA

The authorized capital of the Company consists of 54,000,000 common shares without par value. The number of common shares issued and fully paid as at October 31, 2020 was 33,953,365 (January 31, 2020 – 33,953,365).

At the Company's annual general meeting on May 29, 2008, the shareholders approved the Company's Stock Option Plan (2008) (the "Stock Option Plan"). Under the Stock Option Plan, options may be granted to any director, officer or employee of the Company. The number of common shares reserved for all purposes under the Stock Option Plan is 3,200,000, which represented approximately 10% of the Company's total issued and outstanding common shares at the date of approval.

The exercise price of an option will not be less than the price at which the last recorded sale of a board lot of common shares took place on the Toronto Stock Exchange (the "TSX") during the trading day immediately preceding the date of grant; if there was no such sale, the volume-weighted average trading price on the TSX for the common shares for the five trading days immediately preceding the date of the grant.

For the period ended October 31, 2020, no options were granted; 1,310,000 common shares are available for future issuance under the Stock Option Plan.

## **DIVIDENDS**

On June 13, 2019, the Board approved a dividend of \$2.00 per common share for each share held on June 27, 2019. This dividend of \$67,906,730 was paid on July 11, 2019.

On September 13, 2018, the Board approved a dividend of \$1.00 per common share for each share held on September 27, 2018. This aggregate dividend of \$33,953,365 was paid on October 11, 2018.

The Company has a flexible dividend policy, and the amount and timing of dividends is based on the cash flow of the Company and the cash flow required by the Company to meet planned growth and to fund future developments and investments.

## **CRITICAL ACCOUNTING ESTIMATES**

The preparation of Financial Statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements, and the reported amounts of revenues and expenses during the reporting period. The Company's significant accounting estimates and judgements are described in note 2 to the Financial Statements, and the Company's significant accounting policies are described in note 3 to the Financial Statements.

## **CHANGES IN ACCOUNTING POLICIES**

The Company's significant accounting policies and standards are described in note 4 of the Financial Statements except as described in note 3 of the Condensed Consolidated Interim Financial Statements.

## **INTERNAL CONTROLS OVER FINANCIAL REPORTING**

Disclosure controls and procedures within the Company have been designed to provide reasonable assurance that all relevant information is identified to senior management to ensure appropriate and timely decisions are made regarding public disclosure. The Company's management, including the President, the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), have designed internal controls over financial reporting (as defined in National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings*) to provide reasonable assurance regarding the reliability of the Company's financial reporting and its preparation of financial statements for external purposes in accordance with IFRS.

Under the supervision of the President, the CEO and the CFO, the operating effectiveness of the disclosure controls and procedures and internal control over financial reporting were assessed using the criteria set forth by the Integrated Framework issued by the Committee of Sponsoring Organization of the Treadway Commission in Internal Control Over Financial Reporting. Based on these evaluations, the CEO and the CFO concluded that as at October 31, 2020:

- (i) Disclosure controls and procedures were effective to provide reasonable assurance that material information was made known to management and information required to be disclosed by the Company in its annual filings, interim filings and other reports filed by the Company under securities legislations was recorded, processed, summarized and reported within the periods specified in securities legislation.
- (ii) Internal controls over financial reporting were effective to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

For the nine months ended October 31, 2020, there has been no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. The Company's management will continue to periodically evaluate the Company's disclosure controls and procedures and internal control over financial reporting and will make any modifications from time to time as deemed necessary.

Based on their inherent limitations, disclosure controls and procedures and internal control over financial reporting may not prevent or detect misstatements, and even those controls determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

## FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

As at October 31, 2020, the Company's financial assets and liabilities consisted primarily of cash and cash equivalents, amounts receivable, deposits held in trust, bank indebtedness, accounts payable and accrued liabilities, income taxes payable, loans from shareholders, and mortgages payable. These financial instruments relate to the Company's normal course of business, with respect to the financing of its day-to-day operations, capital expenditures and acquisitions.

The carrying values of the Company's amounts receivable, deposits held in trust, accounts payable and accrued liabilities generally approximate their fair values due to their short-term nature with the exception of interest rate swap contracts which are recorded at fair value. The face value of bank and other indebtedness approximates its fair value, as it is due on demand. The fair value of mortgages payable is estimated by discounting the future contractual cash flows at the market interest rate that is available to the Company for similar financial instruments. The fair value of the mortgages payable at October 31, 2020 was \$388,837,000 (January 31, 2020 - \$361,361,000).

The Company is exposed to interest rate and credit risks associated with its financial assets and liabilities. Management continually performs risk assessments to ensure that all significant risks related to the Company's operations have been reviewed and assessed to reflect changes in market conditions and the Company's operating activities. The Company does not enter into financial instrument arrangements for speculative purposes.

### ***Interest rate risk:***

Certain debt on the Company's properties bears interest at floating rates. Fluctuations in interest rates will impact the cost of financing incurred in the future. The Company monitors its interest rate exposure on an ongoing basis.

Based on the debt outstanding for the year ended October 31, 2020, management has determined that every 1% increase or decrease in the applicable interest rates results in a corresponding \$431,000 decrease or increase in the Company's net earnings.

The Company was using interest rate swap contracts to effectively fix the interest rate on certain mortgages payable. As hedge accounting is not applied, the contracts are carried at fair value and reported as assets (positive) or liabilities (negative) depending on the fair value on the reporting date. The change in fair value is recognized in net earnings for the year. The fair value of the interest rate swap contracts is calculated through discounting future expected cash flows using the bankers' acceptance based swap curve adjusted for credit risk. For the period ended October 31, 2020, a mark-to-market loss in the fair value of the interest rate swap of \$3,575,396 (October 31, 2019 – \$403,006) was recorded on the statement of earnings. As at October 31, 2020, the fair value of the interest rate swap liability is \$3,056,151 (January 31, 2020 – \$492,255) and is included in accounts payable on the statement of financial position.

**Credit risk:**

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligation. The maximum exposure to credit risk is the full carrying value of the financial instrument.

The Company is exposed to credit risk with respect to amounts receivable. This risk is mitigated by the Company's general policy to secure loans receivables with real estate property. For its hotel operations, the Company's credit policy is designed to ensure there is a standard credit practice throughout the Company to measure and monitor credit risk. The policy outlines delegation of authority, the due diligence process required to approve a new customer or counterparty and the maximum amount of credit exposure per single entity. The Company also regularly monitors credit risk and exposure to any single customer or counterparty.

**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 liquidity risk through the maintenance of sufficient available credit facilities to support the Company's ongoing operational and capital requirements.

The Company regularly monitors its operations and cash flows to ensure that current and future obligations will be met. The Company believes that its current sources of liquidity are sufficient to cover its currently known short- and long-term cash obligations.

The maturities of the Company's financial liabilities are as follows:

| As at October 31, 2020                   | Carrying amount | Total contractual cash flows | Less than one year | 1-5 years      | More than 5 years |
|--|-----------------|------------------------------|--------------------|----------------|-------------------|
| Accounts payable and accrued liabilities | \$ 20,445,594   | \$ 20,445,594                | \$ 20,445,594      | \$ -           | \$ -              |
| Bank and other indebtedness              | 245,125,455     | 245,125,455                  | 245,125,455        | -              | -                 |
| Loans from shareholder                   | 20,000,000      | 20,000,000                   | 20,000,000         | -              | -                 |
| Mortgages payable                        | 373,349,544     | 423,831,372                  | 132,544,496        | 124,027,141    | 167,259,735       |
|  | \$ 658,920,593  | \$ 709,402,421               | \$ 418,115,545     | \$ 124,027,141 | \$ 167,259,735    |

The Company enjoys excellent relations with several major Canadian chartered banks and numerous fixed-term lenders. With a solid base of revenue-producing properties, the Company's credit facilities have been maintained and, in some cases, enhanced.

Over the current fiscal year, the Company's credit requirements consist of the following:

- Cashflow to maintain hotel operations until the tourism industry regains momentum from the COVID-19 virus pandemic.
- Capital improvements to certain investment properties which will be funded primarily from operating cash flow.

- Re-financing term debt on investment properties as it matures. Given the current interest rates and the stable cash flow from rental apartments, management does not anticipate any difficulty in re-financing term debt.
- Construction financing for properties under development. It is management's policy to not proceed with significant new construction or land purchases if financing commitments are not in place.

## **OFF-BALANCE SHEET FINANCING**

In the normal course of development operations, the Company is required to issue letters of credit to various municipalities (or other beneficiaries) in which its developments are being conducted. These letters of credit are to secure the Company's obligations pursuant to development agreements signed with the beneficiaries and include a wide range of works and services, such as those related to off-site civil works, street lighting, on-site and off-site landscaping, public art, energy standards, and various public amenities. The beneficiaries have the right to call on the letters of credit if the Company defaults on its obligations, which obligates the Company to pay money to the beneficiaries based on terms outlined in the letters of credit.

Under IFRS, these letters of credit are disclosed as commitments of the Company and only recorded on the Consolidated Statement of Financial Position if they are drawn upon. The Company has outstanding letters of credit October 31, 2020 of \$16,028,824 (January 31, 2020 - \$16,735,784).

## **TRANSACTIONS BETWEEN RELATED PARTIES**

As at October 31, 2020, the Company has a loan payable of \$20,000,000 (January 31, 2020 - \$100,000,000) due to a company owned by Mr. Peter Wall, a significant shareholder of the Company. The \$20,000,000 is used to fund activities for the Trails project, and is secured by a charge over that property and a guarantee from the Company, bears interest at 6.00% and matured on April 11, 2020. It has been agreed that the existing terms and conditions will continue until January 31, 2021.

For the nine months ended October 31, 2020, the Company recorded and paid interest on these loans totaling \$900,000 (October 31, 2019 - \$2,580,000).

The Company has entered into co-owners' and project participation agreements with PWO Investments Ltd., a wholly owned company of Mr. Peter Wall, a significant shareholder of the Company, and BJW Investments Ltd., a wholly owned company of Mr. Bruno Wall, the President of the Company, (collectively referred to as the "Wall Equity Companies"), with respect to certain properties under development for sale.

The Wall Equity Companies have collectively provided up to 25% of the equity to finance such properties. In fiscal 2005, the Company amended its compensation plan and the project participation agreement to reduce the amount of compensation that Peter Wall and Bruno Wall receive from the Company and to increase by a corresponding amount the consideration which the Wall Equity Companies may receive pursuant to the project participation agreement, up to a maximum of 40%. The amendments do not directly or indirectly increase the Company's liabilities, obligations, or costs. Non-controlling interest at October 31, 2020 includes \$5,581,045 (January 31, 2020 - \$6,427,372) relating to these agreements with the Wall Equity Companies.

All other agreements entered into with any related party will be based on a profit share in proportion to their capital investment in the respective projects. These agreements include the following three projects:

1. The Company has a 28.6% interest in a property located in North Vancouver, B.C. for the Trails project and will guarantee all loans incurred in respect of the property and development. The other investors in this property include a wholly owned company of Mr. Bruno Wall, the President of the

Company, and a wholly owned company of Mr. Michael Redekop, a director of the Company, which in aggregate comprise an 18.60% interest in this property. All the other remaining investors are arm's length with the Company.

At October 31, 2020, non-controlling interests relating to this project totaled \$47,357,530 (January 31, 2020 - \$56,838,875), and includes the interest held by Mr. Bruno Wall's company in the amount of \$9,530,659 (January 31, 2020 - \$11,367,775), and by Mr. Michael Redekop's company in the amount of \$2,859,198 (January 31, 2020 - \$3,410,333).

2. As discussed under "Development Properties" in this MD&A, a wholly owned company of Mr. Bruno Wall holds a 25% interest in the Ivy on the Park project on leased land at the University of British Columbia.

As at October 31, 2020, this interest represents \$4,285,311 (January 31, 2020 - \$4,283,357) in non-controlling interests.

3. The Company, through a partnership, intends to jointly redevelop a property located in Vancouver, British Columbia with a wholly owned company of Mr. Bruno Wall, which owns a 50% interest.

As at October 31, 2020, non-controlling interest, comprised of the interest held by a wholly owned company of Mr. Bruno Wall, totaled \$8,066,888 (January 31, 2020 - \$7,802,0646).

In February 2016, the Company leased premises at the Sheraton Wall Centre Hotel (the "Premise") to 1062682 BC Ltd. (the "Tenant"), a wholly owned company of Mr. Peter Wall, for a term of 10 years commencing on April 1, 2016. Under this agreement, the Tenant pays a base rent of \$14,286 per month. The Tenant is responsible for its operating costs, while the Company is responsible for property taxes and utilities in respect of the Premise.

In the normal course of its business activities, the Company sells individual condominium units in properties held-for-sale to significant shareholders, directors, and officers on similar terms as sales to unrelated parties. As at October 31, 2020, the total value of the condominium units, in properties under development for sale under contract to shareholders, directors, and officers to be received upon closing is \$959,900 (January 31, 2020 - \$3,024,800).

For the nine months ended October 31, 2020, the Company sold a condominium unit to an officer of the Company for aggregate gross proceeds of \$1,139,900 (October 30, 2019 - \$799,900).

These transactions are in the normal course of business and are measured at the exchange amount of consideration established and agreed to by the related parties. In management's opinion, the exchange amount approximates fair market value.

## CAPITAL MANAGEMENT

The Company's primary objective when managing capital is to provide financial capacity and flexibility to meet its strategic objectives.

The Company's liquidity needs are for development costs, potential property acquisitions, scheduled debt maturities and non-recurring capital expenditures. The Company's strategy is to meet these needs with one or more of the following: cash flow from operations; credit facilities; and refinancing opportunities.

The following schedule details the components of the Company's capital as at October 31, 2020 and as at January 31, 2020:

|                             | October 31, 2020      | January 31, 2020      |
|-----------------------------|-----------------------|-----------------------|
| Liabilities:                |                       |                       |
| Bank and other indebtedness | \$ 245,125,455        | \$ 272,581,865        |
| Loans from shareholder      | 20,000,000            | 20,000,000            |
| Mortgages payable           | 366,384,228           | 352,527,442           |
| Shareholders' equity:       |                       |                       |
| Share capital               | 24,099,401            | 24,099,401            |
| Non-controlling interest    | 74,165,084            | 77,826,535            |
| <b>Total capital</b>        | <b>\$ 729,774,168</b> | <b>\$ 747,035,243</b> |

The Company is subject to covenants on some of its credit facilities, which are monitored on an ongoing basis. The Company is in compliance with all of its covenants.

## **OUTLOOK FOR OPERATING CONDITIONS**

### **Rental Apartments**

Our operations remain relatively stable with vacancy and bad debt losses at approximately 4.5 to 5.0% with the majority of the losses continuing to originate from our higher rent buildings. The government has prohibited any rent increases for existing tenants until July 2021. We anticipate slightly higher vacancy losses over the next two to three quarters.

Most commercial tenants are now open and paying rent.

### **Hotel Operations**

Room rates and occupancy rates began declining again in October in both properties. We expect this trend to continue until the spring of 2021. We continue to take advantage of the Canada Emergency Wage Subsidy program, primarily to keep our sales team in place.

Our lenders have been supportive with regard to temporary deferral of principal payments and renegotiation of cash flow coverage requirements.

### **Development Properties**

The "Ivy on the Park" development is our only project under active construction and we anticipate completion in January 2021.

At Trails phase 1A, we have completed the sale of 27 of 31 units with one unit scheduled to close in January 2021. We are marketing the remaining 3 finished and unsold units.

We received development approval for Phase 2B and expect approval of Phase 2A in February 2021. The intent is to build these out as 148 strata rental units. Construction of Phase 2B will commence in January 2021.

We continue to work through the approval process for our various proposed projects in Vancouver; the rezoning application for our Cambie and 43rd development should be reviewed by City Council in March or April 2021.

## Financing

The Company's credit facilities are generally in good standing with our hotel lenders providing relief on mortgage principal payments and forbearance on debt coverage requirements. We have negotiated reduced rate financing on some of our rental properties and are taking advantage of property tax payment deferrals as permitted.

## NON-STANDARD MEASURES

Throughout this MD&A, we refer to terms that are not specifically defined in the CICA Handbook and do not have any standardized meaning prescribed by IFRS. These non-standard measures may not be comparable to similar measures presented by other companies.

We believe these non-standard measures are useful in assisting investors in understanding components of our financial results. The non-standard terms that are referred to in this MD&A are defined below.

**ADR** = average daily rate, which represents the average rental income per paid occupied room in a given time period. ADR is calculated by dividing the rooms revenue earned by the number of rooms sold.

**Gross margin** = gross revenues less cost of sales and operating expenses.

**Occupancy (%)** = calculated by dividing the total number of rooms occupied by the total number of rooms available.

**Revenue and other income** = gross revenue plus earnings from investments in joint ventures and investment and other income.