



# WALL FINANCIAL CORPORATION

2022 ANNUAL REPORT



Wall Financial Corporation was incorporated under the laws of British Columbia in 1969. The Company is focused on the development, acquisition, and management of residential and commercial income producing properties, the development and sale of single and multi-family housing, and the development and management of hotel properties. All of the Company's current activities are concentrated in Metro Vancouver and the Lower Mainland. The total Company portfolio as at April 14, 2022 contains 1,406 residential and commercial units and 934 hotel rooms.

## 5 Year Comparison

Years ended January 31

	2022	2021	2020	2019	2017
<b>Income Statement</b>					
Revenue and other income	\$ 241,546,354	\$ 192,275,230	\$ 478,385,362	\$ 453,880,434	\$ 295,936,507
Cost of sales and expenses	181,876,162	150,968,536	267,775,908	331,168,760	245,877,672
Earnings before income taxes	30,232,510	3,846,556	168,610,482	83,605,048	20,482,851
Net earnings attributable to owners of the Company	14,614,710	544,293	122,456,489	54,982,639	12,426,057
Earnings per share	\$ 0.45	\$ 0.02	\$ 3.61	\$ 1.62	\$ 0.37
Earnings before depreciation, interest, income taxes, & non-controlling interest	56,584,012	38,002,803	206,143,000	118,560,609	46,563,929
Per share	\$ 1.73	\$ 1.12	\$ 6.07	\$ 3.49	\$ 1.37
<b>Balance Sheet</b>					
Total assets	\$ 874,063,426	\$ 973,493,565	\$1,051,671,420	\$1,244,788,463	\$1,316,007,993
Investment properties	564,061,458	461,364,920	464,590,635	468,753,484	434,467,031
Property, plant and equipment	113,600,247	120,308,292	127,775,220	134,015,051	137,157,027
Properties under development for sale	153,341,932	306,556,574	350,745,309	456,605,711	495,295,605
Fixed rate indebtedness	303,752,234	283,819,108	340,594,490	299,672,250	228,200,245
Floating rate indebtedness	272,144,177	329,387,821	310,882,654	575,016,158	709,026,999
<b>Shareholders' Equity</b>					
Book value	\$ 185,079,528	\$ 192,697,652	\$ 189,628,990	\$ 135,079,231	\$ 114,049,957
Book value market price (per share)	\$ 5.66	\$ 5.68	\$ 5.58	\$ 3.98	\$ 3.36
Common share market price					
High	\$ 21.00	\$ 37.90	\$ 38.95	\$ 29.85	\$ 25.47
Low	\$ 13.89	\$ 15.01	\$ 21.21	\$ 22.09	\$ 18.81
Dividends paid	\$ -	\$ -	\$ 67,906,730	\$ 33,953,365	\$ 16,976,683
Dividends paid per share	\$ -	\$ -	\$ 2.00	\$ 1.00	\$ 0.50
<b>Operations</b>					
Number of rental units	1,406	1,400	1,400	1,400	1,400
Number of hotel rooms	934	934	934	934	934

The Company's operations for the year ended January 31, 2022 resulted in net earnings attributable to the shareholders of \$14,614,710 or \$0.45 per share as compared to \$544,293 or \$0.02 per share in the previous year. This increase is due primarily to improved results from the rental apartments, condominium sale closings at Ivy on the Park and a slight performance improvement in hotel operations.

With the gradual lifting of travel restrictions in the third and fourth quarters of this past year, hotel revenue began to improve and we were fortunate enough to recall most of our furloughed associates. This yielded positive results in the first months of this year as we were able to fully open all guest rooms to accommodate a surge in bookings. Present indications are that the "return to travel" trend will be sustained for this year though future corporate and association group bookings are still slow to materialize.

Rental apartment operations experienced a good year of revenue growth and reduced vacancy losses allowing us to resume unit renovations upon tenant turnover and re-lease at the current, improved market rates.

We are making good progress on approvals for our various development sites throughout Metro Vancouver which will result in opportunities for growth.

A handwritten signature in black ink, appearing to read 'Bruno Wall', written in a cursive style.

Bruno Wall  
President  
April 14, 2022



**WALL FINANCIAL CORPORATION**

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

**YEAR ENDED JANUARY 31, 2022**

**April 14, 2022**



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

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This Management's Discussion and Analysis of Financial Conditions and Results of Operations ("MD&A") of Wall Financial Corporation (the "Company", "we", or "us") includes material financial information as of April 14, 2022. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended January 31, 2022 and 2021 (the "Financial Statements"), prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. Historical results, including trends which might appear, should not be taken as indicative of future operations or results.

All amounts presented in this MD&A are in Canadian dollars.

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 April 14, 2022.

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 anticipated changes in revenue from operations, timing for commencement and completion of construction projects and renovations, the Company's policy to 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, increases in demand for rental housing and the resulting impact on vacancies and rent, anticipated increasing operating costs, the Company having sufficient sources of liquidity to cover its cash obligations, the Company being able to convert loans repayable on demand into long-term, capital expenditures and investments, property acquisitions, development plans, outlook with respect to financing availability and operating and financial conditions, undrawn available general corporate credit facilities positioning the Company to weather the COVID-19 pandemic, plans to make the necessary capital and operating expenditures to facilitate compliance with environmental laws and other requirements and the impact of those expenditures, providing financial capacity and flexibility to meet the Company's strategic objectives, 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, credit requirements for the current fiscal year, continual evaluation and modification of disclosure controls and procedures and internal controls over financial reporting, anticipated improvement in occupancy rates and

forward bookings, and the Company's outlook for operating conditions including 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, national and international economic forces and conditions, 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, successfully 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 changes in market and economic conditions as a result of the ongoing 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 which follows 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 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 EVENTS**

### **Assets Held for Sale**

As at January 31, 2022, the Company classified an investment property with a carrying value of \$43,460,555 as assets held for sale. Liabilities associated with assets held for sale is comprised of a deposit of \$7,500,000 and an extension fee of \$1,000,000 paid by the purchaser. On March 4, 2022, the property sold for gross proceeds of \$76,000,000.

### **Continuing Impact from COVID-19 in the Hospitality Sector**

The outbreak of COVID-19 in March 2020 resulted in governments enacting measures including travel restrictions and social distancing. These measures significantly impacted the Company's operations, most prominently, its hotel operations.

At the onset of COVID-19, the Company implemented cost reduction programs including the closure of one of the two towers at one of its hotels in Vancouver, the furlough of staff, a reduction to senior management salaries, and the reduction of expenses to preserve cashflow. During the first half of the year ended January 31, 2022, the Company's hotel operations continued to experience a decline in guest bookings. During the second half of the year, the Company fully reopened its hotels and brought back previously furloughed staff. Occupancy level have improved but are not yet at the levels before COVID-19.

## **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. At present, the Company owns and manages 934 hotel units (188 at the Westin Wall Centre, Vancouver Airport, and 746 at the Sheraton Vancouver Wall Centre). It also owns and manages 1,406 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 January 31, 2022: Eagle Mountain subdivision in Abbotsford, B.C.; the Ivy on the Park ("Ivy on the Park") project next to the University of British Columbia in Vancouver, B.C.; and the Trails project in the City of North Vancouver, B.C.

### **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. A description of some 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, the following factors could pose a threat to our ongoing business operations: 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.

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. Over the past year, vacancy rates have decreased and rents are increasing on unit turnover. Operating costs such as property taxes, utilities, and insurance are increasing.

### ***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 approvals 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 proposed 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 ongoing 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 ongoing 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 its 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 mitigates 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's insurance is subject to certain policy limits, deductibles and self-insurance arrangements. The Company 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 months and for the years ended January 31, 2022, 2021, and 2020:

Statements of Earnings	Three months ended January 31			Year ended January 31		
	2022	2021	2020	2022	2021	2020
Total revenue and other income	\$ 29,566,882	\$ 108,169,328	\$ 32,115,807	\$ 241,546,354	\$ 192,275,230	\$ 478,385,362
Net earnings (loss) attributable to shareholders of the Company	\$ 729,736	\$ 6,042,742	\$ 3,461,842	14,614,710	544,293	122,456,789
Earnings (loss) per share (diluted and non-diluted)	\$ 0.03	\$ 0.18	\$ 0.10	\$ 0.45	\$ 0.02	\$ 3.61

  

Statements of Financial Position	January 31, 2022	January 31, 2021	January 31, 2020
Total assets	\$ 874,063,426	\$ 973,493,565	\$ 1,051,671,420
Total non-current liabilities	\$ 277,821,380	\$ 260,243,086	\$ 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. In addition, the COVID-19 pandemic has had a significant negative impact on the Company's hotel operations. 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 (investment properties), the development and sale of residential housing (referred to as development properties), and the ownership and management of hotel properties (property, plant and equipment).

The charts below show the Company's property holdings at January 31, 2022 and revenue derived from such segments for the year ended January 31, 2022.



Revenues	Three months ended January 31		Year ended January 31	
	2022	2021	2022	2021
Investment properties (Rental)	\$ 9,624,056	\$ 8,925,702	\$ 36,860,385	\$ 35,023,993
Property, plant, & equipment (Hotel)	8,443,681	2,081,798	29,351,337	15,394,607
	18,067,737	11,007,500	66,211,722	50,418,600
Properties under development for sale	11,402,960	96,976,545	174,837,052	141,139,840
	\$ 29,470,697	\$ 107,984,045	\$ 241,048,774	\$ 191,558,440

Earnings (loss) before income taxes and non-controlling interest	Three months ended January 31		Year ended January 31	
	2022	2021	2022	2021
Investment properties (Rental)	\$ 1,970,303	\$ 1,600,276	\$ 9,116,398	\$ 4,316,719
Property, plant, & equipment (Hotel)	(1,481,411)	(2,340,540)	(2,453,262)	(9,213,816)
	488,892	(740,264)	6,663,136	(4,897,097)
Properties under development for sale	2,474,558	14,736,364	27,021,131	15,280,661
Corporate expenses	(1,207,796)	(1,179,062)	(3,451,757)	(6,537,008)
	\$ 1,755,654	\$ 12,817,038	\$ 30,232,510	\$ 3,846,556

## DISCUSSION OF OPERATIONS

For the three months ended January 31, 2022, the Company earned revenues of \$29,470,697 (2021 – \$107,984,045) with a gross margin<sup>1</sup> of 9,466,500 (2021 - \$20,727,849). For the year ended January 31, 2022, the Company earned revenues of \$241,048,774 (2021 – \$191,558,040) with a gross margin<sup>1</sup> of \$59,172,612 (2021 – \$40,589,905).

During the three months ended January 31, 2022, the Company closed on the sale of 10 units at Ivy on the Park. During the year ended January 31, 2022, the Company closed on the sale of 130 units at Ivy on the Park, seven lots at the Eagle Mountain project in Abbotsford, B.C. and the remaining two commercial units at Strathcona Village project in Vancouver, B.C. Revenues and gross margins in the current period were higher than the prior period mainly due to sales at Ivy on the Park.

<sup>1</sup> Gross margin is a non-IFRS financial measure under National Instrument 52-112 – Non-GAAP and Other Financial Measures Disclosure. Gross margin is not a standardized financial measure under IFRS and may not be comparable to similar financial measures disclosed by other issuers. Gross margin means gross revenues less cost of sales and operating expenses. Gross margin can be calculated by taking revenue and subtracting cost of sales and operating expenses, which are directly disclosed on the Company's Financial Statements. Management believes that this measure is useful for investors to evaluate the Company's performance. Refer to the discussion of non-IFRS measures on this MD&A.

General and administrative costs for the three months and year ended January 31, 2022 were \$1,087,761 and \$3,086,180, respectively (2021 - \$1,276,007 and \$3,303,891). The costs are lower than the prior period due to cost saving measures 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 years ending January 31, 2022 and 2021, the Company was eligible for \$7,221,886 (2021 - \$4,937,837) in government assistance from COVID-19 relief programs including the Canada Emergency Wage Subsidy, the Canada Emergency Rent Subsidy, and the Tourism and Hospitality Recovery Program, of which \$2,265,216 was receivable as at January 31, 2022 (2021 - \$883,761). Of the total amount, \$6,960,709 (2021 - \$4,739,018) was recorded in the statements of earnings as a reduction to cost of sales and operating expenses. The Company recognizes government assistance when there is reasonable assurance that the entity complies with the conditions attached to them and the grants will be received.

Depreciation and amortization expense for the three months and year ended January 31, 2022 was \$3,855,818 and \$15,318,589, respectively (2021 - \$4,005,441 and \$18,127,552). The decrease is attributable to the full depreciation of furniture, fixtures and equipment at a number of the Company's rental properties over the last year as well as the amortization of the Company's sales centre costs at the Ivy on the Park project in the prior year. The basis of depreciation for furniture, fixtures and equipment is straight-line over two to seven years.

Investment and other income for three months and year ended January 31, 2022 was \$96,185 and \$497,580 (2021 - \$185,283 and \$716,790). 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.

Finance expense for the three months and year ended January 31, 2022 was \$2,863,452 and \$11,032,913, respectively (2021 - \$2,921,678 and \$12,560,331). Finance expense for the three months ended January 31, 2022 includes interest expense of \$4,139,093 (2021 - \$3,969,537) less interest of \$1,399,112 (2021 - \$1,047,859) capitalized to the development projects. Finance expense for the year ended January 31, 2022 includes interest expense of \$16,433,063 (2021 - \$22,960,456) less interest of \$6,042,444 (2021 - \$10,400,126) capitalized to the development projects. Finance expense for the year ended January 31, 2022 is lower than the prior period due to the combination of lower interest rates and lower average level of outstanding debt.

During the year ended January 31, 2021, the Company used 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 interest 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 \$3,468,364 was recorded on the statements of earnings for year ended January 31, 2021. All interest rate swaps were terminated during the year ended January 31, 2021.

## **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 Income	Net Earnings (Loss)*	Per Share**
January 31, 2022	\$ 29,566,882	\$ 729,736	\$ 0.03
October 31, 2021	30,322,631	1,716,668	0.05
July 31, 2021	64,635,819	5,843,084	0.18
April 30, 2021	117,277,126	6,331,468	0.19
January 31, 2021	108,169,328	6,042,742	0.18
October 31, 2020	20,335,199	(115,570)	-
July 31, 2020	25,025,451	(1,506,193)	(0.04)
April 30, 2020	38,745,252	(3,876,686)	(0.11)

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 July 31, 2021, April 30, 2021 and January 31, 2021 were greater than the other quarters due mainly to the closing of residential condominium units at the Company's development projects: July 31, 2021 - 30 units at the Ivy on the Park project and 2 units at Eagle Mountain; April 30, 2021 - 81 units at the Ivy on the Park project and 5 units at Eagle Mountain; January 31, 2021 - 81 units at the Ivy on the Park project and 3 units at Eagle Mountain.

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.

## **REVENUE-PRODUCING PROPERTIES**

### **Residential and Commercial Rentals**

As at January 31, 2022, the Company owned and managed 1,392 residential units and 14 commercial units in 14 properties in Metro Vancouver.

Combined revenues from the residential and commercial rental units were \$9,624,056 (2021 - \$8,925,702) for the three months ended January 31, 2022 with net earnings of \$1,970,303 (2021 - \$1,600,276). For the year ended January 31, 2022, revenues from rental operations were \$36,860,385 (2021 - \$35,023,993) with net earnings of \$9,116,398 (2021 - \$4,316,719).

<sup>2</sup> Revenue and other income is a non-IFRS financial measure under National Instrument 52-112 – Non-GAAP and Other Financial Measures Disclosure. Revenue and other income is not a standardized financial measure under IFRS and may not be comparable to similar financial measures disclosed by other issuers. Revenue and other income means gross revenue plus investment and other income. Revenue and other income can be calculated by taking revenue and adding investment and other income which is directly disclosed in the Company's Financial Statements. Management believes that this measure is useful for investors to evaluate the Company's performance, its ability to generate cash flows and its financial condition.

All residential units are leased primarily for a one-year term and all residential 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 on tenant turnover or on the anniversary date of each tenant's date of occupancy. Effective January 1, 2022, the provincial government confirmed that rent increases of 1.50% may be issued.

### **Acquisitions and Dispositions**

During the three months ended January 31, 2022, 3 units in the Shannon Wall Centre Kerrisdale Phase 2 project with a carrying amount of \$1,993,385 were reclassified to revenue producing properties from properties under development.

During the year ended January 31, 2022, the Company acquired a commercial property located at 1290 Hornby Street in Vancouver for \$45,000,000 and three commercial strata lots for \$4,428,000.

During the year ended January 31, 2022, the property representing Phase 2 at Trails North Vancouver with a carrying amount of \$50,334,411 was reclassified to revenue producing properties out of properties under development.

As at January 31, 2022, a property located in Vancouver with a carrying value of \$43,460,555 was classified as assets held for sale. On March 4, 2022, the property sold for gross proceeds of \$76,000,000.

During the year ended January 31, 2021, the Company acquired two condominium units at a property located at 1050 Burrard Street in downtown Vancouver, B.C. at a cost 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 combined revenues for the hotel properties for the three months and year ended January 31, 2022 were \$8,443,681 (2021 - \$2,081,798) and \$29,351,337 (2021 - \$15,394,607), respectively. The combined net loss for the three months ended January 31, 2022 before income taxes from hotel operations was \$1,481,411 (2021 - \$2,340,540). For the year ended January 31, 2022, loss before income taxes from hotel operations was \$2,453,262 (2021 - \$9,213,816)

The Wall Centre Downtown is the largest single hotel property in British Columbia with 746 guestrooms and 45,000 sq. ft. of meeting space. Since the World Health Organization's declaration of the COVID-19 virus as a pandemic, current and future hotel bookings have decreased significantly but are improving. During the three months ended January 31, 2022, revenues were \$6,491,885 (2021 - \$1,533,660) with occupancy<sup>3</sup> of 40.4% (2021 - 7.0%) and an average daily rate ("ADR")<sup>4</sup> of \$146 (2021 - \$129). During the year ended January 31, 2022, revenues were \$20,181,351 (2021 - \$12,023,095) with occupancy of 31.5% (2021 - 14.1%) and an ADR of \$153 (2021 - \$171).

The Wall Centre Richmond is located near the Vancouver International Airport and consists of 188 guestrooms and 9,900 sq. ft. of meeting space. During the three months ended January 31, 2022, revenues were \$1,951,796 (2021 - \$548,138) with occupancy of 58.9% (2021 - 18.2%) and an ADR of \$157 (2021 - \$142). During

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<sup>3</sup> Occupancy (%) is calculated by dividing the total number of rooms occupied by the total number of rooms available.

<sup>4</sup> ADR is the average daily rate, which represents the average rental income per paid occupied room in a given time period. ADR is calculated by dividing the room revenue earned by the numbers of rooms sold.

the year ended January 31, 2022, revenues were \$9,169,986 (2021 - \$3,371,512) with occupancy of 52.8% (2021 - 22.5%) and an ADR of \$213 (2021 - \$167). Part of the increase in revenue at this property is attributable in part to the government mandated hotel quarantine program, which ended in mid-2021.

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 have a direct and indirect impact on the hotel operations.

At the onset of the COVID-19 pandemic, the Company enacted cost reduction programs, which included 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 also deferred significant capital improvement projects, and applied for and accessed various government programs. During the quarter ended October 31, 2021, the Company re-opened all facilities at the Wall Centre Downtown and brought back the majority of the furloughed staff. The Company is refreshing the hotels and working to secure future business while maximizing government assistance to reduce costs. The Company is well capitalized to weather the pandemic with \$135,585,000 in undrawn available general corporate credit facilities.

## **DEVELOPMENT PROPERTIES**

The asset value of properties under development for sale decreased from \$306,556,574 at January 31, 2021 to \$153,341,932 as at January 31, 2022. Cost of sales for closings totaling \$124,837,069 and a transfer of a properties into investment properties at a carrying value of \$52,327,796 were offset by development costs totaling \$23,960,593.

During the three months ended January 31, 2022, the Company closed on the sale of 10 units at Ivy on the Park. During the year ended January 31, 2022, the Company closed on the sale of 130 units at Ivy on the Park, seven lots at the Eagle Mountain project and the remaining two commercial units at Strathcona Village project in Vancouver, BC. Revenues and gross margins in the current period were higher than the prior period mainly due to sales at Ivy on the Park.

Earnings before taxes from properties under development for the three months and year ended January 31, 2022 were \$2,474,558 (2021 - 14,736,364) and \$27,021,131 (2021 - \$15,280,661). All of the closings in the current year generated a positive gross margin whereas the closings for the Trails project in the prior year generated a negative gross margin.

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Properties Under Development Completed Over the Past Three Fiscal Years:

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Project	Description	Fiscal Year
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 and 18 commercial units have closed.	2019
Wall Centre Central Park	A four-tower project consisting of 1,060 residential units located in Vancouver, B.C. 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 57 <sup>th</sup> and Granville Street in Vancouver, BC.  As at April 14, 2022, 318 of the units have been closed. The remaining three units are all currently rented. The carrying value of these units have been transferred to Investment Properties.	2019

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**Projects Under Active Development**

The Company has three projects under active development as at January 31, 2022:

Project	Description	Estimated Cost to Complete
Eagle Mountain	<p>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.</p> <p>There are 74 lots in Phases 7 and 8 of which 66 can be sold. Of the 66 lots, 65 sales have closed and one is unsold.</p> <p>A rezoning application has been submitted for the final phase which proposes approximately 44 single family building lots in addition to the 262 noted above.</p>	<p>\$225,000</p> <p>(Phase 7/8)</p>
Trails North Vancouver	<p>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 purchased a 28.57% interest in the property and guarantees all loans incurred in respect of the property. On February 4, 2022, the Company purchased an additional 14.29% interest in for \$5,600,000 bringing the Company's total interest to 42.86%. Development and construction will be conducted in several phases.</p> <p>The first phase consists of 31 townhome and low-rise residential units. 30 units have closed and the remaining unit will be used as a sales centre for subsequent phases.</p> <p>On January 19, 2021, the Company purchased an additional 28.6% interest in Phase 2 for a gross purchase price of \$8,065,276. Phase 2 is being developed as two strata rental properties.</p> <p>Construction of the first strata rental property consisting of 104 units commenced in March 2021 and is expected to complete in August 2022.</p> <p>As this property will be held to earn rental income, the carrying value has been transferred to Investment Properties.</p>	<p>\$250,000</p> <p>(Phase 1A)</p> <p>\$15,027,000</p> <p>(Phase 2B)</p>
Ivy on the Park	<p>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.</p> <p>As at April 14, 2022, 220 of the 226 units have been sold with 216 sales closed.</p>	<p>\$229,000</p>

### **Acquisitions and Dispositions**

During the year ended January 31, 2022, the Company purchased an additional parcel of land at Trails North Vancouver for \$2,400,000.

### **INVESTMENTS**

There are no significant changes in investment activities or investment strategies for the year ended January 31, 2022.

### **BANK INDEBTEDNESS AND CREDIT FACILITIES**

As at January 31, 2022 and 2021, the Company was either in compliance with or had received accommodations from lenders with respect to its related loan covenants.

#### **Properties Under Development**

At January 31, 2022, the Company has borrowed \$50,569,609 (January 31, 2021 - \$158,135,002) on available construction financing facilities in the form of Canadian dollar prime rate loans and bankers' acceptances. The maximum available funding under such facilities is \$50,569,609 (January 31, 2021 - \$166,825,000). The decrease in borrowings and credit facilities is primarily due to the repayment of construction financing on the Company's Ivy on the Park project.

The credit facilities are secured by first mortgages and insurance proceeds on the related properties under development. The borrowings are due on demand.

#### **Investment Properties**

At January 31, 2022, the Company has borrowed \$119,437,038 (2021 - \$100,000) on available credit and construction financing facilities in the form of Canadian dollar prime rate loans and bankers' acceptances. The maximum available funding under such facilities is \$136,195,000 (2021 - \$45,100,000). The increase in borrowings and credit facilities is primarily due new construction financing for the Company's Trails North Vancouver Phase 2B rental development and a new credit facility for the commercial property on 1290 Hornby Street in Vancouver.

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.

#### **General Corporate Debt**

The Company's general corporate borrowings increased from \$15,778,997 at January 31, 2021 to \$17,448,539 at January 31, 2022. These facilities are made available by way of lines of credit with a maximum available aggregate amount of \$153,033,000 (2021 - \$161,909,000).

This 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.

During the year ended January 31, 2021, a mark-to-market loss in the fair value of an interest rate swap of \$975,679 was recorded in finance costs in the statements of earnings. On September 3, 2020, the Company terminated \$50,000,000 of an original interest rate swap of \$75,000,000 at a cost of \$655,500 and repaid \$50,000,000 of the loan. On November 2, 2020 the balance of the interest rate swap of \$25,000,000 was terminated at a cost of \$282,905 and the loan repaid in full.

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## MORTGAGES PAYABLE

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

Mortgages payable net of deferred financing fees increased from \$364,313,874 at January 31, 2021 to \$360,530,394 at January 31, 2022. All mortgages are secured by first charges over the Company's investment properties and property, plant and equipment as well as an assignment of rents and insurance proceeds.

### Investment Properties

Mortgages payable on investment properties increased from \$263,819,108 at January 31, 2021 to \$283,752,234 at January 31, 2022. This increase is attributable to refinancing three rental properties which generated proceeds totaling \$26,568,416 offset by principal payments made during the period. At January 31, 2022 and 2021, these mortgages bear interest at fixed rates ranging from 1.48% to 3.23%.

### Property, Plant and Equipment

Mortgages payable on property, plant and equipment decreased from \$107,373,822 as at January 31, 2021 to \$84,688,990 at January 31, 2022. This decrease is primarily attributable to the Company exercising the option to temporarily reduce the loan balance by \$20,000,000. On March 7, 2022, the Company paid down an additional \$10,000,000. The loan can be re-drawn up to \$30,000,000 at any time but not after January 31, 2023. As at January 31, 2022, this mortgage bears interest at 2.65% (2021 - 2.66%).

During the year ended January 31, 2021, a mark-to-market loss in the fair value of an interest rate swap of \$2,492,685 was recorded in finance costs in the statements of earnings. On November 10, 2020, these interest rate swaps were terminated at a cost of \$2,983,940.

## 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 January 31, 2022, the estimated costs to complete properties under construction are approximately \$15,784,000 (2021 - \$5,816,000). These costs predominantly reflect construction expenditures for the development projects.

## LIQUIDITY AND FINANCIAL CONDITION

Cash and cash equivalents increased \$2,150,721 from \$17,963,096 at January 31, 2021 to \$20,113,817 at January 31, 2022.

Net cash provided by operating activities for the year ended January 31, 2022 was \$141,637,932 (2021 - \$4,067,777). Condominium unit and lot sale closings in the year ended January 31, 2022 resulted in the recovery of costs totaling \$124,837,069 (2021 - \$103,034,747) and a reduction of deposits held in trust on real estate sales of \$37,425,778 (2021 - increase of \$33,532,671). The increase in cash was offset by a decrease in deposits payable of \$26,490,873 (2021 - \$20,739,502). During the year ended January 31, 2022, the Company paid interest of \$16,433,063 (2021 - \$22,580,987) and paid income taxes of \$17,142,435 (2021 - \$12,299,044).

Cash used in financing activities for the year ended January 31, 2022 was \$82,627,201 primarily due to the repayment of loans from shareholder of \$48,000,000 and the share purchase of \$24,000,000. Bank and other

indebtedness increased by \$13,441,187 which consisted of an increase in general corporate debt of \$1,669,542, increase in debt on investment properties by \$119,337,038 offset by a decrease in construction financing for properties under development of \$107,565,393. Other financing activities during the year ended January 31, 2022 included the refinancing of three rental properties for proceeds of \$26,568,416 and reduction of the mortgage payable on property, plant and equipment of \$20,000,000. Cash used in financing activities for the year ended January 31, 2021 was \$32,107,532, primarily due to the repayment of bank indebtedness and mortgages payable totaling \$129,849,285 offset by proceeds from mortgage payable of \$43,579,072 and proceeds from shareholder loans of \$48,000,000.

## **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 January 31, 2022 was 32,453,365 (2021 – 33,953,365).

On March 17, 2021, the Company repurchased 1,500,000 common shares of the Company (the "Common Shares") or approximately 4.42% of the 33,953,365 Common Shares that were then issued and outstanding. The purchase price was \$24,000,000, or \$16.00 per Common Share. Of the total, 1,100,000 Common Shares were cancelled on March 24, 2021 and the balance on April 8, 2021.

The repurchase and cancellation was made as an exempt issuer bid pursuant to section 4.7 National Instrument 62-104 - Take-Over Bids and Issuer Bids ("NI 62-104"). The price per Common Share was calculated to comply with the requirements of section 1.11 of NI 62-104.

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.

During the years ended January 31, 2022 and 2021, no options were granted; 1,310,000 common shares are available for future issuance under the Stock Option Plan.

## **DIVIDENDS**

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. Given the reduction of the earnings from the hotel operations due to the negative impact of COVID - 19 on the travel and tourism industry, no dividends were paid or approved during the years ended January 31, 2022 and 2021.

## **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 3 of the 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 January 31, 2022:

- (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 year ended January 31, 2022, 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 January 31, 2022, the Company's financial assets and liabilities consisted primarily of cash and cash equivalents, amounts receivable, deposits held in trust, notes receivable, accounts payable and accrued liabilities, mortgages payable, deposits on real estate sales, due to related party, loans from shareholders, and bank and other indebtedness. 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, notes receivable, due to related party, deposits on real estate sales, accounts payable and accrued liabilities generally approximate their fair values due to their short-term nature. 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 January 31, 2022 was \$367,500,000 (2021 - \$381,127,000).

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 at January 31, 2022, management has determined that every 1% increase or decrease in the applicable interest rates results in a corresponding \$2,380,000 decrease or increase in the Company's annual earnings before income taxes.

The Company used interest rate swap contracts to effectively fix the interest rate on certain bank indebtedness and mortgages payable during the year ended January 31, 2021. As hedge accounting was not applied, the contracts were 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 was 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 year ended January 31, 2021, a mark-to-market loss in the fair value of the interest rate swap of \$3,468,364 was recorded in the statement of earnings. All interest swaps were terminated during the year ended January 31, 2021 as part of the Company's strategy to access refinancing at lower interest rates. The total mark- to-market liabilities were discharged and termination fees totaling \$3,922,345 were paid during the year ended January 31, 2021.

### **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.

A centralized treasury function ensures that the Company maintains funding flexibility by assessing future cash flow expectations and by maintaining sufficient headroom on its committed borrowing facilities.

The Company's bank and other indebtedness are repayable on demand, which creates a liquidity risk. The Company uses these loans to finance its development operations, and believes it could convert these loans into long term if desired. As at January 31, 2022, the Company was either in compliance with or had received accommodations from lenders with respect to its related loan covenants, has made all required principal repayments, and has generated positive cash flow from its combined rental and hotel operations, which are used to fund interest costs associated with the operating loans.

The following table summarizes the Company's contractual obligations over the next five fiscal years:

As at January 31, 2022	Carrying amount	Total contractual cash flows	Less than one year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 21,463,405	\$ 21,463,405	\$ 21,463,405	\$ -	\$ -
Bank and other indebtedness	187,455,186	187,455,186	187,455,186	-	-
Due to related party	12,000,000	12,000,000	12,000,000	-	-
Loans from shareholder	20,000,000	20,000,000	20,000,000	-	-
Mortgages payable	368,441,224	411,853,687	104,736,710	117,389,536	189,727,441
	\$ 609,359,815	\$ 652,772,278	\$ 345,655,301	\$ 117,389,536	\$ 189,727,441

Based on the performance of the Company to date and the support from its lenders, the Company believes that the liquidity risk described above is manageable and has implemented strategies, including regular monitoring of debt covenants and cash flows in order to support this conclusion.

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

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

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Under IFRS, these letters of credit are disclosed as commitments of the Company and only recorded on the Consolidated Statements of Financial Position if they are drawn upon. As at January 31, 2022, the Company has total outstanding letters of credit of \$16,781,405 (2021 - \$16,028,824).

## **TRANSACTIONS BETWEEN RELATED PARTIES**

As at January 31, 2022, the Company had a loan payable of \$20,000,000 (2021 - \$68,000,000) 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 is due on demand.

During the year ended January 31, 2022, the Company recorded and paid interest on these loans totaling \$1,297,231 (2021 - \$1,278,227).

On April 14, 2022, the Company repaid the \$20,000,000 loan payable due a company owned by Mr. Peter Wall.

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 the fiscal year 2005, the Company amended its compensation plan and the project participation agreement to reduce the amount of compensation that Mr. Peter Wall and Mr. 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 January 31, 2022 includes \$4,004,397 (2021 - \$4,722,200) 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 the Trails project, a property located in North Vancouver, B.C. and will guarantee all loans incurred in respect of the property and its 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 January 31, 2022, non-controlling interests relating to this project excluding Phase 2 totaled \$42,824,260 (2021 - \$42,685,531), and includes the interest held by Mr. Bruno Wall's company in the amount of \$8,564,852 (2021 - \$8,603,192), and by Mr. Michael Redekop's company in the amount of \$2,569,456 (2021 - \$2,580,957).

On February 4, 2022, the Company purchased an additional 14.29% interest in this project excluding Phase 2 for \$5,600,000 bringing the Company's total interest to 42.86%.

On January 19, 2021, the Company purchased an additional 28.6% in the Trails Phase 2 for a gross purchase price of \$7,631,142. The Company's total interest in Trails Phase 2 after this purchase is 57.1%.

At January 31, 2022, non-controlling interests relating to Trails Phase 2 totaled \$1,705,875 (2021 - \$5,369,180), and includes the interest held by Mr. Bruno Wall's company in the amount of \$568,626 (2021 - \$1,789,726), and by Mr. Michael Redekop's company in the amount of \$170,588 (2021 - \$536,918).

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 January 31, 2022, this interest represents \$8,748,432 (2021 - \$7,492,156) in non-controlling interests.

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

On January 21, 2022, the Company acquired the remaining 50% interest in this property bringing the Company's total interest to 100%. On the date of the transaction, the carrying value of the 50% non-controlling interest was \$20,168,532 (2021 - \$20,152,277). The consideration paid included the assumption of a \$12,000,000 demand loan and cash paid of \$6,401,366, totaling \$18,401,366. The difference was recorded as an increase to the Company's retained earnings. The \$12,000,000 loan assumption is recorded as a due to related party as at January 31, 2022. On March 7, 2022, this due to related party was repaid in full.

As at January 31, 2022, a note receivable of \$1,050,000 was due from PWO Investments Ltd., and notes receivable of \$7,012,991 were due from BJW Investments Ltd. In relation to the project participation agreements, on February 2, 2022, the Company made distributions to PWO Investments Ltd. and BJW Investment Ltd. which was settled in full with the notes receivable.

In February 2016, the Company leased premises at the Wall Centre Downtown (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 January 31, 2022 and 2021, 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 nil.

During the year ended January 31, 2021, the Company closed the sale of two condominium unit to officers of the Company for aggregate gross proceeds of \$2,099,800.

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:

	January 31, 2022	January 31, 2021
Liabilities:		
Bank and other indebtedness	\$ 187,455,186	\$ 174,013,999
Loans from shareholder	20,000,000	68,000,000
Due to related party	12,000,000	-
Mortgages payable	360,530,394	364,313,874
Shareholders' equity:		
Share capital	24,099,401	24,099,401
Non-controlling interest	62,384,929	86,006,956
<b>Total capital</b>	<b>\$ 666,469,910</b>	<b>\$ 716,434,230</b>

As at January 31, 2022, the Company was either in compliance with or had received accommodations from lenders with respect to its related loan covenants, has made all required principal repayments, and has generated positive cash flow from its combined rental and hotel operations, which are used to fund interest cost associated with the operating loans.

## OUTLOOK FOR OPERATING CONDITIONS

The declaration of the COVID-19 virus as a pandemic by the World Health Organization on March 11, 2020, and the subsequent governmentally imposed or suggested restrictions globally, domestically and locally have had a significant impact on the Company's hotel business over the past two fiscal years. Now that many restrictions are being lifted, the hotel operations are beginning to improve. Rental apartment operations and development projects have been much less impacted. The situation is dynamic and the ultimate duration of the impacts remain unknown.

### Hotel Operations

Our hotel operations have been most profoundly impacted by the pandemic and we anticipate this will be ongoing at least until May or June, 2022. We continue to benefit from Canada's THRP subsidy program which has been extended to May, 2022. Occupancy rates and forward bookings for the next 4-6 months have recently improved significantly and we anticipate this trend continuing for the rest of the year.

Our lenders remain supportive and have waived debt service covenants; we have repaid some of the debt serviced by the hotels using funds received from development projects and rental apartment re-financing.

### Rental Apartments

We continue to see a notable increase in demand for rental housing resulting in lower vacancies and increasing rents for units as they turnover. Operating costs, especially for insurance, utilities and property tax, continue to increase.

We have re-commenced with renovations to older units upon tenant turnover. There was no new financing activity this past quarter.

### Development Properties

Closings at Ivy on the Park continue with 216 sales closed to date and 220 firm sales in place. Our objective is to sell the remaining units by July 31, 2022.

At Trails, Phase 1B consisting of 48 units, has development permit approval and we expect to commence with construction in May, 2022.

Trails Phase 2B, which consists of 104 strata rental units is under construction with CMHC construction and term financing in place, with completion anticipated by August, 2022.

The Cambie & 43<sup>rd</sup> property was sold as of March 4, 2022.

We continue to work through the approval process for our various proposed projects. The 10 acre site on Hastings in North Burnaby is part of the Lochdale neighbourhood and the community plan for this area is under review and we anticipate approval by July, 2022 after which we can submit for a rezoning application for a mixed use residential and commercial development. At the Crofton property, on West 41st Avenue in Kerrisdale, we plan to submit a rezoning application in late 2022 or early 2023.

The rezoning application for the Hornby & Drake property was submitted in March, 2022 and we anticipate City Council to review it by October, 2022.

### **Financing**

The Company's credit facilities are generally in good standing with our hotel lenders providing forbearance on debt coverage requirements. We have negotiated reduced interest rate financing on some of our rental properties.

### **NON-IFRS MEASURES**

The Company has included certain non-IFRS financial measures throughout this MD&A. Management believes that in addition to conventional measures prepared in accordance with IFRS, investors use these non-financial IFRS measures to evaluate the Company's performance, its ability to generate cash flows and its financial condition. Accordingly, these non-IFRS financial measures are intended to provide additional information and should not be considered in isolation or as a substitute for performance measures prepared in accordance with IFRS. These terms are not recognized under IFRS; as a result, they do not have standardized meanings prescribed by IFRS and may not be comparable to measures used by other issuers in the real estate industry. These non-IFRS financial measures used in this MD&A are defined below.

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

**Revenue and other income** = gross revenue plus investment and other income.

Consolidated Financial Statements of

**WALL FINANCIAL CORPORATION**

And Independent Auditors' Report thereon

Years ended January 31, 2022 and 2021



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## INDEPENDENT AUDITORS' REPORT

To the Shareholders of Wall Financial Corporation:

### ***Opinion***

We have audited the consolidated financial statements of Wall Financial Corporation (the Entity), which comprise:

- the consolidated statements of financial position as at January 31, 2022 and January 31, 2021
- the consolidated statements of earnings and comprehensive income for the years then ended
- the consolidated statements of changes in equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at January 31, 2021 and January 31, 2022, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

### ***Basis for Opinion***

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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



### **Key Audit Matter**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended January 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our auditors' report.

### **Evaluation of the net realizable value of properties under development for sale**

#### **Description of the matter**

We draw attention to Notes 2(e)(i), 3(c) and 6 to the financial statements. The Entity has recorded properties under development for sale at the lower of cost and net realizable value for an amount of \$153,341,932. Net realizable value is the estimated selling price in the ordinary course of business, less cost to complete the development and selling costs. Costs to complete include all direct development costs and capitalized carrying costs related to holding the property under development, including borrowing costs. Significant assumptions in determining the net realizable value of properties under development for sale include estimated selling price and direct development costs to complete the development.

#### **Why the matter is a key audit matter**

We identified the evaluation of the net realizable value of properties under development for sale as a key audit matter. This matter represented an area of significant risk of material misstatement given the magnitude of properties under development for sale and the higher degree of estimation uncertainty underlying the significant assumptions. Therefore, increased audit effort was required to evaluate the Entity's significant assumptions. In addition, significant auditor judgment was required to evaluate the results of our audit procedures due to the sensitivity of the net realizable value of properties under development for sale to minor changes to significant assumptions.

#### **How the matter was addressed in the audit**

The primary procedures we performed to address this key audit matter included the following:

We evaluated the Entity's ability to accurately estimate the estimated selling price and direct development costs to complete the development by comparing the Entity's prior year estimates to actual results for a selection of completed developments.



For a selection of properties under development for sale, we evaluated the Entity's significant assumptions by:

- Comparing estimated selling price to executed pre-sale agreements, to actual prices realized for the Entity's other developments recently completed, and/or against local real estate market outlook reports indicating customer demand and recent pricing trends. We considered features specific to the respective development in making our evaluation.
- Comparing direct development costs to complete the development to the Entity's other similar developments recently completed. We considered features specific to the respective development in making our evaluation.

### ***Other Information***

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions; and
- the information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report".

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditors' report thereon, included in a document likely to be entitled "Annual Report" is expected to be made available to us after the date of this auditors' report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.



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

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditors' report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*KPMG LLP*

Chartered Professional Accountants

The engagement partner on the audit resulting in this auditors' report is Daniel Nipp.

Vancouver, Canada  
April 14, 2022

# WALL FINANCIAL CORPORATION

Consolidated Statements of Financial Position

January 31, 2022 and 2021

	2022	2021
<b>Assets</b>		
Investment properties (note 4)	\$ 520,600,903	\$ 461,364,920
Property, plant and equipment (note 5)	113,600,247	120,308,292
Properties under development for sale (note 6)	113,387,957	137,677,593
Investments in joint ventures	136,736	136,736
Deferred tax asset (note 14)	720,590	1,336,138
<b>Non-current assets</b>	<b>748,446,433</b>	<b>720,823,679</b>
Current portion of properties under development for sale (note 6)	39,953,975	168,878,981
Assets held for sale (note 18)	43,460,555	-
Notes receivable (note 12(a))	8,062,991	-
Deposits held in trust	196,970	37,622,748
Other assets (note 8)	2,838,873	4,821,842
Income taxes receivable	1,279,894	10,213,672
Amounts receivable (note 7)	9,709,918	13,169,547
Cash and cash equivalents	20,113,817	17,963,096
<b>Current assets</b>	<b>125,616,993</b>	<b>252,669,886</b>
	<b>\$ 874,063,426</b>	<b>\$ 973,493,565</b>
<b>Liabilities</b>		
Mortgages payable (note 9)	\$ 263,475,206	\$ 250,608,969
Deferred tax liability (note 14)	14,346,174	9,634,117
<b>Non-current liabilities</b>	<b>277,821,380</b>	<b>260,243,086</b>
Current portion of mortgages payable (note 9)	97,055,188	113,704,905
Liabilities associated with assets held for sale (note 18)	8,500,000	-
Income tax payable	1,967,345	25,879,492
Accounts payable and accrued liabilities	21,463,405	26,120,137
Deposits on real estate sales	336,465	26,827,338
Due to related party (note 12(b))	12,000,000	-
Loans from shareholder (note 16(d))	20,000,000	68,000,000
Bank and other indebtedness (note 9)	187,455,186	174,013,999
<b>Current liabilities</b>	<b>348,777,589</b>	<b>434,545,871</b>
	<b>626,598,969</b>	<b>694,788,957</b>
<b>Equity</b>		
Share capital (note 13)	24,099,401	24,099,401
Contributed surplus (note 13)	370,000	370,000
Retained earnings	160,610,127	168,228,251
<b>Equity attributable to shareholders of the Company</b>	<b>185,079,528</b>	<b>192,697,652</b>
<b>Non-controlling interests (note 12)</b>	<b>62,384,929</b>	<b>86,006,956</b>
<b>Total equity</b>	<b>247,464,457</b>	<b>278,704,608</b>
	<b>\$ 874,063,426</b>	<b>\$ 973,493,565</b>

Commitments and contingencies (note 15)  
Subsequent events (notes 9(d), 12(a), 12(b), 18, 20)

See accompanying notes to these consolidated financial statements.

Approved on behalf of the Board:

“Bruno Wall” Director “Peter Ufford” Director

# WALL FINANCIAL CORPORATION

Consolidated Statements of Earnings and Comprehensive Income

Years ended January 31, 2022 and 2021

	2022	2021
Revenue (note 21)	\$ 241,048,774	\$ 191,558,440
Cost of sales and operating expenses	181,876,162	150,968,536
	59,172,612	40,589,904
Expenses:		
General and administrative	3,086,180	3,303,891
Depreciation (notes 4, 5 and 8)	15,318,589	18,127,552
	18,404,769	21,431,443
Net finance expense (income) (note 11):		
Investment and other income	(497,580)	(716,790)
Finance expense	11,032,913	12,560,331
Change in fair value of interest rate swap contracts (note 9)	-	3,468,364
	10,535,333	15,311,905
Earnings before income taxes	30,232,510	3,846,556
Income tax expense (note 14):		
Current	2,164,067	23,570,927
Deferred	5,327,604	(23,296,333)
	7,491,671	274,594
Net earnings and comprehensive income	22,740,839	3,571,962
Net earnings and comprehensive income attributable to non-controlling interests	8,126,129	3,027,669
Net earnings and comprehensive income attributable to shareholders of the Company	14,614,710	544,293
Basic and diluted earnings per share	\$ 0.45	\$ 0.02
Weighted average shares outstanding	32,683,502	33,953,365

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Consolidated Statements of Changes in Equity

Years ended January 31, 2022 and 2021

	Attributable to shareholders of the Company			Total	Non-controlling interests	Total equity
	Share capital	Contributed surplus	Retained earnings			
Balance, January 31, 2020	\$ 24,099,401	\$ 370,000	\$ 165,159,589	\$ 189,628,990	\$ 77,826,535	\$ 267,455,525
Net earnings	-	-	544,293	544,293	3,027,669	3,571,962
Acquisition of non-controlling interest (note 12(b))	-	-	2,524,369	2,524,369	(5,822,965)	(3,298,596)
Contributions	-	-	-	-	16,557,218	16,557,218
Distributions	-	-	-	-	(5,581,501)	(5,581,501)
Balance, January 31, 2021	24,099,401	370,000	168,228,251	192,697,652	86,006,956	278,704,608
Net earnings	-	-	14,614,710	14,614,710	8,126,129	22,740,839
Share purchase and redemption (note 13(a))	-	-	(24,000,000)	(24,000,000)	-	(24,000,000)
Acquisition of non-controlling interest (note 12(b))	-	-	1,767,166	1,767,166	(20,168,532)	(18,401,366)
Contributions	-	-	-	-	330,429	330,429
Distributions	-	-	-	-	(11,910,053)	(11,910,053)
Balance, January 31, 2022	\$ 24,099,401	\$ 370,000	\$ 160,610,127	\$ 185,079,528	\$ 62,384,929	\$ 247,464,457

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Consolidated Statements of Cash Flows

Years ended January 31, 2022 and 2021

	2022	2021
Cash provided by (used in):		
Cash flows from operating activities:		
Net earnings and comprehensive income	\$ 22,740,839	\$ 3,571,962
Adjustments for items not involving cash:		
Depreciation	15,318,589	18,127,552
Deferred income tax expense (recovery)	5,327,604	(23,296,333)
Current income tax expense	2,164,067	23,570,927
Finance expense	11,032,913	12,560,331
Decrease in fair value of interest rate swap contracts	-	3,468,364
	<u>56,584,012</u>	<u>38,002,803</u>
Recovery of costs through real estate sales	124,837,069	103,034,747
Additions to development properties	(17,918,149)	(48,490,823)
Interest paid	(16,433,063)	(22,580,987)
Income taxes paid	(17,142,436)	(12,299,044)
Deposits held in trust	37,425,778	(33,532,671)
Deposits on real estate sales	(26,490,873)	(20,739,502)
Changes in non-cash operating working capital:		
Amounts receivable	3,459,629	(4,299,028)
Accounts payable and accrued liabilities	(4,656,732)	1,513,875
Inventory	(71,777)	181,493
Deposits and prepaids	2,044,474	3,276,914
	<u>141,637,932</u>	<u>4,067,777</u>
Cash flows from investing activities:		
Additions to investment properties	(57,841,630)	(6,048,511)
Additions to property, plant, and equipment	(1,117,014)	(529,836)
Additions to sales centres	-	(438,128)
Deferred revenue received from assets held for sale	8,500,000	-
Purchase of non-controlling interest	(6,401,366)	(3,298,596)
Distributions from investment in joint ventures	-	79,972
	<u>(56,860,010)</u>	<u>(10,235,099)</u>
Cash flows from financing activities:		
Proceeds from loans from shareholder	-	48,000,000
Repayment of loans from shareholder	(48,000,000)	-
Proceeds from mortgages payable	26,568,416	43,579,072
Payment of financing fees	(1,674,067)	(890,691)
Payment of swap termination fees	-	(3,922,345)
Repayment of mortgages payable	(29,320,122)	(31,281,419)
Bank and other indebtedness	13,441,187	(98,567,866)
Notes receivable	(8,062,991)	-
Contributions by non-controlling interest	330,429	16,557,218
Distributions to non-controlling interest	(11,910,053)	(5,581,501)
Share purchase and redemption	(24,000,000)	-
	<u>(82,627,201)</u>	<u>(32,107,532)</u>
Increase (decrease) in cash and cash equivalents	2,150,721	(38,274,854)
Cash and cash equivalents, beginning of year	17,963,096	56,237,950
Cash and cash equivalents, end of year	<u>\$ 20,113,817</u>	<u>\$ 17,963,096</u>

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 1. Reporting entity:

Wall Financial Corporation (“WFC”) is a publicly listed company incorporated under the British Columbia Business Corporations Act. Its shares are listed on the Toronto Stock Exchange under the symbol “WFC”.

These consolidated financial statements comprise WFC and its subsidiaries (together referred to as the “Company”), and the Company’s interests in joint ventures. The Company operates predominantly in the Greater Vancouver area of British Columbia in the development and management of residential rental units, development and construction of residential housing for re-sale, and the development and management of hotel properties.

The registered office of the Company is located at 10th Floor, 938 Howe Street, Vancouver, British Columbia, V6Z1N9, Canada.

## 2. Basis of presentation:

### (a) Statement of compliance:

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

These consolidated financial statements were approved and authorized for issue by the Board of Directors on April 14, 2022.

### (b) Basis of measurement:

These consolidated financial statements are presented in Canadian dollars, which is also the functional currency of each of the Company’s subsidiaries, and have been prepared on the historical cost basis.

### (c) Impact of COVID-19

The outbreak of COVID-19 in March 2020 resulted in governments enacting measures including travel restrictions and social distancing. These measures significantly impacted the Company’s operations, most prominently, its hotel operations.

At the onset of COVID-19, the Company enacted cost reduction programs including the closure of one of the two towers at one of its hotels in Vancouver, the furlough of staff, a reduction to senior management salaries, and the reduction of expenses to preserve cashflow. During the first half of the year ended January 31, 2022, the Company’s hotel operations continued to experience a decline in guest bookings. During the second half of the year, the Company fully reopened its hotels and brought back previously furloughed staff. Occupancy level have improved but are not yet at the levels before COVID-19.

As at the date of the issuance of these consolidated financial statements, future bookings continue to increase with current occupancy levels trending upwards. The duration and magnitude of the impact on the Company’s business are not known at this time. As a result, it is not possible to forecast with certainty the full scope of the impact of COVID-19 and its impact on the Company’s business and operations, both in the short term and in the long term. In the preparation of these consolidated financial statements, the Company has incorporated the potential impact of COVID-19 into its estimates and assumptions that affect the carrying amounts of its assets and liabilities, and the reported amount of its results using the best available information as of January 31, 2022. Actual results could differ from those estimates.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 2. Basis of presentation (continued):

(d) Basis of consolidation:

(i) Subsidiaries:

These consolidated financial statements comprise the assets and liabilities of all subsidiaries and the results of operations of all subsidiaries. Subsidiaries are entities controlled directly or indirectly by WFC. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

The material subsidiaries and percentage owned in these subsidiaries are as follows:

Name	% owned
1050 Burrard Holdings Ltd.	100%
41st Ave. Development Limited Partnership	100%
588526 British Columbia Ltd.	100%
Brunswick & 6th Development Ltd.	100%
Cambie and 43rd Developments Limited Partnership	100%
Cambie and 58th (No. 2) Developments Limited Partnership	100%
Eagle Mountain Properties Ltd.	100%
Hastings Street Developments Limited Partnership	100%
Shannon Condominium Developments Unit Trust	100%
Shannon Estates Utility Ltd.	100%
Shannon Wall Centre Condominium Developments Limited Partnership	100%
Strathcona Village Limited Partnership	75%
SWC Hotels LLP	100%
Wall Centre Central Park Condominiums Limited Partnership	75%
Wall Centre Construction Ltd.	100%
Wall Centre (Point Grey) Developments Limited Partnership	75%
Wall North Vancouver Townhome Development Limited Partnership	29%
Wall Trails Rental Developments Limited Partnership	57%
Wall University Developments Limited Partnership	75%
W.F.C. Investments Limited Partnership	100%
W.F.C. Properties Inc.	100%
WWC Hotels LLP	100%

(ii) Interests in joint ventures:

WFC and certain of its subsidiaries have interests in and joint control of a number of properties through joint ventures, which are accounted for using the equity method. A joint venture is an arrangement in which the Company has joint control, whereby the Company has rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

(iii) Transactions eliminated on consolidation:

All intercompany transactions, balances, income, and expenses are eliminated in preparing the consolidated financial statements.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 2. Basis of presentation (continued):

### (e) Use of judgments and estimates:

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of income, expenses, assets and liabilities. These judgments, estimates and assumptions are based on historical experience and management's best knowledge of current events and actions that the Company may undertake in the future. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In the process of applying the Company's accounting policies, management has made the following critical judgments and estimates.

Judgments:

#### (i) Consolidation of subsidiaries:

Judgment is applied in assessing whether the Company exercises control or significant influence over subsidiaries, in which the Company directly or indirectly is a participant or owns an interest. Control is defined as the power to govern the financial and operating decisions of an entity so as to obtain benefits from its activities, and significant influence is defined as the power to participate in the financial and operating decisions of the joint venture. Where the Company is determined to have control, these entities are consolidated.

#### (ii) Classification of joint arrangements:

The classification of joint arrangements structured through separate vehicles as either joint ventures or joint operations requires significant judgment and depends on the legal form and contractual terms of the arrangement, as well as, other facts and circumstances. Where the Company's investment is determined to be a joint venture, the investment is accounted for using the equity method.

#### (iii) Investment properties and property, plant and equipment:

The Company's accounting policies relating to investment properties and property, plant and equipment are described in notes 3(a) and 3(b), respectively. In applying these policies, judgment is applied to determine the significant components of each asset, including the useful lives over which the componentized assets are to be amortized.

#### (iv) Capitalization of borrowing costs:

Under IFRS, borrowing costs must be capitalized to qualifying assets. This requires the determination of whether the borrowings are specific to a project or general in calculating the capitalized borrowing costs. Judgment is involved in this determination. Borrowing costs are capitalized to investment properties when under active development. Capitalization to properties under development ceases when the property is considered developed and ready for sale.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 2. Basis of presentation (continued):

### (e) Use of judgments and estimates (continued):

Judgments (continued):

#### (v) Assets held for sale:

Under IFRS, a non-current asset is classified as held for sale if its carrying value will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition and its sale must be highly probable. The Company used judgement and determined that the asset should be classified as held for sale as at January 31, 2022.

The investment property was not classified as a discontinued operations as it does not represent a component that is a separate major line of business.

Estimates:

#### (i) Net realizable value of properties under development for sale:

As described in note 3(c), the Company records properties under development for sale at the lower of cost and net realizable value. Significant assumptions are required in determining the net realizable value of properties under development for sale, including the estimated selling price and direct development costs to complete the development. See note 6 for further details of properties under development for sale.

#### (ii) Fair value of investment properties:

The fair value of investment properties disclosed in note 4 is determined by management, in conjunction with independent real estate valuation experts using recognized valuation techniques.

The determination of the fair value of investment properties require the use of estimates such as future cash flows from assets (i.e., tenant profiles, future revenue streams and overall repair and condition of the property), discount rates applicable to those assets' cash flows and capitalization rates. These estimates are based on market conditions existing at the reporting date.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 2. Basis of presentation (continued):

### (e) Use of judgments and estimates (continued):

Estimates (continued):

#### (iii) Income taxes:

Significant estimates are required in determining the provision for income taxes due to the various transactions and calculations for which the ultimate tax determination is uncertain. Management annually evaluates tax positions taken which could be subject to differing interpretations of applicable tax legislation. The Company recognizes a tax provision when a payment to tax authorities is considered probable. Management believes that adequate provisions have been made for all income tax obligations, although the results of audits and reassessments and changes in the interpretations of standards may result in a material increase or decrease in the Company's assets, liabilities and net earnings.

Deferred tax assets are recognized when it is considered probable that deductible temporary differences will be recovered in the foreseeable future. To the extent that future taxable income and the application of existing tax laws differ significantly from the Company's estimate, the ability of the Company to realize the deferred tax assets could be impacted.

## 3. Significant accounting policies:

### (a) Investment properties:

Investment properties comprise residential and commercial property held either to earn rental income or for capital appreciation or both. Investment properties include land and buildings, and are measured at cost less accumulated depreciation and accumulated impairment losses.

Depreciation of buildings is calculated using the straight-line method with reference to each property's cost, the estimated useful life of the building, its components, and residual value. The basis of depreciation and estimated useful lives of buildings and major components are as follows:

Asset	Basis	Rate
Buildings	Straight-line	30 - 50 years
Other major components	Straight-line	5 - 50 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted as required.

Repair and maintenance improvements are expensed as incurred or, in the case of major items that constitute a capital asset, are capitalized and amortized on a straight-line basis over the expected useful life of the improvement.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

#### (a) Investment properties (continued):

Note 4 discloses the investment properties' fair values. The following approaches either individually or in combination, are used by management, together with appraisers, in their determination of the fair value of investment properties:

- The Income Approach derives market value by estimating the future cash flows that will be generated by the property and then applying an appropriate capitalization rate or discount rate to those cash flows. This approach can utilize the direct capitalization method and/or the discounted cash flow analysis.
- The Direct Comparison Approach involves comparing or contrasting the recent sale, listing or optioned prices of properties comparable to the subject and adjusting for any significant differences between them.

Management reviews all independent appraisals obtained for properties to ensure the assumptions used by the appraisers are reasonable and the fair value amount reflects those assumptions used in the approaches above.

Under certain circumstances, investment properties may be redeveloped as properties under development for resale. Once appropriate evidence of a change in use is established, typically at the commencement of redevelopment, the property is transferred to properties under development for sale at its carrying value. In other circumstances, properties under development for resale may be reclassified to investment properties if the intended use of the property has changed.

Investment property is derecognized when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of investment property are recognized in the statement of earnings in the year of retirement or disposal.

Gains or losses on the disposal of investment property are determined as the difference between net disposal proceeds and the carrying value of the asset on the date the transaction occurred.

On the acquisition of an investment property, IFRS 3 includes an election to use a concentration test which is a simplified assessment that results in an asset acquisition if substantially all of the fair value of the gross assets is concentrated in a single identifiable asset or a group of similar identifiable assets. The Company may elect to use the concentration test to assess whether future properties acquired will be accounted for as a business combination or an asset acquisition.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

### 3. Significant accounting policies (continued):

(b) Property, plant and equipment:

Property, plant and equipment is comprised of the Company's hotel properties and is measured at historical cost less accumulated depreciation and accumulated impairment losses.

Depreciation of buildings is calculated using the straight-line method with reference to each property's cost, the estimated useful life of the building and its components, and residual value.

The basis of depreciation and estimated useful lives for the assets are as follows:

Asset	Basis	Rate
Building	Straight-line	40 - 55 years
Elevators	Straight-line	30 years
HVAC, sprinklers, plumbing	Straight-line	30 years
Other major components	Straight-line	13 - 50 years
Furniture, fixtures and equipment	Straight-line	2 - 7 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

Repair and maintenance improvements are expensed as incurred or, in the case of major items that constitute a capital asset, are capitalized and amortized on a straight-line basis over the expected useful life of the improvement.

Property, plant and equipment is derecognized when it has been disposed of or permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of property, plant and equipment are recognized in the statement of earnings in the year of retirement or disposal.

Gains or losses on the disposal of property, plant and equipment are determined as the difference between net disposal proceeds and the carrying value of the asset on the date the transaction occurred.

(c) Properties under development for sale:

Properties under development for sale include properties being constructed or developed for future resale and also density rights to be applied to future development projects.

Properties under development are recorded at the lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business, less cost to complete the development and selling costs. Costs to complete include all direct development costs and capitalized carrying costs related to holding the property under development, including borrowing costs.

The amount of borrowing costs capitalized is determined first by reference to borrowings specific to the project, where relevant, and otherwise by applying a weighted average cost of borrowings to eligible expenditures after adjusting for borrowings associated with other specific developments. Where borrowings are associated with specific developments, the amount capitalized is the gross cost incurred on those borrowings, and is capitalized from the commencement of the development until the date of completion. The capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

(c) Properties under development for sale (continued):

The Company considers the date of completion to have occurred when the property is capable of operating in the manner intended by management. Generally, this occurs upon completion of construction and receipt of all necessary occupancy and other material permits.

The cost of sale of a property or unit is allocated on the basis of the estimated total cost of the project prorated by the selling price of the property or unit over the anticipated sales proceeds from the entire project.

(d) Deposits held-in-trust and deposits on real estate sales:

Deposits held-in-trust represents the initial cash down-payment made by purchasers toward the acquisition of condominium units from the Company. Such cash is held by a designated trustee and may be used towards the Company's construction costs if authorized by the lender(s) on the project through an insured program.

Deposits on real estate sales will be recognized as revenue in accordance with the Company's revenue recognition policy.

(e) Other assets:

Other assets include prepaid expenses, deposits on property acquisitions not yet closed, prepaid commissions on the sale of residential units that have not yet closed, sales centres used in the sales and marketing of residential units, inventory at hotel properties, and corporate furniture, fixtures and equipment. Inventory, which consists of food, beverage and supplies, is valued at the lower of cost and net realizable value. The cost of sales centres are amortized on a straight-line basis over the estimated useful life of the assets.

(f) Cash and cash equivalents:

Cash and cash equivalents consist of cash on hand, cash held at banks, cheques issued in excess of funds on deposits and term deposits maturing within ninety days from the date of acquisition.

(g) Impairment:

The carrying amounts of the Company's non-financial assets, consisting of investment property and property, plant and equipment are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

(h) Revenue recognition:

Revenue is generated primarily from the sale of properties under development, rental of investment properties and the operation of the Company's hotels.

Revenue from properties under development for sale is recognized at a point in time when possession or title passes to the purchaser, and all performance obligations of the sales contract have been met, and at which time all proceeds are received or collectability is reasonably assured.

Rental revenue from investment properties and revenue from the hotel operations is recognized when services are rendered and the amount is earned.

Revenue from hotels is recognized at an amount that reflects the consideration the Company expects to be entitled to in exchange for transferring goods and services to a customer. The Company's performance obligation is to provide accommodation and other goods and services to guests. Revenue is recognized when the rooms are occupied, and other goods and services are sold or provided to customers.

(i) Finance income and finance costs:

Finance income consists of interest and other income, which is recognized in the period in which it is earned.

Finance costs comprise interest expense on borrowings and any change in the fair value of interest rate swap contracts. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in the period in which they are incurred.

Fees and costs related to obtaining debt financing are amortized over the term using the effective interest rate method and are included in finance costs. The unamortized balance of the fees and costs are presented as a reduction to the related debt.

(j) Compensation expense:

(i) Short-term employee benefits:

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(ii) Share-based compensation:

The Company accounts for all share-based payments to directors, officers and employees using the fair value-based method. The grant date fair value of share-based payment awards granted to directors, officers and employees is recognized as an expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

(k) Earnings per share:

Basic earnings per share is calculated by dividing the earnings attributable to the shareholders of the Company by the weighted average number of shares outstanding during the year. Diluted earnings per share are calculated similar to basic earnings per share except that the weighted average ordinary shares outstanding are increased to include additional shares from the assumed exercise of stock options, if dilutive. The number of additional shares is calculated by assuming that outstanding stock options were exercised and that the proceeds from such exercises were used to acquire shares of common stock at the average market price during the reporting period.

(l) Income taxes:

Current income tax is the expected amount of tax payable to the taxation authorities, using the applicable tax rates enacted, or substantively enacted, for the Company's fiscal year, and any adjustment to tax payable in respect of previous years.

Deferred income tax is recognized using the liability method based on the temporary differences between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements.

Deferred tax assets are recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized.

Deferred tax assets are measured at the tax rates that are expected to apply to the year when the assets are realized, based on the tax rates and laws that have been enacted or substantively enacted at the date of the statement of financial position.

(m) Financial instruments:

(i) Classification and measurement:

Financial assets are classified and measured based on three categories: amortized cost, fair value through other comprehensive income ("FVOCI"), and fair value through profit and loss ("FVTPL").

Financial assets are not reclassified subsequent to their initial recognition, unless the Company identifies changes in its business model in managing financial assets and would reassess the classification of financial assets.

Financial liabilities are classified and measured at amortized cost or FVTPL.

All financial liabilities are measured subsequently at amortized cost using the effective interest method.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

### 3. Significant accounting policies (continued):

(m) Financial instruments (continued):

(i) Classification and measurement (continued):

The following summarizes the classification and measurement of financial assets and liabilities:

Asset/liability	Classification
Cash and cash equivalents	Amortized cost
Amounts receivable	Amortized cost
Deposits held in trust	Amortized cost
Notes receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Mortgages payable	Amortized cost
Deposits on real estate sales	Amortized cost
Notes payable	Amortized cost
Loans from shareholder	Amortized cost
Bank and other indebtedness	Amortized cost

(ii) Impairment of financial assets:

An allowance for expected credit losses ("ECL") is recognized at each balance sheet date for all financial assets measured at amortized cost or those measured at fair value through other comprehensive income, except for investments in equity instruments. The ECL model requires considerable judgment, including consideration of how changes in economic factors affect ECLs, which are determined on a probability-weighted basis.

Impairment losses, if incurred, would be recorded as expenses in the consolidated statement of income and comprehensive income with the carrying amount of the financial asset or group of financial assets reduced through the use of impairment allowance accounts. In periods subsequent to the impairment where the impairment loss has decreased, and such decrease can be related objectively to conditions and changes in factors occurring after the impairment was initially recognized, the previously recognized impairment loss would be reversed through the consolidated statement of income and comprehensive income. The impairment reversal would be limited to the lesser of the decrease in impairment or the extent that the carrying amount of the financial asset at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized, after the reversal.

(n) Provisions:

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Provisions include estimated future warranty costs on completed and sold development properties.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

(o) Segment reporting:

The Company's operating segments are strategic business units that offer unique products and services, and are reported with a manner consistent with the internal reporting provided to the chief operating decision maker. They are managed separately as each business unit requires different management skills and marketing strategies. The accounting policies of the segments are the same as those described in the summary of significant account policies

All operating segments' operating results for which discrete financial information is available are reviewed regularly by the Company's Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance.

Segment results that are reported to the Chief Executive Officer include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets (primarily the Company's headquarters), head office expenses, and income taxes.

(p) Leases:

At inception of a contract, the Company assesses whether a contract is or contains a lease based on the definition of a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset.

At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use assets are initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use asset may be periodically adjusted by impairment losses.

The lease liability is initially measured at the present value of future lease payments discounted using an implicit interest rate or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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### 3. Significant accounting policies (continued):

(p) Leases (continued):

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option.

If the lease liability is remeasured, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases in net earnings on a straight-line basis over the lease term.

(q) Accounting for government grants:

The Company applied IAS 20 *Accounting for Government Grants and Disclosure of Government Assistance* during the years ended January 31, 2022 and 2021. The Company recognizes government assistance when there is reasonable assurance that the entity will comply with the conditions attached to them and the grants will be received. The Company recognizes government assistance on a systematic basis over the periods in which the Company recognizes the related expenses for which the assistance is intended to compensate.

(r) New accounting standards not yet adopted:

(i) Amendments to IAS 8

The IASB issued amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*. The amendments clarify how companies should distinguish changes in accounting policies from changes in accounting estimates. That distinction is important because changes in accounting estimates are applied prospectively only to future transactions and other future events, but changes in accounting policies are generally applied retrospectively to past transactions. The amendments to IAS 8 will be effective for annual reporting periods beginning on or after January 2023. Early adoption is permitted. The Company does not expect this amendment to have any impacts on its consolidated financial statements.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

### 3. Significant accounting policies (continued):

(r) New accounting standards not yet adopted (continued):

(ii) Amendments to IAS 1

The IASB issued amendments to IAS 1 *Presentation of Financial Statements* to clarify its requirements for the presentation of liabilities in the statement of financial position. The amendment clarifies the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and that classification is unaffected by expectations about whether an entity will exercise its right to defer settlements of a liability. The IASB also made amendments that require entities to disclose their material accounting policies rather than their significant ones and explain how an entity can identify material accounting policy information. The amendments to IAS 1 will be effective for annual reporting periods beginning on or after January 2023. Early adoption is permitted. The Company is assessing the potential impact but does not expect any significant impact.

### 4. Investment properties:

	Land	Buildings	Major components	Total
<b>Cost:</b>				
Balance, January 31, 2020	\$ 246,878,399	\$ 206,354,558	\$ 57,793,119	\$ 511,026,076
Additions	1,292,000	3,721,648	1,034,863	6,048,511
Balance, January 31, 2021	248,170,399	210,076,206	58,827,982	517,074,587
Additions	50,037,591	8,109,024	(304,985)	57,841,630
Reclass to asset held for sale	(34,729,658)	(8,730,897)	-	(43,460,555)
Reclass from properties under development	35,724,021	16,603,775	-	52,327,796
Balance, January 31, 2022	299,202,353	226,058,108	58,522,997	583,783,458
<b>Accumulated depreciation:</b>				
Balance, January 31, 2020	-	26,714,766	19,720,675	46,435,441
Depreciation	-	5,280,668	3,993,558	9,274,226
Balance, January 31, 2021	-	31,995,434	23,714,233	55,709,667
Depreciation	-	5,312,622	2,160,266	7,472,888
Balance, January 31, 2022	-	37,308,056	25,874,499	63,182,555
Net carrying value at January 31, 2022	\$ 299,202,353	\$ 188,750,052	\$ 32,648,498	\$ 520,600,903
Net carrying value at January 31, 2021	\$ 248,170,399	\$ 178,080,772	\$ 35,113,749	\$ 461,364,920

Included in investment properties are buildings under construction with a carrying value of \$16,603,775.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 4. Investment properties (continued):

The Company's management has estimated the fair values of the investment properties as follows:

	Fair value	Carrying value
January 31, 2022	\$ 1,085,886,000	\$ 520,600,903
January 31, 2021	927,430,000	461,364,920

During the year ended January 31, 2022, the Company acquired a commercial property for \$45,000,000 and three commercial strata lots for \$4,428,000. The Company accounted for these transactions as an asset acquisition as a result of applying the concentration test available under IFRS 3 *Business Combinations*.

During the year ended January 31, 2022, a total of \$52,327,796 consisting of one property with a carrying amount of \$50,334,411 and one property with a carrying amount of \$1,993,385 was reclassified to investment properties from properties under development as the properties will be held to earn rental income.

The fair value of the investment properties has been determined internally by management. Included in the fair value of the investment properties are properties measured at the acquisition costs of land plus development costs to date as the assumptions that would be used in other valuation methods such as the direct capitalization approach or discounted cash flow models are not reliably determinable at this stage of the properties under redevelopment. At January 31, 2022, the total of properties measured at cost is \$236,522,140 (2021 - \$227,133,029).

The following carrying amounts were capitalized to investment properties for the years ended January 31, 2022 and 2021.

	2022	2021
Property taxes	\$ 590,100	\$ 243,161
Interest on borrowings	1,731,668	2,371,699

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 5. Property, plant and equipment:

	Land	Buildings	Major components	Furniture, fixtures and equipment	Total
<b>Cost:</b>					
Balance, January 31, 2020	\$ 18,391,761	\$ 115,685,808	\$ 37,439,191	\$ 67,410,957	\$ 238,927,717
Additions	-	-	-	529,836	529,836
Balance, January 31, 2021	18,391,761	115,685,808	37,439,191	67,940,793	239,457,553
Additions	-	-	-	1,117,014	1,117,014
Balance, January 31, 2022	18,391,761	115,685,808	37,439,191	69,057,807	240,574,567
<b>Accumulated depreciation:</b>					
Balance, January 31, 2020	-	38,606,892	20,417,676	52,127,929	111,152,497
Depreciation	-	1,879,287	1,236,026	4,881,451	7,996,764
Balance, January 31, 2021	-	40,486,179	21,653,702	57,009,380	119,149,261
Depreciation	-	2,044,484	1,236,026	4,544,549	7,825,059
Balance, January 31, 2022	-	42,530,663	22,889,728	61,553,929	126,974,320
Net carrying value, January 31, 2022	\$ 18,391,761	\$ 73,155,145	\$ 14,549,463	\$ 7,503,878	\$ 113,600,247
Net carrying value, January 31, 2021	\$ 18,391,761	\$ 75,199,629	\$ 15,785,489	\$ 10,931,413	\$ 120,308,292

## 6. Properties under development for sale:

	2022	2021
Properties under development for sale	\$ 113,387,957	\$ 137,677,593
Current portion of properties under development for sale	39,953,975	168,878,981
	\$ 153,341,932	\$ 306,556,574

During the year ended January 31, 2022, the Company purchased an additional parcel of land for \$2,400,000 included in the long-term portion of properties under development for sale.

Current portion of properties under development for sale represent properties that are expected to be sold or disposed of within a year, and as such are presented as current assets in the consolidated statement of financial position.

Properties under development for sale expensed to cost of sales during the year was \$124,837,069 (2021 - \$103,034,747).

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 6. Properties under development for sale (continued):

The following carrying amounts were capitalized to properties under development for sale for the years ended January 31, 2022 and 2021.

	2022	2021
Property taxes	\$ 744,082	\$ 898,796
Interest on borrowings	4,310,776	8,028,426

## 7. Amounts receivable:

Included in amounts receivable are the following:

- (a) As at January 31, 2022, one loan to a third party was \$1,084,684 (2021 - \$1,024,684), which is due on demand and secured by real estate property, bearing interest at 2%.
- (b) Loans to employees in the aggregate amount of \$1,432,430 (2021 - \$4,610,769) of which \$1,194,646 (2021 - \$4,312,823) is secured by real estate property, bearing interest at 2% (2021 - 1% to 2%), and due on demand. The remaining loans to employees of \$237,784 (2021 - \$297,946) do not bear interest, are not secured, and are due by November 2022.

Total interest accrued as at January 31, 2022 on the above loans receivable, and included in amounts receivable on the statement of financial position is \$23,643 (2021 - \$2,783).

- (c) Trade and other receivables of \$7,192,804 (2021 - \$7,534,093).

## 8. Other assets:

	2022	2021
Prepaid commissions on properties under development for sale	\$ 290,244	\$ 2,442,815
Deposits and prepaids	2,255,992	2,147,895
Sales centres, less accumulated amortization of \$2,811,377 (2021 - \$2,801,104)	25,694	35,966
Inventory	266,943	195,166
	\$ 2,838,873	\$ 4,821,842

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 9. Debt on properties:

		Weighted average interest rate	2022	2021
<b>Bank and other indebtedness:</b>				
Properties under development	(a)	3.25% (2021 - 3.18%)	\$ 50,569,609	\$ 158,135,002
Investment properties	(b)	2.09% (2021 - 3.20%)	119,437,038	100,000
General corporate debt	(c)	2.57% (2021 - 2.95%)	17,448,539	15,778,997
			<b>\$ 187,455,186</b>	<b>\$ 174,013,999</b>
<b>Mortgages payable:</b>				
Investment properties	(d)	2.77% (2021 - 2.82%)	\$ 283,752,234	\$ 263,819,108
Property, plant and equipment	(e)	2.65% (2021 - 2.66%)	84,688,990	107,373,822
			368,441,224	371,192,930
Less: deferred financing fees			(7,910,830)	(6,879,056)
			360,530,394	364,313,874
Less: current portion of mortgages payable			(97,055,188)	(113,704,905)
			<b>\$ 263,475,206</b>	<b>\$ 250,608,969</b>

### (a) Bank and other indebtedness on properties under development for sale:

At January 31, 2022 the Company had outstanding borrowings of \$50,569,609 (2021 - \$158,135,002) on available construction financing facilities in the form of Canadian dollar prime rate loans, and bankers' acceptances. The maximum available funding under such facilities is \$50,569,609 (2021 - \$166,825,000). The credit facilities are secured by first mortgages and insurance proceeds on the related properties. The borrowings are due on demand.

### (b) Bank and other indebtedness on investment properties:

At January 31, 2022 the Company had outstanding borrowings of \$119,437,038 (2021 - \$100,000) on available credit facilities in the form of Canadian dollar prime rate loans, and bankers' acceptances. The maximum available funding under such facilities is \$136,195,000 (2021 - \$45,100,000). 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.

### (c) General corporate debt:

At January 31, 2022, the Company's borrowings of \$17,448,539 (2021 - \$15,778,997) are made available by way of lines of credit with a maximum available aggregate amount of \$153,033,000 (2021 - \$161,909,000). 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.

On September 3, 2020, the Company terminated \$50,000,000 of an original interest rate swap of \$75,000,000 at a cost of \$655,500 and repaid \$50,000,000 of the loan. On November 2, 2020, the balance of the interest rate swap of \$25,000,000 was terminated at a cost of \$282,905 and the loan repaid in full.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 9. Debt on properties (continued):

### (d) Mortgages payable:

Mortgages payable on investment properties of \$283,752,234 (2021 - \$263,819,108) bears interest at fixed rates ranging from 1.48% to 3.23% (2021 - 1.48% to 3.23%).

As at January 31, 2022, mortgage payable on property, plant and equipment of \$84,688,990 (2021 - \$107,373,822) bears interest at bankers' acceptance rates plus applicable stamping fees. During the year ended January 31, 2022, the Company repaid the mortgage payable balance by \$20,000,000. The amount can be re-drawn up to \$20,000,000 at any time but not after January 31, 2023.

During the year ended January 31, 2021, the Company terminated two interest rate swap arrangements for a total cost of \$2,983,940. An interest rate swap was in place to fix the interest rate on the principal amount of \$83,001,180 for one mortgage at rates ranging from 3.80% to 4.16% for term of three years maturing in 2022 and another mortgage for the principal amount of \$12,650,000 at a fixed rate of 1.72% maturing in 2023. The swap on the mortgage of \$12,650,000 was terminated when the mortgage was paid out in full during the year.

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.

Principal instalments payable within the next five fiscal years, excluding financing fees, and thereafter on mortgages payable are as follows:

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2023	\$ 97,055,188
2024	6,570,437
2025	6,621,977
2026	20,651,440
2027	48,525,794
Thereafter	189,016,388
	<hr/>
	\$ 368,441,224

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Included in the current portion of mortgages payable is a mortgage with a remaining principal amount of \$5,674,844 which was renewed in March 2022.

## 10. Government assistance:

During the years ended January 31, 2022 and 2021, the Company was eligible for \$7,221,886 (2021 - \$4,937,837) in government assistance from COVID-19 relief programs including the Canada Emergency Wage Subsidy, the Canada Emergency Rent Subsidy, and the Tourism and Hospitality Recovery Program, of which \$2,265,216 was receivable as at January 31, 2022 (2021 - \$883,761). Of the total amount, \$6,960,709 (2021 - \$4,739,018) was recorded in the statements of earnings as a reduction to cost of sales and operating expenses.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 11. Net finance expense (income):

	2022	2021
Finance income:		
Investment income	\$ 91,807	\$ 110,385
Interest income	405,773	606,405
	497,580	716,790
Finance expense:		
Interest on:		
Bank and other indebtedness	8,919,707	14,411,827
Mortgages payable	8,155,650	8,548,630
	17,075,357	22,960,457
Interest capitalized to properties under development for sale	(6,042,444)	(10,400,126)
	11,032,913	12,560,331
Decrease in fair value of interest rate swap contracts	-	3,468,364
Net finance expense	\$ 10,535,333	\$ 15,311,905

## 12. Non-controlling interests:

(a) Non-controlling interests includes the following significant amounts with related parties:

- (i) The Company has entered into project participation agreements with a company owned by an officer of the Company and a company owned by a significant shareholder (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 and will receive consideration, pursuant to the project participation agreement, up to a maximum of 40%. Non-controlling interests at January 31, 2022 includes \$4,004,397 (2021 - \$4,722,200) relating to these agreements with the Wall Equity Companies.

- (ii) All other agreements entered into with any officer, or significant shareholder of the Company, and with any of their respective companies or related parties, or any other party, will be based on a profit share in proportion to their capital investment in the respective projects. At January 31, 2022, non-controlling interest relating to these agreements totals \$20,621,953 (2021 - \$41,155,227). Of this amount, \$17,881,910 (2021 - \$38,037,351) pertains to the interests held by a wholly owned company of an officer of the Company in various development projects with the Company. The balance of \$2,740,044 (2021 - \$3,117,876) pertains to interest held by a wholly owned company of a director of the Company in a development project in North Vancouver, British Columbia.

- (iii) Notes receivable of \$8,062,991 are from a company owned by a significant shareholder and a company owned by an officer of the Company. On February 2, 2022, the Company made distributions to these related party non-controlling interests which was settled in full with the notes receivable.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 12. Non-controlling interests (continued):

### (b) Non-controlling interest acquired:

During the year ended January 31, 2022, the Company acquired an additional 50% interest in a investment property in Vancouver, British Columbia from a wholly owned company of the President of the Company. The Company previously held a 50% controlling interest bringing the Company's total interest to 100%. As the Company had a controlling interest in this property prior to the acquisition of the additional 50% ownership interest, the acquisition has been recorded as an equity transaction. On the date of the transaction, the carrying value of the 50% non-controlling interest was \$20,168,532. The consideration paid included the assumption of a \$12,000,000 demand loan and cash paid of \$6,401,366, totaling \$18,401,366. The difference has been recorded as an increase to the Company's retained earnings. The \$12,000,000 loan assumption is recorded as a due to related party as at January 31, 2022. On March 7, 2022, this was repaid in full.

During the year ended January 31, 2021, the Company acquired an additional 28.57% interest in a development project in North Vancouver, British Columbia. The Company previously held a 28.57% controlling interest bringing the Company's total interest to 57.14%. As the Company had a controlling interest in this property prior to the acquisition of the additional 28.57% ownership interest, the acquisition has been recorded as an equity transaction. On the date of the transaction, the carrying value of the 28.57% non-controlling interest was \$5,822,965 while the consideration paid was \$3,298,596. The difference has been recorded as an increase to the Company's retained earnings.

## 13. Share capital:

### (a) Issued and outstanding:

Common shares:

	Shares		Amount	
	2022	2021	2022	2021
Authorized:				
54,000,000 common shares without par value				
Issued and outstanding at				
January 31, 2022 and 2021	32,453,365	33,953,365	\$ 24,099,401	\$ 24,099,401

On March 17, 2021, the Company repurchased 1,500,000 common shares of the Company (the "Common Shares") or approximately 4.42% of the 33,953,365 Common Shares that were issued and outstanding. The purchase price was \$24,000,000, or \$16.00 per Common Share. Of the total, 1,100,000 shares were cancelled on March 24, 2021 and the balance on April 8, 2021.

The repurchase and cancellation was made as an exempt issuer bid pursuant to section 4.7 National Instrument 62-104 Take-Over Bids and Issuer Bids ("NI 62-104"). The price per Common Share was calculated to comply with the requirements of section 1.11 of NI 62-104.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 13. Share capital (continued):

### (b) Stock options:

At the Company's annual general meeting on May 29, 2008, the shareholders approved Stock Option Plan (2008). Under this 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 represents 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 TSX during the trading day immediately preceding the date of grant; if there was no such sale, the weighted average trade price on the TSX for the Common Shares for the five trading days immediately preceding the date of the grant.

There were no outstanding stock options as at January 31, 2022 and 2021 and the Company did not record any stock-based compensation expense for the years ended January 31, 2022 and 2021.

### (c) Dividends:

During the years ended January 31, 2022 and 2021, no dividends were declared or paid.

## 14. Income taxes:

### (a) The components of income tax recognized in earnings are as follows:

	2022	2021
Current income tax expense	\$ 2,164,067	\$ 23,570,927
Deferred income tax expense (recovery)	5,327,604	(23,296,333)
	\$ 7,491,671	\$ 274,594

### (b) Income tax expense differs from the amount that would be computed by applying the federal and provincial statutory income tax rates of 27% (2021 - 27%) to earnings before income taxes and non-controlling interest as a result of the following:

	2022	2021
Earnings before income taxes	\$ 30,232,510	\$ 3,846,566
Tax expense at statutory rate	8,162,778	1,037,982
Increase (decrease) resulting from:		
Attributable to non-controlling interest	(2,194,488)	(771,818)
Non-deductible expenses and non-taxable income	22,898	10,146
Change in filing estimates for prior periods and other	1,500,483	(1,716)
	\$ 7,491,671	\$ 274,594

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 14. Income taxes (continued):

(b) The following is a summary of the deductible (taxable) differences that have been recognized:

	2022	2021
Deferred tax assets:		
Non-capital loss-carry forwards	\$ 720,590	\$ 788,957
Properties	-	105,348
Other	-	441,833
	720,590	1,336,138
Deferred tax liabilities:		
Properties	(14,346,174)	(9,634,117)
Net deferred tax liabilities	\$ (13,625,584)	\$ (8,297,979)

The Company estimates that it has \$2,668,854 (2021 - \$2,922,065) of non-capital losses for income tax purposes available at January 31, 2022 to reduce taxable income of future years. The non-capital losses start expiring on January 31, 2034. The full benefit of these losses has been recorded.

## 15. Commitments and contingencies:

- (a) 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.
- (b) At January 31, 2022, the estimated committed costs to complete properties under development at year-end are approximately \$15,784,000 (2021 - \$5,816,000).
- (c) The Company has outstanding letters of credit at January 31, 2022 of \$16,781,405 (2021 - \$16,028,824) related primarily to works and services to be performed by the Company.

## 16. Related party transactions:

Related party transactions not disclosed elsewhere in these consolidated financial statements are as follows:

- (a) Compensation of key management personnel:

Key management are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including the Company's directors and members of the Board committees. Compensation awarded to key management is as follows:

	2022	2021
Salaries and wages	\$ 1,275,610	\$ 1,952,167
Employee benefits	20,909	52,333
	\$ 1,296,519	\$ 2,004,500

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 16. Related party transactions (continued):

### (b) Transactions with shareholders, directors, and officers:

In the normal course of its business activities, the Company sells individual condominium units in properties under development for sale to significant shareholders, directors, and officers on similar terms as sales to unrelated parties. During the year ended January 31, 2021, the Company sold two condominium units to officers of the Company for aggregate gross proceeds of \$2,099,800.

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.

### (c) Shareholder loans:

As at January 31, 2022, the Company had a \$20,000,000 (2021 - \$68,000,000) loan payable due to a company owned by a significant shareholder of the Company. The \$20,000,000 loan payable, is secured by charges over property under development, bearing interest at 6.00% and matured on April 11, 2020. The loan renewal terms are currently being negotiated.

For the year ended January 31, 2022, the Company recorded interest on loans payable to the significant shareholder totaling \$1,297,231 (2021 - \$1,278,227).

## 17. Financial instruments:

### (a) Fair values:

The carrying values of the Company's cash and cash equivalents, amounts receivable, notes receivable, due to related party, accounts payable and accrued liabilities, and loans from shareholder approximate their fair values due to the short-term nature of these financial assets and liabilities. The face value of bank and other indebtedness approximates its fair value, as it is due on demand. Management estimates that these differences are not material to the consolidated financial statements.

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 January 31, 2022 is \$367,500,000 (2021 - \$381,127,000).

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 17. Financial instruments (continued):

(a) Fair values (continued):

The fair value of mortgages payable are considered Level 2 and investment properties are considered Level 3.

(b) Financial risk management:

The Company does not enter into financial instrument arrangements for speculative purposes. The Company may be exposed to financial risks resulting from its normal operating activities, as follows:

(i) Interest rate risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in the market interest rates.

As described in note 9, certain of the Company's debt on 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 January 31, 2022, management has determined that every 1% increase or decrease in the applicable interest rates results in a corresponding \$2,380,000 decrease or increase in the Company's net earnings.

(ii) 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 counter party.

At January 31, 2022, substantially all of the Company's trade receivables of \$7,192,804 (2021 - \$7,534,093) were current. The historical bad debt write-off has been less than 1% of accounts receivable.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 17. Financial instruments (continued):

(b) Financial risk management (continued):

(iii) 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 fund ongoing operational and capital requirements. As at January 31, 2022, the Company has available unused approved credit facilities of \$152,343,000. The Company also has trade receivables of \$7,192,804 which it expects to collect in full, and cash and cash equivalents totaling \$20,113,817.

A centralized treasury function ensures that the Company maintains funding flexibility by assessing future cash flow expectations and by maintaining sufficient headroom on its committed borrowing facilities.

The Company's bank and other indebtedness are repayable on demand, which creates a liquidity risk. The Company uses these loans to finance its development operations, and believes it could convert these loans into long term if desired. As at January 31, 2022, the Company was either in compliance with or had received accommodations from lenders with respect to its related loan covenants, has made all required principal repayments, and has generated positive cash flow from its combined rental and hotel operations, which are used to fund interest cost associated with the operating loans.

Based on the performance of the Company to date and the support from its lenders, the Company believes that the liquidity risk described above is not significant and has implemented strategies, including regular monitoring of debt covenants and cash flows in order to support this conclusion.

The contractual cash flows of the Company's financial liabilities including expected interest payments are as follows:

January 31, 2022	Carrying amount	Total contractual cash flows	Less than one year	1-5 years	More than years
Accounts payable and accrued liabilities	\$ 21,463,405	\$ 21,463,405	\$ 21,463,405	\$ -	\$ -
Bank and other indebtedness	187,455,186	187,455,186	187,455,186	-	-
Due to related party	12,000,000	12,000,000	12,000,000	-	-
Loans from shareholder	20,000,000	20,000,000	20,000,000	-	-
Mortgages payable	368,441,224	411,853,687	104,736,710	117,389,536	189,727,441
	\$ 609,359,815	\$ 652,772,278	\$ 345,665,301	\$ 117,389,536	\$ 189,727,441

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

## 17. Financial instruments (continued):

### (c) 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:

	2022	2021
Liabilities:		
Bank and other indebtedness	\$ 187,455,186	\$ 174,013,999
Loans from shareholder	20,000,000	68,000,000
Due to related party	12,000,000	-
Mortgages payable	360,530,394	364,313,874
Shareholders' equity:		
Share capital	24,099,401	24,099,401
Non-controlling interest	62,384,929	86,006,956
Total capital	\$ 666,469,910	\$ 716,434,230

## 18. Assets held for sale:

As at January 31, 2022, the Company classified an investment property comprised of land and buildings totaling \$43,460,555 as assets held for sale for the following reasons:

- The investment property was available for sale in its current condition
- Management was committed to a plan to sell the assets and a buyer was located at a price that is reasonable
- The actions to complete the sale were expected to be completed within one year

Liabilities associated with assets held for sale is comprised of a deposit of \$7,500,000 and an extension fee of \$1,000,000 paid by the purchaser. On March 4, 2022, the property sold for gross proceeds of \$76,000,000.

## 19. Comparative information:

Certain comparative information in the prior period has been reclassified to conform to the current period presentation.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2022 and 2021

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## 20. Subsequent events:

- (a) On February 4, 2022, the Company acquired an additional 14.29% interest in a development project in North Vancouver, British Columbia for \$5,600,000. The Company previously held a 28.57% controlling interest bringing the Company's total interest to 42.86%.
- (b) On February 16, 2022, a loan to an employee secured by real estate property with a principal amount of \$889,646 plus accrued interest was fully repaid.
- (c) On March 2, 2022, the Company paid down a demand loan of \$33,750,000 on bank and other indebtedness on investment properties.
- (d) On March 2, 2022, the Company received \$33,750,000 from a company owned by a significant shareholder. The loan payable is secured by charges over property, plant, and equipment and is due on demand. As at March 2, 2022, the loan bears interest at 1.63%.
- (e) On March 7, 2022, the Company paid down an additional \$10,000,000 on its mortgage payable on property, plant and equipment. The total amount of \$30,000,000 can be re-drawn at any time but not after January 31, 2023.
- (f) On April 14, 2022, the Company repaid the \$20,000,000 loan from shareholder.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

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## 21. Segment disclosures:

The Company operates in three different segments of the real estate industry: ownership and management of revenue-producing residential and commercial properties (“Rental”), ownership and management of hotel properties (“Hotel”), and the development and sale of residential housing (“Development”).

Operating performance of the Company is evaluated primarily based on the net operating income of these three segments. Centrally managed expenses such as interest, amortization, and general administrative costs are not included or allocated to operating segment results.

	Rental		Hotel		Development		Corporate		Consolidated	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Total assets	\$565,440,015	\$463,998,515	\$121,643,433	\$125,351,178	\$176,981,784	\$367,941,995	\$9,998,194	\$16,201,877	\$874,063,426	\$973,493,565
Revenue	\$36,860,385	\$35,023,993	\$29,351,337	\$15,394,607	\$174,837,052	\$141,139,840	\$-	\$-	\$241,048,774	\$191,558,440
Depreciation expense	7,472,888	9,274,226	7,825,059	7,996,764	10,370	841,154	10,272	15,408	15,318,589	18,127,552
Earnings (loss) from operations before income taxes	9,116,398	4,316,719	(2,453,262)	(9,213,816)	27,021,131	15,280,661	(3,451,757)	(6,537,008)	30,232,510	3,846,556



# WALL FINANCIAL CORPORATION

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