

Consolidated Financial Statements of

**WALL FINANCIAL CORPORATION**

And Independent Auditors' Report thereon

Years ended January 31, 2023 and 2022



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## INDEPENDENT AUDITOR'S 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, 2023 and January 31, 2022
- 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, 2023 and January 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years 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 "***Auditor's Responsibilities for the Audit of the Financial Statements***" section of our auditor's 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, 2023. 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 auditor's 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 \$151,395,224. 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 properties under development for sale 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 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.
- the information, other than the financial statements and the auditor's 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 auditor's 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 auditor's report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditor's 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 auditor's 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.

## ***Auditor's 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 auditor's 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 auditor's 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 auditor's 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 auditor's 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 auditor's 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 auditor's report is Daniel Nipp.

Vancouver, Canada

April 26, 2023

# WALL FINANCIAL CORPORATION

## Consolidated Statements of Financial Position

January 31, 2023 and 2022

	2023	2022
<b>Assets</b>		
Investment properties (note 4)	\$ 572,195,378	\$ 520,600,903
Property, plant and equipment (note 5)	108,961,472	113,600,247
Properties under development for sale (note 6)	117,174,679	113,387,957
Investments in joint ventures	-	136,736
Deferred tax asset (note 14)	589,750	720,590
Non-current assets	798,921,279	748,446,433
Current portion of properties under development for sale (note 6)	34,220,545	39,953,975
Notes receivable (note 12(a))	3,573,402	8,062,991
Other assets (note 8)	2,985,115	2,838,873
Income taxes receivable	462,133	1,279,894
Amounts receivable (note 7)	9,153,690	9,709,918
Cash and cash equivalents	25,412,793	20,113,817
Deposits held in trust	-	196,970
Assets held for sale (note 18)	-	43,460,555
Current assets	75,807,678	125,616,993
	\$ 874,728,957	\$ 874,063,426
<b>Liabilities</b>		
Mortgages payable (note 9)	\$ 329,472,719	\$ 263,475,206
Deferred tax liability (note 14)	22,162,381	14,346,174
Non-current liabilities	351,635,100	277,821,380
Current portion of mortgages payable (note 9)	66,634,222	97,055,188
Income tax payable	4,736,383	1,967,345
Accounts payable and accrued liabilities	19,571,592	21,463,405
Deposits on real estate sales	281,053	336,465
Bank and other indebtedness (note 9)	143,842,953	187,455,186
Due to related party (note 12(b))	-	12,000,000
Loans from shareholder (note 16(c))	-	20,000,000
Liabilities associated with assets held for sale (note 18)	-	8,500,000
Current liabilities	235,066,203	348,777,589
	586,701,303	626,598,969
<b>Equity</b>		
Share capital (note 13)	24,099,401	24,099,401
Contributed surplus (note 13)	370,000	370,000
Retained earnings	211,408,801	160,610,127
Equity attributable to shareholders of the Company	235,878,202	185,079,528
Non-controlling interests (note 12)	52,149,452	62,384,929
Total equity	288,027,654	247,464,457
	\$ 874,728,957	\$ 874,063,426

Commitments and contingencies (note 15)

Subsequent events (note 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, 2023 and 2022

	2023	2022
Revenue (note 21)	\$ 144,352,178	\$ 241,048,774
Cost of sales and operating expenses	80,957,907	181,876,162
	63,394,271	59,172,612
Expenses:		
General and administrative	4,718,463	3,086,180
Depreciation (notes 4, 5 and 8)	14,204,231	15,318,589
	18,922,694	18,404,769
Net finance expense (income) (note 11):		
Investment and other income	(374,540)	(497,580)
Finance expense	13,288,424	11,032,913
	12,913,884	10,535,333
Gain on sale of asset (note 18)	30,340,556	-
Earnings before income taxes	61,898,249	30,232,510
Income tax expense (note 14):		
Current	5,047,734	2,164,067
Deferred	7,574,248	5,327,604
	12,621,982	7,491,671
Net earnings and comprehensive income	49,276,267	22,740,839
Net earnings and comprehensive income attributable to non-controlling interests	1,069,647	8,126,129
Net earnings and comprehensive income attributable to shareholders of the Company	48,206,620	14,614,710
Basic and diluted earnings per share	\$ 1.49	\$ 0.45
Weighted average shares outstanding	32,453,365	32,683,502

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Consolidated Statements of Changes in Equity

Years ended January 31, 2023 and 2022

	Attributable to shareholders of the Company			Total	Non-controlling interests	Total equity
	Share capital	Contributed surplus	Retained earnings			
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
Net earnings	-	-	48,206,620	48,206,620	1,069,647	49,276,267
Acquisition of non-controlling interest (note 12(b))	-	-	2,592,054	2,592,054	(8,564,852)	(5,972,798)
Contributions	-	-	-	-	5,525,523	5,525,523
Distributions	-	-	-	-	(8,265,795)	(8,265,795)
Balance, January 31, 2023	\$ 24,099,401	\$ 370,000	\$ 211,408,801	\$ 235,878,202	\$ 52,149,452	\$ 288,027,654

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Consolidated Statements of Cash Flows

Years ended January 31, 2023 and 2022

	2023	2022 (note 19)
Cash provided by (used in):		
Cash flows from operating activities:		
Net earnings and comprehensive income	\$ 49,276,267	\$ 22,740,839
Adjustments for items not involving cash:		
Depreciation	14,204,231	15,318,589
Deferred income tax expense	7,574,248	5,327,604
Current income tax expense	5,047,734	2,164,067
Gain on sale of assets held for sale	(30,340,556)	-
Finance expense	13,288,424	11,032,913
	59,050,348	56,584,012
Recovery of costs through real estate sales	10,763,248	124,837,069
Additions to development properties	(3,959,638)	(17,918,149)
Interest paid	(19,714,944)	(16,433,063)
Income taxes paid	(1,460,935)	(17,142,436)
Deposits held in trust	196,970	37,425,778
Deposits on real estate sales	(55,412)	(26,490,873)
Changes in non-cash operating working capital:		
Amounts receivable	3,356,228	3,459,629
Accounts payable and accrued liabilities	(3,280,081)	(4,656,732)
Inventory	(91,389)	(71,777)
Deposits and prepaids	(65,124)	2,044,474
	44,739,271	141,637,932
Cash flows from investing activities:		
Additions to investment properties	(56,654,201)	(57,841,630)
Additions to property, plant, and equipment	(2,137,710)	(1,117,014)
Deferred revenue received from assets held for sale	-	8,500,000
Additions to assets held for sale	(50,674)	-
Proceeds from sale of assets held for sale	64,016,434	-
Distributions from investment in joint ventures	125,000	-
	5,298,849	(50,458,644)
Cash flows from financing activities:		
Proceeds from loans from shareholder	33,750,000	-
Repayment of loans from shareholder	(53,750,000)	(48,000,000)
Repayment of due to related party	(12,000,000)	-
Proceeds from mortgages payable	46,208,974	26,568,416
Payment of financing fees	(626,067)	(1,674,067)
Repayment of mortgages payable	(45,046,173)	(29,320,122)
Bank and other indebtedness	(9,425,195)	13,441,187
Notes receivable	(3,573,402)	(8,062,991)
Purchase of non-controlling interest	(5,600,000)	(6,401,366)
Contributions by non-controlling interest	5,525,523	330,429
Distributions to non-controlling interest	(202,804)	(11,910,053)
Share purchase and redemption	-	(24,000,000)
	(44,739,144)	(89,028,567)
Increase in cash and cash equivalents	5,298,976	2,150,721
Cash and cash equivalents, beginning of year	20,113,817	17,963,096
Cash and cash equivalents, end of year	\$ 25,412,793	\$ 20,113,817

See accompanying notes to these consolidated financial statements.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

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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 (“TSX”) 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 26, 2023.

### (b) Basis of measurement:

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

### (c) 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.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 2. Basis of presentation (continued):

(c) Basis of consolidation (continued):

(i) Subsidiaries (continued):

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%
SWC Hotels LLP	100%
Wall Centre Central Park Condominiums Limited Partnership	75%
Wall Centre Construction Ltd.	100%
Wall North Vancouver Townhome Development Limited Partnership	43%
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%
W.F.C. Properties (Broadway) Inc.	100%
W.F.C. Properties (Pacific) 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, 2023 and 2022

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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, 2023 and 2022

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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.

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, 2023 and 2022

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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, 2023 and 2022

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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, 2023 and 2022

### 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, 2023 and 2022

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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, 2023 and 2022

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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, 2023 and 2022

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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, 2023 and 2022

### 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, 2023 and 2022

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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, 2023 and 2022

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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 applies IAS 20 *Accounting for Government Grants and Disclosure of Government Assistance*. 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.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 4. Investment properties:

	Land	Buildings	Major components	Total
<b>Cost:</b>				
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
Additions	35,916,651	22,724,136	371,161	59,011,948
Transfers	(4,294,183)	(2,672,895)	6,967,078	-
Balance, January 31, 2023	330,824,821	246,109,349	65,861,236	642,795,406
<b>Accumulated depreciation:</b>				
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
Depreciation	-	5,171,627	2,245,846	7,417,473
Balance, January 31, 2023	-	42,479,683	28,120,345	70,600,028
Net carrying value at January 31, 2023	\$ 330,824,821	\$ 203,629,666	\$ 37,740,891	\$ 572,195,378
Net carrying value at January 31, 2022	\$ 299,202,353	\$ 188,750,052	\$ 32,648,498	\$ 520,600,903

Included in investment properties are buildings under construction with a carrying value of \$13,599,009 (2022 – 16,603,775).

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 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, 2023	\$ 1,238,781,000	\$ 572,195,378
January 31, 2022	1,085,886,000	520,600,903

During the year ended January 31, 2023, the Company purchased two investment properties totaling \$35,100,000 and two residential strata units for \$1,184,000. 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, 2023, the total of properties measured at cost is \$251,065,546 (2022 - \$236,522,140).

The following carrying amounts were capitalized to investment properties for the years ended January 31, 2023 and 2022.

	2023	2022
Property taxes	\$ 157,409	\$ 590,100
Interest on borrowings	2,422,396	1,731,668

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 5. Property, plant and equipment:

	Land	Buildings	Major components	Furniture, fixtures and equipment	Total
<b>Cost:</b>					
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
Additions	-	-	-	2,137,710	2,137,710
Balance, January 31, 2023	18,391,761	115,685,808	37,439,191	71,195,517	242,712,277
<b>Accumulated depreciation:</b>					
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
Depreciation	-	2,044,484	1,236,026	3,495,975	6,776,485
Balance, January 31, 2023	-	44,575,147	24,125,754	65,049,904	133,750,805
Net carrying value, January 31, 2023	\$ 18,391,761	\$ 71,110,661	\$ 13,313,437	\$ 6,145,613	\$ 108,961,472
Net carrying value, January 31, 2022	\$ 18,391,761	\$ 73,155,145	\$ 14,549,463	\$ 7,503,878	\$ 113,600,247

## 6. Properties under development for sale:

	2023	2022
Properties under development for sale	\$ 117,174,679	\$ 113,387,957
Current portion of properties under development for sale	34,220,545	39,953,975
	\$ 151,395,224	\$ 153,341,932

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 \$10,763,248 (2022 - \$124,837,069).

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 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, 2023 and 2022.

	2023	2022
Property taxes	\$ 696,060	\$ 744,082
Interest on borrowings	4,856,902	4,310,776

## 7. Amounts receivable:

Included in amounts receivable are the following:

- (a) As at January 31, 2023, one loan to a third party was \$1,144,684 (2022 - \$1,084,684), which is due on demand and secured by real estate property, bearing interest at 2%.
- (b) Loans to employees in the aggregate amount of \$415,142 (2022 - \$1,432,430) of which \$305,000 (2022 - \$1,194,646) is secured by real estate property, bearing interest at 2% (2022 - 2%), and due on demand. The remaining loans to employees of \$110,142 (2022 - \$237,784) do not bear interest, are not secured, and are due by October 2023.

Total interest accrued as at January 31, 2023 on the above loans receivable, and included in amounts receivable on the statement of financial position is \$556 (2022 - \$23,643).

- (c) Trade and other receivables of \$7,593,864 (2022 - \$7,192,804).

## 8. Other assets:

	2023	2022
Prepaid commissions on properties under development for sale	\$ -	\$ 290,244
Deposits and prepaids	2,611,361	2,255,992
Sales centres, less accumulated amortization of \$2,821,649 (2022 - \$2,811,377)	15,422	25,694
Inventory	358,332	266,943
	\$ 2,985,115	\$ 2,838,873

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 9. Debt on properties:

	Weighted average interest rate	2023	2022
<b>Bank and other indebtedness:</b>			
Properties under development	(a) 7.60% (2022 - 3.25%)	\$ 50,835,884	\$ 50,569,609
Investment properties	(b) 6.02% (2022 - 2.09%)	87,950,000	119,437,038
General corporate debt	(c) 7.20% (2022 - 2.57%)	5,057,069	17,448,539
		<b>\$ 143,842,953</b>	<b>\$ 187,455,186</b>
<b>Mortgages payable:</b>			
Investment properties	(d) 2.86% (2022 - 2.77%)	\$ 351,806,645	\$ 283,752,234
Property, plant and equipment	(d) 6.90% (2022 - 2.65%)	51,984,416	84,688,990
		403,791,061	368,441,224
Less: deferred financing fees		(7,684,120)	(7,910,830)
		396,106,941	360,530,394
Less: current portion of mortgages payable		(66,634,222)	(97,055,188)
		<b>\$ 329,472,719</b>	<b>\$ 263,475,206</b>

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

At January 31, 2023 the Company had outstanding borrowings of \$50,835,884 (2022 - \$50,569,609) 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 \$68,302,065 (2022 - \$50,569,609). 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, 2023 the Company had outstanding borrowings of \$87,950,000 (2022 - \$119,437,038) on available credit facilities in the form of Canadian dollar prime rate loans, and bankers' acceptances. The maximum available funding under such facilities is \$90,015,000 (2022 - \$136,195,000). 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, 2023, the Company's borrowings of \$5,057,069 (2022 - \$17,448,539) are made available by way of lines of credit with a maximum available aggregate amount of \$144,733,000 (2022 - \$153,033,000). 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.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

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## 9. Debt on properties (continued):

(d) Mortgages payable:

Mortgages payable on investment properties of \$351,806,645 (2022 - \$283,752,234) bears interest at fixed rates ranging from 1.48% to 3.77% (2022 - 1.48% to 3.23%).

As at January 31, 2023, mortgage payable on property, plant and equipment of \$51,984,416 (2022 - \$84,688,990) bears interest at bankers' acceptance rates plus applicable stamping fees. An additional amount of \$50,000,000 is available to the Company and can be drawn at any time but not after January 31, 2024.

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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2024	\$	66,634,222
2025		7,486,543
2026		36,304,132
2027		49,429,246
2028		5,945,897
Thereafter		237,991,021
	\$	403,791,061

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## 10. Government assistance:

During the years ended January 31, 2023 and 2022, the Company received \$2,304,924 (2022 - \$7,221,886) in government assistance from COVID-19 relief programs, of which all amounts were received as at January 31, 2023 (2022 - \$2,265,216).

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 11. Net finance expense (income):

	2023	2022
Finance income:		
Investment income	\$ 58,434	\$ 91,807
Interest income	316,106	405,773
	374,540	497,580
Finance expense:		
Interest on:		
Bank and other indebtedness	11,830,189	8,919,707
Mortgages payable	8,737,532	8,155,650
	20,567,721	17,075,357
Interest capitalized to properties under development for sale and investment properties	(7,279,297)	(6,042,444)
	13,288,424	11,032,913
Net finance expense	\$ 12,913,884	\$ 10,535,333

## 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, 2023 includes \$1,708,423 (2022 - \$4,004,397) 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, 2023, non-controlling interest relating to these agreements totaled \$17,373,671 (2022 - \$20,621,953). Of this amount, \$14,205,983 (2022 - \$17,881,910) 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 \$3,167,688 (2022 - \$2,740,044) 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 \$3,573,402 (2022 - \$8,062,991) are from a company owned by an officer of the Company. On February 1, 2023, the Company made distributions to the related party non-controlling interest which was settled in full with the notes receivable.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

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

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

During the year ended January 31, 2023, the Company acquired an additional 14.29% 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 42.86%. As the Company had a controlling interest in this property prior to the acquisition of the additional 14.29%, the acquisition was recorded as an equity transaction. On the date of the transaction, the carrying value of the 14.29% non-controlling interest was \$8,564,852 while the consideration paid was \$5,600,000. The difference was recorded as an increase to the Company's retained earnings.

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 was recorded as a due to related party as at January 31, 2022. On March 7, 2022, this was repaid in full.

## 13. Share capital:

### (a) Issued and outstanding:

Common shares:

	Shares		Amount	
	2023	2022	2023	2022
Authorized:				
54,000,000 common shares without par value				
Issued and outstanding at				
January 31, 2023 and 2022	32,453,365	32,453,365	\$ 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, 2023 and 2022

## 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, 2023 and 2022 and the Company did not record any stock-based compensation expense for the years ended January 31, 2023 and 2022

### (c) Dividends:

During the years ended January 31, 2023 and 2022, no dividends were declared or paid.

## 14. Income taxes:

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

	2023	2022
Current income tax expense	\$ 5,047,734	\$ 2,164,067
Deferred income tax expense	7,574,248	5,327,604
	<u>\$ 12,621,982</u>	<u>\$ 7,491,671</u>

### (b) Income tax expense differs from the amount that would be computed by applying the federal and provincial statutory income tax rates of 27% (2022 - 27%) to earnings before income taxes and non-controlling interest as a result of the following:

	2023	2022
Earnings before income taxes	\$ 61,898,249	\$ 30,232,510
Tax expense at statutory rate	16,712,527	8,162,778
Increase (decrease) resulting from:		
Attributable to non-controlling interest	(139,239)	(2,194,488)
Non-deductible expenses and non-taxable income	(4,022,957)	22,898
Change in filing estimates for prior periods and other	71,651	1,500,483
	<u>\$ 12,621,982</u>	<u>\$ 7,491,671</u>

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 14. Income taxes (continued):

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

	2023	2022
Deferred tax assets:		
Non-capital loss-carry forwards	\$ 589,750	\$ 720,590
Other		-
	589,750	720,590
Deferred tax liabilities:		
Properties	(22,162,381)	(14,346,174)
Net deferred tax liabilities	\$ (21,572,631)	\$ (13,625,584)

The Company estimates that it has \$2,184,260 (2022 - \$2,668,854) of non-capital losses for income tax purposes available at January 31, 2023 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, 2023, the estimated committed costs to complete properties under development at year-end are approximately \$16,750,000 (2022 - \$15,784,000).
- (c) The Company has outstanding letters of credit at January 31, 2023 of \$16,557,225 (2022 - \$16,781,405) related primarily to works and services to be performed by the Company.
- (d) The purchase and sale agreement of one the investment properties purchased during the year ended January 31, 2023 includes a \$4,000,000 maximum additional payment to the seller contingent upon rezoning of the site and the determination of its density. The contingent consideration was not accrued as at January 31, 2023.

## 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:

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 16. Related party transactions (continued):

### (a) Compensation of key management personnel (continued):

	2023	2022
Salaries and wages	\$ 1,391,653	\$ 1,275,610
Employee benefits	57,280	20,909
	\$ 1,448,932	\$ 1,296,519

### (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, 2023, the Company sold one condominium unit to a company owned by an officer of the Company for \$1,100,000 (2022 - \$nil).

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, 2023, the Company had a \$nil (2022 - \$20,000,000) loan payable due to a company owned by a significant shareholder of the Company. The \$20,000,000 loan payable was secured by charges over property under development and bear interest at 6.00%. The loan was fully repaid during the year ended January 31, 2023.

During the year ended January 31, 2023, the Company recorded interest on loans payable to the significant shareholder totaling \$594,974 (2022 - \$1,297,231).

## 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, 2023 is \$382,926,000 (2022 - \$367,500,000).

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:

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

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## 17. Financial instruments (continued):

### (a) Fair values (continued):

- 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.

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, 2023, management has determined that every 1% increase or decrease in the applicable interest rates results in a corresponding \$2,106,000 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 primarily as it relates 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.

At January 31, 2023, substantially all of the Company's trade receivables of \$7,593,864 (2022 - \$7,192,804) 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, 2023 and 2022

## 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, 2023, the Company has available unused approved credit facilities of \$159,207,000. The Company also has trade receivables of \$7,593,864 which it expects to collect in full, and cash and cash equivalents totaling \$25,412,793.

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, 2023, the Company is in compliance with its 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, 2023	Carrying amount	Total contractual cash flows	Less than one year	1-5 years	More than 5 years
Accounts payable and accrued liabilities	\$ 19,571,592	\$ 19,571,592	\$ 19,571,592	\$ -	\$ -
Bank and other indebtedness	143,842,953	143,842,953	143,842,953	-	-
Mortgages payable	403,791,061	436,058,366	75,430,927	115,071,826	245,555,613
	\$ 567,205,606	\$ 599,472,911	\$ 238,845,472	\$ 115,071,826	\$ 245,555,613

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

## 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:

	2023	2022
Liabilities:		
Bank and other indebtedness	\$ 143,842,953	\$ 187,455,186
Mortgages payable	396,106,941	360,530,394
Loans from shareholder	-	20,000,000
Due to related party	-	12,000,000
Shareholders' equity:		
Share capital	24,099,401	24,099,401
Non-controlling interest	52,149,452	62,384,929
Total capital	\$ 616,198,747	\$ 666,469,910

## 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 and recorded a gain of \$30,340,556.

## 19. Comparative information:

Certain comparative information in the prior period has been reclassified to conform to the current period presentation. The Company has recast its consolidated statement of cash flow for the year ended January 31, 2022, by adjusting \$6,401,366 in purchase of non-controlling interest from investing activities to financing activities. The impact of the adjustment results in a decrease in cash flows used in investing activities from \$(56,860,010), as previously reported, to \$(50,458,644), and an increase in cash flows used in financing activities from \$(82,627,201), as previously reported, to \$(89,028,567) for the year ended January 31, 2022.

# WALL FINANCIAL CORPORATION

Notes to Consolidated Financial Statements

Years ended January 31, 2023 and 2022

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## 20. Subsequent events:

- (a) On February 3, 2023, the Company declared a cash dividend of \$3.00 per Common Share to holders of record of the Common Shares on February 17, 2023 for a total dividend payment of \$97,360,095 which was paid on March 3, 2023.
- (b) On March 3, 2023, the Company entered into an amended credit facility increasing its previous availability of \$7,000,000 to \$35,000,000. The amended credit facility bears interest of prime plus 0.65% or the bankers' acceptance stamping fee of 2.15%.
- (c) On March 10, 2023, the TSX accepted the Company's notice of intention to commence a Normal Course Issuer Bid ("NCIB") which allows the Company to repurchase, at its discretion, up to 688,362 Common Shares in the market or as otherwise permitted by the TSX, subject to normal terms and limitations. Common Shares purchased by the Company will be cancelled. On March 15, 2023, the Company entered into an Automatic Share Purchase Plan with a broker that allows the purchase of Common Shares for cancellation under the NCIB at any time during predetermined trading blackout periods. As at April 26, 2023, the Company has purchased 14,600 Common Shares at a weighted average price of \$17.52 per share for \$255,791 and cancelled 6,500 Common Shares.
- (d) On March 30, 2023 and April 3, 2023, the Company purchased two residential strata units for \$1,379,000.
- (e) On April 14, 2023, the Company purchased 12 residential strata units for \$6,800,000.

# 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	
	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
Total assets	\$589,152,962	\$565,440,015	\$118,082,600	\$121,643,433	\$164,566,499	\$176,981,784	\$2,926,896	\$9,998,194	\$874,728,957	\$874,063,426
Revenue	\$39,565,643	\$36,860,385	\$85,449,814	\$29,351,337	\$19,336,721	\$174,837,052	\$-	\$-	\$144,352,178	\$241,048,774
Depreciation expense	7,417,473	7,472,888	6,776,486	7,825,059	-	10,370	10,272	10,272	14,204,231	15,318,589
Earnings (loss) from operations before income taxes	38,682,061	9,116,398	23,306,709	(2,453,262)	5,076,666	27,021,131	(5,167,187)	(3,451,757)	61,898,249	30,232,510