

## Management's Discussion and Analysis

# TIMBERCREEK FINANCIAL

For the three months and nine months ended September 30, 2021



TIMBERCREEK  
FINANCIAL

## FORWARD-LOOKING STATEMENTS

### Forward-looking statement advisory

The terms, the "Company", "we", "us" and "our" in the following Management Discussion & Analysis ("MD&A") refer to Timbercreek Financial Corp. (the "Company" or "Timbercreek Financial"). This MD&A may contain forward-looking statements relating to anticipated future events, results, circumstances, performance or expectations that are not historical facts but instead represent our beliefs regarding future events. These statements are typically identified by expressions like "believe", "expects", "anticipates", "would", "will", "intends", "projected", "in our opinion" and other similar expressions. By their nature, forward-looking statements require us to make assumptions which include, among other things, that (i) the Company will have sufficient capital under management to effect its investment strategies and pay its targeted dividends to shareholders, (ii) the investment strategies will produce the results intended by Timbercreek Capital Inc. ("Manager"), a subsidiary and as successor in interest to Timbercreek Asset Management Inc. ("TAMI"), (iii) the markets will react and perform in a manner consistent with the investment strategies and (iv) the Company is able to invest in mortgages and other investments of a quality that will generate returns that meet and/or exceed the Company's targeted investment returns.

Forward-looking statements are subject to inherent risks and uncertainties. There is significant risk that predictions and other forward-looking statements will prove not to be accurate. We caution readers of this MD&A not to place undue reliance on our forward-looking statements as a number of factors could cause actual future results, conditions, actions or events to differ materially from the targets, expectations, estimates or intentions expressed or implied in the forward-looking statements. Actual results may differ materially from management expectations as projected in such forward-looking statements for a variety of reasons, including but not limited to, general market conditions, impacts as a result of COVID-19, interest rates, regulatory and statutory developments, the effects of competition in areas that the Company may invest in and the risks detailed from time to time in the Company's public disclosures. For more information on risks, please refer to the "Risks and Uncertainties" section in this MD&A, and the "Risk Factors" section of our Annual Information Form ("AIF"), which can be found on the System for Electronic Document Analysis and Retrieval ("SEDAR") website at [www.sedar.com](http://www.sedar.com).

We caution that the foregoing list of factors is not exhaustive and that when relying on forward-looking statements to make decisions with respect to investing in the Company, investors and others should carefully consider these factors, as well as other uncertainties and potential events and the inherent uncertainty of forward-looking statements. Due to the potential impact of these factors, the Company and the Manager do not undertake, and specifically disclaim any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, unless required by applicable law.

This MD&A is dated November 9, 2021. Disclosure contained in this MD&A is current to that date, unless otherwise noted. Additional information on the Company, its dividend reinvestment plan and its mortgage investments is available on the Company's website at [www.timbercreekfinancial.com](http://www.timbercreekfinancial.com). Additional information about the Company, including its AIF, can be found at [www.sedar.com](http://www.sedar.com).

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## **BUSINESS OVERVIEW**

Timbercreek Financial is a leading non-bank lender providing financing solutions to qualified real estate investors who are generally in a transitional phase of the investment process.

Timbercreek Financial fulfills a financing requirement that is not well serviced by the commercial banks: primarily shorter duration, structured financing. Real estate investors typically use short-term mortgages to bridge a period (generally one to five years) during which they conduct property repairs, redevelop the property or purchase another investment. These short-term “bridge” mortgages are typically repaid with traditional bank mortgages (lower cost and longer-term debt) once the transitional period is over, a restructuring is complete or from proceeds generated on the sale of assets. Timbercreek Financial focuses primarily on lending against income-producing real estate such as multi-residential, retail and office properties. This emphasis on cash-flowing properties is an important risk management strategy.

Timbercreek Financial, through its Manager, has established preferred lender status with many active real estate investors by providing quick execution on investment opportunities and by providing flexible terms to borrowers. Timbercreek Financial works with borrowers throughout the terms of their mortgages to ensure that their capital requirements are met and, if requested, considers modifications of or extensions to the terms of their mortgages to accommodate additional opportunities that may arise or changes that may occur.

The Company is, and intends to continue to be, qualified as a mortgage investment corporation (“MIC”) as defined under Section 130.1(6) of the Income Tax Act (Canada) (“ITA”).

## **BASIS OF PRESENTATION**

This MD&A has been prepared to provide information about the financial results of the Company for the three months and nine months ended September 30, 2021. This MD&A should be read in conjunction with the unaudited interim condensed consolidated financial statements for the three months and nine months ended September 30, 2021 and 2020, and the audited consolidated financial statements for the years ended December 31, 2020 and 2019, which are prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

The functional and reporting currency of the Company is Canadian dollars and unless otherwise specified, all amounts in this MD&A are in thousands of Canadian dollars, except per share and other non-financial data.

Copies of these documents have been filed electronically with securities regulators in Canada through SEDAR and may be accessed through the SEDAR website at [www.sedar.com](http://www.sedar.com).

## **NON-IFRS MEASURES**

The Company prepares and releases unaudited interim condensed consolidated financial statements in accordance with IFRS. In this MD&A, as a complement to results provided in accordance with IFRS, the Company discloses certain financial measures not recognized under IFRS and that do not have standard meanings prescribed by IFRS (collectively the “non-IFRS measures”).

The Company has presented such non-IFRS measures because the Manager believes they are relevant measures of the Company’s ability to earn and distribute recurring cash flows and earnings for dividends and provide a clearer understanding of the Company’s financial performance.

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The Company's financial performance is predominately generated from net investment income from net mortgage investments. The Company may enter into certain mortgage participation agreements with other institutional lenders, where such agreements may provide for the Company's participation either on a pari passu basis or in a subordinated position with one or more institutional syndication partners. For IFRS presentation purposes, where the derecognition criteria is not met, mortgage investments are reported on a gross basis, with the portion related to the syndicated mortgages being included in the mortgage investments, including mortgage syndications and a corresponding liability as mortgage syndication liabilities. Mortgage syndication liabilities are non-recourse mortgages with period to period variances not impacting the Company's performance. Refer to Note 4 of the unaudited interim condensed consolidated financial statements. The relevant factors causing period to period variances include net mortgage principal amounts, portfolio allocation, weighted average interest rate and turnover rate. These non-IFRS measures should not be construed as alternatives to total net income and comprehensive income or cash flows from operating activities as determined in accordance with IFRS.

**Non-IFRS financial measures for net mortgage investments:**

- i. Net mortgage investments – represents total mortgage investments, net of mortgage syndication liabilities and before adjustments for interest receivable, unamortized lender fees and allowance for mortgage investments loss as at the reporting date.
- ii. Weighted average loan-to-value ("WALTV") – a measure of advanced and unadvanced mortgage commitments on a mortgage investment, including priority or pari-passu debt on the underlying real estate, as a percentage of the fair value of the underlying real estate collateral at the time of approval of the mortgage investment. For construction/redevelopment mortgage investments, fair value is based on an "as completed" basis. For unimproved land property, fair value is based on an "as is" basis. Net mortgage investments measured at fair value through profit or loss ("FVTPL") are excluded from weighted average loan-to-value computation. This is a key measure to explain period to period performance variances of net mortgage investments.
- iii. Turnover ratio – represents total net mortgage investments repayments during the stated period, expressed as a percentage of the average net mortgage investment portfolio for the stated period. The Company makes mortgages or loans to only commercial borrowers that are short-term (generally one to five years), as such the portfolio turnover rate is higher than typical mortgage portfolios which include individual or non-commercial borrower loans. This is a key measure to explain period to period performance variances of net mortgage investments as turnover from both scheduled and early repayments impacts revenue.
- iv. Weighted average interest rate for the period – represents the weighted average of daily interest rates (not including lender fees) on the net mortgage investments for the daily period. As a result, the Company complements IFRS measures (which presents financial positions as a point of time basis) with weighted daily average data to explain significant variances. This is a key measure to explain period to period performance variances of net mortgage investments.
- v. Weighted average lender fees for the period – represents the cash lender fees received on individual mortgage investments during the stated period, expressed as a percentage of the Company's advances on those mortgage investments. If the entire lender fee is received but the mortgage investment is not fully funded, the denominator is adjusted to include the Company's unadvanced commitment. As a result, the Company complements IFRS measures (which presents financial positions as a point of time basis) with weighted average data to explain significant variances. This is a key measure to explain period to period performance variances of net mortgage investments as lender fees is one of the main contributors to net investment income and distributable income.

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- vi. Average net mortgage investment portfolio – represents the daily average of net mortgage investments for the stated period. As a result, the Company complements IFRS measures (which presents financial positions as a point of time basis) with weighted daily average data to explain significant variances. This is a key measure to explain period to period performance variances of net mortgage investments as average net mortgage investment portfolio is a basis for interest income earned during the period.
- vii. Enhanced return portfolio – represents other investments and net equity in investment properties not included in net mortgage investments.

**Non-IFRS financial measures for Company's assessment of its distribution paying capacity:**

It is the Company's view that IFRS net income does not necessarily provide a complete measure of the Company's operating performance as IFRS net income includes non-cash items such as amortization of lender fees, amortization of financing costs, unrealized fair value changes, and allowance for mortgage investments loss, which are not representative of operating performance. Distributable income is a non-IFRS financial measure of cash flows based on the definition set forth by the Company.

Distributable income is computed as IFRS consolidated net income, adjusted for the earlier mentioned items, calculated on an IFRS basis. The Company uses Distributable Income in assessing its dividend paying capacity. A reconciliation of the distributable income is provided in "Analysis of Financial Information for the Period" section of the MD&A.

Payout ratio on distributable income is a non-IFRS financial measure of the Company's ability to generate cash flows for dividends. Payout ratio on earnings per share, where earnings is calculated on an IFRS basis, is a common measure of the sustainability of a company's dividend payments and is useful when comparing it to other companies of similar industries.

- i. Distributable income – represents the Company's ability to generate cash flows for dividends by removing the effect of amortization, accretion, unrealized fair value adjustments, allowance for mortgage investments loss, and unrealized gain or loss from total net income and comprehensive income.
- ii. Distributable income per share – represents the total distributable income divided by the weighted average common shares outstanding for the stated period.
- iii. Payout ratio on distributable income – represents total common share dividends paid and declared for payment, divided by distributable income for the stated period.
- iv. Payout ratio on earnings per share – represents total common share dividends paid and declared for payment, divided by total net income and comprehensive income for the stated period.
- v. Adjusted distributable income – represents distributable income adjusted for the impact of a realized gain on an investment measured at FVTPL as well as non-recurring foreign currency gains on an other investment.
- vi. Adjusted distributable income per share – represents the total adjusted distributable income divided by the weighted average common shares outstanding for the stated period.
- vii. Payout ratio on adjusted distributable income – represents total common share dividends paid and declared for payment, divided by adjusted distributable income for the stated period.

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- viii. Adjusted net income and comprehensive income – represents adjusted net income and comprehensive income for the stated period to exclude the impact from unrealized fair value (gain)/loss on financial assets measured at FVTPL and on derivative contracts (interest rate swap) used for hedging purposes but hedge accounting was not adopted. The fair value loss on financial assets represents the change in unrealized loss determined based on the fair value that the Company determined using its valuation policies on the financial assets. The fair value (gain)/loss on the interest rate swap contract represents the change in unrealized appreciation or depreciation of fair value of the interest rate swap, determined based on the fair value that the Company would pay or receive if the interest rate swap had been terminated as at the reporting date.
- ix. Adjusted earnings per share – adjusted earnings per share is calculated in the same manner as earnings per share using adjusted net income and comprehensive income for the stated period.
- x. Payout ratio on adjusted earnings per share – represents total common share dividends paid and declared for payment, divided by adjusted net income and comprehensive income for the stated period.

## RECENT DEVELOPMENTS AND OUTLOOK

The Company reported Q3 2021 distributable income and adjusted distributable income of \$13.5 million or \$0.17 per share, representing a payout ratio of 103.7%. The YTD 2021 payout ratio on distributable income is 93.4% versus 97.9% for YTD 2020 (YTD 2021 adjusted distributable income is 94.9% versus 97.9% for YTD 2020). This is consistent with Management's intent to keep annualized distributable and adjusted distributable income payout ratio in the mid 90 percent range. The Q3 results are reflective of a lower weighted-average net investment portfolio due to the high portfolio turnover.

The Company's portfolio continues to perform well with all but 1 loans current and paying interest. As we continue to work through the pandemic environment, management has remained very focused on asset and risk management. The overriding objective remains to optimize the risk/return parameters of the portfolio to deliver stable distributable returns for investors.

The Timbercreek team continues to see attractive mortgage opportunities and the pipeline is strong heading into Q4. Competition for lower risk asset categories such as multi-family remains strong, with Timbercreek winning its expected share of investments. The third quarter saw significant net mortgage repayments with September being particularly high at \$122.9 million of a total of \$235.6 million for the quarter. These repayments have the Company in a strong liquidity position to redeploy into new loans in Q4 2021.

Looking forward into 2022, the operating environment is likely to be noticeably different than the previous two years. Commercial real estate transaction activity is increasing and numerous supply-side factors will likely keep inflation a significant story in the near to medium term. Like many others, we expect this will result in rising interest rates in 2022 which should have a positive effect on distributable income for Timbercreek as the vast majority of our new and existing loans are floating rate investments.

Also during Q3 2021, the Company executed on a few capital structuring initiatives and successfully closed \$55.0 million of 5.25% 7-year convertible debentures and redeemed \$46.0 million of 5.45% convertible debentures. The Company continued to issue shares under its ATM program which was relaunched in June 2021. In the three months ended September 30, 2021 the Company issued 299,800 common shares for gross proceeds of \$2.9 million at an average price of \$9.65 and paid \$58 in commissions to the agent, pursuant to the equity distribution agreement.

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## PORTFOLIO ACTIVITY

The Company funded 13 new net mortgage investments totaling \$108.2 million and made additional advances of \$68.6 million. Portfolio turnover increased to 17.1% (with fully discharged and partially discharged net mortgage investments totaling \$235.6 million), compared with 7.2% in Q2 2021. This resulted in the net value of the mortgage portfolio, excluding syndications, to be lower by \$63.2 million from \$1,159.2 million in Q2 2021 to \$1,096.0 million at the end of Q3 2021. The amount drawn on the credit facility funding mortgage investments was \$402.1 million at the end of Q3 2021, compared to \$469.5 million at the end of Q2 2021. With approximately \$132.9 million available on the credit facility, Timbercreek Financial continues to be in a strong liquidity position entering Q4 2021.

At the end of Q3 2021, 87.1% of the mortgage investments were secured by income-producing properties, compared to 89.0% in Q2 2021. Multi-residential real estate assets (apartment buildings) comprise the largest portion of the portfolio at 49.4% at quarter end, compared to 51.4% in Q2 2021.

In the third quarter, collections continued to remain high and largely unaffected by COVID-19. We collected approximately 99% of October 2021 interest payments which is materially in line with historical collection rates. This performance highlights the creditworthiness and financial capacity of our existing borrower base.

Our exposure to first mortgages was 90.2% of the net mortgage portfolio at quarter end. Our weighted average loan-to-value ratio remained consistent with prior quarter at 69.6% compared to 69.7% in Q2 2021. Our weighted average interest rate for the period was 7.1% in Q3 2021 with an exit rate of 7.0% as at September 30, 2021, a slight change from 7.2% as at and for the period ended June 30, 2021.

The weighted average interest rate in the existing portfolio is well protected at the end of Q3 2021, due to floating rate loans with rate floors representing 82.7% (Q2 2021 – 79.5% and Q3 2020 – 77.3%) of the portfolio. The high percentage of floating rate loans with rate floors has muted the impact of interest rate cuts in prior periods and pricing on recent transactions has remained relatively unchanged.

The net mortgage portfolio remains heavily weighted toward Canada's largest provinces, with approximately 96.8% of the mortgage portfolio invested in Ontario, British Columbia, Quebec and Alberta, the majority of which are in urban markets that generally experience better real estate liquidity and thus offer a better risk profile.

The Company continued to monitor its FVTPL financial assets in the period for any significant changes in fair value as it related to market movements, impacts of COVID-19 and business plans of the underlying assets. Accordingly, the Company recorded a fair value loss on one the FVTPL loans of \$4.4 million in the quarter reflecting a discounted discharge set to close in Q4 2021. No other significant adjustments were made to the loans as a result of the ongoing COVID-19 pandemic.

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**FINANCIAL HIGHLIGHTS**
**KEY FINANCIAL**
**POSITION INFORMATION**

	September 30, 2021	September 30, 2020	December 31, 2020
Net mortgage investments <sup>1</sup>	\$ 1,096,017	\$ 1,153,201	\$ 1,143,121
Enhanced Return Portfolio <sup>1</sup>	\$ 97,649	\$ 93,566	\$ 91,640

**CAPITAL STRUCTURE**

Total assets	\$ 1,658,513	\$ 1,823,017	\$ 1,711,462
Total liabilities	\$ 969,954	\$ 1,122,400	\$ 1,026,412
Shareholders' equity	\$ 688,559	\$ 700,617	\$ 685,050
Book value per share	\$ 8.44	\$ 8.66	\$ 8.47
Convertible debentures, par	\$ 100,000	\$ 136,800	\$ 91,000
Credit facility (investment properties)	\$ 30,690	\$ 30,646	\$ 30,656
Credit facility (mortgage investments)	\$ 401,198	\$ 469,241	\$ 458,299
Total debentures and credit facility utilized	\$ 531,888	\$ 636,687	\$ 579,955
Maximum credit limit available	\$ 665,690	\$ 702,490	\$ 656,690
Credit utilization rate	79.9 %	90.6 %	88.3 %

**COMMON SHARE INFORMATION**

Number of common shares outstanding	81,547,819	80,887,433	80,887,433
Closing trading price	\$ 9.64	\$ 8.35	\$ 8.65
Market capitalization	\$ 786,121	\$ 675,410	\$ 699,676

1. Refer to non-IFRS measures section.

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**OPERATING RESULTS<sup>1</sup>**

NET INCOME AND COMPREHENSIVE INCOME	Three months ended September 30,		Nine months ended September 30,		Year ended December 31,
	2021	2020	2021	2020	2020
Net Investment Income on financial assets measured at amortized cost	\$ 22,042	\$ 23,917	\$ 67,871	\$ 71,982	\$ 95,940
Total fair value (loss) gain and other income on financial assets measured at FVTPL	\$ (3,577)	\$ 147	\$ (2,887)	\$ (1,860)	\$ (16,778)
Net rental income	\$ 386	\$ 344	\$ 1,110	\$ 1,080	\$ 1,453
Expenses	\$ 3,404	\$ 4,181	\$ 12,476	\$ 12,464	\$ 18,024
Income from operations	\$ 15,447	\$ 20,227	\$ 53,618	\$ 58,738	\$ 62,591
Financing costs:					
Financing cost on credit facilities	\$ 4,040	\$ 4,291	\$ 12,689	\$ 13,628	\$ 18,025
Financing cost on convertible debentures	\$ 1,981	\$ 2,306	\$ 4,978	\$ 6,705	\$ 8,624
Fair value (gain) loss on derivative contract	\$ (995)	\$ (817)	\$ (2,946)	\$ 4,790	\$ 3,940
Net income and comprehensive income	\$ 10,421	\$ 14,447	\$ 38,897	\$ 33,615	\$ 32,002
Payout ratio on earnings per share	134.7 %	96.7 %	107.9 %	126.4 %	176.4 %
<b>ADJUSTED NET INCOME AND COMPREHENSIVE INCOME</b>					
Net income and comprehensive income	\$ 10,421	\$ 14,447	\$ 38,897	\$ 33,615	\$ 32,002
Add: fair value (gain) loss on derivative contract (interest rate swap)	\$ (995)	\$ (817)	\$ (2,946)	\$ 4,790	\$ 3,940
Add: net unrealized loss on financial assets measured at FVTPL	\$ 4,295	\$ 395	\$ 5,511	\$ 3,472	\$ 18,949
<b>Adjusted net income and comprehensive income<sup>1</sup></b>	\$ 13,721	\$ 14,025	\$ 41,462	\$ 41,877	\$ 54,891
Payout ratio on adjusted earnings per share <sup>1</sup>	102.3 %	99.6 %	101.3 %	101.5 %	102.8 %
<b>PER SHARE INFORMATION</b>					
Dividends declared to shareholders	\$ 14,037	\$ 13,964	\$ 41,982	\$ 42,494	\$ 56,447
Weighted average common shares (in thousands)	81,311	81,004	81,093	82,200	81,870
Dividends per share	\$ 0.17	\$ 0.17	\$ 0.52	\$ 0.52	\$ 0.69
Earnings per share (basic)	\$ 0.13	\$ 0.18	\$ 0.48	\$ 0.41	\$ 0.39
Earnings per share (diluted)	\$ 0.13	\$ 0.18	\$ 0.48	\$ 0.41	\$ 0.39
Adjusted earnings per share (basic) <sup>1</sup>	\$ 0.17	\$ 0.17	\$ 0.51	\$ 0.51	\$ 0.67
Adjusted earnings per share (diluted) <sup>1</sup>	\$ 0.17	\$ 0.17	\$ 0.51	\$ 0.51	\$ 0.67

1. Refer to non-IFRS measures section.

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**OPERATING RESULTS<sup>1</sup>**

	Three months ended September 30,		Nine months ended September 30,		Year ended December 31,
	2021	2020	2021	2020	2020
<b>DISTRIBUTABLE INCOME</b>					
Adjusted net income and comprehensive income <sup>1</sup>	\$ 13,721	\$ 14,025	\$ 41,462	\$ 41,877	\$ 54,891
Less: amortization of lender fees	(2,697)	(2,251)	(7,140)	(7,181)	\$ (10,110)
Add: lender fees received and receivable	2,148	1,452	7,026	5,847	\$ 7,660
Add: amortization of financing costs, credit facility	178	167	833	704	\$ 953
Add: amortization of financing costs, debentures	428	394	861	988	\$ 1,458
Add: accretion expense, debentures	128	70	246	192	\$ 271
Add: unrealized fair value loss (gain) on DSU	15	—	121	—	(99)
Add: (Recovery of) allowance for expected credit loss	(381)	348	1,557	970	2,994
<b>Distributable income<sup>1</sup></b>	<b>\$ 13,540</b>	<b>\$ 14,205</b>	<b>\$ 44,966</b>	<b>\$ 43,397</b>	<b>\$ 58,018</b>
Payout ratio on distributable income <sup>1</sup>	103.7 %	98.3 %	93.4 %	97.9 %	97.3 %
<b>ADJUSTED DISTRIBUTABLE INCOME</b>					
Distributable income	\$ 13,540	\$ 14,205	\$ 44,966	\$ 43,397	\$ 58,018
Less: One-time distribution income	—	—	(707)	—	—
<b>Adjusted Distributable income<sup>1</sup></b>	<b>\$ 13,540</b>	<b>\$ 14,205</b>	<b>\$ 44,259</b>	<b>\$ 43,397</b>	<b>\$ 58,018</b>
Payout ratio on adjusted distributable income <sup>1</sup>	103.7 %	98.3 %	94.9 %	97.9 %	97.3 %
<b>PER SHARE INFORMATION</b>					
Dividends declared to shareholders	\$ 14,037	\$ 13,964	\$ 41,982	\$ 42,494	\$ 56,447
Weighted average common shares (in thousands)	81,311	81,004	81,093	82,200	81,870
Dividends per share	\$ 0.17	\$ 0.17	\$ 0.52	\$ 0.52	\$ 0.69
Distributable income per share <sup>1</sup>	\$ 0.17	\$ 0.18	\$ 0.55	\$ 0.53	\$ 0.71
Adjusted distributable income per share <sup>1</sup>	\$ 0.17	\$ 0.18	\$ 0.55	\$ 0.53	\$ 0.71

1. Refer to non-IFRS measures section.

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**For the three months ended September 30, 2021 ("Q3 2021") and September 30, 2020 ("Q3 2020")**

- The Company funded 13 new net mortgage investments (Q3 2020 – 10) totaling \$108.2 million (Q3 2020 – \$69.4 million), and made additional advances on existing net mortgage investments totaling \$68.6 million (Q3 2020 – \$20.0 million). The weighted average interest rate on net mortgages funded was 6.2% and funding mainly comprised of multi-residential real estate, reflecting some rate compression in the market, particularly in the multi-residential real estate class. The Company fully discharged 15 net mortgage investments (Q3 2020 – 16) and partially discharged net mortgage investments totaling \$235.6 million (Q3 2020 – \$145.8 million). The weighted average interest rate on fully discharged net mortgage investments was 6.7%. The quarterly weighted average interest rate on net mortgage investments was 7.1% in Q3 2021, compared to 7.2% in Q2 2021 (Q3 2020 – 7.2%), reflecting a slight overall rate reduction.
- Funding of new and existing net mortgage investments of \$176.8 million, offset by repayments of \$235.6 million, resulted in a lower net mortgage investment portfolio of \$1,096.0 million, compared to \$1,159.2 million at the end of Q2 2021.
- Turnover ratio was 17.1% for Q3 2021 compared to 12.3% in Q3 2020. The increase is largely attributed to the improving transaction landscape as borrowers who may have renewed during the pandemic are now progressing on their plans to upgrade, renovate or sell their underlying assets.
- Other investments within the enhanced return portfolio were \$80.1 million (Q2 2021 – \$77.3 million), a net increase of \$2.8 million in the quarter, primarily due to new collateralized loan investments.
- Net investment income on financial assets measured at amortized cost decreased by \$1.9 million from Q3 2020 (\$22.0 million in Q3 2021 compared to \$23.9 million in Q3 2020), primarily attributable to lower average net mortgage investments at amortized cost in Q3 2021 (\$1,119.5 million in Q3 2021 compared to \$1,137.9 million in Q3 2020).
- Fair value loss or gains and other income on financial assets measured at FVTPL decreased from a gain of \$147 in Q3 2020 to a loss of \$3.6 million in Q3 2021, resulting primarily from fair value losses on mortgage investments recorded in Q3 2021 of \$4.4 million versus a loss of \$577 in Q3 2020. The loss is attributable to a negotiated discharge of one of its FVTPL mortgage investments which is set to close in Q4.
- Income from operations saw a \$4.8 million decrease over the prior year (\$15.4 million in Q3 2021 compared to \$20.2 million in Q3 2020).
- Non-refundable cash lender fees were \$2.1 million (Q3 2020 – \$1.5 million), primarily driven by new net mortgage investments of \$108.2 million in the period (versus \$69.4 million for the same period in 2020). The quarterly weighted average lender fees on new and renewed mortgages was 0.6% during the quarter (Q3 2020 – 0.7%), while the quarterly weighted average lender fee on new mortgages only was 0.9% (Q3 2020 – 1.2%).
- The Company recorded a \$1.0 million fair value gain from a 2-year interest rate swap contract (the "Contract") entered into in December 2019. The fair value gain relating to the Contract is recorded at FVTPL in accordance with IFRS, which will expire at par upon maturity in December 2021. Refer to note 6(a) of the interim condensed consolidated financial statements for the three months and nine months ended September 30, 2021 and 2020.

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- Excluding the \$1.0 million fair value gain arising from the Contract and the unrealized loss from financial assets measured at FVTPL of \$4.3 million (Q3 2020 – \$395), the Company generated adjusted net income and comprehensive income of \$13.7 million (Q3 2020 – \$14.0 million) or basic and diluted adjusted earnings per share of \$0.17 (Q3 2020 – basic and diluted of \$0.17). The Company declared \$14.0 million in dividends to common shareholders (Q3 2020 – \$14.0 million), representing a payout ratio of 102.3% (Q3 2020 – 99.6%) on an adjusted earnings per share basis.
- General and administrative expenses were \$473 (Q3 2020 – \$520). Excluding a net foreign exchange gain of \$80, general and administrative expenses were \$553 for the quarter, representing an increase of \$20 over Q3 2020 mainly driven by increased costs associated with non-cash mark-to-market adjustments on the DSUs and higher insurance premiums.
- Weighted average interest rate in the existing portfolio was well protected at the end of Q3 2021 with 12.1% fixed rate exposure (Q3 2020 – 17.8%) and floating rate loans with rate floors representing 82.7% (Q3 2020 – 77.3%). The remaining 5.2% of the portfolio is allocated to floating rate loans without floors. This is consistent with the overall asset allocation strategy shift toward floating rate assets.
- The Company generated distributable income and adjusted distributable income of \$13.5 million (Q3 2020 – \$14.2 million) or distributable income and adjusted distributable income per share of \$0.17 (Q3 2020 – \$0.18), representing a payout ratio of 103.7% (Q3 2020 – 98.3%) on an adjusted distributable income basis.
- The Company launched and commenced trading on its at-the-market equity program in June 2021 which allows the Company to issue common shares from treasury having an aggregate gross sales amount of up to \$90.0 million. In the quarter, the Company has issued 299,800 of common shares for gross proceeds of \$2.9 million at an average price of \$9.65 per common share and paid \$58 in commissions to the agent, pursuant to the equity distribution agreement.
- On June 22, 2021, the Company issued a notice of redemption for the full outstanding amount of \$46.0 million of 5.45% convertible unsecured subordinated debentures (the "February 2017 Debentures"). On July 23, 2021 the February 2017 Debentures were redeemed at par, plus accrued and unpaid interest. The aggregate principal amount of the February 2017 Debentures outstanding was \$46.0 million on redemption date. The Company drew \$40.0 million from its credit facility and used cash on hand to fund the redemption and associated interest.
- On July 8, 2021 the Company completed a public offering of \$50.0 million, plus an over-allotment option of \$5.0 million on July 15, 2021, of 5.25% convertible unsecured subordinated debentures for net proceeds of \$52.1 million (the "July 2021 Debentures"). The July 2021 Debentures will mature on July 31, 2028 and will accrue interest at the rate of 5.25% per annum payable semi-annually in arrears on January 31 and July 31 of each year, commencing January 31, 2022.

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

**For the nine months ended September 30, 2021 ("YTD 2021") and September 30, 2020 ("YTD 2020")**

- The Company funded 32 new net mortgage investments (YTD 2020 – 31) totaling \$277.4 million (YTD 2020 – \$238.8 million), made additional advances on existing net mortgage investments totaling \$153.2 million (YTD 2020 – \$77.5 million) and fully discharged 37 net mortgage investments (YTD 2020 – 31) and partially discharged net mortgage investments totaling \$472.4 million (YTD 2020 – \$403.2 million). As a result, the net mortgage investment portfolio as at September 30, 2021 decreased by \$47.1 million, including a fair value loss of \$5.3 million, to \$1,096.0 million (December 31, 2020 – \$1,143.1 million), or 4.1% from December 31, 2020.
- Other investments within the enhanced return portfolio were \$80.1 million, including an allowance for credit loss of \$1.1 million (December 31, 2020 – \$74.4 million and \$1.6 million, respectively). The net increase of \$5.7 million was mainly due to new fundings of collateralized loan investments, and foreign exchange translation, which is partially economically hedged through current cross currency or forward contracts.
- Net mortgage investments of \$1,096.0 million bore a weighted average interest rate of 7.0% as at September 30, 2021 (December 31, 2020 – \$1,143.1 million, 7.2%).
- Net investment income on financial assets measured at amortized cost was \$67.9 million (YTD 2020 – \$72.0 million), a decrease of \$4.1 million, or 5.7% from YTD 2020. The decrease in net investment income YTD 2021 compared to YTD 2020 was primarily due to:
  - \$3.8 million decrease in interest income from net mortgage and collateralized loan investments, as a result of lower average net mortgage investments as well as slight rate compression.
- Fair value loss and other income on financial assets measured at FVTPL increased its loss in the year from a net loss of \$1.9 million in 2020 to a net loss of \$2.9 million in 2021 resulting primarily from higher unrealized fair value losses on mortgages YTD 2021 of \$5.3 million versus YTD 2020 of \$3.9 million. In YTD 2021 further adjustments were made to FVTPL loans reflecting updated valuation assumptions. The loss is attributable to a negotiated discharge of one of its FVTPL mortgage investments which is set to close in Q4 2021.
- The Company generated income from operations of \$53.6 million (YTD 2020 – \$58.7 million). This is a decrease of \$5.1 million or 8.7% from YTD 2020.
- Weighted average loan-to-value increased from 68.5% as at December 31, 2020 to 69.6% as at September 30, 2021 (and stable compared to 69.7% as at Q2 2021). The change is primarily due to a slight change in the portfolio weighting among asset classes and lower loan-to-value land loans repaying in the earlier part of the year.
- General and administrative expense were \$1.4 million (YTD 2020 – \$1.5 million), remaining consistent with prior year. After adjusting for a net foreign exchange gain of \$317, general and administrative expenses were \$1.7 million, representing an increase of \$160 over prior year due primarily to non-cash mark-to-market adjustments on the DSUs, increased insurance costs due to market wide premium increases, and shareholder reporting.
- Weighted average interest rate in the existing net mortgage portfolio is well protected at the end of Q3 2021 with 12.1% of the portfolio at fixed interest rate (December 31, 2020 – 14.4%) and floating interest rate loans with rate floors representing 82.7% of the portfolio (December 31, 2020 – 78.1%), consistent with the overall asset allocation strategy shift toward floating rate assets.
- Non-refundable cash lender fees recorded were \$7.0 million (YTD 2020 – \$5.8 million). Higher cash lender fees are attributable to higher turnover. The overall weighted average lender fees on new and renewed mortgages during the year was 0.7% (YTD 2020 – 0.7%), while the weighted average lender fee on only new mortgages YTD 2021 was 1.1% (YTD 2020 – 1.1%).

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

- Excluding the \$2.9 million unrealized fair value gain arising from the Contract and the \$5.5 million unrealized fair value loss on financial assets carried at FVTPL, the Company generated adjusted net income and comprehensive income of \$41.5 million (YTD 2020 – \$41.9 million) or basic and diluted adjusted earnings per share of \$0.51 (YTD 2020 – basic and diluted of \$0.51). The Company declared \$42.0 million in dividends (YTD 2020 – \$42.5 million) to common shareholders, representing a payout ratio of 101.3% (YTD 2020 – 101.47%) on an adjusted earnings per share basis.
- The Company generated distributable income of \$45.0 million (YTD 2020 – \$43.4 million) or distributable income per share of \$0.55 (YTD 2020 – \$0.53). Adjusted distributable income was \$44.3 million (YTD 2020 – \$43.4 million) or adjusted distributable income per share of \$0.55 (YTD 2020 – \$0.53), representing a payout ratio of 94.9% (YTD 2020 – 97.9%) on an adjusted distributable income basis.
- The Company launched and commenced trading on its at-the-market equity program in June 2021 which allows the Company to issue common shares from treasury having an aggregate gross sales amount of up to \$90 million. To date the Company issued 315,000 of common shares for gross proceeds of \$3.0 million at an average price of \$9.65 per common share and paid \$61 in commissions to the agent, pursuant to the equity distribution agreement.
- On June 22, 2021, the Company issued a notice of redemption for the full outstanding amount of \$46.0 million of 5.45% convertible unsecured subordinated debentures (the "February 2017 Debentures"). On July 23, 2021 the February 2017 Debentures were redeemed at par, plus accrued and unpaid interest. The aggregate principal amount of the February 2017 Debentures outstanding was \$46.0 million on redemption date. The Company drew \$40.0 million from its credit facility and used cash on hand to fund the redemption and associated interest.
- On July 8, 2021 the Company completed a public offering of \$50.0 million, plus an over-allotment option of \$5.0 million on July 15, 2021, of 5.25% convertible unsecured subordinated debentures for net proceeds of \$52.1 million (the "July 2021 Debentures"). The July 2021 Debentures will mature on July 31, 2028 and will accrue interest at the rate of 5.25% per annum payable semi-annually in arrears on January 31 and July 31 of each year, commencing January 31, 2022.

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

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## ANALYSIS OF FINANCIAL INFORMATION FOR THE PERIOD

### Net investment income on financial assets measured at amortized cost

For analysis purposes, net investment income and its component parts are discussed net of payments made on account of mortgage syndications to provide the reader with a more representative reflection of the Company's performance.

For Q3 2021 and YTD 2021, the Company earned net investment income on financial assets measured at amortized cost of \$22.0 million and \$67.9 million (Q3 2020 – \$23.9 million; YTD 2020 – \$72.0 million). Net investment income includes the following:

#### a. Interest income

During Q3 2021 and YTD 2021, the Company earned interest income on mortgages at amortized cost of \$18.3 million and \$56.9 million (Q3 2020 – \$20.3 million; YTD 2020 – \$61.0 million). The weighted average interest rate on net mortgage investments during Q3 2021 and YTD 2021 was 7.1% and 7.2% (Q3 2020 – 7.2%; YTD 2020 – 7.2%). The decrease in interest income quarter-over-quarter and year-to-date was due to a lower weighted-average net mortgage investment portfolio over both periods and slight lower interest rates on net mortgage investments.

During Q3 2021 and YTD 2021, the Company earned \$1.1 million and \$3.7 million (Q3 2020 – \$1.4 million; YTD 2020 – \$3.6 million) of interest income on collateralized loans in other investments in the enhanced return portfolio. The lower interest income for the quarter is a result of a reduced average size collateralized loans portfolio, whereas higher interest income for the year is the result of an increased average size other investments portfolio YTD 2021.

#### b. Lender fee income

For Q3 2021 and YTD 2021, the Company recorded non-refundable upfront cash lender fees of \$2.1 million and \$7.0 million (Q3 2020 – \$1.5 million; YTD 2020 – \$5.8 million), or a weighted average lender fee on new and renewed mortgages of 0.6% and 0.7%, respectively (Q3 2020 – 0.7%; YTD 2020 – 0.7%). Higher cash lender fees are driven by higher turnover volume as well as an increase on the negotiated fee rate. Lender fees are received upfront and are amortized to income over the life of the respective loan, using the effective interest rate method. For Q3 2021 and YTD 2021, lender fees of \$2.7 million and \$7.1 million were amortized to lender fee income (Q3 2020 – \$2.4 million; YTD 2020 – \$7.2 million).

Lender fees continue to be a significant component of income as a result of mortgage investment origination and turnover.

#### c. Other income/loss

During Q3 2021 and YTD 2021, the Company incurred other income of \$29 and \$95 (Q3 2020 – \$34; YTD 2020 – \$187), attributable to bank interest income, miscellaneous income, and administration fee income.

### Fair value gains (losses) and other income on financial assets measured at FVTPL

During Q3 2021 and YTD 2021, the Company incurred a total loss on financial assets measured at FVTPL of \$3.6 million and \$2.9 million (Q3 2020 – gain of \$147; YTD 2020 – loss of \$1.9 million). The Company earned interest income on net mortgage investments measured at FVTPL of \$608 and \$1.8 million (Q3 2020 – \$522; YTD 2020 – \$1.6 million), offset by a decrease in fair value of investments measured at FVTPL of \$4.3 million and \$5.5 million (Q3 2020 – \$395; YTD 2020 – \$3.5 million), respectively.

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In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

A net \$5.3 million unrealized fair value decrease was recorded in the statement of net income and other comprehensive income for YTD 2021. The Company reviewed its portfolio of FVTPL loans in light of the continuing impact COVID-19 is having on the economy, capital markets, transaction volumes and lower interest rate environment. During the period, the Company recorded a loss on one of its fair value loans due to increased difficulty faced by the underlying property from the COVID-19 pandemic. The Company has negotiated a discharge of the mortgage investment which is expected to close in Q4 2021. No other significant adjustments related to COVID-19 were recorded in the period.

**Net rental income from investment properties**

The net rental income from investment properties for Q3 2021 and YTD 2021 was \$386 and \$1.1 million (Q3 2020 \$344; YTD 2020 – \$1.1 million), respectively. The rental revenue and operating cost remained consistent at stable occupancy levels.

**Expenses****Management, Servicing and Arrangement Fees**

The management agreement has a term of 10 years and is automatically renewed for successive five year terms at the expiration of the initial term and pays (i) management fee equal to 0.85% per annum of the gross assets of the Company, calculated and paid monthly in arrears, plus applicable taxes, and (ii) servicing fee equal to 0.10% of the amount of any senior tranche of a mortgage that is syndicated by the Manager to a third party investor on behalf of the Company, where the Company retains the corresponding subordinated portion. Gross assets are defined as the total assets of the Company less unearned revenue before deducting any liabilities, less any amounts that are reflected as mortgage syndication liabilities.

As compensation for the Manager's work on syndicating any mortgage investments, the Management Agreement permits the Manager to collect a portion of the lender fee paid by borrowers of mortgage investments. The Management Agreement provides that, in respect of each mortgage investment made on or after April 1, 2020 involving syndication to another party of a senior tranche with the Company retaining a subordinated component, the Manager shall be entitled to retain, from any lender fee generated in respect of such loan, an amount equal to 0.20% of the whole loan amount ("Arrangement Fee") if such syndication occurs within 90 days of closing of the mortgage. The Arrangement Fee will not apply to any renewal of existing mortgage investments which already include syndicated senior and subordinated components. The Manager may make an annual election, subject to approval of the independent Directors of the Board, to receive the Arrangement Fee in common shares of the Company instead of cash.

For Q3 2021 and YTD 2021, the Company incurred management fees of \$3.1 million and \$9.0 million (Q3 2020 – \$3.1 million; YTD 2020 – \$9.4 million). The average gross assets were \$1,240.6 million and \$1,255.7 million compared to Q3 2020 \$1,330.0 million and YTD 2020 \$1,335.0 million. For Q3 2021 and YTD 2021, the Company incurred \$185 and \$542, respectively (Q3 2020 – \$197 and YTD 2020 – \$601) in servicing fees. The decrease is related to the decrease in the average syndications balance during the period. For Q3 2021 and YTD 2021, Arrangement Fees of \$271 and \$1.4 million paid by borrower were retained by the Manager (Q3 2020 – \$92 and YTD 2020 – \$134).

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

**General and administrative**

For Q3 2021 and YTD 2021, the Company incurred general and administrative expenses of \$473 and \$1.4 million, respectively (Q3 2020 – \$520; YTD 2020 – \$1.5 million). General and administrative expenses consist mainly of audit fees, professional fees, director fees, legal fees, other operating costs and administration of the mortgage and other investments portfolio. After adjusting for foreign currency net realized and unrealized gains of \$80 and \$317 for Q3 2021 and YTD 2021, respectively, general and administrative expenses increased due to non-cash mark-to-market adjustments on the DSUs, increased insurance costs due to market wide premium increases, and shareholder reporting.

**Interest on credit facility – mortgage investments**

Interest on the credit facility is recorded in financing costs using the effective interest rate method. For Q3 2021 and YTD 2021, included in financing costs is interest on the credit facility of \$2.7 million and \$8.3 million (Q3 2020 – \$2.9 million; YTD 2020 – \$10.5 million), and realized loss on the Contract of \$1.0 million and \$2.9 million (Q3 2020 – \$1.0 million; YTD 2020 – \$1.8 million) and financing costs amortization of \$163 and \$791 (Q3 2020 – \$157; YTD 2020 – \$673). The average credit utilization in YTD 2021 was \$460.2 million compared to \$470.4 million for YTD 2020. Interest expense on the credit facility decreased for Q3 2021 versus Q3 2020 due to lower credit facility utilization.

**Unrealized Fair Value - Interest Rate Swap**

For Q3 2021 and YTD 2021, included in financing costs is unrealized fair value gain of \$1.0 million and \$2.9 million (Q3 2020 – gain of \$817, YTD 2020 – loss of \$4.8 million). The fair value gain relating to the Contract is recorded at FVTPL in accordance with IFRS, which will expire at par upon maturity in December 2021. Refer to note 6(a) of the interim condensed consolidated financial statements for the three months and nine months ended September 30, 2021 and 2020.

**Interest on credit facility – investment properties**

Interest on the credit facility is recorded in financing costs using the effective interest rate method. For Q3 2021 and YTD 2021, included in financing costs is interest on the credit facility for investment properties of \$208 and \$631 (Q3 2020 – \$229; YTD 2020 – \$710) and financing costs amortization of \$15 and \$42 (Q3 2020 – \$10; YTD 2020 – \$31). Interest expense remained fairly consistent for all periods due to a consistent balance and no significant rate changes.

**Financing cost on convertible debentures**

The Company has \$55.0 million of 5.25% convertible unsecured subordinated debentures and \$45.0 million of 5.30% convertible unsecured subordinated debentures outstanding as at September 30, 2021. On July 23, 2021, the Company redeemed its 5.45% convertible debentures at par. Interest costs related to the debentures are recorded in financing costs using the effective interest rate method. Interest on the debentures is included in financing costs and is made up of the following:

		<b>Three months ended</b>		<b>Nine months ended</b>	
		<b>September 30,</b>		<b>September 30,</b>	
		<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2,020</b>
Interest on the convertible debentures	\$	1,425	\$ 1,842	\$ 3,871	\$ 5,525
Amortization of issue costs and accretion of the convertible debentures		556	464	1,107	1180
<b>Total financing cost on convertible debentures</b>	<b>\$</b>	<b>1,981</b>	<b>\$ 2,306</b>	<b>\$ 4,978</b>	<b>\$ 6,705</b>

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

In thousands of Canadian dollars, except units, per unit amounts and where otherwise noted

**Earnings per share**

For Q3 2021 and YTD 2021, basic and diluted earnings per share were \$0.13 and \$0.48, basic and diluted adjusted earnings per share were \$0.17 and \$0.51 (Q3 2020 – basic \$0.18 and diluted \$0.18, YTD 2020 – basic and diluted \$0.41, basic and diluted adjusted \$0.51).

In accordance with IFRS, convertible debentures are considered for potential dilution in the calculation of the diluted earnings per share. Each series of convertible debentures is considered individually and only those with dilutive effect on earnings are included in the diluted earnings per share calculation. Convertible debentures that are considered dilutive are required by IFRS to be included in the diluted earnings per share calculation notwithstanding that the conversion price of such convertible debentures may exceed the market price and book value of the Company's common shares.

Diluted earnings per share are calculated by adding back the interest expense relating to the dilutive convertible debentures to total net income and comprehensive income and increasing the weighted average number of common shares by treating the dilutive convertible debentures as if they had been converted on the later of the beginning of the reporting period or issuance date.

**STATEMENTS OF FINANCIAL POSITION**
**Net Mortgage Investments**

The Company's exposure to the financial returns is related to the net mortgage investments as mortgage syndication liabilities are non-recourse mortgages with periodic variance having no impact on Company's financial performance. Reconciliation of gross and net mortgage investments balance is as follows:

<b>Net Mortgage Investments</b>	<b>September 30, 2021</b>	<b>December 31, 2020</b>
Mortgage investments, excluding mortgage syndications	\$ 1,096,530	\$ 1,142,662
Mortgage syndications	422,302	429,915
Mortgage investments, including mortgage syndications	1,518,832	1,572,577
Mortgage syndication liabilities	(422,302)	(429,915)
	1,096,530	1,142,662
Interest receivable	(9,867)	(10,209)
Unamortized lender fees	6,670	6,958
Allowance for mortgage investments loss	2,684	3,710
Net mortgage investments	\$ 1,096,017	\$ 1,143,121

<b>Net mortgage investments statistics and ratios<sup>1</sup></b>	<b>Three months ended</b>		<b>Nine months ended</b>		<b>Year ended</b>
	<b>September 30,</b>		<b>September 30,</b>		<b>December 31,</b>
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>	<b>2020</b>
Total number of mortgage investments	111	129	111	129	116
Average net mortgage investment	\$ 10,097	\$ 8,970	\$ 10,097	\$ 8,970	\$ 10,022
Average net mortgage investment portfolio	\$1,098,196	\$1,123,717	\$1,119,455	\$1,137,873	\$ 1,124,189
Weighted average interest rate for the period	7.1 %	7.2 %	7.2 %	7.2 %	7.2 %
Weighted average lender fees for the period	0.6 %	0.7 %	0.7 %	0.7 %	0.7 %
Turnover ratio	17.1 %	12.3 %	33.2 %	33.3 %	57.0 %
Average remaining term to maturity (years)	0.9	1.1	0.9	1.1	1.0
Net mortgage investments secured by cash-flowing properties	87.1 %	84.1 %	87.1 %	84.1 %	84.9 %
Weighted average loan-to-value	69.6 %	68.2 %	69.6 %	68.2 %	68.5 %

<sup>1</sup> Refer to non-IFRS measures section.

**Management's Discussion and Analysis**

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**Portfolio allocation**

The Company's net mortgage investments were allocated across the following categories:

**a. Security position**

	September 30, 2021		December 31, 2020	
	Number	Net Mortgage Investments	Number	Net Mortgage Investments
Interest in first mortgages	98	\$ 989,014	99	\$ 1,031,984
Interest in second and third mortgages <sup>1</sup>	13	107,003	17	111,137
	111	\$ 1,096,017	116	\$ 1,143,121

<sup>1</sup>Included in the Company's interest in second and third mortgages as at September 30, 2021 was \$17.6 million of the net mortgage investments in which the Company holds a subordinated position (December 31, 2020 - \$17.2 million). The Company's syndicated partners who hold a senior position as at September 30, 2021 was \$41.8 million (December 31, 2020 - \$42.7 million).

**b. Region**

	September 30, 2021		December 31, 2020	
	Number	Net Mortgage Investments	Number	Net Mortgage Investments
Ontario	45	\$ 375,983	46	\$ 380,616
British Columbia	23	311,855	24	267,055
Quebec	11	154,399	21	260,469
Alberta	22	218,294	15	201,650
Other (Saskatchewan, Nova Scotia and Manitoba)	10	35,486	10	33,331
	111	\$ 1,096,017	116	\$ 1,143,121

**c. Maturity**

	September 30, 2021		December 31, 2020	
	Number	Net Mortgage Investments	Number	Net Mortgage Investments
2021	24	\$ 282,024	60	\$ 606,667
2022	43	431,639	42	381,196
2023	41	344,914	13	150,758
2024	2	32,940	—	—
2025	1	4,500	1	4,500
	111	\$ 1,096,017	116	\$ 1,143,121

**d. Asset Type / WALTV at origination<sup>3</sup>**

	September 30, 2021			December 31, 2020		
	Number	Net Mortgage Investments	WALTV at origination <sup>3</sup>	Number	Net Mortgage Investments	WALTV at origination <sup>3</sup>
Multi-Residential <sup>1</sup>	70	\$ 541,789	71.7%	68	\$ 597,771	72.3%
Retail	16	235,661	80.7%	17	184,104	70.7%
Unimproved Land <sup>2</sup>	6	80,046	56.4%	10	105,943	51.3%
Office	6	79,439	62.7%	8	97,761	62.3%
Retirement	3	74,942	71.5%	3	77,567	74.1%
Industrial	5	22,727	61.3%	5	16,855	63.2%
Single-Residential	1	1,574	69.5%	1	1,574	69.5%
Self-Storage	1	830	80.9%	1	830	80.9%
	108	1,037,008	71.6%	113	1,082,405	69.1%
Net mortgage investments measured at FVTPL	3	59,009	n/a	3	60,716	n/a
	111	\$ 1,096,017		116	\$ 1,143,121	

<sup>1</sup> Includes 10 construction loans (December 31, 2020 - 11) totaling \$45.5 million (December 31, 2020 - \$38.3 million). Construction loans are provided for the purposes of building a new asset.

<sup>2</sup> Unimproved land loans are provided to non-income producing properties that does not contemplate construction during the loan period.

<sup>3</sup> Weighted average loan-to-value measured at time of origination.

**Management's Discussion and Analysis**

For the three months and nine months ended September 30, 2021

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**Enhanced return portfolio**

<b>As at</b>	<b>September 30, 2021</b>	<b>December 31, 2020</b>
Collateralized loans, net of allowance for credit loss	\$ 66,778	\$ 60,370
Finance lease receivable, measured at amortized cost	6,020	6,020
Investment, measured at FVTPL	5,095	5,819
Indirect real estate development, measured using equity method:		
Investment in Joint Venture	2,225	2,225
<b>Total Other Investments</b>	<b>80,118</b>	<b>74,434</b>
Investment properties	48,221	47,862
Credit facility (investment properties)	(30,690)	(30,656)
Net equity in investment properties	17,531	17,206
<b>Total Enhanced Return Portfolio</b>	<b>\$ 97,649</b>	<b>\$ 91,640</b>

During Q3 2021 and YTD 2021, the Company earned \$1.1 million and \$3.7 million (Q3 2020 – \$1.4 million and YTD 2020 – \$3.6 million) of interest income on collateralized loans in other investments in the enhanced return portfolio.

During Q3 2021 and YTD 2021, the Company amortized lender fee income of \$132 and \$336 on collateralized loans in other investments, net of fees relating to mortgage syndication liabilities (Q3 2020 – \$78 and YTD 2020 – \$170). During Q3 2021 and YTD 2021, the Company recorded non-refundable upfront cash lender fees of \$135 and \$455 (Q3 2020 – \$108; YTD 2020 – \$297), which are amortized over the term of the collateralized loans in other investments using the effective interest rate method.

In 2017, the Company entered into an 20-year emphyteutic lease on a foreclosed property held for sale in Quebec, which had a fair value of \$5.4 million at the time of the transaction. Refer to note 4(e) of the Interim Condensed Consolidated Financial Statements for the three months and nine months ended September 30, 2021 and 2020.

On August 16, 2017, the Company acquired a 20.46% undivided beneficial interest in the Saskatchewan Portfolio which is comprised of 14 investment properties totaling 1,079 units located in Saskatoon and Regina, Saskatchewan for a total purchase price of \$201.7 million (the Company's share is \$41.3 million). As at September 30, 2021, the Company's share of the investment properties has an aggregate fair value of \$48.2 million (December 31, 2020 – \$47.9 million) and are pledged as security for the credit facility of the co-ownership. The Company is entitled to receive incremental profits from the excess returns generated over certain thresholds.

**Mortgage syndication liabilities**

The Company enters into certain mortgage participation agreements with third party lenders, using senior and subordinated participation, whereby the third-party lenders take the senior position and the Company retains the subordinated position. These agreements generally provide an option to the Company to repurchase the senior position, but not the obligation, at a purchase price equal to the outstanding principal amount of the lenders' proportionate share together with all accrued interest. The Company has mortgage syndication liabilities of \$422.3 million (December 31, 2020 – \$429.9 million). In general, mortgage syndication liabilities vary from quarter to quarter and are dependent on the type of investments seen at any particular time and are not necessarily indicative of a future trend.

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**Allowance for Credit Losses (“ACL”)**

The allowance for credit losses is maintained at a level that management considers adequate to absorb credit-related losses on our mortgage and other investments. The allowance for credit losses amounted to \$3.8 million as at September 30, 2021 (December 31, 2020 – \$5.3 million), of which \$2.7 million (December 31, 2020 – \$3.7 million) was recorded against mortgage investments and \$1.1 million (December 31, 2020 – \$1.6 million) was recorded against other investments.

	As at September 30, 2021				As at December 31, 2020			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
<b>Multi-residential Mortgage Investments</b>								
Mortgages, including mortgage syndications <sup>1</sup>	\$ 822,379	\$ 42,481	\$ —	\$ 864,860	\$ 780,537	\$ 43,569	\$ 3,055	\$ 827,161
Mortgage syndication liabilities <sup>1</sup>	263,270	—	—	263,270	209,778	—	—	209,778
Net mortgage investments	559,109	42,481	—	601,590	570,759	43,569	3,055	617,383
Allowance for credit losses <sup>2</sup>	1,027	5	—	1,032	967	91	1,405	2,463
	<b>558,082</b>	<b>42,476</b>	<b>—</b>	<b>600,558</b>	<b>569,792</b>	<b>43,478</b>	<b>1,650</b>	<b>614,920</b>
<b>Other Mortgage Investments</b>								
Mortgages, including mortgage syndications <sup>1</sup>	601,985	—	2,405	604,390	692,069	—	3,235	695,304
Mortgage syndication liabilities <sup>1</sup>	161,010	—	—	161,010	221,335	—	—	221,335
Net mortgage investments	440,975	—	2,405	443,380	470,734	—	3,235	473,969
Allowance for credit losses <sup>2</sup>	255	—	1,397	1,652	293	—	954	1,247
	<b>440,720</b>	<b>—</b>	<b>1,008</b>	<b>441,728</b>	<b>470,441</b>	<b>—</b>	<b>2,281</b>	<b>472,722</b>
<b>Other loan Investments</b>								
Mortgages, including mortgage syndications <sup>1</sup>	68,084	—	—	68,084	55,416	—	6,669	62,085
Mortgage syndication liabilities <sup>1</sup>	—	—	—	—	—	—	—	—
Net mortgage investments	68,084	—	—	68,084	55,416	—	6,669	62,085
Allowance for credit losses <sup>2</sup>	1,082	—	—	1,082	97	—	1,516	1,613
	<b>\$ 67,002</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 67,002</b>	<b>\$ 55,319</b>	<b>\$ —</b>	<b>\$ 5,153</b>	<b>\$ 60,472</b>

<sup>1</sup>Including interest receivable

<sup>2</sup>Allowance for credit losses in finance lease receivable (note 4(e)) and unadvanced commitments (note 4(a)) are all considered to be in Stage 1 with minimal ACL.

**Management's Discussion and Analysis**

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The changes in the allowance for credit losses year to date are shown in the following tables:

	Nine Months Ended September 30, 2021				Nine Months Ended September 30, 2020			
<b>Multi-residential Mortgage Investments</b>	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	1,150	96	1,481	2,727	\$ 1,003	\$ —	\$ 253	\$ 1,256
Allowance for credit losses:								
Remeasurement	(8)	—	—	(8)	156	101	114	371
Transfer to/(from)								
Stage 1	(5)	—	—	(5)	(5)	—	—	(5)
Stage 2	—	5	—	5	—	5	—	5
Stage 3	—	—	—	—	—	—	—	—
Total allowance for credit losses	1,137	101	1,481	2,719	1,154	106	367	1,627
Fundings	137	—	—	137	288	—	—	288
Gross Write-Offs	—	—	(1,202)	(1,202)	—	—	—	—
Recoveries	—	—	(279)	(279)	—	—	—	—
Discharges	(247)	(96)	—	(343)	(448)	(52)	—	(500)
Balance at end of period	<b>1,027</b>	<b>5</b>	<b>—</b>	<b>1,032</b>	<b>994</b>	<b>54</b>	<b>367</b>	<b>1,415</b>
<b>Other Mortgage Investments</b>	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	295	—	1,249	1,544	334	—	713	1,047
Allowance for credit losses:								
Remeasurement	(5)	—	148	143	197	—	94	291
Transfer to/(from)								
Stage 1	—	—	—	—	(15)	—	—	(15)
Stage 2	—	—	—	—	—	15	—	15
Stage 3	—	—	—	—	—	—	—	—
Total allowance for credit losses	290	—	1,397	1,687	516	15	807	1,338
Fundings	5	—	—	5	97	—	—	97
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(40)	—	—	(40)	(62)	—	—	(62)
Balance at end of period	<b>255</b>	<b>—</b>	<b>1,397</b>	<b>1,652</b>	<b>551</b>	<b>15</b>	<b>807</b>	<b>1,373</b>
<b>Other loan Investments</b>	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	100	—	975	1,075	25	—	—	25
Allowance for credit losses:								
Remeasurement	—	—	—	—	(402)	435	—	33
Transfer to/(from)								
Stage 1	975	—	—	975	(5)	—	—	(5)
Stage 2	—	—	—	—	—	5	—	5
Stage 3	—	—	(975)	(975)	—	—	—	—
Total allowance for credit losses	1,075	—	—	1,075	(382)	440	—	58
Fundings	12	—	—	12	—	—	—	—
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	24	—	—	24
Discharges	(5)	—	—	(5)	428	—	—	428
Balance at end of period	<b>\$ 1,082</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 1,082</b>	<b>\$ 70</b>	<b>\$ 440</b>	<b>\$ —</b>	<b>\$ 510</b>

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The following table presents the gross carrying amounts of mortgage and other loan investments, net of syndication liabilities, subject to IFRS 9 impairment requirements by internal risk ratings used by the Company for credit risk management purposes.

In assessing credit risk, the Company utilizes a risk rating framework that considers the following factors: collateral type, property rank that is applicable to the Company's security and/or priority positions, loan-to-value, population of location of the collateral and an assessment of possible loan deterioration factors. These factors include consideration of the sponsor's ability to make interest payments, the condition of the asset and cash flows, economic and market factors as well as any changes to business strategy that could affect the execution risk of the loan.

The internal risk ratings presented in the table below are defined as follows:

**Low Risk:** Mortgage and loan investments that exceed the credit risk profile standard of the Company with a below average probability of default. Yields on these investments are expected to trend lower than the Company's average portfolio.

**Medium-Low:** Mortgage and loan investments that are typical for the Company's risk appetite, credit standards and retain a below average probability of default. These mortgage and loan investments are expected to have average yields and would represent a significant percentage of the overall portfolio.

**Medium-High:** Mortgage and loan investments within the Company's risk appetite and credit standards with an average probability of default. These investments typically carry attractive risk-return yield premiums.

**High Risk:** Mortgage and loan investments within the Company's risk appetite and credit standards that have an additional element of credit risk that could result in an above average probability of default. These mortgage and loan investments carry a yield premium in return for their incremental credit risk. These mortgage and loan investments are expected to represent a small percentage of the overall portfolio.

**Default:** Mortgage and loan investments that are 90 days past due on interest payment or maturity date and/or the Company assesses that there has been a deterioration of credit quality to the extent the Company no longer has reasonable assurance as to the timely collection of the full amount of principal and interest and/or when the Company has commenced enforcement remedies available to it under its contractual agreements.

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	As at September 30, 2021				As at December 31, 2020			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
<b>Multi-residential Mortgage Investments</b>								
Low risk	\$ 173,551	\$ —	\$ —	\$ 173,551	\$ 209,373	\$ —	\$ —	\$ 209,373
Medium-Low risk	322,870	42,481	—	365,351	307,977	35,953	—	343,930
Medium-High risk	61,990	—	—	61,990	53,409	7,616	—	61,025
High risk	698	—	—	698	—	—	—	—
Default	—	—	—	—	—	—	3,055	3,055
Net	559,109	42,481	—	601,590	570,759	43,569	3,055	617,383
Allowance for credit losses	1,027	5	—	1,032	967	91	1,405	2,463
<b>Mortgage investments<sup>1</sup></b>	<b>558,082</b>	<b>42,476</b>	<b>—</b>	<b>600,558</b>	<b>569,792</b>	<b>43,478</b>	<b>1,650</b>	<b>614,920</b>
<b>Other Mortgage Investments</b>								
Low risk	57,415	—	—	57,415	72,957	—	—	72,957
Medium-Low risk	336,900	—	—	336,900	333,990	—	—	333,990
Medium-High risk	46,660	—	—	46,660	41,012	—	—	41,012
High risk	—	—	—	—	22,775	—	—	22,775
Default	—	—	2,405	2,405	—	—	3,235	3,235
Net	440,975	—	2,405	443,380	470,734	—	3,235	473,969
Allowance for credit losses	255	—	1,397	1,652	293	—	954	1,247
<b>Mortgage investments<sup>1</sup></b>	<b>440,720</b>	<b>—</b>	<b>1,008</b>	<b>441,728</b>	<b>470,441</b>	<b>—</b>	<b>2,281</b>	<b>472,722</b>
<b>Other loan Investments</b>								
Low risk	—	—	—	—	—	—	—	—
Medium-Low risk	—	—	—	—	—	—	—	—
Medium-High risk	—	—	—	—	—	—	—	—
High risk	68,084	—	—	68,084	55,416	—	—	55,416
Default	—	—	—	—	—	—	6,669	6,669
Net	68,084	—	—	68,084	55,416	—	6,669	62,085
Allowance for credit losses	1,082	—	—	1,082	97	—	1,516	1,613
<b>Other loan Investments<sup>1</sup></b>	<b>\$ 67,002</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 67,002</b>	<b>\$ 55,319</b>	<b>\$ —</b>	<b>\$ 5,153</b>	<b>\$ 60,472</b>

<sup>1</sup> Net of allowance and mortgage syndications

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**Net working capital**

Net working capital decreased by \$10.9 million to \$2.4 million at September 30, 2021 from \$13.3 million at December 31, 2020.

**Credit facility (mortgage investments)**

The Company originally had a \$400 million in revolving credit facility with 10 Canadian banks. By exercising the accordion features on February 13, 2018, November 16, 2018, and September 18, 2020 the Company increased the aggregate credit limit to \$535 million. On May 10, 2021, the Company entered into an amendment to its existing revolving credit facility ("Seventh Amending Credit Agreement") in order to, among other things extend the maturity date to May 10, 2023, and amend the Company's option to increase the aggregate credit limit to \$635 million. General terms of the credit facility remain unchanged. The facility is secured by a general security agreement over the Company's assets and its subsidiaries.

The rates of interest and fees of the Seventh Amending Credit Agreement are either at the prime rate of interest plus 1.00% per annum (December 31, 2020 – prime rate of interest plus 1.00% per annum) or bankers' acceptances with a stamping fee of 2.00% (December 31, 2020 – 2.00%) and standby fee of 0.40% per annum (December 31, 2020 – 0.40%) on the unutilized credit facility balance. As at September 30, 2021, the Company's qualified credit facility limit, which is subject to a borrowing base as defined in the Seventh Amending Credit Agreement is \$483.2 million.

As at September 30, 2021, the Company had a 2-year interest rate swap contract (the "Contract") with three Canadian banks with notional value of \$250.0 million, maturing December 2021. Under the terms of the Contract, the Company is required to pay fixed rate of 2.02% and receive floating rate based on 1-month banker's acceptance. Net realized and unrealized fair value gain or loss from the Contract is recognized in the statement of net income and comprehensive income.

As at September 30, 2021, the Company recorded the fair value of the Contract as a liability of \$1.0 million (December 31, 2020 – \$3.9 million). The fair value of the Contract is calculated as the present value of the estimated future cash flows discounted at interest rates and an applicable yield curve with similar risk characteristics for the duration of the contract. Estimates of the future cash flows are the sum of contractually fixed future amounts and expected variable future amounts, which are based on quoted swap rates, futures prices and estimated borrowing rates.

During Q3 2021 and YTD 2021, the Company incurred financing costs of nil and \$1.2 million (Q3 2020 – \$72; YTD 2020 – \$198). The financing costs are netted against the outstanding balance of the credit facility and are amortized over the term of the credit facility agreement.

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**Credit facility (investment properties)**

Concurrently with the Saskatchewan Portfolio acquisition, the Company and the co-owners originally entered into a credit facility agreement with a Schedule 1 Bank with a maturity date of August 10, 2019. Under the terms of the agreement, the co-ownership has a maximum available credit of \$162.6 million. The gross initial advance on the credit facility was \$144.6 million. The Company's share of the initial advance was \$29.6 million plus \$109 of unamortized financing costs.

On October 9, 2019, the credit facility agreement was further amended (the "Amended and Restated Credit Agreement") to establish Tranche A, Tranche B and Tranche C credit facilities (the "Credit Facilities"). Under the amended terms, the maximum available credit is \$150.0 million. As at September 30, 2021, the co-owners borrowed \$150.0 million from the Credit Facilities. The Company's share of the outstanding amount is \$30.7 million. The original credit facility provided the co-owners with the option to borrow at either the prime rate of interest plus 1.50% or at the bankers' acceptances with a stamping fee of 2.50% ("Canadian Dollar Loans"), or at LIBOR plus 2.50%. Under the Amended and Restated Credit Agreement, the Credit Facilities consist of following:

- 1) Tranche A credit facility provides the co-owners an option to borrow at either the prime rate of interest plus 1.00% or at the bankers' acceptances with a stamping fee of 2.00% ("Canadian Dollar Loans"), or at LIBOR plus 2.00%, with maturity date of October 9, 2021, and subsequently extended until January 10, 2022. The credit facility is secured by a first charge on specific assets with a gross carrying value of \$31.7 million. The Company's share of the carrying value is \$6.5 million.
- 2) Tranche B credit facility comprises of a commercial mortgage loan for certain properties defined as Tranche B properties (the "Tranche B Properties") in the Amended and Restated Credit Agreement, where terms and conditions are set forth in a rate lock agreement, with a maturity date of October 9, 2020, and a locked in rate of 3.305% on Prime Loans or Bankers' Acceptances. This follows the same cost structure as Tranche A. Subsequent to September 30, 2021 the maturity date has been extended until January 10, 2022. The Tranche B credit facility is secured by a first charge on the Tranche B Properties with a gross carrying value of \$39.7 million. The Company's share of Tranche B is \$8.1 million.
- 3) Tranche C credit facility comprises of a commercial mortgage loan for certain properties defined as Tranche C properties (the "Tranche C Properties") in the Amended and Restated Credit Agreement, where terms and conditions are set forth in a rate lock agreement, with a maturity date of October 9, 2021 and subsequently extended until January 10, 2022, and a locked in rate of 3.114%. The Tranche C credit facility is secured by a first charge on the Tranche C Properties with a gross carrying value of \$78.6 million. The Company's share of the carrying value is \$16.1 million.

The co-owners of the Saskatchewan Portfolio (Note 5 of the Financial Statement) are each individually subject to financial covenants outlined in the investment properties credit facility agreement. Notwithstanding, the lender's recourse is limited to each co-owner's proportionate interest in the investment properties credit facility.

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**Convertible debentures**

- (a) On February 7, 2017, the Company completed a public offering of \$40.0 million, plus an overallotment option of \$6.0 million, of 5.45% convertible unsecured subordinated debentures for net proceeds of \$43.7 million (the "February 2017 Debentures"). The February 2017 Debentures were set to mature on March 31, 2022 and pay interest semi-annually on September 30 and March 31 of each year. The debentures were convertible into common shares at the option of the holder at any time prior to their maturity at a conversion price of \$10.05 per common share, subject to adjustment in certain events in accordance with the trust indenture governing the terms of the debentures.

Upon issuance of the debentures, the liability component of the debentures was recognized initially at the fair value of a similar liability that does not have an equity conversion option. The difference between these two amounts, which is \$607, has been recorded as equity with the remainder allocated to long-term debt. The discount on the debentures is being accreted such that the liability at maturity will equal the face value of \$46.0 million. The issue costs of \$2.2 million were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

On July 23, 2021 the February 2017 Debentures were redeemed at par, plus accrued and unpaid interest. The aggregate principal amount of the February 2017 Debentures outstanding was \$46.0 million as at June 30, 2021 and on redemption date. The Company drew \$40.0 million from its credit facility and used cash on hand to fund the redemption and associated interest.

- (b) On June 13, 2017, the Company completed a public offering of \$40 million, plus an overallotment option of \$5.0 million on June 27, 2017, of 5.30% convertible unsecured subordinated debentures for net proceeds of \$42.8 million (the "June 2017 Debentures"). The June 2017 Debentures mature on June 30, 2024 and pay interest semi-annually on June 30 and December 31 of each year. The debentures are convertible into common shares at the option of the holder at any time prior to their maturity at a conversion price of \$11.10 per common share, subject to adjustment in certain events in accordance with the trust indenture governing the terms of the debentures.

The June 2017 Debentures are redeemable on and after June 30, 2020, but prior to June 30, 2022, the June 2017 Debentures will be redeemable, in whole or in part, from time to time at the Company's sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days' and not less than 30 days' prior written notice, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On or after June 30, 2022 and prior to the maturity date, the June 2017 Debentures will be redeemable, in whole or in part, from time to time at the Company's sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days' and not less than 30 days' prior written notice.

Upon issuance of the debentures, the liability component of the debentures was recognized initially at the fair value of a similar liability that does not have an equity conversion option. The difference between these two amounts, which is \$560, has been recorded as equity with the remainder allocated to long-term debt. The discount on the debentures is being accreted such that the liability at maturity will equal the face value of \$45.0 million. The issue costs of \$2.2 million were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

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- (c) On July 8, 2021 the Company completed a public offering of \$50.0 million, plus an over-allotment option of \$5.0 million on July 15, 2021, of 5.25% convertible unsecured subordinated debentures for net proceeds of \$52.1 million (the "July 2021 Debentures"). The July 2021 Debentures will mature on July 31, 2028 and will accrue interest at the rate of 5.25% per annum payable semi-annually in arrears on January 31 and July 31 of each year, commencing January 31, 2022. The July 2021 Debentures are convertible into common shares at the option of the holder at any time prior to their maturity at a conversion price of \$11.40 per common share, subject to adjustment in certain events in accordance with the trust indenture governing the terms of the debentures.

The July 2021 Debentures are redeemable on or after July 31, 2024 and prior to July 31, 2026. The July 2021 Debentures may be redeemed, in whole or in part, from time to time at the Company's sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days' and not less than 30 days' prior written notice, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after July 31, 2026 and prior to the maturity date, the July 2021 Debentures will be redeemable, in whole or in part, from time to time at the Company's sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days' and not less than 30 days' prior written notice.

Upon issuance of the debentures, the liability component of the debentures was recognized initially at the fair value of a similar liability that does not have an equity conversion option. The difference between these two amounts, which is \$1.2 million has been recorded as equity with the remainder allocated to long-term debt. The discount on the debentures is being accreted such that the liability at maturity will equal the face value of \$55.0 million. The issue costs of \$2.9 million were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

The convertible debentures are comprised of as follows:

	<b>September 30, 2021</b>	<b>December 31, 2020</b>
Issued	\$ 100,000	\$ 91,000
Unamortized financing cost and amount classified as equity component	(4,906)	(2,038)
Debentures, end of period	<b>\$ 95,094</b>	<b>\$ 88,962</b>

Interest costs related to the convertible debentures are recorded in financing costs using the effective interest rate method. Interest on the debentures is included in financing costs and is made up of the following:

	<b>Three months ended</b>		<b>Nine months ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2021</b>	<b>2020</b>	<b>2021</b>	<b>2020</b>
Interest on the convertible debentures	\$ 1,425	\$ 1,842	\$ 3,871	\$ 5,525
Amortization of issue costs and accretion of the convertible debentures	556	464	1,107	1,180
Total	<b>\$ 1,981</b>	<b>\$ 2,306</b>	<b>\$ 4,978</b>	<b>\$ 6,705</b>

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**SHAREHOLDERS' EQUITY****Common shares**

The Company is authorized to issue an unlimited number of common shares. Holders of common shares are entitled to receive notice of and to attend and vote at all shareholder meetings as well as to receive dividends as declared by the Board of Directors.

The common shares are classified within shareholders' equity in the statements of financial position. Any incremental costs directly attributable to the issuance of common shares are recognized as a deduction from shareholders' equity. On June 10, 2021, the Company filed a 25-month period base shelf prospectus in all provinces and territories of Canada which allows the Company to offer and issue common shares, debt securities, subscription receipts, warrants, and units (collectively, the "Securities") from time to time up to an aggregate offering price of \$500.0 million.

**(a) At-the-market equity program (the "ATM Program")**

The Company announced on June 18, 2021 that it has established an ATM Program which allows the Company to issue common shares from treasury having an aggregate gross sales amount of up to \$90 million to the public from time to time, at the Company's discretion. Sales of the common shares under the equity distribution agreement were made through "at-the-market distributions" as defined in National Instrument 44-102 - Shelf Distributions, including sales made directly on the Toronto Stock Exchange (the "TSX"). The common shares distributed under the ATM Program were at the market prices prevailing at the time of sale, and therefore prices varied between purchasers and over time.

The Company currently intends to use the net proceeds of the ATM Program for general investment and working capital purposes, including, if and as required, repaying amounts owing under its secured revolving credit facility. The credit facility is used for day to day working capital requirements of the Company and for other general corporate purposes, particularly the funding of mortgage loans.

During Q3 2021, the Company issued 299,800 of common shares for gross proceeds of \$2.9 million at an average price of \$9.65 per common share and paid \$58 in commissions to the agent, pursuant to the equity distribution agreement. For YTD 2021, the Company issued 315,000 of common shares for gross proceeds of \$3.0 million at an average price of 9.65 per common share and paid \$61 in commissions to the agent, pursuant to the equity distribution agreement.

**(b) Dividend reinvestment plan ("DRIP")**

The DRIP provided eligible beneficial and registered holders of common shares with a means to reinvest dividends declared and payable on such common shares into additional common shares. Under the DRIP, shareholders could enroll to have their cash dividends reinvested to purchase additional common shares. The common shares can be purchased from the open market based upon the prevailing market rates or from treasury at a price of 98% of the average of the daily volume weighted average closing price on the TSX for the 5 trading days preceding payment, the price of which will not be less than the book value per common share.

During Q3 2021 and YTD 2021, the Company purchased from open market nil and 47,808 common shares (Q3 2020 – 141,136 and YTD 2020 – 292,666) for total amount of nil and \$416 (Q3 2020 – \$1.2 million; YTD 2020 – \$2.4 million). During YTD 2021, common shares were purchased from open market at an average price of \$8.69 per common share.

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During Q3 2021 and YTD 2021, the Company issued from treasury 125,036 and 345,386 common shares (Q3 2020 – nil and YTD 2020 – 117,818) and retained \$1.2 million and \$3.1 million in dividends (Q3 2020 – nil; YTD 2020 – \$1.1 million), common shares were issued from treasury at an average price of \$9.05 per common share.

**(c) Dividends to holders of common shares**

The Company intends to pay dividends to holders of common shares monthly within 15 days following the end of each month. During Q3 2021 and YTD 2021, the Company declared dividends of \$14.0 million or \$0.1725 per share and \$42.0 million or \$0.5175 per share (Q3 2020 – \$14.0 million, \$0.1725 per share and YTD 2020 – \$42.5 million, \$0.5175 per share).

As at September 30, 2021, \$4.7 million in aggregate dividends (December 31, 2020 – \$4.7 million) was payable to the holders of common shares by the Company. Subsequent to September 30, 2021, the Board of Directors of the Company declared dividends of \$0.0575 per share to be paid on October 15, 2021 to the common shareholders of record on September 30, 2021.

**(d) Normal course offering bid ("NCIB")**

On April 13, 2021, the Company announced that the TSX approved the Company's normal course issuer bid (the "NCIB") to repurchase for cancellation up to 8,030,909 common shares over a 12-month period. Repurchases under the NCIB commenced on April 15, 2021 and will continue until April 14, 2022, when the bid expires, or such earlier date as the Company has repurchased the maximum number of common shares permitted under the bid.

The Company may repurchase under the NCIB by means of open market transactions or otherwise as permitted by the TSX. All repurchases under the NCIB will be repurchased on the open market through the facilities of the TSX and alternative Canadian trading platforms at the prevailing market price at the time of such transaction.

**Non-executive director deferred share unit plan ("DSU Plan")**

Commencing June 30, 2016, the Company instituted a non-executive director deferred share unit plan, whereby a director can elect up to 100% of the compensation be paid in the form of DSUs, credited quarterly in arrears. The portion of a director's compensation which is not payable in the form of DSUs shall be paid by the Company in cash, quarterly in arrears. The fair market value of the DSU is the volume weighted average price of a common share as reported on the TSX for the 20 trading days immediately preceding that day (the "Fair Market Value"). The directors are entitled to also accumulate additional DSUs equal to the monthly cash dividends, on the DSUs already held by that director determined based on the Fair Market Value of the common shares on the dividend payment date.

Following each calendar quarter, the director DSU accounts will be credited with the number of DSUs calculated by multiplying the total compensation payable in DSUs divided by the Fair Market Value.

The DSU plan will pay a lump sum payment in cash equal to the number of DSUs held by each director multiplied by the Fair Market Value as of the 24<sup>th</sup> business day after publication of the Company's financial statements following a director's departure from the Board of Directors.

During Q3 2021 and YTD 2021, 9,079 and 27,827 units were issued (Q3 2020 and YTD 2020 – 9,965 and 30,515) and as at September 30, 2021, 136,014 units were outstanding (December 31, 2020 – 108,187 units). No DSUs were exercised or canceled, resulting in a DSU expense of \$85 and \$254 (Q3 2020 – \$74 and YTD 2020 – \$260). As at September 30, 2021, \$85 (December 31, 2020 – \$81) in compensation was granted in DSUs, which will be issued subsequent to September 30, 2021.

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**STATEMENT OF CASH FLOWS****Cash from operating activities**

Cash from operating activities for Q3 2021 and YTD 2021 was \$21.2 million and \$61.8 million (Q3 2020 – \$19.7 million; YTD 2020 – \$60.1 million).

**Cash used in financing activities**

Cash used in financing activities for Q3 2021 and YTD 2021 consisted of the Company's net repayments on the operating credit facility of \$67.4 million and \$56.7 million (Q3 2020 – \$25.0 million net advances, YTD 2020 – \$9.0 million net advances). The Company repaid \$46.0 million in convertible debentures during Q3 2021 (Q3 2020 - nil; YTD 2020 - nil) and issued convertible debentures for the net proceeds of \$52.6 million (Q3 2020 - nil; YTD 2020 - nil). The Company paid interest on the debentures and credit facilities of \$4.6 million and \$16.5 million (Q3 2020 – \$6.6 million; YTD 2020 – \$18.8 million), and paid common share dividends of \$12.8 million and \$38.4 million (Q3 2020 – \$12.8 million; YTD 2020 – \$39.1 million). During Q3 2021 and YTD 2021, the Company purchased shares on the open market under the NCIB and DRIP programs for a combined nil and \$416 (Q3 2020 – \$5.7 million; YTD 2020 – \$22.4 million).

The net cash used in financing activities for Q3 2021 was \$76.0 million and YTD 2021 was \$103.2 million (Net cash used Q3 2020 – \$129 and net cash used YTD 2020 – \$71.3 million).

**Cash from investing activities**

Cash used in investing activities for Q3 2021 and YTD 2021 consisted of the Company's funding of net mortgage investments \$176.8 million and \$430.6 million (Q3 2020 – \$89.6 million; YTD 2020 – \$316.2 million). The Company received cash from discharge of net mortgage investments \$234.3 million and \$479.3 million (Q3 2020 – \$145.8 million; YTD 2020 – \$403.2 million). The Company used cash in funding of other investments \$15.7 million and \$54.9 million (Q3 2020 – \$11.0 million; YTD 2020 – \$22.2 million). The Company received cash from repayments of other investments \$13.4 million and \$47.7 million (Q3 2020 – \$25; YTD 2020 – \$8.0 million). The company used cash in funding additions to investment properties \$162 and \$359 (Q3 2020 – \$197 and YTD 2020 – \$468). The company paid cash on maturity of currency forward hedging contracts \$70 and \$556 (Q3 2020 – nil and YTD 2020 \$432).

The net cash from investing activities for Q3 2021 and YTD 2021 was \$54.9 million and \$41.6 million (Q3 2020 – \$45.1 million; YTD 2020 – \$71.8 million).

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**QUARTERLY FINANCIAL INFORMATION**

The following is a quarterly summary of the Company's results for the eight most recently completed quarters:

<b>NET INCOME AND COMPREHENSIVE INCOME</b>	<b>Q3 2021</b>	<b>Q2 2021</b>	<b>Q1 2021</b>	<b>Q4 2020</b>	<b>Q3 2020</b>	<b>Q2 2020</b>	<b>Q1 2020</b>	<b>Q4 2019</b>
Net Investment Income on financial assets measured at amortized cost	\$22,042	\$23,390	\$22,439	\$23,958	\$23,917	\$24,023	\$24,042	\$24,690
Fair value (loss) gain and other income on financial assets measured at FVTPL	(3,577)	211	479	(14,918)	147	(2,053)	46	517
Net rental income	386	376	348	373	344	376	360	414
Expenses	(3,404)	(5,177)	(3,895)	(5,560)	(4,181)	(4,119)	(4,164)	(3,994)
Income from operations	15,447	18,800	19,371	3,853	20,227	18,227	20,284	21,627
Financing costs:								
Financing cost on credit facilities	(4,040)	(4,746)	(3,903)	(4,397)	(4,291)	(4,482)	(4,855)	(5,323)
Financing cost on debentures	(1,981)	(1,543)	(1,454)	(1,919)	(2,306)	(2,199)	(2,200)	(2,203)
Fair value loss (gain) on derivative contract	(995)	(974)	(977)	(850)	(817)	(197)	5,804	—
<b>Net income (loss) and comprehensive income (loss)</b>	<b>\$10,421</b>	<b>\$13,485</b>	<b>\$14,991</b>	<b>\$(1,613)</b>	<b>\$14,447</b>	<b>\$11,743</b>	<b>\$ 7,425</b>	<b>\$14,101</b>
<b>ADJUSTED NET INCOME AND COMPREHENSIVE INCOME</b>								
Net income (loss) and comprehensive income (loss)	\$10,421	\$13,485	\$14,991	\$(1,613)	\$14,447	\$11,743	\$ 7,425	\$14,101
Add: fair value (gain) loss on derivative contract (interest rate swap)	\$ (995)	(974)	(977)	(850)	(817)	(197)	5,804	—
Add: net unrealized (gain) loss on financial assets measured at FVTPL	\$ 4,295	\$ 1,100	\$ 116	\$15,477	\$ 395	\$ 2,586	\$ 491	\$ (489)
<b>Adjusted net income and comprehensive income<sup>1</sup></b>	<b>\$13,721</b>	<b>\$13,611</b>	<b>\$14,130</b>	<b>\$13,014</b>	<b>\$14,025</b>	<b>\$14,132</b>	<b>\$13,720</b>	<b>\$13,612</b>
<b>PER SHARE INFORMATION</b>								
Dividends per share	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.17
Earnings (loss) per share (basic)	\$ 0.13	\$ 0.17	\$ 0.19	\$ (0.02)	\$ 0.18	\$ 0.14	\$ 0.09	\$ 0.17
Earnings (loss) per share (diluted)	\$ 0.13	\$ 0.17	\$ 0.18	\$ (0.02)	\$ 0.18	\$ 0.14	\$ 0.09	\$ 0.17
Adjusted earnings per share (basic) <sup>1</sup>	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.16	\$ 0.17	\$ 0.17	\$ 0.16	\$ 0.16
Adjusted earnings per share (diluted) <sup>1</sup>	\$ 0.17	\$ 0.17	\$ 0.17	\$ 0.16	\$ 0.17	\$ 0.17	\$ 0.16	\$ 0.16
Distributable income per share <sup>1</sup>	\$ 0.17	\$ 0.20	\$ 0.19	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.17	\$ 0.19
Adjusted distributable income per share <sup>1</sup>	\$ 0.17	\$ 0.19	\$ 0.19	\$ 0.18	\$ 0.18	\$ 0.18	\$ 0.17	\$ 0.19

<sup>1</sup> Refer to non-IFRS measures section.

The variations in total net income and comprehensive income by quarter are mainly attributed to the following:

- i. In any given quarter, the Company is subject to volatility from portfolio turnover from both scheduled and early repayments. As a result, net interest income is susceptible to quarterly fluctuations. The Company models the portfolio throughout the year factoring in both scheduled and probable repayments, and the corresponding new mortgage advances, to determine its distributable income on a calendar year basis;
- ii. In any given quarter, the Company is subject to volatility from fair value adjustments to financial assets measured at FVTPL and allowance for mortgage investments resulting in fluctuations in quarterly total net income and comprehensive income;
- iii. The utilization of the credit facility to fund mortgage investments results in higher net interest income, which is partially offset by higher financing costs.

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## RELATED PARTY TRANSACTIONS

As at September 30, 2021, due to Manager mainly includes management and servicing fees payable of \$1.4 million (December 31, 2020 – \$1.1 million). During Q3 2021 and YTD 2021, Arrangement Fees of \$271 and \$1.4 million paid by borrower were retained by the Manager (Q3 2020 – \$92 and YTD 2020 – \$134).

As at September 30, 2021, included in other assets is \$9.0 million (December 31, 2020 – \$14.0 million) of cash held in trust by Timbercreek Mortgage Servicing Inc. ("TMSI"), the Company's mortgage servicing and administration provider, a company controlled by the Manager. The balance relates to mortgage and other loan funding holdbacks, repayments and prepaid mortgage interest received from various borrowers.

As at September 30, 2021, the Company has the following mortgage investments which a director or directors of the Company are also officers and part-owners of a syndication partner of these mortgages.

- A mortgage investment with a total gross commitment of \$11.6 million (December 31, 2020 – \$11.6 million). The Company's share of the commitment is \$931 (December 31, 2020 – \$931). For the three months and nine months ended September 30, 2021, the Company has recognized net interest income of \$26 and \$78 (Q3 2020 and YTD 2020 – \$17) from this mortgage investment during the period.
- A mortgage investment with a total gross commitment of \$45.7 million (December 31, 2020 – \$45.7 million). The Company's share of the commitment is \$4.2 million (December 31, 2020 – \$4.2 million). For the three months and nine months ended September 30, 2021, the Company has recognized net interest income of \$64 and \$183 (Q3 2020 and YTD 2020 – \$1) from this mortgage investment during the period.

As at September 30, 2021, the Company and Timbercreek Real Estate Finance U.S. Holding LP are related parties as they are managed by the Manager, and they have co-invested in 2 mortgage (December 31, 2020 – 1) and other investments totaling \$66.7 million (December 31, 2020 – \$21.7 million), on gross basis including mortgage syndications. The Company's share in these mortgage investments are \$19.7 million (December 31, 2020 – \$6.4 million).

As at September 30, 2021, the Company is invested in junior debentures of Timbercreek Real Estate Finance Ireland Fund 1 ("TREF Ireland 1") Private Debt Designated Activity Company totaling \$5.1 million or €3.5 million (December 31, 2020 – \$5.8 million or €3.7 million), which is included in loan investments within other investments. TREF Ireland 1 is managed by a wholly-owned subsidiary of the Manager.

## COMMITMENTS AND CONTINGENCIES

In the ordinary course of business activities, the Company may be contingently liable for litigation and claims arising from investing in mortgage investments and other investments. Where required, management records adequate provisions in the accounts.

Although it is not possible to accurately estimate the extent of potential costs and losses, if any, management believes that the ultimate resolution of such contingencies would not have a material adverse effect on the Company's financial position.

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## CRITICAL ACCOUNTING ESTIMATES

In the preparation of the Company's unaudited interim condensed consolidated financial statements, the Manager has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amounts of assets, liabilities, income and expenses. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized prospectively.

In making estimates, the Manager relies on external information and observable conditions where possible, supplemented by internal analysis as required. Those estimates and judgements have been applied in a manner consistent with the prior period and there are no known trends, commitments, events or uncertainties, other than potential effects of the COVID-19 pandemic, that the Manager believes will materially affect the methodology or assumptions utilized in making those estimates and judgements in these unaudited interim condensed consolidated financial statements.

In March 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which resulted in a series of public health and emergency measures being put in place to combat the spread of the virus. These measures have caused material disruption to businesses in Canada and globally resulting in an economic slowdown. The duration and impact of COVID-19 continues to be unknown and it is not possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the company in future periods. To date, the company has not experienced material changes in the collection of interest and repayments of principal, however, there is no certainty this will continue going forward. Accordingly, there is inherently more uncertainty associated with the estimates, judgements and assumptions made by management in the preparation of the interim consolidated financial statements. As such, it is not possible to forecast with certainty the duration and full scope of the economic impact of COVID-19 and other consequential changes it will have on the Company's estimate of allowance for credit losses and investments measured at FVTPL, both in the short term and in the long term.

The near-term impacts of COVID-19 are primarily with respect to interest collections and mortgage investment discharges. Subsequent to September 30, 2021, the Company collected approximately 99% of October 2021 interest payments which is materially in line with historical collection rates.

The Company reviewed its portfolio of FVTPL loans in light of the continuing impact COVID-19 is having on the economy, capital markets, transaction volumes and lower interest rate environment. During the period, the Company recorded a loss on one of its fair value loans due to increased difficulty faced by the underlying property from the COVID-19 pandemic. The Company has negotiated a discharge of the mortgage investment which is expected to close in Q4 2021. No other significant adjustments related to COVID-19 were recorded in the period.

The significant estimates and judgements used in determining the recorded amount for assets and liabilities in the consolidated financial statements are as follows:

### Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values for both financial and non-financial assets and liabilities.

When measuring the fair value of an asset or liability, the Company uses market observable data where possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

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The Company reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or appraisals are used to measure fair values, the Company will assess the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of IFRS, including the level in the fair value hierarchy in which such valuations should be classified.

The information about the assumptions made in measuring fair value is included in the following notes of the Company's interim condensed consolidated financial statements:

Note 4 – Mortgage and other investments, including mortgage syndications;

Note 5 – Investment properties; and

Note 18 – Fair value measurements.

#### Measurement of expected credit loss

The determination of the allowance for credit losses takes into account different factors and varies by nature of investment. These judgments include changes in circumstances that may cause future assessments of credit risk to be materially different from current assessments, which would require an increase or decrease in the allowance of credit loss. Refer to note 4(d) of the Company's interim condensed consolidated financial statements.

#### Syndication liabilities

The Company applies judgement in assessing the relationship between parties with which it enters into participation agreements in order to assess the derecognition of transfers relating to mortgage and other investments.

#### Classification of mortgage and other investments

Mortgage investments and other loan investments are classified based on the business model for managing assets and the contractual cash flow characteristics of the asset. The Company exercises judgment in determining both the business model for managing the assets and whether cash flows of the financial asset comprise solely payments of principal and interest.

#### Convertible debentures

The Company exercises judgement in determining the allocation of the debt and equity components of convertible debentures. The liability allocation is based upon the fair value of a similar liability that does not have an equity conversion option and the residual value is allocated to the equity component.

## SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in the unaudited condensed consolidated interim financial statements are the same as those applied by the Company in its consolidated financial statements for the year ended December 31, 2020, which were prepared in accordance with IFRS.

## OUTSTANDING SHARE DATA

As at November 9, 2021, the Company's authorized capital consists of an unlimited number of common shares, of which 82,044,601 are issued and outstanding.

## **CAPITAL STRUCTURE AND LIQUIDITY**

### **Capital structure**

The Company manages its capital structure in order to support ongoing operations while focusing on its primary objectives of preserving shareholder capital and generating a stable monthly cash dividend to shareholders. The Company believes that the conservative amount of structural leverage gained from the debentures and credit facility is accretive to net earnings, appropriate for the risk profile of the business. The Company anticipates meeting all of its contractual liabilities (described below) using its mix of capital structure and cash flow from operating activities.

The Company reviews its capital structure on an ongoing basis and adjusts its capital structure in response to mortgage investment opportunities, the availability of capital and anticipated changes in general economic conditions.

### **Liquidity**

Access to liquidity is an important element of the Company as it allows the Company to implement its investment strategy. The Company is, and intends to continue to be, qualified as a MIC as defined under Section 130.1(6) of the ITA and, as a result, is required to distribute not less than 100% of the taxable income of the Company to its shareholders. The Company manages its liquidity position through various sources of cash flows including cash generated from operations and credit facilities. The Company has a borrowing ability of \$483.2 million through its credit facility – mortgage investments and \$30.7 million through its credit facility – investment properties and intends to utilize the credit facility to fund mortgage investments, and other working capital needs. As at September 30, 2021, the Company is in compliance with its credit facilities covenants and expects to remain in compliance going forward.

The Company routinely forecasts cash flow sources and requirements, including unadvanced commitments, to ensure cash is efficiently utilized.

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The following are the contractual maturities of financial liabilities, excluding mortgage syndication liabilities as at September 30, 2021, including expected interest payments:

	Carrying value	Contractual cash flow	Within a year	Following year	3–5 years	5 + Years
Accounts payable and accrued expenses	\$ 4,582	\$ 4,582	\$ 4,582	\$ —	\$ —	\$ —
Dividends payable	4,688	4,688	4,688	—	—	—
Due to Manager	1,431	1,431	1,431	—	—	—
Mortgage and other loans funding holdbacks	587	587	587	—	—	—
Prepaid mortgage and other loans interest	8,389	8,389	8,389	—	—	—
Derivative liability (interest rate swap contract)	993	993	993	—	—	—
Credit facility (mortgage investments) <sup>1</sup>	401,198	417,880	9,781	408,099	—	—
Credit facility (investment properties) <sup>2</sup>	30,690	30,950	30,950	—	—	—
Convertible debentures <sup>3</sup>	95,094	126,291	5,273	5,273	55,451	60,294
	\$ 547,652	\$ 595,791	\$ 66,674	\$ 413,372	\$ 55,451	\$ 60,294
Unadvanced mortgage commitments <sup>4</sup>	—	342,982	342,982	—	—	—
Total contractual liabilities, excluding mortgage syndication liabilities <sup>5</sup>	\$ 547,652	\$ 938,773	\$ 409,656	\$ 413,372	\$ 55,451	\$ 60,294

<sup>1</sup> Credit facility (mortgage investments) includes interest based upon September 2021 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on May 10, 2023.

<sup>2</sup> Credit facility (investment properties) includes interest based upon September 2021 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on January 10, 2022.

<sup>3</sup> The convertible debentures include interest based on coupon rate on the convertible debentures assuming the outstanding balance is not repaid until its contractual maturity on June 30, 2024 and July 31, 2028.

<sup>4</sup> Unadvanced mortgage commitments include syndication commitments of which \$187.9 million belong to the Company's syndicated partners.

<sup>5</sup> The principal repayments of \$422.9 million mortgage syndication liabilities by contractual maturity date is shown net with mortgage investments.

As at September 30, 2021, the Company had a cash position of \$530 (December 31, 2020 – \$428), an unutilized credit facility (mortgage investments) balance of \$132.9 million (December 31, 2020 – \$76.2 million) and an unutilized credit facility (investment properties) balance of nil (December 31, 2020 – nil). Management believes it will be able to finance its operations using the cash flow generated from operations, investing activities and the credit facilities.

As at September 30, 2021, unadvanced mortgage commitments under the existing mortgage investments, including mortgage syndications, amounted to \$343.0 million (December 31, 2020 – \$248.6 million) of which \$187.9 million (December 31, 2020 – \$144.7 million) belong to the Company's syndicated partners. The Company expects the syndication partners to fund their respective commitments.

## FINANCIAL INSTRUMENTS

### Financial assets

The Company's cash and cash equivalents, other assets, mortgage investments and other investments, including mortgage syndications, are designated as loans and receivables and are measured at amortized cost. The fair values of cash and cash equivalents and other assets approximate their carrying amounts due to their short-term nature. The fair value of mortgage investments, including mortgage syndications, approximate their carrying value given the mortgage and other investments consist of short-term mortgages that are repayable at the option of the borrower without yield maintenance or penalties.

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**Financial liabilities**

The Company's accounts payable and accrued expenses, dividends payable, due to Manager, mortgage and other loan funding holdbacks, prepaid mortgage interest, credit facility, convertible debentures, derivative liability (interest rate swap contract) and mortgage syndication liabilities are designated as other financial liabilities and are measured at amortized cost. With the exception of convertible debentures and mortgage syndication liabilities, the fair value of these financial liabilities approximate their carrying amounts due to their short-term nature. The fair value of mortgage syndication liabilities approximate their carrying value given the mortgage investments consist of short-term mortgages that are repayable at the option of the borrower without yield maintenance or penalties. The fair value of the convertible debentures is based on the market trading price of convertible debentures at the reporting date.

**RISKS AND UNCERTAINTIES**

The Company is subject to certain risks and uncertainties that may affect the Company's future performance and its ability to execute on its investment objectives. We have processes and procedures in place in an attempt to control or mitigate certain risks, while other risks cannot be or are not mitigated. Material risks that cannot be mitigated include a significant decline in the general real estate market, interest rates changing markedly, being unable to make mortgage investments at rates consistent with rates historically achieved, not having adequate mortgage investment opportunities presented to us, change in currency rates and not having adequate sources of bank financing available. There have been no changes to the Company, which may affect the overall risk of the Company.

**Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of financial assets or financial liabilities will fluctuate because of changes in market interest rates. As of September 30, 2021, \$1,032.0 million of net mortgage investments and \$11.4 million of other investments bear interest at variable rates (December 31, 2020 – \$1,019.2 million and \$11.0 million, respectively). As of September 30, 2021 \$969.8 million of net mortgage investments have a "floor rate" (December 31, 2020 – \$935.5 million).

If there were a decrease or increase of 0.50% in interest rates, with all other variables constant, the impact from variable rate mortgage investments and other investments to net income and comprehensive income would be a decrease in net income of \$46 (December 31, 2020 – \$78) or an increase in net income of \$2.6 million (December 31, 2020 – \$243). The Company manages its sensitivity to interest rate fluctuations by managing the fixed/floating ratio and its use of floor rates in its investment portfolio.

The Company is also exposed to interest rate risk on the credit facilities, which have a balance of \$432.8 million as at September 30, 2021 (December 31, 2020 – \$489.5 million). During Q4 2019, the Company entered into the Contract (refer to note 6(a) of unaudited interim condensed consolidated financial statements for the nine months ended September 30, 2021 and 2020) which reduced the exposure in interest rate risk. As at September 30, 2021, net exposure to interest rate risk was \$166.7 million (December 31, 2020 – \$215.3 million), and assuming it was outstanding for the entire period, a 0.50% decrease or increase in interest rates, with all other variables constant, will increase or decrease net income by \$834 (December 31, 2020 – \$1.1 million).

The Company's other assets, interest receivable, accounts payable and accrued expenses, prepaid mortgage interest, mortgage and other loan funding holdbacks, dividends payable and due to Manager have no significant exposure to interest rate risk due to their short-term nature. Convertible debentures carry a fixed rate of interest and are not subject to interest rate risk. Cash and cash equivalents carry a variable rate of interest and are subject to minimal interest rate risk.

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## Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to currency risk primarily from other investments and credit facility investment properties that are denominated in a currency other than the Canadian dollar. The Company uses foreign currency forwards and swaps to approximately economically hedge the principal balance of future earnings and cash flows caused by movements in foreign exchange rates. Under the terms of the foreign currency forward and swap contracts, the Company buys or sells a currency against another currency at a set price on a future date.

As at September 30, 2021, the Company has US\$14.7 million and €3.5 million in other investments denominated in foreign currencies (December 31, 2020 – US\$5.1 million and €3.7 million). The Company has entered into a series of foreign currency contracts to reduce the its exposure to foreign currency risk. As at September 30, 2021, the Company has two U.S. dollars currency contracts with an aggregate notional value of US\$14.5 million, at a weighted average forward contract rate of 1.2531, maturing in January 2022 and one Euro currency contract with an aggregate notional value of €3.5 million at a weighted average contract rate of 1.4869, maturing in October 2021.

The fair value of the foreign currency forward contracts as at September 30, 2021 is a liability of \$132 which is included in accounts payable. The valuation of the foreign currency forward contracts was computed using Level 2 inputs which include spot and forward foreign exchange rates.

## Credit risk

Credit risk is the risk that a borrower may be unable to honour its debt commitments as a result of a negative change in market conditions that could result in a loss to the Company. The Company mitigates this risk by the following:

- i. adhering to the investment restrictions and operating policies included in the asset allocation model (subject to certain duly approved exceptions);
- ii. ensuring all new mortgage and other investments are approved by the Investment Committee before funding; and
- iii. actively monitoring the mortgage and other investments and initiating recovery procedures, in a timely manner, where required.

The exposure to credit risk at September 30, 2021 relating to net mortgages and other investments amount to \$1,191.4 million (December 31, 2020 – \$1,236.3 million).

The Company has recourse under these mortgages and the majority of other investments in the event of default by the borrowers; in which case, the Company would have a claim against the underlying collateral. Management believes that the potential loss from credit risk with respect to cash that is held in trust at a Schedule I bank by the Company's transfer agent and operating cash held also at a Schedule 1 bank, to be minimal.

The Company is exposed to credit risk from the collection of accounts receivable from tenants. The Manager routinely obtains credit history reports on prospective tenants before entering into a tenancy agreement.

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**Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting its financial obligations as they become due. This risk arises in normal operations from fluctuations in cash flow as a result of the timing of mortgage investment advances and repayments and the need for working capital. Management routinely forecasts future cash flow sources and requirements to ensure cash is efficiently utilized. For a discussion of the Company's liquidity, cash flow from operations and mitigation of liquidity risk, see the "Capital Structure and Liquidity" section in this MD&A.

**ADDITIONAL INFORMATION****Dividend Reinvestment Plan**

Timbercreek Financial offers a dividend reinvestment plan (DRIP) so that shareholders may automatically reinvest their dividends in new shares of Timbercreek Financial at a 2% discount from market price and with no commissions. This provides an easy way to realize the benefits of compound growth of their investment in Timbercreek Financial. Shareholders can enroll in the DRIP program by contacting their investment advisor or investment dealer.

**Phone**

Blair Tamblyn, CEO

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**Internet**

Visit SEDAR at [www.sedar.com](http://www.sedar.com); or the Company's website at [www.timbercreekfinancial.com](http://www.timbercreekfinancial.com)

**Mail**

Write to the Company at:

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Attention: Corporate Communications

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