

Madison Pacific Properties Inc.

Condensed Interim Consolidated Financial Statements
For the Three and Nine Months Ended May 31, 2021 and 2020

(expressed in thousands of Canadian dollars)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102 “Continuous Disclosure Obligations”, Part 4, Subsection 4.3(3a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company’s management.

The Company’s independent auditor, PricewaterhouseCoopers LLP, has not performed a review of these financial statements in accordance with standards established by CPA (Chartered Professional Accountants) Canada for a review of interim financial statements by an entity’s auditor.

July 13, 2021

Madison Pacific Properties Inc.

Interim Consolidated Balance Sheets

As at May 31, 2021 and August 31, 2020

(unaudited)

(expressed in thousands of Canadian dollars)

	May 31, 2021 \$	August 31, 2020 \$
Assets		
Non-current assets		
Investment properties (note 3)	577,275	542,581
Other non-current assets (note 4)	83,837	79,684
	<u>661,112</u>	<u>622,265</u>
Current assets		
Cash and cash equivalents	43,426	71,450
Amounts receivable and other current assets	2,666	3,519
Income taxes receivable (note 9)	261	285
	<u>46,353</u>	<u>75,254</u>
Total assets	<u>707,465</u>	<u>697,519</u>
Liabilities		
Non-current liabilities		
Debt on investment properties (note 5)	196,698	234,768
Deferred income tax liabilities (note 9)	46,887	42,672
	<u>243,585</u>	<u>277,440</u>
Current liabilities		
Current portion of debt on investment properties (note 5)	67,864	34,428
Accounts payable and accrued liabilities	10,230	12,428
	<u>78,094</u>	<u>46,856</u>
Total liabilities	<u>321,679</u>	<u>324,296</u>
Equity		
Equity attributable to shareholders of the Company		
Share capital (note 7)	67,472	67,472
Contributed surplus	-	1,105
Retained earnings	307,433	296,316
	<u>374,905</u>	<u>364,893</u>
Non-controlling interests	<u>10,881</u>	<u>8,330</u>
Total equity	<u>385,786</u>	<u>373,223</u>
Total liabilities and equity	<u>707,465</u>	<u>697,519</u>

Subsequent event (note 14)

Approved by the Board of Directors

“Sam Grippo” Director

“Marvin Hassen” Director

The accompanying notes are an integral part of these consolidated financial statements.

Madison Pacific Properties Inc.

Interim Consolidated Statements of Changes in Equity

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars)

	Attributable to shareholders of the Company				Non-controlling interests \$	Total equity \$
	Share capital \$	Contributed surplus \$	Retained earnings \$	Total \$		
Balance – August 31, 2019	67,472	1,105	272,482	341,059	11,603	352,662
Net income and comprehensive income (loss)	-	-	25,227	25,227	(97)	25,130
Dividends (note 8)	-	-	(3,075)	(3,075)	-	(3,075)
Distributions to non-controlling interest	-	-	-	-	(3,127)	(3,127)
Balance – May 31, 2020	67,472	1,105	294,634	363,211	8,379	371,590
Balance – August 31, 2020	67,472	1,105	296,316	364,893	8,330	373,223
Net income and comprehensive income	-	-	34,106	34,106	2,883	36,989
Dividends (note 8)	-	-	(22,989)	(22,989)	-	(22,989)
Distributions to non-controlling interest	-	-	-	-	(332)	(332)
Reduction in contributed surplus (note 11(b))	-	(1,105)	-	(1,105)	-	(1,105)
Balance – May 31, 2021	67,472	-	307,433	374,905	10,881	385,786

The accompanying notes are an integral part of these consolidated financial statements.

Madison Pacific Properties Inc.

Interim Consolidated Statements of Income and Comprehensive Income

For the Three and Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except per share data)

	Nine Months Ended		Three Months Ended	
	May 31,	May 31,	May 31,	May 31,
	2021	2020	2021	2020
	\$	\$	\$	\$
Property revenues (note 11)	23,894	23,383	8,195	7,403
Property operating expenses (note 11)	6,761	6,244	2,294	1,777
	17,133	17,139	5,901	5,626
General and administrative expenses (note 11)	2,924	2,321	842	663
	14,209	14,818	5,059	4,963
Net gain on fair value adjustment on investment properties (note 3)	31,432	23,072	14,053	11,023
Equity earnings of associate and joint ventures	1,871	1,241	155	61
	47,512	39,131	19,267	16,047
Interest income and unrealized gains on short-term investments (note 11)	370	1,180	101	523
Interest expense	7,087	6,569	2,344	2,374
Gains (losses) on fair value adjustment on interest rate swaps (note 5)	1,660	(3,519)	81	(1,706)
Income before income taxes	42,455	30,223	17,105	12,490
Income taxes (note 9)	5,466	5,093	2,438	2,039
Net income and comprehensive income	36,989	25,130	14,667	10,451
Net income (loss) and comprehensive income (loss) attributable to:				
Shareholders of the Company	34,106	25,227	14,416	10,706
Non-controlling interests	2,883	(97)	251	(255)
	36,989	25,130	14,667	10,451
Income per share (note 10)	\$0.58	\$0.43	\$0.24	\$0.18

The accompanying notes are an integral part of these consolidated financial statements.

Madison Pacific Properties Inc.
Interim Consolidated Statements of Cash Flows
For the Nine Months Ended May 31, 2021 and 2020
(unaudited)

(expressed in thousands of Canadian dollars)

Cash flows from (used in):	May 31, 2021 \$	May 31, 2020 \$
Operating activities		
Net income	36,989	25,130
Items not affecting cash		
Net gain on fair value adjustment on investment properties	(31,432)	(23,072)
Amortization	934	977
Allowance for expected credit losses	72	201
Equity earnings of associate and joint ventures	(1,871)	(1,241)
Unrealized gains on short-term investments	-	(357)
Unrealized (gains) losses on fair value adjustment on interest rate swaps	(1,660)	3,626
Recognition of rental revenue on a straight-line basis	341	278
Deferred income taxes	4,215	4,662
	<u>7,588</u>	<u>10,204</u>
Increase in amounts receivable and other assets	(416)	(758)
Decrease in income taxes receivable	24	-
Increase (decrease) in accounts payable and accrued liabilities	839	(4)
	<u>8,035</u>	<u>9,442</u>
Investing activities		
Acquisition of investment properties (note 3(b))	-	(7,116)
Additions to investment properties and property development costs	(2,873)	(1,074)
Other investment property expenditures	(868)	(22)
Investments in joint ventures (note 4(b))	(1,150)	(5,300)
Repayment of loans receivable	65	71
Short-term investments	-	(1,996)
	<u>(4,826)</u>	<u>(15,437)</u>
Financing activities		
Net proceeds from debt on investment properties (note 5)	3,963	68,988
Bank indebtedness (note 6)	-	10,000
Repayment of debt on investment properties (note 5)	(8,800)	(57,458)
Distributions to non-controlling interests	(332)	(3,127)
Dividends paid	(26,064)	(6,150)
	<u>(31,233)</u>	<u>12,253</u>
(Decrease) increase in cash and cash equivalents	(28,024)	6,258
Cash and cash equivalents - beginning of period	71,450	56,955
Cash and cash equivalents - end of period	<u>43,426</u>	<u>63,213</u>
Supplemental cash flow information		
Interest received	370	823
Interest paid	6,867	6,238

The accompanying notes are an integral part of these consolidated financial statements.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

1. General information

Madison Pacific Properties Inc. (the “Company”) owns, develops and operates office, industrial, commercial, and multi-family rental properties located in British Columbia, Alberta, and Ontario. The Company also has investments in joint ventures that develop residential properties. The Company is incorporated and domiciled in Canada. The head office of the Company is located at 389 West 6th Avenue, Vancouver, British Columbia, V5Y 1L1, and its registered office is located at 25th Floor, Toronto-Dominion Bank Tower, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3.

2. Summary of significant accounting policies and critical accounting estimates

a. Basis of presentation

These condensed interim consolidated financial statements for the nine months ended May 31, 2021 have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”. The condensed interim consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements for the year ended August 31, 2020, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

The condensed interim consolidated financial statements have been prepared using the same accounting policies and methods as those used in the annual consolidated financial statements for the year ended August 31, 2020. The condensed interim consolidated financial statements have been presented in Canadian dollars rounded to the nearest thousand unless otherwise indicated.

These condensed interim consolidated financial statements were approved by the Board of Directors for issue on July 13, 2021.

b. Principles of consolidation

Subsidiaries

These condensed interim consolidated financial statements incorporate the assets and liabilities of all entities controlled by the Company and the results of all controlled entities. Controlled entities are those entities over which the Company has i) the power to govern the financial and operating policies, ii) the right to receive benefits from that entity, and iii) the ability to use its operating decisions to alter the benefits received. These criteria are met by having a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. In addition, for consolidation purposes, factors may exist where an entity may consolidate without having more than 50% of the voting power through ownership or agreements, or in the circumstances of enhanced minority rights, as a consequence of *de facto* control. *De facto* control is control without the legal right to exercise unilateral control, and involves decision-making abilities that are not shared with others and the ability to give direction with respect to the operating and financial policies of the entity concerned. Where control of a subsidiary ceases during a financial year, its results are included up to the point in the year when control ceases. Where control of an entity is acquired during a financial year, its results are

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

included in the consolidated statement of income and comprehensive income from the date on which control commences.

The Company's subsidiaries are Metro Vancouver Properties Corp. ("Metro"), MP Western Properties Inc., 1073774 Properties Inc., 3530639 Canada Inc., 801325 B.C. Ltd., the MPW Properties Partnership, Madison Silverdale Developments Corp., Madison Developments 2800 Barnet Ltd., the MT Properties Limited Partnership, and MT Management Inc. The Company holds a 100% interest in MP Western Properties Inc., 1073774 Properties Inc., 3530639 Canada Inc., Madison Silverdale Developments Corp. and a 99.8% interest in Metro which holds a 100% interest in the MPW Properties Partnership, 801325 B.C. Ltd., and Madison Developments 2800 Barnet Ltd., a 60.9% interest in the MT Properties Limited Partnership, and a 75% interest in MT Management Inc.

All inter-company balances, transactions, and unrealized profits resulting from inter-company transactions are eliminated.

Non-controlling interests

Non-controlling interests represent equity interests in subsidiaries owned by outside parties. The share of net assets of subsidiaries attributable to non-controlling interests is presented as a component of equity. Changes in the parent company's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Joint arrangements

The Company classifies its interests in joint arrangements as either a joint venture or a joint operation. A joint arrangement is a contractual arrangement whereby the Company and other parties undertake an economic activity that is subject to joint control. A joint arrangement is classified as a joint venture when the parties to the joint arrangement have rights over the net assets of the joint arrangement, whereas a joint arrangement is classified as a joint operation when the arrangement provides rights to assets and obligations for liabilities for the parties sharing joint control. Joint operations are accounted for using the proportionate consolidation method whereby the Company's share of assets, liabilities, income, expenses and cash flows of jointly controlled operations are combined with the equivalent items in the results on a line-by-line basis. Joint ventures are accounted for using the equity method as follows:

- Investments are initially recognized at cost.
- Investments in joint ventures include goodwill and intangible assets identified on acquisition, net of any accumulated impairment loss.
- The Company's share of its joint ventures' post-acquisition profits or losses is recognized in the consolidated statement of income and comprehensive income.
- Dividends and distributions receivable from joint ventures reduce the carrying amount of the investment.
- The Company's liability with respect to its joint ventures is limited to its net investment where it has no obligation to fund any subsequent losses should they arise. There is no obligation beyond the initial investment.
- Joint ventures are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Associates

Associates are entities over which the Company has significant influence but not control. Investments in associates are accounted for using the equity method as follows:

- Investments are initially recognized at cost.
- Investments in associates include goodwill and intangible assets identified on acquisition, net of any accumulated impairment loss.
- The Company's share of its associates' post-acquisition profits or losses is recognized in the consolidated statement of income and comprehensive income.
- Dividends and distributions receivable from associates reduce the carrying amount of the investment.
- The Company's liability with respect to its associates is limited to its net investment where it has no obligation to fund any subsequent losses should they arise. There is no obligation beyond the initial investment.
- Associates are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

c. Critical accounting estimates and judgements

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The critical accounting estimates have been set out in Note 2 to the Company's consolidated financial statements for the year ended August 31, 2020.

3. Investment properties

	Nine months ended May 31, 2021 \$	Year ended August 31, 2020 \$
Balance at beginning of period	542,581	498,456
Recognition of right-of-use asset (notes 3(d))	-	2,353
Additions:		
Acquisitions (note 3(b))	-	15,648
Other additions and property development costs	3,448	1,238
Recognition of rental revenue on a straight-line basis	(341)	(386)
Tenant improvements	66	33
Amortization of tenant improvements	(540)	(751)
Leasing commissions	820	69
Amortization of leasing commissions	(191)	(252)
Net gain on fair value adjustment	31,432	26,173
	<hr/>	<hr/>
Balance at end of period	577,275	542,581

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

a. Valuations

After initial recognition, valuations are prepared by management based primarily on assumptions relating to cash flows from current leases, rental income from future leases in light of current market conditions, and capitalization rates. The capitalization rates used are generally based on ranges provided by external valuers. These assumptions are further compared against information obtained from independent industry experts. Adjustments are made to the carrying values of the investment properties when changes in the underlying valuation assumptions occur. The COVID-19 pandemic has increased the risk and uncertainty surrounding valuation estimates due to limited market activity for comparable transactions, as well as uncertainty regarding the expected length of the pandemic and the resulting impact on the Company's cash flows from investment properties. In developing its estimates, management performed an assessment of its tenants and portfolio of investment properties, as well as an evaluation of the changes in the overall market conditions for the asset classes in the Company's portfolio since the impact of the pandemic began in early March 2020.

The fair value of the Company's investment properties is considered to be at Level 3 in the fair value hierarchy, as significant unobservable inputs are required to determine fair value.

b. Investment property acquisitions

For the nine months ended May 31, 2021, the Company had no acquisitions of investment properties.

During the year ended August 31, 2020, the Company acquired a 50% interest in three industrial properties, with buildings totalling 33,179 square feet located in Vancouver, British Columbia for \$7,116 including closing costs and taxes and a 50% interest in a 54-unit residential apartment property in Metro Vancouver for \$8,532, including closing costs and taxes.

c. Investment property dispositions

For the nine months ended May 31, 2021 and year ended August 31, 2020, the Company had no dispositions of investment properties.

d. Right-of-use asset

Included in investment properties is a right-of-use asset ("ROU Asset") arising from a land lease. The ROU Asset was recognized effective September 1, 2019 upon the adoption of IFRS 16, *Leases* ("IFRS 16").

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

e. Sensitivity

The following table provides a sensitivity analysis for the weighted average capitalization rate on commercial properties applied at May 31, 2021, excluding properties under development and a ROU Asset of \$2,361 (note 3(d)):

Capitalization rate increase (decrease)	Weighted average capitalization rate	Fair value of investment properties (at Company's ownership) \$	Fair value variance \$	% change
(0.75%)	3.51%	706,549	140,616	24.8%
(0.50%)	3.82%	649,442	83,509	14.8%
(0.25%)	4.11%	604,082	38,149	6.7%
May 31	4.39%	565,933	-	-
0.25%	4.66%	532,966	(32,967)	(5.8%)
0.50%	4.93%	504,003	(61,930)	(10.9%)
0.75%	5.19%	478,264	(87,669)	(15.5%)

4. Other non-current assets

	May 31, 2021 \$	August 31, 2020 \$
Deposits (note 9)	18,440	17,356
Investment in associate (note 4(a))	17,948	16,315
Investments in joint ventures (notes 4(b) and 4(c))	46,679	45,291
Loans receivable, deferred rents receivable and other	770	722
	<u>83,837</u>	<u>79,684</u>

a. Investment in associate

The investment in associate includes an equity investment in Grant Street Properties Inc. ("GSP"), a related private company with a December 31st fiscal year-end that owns and manages commercial, industrial and multi-family rental properties. In the year ended August 31, 2020, the Company acquired 240,247 newly issued shares in GSP for cash consideration of \$1,194, resulting in a change of total ownership interest from 33.83% to 33.85%.

b. Investments in joint ventures

The investment in joint ventures includes equity investments in the Silverdale Hills Limited Partnership (the "Silverdale Hills LP") and the 2798 Barnet Development Limited Partnership (the "Barnet LP"). The Company holds an ownership interest of 50% in each of the Silverdale Hills LP and the Barnet LP, and these limited partnerships have November 30th fiscal year-ends.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The Silverdale Hills LP owns 1,389 acres of undeveloped residential designated lands in Mission, British Columbia. Approximately 38 acres of these residential lands in Mission are currently under development as townhomes and single family lots for sale. Sales for the first and second phases of the townhome development, which comprises 80 units, and sales of the 65 single family lots commenced in the fourth quarter of fiscal 2021.

The Barnet LP owns a retail property in Coquitlam, British Columbia which has redevelopment potential into a residential and mixed-use property.

During the nine month period ended May 31, 2021, the Company made additional equity investments of \$1,150 in the Silverdale Hills LP. During the year ended August 31, 2020, the Company made additional equity investments of \$5,550 in the Silverdale Hills LP. The additional equity investments were required to fund development costs and the acquisition of additional parcels of undeveloped residential land.

c. Corporate guarantees

The Silverdale Hills LP, of which the Company has a 50% interest, has a construction loan facility to a maximum of \$61,796. As at May 31, 2021, \$12,424 and outstanding letters of credit totalling \$11,223 had been drawn against the facility by the Silverdale Hills LP. The loan is repayable on demand, and the Company has provided a guarantee for 50% of this construction loan.

The Company has provided a guarantee of \$14,625 for a \$29,250 bank loan owed by the Barnet LP of which the Company has a 50% interest. The loan is repayable on demand and matures in 2021.

5. Debt on investment properties

	Nine months ended May 31, 2021 \$	Year ended August 31, 2020 \$
Balance at beginning of period	269,196	230,350
Recognition of lease liability (notes 5(b))	-	2,353
Net proceeds from debt issuances	3,963	113,122
Amortization of deferred financing costs	203	288
Repayment of debt	(8,800)	(76,917)
	<hr/>	<hr/>
Balance at end of period	264,562	269,196
Less: current portion	67,864	34,428
Non-current portion	<hr/> 196,698	<hr/> 234,768

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Mortgage and construction loans are secured by charges against the related properties and corporate guarantees. Of the total mortgage and construction loans (before netting of deferred financing costs and fair value adjustments to assumed debt and excluding lease liabilities), \$255,106 (August 31, 2020 - \$259,911) bears interest at fixed rates ranging from 1.97% to 4.13% (August 31, 2020 - 2.77% to 4.13%) per annum and \$7,750 (August 31, 2020 - \$7,750) bear interest ranging from bank prime rate plus 0.60% to 0.75%, and Banker's Acceptance rates plus 2.35% (August 31, 2020 - bank prime rate plus 0.60% to 0.75%). The weighted average interest rate on fixed rate debt as at May 31, 2021 was 3.40% (August 31, 2020 - 3.42%).

a. Interest rate swaps

The Company has entered into interest rate swaps with Canadian chartered banks on six mortgages to fix the Company's interest rates on those mortgages. The swaps had notional amounts as at May 31, 2021 totalling \$89,027 (August 31, 2020 - \$91,101), fixed swap rates ranging from 2.92% to 3.90%, and maturity dates ranging from June 2021 to July 2025. The total notional amount of the interest rate swaps represented 33.9% as at May 31, 2021 (August 31, 2020 - 34.0%) of the total debt on investment properties (before netting of deferred financing costs and fair value adjustments on assumed debt and excluding lease liabilities). The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

The total fair value of the interest rate swap liabilities and net realized and unrealized gains (losses) for the period on those contracts are as follows:

	Fair value liabilities		Net realized and unrealized gains (losses) on interest rate swaps	
	May 31, 2021	August 31, 2020	Nine months ended	
	\$	\$	May 31, 2021	May 31, 2020
			\$	\$
Interest rate swaps	1,836	3,496	1,660	(3,519)

b. Lease liability

Included in debt on investment properties is a lease liability arising from the recognition of a ROU Asset upon the adoption of IFRS 16 effective, September 1, 2019 (note 3(d)).

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Future minimum lease payments under this lease are as follows:

	May 31, 2021
	\$
Within twelve months	96
Two to five years	403
Over five years	3,179
Total future minimum lease payments	<u>3,678</u>
Less: future interest costs	<u>(1,317)</u>
Present value of lease payments	<u>2,361</u>

6. Bank indebtedness

The Company has a line of credit of up to \$20,000 (August 31, 2020 - \$20,000) bearing interest at bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50% (August 31, 2020 - bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50%) with a Canadian chartered bank. As at May 31, 2021, \$nil (August 31, 2020 - \$nil) had been drawn against this line of credit. The amount available under this line of credit varies with the fair value of investment properties pledged, up to a maximum of \$20,000. Second mortgages against certain of the Company's investment properties, assignments of rents and insurance, as well as general security agreements creating floating charges over all of the Company's assets, have been provided as security. Amounts advanced under this line of credit are repayable on demand.

The line of credit agreement contains the following financial ratios that must be maintained, with which the Company was in compliance as at May 31, 2021:

- Not permit the debt service coverage ratio to be less than 1.25 to 1.00;
- Not permit the ratio of EBITDA to interest expense on all debt secured by the investment properties pledged to be less than 1.50 to 1.00;
- Not permit the aggregate amount of all outstanding borrowings secured by the investment properties pledged to exceed 65% of their appraised values; and
- Not permit the tangible net worth of the Company to be at any time less than \$125,000.

7. Share capital

a. Authorized and issued shares

The authorized share capital of the Company consists of an unlimited number of Class A non-voting preferred shares without par value, an unlimited number of Class B voting common shares without par value ("Class B Shares"), and an unlimited number of Class C non-voting shares without par value ("Class C Shares").

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The following table summarizes the issued share capital as at May 31, 2021 and August 31, 2020:

	Class B Shares		Class C Shares		Total	
	Number	Amount \$	Number	Amount \$	Number	Amount \$
Balance – August 31, 2019	7,255,500	7,720	51,315,089	59,752	58,570,589	67,472
Shares cancelled	(8)	-	-	-	(8)	-
Balance – August 31, 2020 and May 31, 2021	7,255,492	7,720	51,315,089	59,752	58,570,581	67,472

No shares were issued or cancelled in the nine months period ended May 31, 2021.

During the year ended August 31, 2020, the Company cancelled eight Class B Shares.

b. Share option plan

The Company implemented a share option plan (the “Plan”) effective January 1, 2019. Under the Plan, the Company reserves Class B Shares equal to 2% of aggregate outstanding Class B Shares and Class C Shares for issuance upon the exercise of share options granted under the Plan. As at July 13, 2021, 1,171,411 Class B Shares are reserved for the issuance under the Plan. The Plan provides that share options may be issued only to executives, employees and outside directors of the Company or of any of its subsidiaries and that options granted to insiders (as defined by Toronto Stock Exchange rules) shall not exceed 10% of the outstanding Class B Shares.

The Plan and the terms of options granted, including the exercise price, the expiry time, the vesting period and other terms and conditions relating to such options, shall be administered by the Compensation Committee or any other committee to which such authority is delegated by the Board of Directors.

As at July 13, 2021, no share options had been granted under the Plan.

8. Dividends

On July 13, 2021, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on September 7, 2021.

On April 13, 2021, the Company declared the payment of a special cash dividend of \$0.34 per Class B Share and Class C Share payable on May 4, 2021.

On January 12, 2021, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on February 23, 2021.

On July 13, 2020, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on September 8, 2020.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

On January 13, 2020, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on February 21, 2020.

9. Income taxes

The following table provides the components of income taxes for the nine months ended:

	May 31, 2021	May 31, 2020
	\$	\$
Current income tax expense	1,251	431
Deferred income tax expense	4,215	4,662
	<u>5,466</u>	<u>5,093</u>

Income taxes vary from the amount that would be expected if computed by applying the Canadian federal and provincial statutory income tax rates to the Company's income before income taxes as shown in the following table for the nine months ended:

	May 31, 2021		May 31, 2020	
	\$	%	\$	%
Income before income taxes	42,455		30,223	
Expected income taxes at statutory rates	11,276	26.6	8,144	26.9
Adjustments				
Non-taxable portion of unrealized capital gains	(4,180)	(9.8)	(3,133)	(10.4)
Recognition of previously unrecognized tax assets	(343)	(0.8)	(373)	(1.2)
Equity earnings in investee	(505)	(1.2)	(335)	(1.1)
Other items	(782)	(1.9)	790	2.7
Income taxes	<u>5,466</u>	<u>12.9</u>	<u>5,093</u>	<u>16.9</u>

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Deferred income tax liabilities (assets) comprise the following:

	May 31, 2021	August 31, 2020
	\$	\$
Benefit of non-capital losses carried forward	(2,189)	(1,557)
Benefit of capital losses carried forward	(877)	(877)
Undeducted expenditures	(55)	(248)
Deferred income tax assets not recognized	946	946
Investment properties	47,248	42,545
Tenant improvements and leasing costs	1,148	1,106
Straight-line rental revenue in excess of base rents	666	757
	<u>46,887</u>	<u>42,672</u>

The entire change in deferred income tax liabilities for the nine months ended May 31, 2021 and year ended August 31, 2020 has been recognized in net income for those respective periods.

As at May 31, 2021, the Company has approximately \$209 of scientific research and development expenditures available for unlimited carryforward and approximately \$7,823 of non-capital losses which begin to expire in 2036, which may be used to reduce future Canadian income taxes otherwise payable. The Company also has approximately \$5,659 of unrecognized federal investment tax credits which begin to expire in 2021, and can also be carried forward to be used to reduce future Canadian income taxes otherwise payable.

The federal investment tax credits and non-capital losses expire as follows:

	Federal investment tax credits	Non-capital losses carried forward
	\$	\$
2021	156	-
2022	880	-
2023	1,048	-
2024	934	-
2025	865	-
2026	727	-
2027	689	-
2028	360	-
2036	-	3
2037	-	502
2038	-	2,450
2039	-	1,340
2040	-	1,280
2041	-	2,248
	<u>5,659</u>	<u>7,823</u>

In addition, the Company has capital losses carried forward of approximately \$6,494 which may be used to reduce future taxable capital gains in Canada and do not expire.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Contingencies

The Company and certain subsidiaries have received from the Canada Revenue Agency (“CRA”) and Alberta Tax and Revenue Administration (“ATRA”) tax notices of reassessment for various taxation years. The reassessments deny the application and usage of certain non-capital losses, capital losses, deductions and investment tax credits arising from prior years. In addition, the CRA and ATRA are disallowing unclaimed carryforward non-capital losses of \$657, carryforward capital losses of \$6,494, carryforward scientific research and development expenditures of \$1,515, and investment tax credits of \$6,127. As a result, additional taxes payable for the reassessed years, including interest, total \$38,074. The Company and its subsidiaries have filed notices of objection and notices of appeal to the reassessments with the CRA and ATRA. To object to the reassessments, the Company and its subsidiaries were required to make deposits totalling \$18,440 for a portion of the taxes and interest the CRA and ATRA have claimed are owed. The Company and its subsidiaries have made these deposits and they are included in other non-current assets. Additional estimated interest accruing on the unpaid portion of the reassessments was approximately \$5,079 as at May 31, 2021.

The Company’s trial with the Tax Court of Canada commenced in November 2020, was adjourned, and is scheduled to resume in February 2022. The previously scheduled trial date for the Company’s subsidiary has been deferred and no new date has been confirmed. The Company and its counsel believe that its filing positions for the Company and subsidiaries described above are appropriate and in accordance with the law. It intends to vigorously defend such positions as required. Accordingly, the Company has not recorded a liability in these consolidated financial statements for the reassessed taxes payable and related interest described above nor has it reduced the carrying value of deferred income tax assets recorded for unused carryforward amounts. If the Company is ultimately successful in defending its positions, deposits made plus applicable interest will be refunded to the Company. There is no assurance that the Company’s objections and appeals will be successful. If the CRA and ATRA are successful, the Company will be required to pay the balance of taxes reassessed plus applicable interest and derecognize deferred income tax assets related to the carryforward amounts.

10. Income per share

	Nine months ended		Three months ended	
	May 31, 2021	May 31, 2020	May 31, 2021	May 31, 2020
Net income attributable to shareholders of the Company	\$34,106	\$25,227	\$14,416	\$10,706
Weighted average number of shares outstanding	58,570,581	58,570,582	58,570,581	58,570,581
Basic and diluted income per share	\$0.58	\$0.43	\$0.24	\$0.18

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

11. Related party transactions

The following transactions occurred in the normal course of operations and are measured at the exchange amounts, which are the amounts agreed upon by the related parties:

a. Transactions and balances with related parties

The Company has engaged the services of a landscaping and building services company owned by a related party. During the nine month period ended May 31, 2021, landscaping, maintenance, and construction management services paid to this company totalled \$359 (nine months ended May 31, 2020 - \$166).

During the year ended August 31, 2020, the Company made short-term interest bearing advances to a maximum of \$2,400 to its equity investee, GSP. GSP is a private company where certain of its shareholders and key management personnel are related to a director of the Company. As at August 31, 2020, the advances were fully repaid to the Company. During the nine month period ended May 31, 2020, the Company earned \$31 of interest on the advances at bank prime rate plus 1%.

On August 6, 2020, the Company acquired 240,247 newly issued shares in GSP, for \$1,194, resulting in a change of total ownership interest from 33.83% to 33.85%. During the year ended August 31, 2020, the Company also jointly acquired three industrial properties and a 54-unit residential apartment property with GSP (Note 3(b)).

b. Transactions and balances with affiliates

During the nine month period ended May 31, 2021, the Company engaged the services of an electrical contractor controlled by a shareholder of the Company for which it paid fees of \$33 (nine months ended May 31, 2020 - \$156).

During the nine month period ended May 31, 2021, rental revenues of \$1,581 (nine months ended May 31, 2020 - \$1,465) were received from a shareholder of the Company and from tenants that are companies related to a shareholder of the Company. As at May 31, 2021, the Company had accounts receivable of \$197 owing from one of the companies, and for the nine month period ended May 31, 2021, the Company charged \$2 for interest on the receivable balance.

During the nine month period ended May 31, 2021, the Company incurred management consulting charges of \$350 from a shareholder of the Company for tax, development and other management support services (nine months ended May 31, 2020 - \$105).

During the nine month period ended May 31, 2021, the Company paid \$1,105 to a significant shareholder of the Company to reimburse the shareholder for shares of the significant shareholder that were issued to certain executives of the Company as compensation for services to the Company and expensed by the Company between 2013 and 2018.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The Company has provided a limited guarantee of \$14,726 on the MT Properties Limited Partnership mortgage debt. During the nine month period ended May 31, 2021, a guarantee fee of \$33 (nine months ended May 31, 2020 - \$35) was paid to the Company.

Key management personnel

Key management personnel include the Company's directors and officers. The following table summarizes compensation awarded to key management personnel for the nine months ended:

	May 31, 2021	May 31, 2020
	\$	\$
Salaries and short-term employee benefits	1,180	1,210

12. Segment information

The Company's chief executive officer and chief financial officer examined the Company's performance and have concluded that the Company has one reportable segment - that being the rental of office, industrial, commercial, and multi-family real estate properties located in Canada. Although properties are in different Canadian regions and in different asset classes, they have reasonably similar returns and risks.

13. Capital management

The primary objective of the Company's capital management is to ensure that it maintains adequate capital resources in order to support its business and maximize shareholder value. The Company manages its capital structure with the goal of minimizing risk to the stability of cash flows from properties. Other goals include maintaining debt service coverage, interest coverage, and debt to equity ratios as well as maintaining minimum amounts of shareholders' equity as required by the Company's line of credit agreement. The Company's capital includes mortgage loans, construction loans, a lease liability, a line of credit, and equity.

The Company's principal source of financing is from mortgage loans. The ability to obtain a mortgage loan is dependent on the value of a specific property and the cash flows the property generates and the availability of funds from time to time from lending institutions. The Company expects to renew mortgage loans under similar terms as they become due.

There have been no changes in the Company's approach to capital management in the nine months period ended May 31, 2021.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Nine Months Ended May 31, 2021 and 2020

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The calculation of the total capital, excluding the undrawn line of credit, is summarized as follows:

	May 31, 2021	August 31, 2020
	\$	\$
Fixed rate mortgage loans and lease liability	257,467	262,266
Variable rate mortgages	7,750	7,750
	<u>265,217</u>	<u>270,016</u>
Equity	<u>374,905</u>	<u>364,893</u>
	<u>640,122</u>	<u>634,909</u>

14. Subsequent event

On June 30, 2021, the Company entered into a contract to purchase an industrial property with a 37,418 square foot building located in Delta, British Columbia for \$12,250 excluding closing costs. The closing date for the purchase is July 29, 2021.