

Consolidated Financial Statements of

Timbercreek Financial

Years ended December 31, 2018 and 2017



INDEPENDENT AUDITORS' REPORT

To the Shareholders of Timbercreek Financial Corp.

Opinion

We have audited the consolidated financial statements of Timbercreek Financial Corp. (the Entity), which comprise:

- the consolidated statements of financial position as at December 31, 2018 and 2017
- the consolidated statements of net income and comprehensive income for the years then ended
- the consolidated statements of changes in shareholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information

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

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2018 and 2017, and its consolidated financial performance, and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS).

Basis of Opinion

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

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

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

Other Information

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

- Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

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

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

We obtained the Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report.

If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

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

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

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

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

Auditors' Responsibility for the Audit of the Financial Statements

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

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

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

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

We also:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

KPMG LLP

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditors' report is Amit Shah.

Toronto, Canada

March 4, 2019

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(In thousands of Canadian dollars)

As at	Note	December 31, 2018	December 31, 2017
ASSETS			
Cash and cash equivalents		\$ 541	\$ 700
Other assets	15(b)	10,217	8,672
Mortgage investments, including mortgage syndications	4(a)(b)(c)(d)	1,796,822	1,554,369
Other investments	4(e)	90,957	57,934
Investment properties	5	46,494	42,748
Foreclosed properties held for sale		—	336
Total assets		\$ 1,945,031	\$ 1,664,759
LIABILITIES AND EQUITY			
Accounts payable and accrued expenses		\$ 4,221	\$ 5,426
Dividends payable	9(d)	4,694	4,271
Due to Manager	15(a)	1,493	1,140
Mortgage funding holdbacks		657	200
Prepaid mortgage interest		2,425	1,960
Credit facility	6	508,939	394,046
Convertible debentures	8	131,597	163,946
Mortgage syndication liabilities	4(a)(c)	575,040	440,648
Total liabilities		1,229,066	1,011,637
Shareholders' equity	9	715,965	653,122
Total liabilities and equity		\$ 1,945,031	\$ 1,664,759
Commitments and contingencies	4, 6 and 21		
Subsequent events	9(d)		

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF NET INCOME AND COMPREHENSIVE INCOME

(In thousands of Canadian dollars, except per share amounts)

	Note	Year ended December 31,	
		2018	2017
Investment income			
Gross interest and other income, including mortgage syndications		\$ 124,801	\$ 115,535
Interest and other income on mortgage syndications		(29,843)	(26,598)
Net investment income	4(b)(e)	94,958	88,937
Net rental income			
Revenue from investment properties	7	1,991	569
Property operating costs		(1,170)	(376)
Net rental income		821	193
Expenses			
Management fees	11	11,879	10,649
Servicing fees	11	622	580
Allowance for mortgage investments loss	4(d)	550	800
General and administrative		1,725	1,727
Total expenses		14,776	13,756
Income from operations		81,003	75,374
Other income, net		1,217	—
Net operating (loss) income from foreclosed properties held for sale		(39)	70
Fair value loss on foreclosed properties held for sale		(109)	(190)
Financing costs			
Interest on credit facility	6	18,376	13,074
Interest on convertible debentures	8	10,628	9,976
Total financing costs		29,004	23,050
Net income and comprehensive income		\$ 53,068	\$ 52,204
Earnings per share			
Basic and Diluted	12	\$ 0.67	\$ 0.70

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands of Canadian dollars)

		Common shares	Retained earnings	Equity component of convertible debentures	Total
Year ended December 31, 2018					
Balance, December 31, 2017	\$	650,988	\$ 196	\$ 1,938	\$ 653,122
Issuance of common shares, net of issue costs		60,314	—	—	60,314
Dividends		—	(54,890)	—	(54,890)
Issuance of common shares under dividend reinvestment plan		4,351	—	—	4,351
Total net income and comprehensive income		—	53,068	—	53,068
Balance, December 31, 2018	\$	715,653	\$ (1,626)	\$ 1,938	\$ 715,965

		Common shares	Retained earnings	Equity component of convertible debentures	Total
Year ended December 31, 2017					
Balance, December 31, 2016	\$	647,173	\$ (1,272)	\$ 771	\$ 646,672
Issuance of convertible debentures, net of issue costs		—	—	1,167	1,167
Dividends		—	(50,736)	—	(50,736)
Issuance of common shares under dividend reinvestment plan		4,146	—	—	4,146
Repurchase of common shares		(331)	—	—	(331)
Total net income and comprehensive income		—	52,204	—	52,204
Balance, December 31, 2017	\$	650,988	\$ 196	\$ 1,938	\$ 653,122

See accompanying notes to the consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOW

(In thousands of Canadian dollars)

		Year ended December 31,	
	Note	2018	2017
OPERATING ACTIVITIES			
Total net income		\$ 53,068	\$ 52,204
Amortization of lender fees		(8,328)	(7,858)
Lender fees received		11,342	6,802
Interest and income, net of syndications		(86,613)	(80,138)
Interest and other income received, net of syndications		78,238	76,423
Financing costs		29,004	23,050
Net realized loss (gain) on disposal of marketable securities		70	(89)
Net unrealized (gain) loss on investments measured at fair value through profit or loss		(74)	41
Net realized and unrealized foreign exchange (gain) loss		(9)	158
Fair value loss on foreclosed properties held for sale		109	190
Allowance for mortgage investment loss		550	800
Net change in non-cash operating items	13	599	(2,068)
		77,956	69,515
FINANCING ACTIVITIES			
Net credit facility advances – mortgage investments		112,190	65,334
Net credit facility advances – investment properties		2,645	30,175
Net proceeds from issuance of convertible debentures		—	86,437
Redemption of convertible debenture		(34,500)	—
Net proceeds from issuance of common shares		60,314	—
Interest paid		(29,842)	(19,835)
Dividends paid to shareholders		(50,117)	(46,531)
Repurchase of common shares		—	(331)
		60,690	115,249
INVESTING ACTIVITIES			
Proceeds from disposition of foreclosed properties held for sale		227	951
Acquisition of investment properties, net of debt assumed	5	—	(41,297)
Addition to investment properties		(3,557)	(1,451)
Net payments on maturity of forward contracts		(845)	1,252
Funding of other investments		(51,944)	(53,970)
Proceeds of other investments		19,616	11,227
Funding of mortgage investments, net of mortgage syndications		(792,705)	(474,810)
Discharges of mortgage investments, net of mortgage syndications		690,313	374,022
		(138,895)	(184,076)
Net foreign exchange gain (loss) on cash accounts		90	(49)
(Decrease) increase in cash and cash equivalents		(249)	688
Cash and cash equivalents, beginning of period		700	61
Cash and cash equivalents, end of period		\$ 541	\$ 700

See accompanying notes to the consolidated financial statements.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

1. CORPORATE INFORMATION

Timbercreek Financial Corp. (the “Company”, “TF” or “Timbercreek Financial”) is a mortgage investment corporation domiciled in Canada. The Company is incorporated under the laws of the Province of Ontario. The registered office of the Company is 25 Price Street, Toronto, Ontario M4W 1Z1. The common shares of the Company are listed on the Toronto Stock Exchange (“TSX”) under the symbol “TF”.

The investment objective of the Company is to secure and grow a diversified portfolio of high quality mortgage and other investments, generating an attractive risk adjusted return and monthly dividend payments to shareholders balanced by a strong focus on capital preservation.

2. BASIS OF PRESENTATION

(a) Statement of compliance

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

The consolidated financial statements were approved by the Board of Directors on March 4, 2019.

This is the first set of the Company's annual financial statements in which IFRS 15 *Revenue from Contracts with Customers* and IFRS 9 *Financial Instruments* have been applied. Changes to significant accounting policies are described in note 3.

(b) Principles of consolidation

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, including Timbercreek Mortgage Investment Fund. The financial statements of the subsidiaries included in these consolidated financial statements are from the date that control commences until the date that control ceases. All intercompany transactions and balances are eliminated upon consolidation.

(c) Basis of measurement

These consolidated financial statements have been prepared on both a going concern and the historical cost bases except for certain items which have been measured at fair value through profit or loss (“FVTPL”) at each reporting date and include: investment properties, foreclosed properties held for sale, marketable securities, debt investments not meeting the solely payments of principal and interest criterion, participating debentures, cross-currency swaps and foreign currency forward contracts.

(d) Critical accounting estimates, assumptions and judgements

In the preparation of these consolidated financial statements, Timbercreek Asset Management Inc. (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 that the Manager believes will materially affect the methodology or assumptions utilized in making those estimates and judgements in these consolidated financial statements. The significant estimates and judgements used in determining the recorded amount for assets and liabilities in the consolidated financial statements are as follows:

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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).

The Manager reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or appraisals are used to measure fair values, the Manager 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:

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

Note 5 – Investment properties; and

Note 19 – Fair value measurements.

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 loans are classified based on the business model for managing assets and the contractual cash flow characteristics of the asset. We exercise 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.

Measurement of expected credit loss

The determination of 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 risk. Refer to note 3(b).

Convertible debentures

The Manager 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.

Accounting for acquisitions

The Company exercised judgement in determining whether the acquisition of a property should be accounted for as an asset purchase or business combination. This assessment impacts the treatment of transaction costs, allocation

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

of acquisition costs and whether or not goodwill is recognized. The Manager has determined the acquisitions to be asset purchases as the Company does not acquire an integrated set of processes as part of the transaction that is normally associated with a business combination.

(e) Functional and Presentation Currency

These consolidated financial statements are presented in Canadian dollar, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

3. SIGNIFICANT ACCOUNTING POLICIES

(a) Cash and cash equivalents

The Company considers highly liquid investments with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value to be cash equivalents. Cash and cash equivalents are classified as subsequently measured at amortized cost and are carried at amortized cost.

(b) Financial instruments

Recognition and initial measurement

All financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement - financial assets

On initial recognition, a financial asset is classified as measured at: amortized cost; fair value through other comprehensive income ("FVOCI") - debt investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has no debt investments measured at FVOCI.

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(In thousands of Canadian dollars)

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets.

Financial assets - Business model assessment: Policy applicable from January 1, 2018

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods. the reasons for such sales and expectation about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the syndicated assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets - assessment whether contractual cash flows are solely payments of principal and interest: Policy applicable from January 1, 2018

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets.

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

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(In thousands of Canadian dollars)

Subsequent measurement and gains and losses - financial assets

Financial assets at FVTPL	Measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	Measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	Measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in Other Comprehensive Income ("OCI"). On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Financial assets - Policy applicable before January 1, 2018

The Company classified its financial assets into one of the following categories (note 19):

- Loans and Receivables - Measured at amortized cost using the effective interest method; and
- FVTPL - Measured at fair value. Net gains and losses, are recognized in profit or loss.

Classification, subsequent measurement and gains and losses - financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as measured at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Impairment of financial assets

Policy applicable from January 1, 2018

The Company recognizes loss allowances for expected credit loss ("ECL") on financial assets measured at amortized cost, unfunded loan commitments and financial guarantee contracts. The Company applies a three-stage approach to measure allowance for credit losses. The Company measures loss allowance at an amount equal to 12 months of expected losses for performing loans if the credit risk at the reporting date has not increased significantly since initial recognition (Stage 1) and at an amount equal to lifetime expected losses on performing loans that have experienced a significant increase in credit risk since origination (Stage 2) and at an amount equal to lifetime expected losses which are credit impaired (Stage 3).

The determination of a significant increase in credit risk takes into account different factors and varies by nature of investment. The Company assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due interest payment or maturity date, and borrower specific criteria as identified by the Manager. As is typical in shorter duration, structured financing, the Manager does not solely believe there has been a significant deterioration in credit risk or an asset to be credit impaired if mortgage and other investments to go into overhold position past the maturity date for a period greater than 30 days or 90 days, respectively. The Manager actively monitors these mortgage and other investments and applies judgement in determining whether there has been significant increase in credit risk. The Company considers a financial asset to be credit impaired when the borrower is more than 90 days past due and when there is objective evidence 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 or/and when the Company has commenced enforcement remedies available to it under its contractual agreements.

The assessment of significant increase in credit risk requires experienced credit judgment. In determining whether there has been a significant increase in credit risk and in calculating the amount of expected credit losses, we rely

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(In thousands of Canadian dollars)

on estimates and exercise judgment regarding matters for which the ultimate outcome is unknown. These judgments include changes in circumstances that may cause future assessments of credit risk to be materially different from current assessments, which could require an increase or decrease in the allowance for credit losses.

In cases where a borrower experiences financial difficulties, the Company may grant certain concessionary modifications to the terms and conditions of a loan. Modifications may include payment deferrals, extension of amortization periods, debt consolidation, forbearance and other modifications intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. The Company determines the appropriate remediation strategy based on the individual borrower. If the Company determines that a modification results in expiry of cash flows, the original asset is derecognized while a new asset is recognized based on the new contractual terms. Significant increase in credit risk is assessed relative to the risk of default on the date of modification. If the Company determines that a modification does not result in derecognition, significant increase in credit risk is assessed based on the risk of default at initial recognition of the original asset. Expected cash flows arising from the modified contractual terms are considered when calculating the ECL for the modified asset. For loans that were modified while having a lifetime ECL, the loans can revert to having 12-month ECL after a period of performance and improvement in the borrower's financial condition.

Measurement of ECLs

ECLs are probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive). ECLs are discounted at the effective interest rate of the financial asset.

Lifetime ECLs are the ECLs that result from all possible default event over the expected life of a financial instrument. 12-months ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months. The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

When determining the expected credit loss provision, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. We consider past events, current market conditions and reasonable forward-looking supportable information about future economic conditions. In assessing information about possible future economic conditions, we utilized multiple economic scenarios including our base case, which represents the most probable outcome and is consistent with our view of the portfolio. In considering the lifetime of a loan, the contractual period of the loan, including prepayment, extension and other options is generally used.

The calculation of expected credit losses includes the explicit incorporation of forecasts of future economic conditions. In determining expected credit losses, we have considered key macroeconomic variables that are relevant to each investment type. Key economic variables include unemployment rate, housing price index and interest rates. The estimation of future cash flows also includes assumptions about local real estate market conditions, availability and terms of financing, underlying value of the security and various other factors. These assumptions are limited by the availability of reliable comparable market data, economic uncertainty and the uncertainty of future events. Accordingly, by their nature, estimates of impairment are subjective and may not necessarily be comparable to the actual outcome. Should the underlying assumptions change, the estimated future cash flows could vary. The forecast is developed internally by the Manager. We exercise experienced credit judgment to incorporate multiple economic forecasts which are probability-weighted in the determination of the final expected credit loss. The allowance is sensitive to changes in both economic forecast and the probability-weight assigned to each forecast scenario.

Credit-impaired financial assets

Allowances for Stage 3 are recorded for individually identified impaired loans to reduce their carrying value to the expected recoverable amount. We review our loans on an ongoing basis to assess whether any loans carried at amortized cost should be classified as credit impaired and whether an allowance or write-off should be recorded.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

The review of individually significant problem loans is conducted at least quarterly by the Manager, who assesses the ultimate collectability and estimated recoveries for a specific loan based on all events and conditions that are relevant to the loan. To determine the amount we expect to recover from an individually significant impaired loan, we use the value of the estimated future cash flows discounted at the loan's original effective interest rate. The determination of estimated future cash flows of a collateralized impaired loan reflects the expected realization of the underlying security, net of expected costs and any amounts legally required to be paid to the borrower.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial asset measured at amortized cost are deducted from the gross carrying amount of the asset.

Write-offs

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectation of recovering a financial asset in its entirety or a portion thereof. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Policy prior to January 1, 2018

Mortgage investments are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, the mortgage investments are measured at amortized cost using the effective interest method, less any impairment losses. Mortgage investments are assessed on each reporting date to determine whether there is objective evidence of impairment. A financial asset is considered to be impaired only if objective evidence indicates that one or more loss events have occurred after its initial recognition that have a negative effect on the estimated future cash flows of that asset. The estimation of future cash flows includes assumptions about local real estate market conditions, market interest rates, availability and terms of financing, underlying value of the security and various other factors. These assumptions are limited by the availability of reliable comparable market data, economic uncertainty and the uncertainty of future events. Accordingly, by their nature, estimates of impairment are subjective and may not necessarily be comparable to the actual outcome. Should the underlying assumptions change, the estimated future cash flows could vary materially. The Company considers evidence of impairment for mortgage investments at both a specific asset and collective level. All individually significant mortgage investments are assessed for specific impairment. Those found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but is not yet identifiable at an individual mortgage level. Mortgage investments that are not individually significant are collectively assessed for impairment by grouping together mortgage investments with similar risk characteristics.

An impairment loss in respect of specific mortgage investments is calculated as the difference between its carrying amount including accrued interest and the present value of the estimated future cash flows discounted at the investment's original effective interest rate. Losses are recognized in profit and loss and reflected in an allowance account against the mortgage investments. When a subsequent event causes the amount of an impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

(c) Investment properties

Income properties

The Company has elected to account for its investment properties using the fair value method. A property is determined to be an investment property when it is principally held to earn rental income and/or capital appreciation. Investment properties are initially measured at cost including transaction costs associated with acquiring the properties. Subsequent to initial recognition, the investment properties are carried at fair value. Gains or losses arising from changes in fair value are recognized in profit or loss during the period in which they arise. The investment properties are measured at fair value based on available market evidence, which may be obtained from external appraisals.

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(In thousands of Canadian dollars)

The Company may also use alternative valuation methods such as discounted cash flow projections or income capitalization methods where appropriate.

The fair value of the investment properties reflects, among other things, rental income from current leases and assumptions about rental income from future leases in light of current market conditions. It also reflects any cash outflows (excluding those relating to future capital expenditures) that could be expected in respect of the investment properties. Subsequent capital expenditures are charged to the investment property only when it is probable that future economic benefits of the expenditure will flow to the Company and the cost can be measured reliably.

Gains or losses from the disposal of investment properties are determined as the difference between the net disposal proceeds and the carrying amount and are recognized in the consolidated statement of net income and comprehensive income at the end of each reporting period of disposal.

Property under development

Property under development for future use as investment property are accounted for as investment property under International Accounting Standard 40, Investment Property. Costs eligible for capitalization to property under development are initially recorded at cost, and subsequent to initial recognition are accounted for using the fair value method. At each reporting date, the property under development is recorded at fair value based on available market evidence. The related gain or loss in fair value is recognized in net income in the year which it arises.

The cost of property under development includes direct development costs, realty taxes and borrowing costs that are directly attributable to the development. Borrowing costs associated with direct expenditures on property under development are capitalized. The amount of borrowing costs capitalized is determined by reference to specific to the project. Borrowing costs are capitalized from the commencement of the development until the date of practical completion.

Upon practical completion of a development, the development property is transferred to investment properties at the fair value on the date of practical completion. The Company considers practical completion to have occurred when the property is capable of operating in the manner intended by management. Generally, this occurs when completion of construction and receipt of all necessary occupancy and other material permits.

(d) Joint arrangements

The Company is a co-owner of a portfolio of investment properties that are subject to joint control and has determined that all current joint arrangements are joint operations as the Company, through its subsidiaries, is the direct beneficial owner of the Company's interest in the investment properties. A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to assets and obligations for the liabilities, relating to the arrangement. The Company recognizes its share of the assets, liabilities, revenue and expenses generated from the assets in proportion to its rights (note 5).

(e) Foreclosed properties held for sale

When the Company obtains legal title of the underlying security of an impaired mortgage investment, the carrying value of the mortgage investment, which comprises principal, costs incurred, accrued interest and the related allowance for mortgage investment loss, if any, is reclassified from mortgage investments to foreclosed properties held for sale ("FPHFS"). At each reporting date, FPHFS are measured at fair value, with changes in fair value recorded in profit or loss in the period they arise. The Company uses management's best estimate to determine fair value of the properties, which may involve frequent inspections, engaging realtors to assess market conditions based on previous property transactions or retaining professional appraisers to provide independent valuations.

Contractual interest on the mortgage investment is discontinued from the date of transfer from mortgage investments to FPHFS. Net income or loss generated from FPHFS, if any, is recorded as net operating income/(loss) from FPHFS, while fair value adjustments on FPHFS are recorded separately.

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(In thousands of Canadian dollars)

(f) Convertible debentures

The convertible debentures are a compound financial instrument as they contain both a liability and an equity component.

At the date of issuance, the liability component of the convertible debentures is recognized at its estimated fair value of a similar liability that does not have an equity conversion option and the residual is allocated to the equity component. Any directly attributable transaction costs are allocated to the liability and equity components in proportion to their initial carrying amounts. Subsequent to initial recognition, the liability component of a convertible debenture is measured at amortized cost using the effective interest rate method. The equity component is not re-measured subsequent to initial recognition and will be transferred to share capital when the conversion option is exercised, or, if unexercised at maturity. Interest, losses and gains relating to the financial liability are recognized in profit or loss.

(g) Gross interest and other income

Gross interest and other income includes interest earned on the Company's mortgage and other investments, lender fees and interest earned on cash and cash equivalents. Interest income earned on mortgage and other investments is accounted for using the effective interest rate method. Lender fees, an integral part of the yield on mortgage and other investments, are amortized to profit and loss over the expected life of the specific mortgage and other investment using the effective interest rate method. Forfeited lender fees are taken to profit and loss at the time a borrower has not fulfilled the terms and conditions of a lending commitment and payment has been received.

(h) Leases

Leases are classified as finance leases if all the risks and rewards incidental to ownership of the leased asset are substantially transferred to the lessee. Otherwise they are classified as operating leases.

As lessor in a financing lease, a loan is recognized equal to the investment in the lease, which is calculated as the present value of the minimum payments to be received from the lessee, discounted at the interest rate implicit in the lease, plus any unguaranteed residual value the Company expects to recover at the end of the lease. Finance lease income is recognized in gross interest and other income, including mortgage syndications in the consolidated statement of net income and comprehensive Income.

As a lessor in an operating lease, payments received are recognized in profit or loss on a straight-line basis over the lease term. Revenue from operating leases include rent, parking and other sundry revenue from investment properties.

(i) Derecognition of financial assets and liabilities

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or in which the Company neither transfers nor retains substantially all the risks and rewards of ownership and it does not retain control of the financial asset. Any interest in such transferred financial assets that does not qualify for derecognition that is created or retained by the Company is recognized as a separate asset or liability. On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset transferred), and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in other comprehensive income is recognized in profit or loss.

The Company enters into transactions whereby it transfers mortgage investments recognized on its statement of financial position, but retains either all, substantially all, or a portion of the risks and rewards of the transferred

Notes to the Consolidated Financial Statements

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mortgage investments. If all or substantially all risks and rewards are retained, then the transferred mortgage or loan investments are not derecognized.

In transactions in which the Company neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and it retains control over the asset, the Company continues to recognize the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

Financial liabilities

The Company derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expires.

(j) Foreign currency forward contract

The Company may enter into foreign currency forward contracts to economically hedge its foreign currency risk exposure of its mortgage and other investments that are denominated in foreign currencies. The value of forward currency contracts entered into by the Company is recorded as the difference between the value of the contract on the reporting period and the value on the date the contract originated. Any resulting gain or loss is recognized in the statement of net income and comprehensive income unless the foreign currency contract is designated and effective as a hedging instrument under IFRS. The Company has elected to not account for the foreign currency contracts as an accounting hedge.

(k) Income taxes

It is the intention of the Company to qualify as a mortgage investment corporation ("MIC") for Canadian income tax purposes. As such, the Company is able to deduct, in computing its income for a taxation year, dividends paid to its shareholders during the year or within 90 days of the end of the year. The Company intends to maintain its status as a MIC and pay dividends to its shareholders in the year and in future years to ensure that it will not be subject to income taxes. Accordingly, for financial statement reporting purposes, the tax deductibility of the Company's dividends results in the Company being effectively exempt from taxation and no provision for current or deferred taxes is required for the Company and its subsidiaries.

(l) Changes in accounting policies

The Company has adopted IFRS 9 and IFRS 15 effective January 1, 2018 without restatement of comparative periods.

IFRS 15, Revenue from contracts with customers ("IFRS 15")

The Company adopted the standard on January 1, 2018 and applied the requirements of the standards retrospectively. IFRS 15 permits the use of exemptions and practical expedients. The Company applied the practical expedient in which contracts that began and were completed within the same annual reporting period before December 31, 2017 or are completed on January 2017 do not require restatement.

The implementation of IFRS 15 did not have a significant impact on the Company's revenue streams from its investment properties.

IFRS 9, Financial Instruments ("IFRS 9")

IFRS 9 sets out requirements for recognizing and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items. This standard replaces IAS 39 *Financial Instruments: Recognition and Measurement*.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

Classification and measurement of financial assets and financial liabilities

IFRS 9 largely retains the existing requirements in IAS 39 for the classification and measurement of financial liabilities. However, it eliminates the previous IAS 39 categories for financial assets of held to maturity, loans and receivables and available for sale.

The adoption of IFRS 9 has not had a significant effect on the Company's accounting policies related to financial liabilities and derivative financial instruments. The impact of IFRS 9 on the classification and measurement of financial assets is set out below.

Under IFRS 9, on initial recognition, a financial asset is classified as measured at: amortized cost; FVOCI - debt investment; FVOCI - equity investment; or FVTPL. The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. Derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL: it is held within a business model whose objective is to hold assets to collect contractual cash flows; and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL: it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Equity investments are measured at fair value through profit or loss. However, on initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

A financial asset (unless it is a trade receivable without a significant financing component that is initially measured at the transaction price) is initially measured at fair value plus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition.

The following table and the accompanying notes below explain the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Company's financial assets as at January 1, 2018.

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(In thousands of Canadian dollars)

	Original Classification	New Classification under IFRS 9	Original carrying amount under IAS 39	Reclassification	New carrying amount under IFRS 9
Cash and cash equivalents	Loans and Receivables	Amortized Cost	700	—	700
Other assets	Loans and Receivables	Amortized Cost	8,606	(890)	7,716
Derivative	Held-for-trading	Mandatorily at FVTPL	66	—	66
Mortgage investments, including mortgage syndications	Held to maturity	Amortized Cost ²	1,554,369	(78,123)	1,476,246
Mortgage investments, including mortgage syndications ¹	Held to maturity	FVTPL	—	79,013	79,013
Other investments - collateralized loans	Loans and receivables	Amortized Cost ²	44,883	—	44,883
Other investments - participating loans and marketable securities	FVTPL	FVTPL	4,847	—	4,847

¹\$55,198 of syndication balance is measured at amortized cost.

² Mortgage investments and collateralized loans within other investments, that were previously classified as held-to-maturity are now classified at amortized cost. The Company intends to hold the assets to maturity to collect contractual cash flows and these cash flows consist solely of payments of principal and interest on the principal amount outstanding.

Upon adoption of IFRS 9, the Company identified one mortgage investment with a gross carrying value of \$79,013. The Company's portion of this mortgage investment with carrying value of \$23,815 includes a profit participation feature, which does not meet the SPPI criterion. Accordingly, the entire gross carrying value, including the profit participation receivable of \$890, previously recorded in other assets, has been reclassified at FVTPL.

Impairment of financial assets

IFRS 9 replaces the "incurred loss" model in IAS 39 with an ECL model. The new impairment model applies for all financial assets measured at amortized cost, contract assets, debt investments at FVOCI and certain off-balance sheet loan commitments and guarantees. The ECL model will result in an allowance for credit losses being recorded on financial assets regardless of whether there has been an actual loss event. Under IFRS 9, credit losses are recognized earlier than under IAS 39 - see note 3(b). For assets in the scope of the IFRS 9 impairment model, impairment losses are generally expected to increase and become more volatile. The Company has determined that the application of IFRS 9's impairment requirements at January 1, 2018 has not resulted in significant changes to loss allowance previously recognized. This differs from the Company's previous approach where the allowance recorded on performing loans was designed to capture only incurred losses whether or not they have been specifically identified.

Transition

Changes in accounting policies resulting from the adoption of IFRS 9 have been applied retrospectively, except as described below.

- The Company has used an exemption not to restate comparative information for prior periods with respect to classification and measurement (including impairment) requirements. Differences in the carrying amounts of financial assets and financial liabilities resulting from the adoption of IFRS 9 are recognized in retained earnings and reserves as at January 1, 2018. Accordingly, the information presented for 2017 does not generally reflect the requirements of IFRS 9, but rather those of IAS 39.

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(In thousands of Canadian dollars)

- The determination of the business model within which a financial asset is held have been made on the basis of the facts and circumstances that existed at the date of initial application,

(m) Future changes in accounting policies

A number of new standards, amendments to standards and interpretations are effective in future periods and have not been applied in preparing these consolidated financial statements. Those which may be relevant to the Company are set out below. The Company does not plan to adopt these standards early.

IFRS 16, Leases (“IFRS 16”)

On January 13, 2016, the IASB issued IFRS 16 Leases. The new standard is effective for annual periods beginning on or after January 1, 2019. Earlier application is permitted for entities that apply IFRS 15 Revenue from Contracts with Customers at or before the date of initial adoption of IFRS 16. IFRS 16 will replace IAS 17 Leases.

This standard introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognize a right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. This standard substantially carries forward the lessor accounting requirements of IAS 17, while requiring enhanced disclosures to be provided by lessors.

The Company intends to adopt IFRS 16 in its financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard is not expected to have a significant impact.

4. MORTGAGE AND OTHER INVESTMENTS, INCLUDING MORTGAGE SYNDICATIONS
(a) Mortgage investments

As at December 31, 2018	Note	Gross mortgage investments	Mortgage syndication liabilities	Net
Mortgage investments, including mortgage syndications - at amortized cost	4(b)(c)	\$ 1,674,812	\$ (518,560)	1,156,252
Interest receivable		15,355	(2,180)	13,175
		1,690,167	(520,740)	1,169,427
Unamortized lender fees		(9,270)	898	(8,372)
Allowance for mortgage investments loss	4(d)	(1,417)	—	(1,417)
Mortgage investments at amortized cost		1,679,480	(519,842)	1,159,638
Mortgage investments, including mortgage syndications - at fair value through profit or loss ¹		109,741	(55,000)	54,741
Interest receivable		7,601	(198)	7,403
Mortgage investments at FVTPL		117,342	(55,198)	62,144
Mortgage investments, including mortgage syndications		\$ 1,796,822	\$ (575,040)	1,221,782

¹Syndication balance is measured at amortized cost

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

As at December 31, 2017²	Gross mortgage investments	Mortgage syndication liabilities	Net
Mortgage investments, including mortgage syndications	\$ 1,543,589	\$ (439,945)	\$ 1,103,644
Interest receivable	18,326	(1,584)	16,742
	1,561,915	(441,529)	1,120,386
Unamortized lender fees	(6,465)	881	(5,584)
Allowance for mortgage investments loss	(1,081)	—	(1,081)
Mortgage investments, including mortgage syndications	\$ 1,554,369	\$ (440,648)	\$ 1,113,721

²Presented under IAS 39

As at December 31, 2018, unadvanced mortgage commitments under the existing gross mortgage investments amounted to \$184,265 (December 31, 2017 – \$154,945) of which \$57,951 (December 31, 2017 – \$60,755) belongs to the Company's syndicated partners.

Mortgages measured at FVTPL

The Company establishes fair value for investments that are measured at FVTPL using an appropriate valuation technique. These valuation techniques include internal valuation models and/or independent appraisals that employ significant inputs such as direct comparison, cash flow projection, stabilized net operating income generated from the property to estimate fair value, and capitalization rate that reflects the investment characteristics of the asset.

(b) Net mortgage investments

As at	December 31, 2018		December 31, 2017	
Interest in first mortgages	93.2%	\$ 1,128,366	93.0%	\$ 1,026,395
Interest in non-first mortgages	6.8%	82,627	7.0%	77,249
	100.0%	\$ 1,210,993	100.0%	\$ 1,103,644

The mortgage investments are secured by real property and will mature between 2019 and 2022 (December 31, 2017 – 2018 and 2022). During the year ended December 31, 2018, the Company generated net interest income and other income excluding lender fee income of \$79,899 (2017 – \$76,706). During the year ended December 31, 2018, the weighted average interest rate earned on net mortgage investments was 7.2% (2017 – 7.0%).

A majority of the mortgage investments contain a prepayment option, whereby the borrower may repay the principal at any time prior to maturity without penalty or yield maintenance.

For the year ended December 31, 2018, the Company earned lender fee income on net mortgage investments, net of fees relating to mortgage syndication liabilities of \$7,840 (2017 - \$7,598). For the year ended December 31, 2018, the Company received lender fees on net mortgage investments, net of fees relating to mortgage syndication liabilities, of \$10,659 (2017 - \$6,802), which are amortized to interest income over the term of the related mortgage investments using the effective interest rate method.

Principal repayments, net of mortgage syndications, by contractual maturity dates are as follows:

2019	\$	463,777
2020		495,498
2021		235,465
2022		16,253
2023 and thereafter		—
Total	\$	1,210,993

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(c) Mortgage syndication liabilities

The Company has entered 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. The Company generally retains an option 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. Under certain participation agreements, the Company has retained a residual portion of the credit and/or default risk as it is holding the residual interest in the mortgage investment. As a result, the lender's portion of these mortgages is recorded as a mortgage investment with the transferred position recorded as a non-recourse mortgage syndication liability. The interest and fees earned on the transferred participation interests and the related interest expense is recognized in profit and loss and accordingly, only the Company's portion of the mortgage is recorded as mortgage investment. The fair value of the transferred assets and mortgage syndication liabilities approximate their carrying values (see note 19).

(d) Allowance for Credit Losses ("ACL")

The allowance for credit losses is maintained at a level that we consider adequate to absorb credit-related losses on our mortgage and other investments. The allowance for credit losses amounted to \$1,632 as at December 31, 2018 (December 31, 2017 - \$1,081, under IAS 39), of which \$1,417 (December 31, 2017 - \$1,081, under IAS 39) was recorded in mortgage investments and \$215 (December 31, 2017 - \$nil, under IAS 39) recorded in other investments in our Consolidated Statement of Financial Position.

Notes to the Consolidated Financial Statements

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Allowance for credit losses :

Multi-residential	Stage 1	Stage 2	Stage 3	Total
Gross mortgage investments, including interest receivable	\$ 851,402	\$ —	\$ 2,790	\$ 854,192
Mortgage syndication liabilities, including interest receivable	322,244	—	—	322,244
Net	529,158	—	2,790	531,948
Allowance for loan losses	627	—	3	630
Mortgage investments, net of allowance and mortgage syndications	528,531	—	2,787	531,318

Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total
Gross mortgage investments, including interest receivable	853,383	—	37,790	891,173
Mortgage syndication liabilities, including interest receivable	253,694	—	—	253,694
Net	599,689	—	37,790	637,479
Allowance for loan losses	200	—	587	787
Mortgage investments, net of allowance and mortgage syndications	599,489	—	37,203	636,692

Other loan Investments	Stage 1	Stage 2	Stage 3	Total
Gross loan investments, including interest receivable	66,483	—	7,014	73,497
Other loan syndication liabilities, including interest receivable	—	—	—	—
Net	66,483	—	7,014	73,497
Allowance for loan losses	212	—	3	215
Other loan Investments, net of allowance and mortgage syndications	66,271	—	7,011	73,282

As at December 31, 2018, finance lease receivable (note 4(e)) and unadvanced commitments (note 4(a)) are all considered to be in Stage 1 with minimal ECL.

Notes to the Consolidated Financial Statements

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The changes in the allowance for credit losses are shown in the following tables.

Multi-residential	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	\$ 603	\$ 26	\$ —	\$ 629
Allowance for credit losses				
Remeasurement	24	—	(23)	1
Transfer to/(from)				
Stage 1	—	—	—	—
Stage 2	—	(26)	—	(26)
Stage 3	—	—	26	26
Total allowance for credit losses	627	—	3	630
Fundings	340	—	—	340
Repayments	(340)	—	—	(340)
Balance at end of period	627	—	3	630

Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	\$ 1	\$ 209	\$ —	\$ 210
Allowance for credit losses				
Remeasurement	252	—	378	630
Transfer to/(from)				
Stage 1	—	—	—	—
Stage 2	—	(209)	—	(209)
Stage 3	—	—	209	209
Total allowance for credit losses	253	—	587	840
Fundings	88	—	—	88
Repayments	(141)	—	—	(141)
Balance at end of period	200	—	587	787

Other loan Investments	Stage 1	Stage 2	Stage 3	Total
Balance at beginning of period	\$ 232	\$ —	\$ —	\$ 232
Allowance for credit losses				
Remeasurement	(16)	—	—	(16)
Transfer to/(from)				
Stage 1	(3)	—	—	(3)
Stage 2	—	—	—	—
Stage 3	—	—	3	3
Total allowance for credit losses	213	—	3	216
Fundings	65	—	—	65
Repayments	(66)	—	—	(66)
Balance at end of period	212	—	3	215

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(In thousands of Canadian dollars)

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.

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 and when there is objective evidence 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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(In thousands of Canadian dollars)

Multi-residential	Stage 1	Stage 2	Stage 3	Total
Low risk	221,309	—	—	221,309
Medium-Low risk	289,144	—	—	289,144
Medium-High risk	18,705	—	—	18,705
High risk	—	—	—	—
Default	—	—	2,790	2,790
Net	529,158	—	2,790	531,948
Allowance for loan losses	627	—	3	630
Mortgage investments, net of allowance and mortgage syndications	528,531	—	2,787	531,318

Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total
Low risk	177,567	—	—	177,567
Medium-Low risk	341,418	—	—	341,418
Medium-High risk	66,644	—	—	66,644
High risk	14,060	—	—	14,060
Default	—	—	37,790	37,790
Net	599,689	—	37,790	637,479
Allowance for loan losses	200	—	587	787
Mortgage investments, net of allowance and mortgage syndications	599,489	—	37,203	636,692

Other loan Investments	Stage 1	Stage 2	Stage 3	Total
Low risk	—	—	—	—
Medium-Low risk	—	—	—	—
Medium-High risk	—	—	—	—
High risk	66,483	—	—	66,483
Default	—	—	7,014	7,014
Net	66,483	—	7,014	73,497
Allowance for loan losses	212	—	3	215
Other loan Investments, net of allowance and mortgage syndications	66,271	—	7,011	73,282

(e) Other investments

As at December 31, 2018, the Company held \$78,860 (December 31, 2017 - \$50,873) in collateralized loans and finance lease receivable measured at amortized cost, net of allowance for credit loss of \$215 (December 31, 2017 - nil), \$4,605 (December 31, 2017 - \$4,847) in investments that are measured at FVPTL and \$2,225 and \$5,267 (December 31, 2017 - \$2,214 and \$nil) in indirect real estate developments through joint venture and associate, respectively, using the equity method.

As at December 31, 2018, investments that are measured at FVPTL, after fair value adjustment and net foreign exchange loss of \$139, was \$4,605. During 2018, the Company acquired \$2,790 worth of participating loans and disposed of \$3,039 worth of marketable securities investments.

For the year ended December 31, 2018, loan investments generated net interest income of \$6,502 (2017 - \$4,368), earned a weighted average yield of 11.4% (2017 - 11.5%), dividend income of \$24 (2017 - \$131) and net lender fee income of \$488 (2017 - \$260). For the year ended December 31, 2018, the Company received net lender fees from

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(In thousands of Canadian dollars)

loan investments of \$683 (2017 - \$357), which are amortized over the term of the related other loan investments using the effective interest rate method.

In October, 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 \$5,400 at the time of the transaction. According to the terms of the lease, the lessee has the obligation to purchase the property at \$9,934 at the end of the lease term on September 2038 and the option to purchase the property earlier at a prescribed purchase price schedule. The Company has classified the lease as a finance lease and the lease receivable balance of \$6,020 (December 31, 2017 - 5,964) is included in other investments. Concurrently, the Company entered into a \$3,300 construction loan on the leased property with the lessee which is included in other loan investments. The lease payment began in the third quarter of 2018.

The lease receivable payments are due as follows:	Future minimum lease payments	Present value of minimum lease payments
Less than one year	\$ 12	\$ 11
Between one and five years	267	221
More than five years	13,311	5,788
	\$ 13,590	\$ 6,020

5. INVESTMENT PROPERTIES

The Saskatchewan Portfolio, which comprises of 14 investment properties totaling 1,079 units that are located in Saskatoon and Regina, Saskatchewan, is subject to joint control based on the Company's decision-making authority with regards to the operating, financing and investing activities of the investment properties. This co-ownership has been classified as a joint operation and, accordingly, the Company recognizes its share of the assets, liabilities, revenue and expenses generated from the assets in proportion to its rights (see note 15(g)).

Jointly Controlled Assets	Location	Property Type	Ownership Interest	
			December 31, 2018	December 31, 2017
Saskatchewan Portfolio	Saskatoon & Regina, SK	Income Properties & Development Property	20.46%	20.46%
Balance, beginning of year			\$ 42,748	\$ —
Acquisition of income properties			—	35,636
Acquisition of property under development			—	5,655
Additions – development expenditures			2,046	696
Additions – capital expenditures			1,700	761
Balance, end of year			\$ 46,494	\$ 42,748

As at December 31, 2018, the investment properties are pledged as security for the credit facility (note 6(b)).

Investment property has been categorized as a Level 3 fair value based on the inputs to the valuation technique used. Subsequent to initial recognition, the investment properties are measured at fair value based on available market evidence.

The fair values of the Company's investment properties are sensitive to changes in the key valuation assumptions. As at December 31, 2018, the weighted average capitalization rate for the Company's investment properties is 5.30% (December 31, 2017 - 5.34%). The estimated fair value would decrease by \$2,161 if overall capitalization rates were higher by 25 bps; whereas estimated fair value would increase by \$2,202 if overall capitalization rates were lower by 25 bps. In addition, the estimated fair value would increase by \$379 if stabilized net operating income were higher by 1%; whereas estimated fair value would decrease by \$544 if stabilized net operating income were lower by 1%.

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6. CREDIT FACILITY

As at	December 31, 2018	December 31, 2017
Credit facility (mortgage investments)	\$ 478,104	\$ 365,914
Credit facility (investment properties)	32,820	30,175
Unamortized financing costs	(1,985)	(2,043)
Total credit facility	\$ 508,939	\$ 394,046

(a) Credit facility (mortgage investments)

Currently, the Company has \$500,000 in credit facility with 10 Canadian banks and the facility is secured by a general security agreement over the Company's assets and its subsidiaries. Originally, the Company entered into a credit facility agreement with a credit limit of \$350,000 and a maturity date of May 2018. On June 20, 2017, the Company increased the credit limit by \$50,000 to \$400,000, through the utilization of the accordion feature. On December 21, 2017, the Company further amended the credit facility agreement (the "Amended Credit Agreement") for a credit limit of \$400,000, and extended the maturity date to December 20, 2019, which may be increased by \$100,000 through an accordion feature, subject to certain conditions. On February 13, 2018, the Company completed the exercise of a portion of the accordion feature, which increased the credit limit by \$40,000 to \$440,000. On November 16, 2018, the Company exercised remainder portion of the accordion feature which increased the credit limit by \$60,000 to \$500,000, the Company further amended the credit facility agreement (the "Second Amending Agreement to Credit Agreement") and extended the maturity date to December 20, 2020.

The rates of interest and fees of the Amended Credit Agreement and previous credit agreements remain unchanged which are either at the prime rate of interest plus 1.25% per annum (December 31, 2017 – prime rate of interest plus 1.25% per annum) or bankers' acceptances with a stamping fee of 2.25% (December 31, 2017 – 2.25%) and standby fee of 0.5625% per annum (December 31, 2017 – 0.5625%) on the unutilized credit facility balance. As at December 31, 2018, the Company's qualified credit facility limit is \$476,630 and is subject to a borrowing base as defined in the new amended and restated credit agreement.

As at December 31, 2018, the Company has incurred inception to date financing costs of \$4,937 relating to the credit facility, which includes upfront fees, legal and other costs. During the year ended December 31, 2018, the Company incurred financing costs of \$1,189, the majority of which relates to the exercise of the accordion feature. The financing costs are netted against the outstanding balance of the credit facility and are amortized over the term of the new credit facility agreement.

Interest on the credit facility is recorded in financing costs using the effective interest rate method. For the year ended December 31, 2018, included in financing costs is interest on the credit facility of \$16,003 (2017 – \$11,376) and financing costs amortization of \$1,196 (2017 – \$1,243).

(b) Credit facility (investment properties)

Concurrently with the Saskatchewan Portfolio acquisition, the Company and the co-owners entered into a credit facility agreement with a Schedule 1 Bank. Under the terms of the agreement, the co-ownership has a maximum available credit of \$162,644. The gross initial advance on the credit facility was \$144,644. The Company's share of the initial advance was \$29,594 plus \$109 of unamortized financing costs.

This credit facility will mature on August 10, 2019 with an option to extend the credit facility by one year. The credit facility provides 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%. The credit facility is secured by a first charge on specific assets with a gross carrying value of \$227,241. The Company's share of the carrying value is \$46,494. The co-owners of the Saskatchewan Portfolio (note 5) 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.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

During the year ended December 31, 2018, the co-owners borrowed to LIBOR and prime rate loans from the credit facility. At the time of borrowing LIBOR loans, which are denominated in U.S. dollars, the co-owners concurrently entered into cross-currency swaps to effectively convert the LIBOR loans into Canadian Dollar Loans, which were unwound in December 2018. As at December 31, 2018, \$160,411 of Canadian Dollar Loans were outstanding on the credit facility. The Company's share of the outstanding amount is \$32,820.

Interest on the credit facility is recorded in financing costs using the effective interest rate method. For the year ended December 31, 2018, included in financing costs is interest on the credit facility of \$1,125 (2017 - \$432) and financing costs amortization of \$52 (2017 - \$23).

7. REVENUE FROM PROPERTY OPERATIONS

As part of the joint arrangement of the Saskatchewan Portfolio, the Company leases residential properties under operating leases generally with a term of not more than one year and, in many cases, tenants lease rental space on a month-to-month basis. The operating leases mature between the 2019 and 2020, except for one lease maturing in 2033. Rental revenue from operating leases was \$1,991 during the year ended December 31, 2018 (2017 - \$569)

Aggregate minimum lease payments under its non-cancellable operating leases by each of the following periods are as follows:

	<u>December 31, 2018</u>	<u>December 31, 2017</u>
Within 1 year	\$ 1,789	\$ 769
2 to 5 years	64	55
Over 5 years	93	110

8. CONVERTIBLE DEBENTURES

The debentures are comprised of as follows:

	<u>Year ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Issued	\$ 136,800	\$ 171,300
Issue costs, net of amortization	(4,307)	(6,074)
Equity component	(2,043)	(2,043)
Issue costs attributed to equity component	105	105
Cumulative accretion	1,042	658
Debentures, end of year	\$ 131,597	\$ 163,946

On July 3, 2018, the Company completed payment of \$35,064 for redemption of 6.35% Convertible Unsecured Debentures.

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:

	<u>Year ended December 31,</u>	
	<u>2018</u>	<u>2017</u>
Interest on the convertible debentures	\$ 8,477	\$ 8,224
Amortization of issue costs	1,767	1,438
Accretion of the convertible debentures	384	314
Total	\$ 10,628	\$ 9,976

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9. 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.

The changes in the number of common shares were as follows:

	Year ended December 31,	
	2018	2017
Balance, beginning of period	74,277,356	73,858,499
Issuance of common shares	6,866,731	—
Converted under Convertible Debentures	5,422	—
Common shares repurchased	—	(37,603)
Issued under dividend reinvestment plan	483,335	456,460
Balance, end of period	81,632,844	74,277,356

(a) Share offerings

On February 7, 2018 and February 16, 2018, the Company completed a public offering of 4,302,000 plus an over-allotment option of 545,300 common shares, respectively, at \$9.30 per common share for total net proceeds of \$42,383.

On June 21, 2018, the Company entered into an equity distribution agreement with a Canadian financial institution to offer common shares, having an aggregate offering amount of up to \$70 million ("Maximum Amount") for sale to the public.

On October 19, 2018, the Company completed a private placement offering of 1,561,331 common shares at \$9.22 per common share for total net proceeds of \$13,937.

(b) At-the-market equity program (the "ATM Program")

Sales of the common shares under the equity distribution agreement will be 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 common shares will be distributed under the ATM Program at the market prices prevailing at the time of sale, and therefore prices may vary as between purchasers and over time. The ATM Program will be activated at the Company's discretion and will end on the earlier of the date of distribution of the Maximum Amount and January 11, 2020.

The Company currently intends to use the net proceeds of the ATM Program to repay amounts owing under its secured revolving credit facility, and will subsequently draw on the credit facility for purposes of funding the purchase of new investments in accordance with the strategies, investment objectives and investment guidelines of the Company.

During the year ended 2018, the Company issued 458,100 of common shares for gross proceeds of \$4,275 at an average price of \$9.33 per common share and paid \$87 in commission to the agent, pursuant to the ATM Program's equity distribution agreement.

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(c) 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.

For the year ended December 31, 2018, no common shares were purchased on the open market (2017 – 37,603) and 483,335 common shares were issued from treasury (2017 – 456,460).

(d) 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. For the year ended December 31, 2018, the Company declared dividends of \$54,890, or \$0.69 per common share (2017 – \$50,736, \$0.69 per share).

As at December 31, 2018, \$4,694 in aggregate dividends (December 31, 2017 – \$4,271) was payable to the holders of common shares by the Company. Subsequent to December 31, 2018, the Board of Directors of the Company declared dividends of \$0.0575 per common share to be paid on February 15, 2019 to the common shareholders of record on January 31, 2019.

10. NON-EXECUTIVE DIRECTOR DEFERRED SHARE UNIT PLAN ("DSU")

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. Until June 30, 2018, each director was also entitled to an additional 25% of DSUs that are issued in the quarter up to a maximum value of \$5 per annum.

The 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 24th business day after publication of the Company's financial statements following a director's departure from the Board of Directors.

For the year ended December 31, 2018, 23,848 units were issued (2017 - 22,308) and as at December 31, 2018, 51,891 units were outstanding. (December 31, 2017 – 28,043). No DSUs were exercised or canceled, resulting in a DSU expense of \$240 (2017 – \$205). As at December 31, 2018, \$71 in quarterly compensation was granted in DSUs, which will be issued subsequent to December 31, 2018.

11. MANAGEMENT AND SERVICING 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 equals 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 equals 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

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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.

For the year ended December 31, 2018, the Company incurred management fees plus applicable taxes of \$11,879 (2017– \$10,649) and servicing fees including applicable taxes of \$622 (2017 – \$580).

12. EARNINGS PER SHARE

Basic earnings per share are calculated by dividing total net income and comprehensive income by the weighted average number of common shares during the year.

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.

The following table shows the computation of per share amounts:

	Year ended December 31,	
	2018	2017
Total net income and comprehensive income	\$ 53,068	\$ 52,204
Adjustment for dilutive effect of convertible debentures	6,026	7,262
Total net income and comprehensive income (diluted)	\$ 59,094	\$ 59,466
Weighted average number of common shares (basic)	79,344,276	74,054,541
Convertible debentures	9,134,328	10,871,603
Weighted average number of common shares (diluted)	88,478,604	84,926,144
Earnings per share – basic	\$ 0.67	\$ 0.70
Earnings per share – diluted	\$ 0.67	\$ 0.70

13. CHANGE IN NON-CASH OPERATING ITEMS

	Year ended December 31,	
	2018	2017
Change in non-cash operating items:		
Other assets	\$ (1,699)	\$ (5,204)
Accounts payable and accrued expenses	1,004	1,473
Due to Manager	372	321
Prepaid mortgage interest	465	1,278
Mortgage funding holdbacks	457	64
	\$ 599	\$ (2,068)

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14. CASH FLOWS ARISING FROM FINANCING ACTIVITIES

Debentures	Year ended December 31,	
	2018	2017
Balance, beginning of period	\$ 163,946	\$ 76,757
Debenture Issuance	—	91,000
Capitalized issue cost	—	(4,563)
Debenture repayments	(34,500)	—
Total financing cash flow activities	(34,500)	86,437
Capitalized financing cost, net of amortization	1,767	1,608
Accretion expense	384	314
Equity component, net of issue costs attributed to equity component	—	(1,170)
Total financing non-cash flow activities	2,151	752
Balance, end of period	\$ 131,597	\$ 163,946

Credit Facilities	Year ended December 31,	
	2018	2017
Balance, beginning of period	\$ 394,046	\$ 299,000
Capitalized financing cost ¹	(1,189)	(1,728)
Net credit facility advances – mortgage investments	112,190	65,334
Net credit facility advances – investment properties	2,645	30,175
Total financing cash flow activities	113,646	93,780
Amortization of financing costs	1,247	1,266
Balance, end of period	\$ 508,939	\$ 394,046

¹Capitalized financing cost is included in interest paid section in the annual statement of cash flow

15. RELATED PARTY TRANSACTIONS

- (a) As at December 31, 2018, Due to Manager includes mainly management and servicing fees payable of \$1,493 (December 31, 2017 – \$1,140).
- (b) As at December 31, 2018, included in other assets is \$3,083 (December 31, 2017 – \$2,407) 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 funding holdbacks and prepaid mortgage interest received from various borrowers.
- (c) As at December 31, 2018, the Company has the following mortgage investments which an independent director of the Company is also an officer and/or part-owner of the borrowers of these mortgages:
- A mortgage investment with a total gross commitment of \$84,108 (December 31, 2017 – \$84,108). The Company’s share of the commitment is \$29,108 (December 31, 2017 – \$29,108). During Q2 2018, the mortgage investment was fully repaid (December 31, 2017 – \$15,066). For the year ended December 31, 2018, the Company has recognized net interest income of \$460 (2017 – \$922) from this mortgage investment during the year.
 - A mortgage investment with a total gross commitment of \$9,500 (December 31, 2017 – \$15,600). The Company’s share of the commitment is \$3,636 (December 31, 2017 – \$5,970), of which \$3,636 (December 31, 2017 – \$3,634) has been funded as at December 31, 2018. For the year ended December

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31, 2018, the Company has recognized net interest income of \$344 (2017 – \$341) from this mortgage investment during the year.

- A mortgage investment with a total gross commitment of \$4,264 (December 31, 2017 – \$4,264). The Company's share of the commitment is \$4,264 (December 31, 2017 – \$4,264). During Q4 2018, the mortgage investment was fully repaid (December 31, 2017 – \$1,992). For the year ended December 31, 2018, the Company has recognized net interest income of \$153 (2017 – \$156) from this mortgage investment during the year.
- A mortgage investment with a total gross commitment of \$1,920 (December 31, 2017 – \$1,920). The Company's share of the commitment is \$1,920 (December 31, 2017 – \$1,920), of which \$1,920 (December 31, 2017 – \$1,920) has been funded as at December 31, 2018. For the year ended December 31, 2018, the Company has recognized net interest income of \$115 (2017 – \$115) from this mortgage investment during the year.
- A mortgage investment with a total gross commitment of \$16,500 (December 31, 2017 – \$16,500). The Company's share of the commitment is \$2,500 (December 31, 2017 – \$2,500), of which \$2,481 (December 31, 2017 – \$2,403) has been funded as at December 31, 2018. For the year ended December 31, 2018, the Company has recognized net interest income of \$238 (2017 – \$84) from this mortgage investment during the year.

(d) As at December 31, 2018, the Company and Timbercreek Four Quadrant Global Real Estate Partners ("T4Q") and Timbercreek Real Estate Financing U.S. Holding LP ("TREF", Timbercreek U.S. Short Term Debt (Founder) L.P. was rolled-over to TREF in September 2018) are related parties as they are managed by wholly owned subsidiary of the Manager, and they have co-invested in 18 (December 31, 2017 – 19) gross mortgage and other investments totaling \$258,818 (December 31, 2017 – \$358,027). The Company's share in these gross mortgage investments is \$178,412 (December 31, 2017 – \$172,153). Additionally, two net mortgage investments (December 31, 2017 – one) totaling \$22,972 (December 31, 2017 – \$5,700) are loaned to limited partnerships in which T4Q is invested.

(e) As at December 31, 2018, the Company and T4Q invested in two indirect real estate developments through two investees, totaling \$7,492 (December 31, 2017 – \$2,214).

(f) As at December 31, 2018, the Company is invested in junior debentures of Timbercreek Ireland Private Debt Designated Activity Company totaling \$4,605 or €2,923 (December 31, 2017 – \$1,710 or €1,144), which is included in loan investments within other investments. Timbercreek Ireland Private Debt Designated Activity Company is managed by a wholly owned subsidiary of the Manager.

(g) As part of the Saskatchewan Portfolio co-ownership, the Company, T4Q and a third-party co-owner have entered into property management agreements with the Manager. The Manager provides property and leasing services to each of the properties and is entitled to receive property management and capital improvements service fees (the "Property Management Fees") at the disclosed rates in the agreements. During Q4 2018 and 2018, Property Management Fees of \$31.9 and \$129.9 were charged by the Manager to the Company (Q4 2017 and 2017 – \$52). As at December 31, 2018, \$18 was payable to the Manager (December 31, 2017 – \$20).

16. INCOME TAXES

As of December 31, 2018, the Company has non-capital losses carried forward for income tax purposes of \$30,060 (December 31, 2017 - \$31,450), which will expire between 2028 and 2037 if not used. The Company also has future deductible temporary differences resulting from allowance for impairment, prepaid mortgage interest, and unearned income for income tax purposes of \$13,729 (December 31, 2017 - \$8,144). These temporary differences vary from year to year depending on the current year business activity and lender fee income amounts.

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17. CAPITAL RISK MANAGEMENT

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 defines its capital structure to include common shares, debentures and the credit facility.

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.

The Company's investment restrictions and asset allocation model incorporate various restrictions and investment parameters to manage the risk profile of the mortgage investments. There have been no changes in the process over the previous year.

At December 31, 2018, the Company was in compliance with its investment restrictions.

Pursuant to the terms of the credit facilities, the Company is required to meet certain financial covenants, including a minimum interest coverage ratio, minimum adjusted shareholders' equity, maximum non-debenture indebtedness to adjusted shareholders' equity and maximum consolidated debt to total assets.

18. RISK MANAGEMENT

The Company is exposed to the symptoms and effects of global economic conditions and other factors that could adversely affect its business, financial condition and operating results. Many of these risk factors are beyond the Company's direct control. The Manager and Board of Directors play an active role in monitoring the Company's key risks and in determining the policies that are best suited to manage these risks. There has been no change in the process since the previous year.

The Company's business activities, including its use of financial instruments, exposes the Company to various risks, the most significant of which are market rate risk (interest rate risk and currency risk), credit risk, and liquidity risk.

(a) 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 December 31, 2018, \$717,509 of net mortgage investments and \$21,806 of other investments bear interest at variable rates. (December 31, 2017 - \$130,716 and \$8,058, respectively). \$626,021 of net mortgage investments have a "floor rate" (December 31, 2017 - \$109,340). 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 would be a decrease in net income of \$2,457 or an increase in net income of \$3,731, respectively (2017 - \$115 and \$694, respectively). The Company manages its sensitivity to interest rate fluctuations by managing the fixed/floating ratio in its investment portfolio.

The Company is also exposed to interest rate risk on the credit facilities, which has a balance of \$510,924 as at December 31, 2018. (December 31, 2017 - \$396,089) Based on the outstanding credit facility balance as at December 31, 2018, 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 \$2,555 (2017 - \$1,980) annually.

The Company's other assets, interest receivable, accounts payable and accrued expenses, prepaid mortgage interest, mortgage funding holdbacks, dividends payable and due to Manager have no exposure to interest rate risk due to their short-term nature. Cash and cash equivalents carry a variable rate of interest and are subject to minimal interest rate risk and the debentures have no exposure to interest rate risk due to their fixed interest rate.

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(b) 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 that are denominated in a currency other than the Canadian dollar. The Company uses foreign currency forwards to approximately 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 contracts, the Company buys or sells a currency against another currency at a set price on a future date.

As at December 31, 2018, the Company has US\$5,000 in net mortgages, US\$5,050 and €2,945 in other investments denominated in foreign currencies (December 31, 2017 – US\$15,656, US\$5,050 and €1,144). The Company has entered into a series of foreign currency contracts to reduce its exposure to foreign currency risk. As at December 31, 2018, the Company has four U.S. dollars currency contracts with an aggregate notional value of US \$10,050, at a weighted average forward contract rate of 1.3416 and maturity dates between January and May 2019, and one Euro currency contracts with an aggregate notional value of €2,923 at a weighted average contract rate of 1.5282, maturing in January 2019. As at December 31, 2018, the Company unwound all outstanding cross-currency swap (December 31, 2017 - nil). As a result, the Company is not exposed to any significant foreign currency risk.

The fair value of the foreign currency forward contract as at December 31, 2018 is a liability of \$328 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.

(c) 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 investments are approved by the investment committee before funding; and
- iii. actively monitoring the mortgage investments and initiating recovery procedures, in a timely manner, where required.

The exposure to credit risk at December 31, 2018 relating to net mortgages and other investments amount to \$1,320,011 (December 31, 2017 – \$1,150,241).

The Company has recourse under these mortgage and the majority of other investments in the event of default by the borrower; 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.

(d) 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.

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The following are the contractual maturities of financial liabilities as at December 31, 2018, including expected interest payments:

December 31, 2018	Carrying value	Contractual cash flow	Within a year	Following year	3–5 years
Accounts payable and accrued expenses	\$ 4,221	\$ 4,221	\$ 4,221	\$ —	\$ —
Dividends payable	4,694	4,694	4,694	—	—
Due to Manager	1,493	1,493	1,493	—	—
Mortgage funding holdbacks	657	657	657	—	—
Prepaid mortgage interest	2,425	2,425	2,425	—	—
Credit facility (mortgage investments) ¹	476,166	520,818	21,658	499,160	—
Credit facility (investment properties) ²	32,773	33,804	33,804	—	—
Convertible debentures ³	131,597	144,954	52,135	92,819	—
	\$ 654,026	\$ 713,066	\$ 121,087	\$ 591,979	\$ —
Unadvanced mortgage commitments ⁴	—	184,265	184,265	—	—
Total contractual liabilities	\$ 654,026	\$ 897,331	\$ 305,352	\$ 591,979	\$ —

¹ Credit facility (mortgage investments) includes interest based upon December 2018 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on December 20, 2020.

² Credit facility (investment properties) includes interest based upon December 2018 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on August 10, 2019.

³ The 2016 debentures are assumed to be redeemed on July 31, 2019 as they are redeemable on and after July 31, 2019, the February 2017 debentures are assumed to be redeemed on March 30, 2020 as they are redeemable on and after March 30, 2020 and the June 2017 debentures are assumed to be redeemed on June 30, 2020 as they are redeemable on and after June 30, 2020.

⁴ Unadvanced mortgage commitments include syndication commitments of which \$57,951 belongs to the Company's syndicated partners.

As at December 31, 2018, the Company had a cash position of \$541 (December 31, 2017 – \$700), an unutilized credit facility (mortgage investments) balance of \$21,896 (December 31, 2017 – \$34,086) and an unutilized credit facility (investment properties) balance of \$457 (December 31, 2017 – \$3,102). The Company is confident that it will be able to finance its operations using the cash flow generated from operations and the credit facility. Included within the \$57,951 (December 31, 2017 – \$60,755) is to the Company's syndication partners. The Company expects the syndication partners to fund this amount.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

19. FAIR VALUE MEASUREMENTS

The following table shows the carrying amounts and fair values of assets and liabilities:

As at December 31, 2018	Note	Carrying value		Fair value
		Amortized cost	Fair value through profit or loss	
Assets measured at fair value				
Foreclosed properties held for sale		\$ —	\$ —	\$ —
Investment properties	5	—	46,494	46,494
Financial assets				
Cash and cash equivalents		541	—	541
Other assets		10,217	—	10,217
Mortgage investments, including mortgage syndications		1,679,480	117,342	1,796,822
Other investments	4(e)	78,860	4,605	83,465
Financial liabilities				
Accounts payable and accrued expenses		3,893	328	4,221
Dividends payable		4,694	—	4,694
Due to Manager		1,493	—	1,493
Mortgage funding holdbacks		657	—	657
Prepaid mortgage interest		2,425	—	2,425
Credit facility		508,939	—	510,924
Convertible debentures		131,597	—	131,554
Mortgage syndication liabilities		575,040	—	575,040

As at December 31, 2017	Note	Carrying value			Fair value
		Loans and receivable	Fair value through profit or loss	Other financial liabilities	
Assets measured at fair value					
Foreclosed properties held for sale		\$ —	\$ 336	\$ —	\$ 336
Investment properties	5	—	42,748	—	42,748
Financial assets					
Cash and cash equivalents		700	—	—	700
Other assets		8,606	66	—	8,672
Mortgage investments, including mortgage syndications		1,554,369	—	—	1,554,369
Other investments	4(e)	50,873	4,847	—	55,720
Financial liabilities					
Accounts payable and accrued expenses		—	—	5,426	5,426
Dividends payable		—	—	4,271	4,271
Due to Manager		—	—	1,140	1,140
Mortgage funding holdbacks		—	—	200	200
Prepaid mortgage interest		—	—	1,960	1,960
Credit facility		—	—	394,046	396,089
Convertible debentures		—	—	163,946	172,957
Mortgage syndication liabilities		—	—	440,648	440,648

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

The valuation techniques and the inputs used for the Company's financial instruments are as follows:

(a) Mortgage investments, other investments, and mortgage syndication liabilities

There is no quoted price in an active market for the mortgage investments, other investments, excluding marketable securities or mortgage syndication liabilities. The Manager makes its determination of fair value based on its assessment of the current lending market for mortgage and other investments excluding marketable securities of same or similar terms. Typically, the fair value of these mortgage investments, other investments, debentures excluding marketable securities and mortgage syndication liabilities approximate their carrying values given the amounts consist of short-term loans that are repayable at the option of the borrower without yield maintenance or penalties. As a result, the fair value of mortgage investments and other investments excluding marketable securities is based on level 3 inputs.

The fair value of the marketable securities is based on a level 1 input, which is the market closing price of the marketable securities at the reporting date.

(b) Other financial assets and liabilities

The fair values of cash and cash equivalents, other assets, accounts payable and accrued expenses, dividends payable, due to Manager, mortgage funding holdbacks, prepaid mortgage interest and credit facility approximate their carrying amounts due to their short-term maturities or bear interest at variable rates.

(c) Convertible debentures

The fair value of the convertible debentures is based on a level 1 input, which is the market closing price of convertible debentures at the reporting date.

There were no transfers between level 1, level 2 and level 3 of the fair value hierarchy during the three months ended December 31, 2018.

20. COMPENSATION OF KEY MANAGEMENT PERSONNEL

During 2018, the compensation expense of the members of the Board of Directors amounts to \$240 (2017 – \$205), which is paid in a combination of DSUs and cash. The compensation to the senior management of the Manager is paid through the management fees paid to the Manager (note 11).

21. 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.