

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Unaudited

(\$000s of Canadian dollars)

|                                     | March 31, 2019      | September 30, 2018  |
|-------------------------------------|---------------------|---------------------|
| <b>Assets</b>                       |                     |                     |
| <b>Non-current assets</b>           |                     |                     |
| Investment properties [Note 4]      | \$ 1,943,434        | \$ 1,865,897        |
| Property and equipment              | 6,304               | 5,233               |
| Intangible assets                   | 711                 | 143                 |
|                                     | 1,950,449           | 1,871,273           |
| <b>Current assets</b>               |                     |                     |
| Prepaid assets                      | 4,310               | 1,952               |
| Prepaid current income tax          | 110                 | 110                 |
| Trade and other receivables         | 1,140               | 824                 |
| Restricted cash                     | 3,237               | 3,120               |
| Inventory                           | 668                 | 684                 |
| Cash and cash equivalents           | 579                 | 384                 |
|                                     | 10,044              | 7,074               |
| <b>Total Assets</b>                 | <b>\$ 1,960,493</b> | <b>\$ 1,878,347</b> |
| <b>Liabilities</b>                  |                     |                     |
| <b>Non-current liabilities</b>      |                     |                     |
| Mortgages payable [Note 5]          | \$ 930,840          | \$ 913,660          |
| Deferred tax liabilities            | 164,190             | 158,639             |
|                                     | 1,095,030           | 1,072,299           |
| <b>Current liabilities</b>          |                     |                     |
| Mortgages payable [Note 5]          | 60,103              | 43,305              |
| Trade and other payables            | 7,870               | 6,798               |
| Refundable security deposits        | 4,669               | 4,526               |
| Bank indebtedness [Note 6]          | 33,070              | 1,858               |
|                                     | 105,712             | 56,487              |
| <b>Total Liabilities</b>            | <b>1,200,742</b>    | <b>1,128,786</b>    |
| <b>Equity</b>                       |                     |                     |
| Share capital [Note 7]              | 26,597              | 24,215              |
| Contributed surplus                 | –                   | 2,382               |
| Retained earnings                   | 733,154             | 722,964             |
| <b>Total Equity</b>                 | <b>759,751</b>      | <b>749,561</b>      |
| <b>Total Liabilities and Equity</b> | <b>\$ 1,960,493</b> | <b>\$ 1,878,347</b> |

See accompanying notes to these interim condensed consolidated financial statements.

[SIGNED]

“Bob Dhillon”  
Director  
May 9, 2018

[SIGNED]

“Joe Amantea”  
Director

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF NET PROFIT AND TOTAL COMPREHENSIVE INCOME

Unaudited

(\$000s of Canadian dollars, except per share amounts)

|  | Three months<br>ended<br>March 31, 2019 | Three months<br>ended<br>March 31, 2018 | Six months<br>ended<br>March 31, 2019 | Six months<br>ended<br>March 31, 2018 |
|--|---|---|---------------------------------------|---------------------------------------|
| Rental revenue [Note 8]                      | \$ 33,201                               | \$ 27,940                               | \$ 65,393                             | \$ 54,704                             |
| Ancillary rental income                      | 536                                     | 389                                     | 952                                   | 684                                   |
| Total rental revenue                         | 33,737                                  | 28,329                                  | 66,345                                | 55,388                                |
| Property operating expenses [Note 9]         | 13,581                                  | 11,408                                  | 25,396                                | 22,045                                |
| Net operating income                         | 20,156                                  | 16,921                                  | 40,949                                | 33,343                                |
| Financing costs [Note 10]                    | 8,555                                   | 7,867                                   | 16,932                                | 15,308                                |
| General and administrative expenses [Note 9] | 3,334                                   | 2,652                                   | 6,415                                 | 5,423                                 |
| Depreciation                                 | 125                                     | 109                                     | 238                                   | 210                                   |
| Interest income                              | (43)                                    | (134)                                   | (86)                                  | (273)                                 |
| Other income                                 | (25)                                    | –                                       | (235)                                 | –                                     |
| Profit before Fair value gain and income tax | 8,210                                   | 6,427                                   | 17,685                                | 12,675                                |
| Fair value gain [Note 4]                     | 7,305                                   | 7,100                                   | 5,997                                 | 5,925                                 |
| Profit before income tax                     | 15,515                                  | 13,527                                  | 23,682                                | 18,600                                |
| Deferred income tax expense                  | 3,227                                   | 2,700                                   | 5,551                                 | 4,335                                 |
| Net profit and total comprehensive income    | \$ 12,288                               | \$ 10,827                               | \$ 18,131                             | \$ 14,265                             |
| Profit per share                             |   |   |                                       |                                       |
| – basic [Note 11]                            | \$ 1.36                                 | \$ 1.23                                 | \$ 2.03                               | \$ 1.62                               |
| – diluted [Note 11]                          | \$ 1.36                                 | \$ 1.13                                 | \$ 2.03                               | \$ 1.49                               |

See accompanying notes to these interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

Unaudited

(\$000s of Canadian dollars)

|                                    | Share<br>Capital | Contributed<br>Surplus | Retained<br>Earnings | Total<br>Shareholders'<br>Equity |
|------------------------------------|------------------|------------------------|----------------------|----------------------------------|
| <b>Balance, October 1, 2017</b>    | \$ 24,225        | \$ 2,382               | \$ 650,366           | \$ 676,973                       |
| Shares purchased for cancellation  | (10)             | –                      | (125)                | (135)                            |
| Profit for the period              | –                | –                      | 3,439                | 3,439                            |
| <b>Balance, December 31, 2017</b>  | \$ 24,215        | \$ 2,382               | \$ 653,680           | \$ 680,277                       |
| Profit for the period              | –                | –                      | 69,284               | 69,284                           |
| <b>Balance, September 30, 2018</b> | \$ 24,215        | \$ 2,382               | \$ 722,964           | \$ 749,561                       |
| Stock option                       | 2,382            | (2,382)                | (7,941)              | (7,941)                          |
| Profit for the period              | –                | –                      | 18,131               | 18,131                           |
| <b>Balance, March 31, 2019</b>     | \$ 26,597        | \$ –                   | \$ 733,154           | \$ 759,751                       |

See accompanying notes to these interim condensed consolidated financial statements.

## INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Unaudited

(\$000s of Canadian dollars)

| Six months ended March 31,  | 2019      | 2018      |
|---|-----------|-----------|
| <b>Cash obtained from (used in) operating activities</b>                  |           |           |
| Net profit  | \$ 18,131 | \$ 14,265 |
| Adjustments for:  |           |           |
| Depreciation  | 238       | 210       |
| Fair value gain   | (5,997)   | (5,925)   |
| Deferred income tax expense   | 5,551     | 4,335     |
| Financing costs [Note 10]   | 16,932    | 15,308    |
| Interest paid on mortgages [Note 10]                                      | (15,434)  | (13,976)  |
| Cash from operating activities before changes in non-cash working capital | 19,421    | 14,217    |
| Change in working capital   |           |           |
| Prepaid assets  | (2,358)   | (1,545)   |
| Trade and other receivables   | (316)     | (340)     |
| Inventory   | 16        | 24        |
| Restricted cash   | (117)     | (122)     |
| Trade and other payables  | 883       | (531)     |
| Refundable security deposits  | 143       | 122       |
| Cash from operating activities  | 17,672    | 11,825    |
| <b>Financing activities</b>   |           |           |
| Bank indebtedness   | 31,212    | –         |
| Financing of investment properties  | 42,201    | 24,691    |
| Mortgage principal repayments   | (9,603)   | (8,536)   |
| Deferred financing costs incurred   | (1,513)   | (896)     |
| Exercise of stock options [Note 12]                                       | (7,941)   | –         |
| Repurchase of shares  | –         | (135)     |
| Cash from financing activities  | 54,356    | 15,124    |
| <b>Investing activities</b>   |           |           |
| Purchase of and additions to investment properties [Note 4]               | (70,891)  | (27,289)  |
| Purchase of and additions to property and equipment                       | (1,309)   | (280)     |
| Purchase of and additions to intangible assets                            | (568)     | –         |
| Proceeds from disposal  | 935       | –         |
| Cash used in investing activities   | (71,833)  | (27,569)  |
| <b>Net increase (decrease) in cash and cash equivalents</b>               | 195       | (620)     |
| <b>Cash and cash equivalents, beginning of period</b>                     | 384       | 24,767    |
| <b>Cash and cash equivalents, end of period</b>                           | \$ 579    | \$ 24,147 |
| <b>Cash and cash equivalents are comprised of:</b>                        |           |           |
| Cash  | \$ –      | \$ 952    |
| Short-term deposits   | 579       | 23,195    |
|   | \$ 579    | \$ 24,147 |

See accompanying notes to these interim condensed consolidated financial statements.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Unaudited

(Thousands of Canadian dollars, except share and per share amounts and amounts within narrative)

For the three and six months ended March 31, 2019 and 2018

## 1. GENERAL

Mainstreet Equity Corp. (the "Corporation") is a Canadian real estate corporation, incorporated under the Business Corporations Act (Alberta), focused on acquiring and managing mid-market residential rental apartment buildings in major markets primarily in Western Canada. The registered office and head office of the Corporation are located at 1413 – 2nd Street SW Calgary, Alberta T2R 0W7 and 305 – 10th Avenue SE Calgary, Alberta T2G 0W2, respectively.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a) Statement of compliance

The interim condensed consolidated financial statements of the Corporation have been prepared in compliance with International Accounting Standards ("IAS") 34 Interim Financial Reporting ("IAS 34") as issued by the International Accounting Standards Board ("IASB") and adopted by the Chartered Professional Accountants of Canada ("CPA"). Accordingly, certain information and footnote disclosure normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") have been omitted or condensed and, therefore, these financial statements should be read in conjunction with the annual audited consolidated financial statements for the fiscal year ended September 30, 2018.

### b) Basis of presentation

These interim condensed consolidated financial statements have been prepared on the historical cost basis except for investment properties, which are measured at fair value. The interim condensed consolidated financial statements are prepared on a going concern basis and have been prepared in Canadian dollars rounded to the nearest thousand. The accounting policies set out below have been applied consistently in all material respects.

### c) Basis of consolidation

The interim condensed consolidated financial statements include the accounts of the Corporation and its wholly-owned subsidiary, Mainstreet Equity USA Corp. All inter-company transactions, balances, revenue and expenses have been eliminated on consolidation.

### d) Key accounting estimates and assumptions

The following are the key accounting estimates and assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year:

- i) Significant estimates used in determining the fair value of investment properties include capitalization rates, market rent, vacancy rate, net operating income and operating expenses. A change to any one of these inputs could significantly alter the fair value of an investment property. Please refer to Note 4 for sensitivity analysis;
- ii) Significant estimates used in determining the fair value of financial instruments include the discount rate used to discount the future cash flows of mortgages for similar loans with similar credit ratings and the same maturities are outlined in Note 13;
- iii) Allocation of purchase cost in the acquisition of investment properties is based on information from industry practice and entity specific history;
- iv) Allocation of purchase cost in the acquisition of property and equipment into different components, estimation of useful life and impairment are based on information from industry practice and entity specific history; and
- v) The amount of temporary differences between the carrying value of the assets and liabilities versus the tax basis values and the future income tax rate at which these differences will be realized.

Actual results could differ from estimates.

### 3. NEW ACCOUNTING POLICIES AND CHANGES TO ACCOUNTING POLICIES

The new IFRS policies which are effective for annual periods beginning on or after January 1, 2018 are discussed below.

#### IFRS 9 – Financial Instruments – Effective for periods beginning on or after January 1, 2018

The Corporation has applied IFRS 9 “Financial Instruments”. The new standard replaced the former multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. IFRS 9 also introduces an expected loss impairment model for all financial assets not measured at fair value through profit or loss (“FVTPL”) that requires recognition of expected credit losses. The Corporation adopted IFRS 9 retrospectively and the implementation did not have material impact on its interim condensed consolidated financial statements.

#### IFRS 15 – Revenue from Contracts with Customers – Effective for periods beginning on or after January 1, 2018

The Corporation has applied IFRS 15 “Revenue from Contracts with Customers”. IFRS 15 was issued in May 2014 and replaced IAS 11 “Construction Contracts”, IAS 18 “Revenue Recognition”, IFRIC 13 “Customer Loyalty Programmes”, IFRIC 15 “Agreements for the Construction of Real Estate”, IFRIC 18 “Transfers of Assets from Customers” and SIC-31 “Revenue – Barter Transactions Involving Advertising Services”. IFRS 15 provides a single and comprehensive revenue recognition model. The Corporation evaluated its relevant contracts for the following key areas, but not limited to, laundry, cable and telephone providers, and common area maintenance recoveries. The Corporation has determined that the pattern of revenue recognition remains unchanged following the adoption of IFRS 15, however, additional note disclosure has been added to Note 8.

Certain new IFRSs which are related to accounting periods beginning on January 1, 2019 or later are not expected to have a significant effect on the interim condensed consolidated financial statements. The following accounting policies have not been adopted by Mainstreet.

#### IFRS 16 – Leases – Effective for periods beginning on or after January 1, 2019

The new standard on leases supersedes IAS 17, Leases and related interpretations. IFRS 16 eliminates the current dual accounting model for lessees, which distinguishes between on-balance sheet finance leases and off-balance sheet operating leases. Instead, there is a single, on-balance sheet accounting model that is similar to current finance lease accounting. From a lessee perspective, IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17. From a lessor perspective, the accounting remains similar to current practice of classifying leases as finance and operating leases. The Corporation is currently evaluating the impact of this new standard on its financial statements.

### 4. INVESTMENT PROPERTIES

|                                   | Six months ended<br>Mar. 31, 2019 | Year ended<br>Sep. 30, 2018 |
|-----------------------------------|-----------------------------------|-----------------------------|
| Balance, beginning of year        | \$ 1,865,897                      | \$ 1,632,235                |
| Additions related to acquisitions | 63,590                            | 150,315                     |
| Building improvements             | 8,885                             | 21,930                      |
| Disposal                          | (935)                             | –                           |
| Fair value gain                   | 5,997                             | 61,417                      |
| Balance, end of period            | \$ 1,943,434                      | \$ 1,865,897                |

The fair value of investment properties held by the Corporation as of March 31, 2019 and September 30, 2018, were determined through external valuations obtained from independent qualified real estate appraisers who are members of the Appraisal Institute of Canada and have appropriate qualifications and experience in the valuation of the Corporation’s investment properties in relevant locations. In addition, the Corporation has established an internal valuation model, which is based on the same assumptions and valuation techniques used by the external valuation professionals. The Corporation grouped its investment properties in each city by their types and geographic locations. Samples were selected in each group for independent appraisal. The appraised values of the samples selected were compared with their appraised values of the previous corresponding quarters. The percentage changes in values of those samples selected were applied to the whole population of each group in determination of the fair value of investment properties of the Corporation as of March 31, 2019 and September 30, 2018. Properties selected as samples are rotated annually and approximately 40% of the Corporation’s portfolio is externally valued annually.

The average capitalization rates used in determining the fair value of investment properties are set out below:

|                         | Mar. 31, 2019 | Sep. 30, 2018 |
|-------------------------|---------------|---------------|
| Surrey, BC              | 4.16%         | 4.13%         |
| Abbotsford, BC          | 4.64%         | 4.65%         |
| Calgary, Alberta        | 4.89%         | 4.84%         |
| Edmonton, Alberta       | 5.66%         | 5.69%         |
| Saskatoon, Saskatchewan | 6.65%         | 6.63%         |
| Regina, Saskatchewan    | 5.81%         | 5.81%         |
| Investment properties   | 5.21%         | 5.19%         |

The direct capitalization method requires that an estimated forecasted net operating income ("NOI") be divided by a capitalization rate ("Cap Rate") to determine a fair value. As such, changes in both NOI and Cap Rate would significantly alter the fair value of investment properties. The tables below set out the impact of changes in both NOI and Cap Rate on the Corporation's fair values.

**As at March 31, 2019**

| Net operating income |       | -3%          | -1%          | As estimated | +1%         | +3%         |
|----------------------|-------|--------------|--------------|--------------|-------------|-------------|
|                      | \$    | 98,213       | 100,238      | 101,251      | 102,264     | 104,289     |
| Capitalization rate  |       |              |              |              |             |             |
| -0.25%               | 4.96% | \$ 36,676    | \$ 77,503    | \$ 97,917    | \$ 118,330  | \$ 159,157  |
| Cap rate used        | 5.21% | \$ (58,339)  | \$ (19,471)  | \$1,943,434  | \$ 19,397   | \$ 58,265   |
| +0.25%               | 5.46% | \$ (144,652) | \$ (107,564) | \$ (89,020)  | \$ (70,476) | \$ (33,388) |

**As at September 30, 2018**

| Net operating income |       | -3%          | -1%          | As estimated | +1%         | +3%         |
|----------------------|-------|--------------|--------------|--------------|-------------|-------------|
|                      | \$    | 94,013       | 95,952       | 96,921       | 97,890      | 99,829      |
| Capitalization rate  |       |              |              |              |             |             |
| -0.25%               | 4.94% | \$ 37,208    | \$ 76,447    | \$ 96,067    | \$ 115,686  | \$ 154,925  |
| Cap rate used        | 5.19% | \$ (54,464)  | \$ (17,115)  | \$1,865,897  | \$ 20,234   | \$ 57,583   |
| +0.25%               | 5.44% | \$ (137,710) | \$ (102,077) | \$ (84,261)  | \$ (66,445) | \$ (30,812) |

**5. MORTGAGES PAYABLE**

Mortgages payable bear interest at a weighted average interest rate of 2.98% (September 30, 2018 – 3.01%) per annum and are payable in monthly principal and interest installments totaling \$4.1 million (September 30, 2018 – \$4 million), maturing from 2019 to 2028 and are secured by specific charges against specific investment properties, having a fair value of \$1,776 million (September 30, 2018 – \$1,706 million).

|             | Mar. 31, 2019 | Sep. 30, 2018 |
|-------------|---------------|---------------|
| Non-current | \$ 930,840    | \$ 913,660    |
| Current     | 60,103        | 43,305        |
|             | \$ 990,943    | \$ 956,965    |

Estimated principal payments required to retire the mortgage obligations as of March 31, 2019 are as follows:

| 12 months ending March 31, | Amount     |
|----------------------------|------------|
| 2020                       | \$ 63,157  |
| 2021                       | 130,212    |
| 2022                       | 94,660     |
| 2023                       | 50,105     |
| 2024                       | 100,155    |
| Subsequent                 | 571,194    |
|                            | 1,009,483  |
| Deferred financing costs   | (18,540)   |
|                            | \$ 990,943 |

## 6. BANK INDEBTEDNESS

Effective January 2014, the Corporation was granted a banking facility to a maximum of \$85 million with a syndicate of chartered financial institutions. The facility is secured by a floating charge against the Corporation's assets and carries an interest rate of prime plus 1.25%. The facility requires monthly interest payments and is renewable every three years subject to the mutual agreement of the lenders and the Corporation. The Corporation has extended the maturity date to December 6, 2019. As at March 31, 2019, the Corporation has drawn \$33.1 million (September 30, 2018 – \$1.9 million) against this credit facility. The facility contains financial covenants to maintain an overall funded debt to gross book value ratio of not more than 65% and debt service ratio of not less than 1.2. As of March 31, 2019, the Corporation's overall funded debt to gross book value ratio and debt service coverage ratio are 53% and 1.39, respectively.

## 7. SHARE CAPITAL

### Authorized:

Unlimited number of common voting shares with no par value

Unlimited number of preferred shares with no par value

Issued, outstanding and fully paid:

|  | Six months ended March 31, 2019 |           | Year ended September 30, 2018 |           |
|--|---------------------------------|-----------|-------------------------------|-----------|
|  | Number of<br>common shares      | Amount    | Number of<br>common shares    | Amount    |
| Issued and outstanding – beginning of the period | 8,832,305                       | \$ 24,215 | 8,835,964                     | \$ 24,225 |
| Shares purchased for cancellation                | –                               | –         | (3,659)                       | (10)      |
| Exercise of stock options                        | 549,425                         | 2,382     | –                             | –         |
| Issued and outstanding – end of the period       | 9,381,730                       | \$ 26,597 | 8,832,305                     | \$ 24,215 |

All common shares have an equal right to dividends.

On May 21, 2018, Mainstreet obtained approval from the Toronto Stock Exchange ("TSX") to repurchase up to 478,664 common shares of the Corporation under a Normal Course Issuer Bid ("NCIB") commencing June 1, 2018. The current NCIB expires on May 31, 2019. The Corporation's previous NCIB expired on May 31, 2018.

During the three and six months ended March 31, 2019 and 2018, the Corporation purchased and cancelled Nil (2018–3,659 at an average price of \$37.02) common shares under the NCIB. It is anticipated that the Corporation will make application to the TSX to renew the current NCIB upon expiration thereof.



## 8. REVENUE FROM INVESTMENT PROPERTIES

The components of revenue from investments properties are as follows:

|                          | Three months ended<br>March 31, |           | Six months ended<br>March 31, |           |
|--------------------------|---------------------------------|-----------|-------------------------------|-----------|
|                          | 2019                            | 2018      | 2019                          | 2018      |
| Rental revenue           | \$ 32,935                       | \$ 27,723 | \$ 64,876                     | \$ 54,285 |
| Other rental revenue (1) | 266                             | 217       | 517                           | 419       |
|                          | \$ 33,201                       | \$ 27,940 | \$ 65,393                     | \$ 54,704 |

(1) Consists of revenues from parking and recovery of certain operating costs.

## 9. EXPENSES BY NATURE

The components of property operating expenses and general and administrative expenses are as follows:

|                                       | Three months ended<br>March 31, |           | Six months ended<br>March 31, |           |
|---------------------------------------|---------------------------------|-----------|-------------------------------|-----------|
|                                       | 2019                            | 2018      | 2019                          | 2018      |
| Utility                               | \$ 5,081                        | \$ 4,221  | \$ 8,669                      | \$ 7,873  |
| Salaries, wages and employee benefits | 5,054                           | 4,322     | 10,182                        | 8,708     |
| Property tax                          | 3,082                           | 2,592     | 6,142                         | 5,159     |
| Repair and maintenance                | 1,358                           | 1,109     | 2,466                         | 2,131     |
| Other                                 | 1,009                           | 656       | 1,903                         | 1,395     |
| Insurance                             | 524                             | 447       | 1,060                         | 903       |
| Legal and other professional expenses | 428                             | 502       | 762                           | 822       |
| Advertising and Marketing             | 379                             | 211       | 627                           | 477       |
| Total Operating and G&A expenses      | \$ 16,915                       | \$ 14,060 | \$ 31,811                     | \$ 27,468 |

## 10. FINANCING COSTS

The components of financing costs are as follows:

|   | Three months ended<br>March 31, |          | Six months ended<br>March 31, |           |
|---|---------------------------------|----------|-------------------------------|-----------|
|   | 2019                            | 2018     | 2019                          | 2018      |
| Mortgage interest                       | \$ 7,800                        | \$ 7,164 | \$ 15,434                     | \$ 13,976 |
| Amortization of deferred financing cost | 755                             | 703      | 1,498                         | 1,332     |
| Financing costs                         | \$ 8,555                        | \$ 7,867 | \$ 16,932                     | \$ 15,308 |

## 11. PROFIT PER SHARE

Basic profit per share is calculated using the weighted average number of common shares outstanding during the period.

The treasury stock method of calculating the diluted profit per share is used.

The following table sets forth the computation of basic and diluted profit per share:

|                                  | Three months ended<br>March 31, |           | Six months ended<br>March 31, |           |
|----------------------------------|---------------------------------|-----------|-------------------------------|-----------|
|                                  | 2019                            | 2018      | 2019                          | 2018      |
| <b>Numerator</b>                 |                                 |           |                               |           |
| Net profit                       | \$ 12,288                       | \$ 10,827 | \$ 18,131                     | \$ 14,265 |
| <b>Denominator</b>               |                                 |           |                               |           |
| For basic profit per share       |                                 |           |                               |           |
| Weighted average shares          | 9,021,551                       | 8,832,305 | 8,925,888                     | 8,832,639 |
| Dilutive effect of stock options | –                               | 712,351   | –                             | 710,913   |
| For diluted profit per share     | 9,021,551                       | 9,544,656 | 8,925,888                     | 9,543,552 |
| Profit per share                 |                                 |           |                               |           |
| – basic                          | \$ 1.36                         | \$ 1.23   | \$ 2.03                       | \$ 1.62   |
| – diluted                        | \$ 1.36                         | \$ 1.13   | \$ 2.03                       | \$ 1.49   |

## 12. STOCK OPTION PLAN

A summary of the Corporation's outstanding stock options plan as of March 31, 2019 and September 30, 2018, and changes during the period are presented below:

| Stock option  | March 31, 2019   |                                 | September 30, 2018 |                                 |
|---|------------------|---------------------------------|--------------------|---------------------------------|
|   | Number of shares | Weighted average exercise price | Number of shares   | Weighted average exercise price |
| Outstanding and exercisable – beginning of the period | 822,000          | \$ 5.51                         | 822,000            | \$ 5.51                         |
| Exercised   | 549,425          | \$ 45.75                        | –                  | –                               |
| Cancelled   | 272,575          | \$ 45.75                        | –                  | –                               |
| Outstanding and exercisable – end of the period       | –                | –                               | 822,000            | \$ 5.51                         |
| Weighted average contractual life-years               | –                |                                 | 0.44               |                                 |
| Prices  | –                |                                 | \$5.51             |                                 |

During the three and six months ended March 31, 2019, four officers and directors of the Corporation jointly elected with the Corporation to receive a cash settlement in respect of a portion of their options to purchase 272,575 common shares on a cash settlement alternative basis whereby the Corporation paid to these officers and directors an amount of \$7.9 million representing the in- the- money- value of the options on the dates of exercise (being the difference between the weighted average closing price of the common shares of the Corporation on the dates of exercise and the exercise prices of the options multiplied by the number of common shares exercised on such basis) and cancelled the stock options. The amounts paid to the officers and directors were recognized as a stock option settlement change in the statement of changes in equity. As a result of the foregoing, the Corporation has no issued and outstanding stock options.

Since March 24, 2017, the Corporation was unable to grant any further options under the Corporation's stock option plan and as a result of the foregoing exercise of all remaining issued and outstanding stock options, the Corporation's stock option plan has now expired.

## 13. FINANCIAL INSTRUMENT AND RISK MANAGEMENT

Fair value of financial assets and liabilities

The Corporation's financial assets and liabilities comprise restricted cash, cash and cash equivalents, trade and other receivables, bank indebtedness, mortgages payable, trade and other payables, and refundable security deposits. Fair values of financial assets and liabilities, summarized information related to risk management positions, and discussion of risks associated with financial assets and liabilities are presented as follows.

The fair values of restricted cash, cash and cash equivalents, trade and other receivables, bank indebtedness, trade and other payables, and refundable security deposits approximate their carrying amounts due to the short-term maturity of those instruments.

The fair values of mortgage payable are determined using the current market interest rates as discount rates, the net present value of principal balances and future cash flows over the terms of the mortgages. In identifying the appropriate level of fair value, the Corporation performs a detailed analysis of the financial assets and liabilities. The inputs used to measure fair value determine different levels of the fair value hierarchy categorized as follows:

- Level 1: Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2: Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability; and
- Level 3: Values based on valuation techniques for which any significant input is not based on observable market data.

The fair values of financial assets and liabilities were as follows:

|                               | March 31, 2019  |            | September 30, 2018 |            |
|-------------------------------|-----------------|------------|--------------------|------------|
|                               | Carrying amount | Fair value | Carrying amount    | Fair value |
| <b>Financial assets:</b>      |                 |            |                    |            |
| Restricted cash               | \$ 3,237        | \$ 3,237   | \$ 3,120           | \$ 3,120   |
| Cash and cash equivalents     | 579             | 579        | 384                | 384        |
| Trade and other receivables   | 1,140           | 1,140      | 824                | 824        |
| <b>Financial liabilities:</b> |                 |            |                    |            |
| Bank indebtedness             | 33,070          | 33,070     | 1,858              | 1,858      |
| Mortgages payable             | 990,943         | 1,013,881  | 956,965            | 948,934    |
| Trade and other payables      | 7,870           | 7,870      | 6,798              | 6,798      |
| Refundable security deposits  | \$ 4,669        | \$ 4,669   | \$ 4,526           | \$ 4,526   |

#### 14. RISK ASSOCIATED WITH FINANCIAL ASSETS AND LIABILITIES

The Corporation is exposed to financial risks arising from its financial assets and liabilities. The financial risks include market risk relating to interest rates, credit risk and liquidity risk.

##### Market risk

Market risk is the risk that the fair value or future cash flows of financial assets or liabilities will fluctuate due to movements in market prices.

##### Interest rate risk

The Corporation is exposed to interest rate risk to the extent of any upward or downward revision in prime lending rates. Mortgages totaling \$3 million are subject to renewal before the financial year ending September 30, 2019. Increases in the interest rate have the potential to adversely affect the profitability of the Corporation. However, the Corporation attempts to mitigate this risk by staggering the maturity dates for its mortgages. The majority of the Corporation's mortgages are fixed-rate mortgage financing and insured by Canada Mortgage and Housing Corporation ("CMHC") under the National Housing Association ("NHA") mortgage program. This added level of insurance offered to lenders allows the Corporation to receive the best possible financing and interest rates, and significantly reduces the potential for a lender to call a loan prematurely. A 1% change in the prime lending rate would have resulted in a change of \$144,180 in interest expense of the floating rate debt for the three months ended March 31, 2019 (2018 – Nil).

##### Credit risk

Credit risk is the risk that the counterparty to a financial asset will default resulting in a financial loss for the Corporation. The Corporation is exposed to credit risk as some tenants may experience financial difficulty and may default in payment of rent. However, the Corporation attempts to minimize possible risks by conducting in-depth credit assessments of all tenants and collecting security deposits from tenants. The Corporation's tenants are numerous which also reduces the concentration of credit risk. As tenants' rent is due at the beginning of the month, all amounts in accounts receivable are considered overdue by the Corporation. As of March 31, 2019, rents due from current tenants amounted to \$330,000 (September 30, 2018 – \$371,000). The possibility of not receiving payment of rent due from current tenants was covered by security deposits of \$4.7 million (September 30, 2018 – \$4.5 million) and provisions for bad debts of \$140,000 (September 30, 2018 – \$140,000).

In relation to cash, cash equivalents and restricted cash, the Corporation believes that its exposure to credit risk is low. The Corporation only places its cash, cash equivalents, and restricted cash with reputable Canadian chartered financial institutions.

## Liquidity Risk

Liquidity risk is the risk the Corporation will encounter difficulties in meeting its financial obligations. The Corporation manages its liquidity risk by monitoring forecast and cash flows on a regular basis to meet expected operational expenses, by maintaining adequate banking facilities, by managing mortgage debt secured by its investment properties, and by matching the maturity profiles of financial assets and liabilities.

The timing of cash outflows relating to financial liabilities are outlined in the table below:

|                              | 1 year    | 2 years | 3 years | 4 years | Beyond<br>4 years | Total       |
|------------------------------|-----------|---------|---------|---------|-------------------|-------------|
| Mortgages payable            | \$ 63,157 | 130,212 | 94,660  | 50,105  | 671,349           | \$1,009,483 |
| Mortgage interest payable    | 30,094    | 28,042  | 23,689  | 20,274  | 56,516            | 158,615     |
| Bank indebtedness            | 33,070    | –       | –       | –       | –                 | 33,070      |
| Trade and other payables     | 7,870     | –       | –       | –       | –                 | 7,870       |
| Refundable security deposits | \$ 4,669  | –       | –       | –       | –                 | \$ 4,669    |

## 15. GUARANTEES, CONTINGENCIES, COMMITMENTS

In the normal course of business, the Corporation may enter into various agreements that may contain features that meet the definition of guarantees, contingencies or commitments in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets (“IAS 37”) that contingently require the Corporation to make payments to the guaranteed party based on: (i) changes in an underlying interest rate, foreign exchange rate, equity or commodity instrument, index or other variable, that is related to an asset, a liability or an equity security of the counterparty; (ii) failure of another party to perform under an obligating agreement; or (iii) failure of a third party to pay its indebtedness when due.

In the ordinary course of business, the Corporation provides indemnification commitments to counterparties in transactions such as credit facilities, leasing transactions, service arrangements, director and officer indemnification agreements and sales of assets. These indemnification agreements require the Corporation to compensate the counterparties for costs incurred as a result of changes in laws and regulations (including tax legislation) or as a result of litigation claims or statutory sanctions that may be suffered by counterparty as a consequence of the transaction. The terms of these indemnification agreements will vary based on the contract and do not provide any limit on the maximum potential liability. Historically, the Corporation has not made any significant payments under such indemnifications and no amount has been accrued in these consolidated financial statements with respect to these indemnification commitments.

In the normal course of operations, the Corporation will become subject to a variety of legal and other claims against the Corporation. Management and the Corporation’s legal counsel evaluate all claims on their apparent merits, and accrue management’s best estimate of the estimated costs to satisfy such claims. Management believes that the outcome of legal and other claims filed against the Corporation will not be material.

As of March 31, 2019 and September 30, 2018, no amounts have been recorded and none are required to be disclosed in the interim condensed consolidated financial statements with respect to guarantees, contingencies and commitments.

## 16. RELATED PARTY TRANSACTIONS

- The President and Chief Executive Officer receives commissions at commercial rates in his capacity as a licensed broker for the property transactions conducted by the Corporation in its normal course of business. Commissions are determined on an exchange value basis. Except in limited circumstance, these commissions are generally incurred or paid by the other selling party or parties to the transaction. The commissions received during the three and six months ended March 31, 2019 amounted to \$61,500 (2018 – \$41,745) and \$149,336 (2018 – \$806,745) respectively and formed part of the President and Chief Executive Officer’s total remuneration for the year.
- The Corporation paid legal fees, professional fees and reimbursements for the three and six months ended March 31, 2019 amounting to \$39,512 (2018 – \$39,344) and \$191,640 (2018 – \$95,344) to a law firm of which a director and officer of the Corporation is a partner. As at March 31, 2019, the amounts payable to the law firm were \$342 (2018 – \$3,800). These fees were incurred at amounts which in management’s opinion approximate fair market value that would be incurred by a third party law firm.

## 17. SEGMENTED INFORMATION

The Corporation specializes in multi-family residential housing and operates primarily within one business segment in three provinces located in Canada. The following summary presents segmented financial information for the Corporation’s continuing operations by geographic location:

## RENTAL OPERATIONS

|                             | Three months ended March 31, |           | Six months ended March 31, |           |
|-----------------------------|------------------------------|-----------|----------------------------|-----------|
|                             | 2019                         | 2018      | 2019                       | 2018      |
| <b>BRITISH COLUMBIA</b>     |                              |           |                            |           |
| Rental revenue              | \$ 8,143                     | \$ 7,572  | \$ 16,173                  | \$ 15,083 |
| Other rental revenue        | 75                           | 59        | 145                        | 118       |
| Ancillary rental income     | 167                          | 144       | 299                        | 241       |
| Property operating expenses | 2,619                        | 2,476     | 4,782                      | 4,956     |
| Net operating income        | 5,766                        | 5,299     | 11,835                     | 10,486    |
| Fair value gain             | 20,654                       | 6,540     | 23,949                     | 6,717     |
| <b>ALBERTA</b>              |                              |           |                            |           |
| Rental revenue              | \$ 18,281                    | \$ 15,232 | \$ 36,090                  | \$ 30,438 |
| Other rental revenue        | 184                          | 155       | 360                        | 296       |
| Ancillary rental income     | 295                          | 223       | 525                        | 395       |
| Property operating expenses | 8,009                        | 6,775     | 15,141                     | 13,320    |
| Net operating income        | 10,751                       | 8,835     | 21,834                     | 17,809    |
| Fair value loss             | (14,021)                     | 3,525     | (17,721)                   | 1,196     |
| <b>SASKATCHEWAN</b>         |                              |           |                            |           |
| Rental revenue              | \$ 6,511                     | \$ 4,919  | \$ 12,613                  | \$ 8,764  |
| Other rental revenue        | 7                            | 3         | 12                         | 5         |
| Ancillary rental income     | 74                           | 22        | 128                        | 48        |
| Property operating expenses | 2,953                        | 2,157     | 5,473                      | 3,769     |
| Net operating income        | 3,639                        | 2,787     | 7,280                      | 5,048     |
| Fair value gain (loss)      | 672                          | (2,965)   | (231)                      | (1,988)   |
| <b>TOTAL</b>                |                              |           |                            |           |
| Rental revenue              | \$ 32,935                    | \$ 27,723 | \$ 64,876                  | \$ 54,285 |
| Other rental revenue        | 266                          | 217       | 517                        | 419       |
| Ancillary rental income     | 536                          | 389       | 952                        | 684       |
| Property operating expenses | 13,581                       | 11,408    | 25,396                     | 22,045    |
| Net operating income        | 20,156                       | 16,921    | 40,949                     | 33,343    |
| Fair value loss             | 7,305                        | 7,100     | 5,997                      | 5,925     |
| Unallocated revenue*        | 68                           | 134       | 321                        | 273       |
| Unallocated expenses**      | 15,241                       | 13,328    | 29,136                     | 25,276    |
| Profit for the period       | \$ 12,288                    | \$ 10,827 | \$ 18,131                  | \$ 14,265 |

\* Unallocated revenue represents interest income and other income.

\*\* Unallocated expenses include general and administrative expenses, mortgage interest, financing cost, depreciation, and deferred income taxes.

## IDENTIFIABLE ASSETS AND LIABILITIES

|                              | March 31, 2019 | Sept. 30, 2018 |
|------------------------------|----------------|----------------|
| <b>BRITISH COLUMBIA</b>      |                |                |
| Investment properties        | \$ 549,813     | \$ 525,405     |
| Property and equipment       | 29             | 9              |
| Mortgages payable            | 234,314        | 236,315        |
| Refundable security deposits | 1,384          | 1,357          |
| <b>ALBERTA</b>               |                |                |
| Investment properties        | \$ 1,061,978   | \$ 1,043,009   |
| Property and equipment       | 6,211          | 5,188          |
| Mortgages payable            | 574,321        | 536,656        |
| Refundable security deposits | 2,506          | 2,423          |
| <b>SASKATCHEWAN</b>          |                |                |
| Investment properties        | \$ 331,643     | \$ 297,483     |
| Property and equipment       | 64             | 36             |
| Mortgages payable            | 182,308        | 183,994        |
| Refundable security deposits | 779            | 746            |
| <b>TOTAL</b>                 |                |                |
| Investment properties        | \$ 1,943,434   | \$ 1,865,897   |
| Property and equipment       | 6,304          | 5,233          |
| Mortgages payable            | 990,943        | 956,965        |
| Refundable security deposits | 4,669          | 4,526          |

## IDENTIFIABLE ACQUISITION AND CAPITAL EXPENDITURES

|                  | Six months ended<br>March 31, 2019 | Year ended<br>Sept. 30, 2018 |
|------------------|------------------------------------|------------------------------|
| BRITISH COLUMBIA | \$ 1,418                           | \$ 3,128                     |
| ALBERTA          | 37,890                             | 72,329                       |
| SASKATCHEWAN     | 34,431                             | 97,375                       |
| <b>TOTAL</b>     | <b>\$ 73,739</b>                   | <b>\$ 172,832</b>            |

## 18. CAPITAL MANAGEMENT

The Corporation defines capital that it manages as the aggregate of its shareholders' equity and mortgages payable and, on occasion, bank loans or lines of credit when drawn on. The Corporation's total capital resources as at March 31, 2019 amounted to \$1,784 million (September 30, 2018 – \$1,708 million).

The Corporation aims to manage its capital resources to maintain financial strength and to maximize its financial flexibility by maintaining strong liquidity and by utilizing alternative sources of capital including equity and mortgages.

The Corporation sets the amount of capital in proportion to risk. The Corporation manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The total managed capital for the Corporation is summarized below:

|                   | Mar. 31, 2019 | Sep. 30, 2018 |
|-------------------|---------------|---------------|
| Mortgages payable | \$ 990,943    | \$ 956,965    |
| Bank indebtedness | 33,070        | 1,858         |
| Total equity      | 759,751       | 749,561       |
| Total capital     | \$ 1,783,764  | \$ 1,708,384  |

The Corporation's policy for capital risk management is to maintain a debt to fair value of investment properties ratio, as defined below, of no greater than 70%. The ratio as at March 31, 2019 is approximately 53% (September 30, 2018 – 51%) which leaves a sufficient additional capacity for the Corporation to raise additional funds from refinancing before it reaches its internal target ratio of 70%.

The debt to fair value ratios were as follows:

|                          | Mar. 31, 2019 | Sep. 30, 2018 |
|--------------------------|---------------|---------------|
| Mortgages payable        | \$ 990,943    | \$ 956,965    |
| Bank indebtedness        | 33,070        | 1,858         |
| Total debts              | \$ 1,024,013  | \$ 958,823    |
| Investment properties    | \$ 1,943,434  | \$ 1,865,897  |
| Debt to fair value ratio | 53%           | 51%           |

In managing the capital requirements of the Corporation, management makes assessments of the capital and liquid resources required to ensure the going concern status of the Corporation. Management believes that the existing liquid resources, funds to be generated from operations, and funds to be raised through the financing and refinancing of debt will be sufficient to support the Corporation's operations on a going concern basis.

## 19. SUBSEQUENT EVENTS

Subsequent to March 31, 2019, the Corporation acquired 288 residential units and one freestanding commercial house in the province of Alberta and Saskatchewan for a total consideration of \$41.5 million.

Subsequent to the quarter ended March 31, 2019, the Corporation financed 2 maturing mortgages and 6 clear-title properties for \$37 million at an interest rate of 2.89%. The Corporation also received the second funding of \$4 million of 1 clear title asset financed in Q1 2019. These refinancings raised approximately \$38 million additional funds.

## 20. APPROVAL OF INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The interim condensed consolidated financial statements were approved by the Board of Directors and authorized for issue on May 9, 2019.