

**Interim Condensed Consolidated
Financial Statements of**

TIMBERCREEK FINANCIAL

Three months ended March 31, 2022 and 2021



**TIMBERCREEK
FINANCIAL**

**INTERIM CONDENSED CONSOLIDATED STATEMENT
OF FINANCIAL POSITION** (Unaudited)

(In thousands of Canadian dollars)

	Note	March 31, 2022	December 31, 2021
ASSETS			
Cash and cash equivalents		\$ 3,943	\$ 6,344
Other assets	15(c)	17,351	6,788
Mortgage investments, including mortgage syndications	4(a)(b)(c)(d)	1,739,350	1,603,639
Other investments	4(e)	67,094	71,230
Investment properties	5	44,168	44,063
Total assets		\$ 1,871,906	\$ 1,732,064
LIABILITIES AND EQUITY			
Accounts payable and accrued expenses		4,874	5,125
Dividends payable	9(c)	4,752	4,726
Due to Manager	15(a)	1,170	1,377
Mortgage and other loans funding holdbacks		692	258
Prepaid mortgage and other loans interest		5,327	3,961
Credit facility (mortgage investments)	6(a)	514,640	419,179
Credit facility (investment properties)	6(b)	30,683	30,690
Convertible debentures	8	138,101	137,736
Mortgage syndication liabilities	4(a)(c)	475,502	444,429
Total liabilities		1,175,741	1,047,481
Shareholders' equity	9	696,165	684,583
Total liabilities and equity		\$ 1,871,906	\$ 1,732,064
Commitments and contingencies	4, 6 and 20		
Subsequent events	2(d), 6(b), 9(c) and 21		

See accompanying notes to the unaudited interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED STATEMENT
OF NET INCOME AND COMPREHENSIVE INCOME** (Unaudited)

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

	Note	Three months ended March 31,	
		2022	2021
Investment income on financial assets measured at amortized cost			
Gross interest and other income, including mortgage syndications		\$ 28,464	\$ 28,598
Interest and other expenses on mortgage syndications		(5,787)	(6,159)
Net investment income on financial assets measured at amortized cost	4(b)(e)	22,677	22,439
Fair value loss and other income on financial assets measured at FVTPL	4(a)(e)	(103)	479
Total income on financial assets		22,574	22,918
Net rental income			
Revenue from investment properties	7	786	740
Property operating costs		(404)	(392)
Net rental income		382	348
Expenses			
Management fees	11	2,941	2,891
Servicing fees	11	150	192
Allowance for credit loss	4(d)	649	300
General and administrative		501	512
Total expenses		4,241	3,895
Income from operations		18,715	19,371
Financing costs			
Financing cost on credit facilities	6	3,560	3,903
Financing cost on convertible debentures	8	2,273	1,454
Fair value (gain) loss on derivative contract		—	(977)
Total financing costs		5,833	4,380
Net income and comprehensive income		\$ 12,882	\$ 14,991
Earnings per share			
Basic	12	\$ 0.16	\$ 0.19
Diluted	12	\$ 0.16	\$ 0.18

See accompanying notes to the unaudited interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED STATEMENT
OF CHANGES IN SHAREHOLDERS' EQUITY** (Unaudited)

(In thousands of Canadian dollars)

Three months ended March 31, 2022	Common shares	Deficiency	Equity component of convertible debentures	Total
Balance, December 31, 2021	\$ 723,377	\$ (43,244)	\$ 4,450	\$ 684,583
Issuance of common shares, net of issue costs	11,717	—	—	11,717
Dividends declared to shareholders	—	(14,268)	—	(14,268)
Issuance of common shares under dividend reinvestment plan	1,251	—	—	1,251
Total net income and comprehensive income	—	12,882	—	12,882
Balance, March 31, 2022	\$ 736,345	\$ (44,630)	\$ 4,450	\$ 696,165

Three months ended March 31, 2021	Common shares	Deficiency	Equity component of convertible debentures	Total
Balance, December 31, 2020	\$ 711,521	\$ (28,409)	\$ 1,938	\$ 685,050
Dividends declared to shareholders	—	(13,961)	—	(13,961)
Issuance of common shares under dividend reinvestment plan	1,199	—	—	1,199
Repurchase of common shares for dividend reinvestment plan	(416)	—	—	(416)
Total net income and comprehensive income	—	14,991	—	14,991
Balance, March 31, 2021	\$ 712,304	\$ (27,379)	\$ 1,938	\$ 686,863

See accompanying notes to the unaudited interim condensed consolidated financial statements.

**INTERIM CONDENSED CONSOLIDATED STATEMENT
OF CASH FLOW** (Unaudited)

(In thousands of Canadian dollars)

	Note	Three months ended March 31,	
		2022	2021
OPERATING ACTIVITIES			
Net income		\$ 12,882	\$ 14,991
Amortization of lender fees		(2,290)	(2,082)
Lender fees received		2,575	2,127
Interest and other income, net of syndications		(20,934)	(20,952)
Interest and other income received, net of syndications		19,601	20,488
Financing costs		5,833	5,357
Fair value loss and other income on financial assets measured at FVTPL		632	116
Fair value (gain) loss on derivative contract		—	(977)
Net realized and unrealized foreign exchange (gain) loss		(374)	22
Allowance for credit loss		649	300
Net change in non-cash operating items	13	(1,563)	(65)
		17,011	19,325
FINANCING ACTIVITIES			
Net credit facility draws (repayments) – mortgage investments		96,000	(7,696)
Net proceeds from issuance of common shares		7,260	—
Interest and financing costs paid		(5,920)	(5,038)
Dividends paid to shareholders		(12,990)	(12,758)
Repurchase of common shares		—	(416)
		84,350	(25,908)
INVESTING ACTIVITIES			
Additions to investment properties		(105)	(77)
Funding of other investments		(579)	(20,511)
Proceeds from other investments		4,138	23,980
Funding of mortgage investments, net of syndications		(294,158)	(157,555)
Discharges of mortgage investments, net of syndications		186,778	161,000
		(103,926)	6,837
Increase (decrease) in cash and cash equivalents		(2,565)	254
Net foreign exchange gain (loss) on cash accounts		164	(3)
Cash and cash equivalents, beginning of period		6,344	428
Cash and cash equivalents, end of period		\$ 3,943	\$ 679

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Notes to the Interim Condensed 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 unaudited interim condensed consolidated financial statements of the Company have been prepared by management in accordance with International Accounting Standard 34 *Interim Financial Reporting*.

The presentation of these unaudited interim condensed consolidated financial statements is based on accounting policies and practices in accordance with International Financial Reporting Standards (“IFRS”). These unaudited interim condensed consolidated financial statements should be read in conjunction with the notes to the audited consolidated financial statements for the year ended December 31, 2021 since these financial statements do not contain all disclosures required by IFRS for annual financial statements.

The unaudited interim condensed consolidated financial statements were approved by the Board of Directors on May 9, 2022.

(b) Principles of consolidation

These unaudited interim condensed 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 unaudited interim condensed 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 unaudited interim condensed consolidated financial statements have been prepared on both a going concern and the historical cost basis except for certain items which have been measured at FVTPL at each reporting date and include: investment properties, debt investments not meeting the solely payments of principal and interest criterion, participating debentures, interest rate swaps and foreign currency forward contracts.

(d) Critical accounting estimates, assumptions and judgements

In the preparation of the Company's unaudited interim condensed consolidated financial statements, Timbercreek Capital 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.

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

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

In response to the global COVID-19 pandemic, ongoing since March 2020, various measures were introduced by Canadian federal and provincial governments and other authorities to mitigate the transmission of COVID-19 and its variants, including social distancing recommendations, closure of non-essential businesses, occupancy limits in enclosed spaces, quarantines, and travel bans, most of which as of March 31, 2022 are currently no longer in effect. As a result of the continuously evolving circumstances surrounding COVID-19, some uncertainty still remains with the Company's future results. Most significantly the fact that it cannot predict how its borrowers will be impacted and therefore respond to the reinstatement of any restrictive measures and the impact on the Company's financial results and condition of the Company in future periods. To date, the Company has not experienced material changes in the collection of interest and repayments of principal, however, there is no certainty this will continue going forward. Accordingly, there remains some uncertainty associated with the estimates, judgements and assumptions made by management in the preparation of the consolidated financial statements. Given the evolving circumstances surrounding COVID-19, it is difficult to predict with certainty the extent and severity of the COVID-19 pandemic and the impact it will have on the Company's estimate of allowance for credit losses and investments measured at FVTPL, both in the short term and in the long term.

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

Measurement of fair values

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

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

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

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

The information about the assumptions made in measuring fair value is included in the following notes:

- Note 4 – Mortgage and other investments, including mortgage syndications;
- Note 5 – Investment properties; and
- Note 18 – Fair value measurements.

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

Measurement of expected credit loss

The determination of the allowance for credit losses takes into account different factors and varies by nature of investment. These judgments include changes in circumstances that may cause future assessments of credit risk to be materially different from current assessments, which would require an increase or decrease in the allowance of credit loss. The Company exercises significant credit judgment in the determination of a significant increase in credit risk since initial recognition, credit impairment of debt investments and expected recoverable amount of credit impaired debt investments. Refer to note 4(d).

Syndication liabilities

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

Classification of mortgage and other investments

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

(e) Functional and Presentation Currency

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

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies applied by the Company in these unaudited interim condensed consolidated financial statements are the same as those applied by the Company in its consolidated financial statements for the year ended December 31, 2021, which were prepared in accordance with IFRS.

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

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

As at March 31, 2022	Note	Mortgages, including mortgage syndications	Mortgage syndication liabilities	Net Mortgage Investments
Mortgage investments, including mortgage syndications - at amortized cost	4(b)(c)	\$ 1,688,544	\$ (476,255)	\$ 1,212,289
Interest receivable		11,323	(1,700)	9,623
		1,699,867	(477,955)	1,221,912
Unamortized lender fees		(10,950)	2,453	(8,497)
Allowance for expected credit loss	4(d)	(3,541)	—	(3,541)
Mortgage investments at amortized cost		1,685,376	(475,502)	1,209,874
Mortgage investments at FVTPL		51,052	—	51,052
Interest receivable		2,922	—	2,922
Mortgage investments at FVTPL		53,974	—	53,974
Mortgage investments, including mortgage syndications		\$ 1,739,350	\$ (475,502)	\$ 1,263,848
Unadvanced Mortgage commitments		\$ 406,006	\$ 235,812	\$ 170,194
As at December 31, 2021		Mortgages, including mortgage syndications	Mortgage syndication liabilities	Net Mortgage Investments
Mortgage investments, including mortgage syndications - at amortized cost		\$ 1,553,476	\$ (445,316)	\$ 1,108,160
Interest receivable		9,669	(1,345)	8,324
		1,563,145	(446,661)	1,116,484
Unamortized lender fees		(10,510)	2,232	(8,278)
Allowance for expected credit loss		(2,970)	—	(2,970)
Mortgage investments at amortized cost		1,549,665	(444,429)	1,105,236
Mortgage investments at FVTPL		51,474	—	51,474
Interest receivable		2,500	—	2,500
Mortgage investments at FVTPL		53,974	—	53,974
Mortgage investments, including mortgage syndications		\$ 1,603,639	\$ (444,429)	\$ 1,159,210
Unadvanced mortgage commitments		\$ 407,402	\$ 253,546	\$ 153,856

Mortgages classified at FVTPL

The Company establishes fair value for mortgage investments that are classified at FVTPL using an appropriate valuation technique. These valuation techniques include internal valuation models, direct comparison method or discharge prices and/or independent appraisals that employ significant assumptions such as cash flow projection, stabilized net operating income generated from the property to estimate fair value, a capitalization rate/discount rate that reflects the features of the specific underlying property securing the investment and transaction prices for directly comparable properties.

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

For the three month period ended March 31, 2022 the company recorded an \$656 fair value loss in the statement of net income and other comprehensive income as it continued to use the direct comparison method for its FVTPL assets. During the year-ended December 31, 2021 the Company changed its realization strategy for these assets to an exit strategy by way of disposition compared to development/redevelopment of the sites. As a result, the Company estimated the fair value of the FVTPL mortgages using the direct comparison method, comparing the assets to directly comparable lands and recognizing a loss of \$13,584 for the year ended December 31, 2021.

The changes during the year ended March 31, 2022 and year ended December 31, 2021 are as follows:

Mortgage investments, measured at FVTPL		Three Months Ended March 31, 2022		Year Ended December 31, 2021
Balance, beginning of period	\$	51,474	\$	60,716
Fundings		234		4,342
Fair value loss		(656)		(13,584)
Balance, end of period	\$	51,052	\$	51,474

(b) Net mortgage investments

As at		March 31, 2022		December 31, 2021
Interest in first mortgages	92.5 % \$	1,169,120	93.2 % \$	1,080,376
Interest in second and third mortgages	7.5 %	94,221	6.8 %	79,258
	100.0 % \$	1,263,341	100.0 % \$	1,159,634

The mortgage investments are secured by real property and will mature between the remainder of 2022 and 2025 (December 31, 2021 – 2022 and 2025). During the three months ended March 31, 2022, the Company generated net interest income and other income on net mortgage investments, excluding lender fee income and fair value losses of \$19,579 (Q1 2021 – \$19,671).

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. The unamortized lender fees are recognized over the term of the mortgage investment.

For the three months ended March 31, 2022, the Company recognized lender fee income on net mortgage investments, net of fees relating to mortgage syndication liabilities of \$2,236 (Q1 2021 – \$1,972). For the three months ended March 31, 2022, the Company recorded non-refundable upfront lender fees on net mortgage investments, net of fees relating to mortgage syndication liabilities, of \$2,359 (Q1 2021 – \$2,514), 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:

As at		March 31, 2022
2022	\$	460,211
2023		531,267
2024		263,050
2025		8,813
Total	\$	1,263,341

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

(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 are 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 18).

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

The allowance for credit losses is maintained at a level that management considers adequate to absorb credit-related losses on mortgage and other investments classified at amortized cost. The allowance for credit losses amounted to \$4,518 as at March 31, 2022 (December 31, 2021 - \$3,868), of which \$3,541 (December 31, 2021 - \$2,970) was recorded against mortgage investments and \$977 (December 31, 2021 - \$898) was recorded against other investments.

	As at March 31, 2022				As at December 31, 2021			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Multi-Residential Mortgage Investments								
Mortgages, including mortgage syndications ¹	\$1,153,670	\$ —	\$ —	\$1,153,670	\$980,245	\$ —	\$ —	\$980,245
Mortgage syndication liabilities ¹	371,778	—	—	371,778	283,528	—	—	283,528
Net mortgage investments	781,892	—	—	781,892	696,717	—	—	696,717
Allowance for credit losses ²	1,296	—	—	1,296	882	—	—	882
	780,596	—	—	780,596	695,835	—	—	695,835
Other Mortgage Investments								
Mortgages, including mortgage syndications ¹	513,510	8,390	24,297	546,197	549,078	8,404	25,418	582,900
Mortgage syndication liabilities ¹	106,177	—	—	106,177	163,133	—	—	163,133
Net mortgage investments	407,333	8,390	24,297	440,020	385,945	8,404	25,418	419,767
Allowance for credit losses ²	286	53	1,906	2,245	283	52	1,753	2,088
	407,047	8,337	22,392	437,776	385,662	8,352	23,665	417,679
Other Loan Investments								
Other loans, including mortgage syndications ¹	55,366	—	—	55,366	58,999	—	—	58,999
Other loans syndication liabilities ¹	—	—	—	—	—	—	—	—
Net other loans investments	55,366	—	—	55,366	58,999	—	—	58,999
Allowance for credit losses ²	977	—	—	977	898	—	—	898
	\$ 54,389	\$ —	\$ —	\$ 54,389	\$ 58,101	\$ —	\$ —	\$ 58,101

¹Including interest receivable

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

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

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

	Three Months Ended March 31, 2022				Three Months Ended March 31, 2021			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Multi-Residential Mortgage Investments								
Balance, beginning of period	\$ 882	\$ —	\$ —	\$ 882	\$ 967	\$ 91	\$ 1,405	\$ 2,463
Allowance for credit losses:								
Remeasurement	95	—	—	95	(4)	2	38	36
Transfer to/(from)								
Stage 1	—	—	—	—	—	—	—	—
Stage 2	—	—	—	—	—	—	—	—
Stage 3	—	—	—	—	—	—	—	—
Total allowance for credit losses	977	—	—	977	963	93	1,443	2,499
Fundings	434	—	—	434	62	—	—	62
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(115)	—	—	(115)	(48)	—	—	(48)
Balance, end of period	1,296	—	—	1,296	977	93	1,443	2,513
Other Mortgage Investments								
Balance, beginning of period	283	52	1,753	2,088	293	—	954	1,247
Allowance for credit losses:								
Remeasurement	(4)	1	153	150	(4)	—	148	144
Transfer to/(from)								
Stage 1	—	—	—	—	—	—	—	—
Stage 2	—	—	—	—	—	—	—	—
Stage 3	—	—	—	—	—	—	—	—
Total allowance for credit losses	279	53	1,906	2,238	289	—	1,102	1,391
Fundings	25	—	—	25	10	—	—	10
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(18)	—	—	(18)	(5)	—	—	(5)
Balance, end of period	286	53	1,906	2,245	294	—	1,102	1,396
Other Loan Investments								
Balance, beginning of period	898	—	—	898	97	—	1,516	1,613
Allowance for credit losses:								
Remeasurement	84	—	—	84	(7)	—	103	96
Transfer to/(from)								
Stage 1	—	—	—	—	—	—	—	—
Stage 2	—	—	—	—	—	—	—	—
Stage 3	—	—	—	—	—	—	—	—
Total allowance for credit losses	982	—	—	982	90	—	1,619	1,709
Fundings	—	—	—	—	5	—	—	5
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(5)	—	—	(5)	—	—	—	—
Balance, end of period	\$ 977	\$ —	\$ —	\$ 977	\$ 95	\$ —	\$ 1,619	\$ 1,714

Notes to the Interim Condensed Consolidated Financial Statements

(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.

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

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

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

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

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

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

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

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

	As at March 31, 2022				As at December 31, 2021			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Multi-Residential Mortgage Investments								
Low risk	\$ 235,421	\$ —	\$ —	\$ 235,421	\$ 140,125	\$ —	\$ —	\$ 140,125
Medium-Low risk	456,778	—	—	456,778	474,200	—	—	474,200
Medium-High risk	84,733	—	—	84,733	76,608	—	—	76,608
High risk	4,960	—	—	4,960	5,784	—	—	5,784
Default	—	—	—	—	—	—	—	—
Net Mortgage Investments ¹	781,892	—	—	781,892	696,717	—	—	696,717
Allowance for credit losses	1,296	—	—	1,296	882	—	—	882
	780,596	—	—	780,596	695,835	—	—	695,835
Other Mortgage Investments								
Low risk	38,477	—	—	38,477	9,120	—	—	9,120
Medium-Low risk	313,679	—	—	313,679	321,997	—	—	321,997
Medium-High risk	55,177	8,390	—	63,567	54,828	8,404	—	63,232
High risk	—	—	—	—	—	—	—	—
Default	—	—	24,298	24,298	—	—	25,418	25,418
Net Mortgage Investments ¹	407,333	8,390	24,298	440,021	385,945	8,404	25,418	419,767
Allowance for credit losses	286	53	1,906	2,245	283	52	1,753	2,088
	407,047	8,337	22,392	437,776	385,662	8,352	23,665	417,679
Other Loan Investments								
Low risk	—	—	—	—	—	—	—	—
Medium-Low risk	—	—	—	—	—	—	—	—
Medium-High risk	—	—	—	—	—	—	—	—
High risk	55,366	—	—	55,366	58,999	—	—	58,999
Default	—	—	—	—	—	—	—	—
Net Mortgage Investments ¹	55,366	—	—	55,366	58,999	—	—	58,999
Allowance for credit losses	977	—	—	977	898	—	—	898
	\$ 54,389	\$ —	\$ —	\$ 54,389	\$ 58,101	\$ —	\$ —	\$ 58,101

1. Net of mortgage syndications

(e) Other investments

As at	March 31, 2022	December 31, 2021
Collateralized loans, net of allowance for credit loss	\$ 54,240	\$ 58,000
Finance lease receivable, measured at amortized cost	6,020	6,020
Investments, measured at FVTPL	4,608	4,985
Indirect real estate development, measured using equity method:		
Investment in Joint Venture	2,225	2,225
Total Other Investments	\$ 67,093	\$ 71,230

For the three months ended March 31, 2022, collateralized loans in other investments generated interest income of \$1,354 (Q1 2021 – \$1,264) and amortized lender fee income of \$54 (Q1 2021 – \$110). For the three months ended March 31, 2022, the Company recorded non-refundable upfront lender fees of \$100 (Q1 2021 – \$47), which are amortized over the term of the related collateralized loans using the effective interest rate method.

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(In thousands of Canadian dollars)

In October, 2017, the Company entered into a 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, 2021 - \$6,020) is included in other investments. The lease payment began in the third quarter of 2018. Concurrently, the Company entered into a 20-year \$3,300 construction loan on the leased property with the lessee which is included in other loan investments. The loan amortization payment began in the fourth quarter of 2019.

The lease receivable payments are due as follows:	Future minimum lease payments	Present value of minimum lease payments
Less than one year	\$ 125	\$ 121
Between one and five years	\$ 693	\$ 592
More than five years	\$ 12,586	\$ 5,307
	\$ 13,404	\$ 6,020

5. INVESTMENT PROPERTIES

The Saskatchewan Portfolio, which comprises 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.

Jointly Controlled Assets	Location	Property Type	Ownership Interest	
			March 31, 2022	December 31, 2021
Saskatchewan Portfolio	Saskatoon & Regina, SK	Income Properties	20.46%	20.46 %
Balance, beginning of period			\$ 44,063	\$ 47,862
Additions			105	575
Fair value loss on investment properties			—	(4,374)
Balance, end of period			\$ 44,168	\$ 44,063

The investment properties are pledged as security for the credit facility (note 6(b)). Investment properties have been categorized as Level 3 fair value assets 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.

Subsequent to quarter-end, on April 28, 2022, the Company disposed of its interest in the Saskatchewan Portfolio for proceeds approximating carrying value, as stated in the purchase and sale agreement.

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6. CREDIT FACILITIES

As at		March 31, 2022		December 31, 2021
Credit facility (mortgage investments)	\$	516,000	\$	419,999
Unamortized financing costs (mortgage investments)		(1,360)		(820)
		514,640		419,179
Credit facility (investment properties)		30,690		30,690
Unamortized financing costs (investment properties)		(7)		—
		30,683		30,690
Total credit facilities	\$	545,323	\$	449,869

(a) Credit facility (mortgage investments)

As of December 31, 2021, the Company had an aggregate credit limit of \$535,000 and an accordion option of \$100,000 on its credit facility - mortgage investments. On February 10, 2022, the Company entered into an amendment to its existing revolving credit facility ("Eighth Amending Credit Agreement") in order to, among other things, extend the maturity date to February 10, 2024 and increase the aggregate credit limit to \$575,000, with an accordion option of \$60,000. As of March 31, 2021, the Company has not exercised the option to increase the limit. General terms of the credit facility remain unchanged. The facility is secured by a general security agreement over the Company's assets and its subsidiaries.

The interest rates and fees of the Eighth Amending Credit Agreement are either at the prime rate of interest plus 1.00% per annum (December 31, 2021 - prime rate of interest plus 1.00% per annum) or bankers' acceptances with a stamping fee of 2.00% (December 31, 2021 - 2.00%) and standby fee of 0.40% per annum (December 31, 2021 - 0.40%) on the unutilized credit facility balance. As at March 31, 2022, the Company's qualified credit facility limit, which is subject to a borrowing base as defined in the Seventh Amending Credit Agreement is \$599,633. Borrowing within the credit facility however, is limited to the maximum capacity of \$575,000.

During the three months ended March 31, 2022, the Company incurred financing costs of \$742 (Q1 2021 – \$28). The financing costs are netted against the outstanding balance of the credit facility and are amortized over the term of the credit facility agreement.

Interest on the credit facility is recorded in financing costs and calculated using the effective interest rate method. For Q1 2022, included in financing costs on credit facilities is interest on the credit facility of \$3,161 (Q1 2021 – \$2,647), and financing costs amortization of \$204 (Q1 2021 – \$142). Also included in Q1 2021 is a realized loss on an interest rate swap contract of \$886 which matured in December 2021.

(b) Credit facility (investment properties)

Concurrently with the Saskatchewan Portfolio acquisition, the Company and the co-owners originally entered into a credit facility agreement with a Schedule 1 Bank. Under the terms of the agreement, the co-ownership had 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.

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(In thousands of Canadian dollars)

On October 9, 2019, the credit facility agreement was further amended (the "Amended and Restated Credit Agreement") to establish Tranche A, Tranche B and Tranche C credit facilities (the "Credit Facilities"). Under the amended terms, the maximum available credit is \$150,000. As at March 31, 2022, the co-owners had borrowed \$150,000 from the Credit Facilities. The Company's share of the outstanding amount is \$30,690. The Amended and Restated Credit Agreement was extended on October 8, 2021 to mature on January 10, 2022. During Q1 2022, it was extended until May 11, 2022, however, subsequent to March 31, 2022 and prior to maturity the whole facility was assumed by a third party, the purchaser of the Saskatchewan Portfolio (Note 21) and the Company no longer has any obligations associated with the Credit Facilities. As at March 31, 2022, under the Amended and Restated Credit Agreement, the Credit Facilities (Investment Properties) consist of the following:

- 1) Tranche A credit facility provides the co-owners an option to borrow at either the prime rate of interest plus 1.00% or at bankers' acceptances with a stamping fee of 2.00% ("Canadian Dollar Loans"), or at LIBOR plus 2.00%. The credit facility is secured by a first charge on specific assets with a gross carrying value of \$31,662. The Company's share of Tranche A is \$6,477.
- 2) Tranche B credit facility comprises of a commercial mortgage loan for certain properties defined as Tranche B properties (the "Tranche B Properties") in the Amended and Restated Credit Agreement. The facility provides the co-owners an option to borrow at either the prime rate of interest plus 1.00% or at bankers' acceptances with a stamping fee of 2.00% ("Canadian Dollar Loans"), or at LIBOR plus 2.00%. The Tranche B credit facility is secured by a first charge on the Tranche B Properties with a gross carrying value of \$39,690. The Company's share of Tranche B is \$8,120.
- 3) Tranche C credit facility comprises of a commercial mortgage loan for certain properties defined as Tranche C properties (the "Tranche C Properties") in the Amended and Restated Credit Agreement. The facility provides the co-owners an option to borrow at either the prime rate of interest plus 1.00% or at bankers' acceptances with a stamping fee of 2.00% ("Canadian Dollar Loans"), or at LIBOR plus 2.00%. The Tranche C credit facility is secured by a first charge on the Tranche C Properties with a gross carrying value of \$78,648. The Company's share of Tranche C is \$16,091.

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.

Interest on the credit facility (investment properties) is recorded in financing costs using the effective interest rate method. For Q1 2022, included in financing costs is interest on the credit facility of \$184 (Q1 2021 – \$216) and financing costs amortization of \$11 (Q1 2021 – \$12).

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 year 2022 and 2024. Rental revenue from operating leases for the three months ended March 31, 2022 was \$787 (Q1 2021 – \$740).

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(In thousands of Canadian dollars)

8. CONVERTIBLE DEBENTURES

As at March 31, 2022, and March 31, 2021, the Company's obligations under the convertible unsecured debentures are as follows:

Series	Interest Rate	Date of Maturity	Interest Payment Date	Conversion Price (/share)	Equity Component	Three months ended March 31,	
						2022	2021
February 2017 Debentures	5.45 %	March 31, 2022	March 31 and September 30	\$ 10.05	\$ 607	\$ —	\$ 46,000
June 2017 Debentures	5.30 %	June 30, 2024	June 30 and December 31	11.10	560	45,000	45,000
July 2021 Debentures	5.25 %	July 31, 2028	January 31 and July 31	11.40	1,107	55,000	—
December 2021 Debentures	5.00 %	December 31, 2028	June 30 and December 31	11.40	1,405	46,000	—
Unsecured Debentures, principal						146,000	91,000
Unamortized financing cost and amount allocated to equity component						(7,899)	(1,807)
Debentures, end of period						138,101	89,193

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:

	Three months ended March 31,	
	2022	2021
Interest on the convertible debentures	\$ 1,908	\$ 1,223
Amortization of issue costs and accretion of the convertible debentures	365	231
Total	\$ 2,273	\$ 1,454

- (a) On February 7, 2017, the Company completed a public offering of \$40,000, plus an overallotment option of \$6,000, of 5.45% convertible unsecured subordinated debentures for net proceeds of \$43,663 (the "February 2017 Debentures"). The discount on the debentures is being accreted such that the liability at maturity will equal the face value of \$46,000. The issue costs of \$2,240 were proportionately allocated to the liability and equity components.

On July 23, 2021 the February 2017 Debentures were redeemed at par, plus accrued and unpaid interest. The aggregate principal amount of the February 2017 Debentures outstanding was \$46,000 on redemption date. The Company drew \$40,000 from its credit facility and used cash on hand to fund the redemption and associated interest.

Notes to the Interim Condensed Consolidated Financial Statements

(In thousands of Canadian dollars)

- (b) On June 13, 2017, the Company completed a public offering of \$40,000, plus an over-allotment option of \$5,000 on June 27, 2017, of 5.30% convertible unsecured subordinated debentures for net proceeds of \$42,774 (the “June 2017 Debentures”). The June 2017 Debentures were redeemable on and after June 30, 2020, but prior to June 30, 2022. The June 2017 Debentures will be redeemable, in whole or in part, from time to time at the Company’s sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days’ and not less than 30 days’ prior written notice, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On or after June 30, 2022 and prior to the maturity date, the June 2017 Debentures will be redeemable, in whole or in part, from time to time at the Company’s sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days’ and not less than 30 days’ prior written notice.

The issue costs of \$2,226 were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

- (c) On July 8, 2021 the Company completed a public offering of \$50,000, plus an over-allotment option of \$5,000 on July 15, 2021, of 5.25% convertible unsecured subordinated debentures for net proceeds of \$52,140 (the “July 2021 Debentures”). The July 2021 Debentures are redeemable on or after July 31, 2024 and prior to July 31, 2026. The July 2021 Debentures may be redeemed, in whole or in part, from time to time at the Company’s sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days’ and not less than 30 days’ prior written notice, provided that the volume weighted average trading price of the common shares on the TSX during the 20 consecutive trading days ending on the fifth trading day preceding the date on which the notice of the redemption is given is not less than 125% of the conversion price. On and after July 31, 2026 and prior to the maturity date, the July 2021 Debentures will be redeemable, in whole or in part, from time to time at the Company’s sole option at a price equal to the principal amount thereof, plus accrued and unpaid interest up to, but excluding, the date of redemption, on not more than 60 days’ and not less than 30 days’ prior written notice.

The issue costs of \$2,860 were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

- (d) On December 3, 2021 the Company completed a public offering of \$40,000 plus an over-allotment option of \$6,000 on December 10, 2021, of 5.00% convertible unsecured subordinated debentures for net proceeds of \$43,765 (the “December 2021 Debentures”).

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

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The issue costs of \$2,235 were proportionately allocated to the liability and equity components. The issue costs allocated to the liability component are amortized over the term of the debentures using the effective interest rate method.

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.

On June 10, 2021, the Company filed a 25-month period base shelf prospectus in all provinces and territories of Canada which allows the Company to offer and issue common shares, debt securities, subscription receipts, warrants, and units (collectively, the "Securities") from time to time up to an aggregate offering price of \$500,000.

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

	Three months ended March 31,	
	2022	2021
Balance, beginning of period	82,219,602	80,887,433
Issuance of common shares	1,248,200	—
Common shares issued under dividend reinvestment plan	133,453	137,850
Common shares repurchased for dividend reinvestment plan	—	(47,808)
Balance, end of period	83,601,255	80,977,475

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

The Company announced on June 18, 2021 that it has established an ATM Program which allows the Company to issue common shares from treasury having an aggregate gross sales amount of up to \$90,000 to the public from time to time, at the Company's discretion. Sales of the common shares under the equity distribution agreement are made through "at-the-market distributions" as defined in National Instrument 44-102 - Shelf Distributions, including sales made directly on the Toronto Stock Exchange (the "TSX"). The common shares distributed under the ATM Program are at the market prices prevailing at the time of sale, and therefore prices vary between purchasers and over time.

For the three months ended March 31, 2022, the Company issued 1,248,200 of common shares for gross proceeds of \$11,915 at an average price of \$9.55 per common share and paid \$198 in commissions to the agent, pursuant to the equity distribution agreement.

(b) Dividend reinvestment plan ("DRIP")

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

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For the three months ended March 31, 2022, nil common shares were purchased on the open market. Comparatively, in Q1 2021, 47,808 shares were purchased for \$416 at an average price \$8.69 per common share. Additionally, the Company issued 133,453 common shares from treasury (Q1 2021 – 90,042) and retained \$1,251 in dividends (Q1 2021 – \$782), at an average price of \$9.38 (Q1 2021 – \$8.69) per common share.

(c) Dividends to holders of common shares

The Company intends to pay dividends to holders of common shares monthly within 15 days following the end of each month. For the three months ended March 31, 2022, the Company declared dividends of \$14,268, or \$0.17 per common share (Q1 2021 – \$13,961, \$0.17 per common share).

As at March 31, 2022, \$4,752 in aggregate dividends (December 31, 2021 – \$4,726) was payable to the holders of common shares by the Company. Subsequent to March 31, 2022, the Board of Directors of the Company declared dividends of \$0.0575 per common share to be paid on April 14, 2022 to the common shareholders of record on March 31, 2022.

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

On April 13, 2021, the Company announced that the TSX approved the Company's normal course issuer bid (the "NCIB") to repurchase for cancellation up to 8,030,909 common shares over a 12-month period. Repurchases under the NCIB commenced on April 15, 2021 and continued until April 14, 2022, when the bid expired. Year-to-date 2022 the Company did not purchase shares under this plan.

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

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

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

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

For the three months ended March 31, 2022, 9,440 units were issued (Q1 2021 – 9,361) and as at March 31, 2022, 154,790 units were outstanding (December 31, 2021 – 145,350). DSU expense for the three months ended March 31, 2022 is \$115 (Q1 2021 – \$83). As at March 31, 2022, \$115 (December 31, 2021 – \$101) in compensation was granted in DSUs, which will be issued subsequent to March 31, 2022.

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(In thousands of Canadian dollars)

11. MANAGEMENT, SERVICING AND ARRANGEMENT FEES

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

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

For the three months ended March 31, 2022, the Company incurred management fees plus applicable taxes of \$2,941 (Q1 2021 – \$2,891) and servicing fees including applicable taxes of \$150 (Q1 2021 – \$192). During Q1 2022, Arrangement Fees of \$423 paid by borrower were retained by the Manager (Q1 2021 – \$311).

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 period.

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.

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(In thousands of Canadian dollars)

The following table shows the computation of per share amounts:

	Three months ended March 31,	
	2022	2021
Total net income and comprehensive income (basic)	\$ 12,882	\$ 14,991
Interest expense on convertible debentures	—	1,454
Total net income and comprehensive income (diluted)	\$ 12,882	\$ 16,445
Weighted average number of common shares (basic)	82,583,223	80,918,484
Effect of conversion of convertible debentures	—	8,631,168
Weighted average number of common shares (diluted)	82,583,223	89,549,652
Earnings per share – basic	\$ 0.16	\$ 0.19
Earnings per share – diluted	\$ 0.16	\$ 0.18

13. CHANGE IN NON-CASH OPERATING ITEMS

	Three months ended March 31,	
	2022	2021
Change in non-cash operating items:		
Other assets	\$ (3,090)	\$ (1,756)
Accounts payable and accrued expenses	(66)	64
Due to Manager	(207)	(63)
Prepaid mortgage and other loans interest	1,366	1,382
Mortgage and other loans funding holdbacks	434	308
	\$ (1,563)	\$ (65)

14. CASH FLOWS ARISING FROM FINANCING ACTIVITIES

Debentures	Three months ended March 31,	
	2022	2021
Balance, beginning of period	\$ 137,736	\$ 88,962
Non-cash activity - amortization of issue costs and accretion expense	365	231
Balance, end of period	\$ 138,101	\$ 89,193

Credit Facilities	Three months ended March 31,	
	2022	2021
Balance, beginning of period	\$ 449,869	\$ 488,955
Deferred financing cost ¹	(759)	(32)
Net credit facility (repayments) advances – mortgage investments	96,000	(7,696)
Total financing cash flow activities	95,241	(7,728)
Non-cash activity - amortization of financing costs	213	154
Balance, end of period	\$ 545,323	\$ 481,381

¹ Deferred financing cost is included in interest paid section in the interim condensed consolidated statement of cash flow

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15. RELATED PARTY TRANSACTIONS

- (a) As at March 31, 2022, due to Manager mainly includes management and servicing fees payable of \$1,170 (December 31, 2021 – \$1,377).
- (b) During Q1 2022, Arrangement Fees of \$423 paid by borrower were retained by the Manager (Q1 2021 – \$311).
- (c) As at March 31, 2022, included in other assets is \$6,532 (December 31, 2021 – \$4,219) of cash held in trust by Timbercreek Mortgage Servicing Inc. ("TMSI"), the Company's mortgage servicing and administration provider, a company controlled by the Manager. The balance relates to mortgage and other loan funding holdbacks, repayments and prepaid mortgage interest received from various borrowers.
- (d) As at March 31, 2022, the Company has the following mortgage investments which a director or directors of the Company are also officers and part-owners of a syndication partner of these mortgages.
- A mortgage investment with a total gross commitment of \$11,611 (December 31, 2021 – \$11,611). The Company's share of the commitment is \$931 (December 31, 2021 – \$931). For the three months ended March 31, 2022, the Company has recognized net interest income of \$26 (December 31, 2021 – \$104) from this mortgage investment during the period.
 - A mortgage investment with a total gross commitment of \$45,715 (December 31, 2021 – \$45,715). The Company's share of the commitment is \$4,153 (December 31, 2021 – \$4,153). For the three months ended March 31, 2022, the Company has recognized net interest income of \$74 (December 31, 2021 – \$263) from this mortgage investment during the period.
- (e) As at March 31, 2022, the Company and Timbercreek Real Estate Finance U.S. Holding LP are related parties as they are managed by the Manager, and they have co-invested in 2 mortgages (December 31, 2021 – 2) totaling \$32,734 (December 31, 2021 – \$33,211). The Company's share in these mortgage investments is \$9,695 (December 31, 2021 – \$9,837).
- (f) As at March 31, 2022, the Company is invested in junior debentures of Timbercreek Real Estate Finance Ireland Fund 1 ("TREF Ireland 1") Private Debt Designated Activity Company totaling \$4,609 or €3,328 (December 31, 2021 – \$4,985 or €3,465), which is included in loan investments within other investments. TREF Ireland 1 is managed by a wholly-owned subsidiary of the Manager.

16. 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, convertible debentures and the credit facilities.

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 March 31, 2022, the Company was in compliance with its investment restrictions.

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(In thousands of Canadian dollars)

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.

17. 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 March 31, 2022, \$1,230,043 of net mortgage investments and \$11,500 of other investments bear interest at variable rates (December 31, 2021 – \$1,104,838 and \$15,626, respectively). Net mortgage investments totaling \$1,146,489 have a "floor rate" (December 31, 2021 – \$1,048,039).

If there were a decrease or increase of 0.50% in interest rates, with all other variables constant, the impact from variable rate mortgage investments and other investments to net income and comprehensive income for the next 12 months would be a decrease in net income of \$2,210 (December 31, 2021 – \$46) or an increase in net income of \$4,626 (December 31, 2021 – \$3,851). The Company manages its sensitivity to interest rate fluctuations by managing the fixed/floating ratio and its use of floor rates in its investment portfolio.

The Company is also exposed to interest rate risk on the credit facilities, which have a balance of \$546,690 as at March 31, 2022 (December 31, 2021 – \$450,689). As at March 31, 2022, net exposure to interest rate risk was \$546,690 (December 31, 2021 – \$450,689), and assuming it was outstanding for the entire period, a 0.50% decrease or increase in interest rates, with all other variables constant, will decrease or increase net income and comprehensive income for the next 12 months by \$2,733 (December 31, 2021 – \$2,253).

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

(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 and credit facility investment properties that are denominated in a currency other than the Canadian dollar. The Company uses foreign currency forwards and swaps to approximately economically hedge the principal balance of future earnings and cash flows caused by movements in foreign exchange rates. Under the terms of the foreign currency forward and swap contracts, the Company buys or sells a currency against another currency at a set price on a future date.

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As at March 31, 2022, the Company has US\$7,102 and €3,328 in other investments denominated in foreign currencies (December 31, 2021 – US\$7,102 and €3,465 in other investments). The Company has entered into a series of foreign currency contracts to reduce its exposure to foreign currency risk. As at March 31, 2022, the Company has one U.S. dollar currency forward contracts with an aggregate notional value of US\$7,000, at a forward contract rate of 1.2710, maturing in July 2022. The Company also has one Euro currency contract with an aggregate notional value of €3,500 at contract rate of 1.4624, maturing in April 2022.

The fair value of the foreign currency forward contracts as at March 31, 2022 is an asset of \$438 which is included in other assets. The valuation of the foreign currency forward and swap 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 and other investments are approved by the Investment Committee before funding; and
- iii. actively monitoring the mortgage and other investments and initiating recovery procedures, in a timely manner, where required.

The exposure to credit risk at March 31, 2022 relating to net mortgages and other investments amount to \$1,357,128 (December 31, 2021 – \$1,248,303).

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

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

(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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(In thousands of Canadian dollars)

The following are the contractual maturities of financial liabilities, excluding mortgage syndication liabilities as at March 31, 2022, including expected interest payments:

March 31, 2022	Carrying value	Contractual cash flow	Within a year	Following year	3–5 years	5 + Years
Accounts payable and accrued expenses	\$ 4,874	\$ 4,874	\$ 4,874	\$ —	\$ —	\$ —
Dividends payable	4,752	4,752	4,752	—	—	—
Due to Manager	1,170	1,170	1,170	—	—	—
Mortgage and other loans funding holdbacks	692	692	692	—	—	—
Prepaid mortgage and other loans interest	5,327	5,327	5,327	—	—	—
Credit facility (mortgage investments) ¹	514,640	546,807	16,512	530,295	—	—
Credit facility (investment properties) ²	30,683	30,779	30,779	—	—	—
Convertible debentures ³	138,101	185,180	7,573	7,573	61,159	108,875
	\$ 700,239	\$ 779,581	\$ 71,679	\$ 537,868	\$ 61,159	\$ 108,875
Unadvanced mortgage commitments ⁴	—	406,006	406,006	—	—	—
Total contractual liabilities, excluding mortgage syndication liabilities⁵	\$ 700,239	\$ 1,185,587	\$ 477,685	\$ 537,868	\$ 61,159	\$ 108,875

¹ Credit facility (mortgage investments) includes interest based upon March 2022 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on May 10, 2023.

² Credit facility (investment properties) includes interest based upon March 2022 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until April 28, 2022.

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

⁴ Unadvanced mortgage commitments include syndication commitments of which \$235,812 belongs to the Company's syndicated partners.

⁵ The principal repayments of \$476,255 mortgage syndication liabilities by contractual maturity date are shown net with mortgage investments in Note 4(b).

As at March 31, 2022, the Company had a cash position of \$3,943 (December 31, 2021 – \$6,344), an unutilized credit facility (mortgage investments) balance of \$59,000 (December 31, 2021 – \$115,001). Management believes it will be able to finance its operations using the cash flow generated from operations, investing activities and the credit facilities.

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(In thousands of Canadian dollars)

18. FAIR VALUE MEASUREMENTS

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

As at March 31, 2022	Note	Carrying value		Fair value
		Amortized cost	Fair value through profit or loss	
Assets measured at fair value				
Investment properties	5	\$ —	\$ 44,168	\$ 44,168
Financial assets				
Cash and cash equivalents		3,943	—	3,943
Other assets		16,018	438	16,456
Mortgage investments, including mortgage syndications		1,685,376	53,974	1,739,350
Other investments	4(e)	60,260	4,608	64,868
Financial liabilities				
Accounts payable and accrued expenses		3,405	1,469	4,874
Dividends payable		4,752	—	4,752
Due to Manager		1,170	—	1,170
Mortgage funding holdbacks		692	—	692
Prepaid mortgage interest		5,327	—	5,327
Derivative liability (interest rate swap contract)		—	—	—
Credit facility (mortgage investments)		514,640	—	516,000
Credit facility (investment properties)		30,683	—	30,690
Convertible debentures		138,101	—	148,753
Mortgage syndication liabilities		475,502	—	475,502

As at December 31, 2021	Note	Carrying value		Fair value
		Amortized cost	Fair value through profit or loss	
Assets measured at fair value				
Investment properties	5	\$ —	\$ 44,063	\$ 44,063
Financial assets				
Cash and cash equivalents		6,344	—	6,344
Other assets		6,075	—	6,075
Mortgage investments, including mortgage syndications		1,549,665	53,974	1,603,639
Other investments	4(e)	64,020	4,985	69,005
Financial liabilities				
Accounts payable and accrued expenses		3,682	1,443	5,125
Dividends payable		4,726	—	4,726
Due to Manager		1,377	—	1,377
Mortgage funding holdbacks		258	—	258
Prepaid mortgage interest		3,961	—	3,961
Derivative liability (interest rate swap contract)		—	—	—
Credit facility (mortgage investments)		419,179	—	419,999
Credit facility (investment properties)		30,690	—	30,690
Convertible debentures		137,736	—	147,672
Mortgage syndication liabilities		444,429	—	444,429

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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.

(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 facilities approximate their carrying amounts due to their short-term maturities or bear interest at variable rates.

The fair value of the Contract is calculated as the present value of the estimated future cash flows discounted at interest rates and an applicable yield curve with similar risk characteristics for the duration of the contract. Estimates of the future cash flows are the sum of contractually fixed future amounts and expected variable future amounts, which are based on quoted swap rates, futures prices and estimated borrowing rates.

(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 year ended March 31, 2022.

19. COMPENSATION OF KEY MANAGEMENT PERSONNEL

During Q1 2022, the compensation expense of the members of the Board of Directors amounts to \$115 (Q1 2021 – \$83), 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).

20. COMMITMENTS AND CONTINGENCIES

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

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

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21. SUBSEQUENT EVENTS

On April 28, 2022 the Company sold its entire interest in the Saskatchewan Portfolio for proceeds approximating carrying value as at March 31, 2022. In conjunction with the sale, the purchaser assumed the Credit facility (investment properties), of which the Company's share was \$30,690, the Company along with its former partners have guaranteed this debt until October 2022. In connection with the sale, the investment partners, including the Company, issued a vendor take-back mortgage for \$25,000, of which \$5,500 is the Company's share and matures in April 2025.

On April 12, 2022 the Company completed its exchange of interests on two of its FVTPL mortgages. In contemplation of the transaction, it exchanged its mortgage interest in one project for an equity interest in another, as well as converting the remaining FVTPL mortgage investment for an equity interest in the underlying collateral. Post transaction, the Company now holds an equity interest in development lands surrounding Lagoon City, Ontario.