Interim Condensed Consolidated Financial Statements of

TIMBERCREEK FINANCIAL

Three months and six months ended June 30, 2022 and 2021

TIMBERCREEK
FINANCIAL

INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION (Unaudited)

(In thousands of Canadian dollars)

	Note	June 30, 2022	December 31, 2021
ASSETS			
Cash and cash equivalents		$ **2,723**	$ 6,344
Other assets	16(c)	**8,060**	6,788
Mortgage investments, including mortgage syndications	4	**1,841,547**	1,603,639
Other investments	4(e)	**68,159**	71,230
Investment properties	5	—	44,063
Land inventory	6	**29,975**	—
Total assets		$ **1,950,464**	$ 1,732,064
LIABILITIES AND EQUITY			
Accounts payable and accrued expenses		**3,687**	5,125
Dividends payable	10(c)	**4,804**	4,726
Due to Manager	16(a)	**1,258**	1,377
Mortgage and other loans funding holdbacks		**1,585**	258
Prepaid mortgage and other loans interest		**3,776**	3,961
Credit facility (mortgage investments)	7(a)	**490,885**	419,179
Credit facility (investment properties)	7(b)	—	30,690
Convertible debentures	9	**138,466**	137,736
Mortgage syndication liabilities	4(a)(c)	**605,980**	444,429
Total liabilities		**1,250,441**	1,047,481
Shareholders' equity	10	**700,023**	684,583
Total liabilities and equity		$ **1,950,464**	$ 1,732,064
Commitments and contingencies	4, 7 and 21		
Subsequent events	10(c) and 22		

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)

		Three months ended June 30,		Six months ended June 30,	
	Note	2022	2021	2022	2021
Investment income on financial assets measured at amortized cost					
Gross interest and other income, including mortgage syndications		**$ 33,599**	$ 29,348	**$ 62,063**	$ 57,946
Interest and other expenses on mortgage syndications		**(7,797)**	(5,958)	**(13,584)**	(12,117)
Net investment income on financial assets measured at amortized cost	4(b)(e)	**25,802**	23,390	**48,479**	45,829
Fair value gain and other income on financial assets measured at FVTPL	4(a)(e)	**$ 352**	211	**249**	690
Total income on financial assets		**26,154**	23,601	**48,728**	46,519
Income on real estate properties					
Revenue from real estate properties	8	**419**	731	**1,205**	1,471
Property operating costs		**(383)**	(355)	**(787)**	(747)
Net rental income		**36**	376	**418**	724
Fair value loss on real estate properties	5, 6	**(378)**	—	**(378)**	—
Total (loss) income on real estate properties		**(342)**	376	**40**	724
Expenses					
Management fees	12	**3,222**	2,997	**6,163**	5,888
Servicing fees	12	**196**	165	**346**	357
Allowance for credit loss	4(d)	**301**	1,638	**950**	1,938
General and administrative		**431**	377	**932**	889
Total expenses		**4,150**	5,177	**8,391**	9,072
Income from operations		**21,662**	18,800	**40,377**	38,171
Financing costs					
Financing cost on credit facilities	7	**4,749**	4,746	**8,309**	8,649
Financing cost on convertible debentures	9	**2,233**	1,543	**4,506**	2,997
Fair value (gain) on derivative contract		**—**	(974)	**—**	(1,951)
Total financing costs		**6,982**	5,315	**12,815**	9,695
Net income and comprehensive income		**$ 14,680**	$ 13,485	**$ 27,562**	$ 28,476
Earnings per share					
Basic	13	**$ 0.17**	$ 0.17	**$ 0.33**	$ 0.35
Diluted	13	**$ 0.17**	$ 0.17	**$ 0.33**	$ 0.35

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)

Six months ended June 30, 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	14,075	—	—	14,075
Dividends declared to shareholders	—	(28,750)	—	(28,750)
Issuance of common shares under dividend reinvestment plan	2,553	—	—	2,553
Total net income and comprehensive income	—	27,562	—	27,562
Balance, June 30, 2022	$ 740,005	$ (44,432)	$ 4,450	$ 700,023

Six months ended June 30, 2021	Common shares	Deficiency	Equity component of convertible debentures	Total
Balance, December 31, 2020	$ 711,521	$ (28,409)	$ 1,938	$ 685,050
Issuance of common shares, net of issue costs	142	—	—	142
Dividends declared to shareholders	—	(27,945)	—	(27,945)
Issuance of common shares under dividend reinvestment plan	2,371	—	—	2,371
Repurchase of common shares for dividend reinvestment plan	(416)	—	—	(416)
Total net income and comprehensive income	—	28,476	—	28,476
Balance, June 30, 2021	$ 713,618	$ (27,878)	$ 1,938	$ 687,678

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 June 30, 2022	Three months ended June 30, 2021	Six months ended June 30, 2022	Six months ended June 30, 2021
OPERATING ACTIVITIES					
Net income		$ **14,680**	$ 13,485	$ **27,562**	$ 28,476
Amortization of lender fees		**(2,355)**	(2,361)	**(4,645)**	(4,443)
Lender fees received		**2,536**	2,476	**5,111**	4,603
Interest and other income, net of syndications		**(23,922)**	(21,633)	**(44,856)**	(42,585)
Interest and other income received, net of syndications		**16,786**	22,444	**36,387**	42,932
Financing costs		**6,982**	6,289	**12,815**	11,646
Fair value loss and other income on financial assets measured at FVTPL		**122**	1,100	**754**	1,216
Fair value (gain) loss on derivative contract		**—**	(974)	**—**	(1,951)
Net realized and unrealized foreign exchange loss (gain)		**162**	(260)	**(212)**	(238)
Fair value loss on real estate properties		**363**	—	**363**	—
Allowance for expected credit loss		**300**	1,638	**949**	1,938
Net change in non-cash operating items	14	**1,074**	(931)	**(489)**	(996)
		16,728	21,273	**33,739**	40,598
FINANCING ACTIVITIES					
Net credit facility (repayments) draws – mortgage investments		**(24,000)**	18,384	**72,000**	10,688
Net proceeds from issuance of common shares		**7,043**	—	**14,303**	—
Interest and financing costs paid		**(7,061)**	(6,903)	**(12,981)**	(11,941)
Dividends paid to shareholders		**(13,129)**	(12,804)	**(26,119)**	(25,562)
Repurchase of common shares		**—**	—	**—**	(416)
		(37,147)	(1,323)	**47,203**	(27,231)
INVESTING ACTIVITIES					
Net proceeds from (additions to) investment properties		**7,615**	(120)	**7,510**	(197)
Net proceeds on maturity of forward contracts		**—**	626	**—**	626
Funding of other investments		**(5,827)**	(18,651)	**(6,406)**	(39,162)
Proceeds from other investments		**6,417**	10,330	**10,555**	34,310
Funding of mortgage investments, net of syndications		**(202,388)**	(96,286)	**(496,546)**	(253,841)
Discharges of mortgage investments, net of syndications		**213,702**	83,951	**400,480**	244,951
		19,519	(20,150)	**(84,407)**	(13,313)
(Decrease) increase in cash and cash equivalents		**(900)**	(200)	**(3,465)**	54
Net foreign exchange loss on cash accounts		**(320)**	(72)	**(156)**	(75)
Cash and cash equivalents, beginning of period		**3,943**	679	**6,344**	428
Cash and cash equivalents, end of period		$ **2,723**	$ 407	$ **2,723**	$ 407

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 August 10, 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. Additionally, land inventory is measured at the lower of cost and net realizable value.

(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.

The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Company operates. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks. Global financial markets continued to be volatile during 2022, in part due to Russia's military invasion of Ukraine and the related sanctions and economic fallout. The COVID-19 pandemic has continued to result in uncertainty in global financial markets and the economic environment in which the Company operates. The duration and impact of the COVID-19 pandemic continues to be unknown at this time, as is the efficacy of the associated fiscal and monetary interventions by governments and central banks. As a result of the continuously evolving circumstances surrounding COVID-19 and other geopolitical events, 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, the current geopolitical landscape and the impact these 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;
Note 6 – Land inventory; and
Note 19 – Fair value measurements.

Measurement of expected credit loss

The determination of the allowance for credit losses takes into account different factors and varies by nature of investment. These judgments include changes in circumstances that may cause future assessments of credit risk to be materially different from current assessments, which would require an increase or decrease in the allowance of credit loss. 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, except for those noted below:

Land inventory

Land inventory are lots of land that will be sold by the Company and are recorded at the lower of cost and estimated net realizable value. Impairment is reviewed at each reporting date, with any losses recognized in net income when the carrying value of the inventory exceeds its net realizable value. The net realizable value is defined as the entity-specific future selling price in the ordinary course of business less estimated costs of completion, if any, and selling costs.

(In thousands of Canadian dollars)

4. MORTGAGE AND OTHER INVESTMENTS, INCLUDING MORTGAGE SYNDICATIONS

(a) Mortgage investments

As at June 30, 2022	Note		Mortgages, including mortgage syndications		Mortgage syndication liabilities		Net Mortgage Investments
Mortgage investments, including mortgage syndications - at amortized cost	4(b)(c)	$	**1,819,917**	$	**(605,755)**	$	**1,214,162**
Interest receivable			**12,573**		**(2,637)**		**9,936**
			1,832,490		**(608,392)**		**1,224,098**
Unamortized lender fees			**(10,942)**		**2,412**		**(8,530)**
Allowance for expected credit loss	4(d)		**(4,001)**		**—**		**(4,001)**
Mortgage investments at amortized cost			**1,817,547**		**(605,980)**		**1,211,567**
Mortgage investments at FVTPL			**20,856**		**—**		**20,856**
Interest receivable			**3,144**		**—**		**3,144**
Mortgage investments at FVTPL			**24,000**		**—**		**24,000**
Mortgage investments, including mortgage syndications		$	**1,841,547**	$	**(605,980)**	$	**1,235,567**
Unadvanced Mortgage commitments		$	**351,825**	$	**194,809**	$	**157,016**

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.

(In thousands of Canadian dollars)

During the three month period ended June 30, 2022, the Company took title on the underlying properties of one of its FVTPL mortgage loans in exchange for discharging two of its mortgage investments at FVTPL. On acquisition of the properties the Company classified the then fair value of $29,975 of the property to land inventory. The Company intends on executing a sales strategy for the lands and disposing of the lands opportunistically.

As it relates to the mortgages classified at FVTPL, in Q2 and YTD 2022 the Company recorded a $221 and $877 (Q2 2021 – $714; YTD 2021 – $914) 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 three months and six months ended June 30, 2022 and year ended December 31, 2021 are as follows:

Mortgage investments, measured at FVTPL		Three Months Ended June 30, 2022		Six Months Ended June 30, 2022		Year ended December 31, 2021
Balance, beginning of period	$	**51,052**	$	**51,474**	$	60,716
Funding		**—**		**234**		4,342
Transfer to land inventory		**(29,975)**		**(29,975)**		—
Fair value loss		**(221)**		**(877)**		(13,584)
Balance, end of period	$	**20,856**	$	**20,856**	$	51,474

(b) Net mortgage investments

As at		June 30, 2022		December 31, 2021
Interest in first mortgages	**92.5 % $**	**1,141,849**	93.2 % $	1,080,376
Interest in second and third mortgages	**7.5 %**	**93,169**	6.8 %	79,258
	100.0 % $	**1,235,018**	100.0 % $	1,159,634

The mortgage investments are secured by real property and will mature between the remainder of 2022 and 2025. During Q2 2022 and YTD 2022, the Company generated net interest income and other income on net mortgage investments, excluding lender fee income of $22,579 and $42,158 (Q2 2021 – $20,235 and YTD 2021 – $39,906).

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.

During Q2 2022 and YTD 2022, the Company recognized lender fee income on net mortgage investments, net of fees relating to mortgage syndication liabilities of $2,223 and $4,459 (Q2 2021 - $2,267; YTD 2021 – $4,239). During Q2 2022 and YTD 2022, the Company recorded non-refundable upfront lender fees on net mortgage investments, net of fees relating to mortgage syndication liabilities, of $2,024 and $4,383 (Q2 2021 – $2,044; YTD 2021 – $4,558), which are amortized to interest income over the term of the related mortgage investments using the effective interest rate method.

(In thousands of Canadian dollars)

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

As at		June 30, 2022
2022	$	**372,058**
2023		**478,814**
2024		**374,333**
2025		**9,813**
Total	$	**1,235,018**

(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 19).

(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 $4,818 as at June 30, 2022 (December 31, 2021 - $3,868), of which $4,001 (December 31, 2021 – $2,970) was recorded against mortgage investments and $817 (December 31, 2021 – $898) was recorded against other investments.

(In thousands of Canadian dollars)

	As at June 30, 2022				As at December 31, 2021			
Multi-Residential Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Mortgages, including mortgage syndications[1]	**$1,223,266**	**$ —**	**$ —**	**$1,223,266**	$980,245	$ —	$ —	$980,245
Mortgage syndication liabilities[1]	**489,380**	**—**	**—**	**489,380**	283,528	—	—	283,528
Net mortgage investments	**733,886**	**—**	**—**	**733,886**	696,717	—	—	696,717
Allowance for credit losses[2]	**1,226**	**—**	**—**	**1,226**	882	—	—	882
	732,660	**—**	**—**	**732,660**	695,835	—	—	695,835
Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Mortgages, including mortgage syndications[1]	**576,457**	**8,399**	**24,368**	**609,224**	549,078	8,404	25,418	582,900
Mortgage syndication liabilities[1]	**119,012**	**—**	**—**	**119,012**	163,133	—	—	163,133
Net mortgage investments	**457,445**	**8,399**	**24,368**	**490,212**	385,945	8,404	25,418	419,767
Allowance for credit losses[2]	**319**	**48**	**2,408**	**2,775**	283	52	1,753	2,088
	457,126	**8,351**	**21,960**	**487,437**	385,662	8,352	23,665	417,679
Other Loan Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Other loans, including mortgage syndications[1]	**56,414**	**—**	**—**	**56,414**	58,999	—	—	58,999
Other loans syndication liabilities[1]	**—**	**—**	**—**	**—**	—	—	—	—
Net other loans investments	**56,414**	**—**	**—**	**56,414**	58,999	—	—	58,999
Allowance for credit losses[2]	**817**	**—**	**—**	**817**	898	—	—	898
	$ 55,597	**$ —**	**$ —**	**$ 55,597**	$ 58,101	$ —	$ —	$ 58,101

[1]Including interest receivable
[2]Allowance for credit losses in finance lease receivable (note 4(e)) and unadvanced commitments (note 4) 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:

	Six Months Ended June 30, 2022				Six Months Ended June 30, 2021			
Multi-Residential Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of period	**$ 882**	**$ —**	**$ —**	**$ 882**	$ 977	$ 93	$ 1,443	$ 2,513
Allowance for credit losses:								
Remeasurement	**10**	**—**	**—**	**10**	28	3	38	69
Transfer to/(from)								
Stage 1	**—**	**—**	**—**	**—**	—	—	—	—
Stage 2	**—**	**—**	**—**	**—**	—	—	—	—
Stage 3	**—**	**—**	**—**	**—**	—	—	—	—
Total allowance for credit losses	**892**	**—**	**—**	**892**	1,005	96	1,481	2,582
Fundings	**525**	**—**	**—**	**525**	192	—	—	192
Discharges	**(191)**	**—**	**—**	**(191)**	(47)	—	—	(47)
Balance, end of period	**1,226**	**—**	**—**	**1,226**	1,150	96	1,481	2,727
Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of period	**283**	**52**	**1,753**	**2,088**	294	—	1,102	1,396
Allowance for credit losses:								
Remeasurement	**8**	**(4)**	**655**	**659**	—	—	147	147
Transfer to/(from)								
Stage 1	**—**	**—**	**—**	**—**	—	—	—	—
Stage 2	**—**	**—**	**—**	**—**	—	—	—	—
Stage 3	**—**	**—**	**—**	**—**	—	—	—	—
Total allowance for credit losses	**291**	**48**	**2,408**	**2,747**	—	—	147	1,543
Fundings	**53**	**—**	**—**	**53**	62	—	—	62
Discharges	**(25)**	**—**	**—**	**(25)**	(60)	—	—	(60)
Balance, end of period	**319**	**48**	**2,408**	**2,775**	296	—	1,249	1,545
Other Loan Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of period	**898**	**—**	**—**	**898**	95	—	1,619	1,714
Allowance for credit losses:								
Remeasurement	**(25)**	**—**	**—**	**(25)**	—	—	(644)	(644)
Transfer to/(from)								
Stage 1	**—**	**—**	**—**	**—**	—	—	—	—
Stage 2	**—**	**—**	**—**	**—**	—	—	—	—
Stage 3	**—**	**—**	**—**	**—**	—	—	—	—
Total allowance for credit losses	**873**	**—**	**—**	**873**	95	—	975	1,070
Fundings	**8**	**—**	**—**	**8**	10	—	—	10
Gross Write-Offs	**—**	**—**	**—**	**—**	—	—	—	—
Recoveries	**—**	**—**	**—**	**—**	—	—	—	—
Discharges	**(64)**	**—**	**—**	**(64)**	(5)	—	—	(5)
Balance, end of period	**$ 817**	**$ —**	**$ —**	**$ 817**	$ 100	$ —	$ 975	$ 1,075

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 June 30, 2022				As at December 31, 2021			
Multi-Residential Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Low risk	**$ 160,881**	**$ —**	**$ —**	**$ 160,881**	$ 140,125	$ —	$ —	$ 140,125
Medium-Low risk	**441,836**	**—**	**—**	**441,836**	474,200	—	—	474,200
Medium-High risk	**126,856**	**—**	**—**	**126,856**	76,608	—	—	76,608
High risk	**4,313**	**—**	**—**	**4,313**	5,784	—	—	5,784
Default	**—**	**—**	**—**	**—**	—	—	—	—
Net Mortgage Investments[1]	**733,886**	**—**	**—**	**733,886**	696,717	—	—	696,717
Allowance for credit losses	**1,226**	**—**	**—**	**1,226**	882	—	—	882
	732,660	**—**	**—**	**732,660**	695,835	—	—	695,835
Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Low risk	**48,753**	**—**	**—**	**48,753**	9,120	—	—	9,120
Medium-Low risk	**372,442**	**—**	**—**	**372,442**	321,997	—	—	321,997
Medium-High risk	**36,250**	**8,399**	**—**	**44,649**	54,828	8,404	—	63,232
High risk	**—**	**—**	**—**	**—**	—	—	—	—
Default	**—**	**—**	**24,368**	**24,368**	—	—	25,418	25,418
Net Mortgage Investments[1]	**457,445**	**8,399**	**24,368**	**490,212**	385,945	8,404	25,418	419,767
Allowance for credit losses	**319**	**48**	**2,408**	**2,775**	283	52	1,753	2,088
	457,126	**8,351**	**21,960**	**487,437**	385,662	8,352	23,665	417,679
Other Loan Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Low risk	**—**	**—**	**—**	**—**	—	—	—	—
Medium-Low risk	**—**	**—**	**—**	**—**	—	—	—	—
Medium-High risk	**—**	**—**	**—**	**—**	—	—	—	—
High risk	**56,414**	**—**	**—**	**56,414**	58,999	—	—	58,999
Default	**—**	**—**	**—**	**—**	—	—	—	—
Net Mortgage Investments[1]	**56,414**	**—**	**—**	**56,414**	58,999	—	—	58,999
Allowance for credit losses	**817**	**—**	**—**	**817**	898	—	—	898
	$ 55,597	**$ —**	**$ —**	**$ 55,597**	$ 58,101	$ —	$ —	$ 58,101

1. Net of mortgage syndications

(e) Other investments

As at	June 30, 2022	December 31, 2021
Collateralized loans, net of allowance for credit loss	**$ 55,517**	$ 58,000
Finance lease receivable, measured at amortized cost	**6,020**	6,020
Investments, measured at FVTPL	**4,396**	4,985
Indirect real estate development, measured using equity method:		
Investment in Joint Venture	**2,225**	2,225
Total Other Investments	**$ 68,158**	$ 71,230

During Q2 2022 and YTD 2022, collateralized loans in other investments generated interest income of $1,344 and $2,698 (Q2 2021 – $1,391; YTD 2021 – $2,655) and amortized lender fee income of $133 and $186 (Q2 2021 – $94; YTD 2021 – $204). During Q2 2022 and YTD 2022, the Company recorded non-refundable upfront cash lender fees of $93 and $193 (Q2 2021 – $273; YTD 2021 – $320), which are amortized over the term of the related collateralized loans using the effective interest rate method.

Notes to the Interim Condensed Consolidated Financial Statements

(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

On April 28, 2022, the Company disposed of its interest in the Saskatchewan Portfolio. The company recognized a loss on disposal of $283, recorded in fair value loss on real estate properties. In connection with the transaction, the Company and its former partner also issued a vendor take-back mortgage to the purchaser, the Company's share of the mortgage is $5.5 million.

The portfolio, comprised of 14 investment properties totaling 1,079 units located in Saskatoon and Regina, Saskatchewan, was 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 was classified as a joint operation and, accordingly, the Company recognized its share of the assets, liabilities, revenue and expenses generated from the assets in proportion to its rights.

			Ownership Interest	
Jointly Controlled Assets	**Location**	**Property Type**	**June 30, 2022**	**December 31, 2021**
Saskatchewan Portfolio	Saskatoon & Regina, SK	Income Properties	**—%**	20.46 %

Balance, beginning of period	**$ 44,063**	$ 47,862
Additions	**105**	575
Dispositions	**(43,885)**	—
Fair value loss on investment properties	**(283)**	(4,374)
Balance, end of period	**$ —**	$ 44,063

The investment properties were pledged as security for the credit facility (note 7(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.

(In thousands of Canadian dollars)

6. LAND INVENTORY

On April 12, 2022 the Company, in exchange for the discharge of certain mortgage investments at FVTPL, obtained title to parcels of land which it intends to sell, on exchange the Company recognized a fair value loss of $95 recorded in fair value loss on real estate properties. As at June 30, 2022, the Company has land inventory of $29,975 (December 31, 2021 – nil), which is recorded at the lower of cost and net realizable value, refer to discussion on the exchange in Note 4c.

7. CREDIT FACILITIES

As at		June 30, 2022		December 31, 2021
Credit facility (mortgage investments)	$	**492,000**	$	419,999
Unamortized financing costs (mortgage investments)		**(1,115)**		(820)
		490,885		419,179
Credit facility (investment properties)		**—**		30,690
Total credit facilities	$	**490,885**	$	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. Subsequent to June 30, 2022, the Company exercised its accordion option by drawing an additional $25,000 off the accordion and increasing the overall limit on the facility to $600,000. 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 June 30, 2022, the Company's qualified credit facility limit, which is subject to a borrowing base as defined in the Eighth Amending Credit Agreement is $597,907, however, borrowing within the credit facility is limited to the maximum capacity of $575,000.

During Q2 2022 and YTD 2022, the Company incurred financing costs of $5 and $747 (Q2 2021 – $1,188; YTD 2021 – $1,216). 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 Q2 2022 and YTD 2022, included in financing costs is interest on the credit facility of $4,426 and $7,587, additionally, prior year figures included a realized loss on the derivative contract (Q2 2021 – $4,038; YTD 2021 – $7,571) and financing costs amortization of $248 and $452 (Q2 2021 – $486; YTD 2021 – $628).

(b) Credit facility (investment properties)

Concurrently with the acquisition of the Saskatchewan Portfolio, 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.

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. On April 28, 2022 the credit facility was amended to the Second Restated Credit Agreement to, among other things, extend the maturity date to October 28, 2022 and then subsequently on June 30, 2022 it was amended again to the First Amendment to the Second Amended and Restated Credit Agreement, which among other things provides for two three-month extension options on the facility. As of April 28, 2022, the co-owners had borrowed $150,000 from the Credit Facilities. The Company's share of the outstanding principal amount was $30,690. On April 28, 2022, in connection to the disposition of the Saskatchewan Portfolio (Note 5), the Company's share of the outstanding principal was assumed by the purchaser, however the Company still remains a borrower and a guarantor on the facility up to its share of the outstanding principal as of the date of disposal. 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. During Q2 2022 and YTD 2022, included in financing costs is interest on the credit facility of $69 and $253 (Q2 2021 – $207; YTD 2021 – $423) and financing costs amortization of $6 and $17 (Q2 2021 – $15; YTD 2021 – $27).

8. 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 2021 and 2023. Rental revenue from operating leases for the three months and six months ended June 30, 2022 was $256 and $1,043 (Q2 2021 – $731; YTD 2021 – $1,471). On April 28, 2022, the Company disposed of its interest in the Saskatchewan Portfolio. Revenue from land inventory for the three months and six months ended was $162 (Q2 2021 – nil; YTD 2021 – nil)

(In thousands of Canadian dollars)

9. CONVERTIBLE DEBENTURES

As at June 30, 2022, and December 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 per share	Equity Component	June 30, 2022	December 31, 2021
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**	55,000
December 2021 Debentures	5.00 %	December 31, 2028	June 30 and December 31	11.40	1,405	**46,000**	46,000
Unsecured Debentures, principal						**146,000**	146,000
Unamortized financing cost and amount allocated to equity component						**(7,534)**	(8,264)
Debentures, end of period						**138,466**	137,736

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 June 30,		Six months ended June 30,	
	2022	2021	2022	2021
Interest on the convertible debentures	**$ 1,868**	$ 1,223	**$ 3,776**	$ 2,446
Amortization of issue costs and accretion of the convertible debentures	**365**	320	**730**	551
Total	**$ 2,233**	$ 1,543	**$ 4,506**	$ 2,997

June 2017 Debentures

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.

July 2021 Debentures

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.

December 2021 Debentures

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.

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.

(In thousands of Canadian dollars)

10. 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:	Six months ended June 30,	
	2022	**2021**
Balance, beginning of period	**82,219,602**	80,887,433
Issuance of common shares	**1,504,200**	15,200
Common shares issued under dividend reinvestment plan	**281,114**	268,158
Common shares repurchased for dividend reinvestment plan	**—**	(47,808)
Balance, end of period	**84,004,916**	81,122,983

(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.

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

During Q2 2022, the Company issued 256,000 of common shares for gross proceeds of $2,407 at an average price of $9.40 per common share and paid $48 in commissions to the agent, pursuant to the equity distribution agreement. During Q2 2021, the Company issued 15,200 of common shares for gross proceeds of $145 at an average price of $9.35 per common share and paid $3 in commissions. For YTD 2022, the Company issued 1,504,200 of common shares for gross proceeds of $14,322 at an average price of 9.52 per common share and paid $246 in commissions to the agent, pursuant to the equity distribution agreement.

(b) Dividend reinvestment plan ("DRIP")

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

During Q2 2022 and YTD 2022, the Company issued from treasury 147,661 and 281,114 common shares (Q2 2021 – 130,308 and YTD 2021 – 220,350) and retained $1,301 and $2,553 in dividends (Q2 2021 – $1,172; YTD 2021 – $1,955). During YTD 2022, common shares were issued from treasury at an average price of $9.08 per common share.

(c) Dividends to holders of common shares

The Company intends to pay dividends to holders of common shares monthly within 15 days following the end of each month. During Q2 2022 and YTD 2022, the Company declared dividends of $14,482 or $0.1725 per common share and $28,750 or $0.3450 per common share (Q2 2021 – $13,984, $0.1725 per share and YTD 2021 – $27,945, $0.3450 per share).

As at June 30, 2022, $4,804 in aggregate dividends (December 31, 2021 – $4,726) were payable to the holders of common shares by the Company. Subsequent to June 30, 2022, the Board of Directors of the Company declared dividends of $0.0575 per common share to be paid on July 15, 2022 to the common shareholders of record on June 30, 2022.

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

On May 24, 2022, the Company announced that the TSX approved the Company's normal course issuer bid (the "NCIB") to repurchase for cancellation up to 8,330,591 common shares over a 12-month period. Repurchases under the NCIB were permitted to commence on May 26, 2022 and continue until May 25, 2023, when the bid will expire. As of June 30, 2022, the Company did not repurchase any common shares under this plan, nor had it made any repurchases under its plan.

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

11. 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.

During Q2 2022 and YTD 2022, 9,262 and 18,702 units were issued (Q2 2021 and YTD 2021 – 9,387 and 18,748 units) and as at June 30, 2022, 129,598 units were outstanding (December 31, 2021 – 145,350 units).

During Q2 2022 and YTD 2022, 34,454 DSUs were exercised (Q2 2021 and YTD 2021 – nil). DSU expense for Q2 2022 and YTD 2022 was $90 and $205 (Q2 2021 and YTD 2021 – $86 and – $169). As at June 30, 2022, $90 (December 31, 2021 – $101) in compensation was granted in DSUs, which will be issued subsequent to June 30, 2022.

12. 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.

During Q2 2022 and YTD 2022, the Company incurred management fees plus applicable taxes of $3,222 and $6,163 (Q2 2021 – $2,997; YTD 2021 – $5,888) and servicing fees including applicable taxes of $196 and $346 (Q2 2021 – $165 ; YTD 2021 – $357). During Q2 2022 and YTD 2022, Arrangement Fees of $130 and $553 paid by borrower were retained by the Manager (Q2 2021 – $806 and YTD 2021 – $1,117).

13. 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.

(In thousands of Canadian dollars)

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

The following table shows the computation of per share amounts:	Three months ended June 30,		Six months ended June 30,	
	2022	**2021**	**2022**	**2021**
Total net income and comprehensive income (basic)	**$ 14,680**	$ 13,485	**$ 27,562**	$ 28,476
Interest expense on convertible debentures	**1,371**	—	**—**	1,386
Total net income and comprehensive income (diluted)	**$ 16,051**	$ 13,485	**$ 27,562**	$ 29,862
Weighted average number of common shares (basic)	**83,911,639**	81,046,462	**83,251,101**	80,982,826
Effect of conversion of convertible debentures	**8,089,142**	—	**—**	4,054,054
Weighted average number of common shares (diluted)	**92,000,781**	81,046,462	**83,251,101**	85,036,880
Earnings per share – basic	**$ 0.17**	$ 0.17	**$ 0.33**	$ 0.35
Earnings per share – diluted	**$ 0.17**	$ 0.17	**$ 0.33**	$ 0.35

14. CHANGE IN NON-CASH OPERATING ITEMS

	Three months ended June 30,		Six months ended June 30,	
Change in non-cash operating items:	**2022**	**2021**	**2022**	**2021**
Other assets	**$ 1,768**	$ 688	**$ (1,322)**	$ (1,068)
Accounts payable and accrued expenses	**(123)**	1,183	**(189)**	1,247
Due to Manager	**88**	(948)	**(119)**	(1,011)
Prepaid mortgage and other loans interest	**(1,551)**	(686)	**(185)**	696
Mortgage and other loans funding holdbacks	**892**	(1,168)	**1,326**	(860)
	$ 1,074	$ (931)	**$ (489)**	$ (996)

15. CASH FLOWS ARISING FROM FINANCING ACTIVITIES

	Six months ended June 30,	
Debentures	**2022**	**2021**
Balance, beginning of period	**$ 137,736**	$ 88,962
Non-cash activity - amortization of issue costs and accretion expense	**730**	551
Balance, end of period	**$ 138,466**	$ 89,513

	Six months ended June 30,	
Credit Facilities	**2022**	**2021**
Balance, beginning of period	**$ 449,869**	$ 488,955
Deferred financing cost[1]	**(759)**	(1,226)
Net credit facility advances – mortgage investments	**72,000**	10,688
Total financing cash flow activities	**71,241**	9,462
Non-cash activity - credit facility - investment properties transfer out	**(30,692)**	—
Non-cash activity - amortization of financing costs	**467**	655
Balance, end of period	**$ 490,885**	$ 499,072

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

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16. RELATED PARTY TRANSACTIONS

(a) As at June 30, 2022, due to Manager mainly includes management and servicing fees payable of $1,258 (December 31, 2021 – $1,377).

(b) During Q2 2022 and YTD 2022, Arrangement Fees of $130 and $553 paid by borrower were retained by the Manager (Q2 2021 - $806 and YTD 2021 – $1,117).

(c) As at June 30, 2022, included in other assets is $5,408 (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 June 30, 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 and six months ended June 30, 2022, the Company has recognized net interest income of $29 and $55 (Q2 2021 - $26 and YTD 2021 - $52) from this mortgage investment during the period.

- A mortgage investment with a total gross commitment of $48,750 (December 31, 2021 – $45,715). The Company's share of the commitment is $4,375 (December 31, 2021 – $4,153). For the three months and six months ended June 30, 2022, the Company has recognized net interest income of $107 and $181 (Q2 2021 - $52 and YTD 2021 - $119) from this mortgage investment during the period.

(e) As at June 30, 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 $33,755 (December 31, 2021 – $33,211). The Company's share in these mortgage investments is $9,998 (December 31, 2021 – $9,837).

(f) As at June 30, 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 $4,398 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.

17. CAPITAL RISK MANAGEMENT

The Company manages its capital structure in order to support ongoing operations while focusing on its primary objectives of preserving shareholder capital and generating a stable monthly cash dividend to shareholders. The Company defines its capital structure to include common shares, 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 June 30, 2022, the Company was in compliance with its investment restrictions.

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

18. RISK MANAGEMENT

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

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

(a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of financial assets or financial liabilities will fluctuate because of changes in market interest rates. As of June 30, 2022, $1,237,090 of net mortgage investments and $5,000 of other investments bear interest at variable rates (December 31, 2021 – $1,104,838 and $15,626, respectively). Net mortgage investments totaling $1,151,494 have a "floor rate" (December 31, 2021 – $1,048,039).

If there were a decrease or increase of 1.50% 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 $11,859 (December 31, 2021 – 0.5% and $46) or an increase in net income of $15,049 (December 31, 2021 – 0.5% and $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 $492,000 as at June 30, 2022 (December 31, 2021 – $450,689). As at June 30, 2022, net exposure to interest rate risk was $492,000 (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 increase or decrease net income and comprehensive income for the next 12 months by $2,460 (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.

As at June 30, 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 June 30, 2022, the Company has one U.S. dollar currency forward contract with an aggregate notional value of US$7,000, at a forward contract rate of 1.2710,that matures in July 2022. The Company also has one Euro currency contract with an aggregate notional value of €3,500 at contract rate of 1.3832, that matures in October 2022.

The fair value of the foreign currency forward contracts as at June 30, 2022 is a liability of $26 which is included in accounts payable. 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 June 30, 2022 relating to net mortgages and other investments amount to $1,319,128 (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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The following are the contractual maturities of financial liabilities, excluding mortgage syndication liabilities as at June 30, 2022, including expected interest payments:

June 30, 2022	Carrying value	Contractual cash flow	Within a year	Following year	3–5 years	5 + Years
Accounts payable and accrued expenses	$ 3,687	$ 3,687	$ 3,687	$ —	$ —	$ —
Dividends payable	4,804	4,804	4,804	—	—	—
Due to Manager	1,258	1,258	1,258	—	—	—
Mortgage and other loans funding holdbacks	1,585	1,585	1,585	—	—	—
Prepaid mortgage and other loans interest	3,776	3,776	3,776	—	—	—
Credit facility (mortgage investments)[1]	490,885	529,776	23,370	506,406	—	—
Convertible debentures[3]	138,466	183,287	7,573	52,573	15,563	107,578
	$ 644,461	$ 728,173	$ 46,053	$ 558,979	$ 15,563	$ 107,578
Unadvanced mortgage commitments[4]	—	351,825	351,825	—	—	—
Total contractual liabilities, excluding mortgage syndication liabilities[5]	$ 644,461	$ 1,079,998	$ 397,878	$ 558,979	$ 15,563	$ 107,578

1 Credit facility (mortgage investments) includes interest based upon June 2022 weighted average interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on Feb 10, 2024.

2 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.

3 Unadvanced mortgage commitments include syndication commitments of which $194,809 belongs to the Company's syndicated partners.

4 The principal repayments of $605,755 mortgage syndication liabilities by contractual maturity date are shown net with mortgage investments in Note 4(b).

As at June 30, 2022, the Company had a cash position of $2,723 (December 31, 2021 – $6,344), an unutilized credit facility (mortgage investments) balance of $83,000 (December 31, 2021 – $115,001), note that the Company exercised the accordion feature on its credit facility in July 2022, expanding the capacity by $25,000. Management believes it will be able to finance its operations using the cash flow generated from operations, investing activities and the credit facilities.

(In thousands of Canadian dollars)

19. FAIR VALUE MEASUREMENTS

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

		Carrying value		
As at June 30, 2022	**Note**	**Amortized cost**	**Fair value through profit or loss**	**Fair value**
Assets measured at fair value				
Financial assets				
Cash and cash equivalents		**2,723**	**—**	**2,723**
Other assets		**7,145**	**—**	**7,145**
Mortgage investments, including mortgage syndications		**1,817,547**	**24,000**	**1,841,547**
Other investments	4(e)	**61,537**	**4,396**	**65,933**
Financial liabilities				
Accounts payable and accrued expenses		**2,585**	**1,102**	**3,687**
Dividends payable		**4,804**	**—**	**4,804**
Due to Manager		**1,258**	**—**	**1,258**
Mortgage funding holdbacks		**1,585**	**—**	**1,585**
Prepaid mortgage interest		**3,776**	**—**	**3,776**
Credit facility (mortgage investments)		**490,885**	**—**	**492,000**
Convertible debentures		**138,466**	**—**	**136,015**
Mortgage syndication liabilities		**605,980**	**—**	**605,980**

		Carrying value		
As at December 31, 2021	**Note**	**Amortized cost**	**Fair value through profit or loss**	**Fair value**
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
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

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 three months ended June 30, 2022.

20. COMPENSATION OF KEY MANAGEMENT PERSONNEL

During Q2 2022 and YTD 2022, the compensation expense of the members of the Board of Directors amounts to $90 and $205 (Q2 2021 – $86 and YTD 2021 – $169), 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 12).

21. COMMITMENTS AND CONTINGENCIES

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

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

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22. SUBSEQUENT EVENTS

On July 15, 2022, the Company exercised its option to draw a further $25,000 off its accordion on its Credit Facility - Mortgage Investments. This brings the total availability under the facility from $575,000 to $600,000, with $35,000 remaining on the accordion option for future exercise. No other changes were made to the agreement.