

Consolidated Financial Statements of

TIMBERCREEK FINANCIAL

For the year ended December 31, 2023 and 2022



**TIMBERCREEK
FINANCIAL**

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Timbercreek Financial Corp.,

Opinion

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

- the consolidated statements of financial position as at December 31, 2023, and December 31, 2022
- the consolidated statements of net income and comprehensive income for the years then ended
- the consolidated statements of changes in shareholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of material accounting policy information

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

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2023, and December 31, 2022, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

Basis for Opinion

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

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

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

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2023. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matter described below to be the key audit matter to be communicated in our auditor's report.

Evaluation of allowance for expected credit losses on mortgage and other loan investments classified at amortized cost***Description of the matter***

We draw attention to Note 2(d), Note 3(b) and Note 4(d) of the financial statements. The Entity has recorded an allowance for expected credit losses on mortgage and other loan investments classified at amortized cost ("Debt Investments") of \$12.4 million.

The expected credit loss for non-credit impaired Debt Investments reflects a probability-weighted outcome that considers the Entity's assessment of all expected cash shortfalls over 12 months after the reporting date or expected life, as applicable, and reasonable and supportable information about past events, current conditions and forecasts of future events and economic conditions is considered. The significant assumptions include probability-weighting and expected cash shortfalls.

Expected credit losses for credit impaired Debt Investments are recorded for individually identified credit impaired Debt Investments to reduce their carrying value to the probability-weighted expected recoverable amount based on the estimated future cash flows discounted at the Debt Investment's original effective interest rate. The significant assumptions include the capitalization rates and comparable transactions.

The Entity 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.

Why the matter is a key audit matter

We identified the evaluation of the allowance for expected credit losses on Debt Investments classified at amortized cost as a key audit matter. Evaluation of expected credit losses on Debt Investments represented an area of significant risk of material misstatement given the high degree of measurement uncertainty associated with the estimate of the expected credit losses. Significant auditor judgment was required to evaluate the results of our audit procedures regarding the Entity's significant assumptions. Further, professionals with specialized skills and knowledge were needed to evaluate the Entity's methodology and significant assumptions for non-credit and credit impaired Debt Investments.

How the matter was addressed in the audit

The primary procedures we performed to address this key audit matter included the following:

For a selection of non-credit impaired Debt Investments, we evaluated the Entity's assigned credit risk ratings against the Entity's borrower risk rating scale, and the Entity's assessment of significant increase in credit risk and of credit impairment. Our evaluation was based on information prepared by the Entity and assessed against source documents, as applicable.

For a selection of credit impaired Debt Investments, we assessed the recoverable amount by comparing the capitalization rates and comparable transactions assumptions to reports of real estate commentators and available industry transaction databases, considering the features of the specific property.

We involved credit risk and valuation professionals with specialized skills, industry knowledge and relevant experience who assisted in:

- evaluating the expected credit loss model methodology including the assessment of the Entity's definition of significant increase in credit risk and of credit impairment, in accordance with relevant accounting standards
- assessing the probability-weighting and assessing expected cash shortfalls by comparing to publicly available information

- evaluating the capitalization rates and comparable transactions assumptions by comparing to reports of real estate commentators and available industry transaction databases, considering the features of the specific property for a selection of credit impaired Debt Investments.

Other Information

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

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions;
- the information, other than the financial statements and the auditor's report thereon, included in a document likely to be entitled "Annual Report."

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

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

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

The information, other than the financial statements and the auditor's report thereon, included in a document likely to be entitled "Annual Report" is expected to be made available to us after the date of this auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

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

We also:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision, and performance of the group audit. We remain solely responsible for our audit opinion.

- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Handwritten signature of KPMG LLP in black ink, with a horizontal line underneath.

Chartered Professional Accountants, Licensed Public Accountants

The engagement partner on the audit resulting in this auditor's report is Thomas Rothfischer.

Toronto, Canada

February 26, 2024

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(In thousands of Canadian dollars)

	Note	December 31, 2023	December 31, 2022
ASSETS			
Cash		\$ 4,802	\$ 2,832
Other assets	14(c)	11,821	9,511
Real estate inventory	5	161,564	30,245
Mortgage investments, including mortgage syndications	4	1,545,112	1,800,506
Other investments	4(e)	62,658	72,945
Total assets		\$ 1,785,957	\$ 1,916,039
LIABILITIES AND EQUITY			
Accounts payable and accrued expenses		4,644	4,450
Dividends payable	8(c)	4,742	4,824
Due to Manager	14(a)	1,005	1,098
Mortgage and other loans funding holdbacks	14(c)	2,029	1,345
Prepaid mortgage and other loans interest	14(c)	1,217	4,721
Credit facility	6	259,704	450,347
Mortgage syndication liabilities	4(a)(c)	601,624	611,291
Real estate inventory collateral liability	5	69,008	—
Convertible debentures	7	140,845	139,420
Total liabilities		1,084,818	1,217,496
Shareholders' equity	8	701,139	698,543
Total liabilities and equity		\$ 1,785,957	\$ 1,916,039
Commitments and contingencies	4, 6 and 20		
Subsequent events	4, 6, 8(c) and 21		

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

CONSOLIDATED STATEMENTS OF NET INCOME AND COMPREHENSIVE INCOME

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

		Year ended December 31,	
	Note	2023	2022
Investment income on financial assets measured at amortized cost			
Gross interest and other income, including mortgage syndications	\$	174,985	\$ 147,263
Interest and other expenses on mortgage syndications		(50,780)	(37,460)
Net investment income on financial assets measured at amortized cost	4(b)(e)	124,205	109,803
Fair value gain and other income on financial assets measured at FVTPL	4(a)(e)	1,282	1,388
Total income on financial assets		125,487	111,191
Income on real estate properties			
Revenue from real estate properties		5,986	1,379
Property operating costs		(5,692)	(1,530)
Expense on real estate inventory collateral liability		(889)	—
Net rental loss	5	(595)	(151)
Fair value gain (loss) on real estate properties		63	(296)
Total loss on real estate properties		(532)	(447)
Expenses			
Management fees	10	11,842	12,230
Servicing fees	10	735	771
Expected credit loss	4(d)	3,649	7,482
General and administrative		2,914	2,109
Total expenses		19,140	22,592
Income from operations		105,815	88,152
Financing costs			
Financing cost on credit facilities	6	30,396	23,234
Financing cost on convertible debentures	7	8,998	9,022
Total financing costs		39,394	32,256
Net income and comprehensive income	\$	66,421	\$ 55,896
Earnings per share			
Basic	11	\$ 0.80	\$ 0.67
Diluted	11	\$ 0.78	\$ 0.67

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

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

(In thousands of Canadian dollars)

Year ended December 31, 2023	Common shares	Deficiency	Equity component of convertible debentures	Total
Balance, December 31, 2022	\$ 739,162	\$ (45,069)	\$ 4,450	\$ 698,543
Repurchase of common shares under normal course issuer bid	(6,222)	—	—	(6,222)
Dividends declared to shareholders	—	(57,603)	—	(57,603)
Issuance of common shares under dividend reinvestment plan	5,959	—	—	5,959
Repurchase of common shares for dividend reinvestment plan	(5,959)	—	—	(5,959)
Total net income and comprehensive income	—	66,421	—	66,421
Balance, December 31, 2023	\$ 732,940	\$ (36,251)	\$ 4,450	\$ 701,139

Year ended December 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	14,077	—	—	14,077
Repurchase of common shares under normal course issuer bid	(846)	—	—	(846)
Dividends declared to shareholders	—	(57,721)	—	(57,721)
Issuance of common shares under dividend reinvestment plan	5,401	—	—	5,401
Repurchase of common shares for dividend reinvestment plan	(2,847)	—	—	(2,847)
Total net income and comprehensive income	—	55,896	—	55,896
Balance, December 31, 2022	\$ 739,162	\$ (45,069)	\$ 4,450	\$ 698,543

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

CONSOLIDATED STATEMENTS OF CASH FLOW

(In thousands of Canadian dollars)

	Note	Year ended December 31,	
		2023	2022
OPERATING ACTIVITIES			
Net income		\$ 66,421	\$ 55,896
Amortization of lender fees		(8,279)	(8,726)
Lender fees received		5,997	8,210
Interest income, net of syndications		(115,647)	(103,312)
Interest income received, net of syndications		102,300	90,928
Financing costs		39,394	32,256
Fair value (gain) loss and interest income on financial assets measured at FVTPL		(1,191)	1,012
Interest received from financial assets measured at FVTPL		661	—
Fair value (gain) loss on real estate properties		(63)	363
Net additions to real estate inventory		(333)	(270)
Net realized and unrealized foreign exchange gain		(15)	(144)
Expected credit loss		3,649	7,483
Net change in non-cash operating items	12	(2,708)	(525)
		90,186	83,171
FINANCING ACTIVITIES			
Net credit facility (repayments) draws		(191,000)	31,001
Net proceeds from issuance of common shares		—	14,079
Interest and financing costs paid		(36,482)	(31,616)
Dividends paid to shareholders		(51,726)	(52,224)
Repurchase of common shares		(12,181)	(3,693)
		(291,389)	(42,453)
INVESTING ACTIVITIES			
Distribution from financial assets measured at FVTPL		981	—
Net proceeds from investment properties		63	7,510
Net (payments) receipts on maturity of forward contracts		(556)	94
Funding of other investments		(3,823)	(9,525)
Proceeds from other investments		14,658	10,786
Funding of mortgage investments, net of syndications		(360,636)	(746,589)
Discharges of mortgage investments, net of syndications		552,557	693,544
		203,244	(44,180)
Increase (decrease) in cash		2,041	(3,462)
Net foreign exchange loss on cash accounts		(71)	(50)
Cash, beginning of period		2,832	6,344
Cash, end of period		\$ 4,802	\$ 2,832

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

1. CORPORATE INFORMATION

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

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

2. BASIS OF PRESENTATION

(a) Statement of compliance

These consolidated financial statements of the Company have been prepared by management in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board.

These consolidated financial statements were approved for issuance by the Company's Board of Directors on February 26, 2024.

(b) Principles of consolidation

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

(c) Basis of measurement

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

(d) Critical accounting estimates, assumptions and judgements

In the preparation of the Company's 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. 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 the global market volatility, that the Manager believes will materially affect the methodology or assumptions utilized in making those estimates and judgements in these consolidated financial statements.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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 Accounting Standards, 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 loan investments, including mortgage syndications; and
- Note 18 – Fair value measurements.

Measurement of expected credit loss

The determination of the expected credit loss takes into account different factors and varies by nature of investment. These judgements 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 expected credit loss. The Company exercises significant credit judgement 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 loan investments.

Classification of mortgage and other loan 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 judgement 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.

Net realizable value of real estate inventory

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

Real estate inventory is measured at the lower of cost and net realizable value. In determining the net realizable value of land inventory, the Company estimates the selling prices of land parcels based on assumptions surrounding zoning and density approvals on those lands, prevailing market prices, and selling costs. The determination of net realizable value for the measurement of land inventory includes management estimates of the ultimate disposal values of various plots of land when in consideration with different sales strategies. Management applies judgement with respect to the potential scenarios for which the land can be disposed of including assumptions around zoning and permitting of said lands and has applied a probability to each scenario. In determining the net realizable value of real estate properties inventory, the Company estimates the selling prices based on the direct capitalization method using assumptions based on market comparables as well as probabilities surrounding assumptions on ultimate disposal of the asset. In determining the net realizable value of the properties, the Company also considers relevant selling costs in the ultimate disposal of the properties.

(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. MATERIAL ACCOUNTING POLICIES

(a) Cash and cash equivalents

As at December 31, 2023 and December 31, 2022, the Company did not hold any cash equivalents.

(b) Financial instruments

Recognition and initial measurement

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

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

Classification and subsequent measurement - financial assets

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

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

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

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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

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

The Company has no debt investments measured at FVOCI.

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

Financial assets - Business model assessment

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

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

The Company's mortgage and loan investments portfolio has a hold-to-collect business model. The objective of the business model for these financial instruments is to collect the amounts due from the Company's borrowers and to earn contractual interest income and lender fees on the amounts collected.

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

Financial assets - assessment whether contractual cash flows are solely payments of principal and interest

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

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

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

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

Subsequent measurement and gains and losses - financial assets

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

Classification, subsequent measurement and gains and losses - financial liabilities

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

Impairment of financial assets

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

The determination of a significant increase in credit risk takes into account different factors and varies by nature of underlying security of the investment. The Company uses investment specific factors in assessing significant change in credit risk, which include:

- Investments secured by income producing properties - borrower or guarantor's financial position, change in market conditions, deterioration in cash flows due to vacancy, rental rates or increased operating costs, property conditions, loss of major tenants, and change in execution of business plan.
- Investments secured by construction type of properties - borrower or guarantor's financial position, change in market conditions, property conditions, material cost-to-complete concerns, delays or changes in execution of business plan.
- Investments secured by unimproved and improved land - borrower or guarantor's financial position, change in market conditions, change in execution of business plan, adverse zoning change.

The Company assumes the credit risk on a financial asset has increased significantly since initial recognition,

- if the interest payment is more than 30 days past due, or
- if the maturity date is more than 30 days past due, and/or
- borrower or underlying security criteria as identified by the Manager has deteriorated.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

As typical in shorter duration structured financing, the Manager does not solely believe there has been a significant increase in credit risk if a mortgage or other loan investment goes into an overhold position past the maturity date for a period greater than 30 days, but less than 90 days. The Manager actively monitors these mortgage and other loan investments and applies judgement in determining whether there has been a significant increase in credit risk. The Company considers a financial asset to be credit impaired when:

- the interest payment is more than 90 days past due, or
- if the maturity date is more than 90 days past due and/or when the Company has commenced enforcement remedies available to it under its contractual agreements, 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/or interest.

The assessment of significant increase in credit risk requires significant credit judgement. In determining whether there has been a significant increase in credit risk and in calculating the amount of expected credit losses, we rely on estimates and exercise judgement regarding matters for which the ultimate outcome is unknown. These judgements include changes in circumstances that may cause future assessments of credit risk to be materially different from current assessments, which could require an increase or decrease in the expected credit loss.

In cases where a borrower experiences financial difficulties, the Company may grant certain concessionary modifications to the terms and conditions of a mortgage or other loan investment. Modifications may include payment deferrals, extension of amortization periods, debt consolidation, forbearance and other modifications intended to minimize the economic loss and to avoid foreclosure or repossession of collateral. The Company determines the appropriate remediation strategy based on the individual borrower.

If the Company determines that a modification results in derecognition, the original asset is derecognized while a new asset is recognized based on the new contractual terms. In this case, significant increase in credit risk of the new asset is subsequently assessed relative to the risk of default on the date of modification.

If the Company determines that a modification does not result in derecognition, significant increase in credit risk is subsequently assessed based on the risk of default at initial recognition of the original asset.

Expected cash flows arising from the modified contractual terms are considered when calculating the ECL for the modified asset.

For mortgage and other loan investments that were modified while having a lifetime ECL, the mortgage and other loan investments can revert to having 12-month ECL after a period of performance and improvement in investment specific factors.

Measurement of Expected for Credit Loss ("ECL") - non credit impaired financial assets

The ECL for non credit impaired financial assets reflects a probability-weighted outcome that considers the Company's assessment of all expected cash shortfalls over 12-months after the reporting date or expected life as applicable, and reasonable and supportable information about past events, current conditions and forecasts of future events and economic conditions is considered. The probability weighting and expected cash shortfalls are significant assumptions.

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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

The calculation of expected credit losses includes the explicit incorporation of forecasts of future economic conditions. The estimation of future cash flows also includes assumptions about local real estate market conditions, availability and terms of financing, underlying value of the security and various other factors. These assumptions are limited by the availability of reliable comparable market data, economic uncertainty and the uncertainty of future events. Accordingly, by their nature, estimates of impairment are subjective and may not necessarily be comparable to the actual outcome. Should the underlying assumptions change, the estimated future cash flows could vary. The forecast is developed internally by the Manager. We exercise experienced credit judgement to incorporate multiple economic forecasts which are probability-weighted in the determination of the final expected credit loss. The allowance is sensitive to changes in both economic forecast and the probability-weight assigned to each forecast scenario.

Measurement of ECL - credit impaired financial assets

ECL for Stage 3 are recorded for individually identified credit impaired mortgage and other loan investments to reduce their carrying value to the probability-weighted expected recoverable amount. The capitalization rates and comparable transactions are significant assumptions. We review our mortgage and other loan investments on an ongoing basis to assess whether any mortgage and other loan investment carried at amortized cost should be classified as credit impaired and whether an allowance or write-off should be recorded.

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

Presentation of allowance for ECL in the statement of financial position

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

Write-offs

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

(c) Real Estate Inventory

Real estate inventory includes land inventory and real estate properties inventory that will be sold by the Company and are measured at the lower of cost and 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.

(d) Convertible debentures

Compound financial instruments issued by the Company comprise convertible debentures that can be converted to ordinary shares at the option of the holder, when the number of shares to be issued is fixed and does not vary with changes in fair value. The convertible debentures are a compound financial instrument as they contain both a liability and an equity component.

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

(e) Gross interest and other income

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

(f) Leases

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. Leases are classified as finance leases if all the risks and rewards incidental to ownership of the leased asset are substantially transferred to the lessee. Otherwise they are classified as operating leases.

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

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

(g) Derecognition of financial assets and liabilities

Financial assets - syndications

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

The Company enters into transactions whereby it transfers mortgage or other loan investments recognized on its statement of financial position, but retains either all, substantially all, or a portion of the risks and rewards of the transferred mortgage or other loan investments. If all or substantially all risks and rewards are retained, then the transferred mortgage or loan investments are not derecognized.

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

Financial assets - modifications

The Company defines mortgage or other loan investments modification as changes to the original contractual terms of the financial asset that represents a fundamental change to the contract, or changes that may have a significant impact on the contractual cash flow of the asset, including solely for payments of principal and interest criterion. The Company derecognizes the original asset when the modification results in substantial change or expiry in the original cash flows; a new asset is recognized based on the new contractual terms. The new asset is initially recognized in Stage 1, and then assessed for significant increase in credit risk on an ongoing basis. If the Company determines the modifications do not result in derecognition, then the asset will retain its original staging and significant increase in credit risk assessment.

Financial liabilities

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

(h) Foreign currency forward contract and interest rate swap

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

(i) Income taxes

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

(j) Changes in material accounting policies

Disclosure initiative – Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)

The Company adopted *Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2 Making Materiality Judgements)* from January 1, 2023. Although the amendments did not result in any changes to the accounting policies themselves, they impacted the accounting policy information disclosed in the financial statements.

The key amendments include:

- requiring companies to disclose their 'material' accounting policies rather than their 'significant' accounting policies;
- clarifying that accounting policies related to immaterial transactions, other events or conditions are themselves immaterial and as such need not be disclosed; and
- clarifying that not all accounting policies that relate to material transactions, other events or conditions are themselves material to a company's financial statements.

Management reviewed the accounting policies and made updates to the information disclosed in note 3 Material accounting policies (2022 - Significant accounting policies) in certain instances in line with the amendments.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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

As at December 31, 2023	Note	Mortgages, including mortgage syndications	Mortgage syndication liabilities	Net Mortgage Investments
Mortgage investments, including mortgage syndications - at amortized cost	4(b)(c)	\$ 1,540,678	\$ (599,956)	\$ 940,722
Interest receivable		18,846	(4,318)	14,528
		1,559,524	(604,274)	955,250
Unamortized lender fees		(7,876)	2,650	(5,226)
Allowance for ECL	4(d)	(12,093)	—	(12,093)
Mortgage investments at amortized cost		1,539,555	(601,624)	937,931
Mortgage investments at FVTPL		5,500	—	5,500
Interest receivable		57	—	57
Mortgage investments at FVTPL		5,557	—	5,557
Mortgage investments, including mortgage syndications		\$ 1,545,112	\$ (601,624)	\$ 943,488
Unadvanced mortgage commitments		\$ 383,884	\$ 240,093	\$ 143,791
As at December 31, 2022		Mortgages, including mortgage syndications	Mortgage syndication liabilities	Net Mortgage Investments
Mortgage investments, including mortgage syndications - at amortized cost		\$ 1,799,321	\$ (609,012)	\$ 1,190,309
Interest receivable		14,694	(3,934)	10,760
		1,814,015	(612,946)	1,201,069
Unamortized lender fees		(8,456)	1,655	(6,801)
Allowance for ECL		(10,605)	—	(10,605)
Mortgage investments at amortized cost		1,794,954	(611,291)	1,183,663
Mortgage investments at FVTPL		5,500	—	5,500
Interest receivable		52	—	52
Mortgage investments at FVTPL		5,552	—	5,552
Mortgage investments, including mortgage syndications		\$ 1,800,506	\$ (611,291)	\$ 1,189,215
Unadvanced mortgage commitments		\$ 293,386	\$ 144,627	\$ 148,759

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

Mortgages classified at FVTPL

The Company holds a vendor-take-back mortgage classified at FVTPL with a contractual value of \$6,500 and an estimated fair value of \$5,500. For the year ended December 31, 2023, the Company generated net interest income and other income on net mortgage investments measured at FVTPL of \$666 (2022 – \$2,400).

The Company continues to measure its FVTPL assets using the direct comparison method, comparing the assets to directly comparable properties and has not recorded any fair value adjustments during the year (2022 – fair value loss of \$1,402).

The changes on net mortgage investments measured at FVTPL are as follows:

Mortgage investments, measured at FVTPL	Year Ended December 31, 2023	Year Ended December 31, 2022
Balance, beginning of year	\$ 5,500	\$ 51,474
Funding	—	5,734
Discharges	—	(20,331)
Transfer to real estate inventory	—	(29,975)
Fair value loss	—	(1,402)
Balance, end of year	\$ 5,500	\$ 5,500

(b) Net mortgage investments

As at	December 31, 2023	December 31, 2022
Interest in first mortgages	88.9 % \$ 841,264	92.4 % \$ 1,105,431
Interest in second and third mortgages	11.1 % 104,958	7.6 % 90,378
	100.0 % \$ 946,222	100.0 % \$ 1,195,809

The mortgage investments are secured by real property and will mature between the remainder of 2024 and 2027 (December 31, 2022 – 2023 and 2026). During the year ended December 31, 2023, the Company earned interest income on mortgage investments at amortized cost of \$110,246 (2022 – \$95,271). During 2023, the Company recognized other income of \$657 (2022 – \$487), attributable to bank interest income and miscellaneous income.

A majority of the mortgage investments contain a prepayment option, whereby the borrower may repay the principal prior to maturity, after six months of interest payments and with a 30 days' written notice without penalty or yield maintenance. The unamortized lender fees are recognized over the term of the mortgage investment.

For the year ended December 31, 2023, the Company recognized income from amortization of lender fees on net mortgage investments, net of fees relating to mortgage syndication liabilities of \$7,872 (2022 – \$8,459). For the year ended December 31, 2023, the Company recorded non-refundable upfront lender fees on net mortgage investments, net of fees relating to mortgage syndication liabilities of \$6,297 (2022 – \$7,913), which are amortized to income over the term of the related mortgage investments using the effective interest rate method.

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

As at	December 31, 2023
2024	\$ 679,801
2025	198,624
2026	67,672
2027	125
Total	\$ 946,222

Notes to the 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. In one participation agreement, an option is provided to the third-party lender to sell their senior position back to the Company, at a purchase price equal to the outstanding principal amount of \$35,101, the lenders' proportionate share together with all accrued interest. As a result, the lenders' 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. The Company's portion of the mortgage is recorded as mortgage investments. The fair value of the transferred assets and mortgage syndication liabilities approximate their carrying values (see note 18).

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

(d) Expected Credit Loss (“ECL”)

The expected credit loss is maintained at a level that management considers adequate to absorb credit-related losses on mortgage and other loan investments classified at amortized cost. The expected credit loss amounted to \$12,430 as at December 31, 2023 (December 31, 2022 – \$11,350), of which \$12,093 (December 31, 2022 – \$10,605) was recorded against mortgage investments and \$337 (December 31, 2022 – \$745) was recorded against other loan investments. Multi-residential mortgage investments are categorized by asset type that includes apartments, condominium construction and retirement housing. Other mortgage investments are categorized by asset type that includes retail, unimproved land, improved land, office, industrial, self-storage, condominium inventory and single-residential housing, etc.

Multi-Residential Mortgage Investments	As at December 31, 2023				As at December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Mortgages, including mortgage syndications ¹	\$ 943,841	\$ 58,235	\$ 51,293	\$1,053,369	\$1,020,893	\$ —	\$ 132,767	\$1,153,660
Mortgage syndication liabilities ¹	417,639	40,280	38,862	496,781	382,077	—	60,361	442,438
Net mortgage investments	526,202	17,955	12,431	556,588	638,816	—	72,406	711,222
Expected credit loss ²	780	280	395	1,455	1,424	—	1,409	2,833
	525,422	17,675	12,036	555,133	637,392	—	70,997	708,389
Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Mortgages, including mortgage syndications ¹	425,157	15,357	65,641	506,155	628,128	—	32,227	660,355
Mortgage syndication liabilities ¹	107,493	—	—	107,493	170,508	—	—	170,508
Net mortgage investments	317,664	15,357	65,641	398,662	457,620	—	32,227	489,847
Expected credit loss ²	560	732	9,346	10,638	414	—	7,358	7,772
	317,104	14,625	56,295	388,024	457,206	—	24,869	482,075
Other Loan Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Other loans, including other loans syndications ¹	47,399	—	—	47,399	60,742	—	—	60,742
Other loans syndication liabilities ¹	—	—	—	—	—	—	—	—
Net other loan investments	47,399	—	—	47,399	60,742	—	—	60,742
Expected credit loss ²	337	—	—	337	745	—	—	745
	\$ 47,062	\$ —	\$ —	\$ 47,062	\$ 59,997	\$ —	\$ —	\$ 59,997

¹Including interest receivable.

²Expected credit loss in finance lease receivable (note 4(e)) and unadvanced commitments (note 4) are all considered to be in Stage 1 with minimal ECL.

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(In thousands of Canadian dollars)

The changes in the expected credit loss year to date are shown in the following tables:

Multi-Residential Mortgage Investments	Year Ended December 31, 2023				Year Ended December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of year	\$ 1,424	\$ —	\$ 1,409	\$ 2,833	\$ 882	\$ —	\$ —	\$ 882
Expected credit loss:								
Remeasurement	(623)	239	1,556	1,172	352	—	1,277	1,629
Transfer to/(from)								
Stage 1	(41)	—	—	(41)	(132)	—	—	(132)
Stage 2	—	41	—	41	—	—	—	—
Stage 3	—	—	—	—	—	—	132	132
Total expected credit loss	760	280	2,965	4,005	1,102	—	1,409	2,511
Fundings	218	—	—	218	698	—	—	698
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(198)	—	—	(198)	(376)	—	—	(376)
Derecognition against inventory	—	—	(2,570)	(2,570)	—	—	—	—
Balance, end of year	780	280	395	1,455	1,424	—	1,409	2,833
Other Mortgage Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of year	414	—	7,358	7,772	283	52	1,753	2,088
Expected credit loss:								
Remeasurement	269	727	1,925	2,921	119	—	5,553	5,672
Transfer to/(from)								
Stage 1	(68)	—	—	(68)	—	—	—	—
Stage 2	—	5	—	5	—	(52)	—	(52)
Stage 3	—	—	63	63	—	—	52	52
Total expected credit loss	615	732	9,346	10,693	402	—	7,358	7,760
Fundings	25	—	—	25	58	—	—	58
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(80)	—	—	(80)	(46)	—	—	(46)
Balance, end of year	560	732	9,346	10,638	414	—	7,358	7,772
Other Loan Investments	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Balance, beginning of year	745	—	—	745	898	—	—	898
Expected credit loss:								
Remeasurement	(364)	—	—	(364)	(111)	—	—	(111)
Transfer to/(from)								
Stage 1	—	—	—	—	—	—	—	—
Stage 2	—	—	—	—	—	—	—	—
Stage 3	—	—	—	—	—	—	—	—
Total expected credit loss	381	—	—	381	787	—	—	787
Fundings	—	—	—	—	22	—	—	22
Gross Write-Offs	—	—	—	—	—	—	—	—
Recoveries	—	—	—	—	—	—	—	—
Discharges	(44)	—	—	(44)	(64)	—	—	(64)
Balance, end of year	\$ 337	\$ —	\$ —	\$ 337	\$ 745	\$ —	\$ —	\$ 745

Notes to the 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 guarantor'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 plans 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 more than 90 days past due on interest payment, or that are more than 90 days past due 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 Consolidated Financial Statements

(In thousands of Canadian dollars)

	As at December 31, 2023				As at December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total	Stage 1	Stage 2	Stage 3	Total
Multi-Residential Mortgage Investments								
Low risk	\$ 184,985	\$ —	\$ —	\$ 184,985	\$ 117,051	\$ —	\$ —	\$ 117,051
Medium-Low risk	248,215	—	—	248,215	324,592	—	—	324,592
Medium-High risk	93,002	17,955	—	110,957	194,748	—	—	194,748
High risk	—	—	—	—	2,425	—	—	2,425
Default	—	—	12,431	12,431	—	—	72,406	72,406
Net Mortgage Investments ¹	526,202	17,955	12,431	556,588	638,816	—	72,406	711,222
Expected credit loss	780	280	395	1,455	1,424	—	1,409	2,833
	525,422	17,675	12,036	555,133	637,392	—	70,997	708,389
Other Mortgage Investments								
Low risk	39,213	—	—	39,213	107,417	—	—	107,417
Medium-Low risk	178,835	—	—	178,835	233,874	—	—	233,874
Medium-High risk	99,616	15,357	—	114,973	116,329	—	—	116,329
High risk	—	—	—	—	—	—	—	—
Default	—	—	65,641	65,641	—	—	32,227	32,227
Net Mortgage Investments ¹	317,664	15,357	65,641	398,662	457,620	—	32,227	489,847
Expected credit loss	560	732	9,346	10,638	414	—	7,358	7,772
	317,104	14,625	56,295	388,024	457,206	—	24,869	482,075
Other Loan Investments								
Low risk	—	—	—	—	—	—	—	—
Medium-Low risk	—	—	—	—	—	—	—	—
Medium-High risk	—	—	—	—	—	—	—	—
High risk	47,399	—	—	47,399	60,742	—	—	60,742
Default	—	—	—	—	—	—	—	—
Net other loan investments	47,399	—	—	47,399	60,742	—	—	60,742
Expected credit loss	337	—	—	337	745	—	—	745
	\$ 47,062	\$ —	\$ —	\$ 47,062	\$ 59,997	\$ —	\$ —	\$ 59,997

1. Net of mortgage syndications.

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(In thousands of Canadian dollars)

(e) Other investments

As at	December 31, 2023	December 31, 2022
Other loan investments, net of expected credit loss	\$ 47,033	\$ 59,956
Finance lease receivable, measured at amortized cost	6,020	6,020
Investment in participating debentures, measured at FVTPL	4,380	4,744
Investment in equity instrument (see note 14(d))	3,000	—
Joint venture investment in indirect real estate development	2,225	2,225
Total Other Investments	\$ 62,658	\$ 72,945

Other loan investments will mature between the remainder of 2024 and 2038 (December 31, 2022 – 2023 and 2038). During 2023, other loan investments generated interest income of \$5,023 (2022 – \$5,257) and income from amortization of lender fees of \$407 (2022 – \$267). For the year ended 2023, the Company recorded non-refundable upfront cash lender fees on other loan investments of \$300 (2022 – \$296), which are amortized over the term of the related other loan investments using the effective interest rate method.

Principal repayments of other loan investments by contractual maturity dates are as follows:

As at	December 31, 2023
2024	\$ 43,667
2025	—
2026	—
2027 and thereafter	2,840
Total	\$ 46,507

For the year ended 2023, Investment in participating debentures measured at FVTPL received total cash distribution of \$981 (2022 – \$616), represented by a return of capital distribution of \$707 (2022 – \$164), and income distribution of \$274 (2022 – \$452).

In October 2017, the Company entered into a 20-year emphyteutic lease under which 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 based on 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, 2022 – \$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	\$ 172	\$ 119
Between one and five years	809	628
More than five years	12,163	5,273
	\$ 13,144	\$ 6,020

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

5. REAL ESTATE INVENTORY

Land Inventory

As at December 31, 2023, the Company has land inventory of \$30,577 (December 31, 2022 – \$30,245), which is recorded at the lower of cost and net realizable value.

Land inventory operations which were acquired in May 2022, incurred net rental loss of \$1,485 in 2023 (2022 – loss of \$654).

Real Estate Properties Inventory

On August 31, 2023, the Company, along with its syndication partners, elected to credit bid three properties which were subject to CCAA proceedings. The properties were previously the collateral for a mortgage investment at amortized cost. Effective August 31, 2023, the Company obtained the beneficial interest in the three properties in exchange for the discharge of the associated mortgage investments, on a non-cash basis. The Company intends to sell the properties, it has accordingly recorded them as inventory at the lower of cost and net realizable value less costs to sell. At the time of the exchange, the mortgage investment, net of syndication liability, had a carrying value of \$63,855 comprised of net mortgage investment of \$64,363, net interest receivable of \$2,062 and an ECL provision of \$2,569. The Company recognized the three properties as real estate inventory and accordingly recorded them along with associated working capital of \$1,888 at a cost of \$132,875 inclusive of the syndication partner's 50% share and recognized a corresponding real estate inventory collateral liability of \$69,025 to the remaining participants in the discharged mortgage investment.

As at December 31, 2023, the Company has real estate properties inventory of \$130,987 (December 31, 2022 – nil), which is recorded as the lower of cost and net realizable value.

As at	December 31, 2023	December 31, 2022
Real Estate Inventory	\$ 130,987	\$ —
Real Estate Inventory Collateral Liability	(69,008)	—
Real Estate Inventory, net of collateral liability	\$ 61,979	\$ —

Real estate properties inventory generated net rental income of \$889 in 2023 (2022 – nil).

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

6. CREDIT FACILITY

As at	December 31, 2023	December 31, 2022
Credit facility	\$ 260,000	\$ 451,000
Unamortized financing costs	(296)	(653)
Credit facility, end of period	\$ 259,704	\$ 450,347

As of December 31, 2023, the Company has an aggregate credit limit of \$600,000 under its credit facility. The facility is secured by a general security agreement over the Company's assets and its subsidiaries. The credit facility agreement has a maturity date of February 10, 2024.

The interest rates and fees on the existing credit agreement are either at the prime rate of interest plus 1.00% per annum (December 31, 2022 – prime rate of interest plus 1.00% per annum) or bankers' acceptances with a stamping fee of 2.00% (December 31, 2022 – 2.00%) and standby fee of 0.40% per annum (December 31, 2022 – 0.40%) on the unutilized credit facility balance. As at December 31, 2023, the Company's qualified credit facility limit, which is subject to a borrowing base as defined in the existing credit agreement is \$369,537.

Subsequent to year end, the credit facility was renewed on February 8, 2024, the Company entered into an amendment and restatement to its existing credit facility agreement ("Third Amended and Restated Credit Agreement") in order to, among other things, extend the maturity date to February 8, 2026, decrease the aggregate credit limit to \$510,000 and reinstate accordion feature to \$100,000. The interest rates of the Third Amended and Restated Credit Agreement are either at the prime rate of interest plus 1.25% per annum or term CORRA at 2.25% per annum. All other general terms of the credit facility remain unchanged.

During the year ended December 31, 2023, the Company incurred deferred financing costs of \$596 (2022 – \$801). 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 the year ended December 31, 2023, included in financing costs is interest on the credit facility of \$29,443 (2022 – \$21,996) and financing costs amortization of \$953 (2022 – \$968).

During 2022, included in financing costs is interest on the credit facility - investment properties of \$253 and financing costs amortization of \$17. In April 2022, in connection with the disposition of the investment properties, the Company's share of the outstanding principal was assumed by the purchaser.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

7. CONVERTIBLE DEBENTURES

As at December 31, 2023, and December 31, 2022, the Company's obligations under the convertible unsecured debentures are as follows:

Series	Ticker	Interest Rate	Date of Maturity	Interest Payment Date	Conversion Price per share	Equity Component	December 31, 2023	December 31, 2022
June 2017 Debentures	TF.DB.C	5.30 %	June 30, 2024	June 30 and December 31	11.10	\$ 560	\$ 45,000	\$ 45,000
July 2021 Debentures	TF.DB.D	5.25 %	July 31, 2028	January 31 and July 31	11.40	1,107	55,000	55,000
December 2021 Debentures	TF.DB.E	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							(5,155)	(6,580)
Debentures, end of period							\$ 140,845	\$ 139,420

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:

	Year ended December 31,	
	2023	2022
Interest on the convertible debentures	\$ 7,572	\$ 7,562
Amortization of issue costs and accretion of the convertible debentures	1,426	1,460
Total	\$ 8,998	\$ 9,022

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 are 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 Company may also elect to redeem debentures by issuing common shares at a 5% premium to the prevailing market price at the date of redemption.

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.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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 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. The Company may also elect to redeem debentures by issuing common shares at a 5% premium to the prevailing market price at the date of redemption.

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 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. The Company may also elect to redeem debentures by issuing common shares at a 5% premium to the prevailing market price at the date of redemption.

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.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

8. COMMON SHARES

The Company is authorized to issue an unlimited number of common shares. Holders of common shares are entitled to receive notice 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 base shelf prospectus expired on July 10, 2023.

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

	Year ended December 31,	
	2023	2022
Balance, beginning of year	83,887,516	82,219,602
Issuance of common shares	—	1,504,300
Common shares issued under dividend reinvestment plan	801,704	641,944
Common shares repurchased for dividend reinvestment plan	(801,704)	(360,830)
Common shares repurchased under normal course issuer bid	(878,000)	(117,500)
Balance, end of year	83,009,516	83,887,516

(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 ATM Program was active between June 2021 and August 2022 and expired on July 10, 2023.

For the year ended December 31, 2023, the Company did not issue any common shares under the ATM program. For the year ended December 31, 2022, the Company issued 1,504,300 of common shares for gross proceeds of \$14,323 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.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

For the year ended December 31, 2023, the Company purchased from the open market and issued under DRIP 801,704 common shares (2022 – 360,830) for total amount of \$5,959 (2022 – \$2,847) at an average price of \$7.43 per common share (2022 – \$7.89).

For the year ended December 31, 2023, the Company did not issue any common shares from treasury under DRIP. (2022 – issued 281,114 common shares and retained \$2,553 in dividends 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. For the year ended December 31, 2023, the Company declared dividends of \$57,603 or \$0.69 per common share (2022 – \$57,721, \$0.69 per common share).

As at December 31, 2023, \$4,742 in aggregate dividends (December 31, 2022 – \$4,824) were payable to the holders of common shares by the Company. Subsequent to December 31, 2023, the Board of Directors of the Company declared dividends of \$0.0575 per common share to be paid on January 15, 2024 to the common shareholders of record on December 31, 2023.

(d) Normal course issuer 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 expired on May 25, 2023.

On May 24, 2023, the Company announced that the TSX approved renewal of the NCIB to repurchase for cancellation up to 8,305,467 common shares over a 12-month period. Repurchases under the NCIB were permitted to commence on May 26, 2023 and continue until May 25, 2024 upon expiry.

The Company may repurchase for cancellation under the NCIB by means of open market transactions or otherwise as permitted by the TSX. All repurchases for cancellation 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.

During year ended December 31, 2023, the Company repurchased 878,000 common shares (2022 – 117,500) for a total amount of \$6,222 (2022 – \$846). The average price per common share repurchased in 2023 was \$7.09.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

9. 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 are 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 year ended December 31, 2023, 39,022 units were issued (2022 – 36,704 units) and as at December 31, 2023, 138,059 units were outstanding (December 31, 2022 – 99,037 units). For the year ended December 31, 2023, no DSUs were exercised (2022 – 82,807).

For the year ended 2023, the compensation expense of the members of the Board of Directors amounts to \$397 (2022 – \$377), which is paid in a combination of DSUs and cash.

10. MANAGEMENT, SERVICING AND ARRANGEMENT FEES

The management agreement has a term of 10 years that commenced on April 1, 2020 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 year ended December 31, 2023, the Company incurred management fees plus applicable taxes of \$11,842 (2022 – \$12,230) and servicing fees including applicable taxes of \$735 (2022 – \$771). For the year ended December 31, 2023, Arrangement Fees of \$782 paid by borrower were retained by the Manager (2022 – \$755).

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

11. EARNINGS PER SHARE

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

In accordance with IFRS Accounting Standards, 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 Accounting Standards to be included in the diluted earnings per share calculation notwithstanding that the conversion price of such convertible debentures may exceed the market price and book value of the Company's common shares.

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

The following table shows the computation of per share amounts:

	Year ended December 31,	
	2023	2022
Total net income and comprehensive income (basic)	\$ 66,421	\$ 55,896
Interest expense on convertible debentures	8,998	—
Total net income and comprehensive income (diluted)	\$ 75,419	\$ 55,896
Weighted average number of common shares (basic)	83,508,758	83,622,130
Effect of conversion of convertible debentures	12,913,703	—
Weighted average number of common shares (diluted)	96,422,461	83,622,130
Earnings per share – basic	\$ 0.80	\$ 0.67
Earnings per share – diluted	\$ 0.78	\$ 0.67

12. CHANGE IN NON-CASH OPERATING ITEMS

Change in non-cash operating items:

	Year ended December 31,	
	2023	2022
Other assets	\$ (35)	\$ (2,113)
Accounts payable and accrued expenses	240	20
Due to Manager	(93)	(279)
Mortgage and other loans funding holdbacks	684	1,087
Prepaid mortgage and other loans interest	(3,504)	760
	\$ (2,708)	\$ (525)

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

13. CASH FLOWS ARISING FROM FINANCING ACTIVITIES

Convertible Debentures	Year ended December 31,	
	2023	2022
Balance, beginning of year	\$ 139,420	\$ 137,736
Change in estimate of issuance cost	—	224
Total financing cash flow activities	—	224
Non-cash activity - amortization of issue costs and accretion expense	1,425	1,460
Balance, end of year	\$ 140,845	\$ 139,420

Credit Facilities	Year ended December 31,	
	2023	2022
Balance, beginning of year	\$ 450,347	\$ 449,869
Deferred financing cost ¹	(596)	(814)
Net advances (repayments)	(191,000)	31,000
Total financing cash flow activities	(191,596)	30,186
Non-cash activity - credit facility - investment properties transfer out	—	(30,692)
Non-cash activity - amortization of financing costs	953	984
Balance, end of year	\$ 259,704	\$ 450,347

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

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

14. RELATED PARTY TRANSACTIONS

In addition to the related party transactions disclosed elsewhere, related party transactions include the following:

- (a) As at December 31, 2023, Due to Manager consists of management and servicing fees payable of \$1,005 (December 31, 2022 – \$1,098).
- (b) During 2023, Arrangement Fees of \$782 paid by borrower were retained by the Manager (2022 – \$755).
- (c) As at December 31, 2023, included in other assets is \$3,246 (December 31, 2022 – \$6,066) of cash held in trust by 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) During 2023 the Company advanced \$3,000 to TMSI in exchange for 300,000 non-voting shares in order to fund TMSI's capital requirements necessary to service the Company's mortgage portfolio.
- (e) As at December 31, 2023, the Company has a first mortgage investment which a director of the Manager is also an officer and part-owner of an entity which holds a subordinate loan position.
 - A first mortgage investment with a total gross commitment of \$48,750 (December 31, 2022 – \$48,750). The Company's share of the commitment is \$4,375 (December 31, 2022 – \$4,375). For the year ended December 31, 2023, the Company has recognized net interest income of \$776 (2022 – \$501).
- (f) As at December 31, 2023, 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 other loan investments (December 31, 2022 – 2) totaling \$34,646 (December 31, 2022 – \$35,479). The Company's share in these mortgage investments is \$10,262 (December 31, 2022 – \$10,508).
- (g) As at December 31, 2023, the Company is invested in junior debentures of Timbercreek Real Estate Finance Ireland Fund 1 ("TREF Ireland 1") Private Debt Designated Activity Company totaling \$4,380 or €2,994 (December 31, 2022 – \$4,744 or €3,281), which is included in loan investments within other investments. TREF Ireland 1 is managed by a wholly-owned subsidiary of the Manager.
- (h) As at December 31, 2023, the Company and Timbercreek North American Mortgage Fund are related parties as they are managed by the Manager, and they have co-invested in 1 mortgage (December 31, 2022 – 1) totaling \$22,759 (December 31, 2022 – \$19,957). The Company's share in this mortgage investment is \$11,379 (December 31, 2022 – \$9,979).

15. INCOME TAXES

As of December 31, 2023, the Company has non-capital losses carried forward for income tax purposes of \$41,180 (December 31, 2022 - \$48,550), which will expire between 2031 and 2042 if not used. The Company also has future deductible temporary differences resulting from allowance for impairment, prepaid mortgage interest, and unearned income for income tax purposes of \$20,714 (December 31, 2022 - \$22,124). These temporary differences vary from year to year depending on the current year business activity and lender fee income amounts.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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 facility.

The Company reviews its capital structure on an ongoing basis and adjusts its capital structure in response to mortgage investment opportunities, the availability of capital and anticipated changes in general economic conditions.

The Company's investment restrictions and asset allocation model incorporate various restrictions and investment parameters to manage the risk profile of the mortgage investments. There have been no changes in the process over the previous year. As at December 31, 2023, the Company was in compliance with its investment restrictions.

Pursuant to the terms of the credit facility renewal (note 21), 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. As at September 30, 2023, the Company did not meet the minimum adjusted shareholder's equity covenant under its existing credit facility due to increased exposure in non-performing mortgages and on October 6, 2023 obtained a waiver of such default. There is a risk that further increases in exposure to non-performing mortgages could require repayment of advances under the credit facility as a result of reductions to the borrowing base or the minimum adjusted shareholders' equity covenant no longer being achieved. As at December 31, 2023, the Company was in compliance with its financial covenants.

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 December 31, 2023, \$921,917 of net mortgage investments and \$5,000 of other investments bear interest at variable rates (December 31, 2022 – \$1,173,733 and \$5,000, respectively). Net mortgage investments totaling \$855,617 have a floor rate (December 31, 2022 – \$1,105,708).

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 \$3,326 (December 31, 2022 – 0.50% and \$5,709) or an increase in net income of \$4,535 (December 31, 2022 – 0.50% and \$5,894, respectively). 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.

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(In thousands of Canadian dollars)

The Company is also exposed to interest rate risk on the credit facility. As at December 31, 2023, net exposure to interest rate risk was \$260,000 (December 31, 2022 – \$451,000), 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 \$1,300 (December 31, 2022 – 0.50% and \$2,255).

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 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 December 31, 2023, the Company has US\$7,520 and €2,994 in other investments denominated in foreign currencies (December 31, 2022 – US\$7,102 and €3,241 in other investments). The Company has entered into a series of foreign currency contracts to reduce its exposure to foreign currency risk. As at December 31, 2023, 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 1.3222, that matured in January 2024. The Company also has one Euro currency contract with an aggregate notional value of €3,000 at a contract rate of 1.4674, that matures in March 2024.

The fair value of the foreign currency forward contracts as at December 31, 2023 is an asset of \$21 which is included in other assets. The valuation of the foreign currency forward contracts was computed using Level 2 inputs which include spot and forward foreign exchange rates.

(c) Credit risk

Credit risk is the risk that a borrower may be unable to honour its debt commitments as a result of a negative change in market conditions that could result in a loss to the Company. The Company mitigates this risk by the following:

- i. adhering to the investment restrictions and operating policies included in the asset allocation model (subject to certain duly approved exceptions);
- ii. ensuring all new mortgage 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 December 31, 2023 relating to net mortgages and other investments amount to \$1,024,846 (December 31, 2022 – \$1,276,737).

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

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 I bank, to be minimal.

The Company is exposed to credit risk from the collection of accounts receivable from tenants relating to real estate inventory.

(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.

The following are the contractual maturities of financial liabilities, excluding mortgage syndication liabilities as at December 31, 2023, including expected interest payments:

December 31, 2023	Carrying value	Contractual cash flow	Within a year	Following year	3 – 5 years	5 + Years
Accounts payable and accrued expenses	\$ 4,644	\$ 4,644	\$ 4,644	\$ —	\$ —	\$ —
Dividends payable	4,742	4,742	4,742	—	—	—
Due to Manager	1,005	1,005	1,005	—	—	—
Mortgage and other loans funding holdbacks	2,029	2,029	2,029	—	—	—
Prepaid mortgage and other loans interest	1,217	1,217	1,217	—	—	—
Credit facility ¹	259,704	262,168	262,168	—	—	—
Real estate inventory collateral liability	69,008	69,008	69,008	—	—	—
Convertible debentures ²	140,845	171,927	51,380	5,188	115,359	—
	\$ 483,194	\$ 516,740	\$ 396,193	\$ 5,188	\$ 115,359	\$ —
Unadvanced mortgage commitments ³	—	383,884	383,884	—	—	—
Total contractual liabilities, excluding mortgage syndication liabilities ⁴	\$ 483,194	\$ 900,624	\$ 780,077	\$ 5,188	\$ 115,359	\$ —

¹ Credit facility includes interest based upon December 31, 2023 interest rate on the credit facility assuming the outstanding balance is not repaid until its maturity on February 10, 2024. Subsequent to year end, the Company has extended its credit facility agreement by two years maturing on February 8, 2026.

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 \$240,093 belongs to the Company's syndicated partners.

⁴ The principal repayments of \$599,956 mortgage syndication liabilities by contractual maturity date are shown net with mortgage investments in note 4(b).

As at December 31, 2023, the Company had a cash position of \$4,802 (December 31, 2022 – \$2,832), an unutilized credit facility balance of \$109,537 (December 31, 2022 – \$103,528). Management believes it will be able to finance its operations using the cash flow generated from operations, investing activities, including proceeds from mortgage repayments and syndications, and the use of the credit facility.

Notes to the Consolidated Financial Statements

(In thousands of Canadian dollars)

18. FAIR VALUE MEASUREMENTS

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

As at December 31, 2023	Note	Carrying value		Fair value
		Amortized cost	Fair value through profit or loss	
Financial assets				
Cash		\$ 4,802	\$ —	\$ 4,802
Other assets		11,383	21	11,404
Mortgage investments, including mortgage syndications		1,539,555	5,557	1,545,112
Other investments	4(e)	53,053	7,380	60,433
Financial liabilities				
Accounts payable and accrued expenses		3,684	960	4,644
Dividends payable		4,742	—	4,742
Due to Manager		1,005	—	1,005
Mortgage funding holdbacks		2,029	—	2,029
Prepaid mortgage interest		1,217	—	1,217
Credit facility		259,704	—	260,000
Real estate inventory collateral liability		69,008	—	69,008
Convertible debentures		140,845	—	130,059
Mortgage syndication liabilities		601,624	—	601,624

As at December 31, 2022	Note	Carrying value		Fair value
		Amortized cost	Fair value through profit or loss	
Financial assets				
Cash		\$ 2,832	\$ —	\$ 2,832
Other assets		8,319	—	8,319
Mortgage investments, including mortgage syndications		1,794,954	5,552	1,800,506
Other investments	4(e)	65,976	4,744	70,720
Financial liabilities				
Accounts payable and accrued expenses		3,006	1,444	4,450
Dividends payable		4,824	—	4,824
Due to Manager		1,098	—	1,098
Mortgage funding holdbacks		1,345	—	1,345
Prepaid mortgage interest		4,721	—	4,721
Credit facility		450,347	—	451,000
Convertible debentures		139,420	—	131,078
Mortgage syndication liabilities		611,291	—	611,291

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(In thousands of Canadian dollars)

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

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

There is no quoted price in an active market for the mortgage investments, other loan investments and mortgage syndication liabilities. The Manager makes its determination of fair value based on its assessment of the current lending market for mortgage and other loan investments. Typically, the fair value of these mortgage investments, other loan investments 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 loan investments is based on level 3 inputs.

(b) Other financial assets and liabilities

The fair values of cash, other assets, lease receivable, accounts payable and accrued expenses, dividends payable, due to Manager, mortgage funding holdbacks, prepaid mortgage interest, real estate inventory collateral liability and credit facility approximate their carrying amounts due to their short-term maturities or bear interest at variable rates. The fair value of investment in participating debentures is based on their latest available redemption price. The fair value of investment in equity instrument is based on initial purchase price.

(c) Convertible debentures

The fair value of the convertible debentures is based on a level 1 input, which is the market closing price of convertible debentures at the reporting date. There were no transfers between level 1, level 2 and level 3 of the fair value hierarchy during the three months ended December 31, 2023.

19. COMPENSATION OF KEY MANAGEMENT PERSONNEL

For the year ended 2023, the compensation expense of the members of the Board of Directors amounts to \$397 (2022 – \$377), 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 10).

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. As of December 31, 2023 there are no provisions recognized.

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.

On April 28, 2022, the Company disposed of its interest in the investment properties in Saskatchewan Portfolio. The investment properties were pledged as security for the credit facility where the Company remained a guarantor for its share of the outstanding principal until September 26, 2023. The Company is no longer a guarantor on the aforementioned credit facility as of December 31, 2023.

In one syndicated mortgage participation agreement, an option is provided to the third-party lender to sell their senior position of \$35,101 back to the Company at a purchase price equal to the outstanding principal amount of the lenders' proportionate share together with all accrued interest.

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(In thousands of Canadian dollars)

21. SUBSEQUENT EVENTS

The following are events that occurred subsequent to December 31, 2023:

Credit Facility Renewal

On February 8, 2024, the Company entered into an amendment and restatement to its existing credit facility agreement ("Third Amended and Restated Credit Agreement") in order to, among other things, extend the maturity date to February 8, 2026, decrease the aggregate credit limit to \$510,000 and reinstate accordion feature to \$100,000. The interest rates of the Third Amended and Restated Credit Agreement are either at the prime rate of interest plus 1.25% per annum or term CORRA at 2.25% per annum. All other general terms of the credit facility remain unchanged. As at December 31, 2023, the Company's qualified credit facility limit calculated using the terms of the Third Amended and Restated Credit Agreement is \$365,804.

Sale of Groupe Huot Assets

On December 7, 2023, the Company announced the official sale of the portfolio of seven multi-family, Stage 3 loans in Quebec. These loans, representing a principal balance of \$124,873, were fully repaid in January 2024 with Timbercreek recovering all principal and accrued interest. As a result the associated expected credit loss of \$1.600 was fully reversed in Q4 2023.

Special Dividend

In light of the strong full-year income results, and in addition to paying 69 cents per share in dividends through the year, the Company has authorized a special dividend of 5.75 cents per share, for shareholders of record as at March 5, 2024. The special dividend will be paid on March 11, 2024. The dividend equates to \$4,773 of additional payout to shareholders. The balance of undistributed income is reflected in the Company's book value per share (shareholders' equity divided by number of shares outstanding), ending at \$8.45 for the year (before payment of special dividend expected in March 2024) versus \$8.33 at the end of 2022.