

Madison Pacific Properties Inc.

Condensed Interim Consolidated Financial Statements
For the Three and Six Months Ended February 28, 2022 and 2021

(expressed in thousands of Canadian dollars)

Notice of No Auditor Review of Interim Financial Statements

Under National Instrument 51-102 “Continuous Disclosure Obligations”, Part 4, Subsection 4.3(3a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of the Company’s management.

The Company’s independent auditor, PricewaterhouseCoopers LLP, has not performed a review of these financial statements in accordance with standards established by CPA (Chartered Professional Accountants) Canada for a review of interim financial statements by an entity’s auditor.

April 12, 2022

Madison Pacific Properties Inc.

Interim Consolidated Balance Sheets

As at February 28, 2022 and August 31, 2021
(unaudited)

(expressed in thousands of Canadian dollars)

	February 28, 2022 \$	August 31, 2021 \$
Assets		
Non-current assets		
Investment properties (note 3)	623,690	605,096
Other non-current assets (note 4)	99,339	89,879
	<u>723,029</u>	<u>694,975</u>
Current assets		
Cash and cash equivalents	56,204	42,254
Amounts receivable and other current assets	4,875	3,849
Income taxes receivable (note 9)	264	261
	<u>61,343</u>	<u>46,364</u>
Total assets	<u>784,372</u>	<u>741,339</u>
Liabilities		
Non-current liabilities		
Debt on investment properties (note 5)	245,196	226,132
Deferred income tax liabilities (note 9)	51,381	49,175
	<u>296,577</u>	<u>275,307</u>
Current liabilities		
Current portion of debt on investment properties (note 5)	58,518	53,915
Accounts payable and accrued liabilities	7,369	11,778
Income taxes payable (note 9)	472	1,188
	<u>66,359</u>	<u>66,881</u>
Total liabilities	<u>362,936</u>	<u>342,188</u>
Equity		
Equity attributable to shareholders of the Company		
Share capital (note 7)	72,715	67,472
Retained earnings	336,813	320,540
	<u>409,528</u>	<u>388,012</u>
Non-controlling interests	<u>11,908</u>	<u>11,139</u>
Total equity	<u>421,436</u>	<u>399,151</u>
Total liabilities and equity	<u>784,372</u>	<u>741,339</u>

Subsequent event (note 14)

Approved by the Board of Directors

“Sam Grippo” Director

“Marvin Haasen” Director

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

Madison Pacific Properties Inc.

Interim Consolidated Statements of Changes in Equity

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars)

	Attributable to shareholders of the Company				Non-controlling interests \$	Total equity \$
	Share capital \$	Contributed surplus \$	Retained earnings \$	Total \$		
Balance – August 31, 2020	67,472	1,105	296,316	364,893	8,330	373,223
Net income and comprehensive income	-	-	19,690	19,690	2,632	22,322
Dividends (note 8)	-	-	(3,075)	(3,075)	-	(3,075)
Distributions to non-controlling interest	-	-	-	-	(195)	(195)
Reduction in contributed surplus (note 11(b))	-	(1,105)	-	(1,105)	-	(1,105)
Balance – February 28, 2021	67,472	-	312,931	380,403	10,767	391,170
Balance – August 31, 2021	67,472	-	320,540	388,012	11,139	399,151
Net income and comprehensive income	-	-	19,395	19,395	954	20,349
Dividends (note 8)	-	-	(3,122)	(3,122)	-	(3,122)
Distributions to non-controlling interest	-	-	-	-	(182)	(182)
Purchase of subsidiary shares from non-controlling interest	-	-	-	-	(3)	(3)
Shares issued (note 3(b) and note 11(b))	5,243	-	-	5,243	-	5,243
Balance – February 28, 2022	72,715	-	336,813	409,528	11,908	421,436

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

Madison Pacific Properties Inc.

Interim Consolidated Statements of Income and Comprehensive Income

For the Three and Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except per share data)

	Six Months Ended		Three Months Ended	
	February 28,	February 28,	February 28,	February 28,
	2022	2021	2022	2021
	\$	\$	\$	\$
Property revenues (note 11)	18,555	15,699	9,577	8,080
Property operating expenses (note 11)	5,921	4,467	3,131	2,507
	12,634	11,232	6,446	5,573
General and administrative expenses (note 11)	2,066	2,082	1,223	786
	10,568	9,150	5,223	4,787
Net gain on fair value adjustment on investment properties (note 3)	11,080	17,379	7,242	15,608
Equity earnings of associate and joint ventures (notes 4(a) and 4(b))	4,922	1,716	2,185	1,573
	26,570	28,245	14,650	21,968
Interest income	205	269	105	134
Interest expense	5,096	4,743	2,566	2,376
Gains on fair value adjustment on interest rate swaps (note 5)	3,143	1,579	973	1,238
Income before income taxes	24,822	25,350	13,162	20,964
Income taxes (note 9)	4,473	3,028	2,124	2,382
Net income and comprehensive income	20,349	22,322	11,038	18,582
Net income and comprehensive income attributable to:				
Shareholders of the Company	19,395	19,690	10,649	16,212
Non-controlling interests	954	2,632	389	2,370
	20,349	22,322	11,038	18,582
Income per share (note 10)	\$0.33	\$0.34	\$0.18	\$0.28

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

Madison Pacific Properties Inc.

Interim Consolidated Statements of Cash Flows

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars)

Cash flows from (used in):	February 28, 2022 \$	February 28, 2021 \$
Operating activities		
Net income	20,349	22,322
Items not affecting cash		
Net gain on fair value adjustment on investment properties	(11,080)	(17,379)
Amortization	800	621
Allowance for expected credit losses	39	132
Equity earnings of associate and joint ventures	(4,922)	(1,716)
Unrealized gains on fair value adjustment on interest rate swaps	(3,143)	(1,579)
Recognition of rental revenue on a straight-line basis	98	305
Deferred income taxes	2,206	2,196
	<u>4,347</u>	<u>4,902</u>
Decrease in amounts receivable and other assets	513	539
(Increase) decrease in income taxes receivable	(3)	17
Increase (decrease) in accounts payable and accrued liabilities	421	(1,514)
(Decrease) increase in income taxes payable	(716)	450
	<u>4,562</u>	<u>4,394</u>
Investing activities		
Additions to investment properties and property development costs	-	(1,484)
Other investment property expenditures	(518)	(488)
Investments in joint ventures (note 4(b))	(4,821)	(1,150)
Repayment of loans receivable	27	43
	<u>(5,312)</u>	<u>(3,079)</u>
Financing activities		
Net proceeds from debt on investment properties (note 5)	51,438	3,963
Repayment of debt on investment properties (note 5)	(30,356)	(6,820)
Distributions to non-controlling interests	(182)	(195)
Purchase of subsidiary shares from non-controlling interest	(3)	-
Dividends paid	(6,197)	(6,150)
	<u>14,700</u>	<u>(9,202)</u>
Increase (decrease) in cash and cash equivalents	13,950	(7,887)
Cash and cash equivalents - beginning of period	42,254	71,450
Cash and cash equivalents - end of period	<u>56,204</u>	<u>63,563</u>
Supplemental cash flow information		
Interest received	204	269
Interest paid	4,968	4,625
Significant non-cash investing and financing transactions		
Issuance of shares as consideration for acquisition of investment property (notes 3(b) and 7)	5,243	-
Assumed debt adjusted to fair value on acquisition of investment property (notes 3(b) and 5)	2,492	-

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

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

1. General information

Madison Pacific Properties Inc. (the “Company”) owns, develops and operates office, industrial, commercial, and multi-family rental properties located in British Columbia, Alberta, and Ontario. The Company also has investments in joint ventures that develop residential properties. The Company is incorporated and domiciled in Canada. The head office of the Company is located at 389 West 6th Avenue, Vancouver, British Columbia, V5Y 1L1, and its registered office is located at 25th Floor, Toronto-Dominion Bank Tower, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3.

2. Summary of significant accounting policies and critical accounting estimates

a. Basis of presentation

These condensed interim consolidated financial statements for the six months ended February 28, 2022 have been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”. The condensed interim consolidated financial statements should be read in conjunction with the Company’s annual consolidated financial statements for the year ended August 31, 2021, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

The condensed interim consolidated financial statements have been prepared using the same accounting policies and methods as those used in the annual consolidated financial statements for the year ended August 31, 2021. The condensed interim consolidated financial statements have been presented in Canadian dollars rounded to the nearest thousand unless otherwise indicated.

These condensed interim consolidated financial statements were approved by the Board of Directors for issue on April 12, 2022.

b. Principles of consolidation

Subsidiaries

These condensed interim consolidated financial statements incorporate the assets and liabilities of all entities controlled by the Company and the results of all controlled entities. Controlled entities are those entities over which the Company has i) the power to govern the financial and operating policies, ii) the right to receive benefits from that entity, and iii) the ability to use its operating decisions to alter the benefits received. These criteria are met by having a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Company controls another entity. In addition, for consolidation purposes, factors may exist where an entity may consolidate without having more than 50% of the voting power through ownership or agreements, or in the circumstances of enhanced minority rights, as a consequence of *de facto* control. *De facto* control is control without the legal right to exercise unilateral control, and involves decision-making abilities that are not shared with others and the ability to give direction with respect to the operating and financial policies of the entity concerned. Where control of a subsidiary ceases during a financial year, its results are included up to the point in the year when control ceases. Where control of an entity is acquired during a financial year, its results are

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

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included in the consolidated statement of income and comprehensive income from the date on which control commences.

The Company's subsidiaries are Metro Vancouver Properties Corp. ("Metro"), MP Western Properties Inc., 1073774 Properties Inc., 3530639 Canada Inc., 801325 B.C. Ltd., the MPW Properties Partnership, Madison Silverdale Developments Corp., Madison Developments 2800 Barnet Ltd., the MT Properties Limited Partnership, and MT Management Inc. The Company holds a 100% interest in MP Western Properties Inc., 1073774 Properties Inc., 3530639 Canada Inc., Madison Silverdale Developments Corp. and a 99.8% interest in Metro which holds a 100% interest in the MPW Properties Partnership, 801325 B.C. Ltd., and Madison Developments 2800 Barnet Ltd., a 60.9% interest in the MT Properties Limited Partnership, and a 75% interest in MT Management Inc.

All inter-company balances, transactions, and unrealized profits resulting from inter-company transactions are eliminated.

Non-controlling interests

Non-controlling interests represent equity interests in subsidiaries owned by outside parties. The share of net assets of subsidiaries attributable to non-controlling interests is presented as a component of equity. Changes in the parent company's ownership interest in subsidiaries that do not result in a loss of control are accounted for as equity transactions.

Joint arrangements

The Company classifies its interests in joint arrangements as either a joint venture or a joint operation. A joint arrangement is a contractual arrangement whereby the Company and other parties undertake an economic activity that is subject to joint control. A joint arrangement is classified as a joint venture when the parties to the joint arrangement have rights over the net assets of the joint arrangement, whereas a joint arrangement is classified as a joint operation when the arrangement provides rights to assets and obligations for liabilities for the parties sharing joint control. Joint operations are accounted for using the proportionate consolidation method whereby the Company's share of assets, liabilities, income, expenses and cash flows of jointly controlled operations are combined with the equivalent items in the results on a line-by-line basis. Joint ventures are accounted for using the equity method as follows:

- Investments are initially recognized at cost.
- Investments in joint ventures include goodwill and intangible assets identified on acquisition, net of any accumulated impairment loss.
- The Company's share of its joint ventures' post-acquisition profits or losses is recognized in the consolidated statement of income and comprehensive income.
- Dividends and distributions receivable from joint ventures reduce the carrying amount of the investment.
- The Company's liability with respect to its joint ventures is limited to its net investment where it has no obligation to fund any subsequent losses should they arise. There is no obligation beyond the initial investment.
- Joint ventures are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

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Associates

Associates are entities over which the Company has significant influence but not control. Investments in associates are accounted for using the equity method as follows:

- Investments are initially recognized at cost.
- Investments in associates include goodwill and intangible assets identified on acquisition, net of any accumulated impairment loss.
- The Company's share of its associates' post-acquisition profits or losses is recognized in the consolidated statement of income and comprehensive income.
- Dividends and distributions receivable from associates reduce the carrying amount of the investment.
- The Company's liability with respect to its associates is limited to its net investment where it has no obligation to fund any subsequent losses should they arise. There is no obligation beyond the initial investment.
- Associates are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

c. Critical accounting estimates and judgements

The preparation of financial statements in accordance with IAS 34 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The critical accounting estimates and judgements have been set out in Note 2 to the Company's consolidated financial statements for the year ended August 31, 2021.

3. Investment properties

	Six months ended February 28, 2022 \$	Year ended August 31, 2021 \$
Balance at beginning of period	605,096	542,581
Additions:		
Acquisitions (note 3(b))	7,735	12,297
Other additions and property development costs	-	3,557
Recognition of rental revenue on a straight-line basis	(98)	(280)
Tenant improvements	481	550
Amortization of tenant improvements	(430)	(708)
Leasing commissions	46	1,343
Amortization of leasing commissions	(220)	(275)
Net gain on fair value adjustment	11,080	46,031
Balance at end of period	<u>623,690</u>	<u>605,096</u>

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

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a. Valuations

When performing fair value assessments for its investment properties, the Company incorporates a number of factors including recent market transactions, recent leasing activity, market vacancy, non-recoverable capital expenditures and other information obtained from market research and recently completed leases and acquisitions. The capitalization rates used are generally based on ranges provided by external valuers and these assumptions are further compared against information obtained from independent industry experts. The COVID-19 pandemic has increased the risk and uncertainty surrounding valuation estimates due to the uncertainty regarding the expected length of the pandemic and the resulting impact on the Company's cash flows from investment properties. In developing its estimates, management performed an assessment of its tenants and portfolio of investment properties, as well as an evaluation of the changes in the overall market conditions for the asset classes in the Company's portfolio since the impact of the pandemic began in early March 2020.

The fair value of the Company's investment properties is considered to be at Level 3 in the fair value hierarchy, as significant unobservable inputs are required to determine fair value.

b. Investment property acquisitions

During the six months ended February 28, 2022, the Company purchased the remaining 50% interest it did not hold in a property located at 8155 North Fraser Way, Burnaby, British Columbia for \$7,735 excluding closing costs. The purchase price for the investment property was settled by the assumption of a mortgage (adjusted to fair value) of \$2,492 and the issuance of shares for \$5,243 (note 11(b)).

During the year ended August 31, 2021, the Company acquired an industrial property with a building totalling 37,418 square feet located in Delta, British Columbia for \$12,297, including closing costs and taxes.

c. Investment property dispositions

For the six months ended February 28, 2022 and year ended August 31, 2021, the Company had no dispositions of investment properties.

d. Right-of-use asset

Included in investment properties is a right-of-use asset ("ROU Asset") arising from a land lease. The ROU Asset was recognized effective September 1, 2019 upon the adoption of IFRS 16, *Leases* ("IFRS 16").

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

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e. Sensitivity

The following table provides a sensitivity analysis for the weighted average capitalization rate on commercial properties applied at February 28, 2022, excluding properties under development and a ROU Asset of \$2,343 (note 3(d)):

Capitalization rate increase (decrease)	Weighted average capitalization rate	Fair value of investment properties (at Company's ownership) \$	Fair value variance \$	% change
(0.75%)	3.46%	764,365	152,268	24.9%
(0.50%)	3.76%	703,134	91,037	14.9%
(0.25%)	4.04%	653,785	41,688	6.8%
February 28	4.32%	612,097	-	-
0.25%	4.59%	576,030	(36,067)	(5.9%)
0.50%	4.86%	544,346	(67,751)	(11.1%)
0.75%	5.12%	516,204	(95,893)	(15.7%)

4. Other non-current assets

	February 28, 2022 \$	August 31, 2021 \$
Deposits (note 9)	18,453	18,441
Investment in associate (note 4(a))	19,593	19,010
Investments in joint ventures (note 4(b))	60,979	51,819
Loans receivable, deferred rents receivable and other	314	609
	<u>99,339</u>	<u>89,879</u>

a. Investment in associate

The investment in associate includes an equity investment in Grant Street Properties Inc. ("GSP"), a related private company with a December 31st fiscal year-end that owns and manages commercial, industrial and multi-family rental properties. The Company holds an ownership interest of 33.85% in GSP. This investment has been accounted for using the equity method and includes equity earnings for the six months ended February 28, 2022 of \$583 (six months ended February 28, 2021 - \$1,558). The Company's share of assets, liabilities, revenue and other income, and expenses as at and for the six months ended February 28, 2022 is \$31,224, \$11,750, \$1,082 and \$499, respectively (as at August 31, 2021 and for the six months ended February 28, 2021 - \$30,735, \$11,843, \$2,174 and \$616, respectively).

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

b. Investments in joint ventures

The investment in joint ventures includes equity investments in the Silverdale Hills Limited Partnership (the “Silverdale Hills LP”) and the 2798 Barnet Development Limited Partnership (the “Barnet LP”). The Company holds an ownership interest of 50% in each of the Silverdale Hills LP and the Barnet LP. These limited partnerships have November 30th fiscal year-ends and have been accounted for using the equity method and include equity earnings for the six months ended February 28, 2022 of \$4,339 (six months ended February 28, 2021 – \$158). The Company’s share of assets, liabilities, revenue and other income, and expenses as at and for the six months ended February 28, 2022 is \$92,657, \$31,607, \$12,616 and \$8,277, respectively (As at August 31, 2021 and for the six months ended February 28, 2021 - \$79,771, \$27,883, \$332 and \$174, respectively).

As at February 28, 2022, the Silverdale Hills LP owns approximately 1,410 acres of residential development designated lands in Mission, British Columbia. In June 2020, the Silverdale Hills LP commenced development of 162 townhomes and 65 single family lots on the site, which consumed approximately 38 acres of land inventory. Sales and presales for the first and second phases of the townhome development, which comprises 80 units, commenced in the fourth quarter of fiscal 2021. Presales for the third and fourth phase of the townhome development, which comprises 82 townhome units, commenced in the first and second quarter of fiscal 2022, respectively. As at February 28, 2022, 162 units have been completed and sold, or presold. As at February 28, 2022, 61 single family lots have been sold or were committed for sale to a single developer.

In March 2022, the Silverdale Hills LP entered into two contracts to purchase approximately 30 acres of residential development lands in Mission, British Columbia for \$39,232 excluding closing costs and taxes. The purchases are scheduled to close in September 2022 and March 2025 and required an initial deposit of \$8,923 and an additional deposit of \$2,500 in September 2023.

The Barnet LP owns a retail property in Coquitlam, British Columbia which has redevelopment potential into a residential and mixed-use property.

In the six months ended February 28, 2022, the Company made additional equity investments of \$4,821 in the Silverdale Hills LP. During the year ended August 31, 2021, the Company made additional equity investments of \$5,555 in the Silverdale Hills LP. The additional equity investments were required to fund development costs and the acquisition of additional parcels of undeveloped residential land.

c. Corporate guarantees

The Silverdale Hills LP, of which the Company has a 50% interest, has a committed construction loan facility to a maximum of \$85,369. As at February 28, 2022, \$19,850 and outstanding letters of credit totalling \$3,220 had been drawn against the facility by the Silverdale Hills LP. The loan is repayable on demand, and the Company has provided a guarantee for 50% of this construction loan.

The Company has provided a guarantee of \$14,625 for a \$29,250 bank loan owed by the Barnet LP of which the Company has a 50% interest. The loan is repayable on demand and matures in 2022.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

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5. Debt on investment properties

	Six months ended February 28, 2022 \$	Year ended August 31, 2021 \$
Balance at beginning of period	280,047	269,196
Net proceeds from debt issuances	51,438	37,774
Assumed debt (note 3(b))	2,435	-
Amortization of deferred financing costs	150	278
Repayment of debt	(30,356)	(27,201)
Balance at end of period	303,714	280,047
Less: current portion	58,518	53,915
Non-current portion	245,196	226,132

Mortgage and construction loans are secured by charges against the related properties and corporate guarantees. Of the total mortgage and construction loans (before netting of deferred financing costs and fair value adjustments to assumed debt and excluding lease liabilities), \$294,336 (August 31, 2021 - \$270,610) bears interest at fixed rates ranging from 1.97% to 4.13% (August 31, 2021 - 1.97% to 4.13%) per annum and \$7,750 (August 31, 2021 - \$7,750) bear interest ranging from bank prime rate plus 0.60% to 0.75%, and Banker's Acceptance rates plus 2.35% (August 31, 2021 - bank prime rate plus 0.60% to 0.75%, and Banker's Acceptance rates plus 2.35%). The weighted average interest rate on fixed rate debt as at February 28, 2022 was 3.23% (August 31, 2021 - 3.32%).

a. Interest rate swaps

The Company has entered into interest rate swaps with Canadian chartered banks on six mortgages to fix the Company's interest rates on those mortgages. The swaps had notional amounts as at February 28, 2022 totalling \$106,733 (August 31, 2021 - \$105,817), fixed swap rates ranging from 2.52% to 3.90%, and maturity dates ranging from September 2022 to July 2025. The total notional amount of the interest rate swaps represented 35.3% as at February 28, 2022 (August 31, 2021 - 38.0%) of the total debt on investment properties (before netting of deferred financing costs and fair value adjustments on assumed debt and excluding lease liabilities). The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The total fair value of the interest rate swap assets and liabilities and net unrealized gains on those contracts are as follows:

	<u>Fair value assets</u>		<u>Fair value liabilities</u>	
	February 28, 2022	August 31, 2021	February 28, 2022	August 31, 2021
	\$	\$	\$	\$
Interest rate swaps	1,323	-	62	1,840

	<u>Net unrealized gains on interest rate swaps</u>	
	<u>Six months ended</u>	
	February 28, 2022	February 28, 2021
	\$	\$
Interest rate swaps	3,143	1,579

b. Lease liability

Included in debt on investment properties is a lease liability arising from the recognition of a ROU Asset upon the adoption of IFRS 16 effective, September 1, 2019 (note 3(d)).

Future minimum lease payments under this lease are as follows:

	February 28, 2022
	\$
Within twelve months	97
Two to five years	409
Over five years	3,100
Total future minimum lease payments	3,606
Less: future interest costs	(1,263)
Present value of lease payments	2,343

6. Bank indebtedness

The Company has a line of credit of up to \$20,000 (August 31, 2021 - \$20,000) bearing interest at bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50% (August 31, 2021 - bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50%) with a Canadian chartered bank. As at February 28, 2022, \$nil (August 31, 2021 - \$nil) had been drawn against this line of credit. The amount available under this line of credit varies with the fair value of investment properties pledged, up to a maximum of \$20,000. Second mortgages against certain of the Company's investment properties, assignments of rents and insurance, as well

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

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as general security agreements creating floating charges over all of the Company's assets, have been provided as security. Amounts advanced under this line of credit are repayable on demand.

The line of credit agreement contains the following financial ratios that must be maintained, with which the Company was in compliance as at February 28, 2022:

- Not permit the debt service coverage ratio to be less than 1.25 to 1.00;
- Not permit the ratio of EBITDA to interest expense on all debt secured by the investment properties pledged to be less than 1.50 to 1.00;
- Not permit the aggregate amount of all outstanding borrowings secured by the investment properties pledged to exceed 65% of their appraised values; and
- Not permit the tangible net worth of the Company to be at any time less than \$125,000.

7. Share capital

a. Authorized and issued shares

The authorized share capital of the Company consists of an unlimited number of Class A non-voting preferred shares without par value, an unlimited number of Class B voting common shares without par value ("Class B Shares"), and an unlimited number of Class C non-voting shares without par value ("Class C Shares").

The following table summarizes the issued share capital as at February 28, 2022 and August 31, 2021:

	Class B Shares		Class C Shares		Total	
	Number	Amount \$	Number	Amount \$	Number	Amount \$
Balance – August 31, 2021	7,255,492	7,720	51,315,089	59,752	58,570,581	67,472
Shares issued	99,928	649	792,046	4,594	891,974	5,243
Balance – February 28, 2022	7,355,420	8,369	52,107,135	64,346	59,462,555	72,715

During the six months ended February 28, 2022, the Company issued 99,928 Class B shares and 792,046 Class C shares as partial consideration for the purchase of an investment property (notes 3(b) and 11(b)).

No shares were issued or cancelled during the year ended August 31, 2021.

b. Share option plan

The Company implemented a share option plan (the "Plan") effective January 1, 2019. Under the Plan, the Company reserves Class B Shares equal to 2% of aggregate outstanding Class B Shares and Class C Shares for issuance upon the exercise of share options granted under the Plan. As at April 12, 2022, 1,189,251 Class B Shares are reserved for the issuance under the Plan. The Plan provides that share options may be issued only to executives, employees and outside directors of the Company or of any of its subsidiaries and that options granted to insiders (as defined by Toronto Stock Exchange rules) shall not exceed 10% of the outstanding Class B Shares.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The Plan and the terms of options granted, including the exercise price, the expiry time, the vesting period and other terms and conditions relating to such options, shall be administered by the Compensation Committee or any other committee to which such authority is delegated by the Board of Directors.

As at April 12, 2022, no share options had been granted under the Plan.

8. Dividends

On January 13, 2022, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on February 21, 2022.

On July 13, 2021, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on September 7, 2021.

On April 13, 2021, the Company declared the payment of a special cash dividend of \$0.34 per Class B Share and Class C Share payable on May 4, 2021.

On January 12, 2021, the Company declared a dividend of \$0.0525 per Class B Share and Class C Share payable on February 23, 2021.

9. Income taxes

The following table provides the components of income taxes for the six months ended:

	February 28, 2022	February 28, 2021
	\$	\$
Current income tax expense	2,267	832
Deferred income tax expense	2,206	2,196
	<u>4,473</u>	<u>3,028</u>

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

Income taxes vary from the amount that would be expected if computed by applying the Canadian federal and provincial statutory income tax rates to the Company's income before income taxes as shown in the following table for the six months ended:

	February 28, 2022		February 28, 2021	
	\$		\$	
Income before income taxes	24,822		25,350	
	\$	%	\$	%
Expected income taxes at statutory rates	6,628	26.7	6,697	26.4
Adjustments				
Non-taxable portion of unrealized capital gains	(1,488)	(6.0)	(2,294)	(9.1)
Recognition of previously unrecognized tax assets	(322)	(1.3)	(229)	(0.9)
Equity earnings in associate and joint ventures	(1,330)	(5.4)	(463)	(1.8)
Taxable portion of earnings from joint ventures	1,130	4.6	-	-
Other items	(145)	(0.6)	(683)	(2.7)
Income taxes	4,473	18.0	3,028	11.9

Deferred income tax liabilities (assets) comprise the following:

	February 28, 2022	August 31, 2021
	\$	\$
Benefit of non-capital losses carried forward	(2,850)	(2,494)
Benefit of capital losses carried forward	(877)	(877)
Deferred income tax assets not recognized	946	946
Investment properties	52,166	49,567
Tenant improvements and leasing costs	1,339	1,351
Straight-line rental revenue in excess of base rents	657	682
	<u>51,381</u>	<u>49,175</u>

The entire change in deferred income tax liabilities for the six months ended February 28, 2022 and the year ended August 31, 2021 has been recognized in net income for those respective periods.

As at February 28, 2022, the Company has approximately \$10,706 of non-capital losses which begin to expire in 2037, which may be used to reduce future Canadian income taxes otherwise payable. The Company also has approximately \$5,063 of unrecognized federal investment tax credits which begin to expire in 2022, and can also be carried forward to be used to reduce future Canadian income taxes otherwise payable.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

The federal investment tax credits and non-capital losses expire as follows:

	Federal investment tax credits	Non-capital losses carried forward
	\$	\$
2022	440	-
2023	1,048	-
2024	934	-
2025	865	-
2026	727	-
2027	689	-
2028	360	-
2037	-	449
2038	-	2,456
2039	-	1,358
2040	-	1,316
2041	-	3,478
2042	-	1,649
	5,063	10,706

In addition, the Company has capital losses carried forward of approximately \$6,494 which may be used to reduce future taxable capital gains in Canada and do not expire.

Contingencies

The Company and certain subsidiaries have received from the Canada Revenue Agency (“CRA”) and Alberta Tax and Revenue Administration (“ATRA”) tax notices of reassessment for various taxation years. The reassessments deny the application and usage of certain non-capital losses, capital losses, deductions and investment tax credits arising from prior years. In addition, the CRA and ATRA are disallowing unclaimed carryforward non-capital losses of \$657, carryforward capital losses of \$6,494, and carryforward investment tax credits of \$5,503. As a result, additional taxes payable for the reassessed years, including interest, total \$38,787. The Company and its subsidiaries have filed notices of objection and notices of appeal to the reassessments with the CRA and ATRA. To object to the reassessments, the Company and its subsidiaries were required to make deposits totalling \$18,797 for a portion of the taxes and interest the CRA and ATRA have claimed are owed. The Company and its subsidiaries have made these deposits and they are included in other non-current assets. Additional estimated interest accruing on the unpaid portion of the reassessments was approximately \$5,814 as at February 28, 2022.

The Company’s trial with the Tax Court of Canada completed in March 2022 with a decision not expected for several months. The previously scheduled trial date for the Company’s subsidiary has been deferred and no new date has been confirmed. The Company and its counsel believe that its filing positions for the Company and subsidiaries described above are appropriate and in accordance with the law. It is defending such positions as required. Accordingly, the Company has not recorded a liability in these consolidated financial statements for the reassessed taxes payable and related interest described above nor has it reduced the carrying value of deferred income tax assets recorded for unused carryforward amounts. If the Company is ultimately successful

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

in defending its positions, deposits made plus applicable interest will be refunded to the Company. There is no assurance that the Company's objections and appeals will be successful. If the CRA and ATRA are successful, the Company will be required to pay the balance of taxes reassessed plus applicable interest and derecognize deferred income tax assets related to the carryforward amounts.

10. Income per share

	Six months ended		Three months ended	
	February 28, 2022	February 28, 2021	February 28, 2022	February 28, 2021
Net income attributable to shareholders of the Company	\$19,395	\$19,690	\$10,649	\$16,212
Weighted average number of shares outstanding	59,319,642	58,570,581	59,462,555	58,570,581
Basic and diluted income per share	\$0.33	\$0.34	\$0.18	\$0.28

11. Related party transactions

The following transactions occurred in the normal course of operations and are measured at the exchange amounts, which are the amounts agreed upon by the related parties:

a. Transactions and balances with related parties

The Company has engaged the services of a landscaping and building services company owned by a related party. During the six months ended February 28, 2022, landscaping, maintenance, and construction management services paid to this company totalled \$214 (six months ended February 28, 2021 - \$223).

b. Transactions and balances with affiliates

During the six months ended February 28, 2021, the Company engaged the services of an electrical contractor controlled by a shareholder of the Company for which it paid fees of \$30. The Company did not engage the services of the contractor in the six months ended February 28, 2022.

During the six months ended February 28, 2022, rental revenues of \$1,781 (six months ended February 28, 2021 - \$968) were received from a shareholder of the Company and from tenants that are companies related to a shareholder of the Company.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

During the six months ended February 28, 2022, the Company incurred management consulting charges of \$357 from a shareholder of the Company for tax, development and other management support services (six months ended February 28, 2021 - \$148).

During the six months ended February 28, 2022, the Company recorded administration expenses of \$6 from a shareholder of the Company and from a company controlled by a shareholder of the Company.

During the six months ended February 28, 2022, the Company purchased the remaining 50% interest it did not hold in a property located at 8155 North Fraser Way, Burnaby, British Columbia from a company controlled by a shareholder of the Company for \$7,735 excluding closing costs. Payment for the property included issuance of 99,928 Class B shares and 792,046 Class C shares, and assumption of debt on the property (notes 3(b) and 5).

During the year ended August 31, 2021, the Company paid \$1,105 to a significant shareholder of the Company to reimburse the shareholder for shares of the significant shareholder that were issued to certain executives of the Company as compensation for services to the Company and expensed by the Company between 2013 and 2018.

The Company has provided a limited guarantee of \$14,726 on the MT Properties Limited Partnership mortgage debt. During the six months ended February 28, 2022, a guarantee fee of \$22 (six months ended February 28, 2021 - \$22) was paid to the Company.

Key management personnel

Key management personnel include the Company's directors and officers. The following table summarizes compensation awarded to key management personnel for the six months ended:

	February 28, 2022 \$	February 28, 2021 \$
Salaries and short-term employee benefits	714	894

12. Segment information

The Company's chief executive officer and chief financial officer examined the Company's performance and have concluded that the Company has one reportable segment - that being the rental of office, industrial, commercial, and multi-family real estate properties located in Canada. Although properties are in different Canadian regions and in different asset classes, they have reasonably similar returns and risks.

Madison Pacific Properties Inc.

Notes to the Condensed Interim Consolidated Financial Statements

For the Six Months Ended February 28, 2022 and 2021

(unaudited)

(expressed in thousands of Canadian dollars, except number of shares and per share amounts)

13. Capital management

The primary objective of the Company's capital management is to ensure that it maintains adequate capital resources in order to support its business and maximize shareholder value. The Company manages its capital structure with the goal of minimizing risk to the stability of cash flows from properties. Other goals include maintaining debt service coverage, interest coverage, and debt to equity ratios as well as maintaining minimum amounts of shareholders' equity as required by the Company's line of credit agreement. The Company's capital includes mortgage loans, construction loans, a lease liability, a line of credit, and equity.

The Company's principal source of financing is from mortgage loans. The ability to obtain a mortgage loan is dependent on the value of a specific property and the cash flows the property generates and the availability of funds from time to time from lending institutions. The Company expects to renew mortgage loans under similar terms as they become due.

There have been no changes in the Company's approach to capital management in the six months ended February 28, 2022.

The calculation of the total capital, excluding the undrawn line of credit, is summarized as follows:

	February 28, 2022 \$	August 31, 2021 \$
Fixed rate mortgage loans and lease liability	296,679	272,965
Variable rate mortgages	7,750	7,750
	<u>304,429</u>	<u>280,715</u>
Equity	<u>409,528</u>	<u>388,012</u>
	<u>713,957</u>	<u>668,727</u>

14. Subsequent event

On March 30, 2022, the Company purchased a highway-commercial property with a 5,484 square foot building and a site area of 30,492 square feet located in Chilliwack, British Columbia for \$3,830 excluding closing costs and taxes.