

Real Estate Potential. Realized.

# MORGUARD CORPORATION

SEPTEMBER 30, 2023

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)



# **BALANCE SHEETS**

In thousands of Canadian dollars

As at	Note	September 30, 2023	December 31, 2022
ASSETS			
Non-current assets			
Real estate properties	4	\$10,636,445	\$10,551,074
Hotel properties	5	341,232	337,239
Equity-accounted and other fund investments	6	99,460	120,347
Other assets	7	335,156	357,466
		11,412,293	11,366,126
Current assets			
Amounts receivable	8	65,269	80,159
Prepaid expenses and other		86,221	147,159
Cash		128,399	111,808
		279,889	339,126
		\$11,692,182	\$11,705,252
LIABILITIES AND EQUITY			
Non-current liabilities			
Mortgages payable	9	\$3,839,033	\$3,876,135
Debentures payable	10	538,032	541,283
Lease liabilities	12	169,784	170,934
Morguard Residential REIT units	11	400,568	454,425
Deferred income tax liabilities		849,719	821,443
		5,797,136	5,864,220
Current liabilities			
Mortgages payable	9	840,539	766,016
Debentures payable	10	223,910	254,954
Loans payable	20	18,520	5,000
Accounts payable and accrued liabilities	13	275,467	245,285
Bank indebtedness	14	154,543	184,306
		1,512,979	1,455,561
Total liabilities		7,310,115	7,319,781
EQUITY			
Shareholders' equity		3,912,194	3,865,254
Non-controlling interest		469,873	520,217
Total equity		4,382,067	4,385,471
		\$11,692,182	\$11,705,252

Contingencies

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See accompanying notes to the condensed consolidated financial statements.

#### On behalf of the Board:

(Signed) "K. Rai Sahi"

(Signed) "Bruce K. Robertson"

Bruce K. Robertson,

Director

K. Rai Sahi, Director

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# STATEMENTS OF INCOME (LOSS)

In thousands of Canadian dollars, except per common share amounts

		Three months ended September 30		Nine months ended September 30	
	Note	2023	2022	2023	2022
Revenue from real estate properties	16	\$250,640	\$234,863	\$743,558	\$681,459
Revenue from hotel properties	16	47,895	50,416	123,203	123,983
Property operating expenses					
Property operating costs		(61,382)	(54,777)	(180,071)	(163,333
Utilities		(16,600)	(16,618)	(50,464)	(47,876
Realty taxes		(24,666)	(23,380)	(125,593)	(118,835
Hotel operating expenses		(30,095)	(32,470)	(84,494)	(95,537
Net operating income		165,792	158,034	426,139	379,861
OTHER REVENUE					
Management and advisory fees	16	9,618	10,018	30,752	30,441
Interest and other income		4,208	4,204	13,647	11,324
		13,826	14,222	44,399	41,765
EXPENSES					
Interest	17	66,830	57,692	194,533	167,878
Property management and corporate	15(c)	20,773	20,316	65,254	57,619
Amortization of hotel properties and other	10(0)	6,084	6,682	19,835	20,167
Recovery of impairment	5	(11,000)		(11,000)	
		82,687	84,690	268,622	245,664
OTHER INCOME (EXPENSE)					
Fair value gain (loss), net	18	(125,876)	(9,649)	(118,894)	484,340
Equity income (loss) from investments	6	1,677	(376)	1,502	6,033
Other income (expense)	19	(627)	(848)	(765)	498
	10	(124,826)	(10,873)	(118,157)	490,871
Income (loss) before income taxes		(27,895)	76,693	83,759	666,833
Provision for (recovery of) income taxes	21				
Current	21	2,280	4,220	6,431	6,037
Deferred		(20,731)	16,718	22,254	125,239
		(18,451)	20,938	28,685	131,276
Net income (loss) for the period		(\$9,444)	\$55,755	\$55,074	\$535,557
Net income (loss) attributable to:					
Common shareholders		\$5,494	\$66,824	\$60,622	\$505,801
Non-controlling interest		(14,938)	(11,069)	(5,548)	29,756
		(\$9,444)	\$55,755	\$55,074	\$535,557
Net income per common share attributable to:					

# STATEMENTS OF COMPREHENSIVE INCOME

In thousands of Canadian dollars

		Three months ended September 30		hs ended ber 30
	2023	2022	2023	2022
Net income (loss) for the period	(\$9,444)	\$55,755	\$55,074	\$535,557
OTHER COMPREHENSIVE INCOME (LOSS)				
Items that may be reclassified subsequently to net income (loss):				
Unrealized foreign currency translation gain (loss)	50,606	145,877	(4,104)	177,417
Deferred income tax recovery (provision)	(7,780)	—	655	(6)
	42,826	145,877	(3,449)	177,411
Items that will not be reclassified subsequently to net income (loss):				
Actuarial loss on defined benefit pension plans	(3,572)	(4,255)	(3,644)	(10,068)
Deferred income tax recovery	933	1,116	947	2,660
	(2,639)	(3,139)	(2,697)	(7,408)
Other comprehensive income (loss)	40,187	142,738	(6,146)	170,003
Total comprehensive income for the period	\$30,743	\$198,493	\$48,928	\$705,560
Total comprehensive income (loss) attributable to:				
Common shareholders	\$43,457	\$202,633	\$54,622	\$667,499
Non-controlling interest	(12,714)	(4,140)	(5,694)	38,061
	\$30,743	\$198,493	\$48,928	\$705,560

# STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY

In thousands of Canadian dollars

			Accumulated Other		Total	Non-	
	Note	Retained Earnings	Comprehensive Income	Share Capital	Shareholders' Equity	controlling Interest	Total
Shareholders' equity, January 1, 2022		\$3,351,294	\$179,953	\$100,929	\$3,632,176	\$541,571	\$4,173,747
Changes during the period:							
Net income		505,801	_	_	505,801	29,756	535,557
Other comprehensive income		_	161,698	_	161,698	8,305	170,003
Dividends		(4,994)	_	_	(4,994)	_	(4,994)
Distributions		_	_	_	_	(6,008)	(6,008)
Issuance of common shares		_	_	19	19	_	19
Repurchase of common shares		(7,761)	_	(717)	(8,478)	_	(8,478)
Change in ownership of Morguard REIT		5,315	_	_	5,315	(7,587)	(2,272)
Shareholders' equity, September 30, 2022		\$3,849,655	\$341,651	\$100,231	\$4,291,537	\$566,037	\$4,857,574
Changes during the period:							
Net loss		(383,030)	_	_	(383,030)	(40,275)	(423,305)
Other comprehensive loss		_	(41,311)	_	(41,311)	(2,135)	(43,446)
Dividends		(1,654)	_	_	(1,654)	_	(1,654)
Distributions		_	_	_	_	(2,462)	(2,462)
Issuance of common shares		_	_	8	8	_	8
Change in ownership of Morguard REIT		685	_	_	685	(948)	(263)
Tax impact of increase in subsidiary ownership interest		(981)	_	_	(981)	_	(981)
Shareholders' equity, December 31, 2022		\$3,464,675	\$300,340	\$100,239	\$3,865,254	\$520,217	\$4,385,471
Changes during the period:							
Net income (loss)		60,622	_	_	60,622	(5,548)	55,074
Other comprehensive loss		_	(6,000)	_	(6,000)	(146)	(6,146)
Dividends	15(a)	(4,897)	_	_	(4,897)	_	(4,897)
Distributions		_	_	_	_	(5,164)	(5,164)
Issuance of common shares	15(a)	_	_	20	20	_	20
Repurchase of common shares	15(a)	(19,410)	_	(1,900)	(21,310)	_	(21,310)
Change in ownership of Morguard REIT	15(b)	26,127	_	_	26,127	(39,486)	(13,359)
Tax impact of increase in subsidiary ownership interest		(7,622)	_	_	(7,622)		(7,622)
Shareholders' equity, September 30, 2023		\$3,519,495	\$294,340	\$98,359	\$3,912,194	\$469,873	\$4,382,067

# STATEMENTS OF CASH FLOWS

In thousands of Canadian dollars

		Three months ended September 30		Nine mont Septem	
	Note	2023	2022	2023	2022
OPERATING ACTIVITIES					
Net income (loss) for the period		(\$9,444)	\$55,755	\$55,074	\$535,557
Add (deduct) items not affecting cash	23(a)	82,034	18,295	154,933	(338,919)
Distributions from equity-accounted and other fund investments	6	421	1,587	1,734	18,061
Additions to tenant incentives and leasing commissions	4	(7,632)	(2,527)	(13,019)	(6,145)
Net change in operating assets and liabilities	23(b)	(1,839)	13,005	6,727	(18,500)
Cash provided by operating activities		63,540	86,115	205,449	190,054
INVESTING ACTIVITIES					
Additions to real estate properties and tenant improvements	4	(26,199)	(244,267)	(179,075)	(337,000)
Additions to hotel properties	5	(1,985)	(1,010)	(5,489)	(2,746)
Additions to capital and intangible assets		(432)	(348)	(1,413)	(701)
Investment in properties under development	4	(2,760)	(5,234)	(12,656)	(11,250)
Proceeds from the sale of real estate properties, net	4	—	34,076	1,549	130,141
Proceeds from the sale of hotel properties, net		—	29,528		87,255
Increase in mortgages and loans receivable		(1,861)	(25,393)	(1,729)	(35,439)
Investment in marketable securities		_	_	(8,194)	_
Investment in equity-accounted and other fund investments, net	6	14,991		8,674	(774)
Cash used in investing activities		(18,246)	(212,648)	(198,333)	(170,514)
FINANCING ACTIVITIES					
Proceeds from new mortgages		122,380	453,991	373,951	570,173
Financing costs on new mortgages		(1,141)	(2,686)	(4,739)	(3,396)
Repayment of mortgages					
Principal instalment repayments		(29,491)	(33,435)	(89,543)	(99,953)
Repayments on maturity		(61,662)	(280,048)	(242,713)	(357,972)
Repayments due to mortgage extinguishments		—	(29,458)	_	(95,716)
Principal payment of lease liabilities		(405)	(316)	(1,229)	(1,037)
Proceeds from bank indebtedness		106,481	184,067	280,736	221,919
Repayment of bank indebtedness		(215,727)	(71,406)	(310,308)	(76,482)
Proceeds from issuance of debentures payable, net of costs	10	172,600		221,190	—
Redemption of debentures payable	10	(175,000)	(200,000)	(255,500)	(200,000)
Proceeds from (repayments of) loans payable, net		13,491	(10,000)	13,756	5,000
Dividends paid		(1,617)	(1,658)	(4,878)	(4,975)
Distributions to non-controlling interest, net		(1,707)	(1,924)	(4,724)	(5,893)
Morguard Residential REIT units repurchased for cancellation		(9,168)		(20,626)	—
Shares repurchased for cancellation	15(a)	—	(7,867)	(21,310)	(8,478)
Investment in subsidiaries	15(b)	(1,504)	(2,272)	(13,359)	(2,272)
Decrease in restricted cash		3,367	74,283	88,297	5,612
Cash provided by (used in) financing activities		(79,103)	71,271	9,001	(53,470)
Net increase (decrease) in cash during the period		(33,809)	(55,262)	16,117	(33,930)
Net effect of foreign currency translation on cash balance		256	3,762	474	7,184
Cash, beginning of period		161,952	198,410	111,808	173,656
Cash, end of period		\$128,399	\$146,910	\$128,399	\$146,910

## NOTES

For the three and nine months ended September 30, 2023 and 2022

In thousands of Canadian dollars, except per common share and unit amounts and unless otherwise noted

# NOTE 1

## NATURE AND DESCRIPTION OF COMPANY

Morguard Corporation (the "Company" or "Morguard") is a real estate investment and management company formed under the laws of Canada. Morguard's principal activities include property ownership, development and investment advisory services. Property ownership encompasses interests in multi-suite residential, commercial and hotel properties located in Canada and the United States. The common shares of the Company trade on the Toronto Stock Exchange ("TSX") under the symbol "MRC". The Company's head office is located at 55 City Centre Drive, Suite 1000, Mississauga, Ontario, L5B 1M3.

## NOTE 2

### STATEMENT OF COMPLIANCE AND SIGNIFICANT ACCOUNTING POLICIES

These condensed consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB") and thus do not contain all the disclosures applicable to the annual audited consolidated financial statements.

The condensed consolidated financial statements were approved and authorized for issue by the Board of Directors on November 1, 2023.

These condensed consolidated financial statements use the same accounting policies and methods of their application as the most recent annual audited consolidated financial statements and should be read in conjunction with the most recent annual audited consolidated financial statements which include the significant accounting policies most affected by estimates and judgments.

The foreign exchange rates for the current and prior reporting periods are as follows:

	2023	2022
Canadian dollar to United States dollar exchange rates:		
- As at September 30	\$0.7396	\$0.7231
- As at December 31	—	0.7383
- Average for the three months ended September 30	0.7455	0.7652
- Average for the nine months ended September 30	0.7432	0.7793
United States dollar to Canadian dollar exchange rates:		
- As at September 30	1.3520	1.3829
- As at December 31	—	1.3544
- Average for the three months ended September 30	1.3414	1.3068
- Average for the nine months ended September 30	1.3456	1.2832

## NOTE 3

#### SUBSIDIARIES WITH NON-CONTROLLING INTEREST

**Morguard North American Residential Real Estate Investment Trust ("Morguard Residential REIT" or "MRG")** As at September 30, 2023, the Company owned a 45.6% (December 31, 2022 - 44.7%) effective interest in Morguard Residential REIT through its ownership of 7,944,166 units and 17,223,090 Class B LP units. The Company continues to consolidate its investment in Morguard Residential REIT on the basis of *de facto* control in accordance with IFRS 10, Consolidated Financial Statements ("IFRS 10"). Refer to the Company's most recent annual audited consolidated financial statements for the factors that continue to support the conclusion that the Company has *de facto* control of Morguard Residential REIT.

During the three months ended September 30, 2023, Morguard Residential REIT recorded distributions of \$6,895, or \$0.18 per unit (2022 - \$6,838, or \$0.1749 per unit), of which \$1,430 was paid to the Company (2022 - \$1,392) and \$5,465 was paid to the remaining unitholders (2022 - \$5,446). In addition, during the three months ended

September 30, 2023, Morguard Residential REIT paid distributions to the Company on the Class B LP units of \$3,100 (2022 - \$3,012).

During the nine months ended September 30, 2023, Morguard Residential REIT recorded distributions of \$20,914, or \$0.54 per unit (2022 - \$20,507 or \$0.5247 per unit), of which \$4,290 was paid to the Company (2022 - \$4,171) and \$16,624 was paid to the remaining unitholders (2022 - \$16,336). In addition, during the nine months ended September 30, 2023, Morguard Residential REIT paid distributions to the Company on the Class B LP units of \$9,300 (2022 - \$9,037).

#### Morguard Real Estate Investment Trust ("Morguard REIT" or "MRT")

As at September 30, 2023, the Company owned 41,977,862 units (December 31, 2022 - 39,541,641 units) of Morguard REIT, which represents a 65.3% (December 31, 2022 - 61.6%) ownership interest.

During the three months ended September 30, 2023, Morguard REIT recorded distributions of \$3,855, or \$0.06 per unit (2022 - \$3,851, or \$0.06 per unit), of which \$2,513 (2022 - \$2,360) was paid to the Company and \$1,342 was paid to the remaining unitholders (2022 - \$1,491).

During the nine months ended September 30, 2023, Morguard REIT recorded distributions of \$11,559, or \$0.18 per unit (2022 - \$11,548, or \$0.18 per unit), of which \$7,413 (2022 - \$7,045) was paid to the Company and \$4,146 was paid to the remaining unitholders (2022 - \$4,503).

The following summarizes the results of Morguard REIT and Morguard Residential REIT before any intercompany eliminations and the corresponding non-controlling interest in the equity of Morguard REIT and Morguard Residential REIT. The units issued by Morguard Residential REIT that are not held by the Company are presented as equity on Morguard Residential REIT's balance sheet, but are classified as a liability on the Company's consolidated balance sheets (Note 11).

As at September 30, 2023			December 31, 2022		
	MRT	MRG	MRT	MRG	
Non-current assets	\$2,293,589	\$4,102,976	\$2,348,116	\$3,732,315	
Current assets	26,259	65,480	26,566	202,102	
Total assets	\$2,319,848	\$4,168,456	\$2,374,682	\$3,934,417	
Non-current liabilities	\$833,653	\$2,008,463	\$905,863	\$1,805,364	
Current liabilities	495,258	188,205	420,711	273,664	
Total liabilities	\$1,328,911	\$2,196,668	\$1,326,574	\$2,079,028	
Equity	\$990,937	\$1,971,788	\$1,048,108	\$1,855,389	
Non-controlling interest	\$347,311	\$1,071,864	\$406,475	\$1,026,587	

The following summarizes the results of the operations and cash flows for the following periods as presented in Morguard REIT's and Morguard Residential REIT's financial statements before any intercompany eliminations and the corresponding non-controlling interest in their net income (loss):

For the three months ended September 30		2023		2022
	MRT	MRG	MRT	MRG
Revenue	\$62,512	\$83,646	\$61,127	\$70,766
Expenses	(49,932)	(49,817)	(45,562)	(62,981)
Fair value gain (loss) on real estate properties, net	(52,047)	(29,124)	(73,263)	55,643
Fair value gain on Class B LP units	—	34,446	—	17,740
Net income (loss) for the period	(\$39,467)	\$39,151	(\$57,698)	\$81,168
Non-controlling interest	(\$13,662)	\$20,735	(\$22,194)	\$44,894

For the three months ended September 30		2023		2022
	MRT	MRG	MRT	MRG
Cash provided by operating activities	\$21,289	\$13,476	\$21,415	\$25,781
Cash used in investing activities	(8,745)	(9,369)	(9,777)	(200,052)
Cash provided by (used in) financing activities	(17,829)	(15,506)	(12,601)	153,872
Net decrease in cash during the period	(\$5,285)	(\$11,399)	(\$963)	(\$20,399)

For the nine months ended September 30		2023		2022
	MRT	MRG	MRT	MRG
Revenue	\$189,219	\$246,620	\$182,965	\$203,415
Expenses	(146,118)	(209,075)	(135,948)	(236,651)
Fair value gain (loss) on real estate properties, net	(88,885)	100,119	(35,973)	411,449
Fair value gain on Class B LP units	—	23,251	_	40,647
Net income (loss) for the period	(\$45,784)	\$160,915	\$11,044	\$418,860
Non-controlling interest	(\$15,705)	\$87,473	\$4,755	\$231,671

For the nine months ended September 30		2023		2022
	MRT	MRG	MRT	MRG
Cash provided by operating activities	\$45,450	\$65,806	\$53,000	\$60,388
Cash used in investing activities	(29,223)	(188,758)	(19,806)	(117,672)
Cash provided by (used in) financing activities	(19,873)	135,377	(33,593)	49,150
Net increase (decrease) in cash during the period	(\$3,646)	\$12,425	(\$399)	(\$8,134)

## NOTE 4 REAL ESTATE PROPERTIES

Real estate properties consist of the following:

As at	September 30, 2023	December 31, 2022
Income producing properties	\$10,494,531	\$10,418,017
Properties under development	10,730	21,604
Land held for development	131,184	111,453
	\$10,636,445	\$10,551,074

Reconciliation of the carrying amounts for real estate properties at the beginning and end of the current period and prior financial year are set out below:

	Income Producing Properties	Properties Under Development	Land Held for Development	Total
Balance as at December 31, 2022	\$10,418,017	\$21,604	\$111,453	\$10,551,074
Additions:			. ,	
Acquisitions	112,980	_	_	112,980
Capital expenditures	56,170	_	_	56,170
Development expenditures	_	12,012	644	12,656
Tenant improvements, incentives and leasing commissions	22,944	_	_	22,944
Transfers	22,886	(22,886)	—	_
Dispositions	(1,549)	_	_	(1,549)
Fair value gain (loss), net (Note 18)	(124,876)	_	19,111	(105,765)
Foreign currency translation	(7,843)	_	(24)	(7,867)
Other	(4,198)	_	_	(4,198)
Balance as at September 30, 2023	\$10,494,531	\$10,730	\$131,184	\$10,636,445

#### Transactions completed during the nine months ended September 30, 2023

#### Acquisitions

On March 29, 2023, the Company acquired a multi-suite residential property comprising 240 suites located in Chicago, Illinois, for a purchase price of \$112,980 (US\$83,221), including closing costs.

The Company pursued a tax deferred exchange under Internal Revenue Code Section 1031 ("1031 Exchange") in connection with its U.S. property dispositions. Under a 1031 Exchange, the Company was able to defer tax payable upon the acquisition of its replacement property.

#### **Dispositions**

During the nine months ended September 30, 2023, the Company sold three industrial properties consisting of 19,875 square feet, for net proceeds of \$1,549, including closing costs.

Reconciliation of the carrying amounts for real estate properties for the year ended December 31, 2022 is set out below:

	Income Producing Properties	Properties Under Development	Land Held for Development	Total
Balance as at December 31, 2021	\$10,139,816	\$12,360	\$92,699	\$10,244,875
Additions:				
Acquisitions	314,999	—	2,909	317,908
Capital expenditures	83,995	_	_	83,995
Development expenditures	_	15,269	1,239	16,508
Tenant improvements, incentives and leasing commissions	14,174	_	_	14,174
Right-of-use assets	6,643	_		6,643
Transfers	6,025	(6,025)	_	_
Dispositions	(255,432)	_	(1,298)	(256,730)
Fair value gain (loss), net	(145,160)	_	14,989	(130,171)
Foreign currency translation	259,638	_	915	260,553
Other	(6,681)	_	_	(6,681)
Balance as at December 31, 2022	\$10,418,017	\$21,604	\$111,453	\$10,551,074

#### **Capitalization Rates**

As at September 30, 2023, and December 31, 2022, the Company had its portfolio internally appraised. In addition, the Company's U.S. portfolio is appraised by independent U.S. real estate appraisal firms on a three-year cycle.

The Company determined the fair value of each income producing property based upon, among other things, rental income from current leases and assumptions about rental income from future leases reflecting market conditions at the applicable consolidated balance sheet dates, less future cash outflow pertaining to the respective leases. The Company's multi-suite residential properties are appraised using the direct capitalization of income method. The retail, office and industrial properties are appraised using a number of approaches that typically include a discounted cash flow analysis, a direct capitalization of income method and a direct comparison approach. The discounted cash flow analysis is primarily based on discounting the expected future cash flows, generally over a term of 10 years, including a terminal value based on the application of a capitalization rate to estimated year-11 cash flows.

As at September 30, 2023, using the direct capitalization approach, the multi-suite residential, retail and office properties were valued using capitalization rates in the range of 3.3% to 10.3% (December 31, 2022 - 3.3% to 10.0%), resulting in an overall weighted average capitalization rate of 5.6% (December 31, 2022 - 5.5%).

		September 30, 2023				December 31, 2022				
As at	Occup Rate		Capitalization Rates		Occupancy Rates		Capitalization Rates			
	Max.	Min.	Max.	Min.	Weighted Average	Max.	Min.	Max.	Min.	Weighted Average
Multi-suite residential	98.5%	92.0%	6.3%	3.3%	4.4%	98.5%	92.0%	6.0%	3.3%	4.3%
Retail	99.0%	85.0%	10.3%	5.0%	7.4%	99.0%	85.0%	10.0%	5.0%	7.2%
Office <sup>(1)</sup>	100.0%	85.0%	8.8%	4.3%	7.2%	100.0%	90.0%	8.3%	4.3%	6.7%

The stabilized capitalization rates by asset type are set out in the following table:

<sup>(1)</sup> Includes industrial properties comprising approximately 10% of the segment's total assets.

The key valuation metrics used in the discounted cash flow method for the retail and office properties are set out in the following table:

As at	Sept	September 30, 2023			December 31, 2022		
	Maximum	Minimum	Weighted Average	Maximum	Minimum	Weighted Average	
Retail							
Discount rate	11.3%	5.8%	7.6%	11.0%	5.8%	7.5%	
Terminal cap rate	10.3%	5.0%	6.7%	10.0%	5.0%	6.6%	
Office							
Discount rate	9.0%	5.5%	6.9%	9.0%	5.3%	6.7%	
Terminal cap rate	8.3%	4.5%	6.2%	8.0%	4.3%	5.9%	

Fair values are most sensitive to changes in discount rates, capitalization rates and stabilized or forecast net operating income. Generally, an increase in stabilized net operating income will result in an increase in the fair value of the income producing properties, and an increase in capitalization rates will result in a decrease in the fair value of the properties. The capitalization rate magnifies the effect of a change in stabilized net operating income, with a lower capitalization rate resulting in a greater impact on the fair value of the property than a higher capitalization rate. If the weighted average stabilized capitalization rates were to increase or decrease by 25 basis points (assuming no change in stabilized net operating income), the value of the income producing properties as at September 30, 2023 would decrease by \$460,271 and increase by \$508,427, respectively.

The sensitivity of the fair values of the Company's income producing properties as at September 30, 2023, and December 31, 2022, is set out in the table below:

As at	September	30, 2023	December	31, 2022
Change in capitalization rate:	0.25%	(0.25%)	0.25%	(0.25%)
Multi-suite residential	(\$324,426)	\$362,829	(\$326,294)	\$366,825
Retail	(64,036)	68,548	(65,790)	70,573
Office	(71,809)	77,050	(83,423)	90,021
	(\$460,271)	\$508,427	(\$475,507)	\$527,419

## NOTE 5 HOTEL PROPERTIES

Hotel properties consist of the following:

As at September 30, 2023	Cost	Accumulated Impairment Provision	Accumulated Amortization	Net Book Value
Land	\$55,416	\$—	\$—	\$55,416
Buildings	334,196	(2,165)	(58,384)	273,647
Furniture, fixtures, equipment and other	72,403	(84)	(60,150)	12,169
	\$462,015	(\$2,249)	(\$118,534)	\$341,232

During the three months ended September 30, 2023, a recovery of previously recorded impairment of \$11,000 was recorded.

As at December 31, 2022	Cost	Accumulated Impairment Provision	Accumulated Amortization	Net Book Value
Land	\$55,416	\$—	\$—	\$55,416
Buildings	331,572	(12,206)	(52,318)	267,048
Furniture, fixtures, equipment and other	69,538	(1,043)	(53,720)	14,775
	\$456,526	(\$13,249)	(\$106,038)	\$337,239

Transactions in hotel properties for the nine months ended September 30, 2023, are summarized as follows:

As at September 30, 2023	Opening Net Book Value	Additions	Recovery of Impairment	Amortization	Closing Net Book Value
Land	\$55,416	\$—	\$—	\$—	\$55,416
Buildings	267,048	2,624	10,041	(6,066)	273,647
Furniture, fixtures, equipment and other	14,775	2,865	959	(6,430)	12,169
	\$337,239	\$5,489	\$11,000	(\$12,496)	\$341,232

Transactions in hotel properties for the year ended December 31, 2022, are summarized as follows:

As at December 31, 2022	Opening Net Book Value	Additions	Dispositions	Amortization	Closing Net Book Value
Land	\$82,125	\$—	(\$26,709)	\$—	\$55,416
Buildings	347,708	4,007	(76,090)	(8,577)	267,048
Furniture, fixtures, equipment and other	25,898	2,594	(3,773)	(9,944)	14,775
Right-of-use asset - land lease	1,422	_	(1,422)	_	_
	\$457,153	\$6,601	(\$107,994)	(\$18,521)	\$337,239

## NOTE 6 EQUITY-ACCOUNTED AND OTHER FUND INVESTMENTS

### (a) Equity-accounted and Other Real Estate Fund Investments Consist of the Following:

As at	September 30, 2023	December 31, 2022
Joint ventures	\$34,424	\$27,284
Associates	3,459	19,505
Equity-accounted investments	37,883	46,789
Other real estate fund investments	61,577	73,558
Equity-accounted and other fund investments	\$99,460	\$120,347

The following are the Company's significant equity-accounted investments as at September 30, 2023, and December 31, 2022:

				Company's Ownership		Carrying	g Value
Property/Investment	Principal Place of Business	Investment Type	Asset Type	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Petroleum Plaza	Edmonton, AB	Joint Venture	Office	50.0%	50.0%	\$9,146	\$11,658
Quinte Courthouse	Belleville, ON	Joint Venture	Office	50.0%	50.0%	2,781	2,802
Greypoint Capital L.P. II <sup>(1)</sup>	Toronto, ON	Joint Venture	Other	—%	15.6%	_	2,097
Courtyard by Marriott	Ottawa, ON	Joint Venture	Hotel	50.0%	50.0%	14,141	5,602
Marriott Residence Inn	London, ON	Joint Venture	Hotel	50.0%	50.0%	8,356	5,125
MIL Industrial Fund II LP <sup>(2)(3)</sup>	Various	Associate	Industrial	18.8%	18.8%	3,459	19,505
						\$37,883	\$46,789

(1) During the second quarter of 2023, the Company's investment in Greypoint Capital L.P. II returned all invested capital and was dissolved.
(2) The Company accounts for its investment using the equity method since the Company has the ability to exercise significant influence as a result of its role as general partner; however, it does not control the fund.

(3) During the nine months ended September 30, 2023, the fund disposed of three industrial properties and distributed net disposition proceeds in the amount of \$14,991.

#### Equity-accounted investments

The following table presents the change in the balance of equity-accounted investments:

As at	September 30, 2023	December 31, 2022
Balance, beginning of period	\$46,789	\$62,223
Additions	7,250	774
Share of net income	1,502	1,207
Distributions received	(17,658)	(17,415)
Balance, end of period	\$37,883	\$46,789

The following tables present the financial results of the Company's equity-accounted investments on a 100% basis:

As at		Septemb	oer 30, 2023		Decemb	December 31, 2022			
	Joint Venture	Associate	Total	Joint Venture	Associate	Total			
Non-current assets	\$157,498	\$31,747	\$189,245	\$156,192	\$133,887	\$290,079			
Current assets	11,097	1,481	12,578	17,831	2,318	20,149			
Total assets	\$168,595	\$33,228	\$201,823	\$174,023	\$136,205	\$310,228			
Non-current liabilities	\$44,438	\$—	\$44,438	\$59,143	\$6,157	\$65,300			
Current liabilities	54,699	14,969	69,668	56,005	25,711	81,716			
Total liabilities	\$99,137	\$14,969	\$114,106	\$115,148	\$31,868	\$147,016			
Net assets	\$69,458	\$18,259	\$87,717	\$58,875	\$104,337	\$163,212			
Equity-accounted investments	\$34,424	\$3,459	\$37,883	\$27,284	\$19,505	\$46,789			

For the three months ended September 30			2023			2022
	Joint Venture	Associate	Total	Joint Venture	Associate	Total
Revenue	\$9,185	\$937	\$10,122	\$8,432	\$2,639	\$11,071
Expenses	(720)	(605)	(1,325)	(6,160)	(1,097)	(7,257)
Fair value loss on real estate properties, net	(3,198)	(5,352)	(8,550)	(3,344)	(54)	(3,398)
Net income (loss) for the period	\$5,267	(\$5,020)	\$247	(\$1,072)	\$1,488	\$416
Income (loss) in equity-accounted investments	\$2,618	(\$941)	\$1,677	(\$656)	\$280	(\$376)

For the nine months ended September 30			2023			2022
	Joint Venture	Associate	Total	Joint Venture	Associate	Total
Revenue	\$25,939	\$5,075	\$31,014	\$22,826	\$7,861	\$30,687
Expenses	(13,285)	(2,693)	(15,978)	(16,575)	(3,546)	(20,121)
Fair value gain (loss) on real estate properties, net	(6,096)	(5,630)	(11,726)	(5,264)	28,928	23,664
Net income (loss) for the period	\$6,558	(\$3,248)	\$3,310	\$987	\$33,243	\$34,230
Income (loss) in equity-accounted investments	\$2,111	(\$609)	\$1,502	(\$201)	\$6,234	\$6,033

#### (b) Income Recognized from Other Fund Investments: Other Real Estate Fund Investments

	Three months	Three months ended September 30		
	Septembe			
	2023	2022	2023	2022
Distribution income	\$69	\$313	\$256	\$954
Fair value gain (loss) for the period (Note 18)	(801)	152	(11,949)	(386)
Gain (loss) from other real estate fund investments	(\$732)	\$465	(\$11,693)	\$568

The Company's two fund investments hold multi-suite residential, retail and office investment properties located in the United States. The funds are classified and measured at fair value through profit or loss ("FVTPL"). Gains or losses arise from the change in the fair value of the underlying real estate properties held by the funds (Level 3) and from foreign exchange currency translation. Distributions received from these funds are recorded in other income (expense) on the consolidated statements of income.

During the nine months ended September 30, 2022, the Company received a distribution in the amount of \$8,746 (US\$6,819) in connection with the disposal of three properties held within the Company's other real estate fund investments.

#### NOTE 7 OTHER ASSETS

Other assets consist of the following:

As at	September 30, 2023	December 31, 2022
Investment in marketable securities	\$92,682	\$104,190
Accrued pension benefit asset	71,674	74,659
Finance lease receivable	58,733	58,331
Mortgages receivable	48,483	46,628
Goodwill	24,488	24,488
Intangible assets, net	15,909	21,104
Capital assets, net	18,097	18,496
Receivables from related parties (Note 20(c))	1,505	6,007
Inventory	2,756	2,372
Right-of-use asset - office lease	758	1,070
Other	71	121
	\$335,156	\$357,466

As at September 30, 2023, mortgages receivable amounted to \$49,094 (December 31, 2022 - \$46,867), of which \$611 (December 31, 2022 - \$239) is due within one year and included in prepaid expenses and other. The mortgages receivable have a weighted average term to maturity of 2.7 years (December 31, 2022 - 3.5 years) and a weighted average effective interest rate of 7.51% (December 31, 2022 - 7.51%).

### NOTE 8 AMOUNTS RECEIVABLE

Amounts receivable consist of the following:

As at	September 30, 2023	December 31, 2022
Tenant receivables	\$26,339	\$28,923
Unbilled other tenant receivables	6,763	8,773
Other receivables	39,772	53,226
Allowance for expected credit loss	(8,329)	(11,487)
	64,545	79,435
Government subsidy	724	724
	\$65,269	\$80,159

## NOTE 9 MORTGAGES PAYABLE

Mortgages payable consist of the following:

As at	September 30, 2023	December 31, 2022
Mortgages payable	\$4,702,347	\$4,663,814
Mark-to-market adjustments, net	875	2,270
Deferred financing costs	(23,650)	(23,933)
	\$4,679,572	\$4,642,151
Current	\$840,539	\$766,016
Non-current	3,839,033	3,876,135
	\$4,679,572	\$4,642,151
Range of interest rates	2.03 - 8.72%	2.03 - 7.73%
Weighted average contractual interest rate	4.34%	3.95%
Estimated fair value of mortgages payable	\$4,351,345	\$4,370,416

As at September 30, 2023, approximately 92% of the Company's real estate and hotel properties, and related rental revenue, have been pledged as collateral for the mortgages payable.

The aggregate principal repayments and balances maturing of the mortgages payable as at September 30, 2023, together with the weighted average contractual interest rate on debt maturing in the next five years and thereafter, are as follows:

	Principal Instalment Repayments	Balances Maturing	Total	Weighted Average Contractual Interest Rate
2023 (remainder of the year)	\$36,977	\$302,743	\$339,720	6.77%
2024	109,009	848,034	957,043	5.76%
2025	87,368	483,995	571,363	3.13%
2026	67,322	436,340	503,662	3.52%
2027	63,248	440,600	503,848	3.83%
Thereafter	149,477	1,677,234	1,826,711	3.88%
	\$513,401	\$4,188,946	\$4,702,347	4.34%

The Company's first mortgages are registered against specific real estate assets and hotel properties. As at September 30, 2023, mortgages payable mature between 2023 and 2058 and have a weighted average term to maturity of 4.2 years (December 31, 2022 - 4.6 years). Approximately 86% of the Company's mortgages have fixed interest rates.

Some of the Company's mortgages payable require it to maintain annual debt service coverage ratios and/or debt to equity ratios and/or debt to appraised value ratios and arrange for capital expenditures in accordance with predetermined limits. As at September 30, 2023, and December 31, 2022, the Company was in compliance with all financial covenants.

### NOTE 10 DEBENTURES PAYABLE

The Company's debentures payable consist of the following:

As at	September 30, 2023	December 31, 2022
Unsecured debentures	\$622,290	\$624,143
Convertible debentures	139,652	172,094
	\$761,942	\$796,237
Current	\$223,910	\$254,954
Non-current	538,032	541,283
	\$761,942	\$796,237

#### (a) Unsecured Debentures

The Company's senior unsecured debentures ("Unsecured Debentures") consist of the following:

As at	Maturity Date	Coupon Interest Rate	September 30, 2023	December 31, 2022
Series E senior unsecured debentures	January 25, 2024	4.715%	\$225,000	\$225,000
Series F senior unsecured debentures	November 27, 2024	4.204%	225,000	225,000
Series G senior unsecured debentures	September 28, 2023	4.402%	_	175,000
Series H senior unsecured debentures	September 26, 2026	9.500%	175,000	_
Unamortized financing costs			(2,710)	(857)
			\$622,290	\$624,143
Current			\$223,910	\$174,828
Non-current			398,380	449,315
			\$622,290	\$624,143

On September 26, 2023, the Company issued \$175,000 (net proceeds including issuance costs - \$172,600) of Series H senior unsecured debentures due on September 26, 2026. Interest on the Series H senior unsecured debentures is payable semi-annually, not in advance, on March 26 and September 26 of each year, commencing on March 26, 2024. Paros Enterprises Limited ("Paros"), a related party, acquired \$25,000 aggregate principal amount of the Series H senior unsecured debentures. The Company has the option to redeem the Series H senior unsecured debentures at a redemption price equal to the greater of the Canada Yield Price or par plus any accrued and unpaid interest. The Canada Yield Price is defined as the amount that would return a yield on investment for the remaining term to maturity equal to the Canada Bond Yield with an equal term to maturity plus a spread of 1.235%.

On September 28, 2023, the Series G unsecured debentures were fully repaid on maturity.

As at September 30, 2023, Paros also owns \$20,079 (December 31, 2022 - \$20,079) Series E unsecured debentures and \$7,244 (December 31, 2022 - \$7,244) Series F unsecured debentures.

For the three and nine months ended September 30, 2023, interest on the Unsecured Debentures of \$7,140 (2022 - \$8,828) and \$20,911 (2022 - \$26,897), respectively, is included in interest expense (Note 17).

### (b) Convertible Debentures

Convertible debentures consist of the following:

As at	Maturity Date	Conversion Price	Coupon Interest Rate	Principal Balance	Principal Owned by the Company	September 30, 2023	December 31, 2022
Morguard Residential REIT <sup>(1)</sup>	March 31, 2028	\$24.15	6.00%	\$56,000	\$5,000	\$46,528	\$—
Morguard Residential REIT	March 31, 2023	\$20.20	4.50%	\$85,500	\$5,000	_	80,126
Morguard REIT	December 31, 2026	\$7.80	5.25%	\$159,000	\$60,000	93,124	91,968
						\$139,652	\$172,094
Current						\$—	\$80,126
Non-current						139,652	91,968
						\$139,652	\$172,094

<sup>(1)</sup> As at September 30, 2023, the liability includes the fair value of the conversion option of \$2,155 (December 31, 2022 - \$94).

For the three and nine months ended September 30, 2023, interest on convertible debentures net of accretion of \$2,279 (2022 - \$2,398) and \$7,053 (2022 - \$7,158), respectively, is included in interest expense (Note 17).

# NOTE 11

#### MORGUARD RESIDENTIAL REIT UNITS

As at September 30, 2023, the Company valued the non-controlling interest in the Morguard Residential REIT units at \$400,568 (December 31, 2022 - \$454,425) and classified the units as a liability on the consolidated balance sheets. Due to the change in the market value of the units and the distributions paid to external unitholders, the Company recorded a fair value gain for the three and nine months ended September 30, 2023 of \$47,987 (2022 - \$23,458) and \$17,288 (2022 - \$49,897), respectively, in the consolidated statements of income (loss) (Note 18).

The components of the fair value gain on Morguard Residential REIT units are as follows:

	Three mont Septem		Nine months ended September 30	
	2023	2022	2023	2022
Fair value gain on Morguard Residential REIT units	\$53,452	\$28,904	\$33,912	\$66,233
Distributions to external unitholders (Note 3)	(5,465)	(5,446)	(16,624)	(16,336)
Fair value gain on Morguard Residential REIT units	\$47,987	\$23,458	\$17,288	\$49,897

### NOTE 12 LEASE LIABILITIES

The following table presents the change in the balance of lease liabilities:

As at	September 30, 2023	December 31, 2022
Balance, beginning of period	\$172,517	\$168,265
Interest on lease liabilities (Note 17)	7,427	9,626
Payments	(8,656)	(11,358)
Additions	241	6,987
Dispositions	—	(1,562)
Foreign exchange loss (gain)	(24)	559
Balance, end of period	\$171,505	\$172,517
Current (Note 13)	\$1,721	\$1,583
Non-current	169,784	170,934
	\$171,505	\$172,517

Future minimum lease payments under lease liabilities are as follows:

As at	September 30, 2023	December 31, 2022
Within 12 months	\$11,460	\$11,479
2 to 5 years	44,959	45,185
Over 5 years	354,227	362,484
Total minimum lease payments	410,646	419,148
Less: future interest costs	(239,141)	(246,631)
Present value of minimum lease payments	\$171,505	\$172,517

## **NOTE 13**

#### ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Accounts payable and accrued liabilities consist of the following:

As at	September 30, 2023	December 31, 2022
Accounts payable and accrued liabilities	\$238,609	\$208,406
Tenant deposits	26,460	25,142
Stock Appreciation Rights ("SARs") liability (Note 15(c))	4,087	5,790
Lease liabilities (Note 12)	1,721	1,583
Other	4,590	4,364
	\$275,467	\$245,285

#### NOTE 14 BANK INDEBTEDNESS

As at September 30, 2023, the Company has operating lines of credit totalling \$486,000 (December 31, 2022 - \$491,500), the majority of which can be borrowed in either Canadian or United States dollars and are subject to floating interest rates based on bankers' acceptance. As at September 30, 2023, the maximum amount that can be borrowed on the operating lines of credit is \$376,433 (December 31, 2022 - \$384,895), which includes deducting issued letters of credit in the amount of \$3,242 (December 31, 2022 - \$4,676) related to these facilities. The Company's investments in Morguard REIT and Morguard Residential REIT, marketable securities, amounts receivable, inventory, capital assets and a fixed-charge security on 17 properties have been pledged as collateral on these operating lines of credit. As at September 30, 2023, the Company had borrowed \$154,543 (December 31, 2022 - \$184,306) on its operating lines of credit.

The bank credit agreements, which renew annually and are due on demand, include certain restrictive undertakings by the Company. As at September 30, 2023, the Company is in compliance with all undertakings.

## NOTE 15

#### SHAREHOLDERS' EQUITY

#### (a) Share Capital Authorized

Unlimited common shares, no par value.

Unlimited preference shares, no par value, issuable in series.

Number	A
(0005)	Amount
11,101	\$100,929
(79)	(717)
—	27
11,022	\$100,239
(209)	(1,900)
—	20
10,813	\$98,359
	(000s) 11,101 (79)  11,022 (209) 

The Company had the approval of the TSX under its normal course issuer bid ("NCIB") to purchase up to 554,788 common shares. The program expired on September 21, 2023. On September 15, 2023, the Company obtained the approval of the TSX under its NCIB to purchase up to 540,661 common shares, being approximately 5% of the issued

and outstanding common shares, and the program expires on September 21, 2024. The daily repurchase restriction for the common shares is 1,000. During the nine months ended September 30, 2023, 208,927 common shares were repurchased for cash consideration of \$21,310 at a weighted average price of \$102.00 per common share.

Total dividends declared during the three and nine months ended September 30, 2023 amounted to \$1,622, or \$0.15 per common share (2022 - \$1,664 or \$0.15 per common share) and \$4,897, or \$0.45 per common share (2022 - \$4,994 or \$0.45 per common share), respectively. On November 1, 2023, the Company declared a common share dividend of \$0.15 per common share to be paid in the fourth quarter of 2023.

#### (b) Contributed Surplus

For the three months ended September 30, 2023, the Company acquired 272,600 units (2022 - 450,000 units) of Morguard REIT for cash consideration of \$1,504 (2022 - \$2,272) and for the nine months ended September 30, 2023, the Company acquired 2,436,221 units (2022 - 450,000 units) of Morguard REIT for cash consideration of \$13,359 (2022 - \$2,272). The difference between the cash consideration and the carrying value of the non-controlling interest acquired for the three months ended September 30, 2023 amounted to \$2,831 (2022 - \$5,315) and for the nine months ended September 30, 2023 amounted to \$26,127 (2022 - \$5,315) and the amounts have been recorded within retained earnings.

#### (c) Stock Appreciation Rights Plan

The SARs granted vest equally over 10 years subject to restrictions.

As at September 30, 2023					
Date of Grant	<b>Exercise Price</b>	Issued	Redeemed	Cancelled	Outstanding
March 20, 2008	\$30.74	200,000	(113,500)	(61,500)	25,000
November 2, 2010	\$43.39	55,000	(11,500)	(8,500)	35,000
May 13, 2014	\$137.90	25,000	(2,000)	(23,000)	—
May 13, 2015	\$153.82	10,000	_	_	10,000
January 11, 2017	\$179.95	90,000	(1,500)	(23,500)	65,000
May 18, 2018	\$163.59	125,000	_	(20,000)	105,000
August 8, 2018	\$168.00	20,000	_	_	20,000
November 8, 2018	\$184.00	10,000	_	_	10,000
Total		535,000	(128,500)	(136,500)	270,000

During the three and nine months ended September 30, 2023, the Company recorded a fair value adjustment to reduce compensation expense of \$57 (2022 - \$13) and \$866 (2022 - \$3,413), respectively. The fair value adjustment is included in property management and corporate expenses in the consolidated statements of income, and the liability is classified as accounts payable and accrued liabilities (Note 13).

The fair value for the SARs was calculated using the Black-Scholes option pricing model. In determining the fair value of the SARs, management is required to make assumptions that could have a material impact on the valuation. The following are the assumptions that were used in determining the fair value as at September 30, 2023: a dividend yield of 0.59% (2022 - 0.55%), expected volatility of approximately 25.75% (2022 - 30.98%) and the 10-year Bank of Canada Bond Yield of 4.45% (2022 - 3.08%).

#### (d) Stock Option Plan

The Company established a stock option plan ("SOP") during 2022. The SOP entitles specified officers to receive common share options of the Company. Under the SOP, the Company may grant up to a maximum of 1,000,000 options. As at September 30, 2023, the Company has granted nil options.

#### (e) Accumulated Other Comprehensive Income

As at September 30, 2023, and December 31, 2022, accumulated other comprehensive income consists of the following amounts:

As at	September 30, 2023	December 31, 2022
Actuarial gain on defined benefit pension plans	\$42,125	\$44,822
Unrealized foreign currency translation gain	252,215	255,518
	\$294,340	\$300,340

#### NOTE 16 REVENUE

The components of revenue from real estate properties are as follows:

		Three months ended September 30		hs ended ber 30
	2023	2022	2023	2022
Rental income	\$139,370	\$133,837	\$413,876	\$385,743
Realty taxes and insurance	40,492	37,548	120,680	108,318
Common area maintenance recoveries	24,693	23,779	75,262	71,518
Property management and ancillary income	46,085	39,699	133,740	115,880
	\$250,640	\$234,863	\$743,558	\$681,459

The components of revenue from hotel properties are as follows:

	Three mont	Three months ended September 30		hs ended
	Septeml			September 30
	2023	2022	2023	2022
Room revenue	\$40,824	\$43,217	\$103,497	\$101,459
Other hotel revenue	7,071	7,199	19,706	22,524
	\$47,895	\$50,416	\$123,203	\$123,983

The components of management and advisory fees are as follows:

		Three months ended September 30		ns ended ber 30
	2023	2022	2023	2022
Property and asset management fees	\$7,616	\$7,872	\$22,979	\$24,365
Other fees	2,002	2,146	7,773	6,076
	\$9,618	\$10,018	\$30,752	\$30,441

## NOTE 17 INTEREST EXPENSE

The components of interest expense are as follows:

	Three mont	hs ended	Nine months ended September 30	
	Septemb	oer 30		
	2023	2022	2023	2022
Interest on mortgages	\$48,978	\$41,431	\$141,971	\$120,411
Interest on debentures payable, net of accretion (Note 10)	9,419	11,226	27,964	34,055
Interest on bank indebtedness	4,402	1,330	12,430	1,724
Interest on loans payable and other	205	76	710	118
Interest on lease liabilities (Note 12)	2,469	2,364	7,427	7,138
Amortization of mark-to-market adjustments on mortgages, net	(432)	(680)	(1,395)	(1,866)
Amortization of deferred financing costs	2,222	2,068	6,487	6,412
Loss on extinguishment of mortgages payable	—	_	_	181
	67,263	57,815	195,594	168,173
Less: Interest capitalized to properties under development	(433)	(123)	(1,061)	(295)
	\$66,830	\$57,692	\$194,533	\$167,878

## NOTE 18 FAIR VALUE GAIN (LOSS), NET

The components of fair value gain (loss) are as follows:

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Fair value gain (loss) on real estate properties, net (Note 4)	(\$170,289)	(\$23,865)	(\$106,696)	\$459,091
Financial assets (liabilities):				
Fair value gain on conversion option of MRG convertible debentures	1,542	640	2,080	1,787
Fair value gain on MRG units (Note 11)	47,987	23,458	17,288	49,897
Fair value gain (loss) on other real estate fund investments (Note 6(b))	(801)	152	(11,949)	(386)
Fair value loss on investment in marketable securities	(4,315)	(10,034)	(19,617)	(26,049)
Total fair value gain (loss), net	(\$125,876)	(\$9,649)	(\$118,894)	\$484,340

#### NOTE 19 OTHER INCOME (EXPENSE)

The components of other income (expense) are as follows:

	Three mont	Three months ended September 30		s ended
	Septeml			September 30
	2023	2022	2023	2022
Foreign exchange gain (loss)	(\$654)	(\$313)	\$24	(\$280)
Other income (expense)	27	(535)	(789)	778
	(\$627)	(\$848)	(\$765)	\$498

## NOTE 20

#### RELATED PARTY TRANSACTIONS

In addition to the related party transactions disclosed in Notes 6 and 10, related party transactions also include the following:

#### (a) Paros Enterprises Limited ("Paros")

Paros is the majority shareholder and ultimate parent of the Company. Paros is owned by the Company's Chairman and Chief Executive Officer, Mr. K. Rai Sahi. As at September 30, 2023, and December 31, 2022, the Company has a demand loan agreement with Paros that provides for the Company to borrow up to \$50,000. As at September 30, 2023, and December 31, 2022, no amounts were drawn. During the three and nine months ended September 30, 2023, the Company incurred net interest expense of \$nil (2022 - \$18) and \$nil (2022 - \$23), respectively.

#### (b) TWC Enterprises Limited ("TWC")

The Company provides TWC with managerial and consulting services for its business and the business of its subsidiaries. Mr. K. Rai Sahi is Chairman and Chief Executive Officer and the majority shareholder of TWC through his personal holding companies, which include Paros. Pursuant to contractual agreements between the Company and TWC, for the three and nine months ended September 30, 2023, the Company received a management fee of \$328 (2022 - \$324) and \$985 (2022 - \$964), respectively, and paid rent and operating expenses of \$170 (2022 - \$154) and \$529 (2022 - \$468), respectively.

As at September 30, 2023, and December 31, 2022, the Company has a revolving demand loan agreement with TWC that provides for either party to borrow up to \$50,000 at the lender's short-term bank borrowing rate plus ten basis points. The total loan payable as at September 30, 2023 was \$18,520 (December 31, 2022 - \$5,000). During the three and nine months ended September 30, 2023, the Company paid net interest of \$198 (2022 - \$37) and \$414 (2022 - \$37), respectively.

#### (c) Share/unit Purchase and Other Loans

As at September 30, 2023, share/unit purchase and other loans to officers and employees of the Company and its subsidiaries of \$1,505 (December 31, 2022 - \$6,007) are outstanding. The loans are collateralized by their common shares and Unsecured Debentures of the Company, units of Morguard REIT and units of Morguard Residential REIT, and are interest-bearing computed at the Canadian prime interest rate and are due on January 13, 2026. Other loans

are secured against the underlying asset. The loans are classified as amounts receivable in the consolidated balance sheets. As at September 30, 2023, the fair market value of the common shares/units held as collateral is \$3,258.

## NOTE 21

#### **INCOME TAXES**

#### (a) Unrecognized Deductible Temporary Differences

As at September 30, 2023, the Company's Canadian subsidiaries have total net operating losses of approximately \$254,335 (December 31, 2022 - \$252,494) of which no deferred tax assets were recognized as it is not probable that taxable income will be available against which they can be utilized. These losses expire in various years commencing 2034.

The Company has other Canadian temporary differences for which no deferred tax asset was recognized for approximately \$17,042 (December 31, 2022 - \$31,667). These other temporary differences have no expiration date.

#### (b) Recognized Deductible Temporary Differences

As at September 30, 2023, the Company's U.S. subsidiaries have total net operating losses of US\$43,104 (December 31, 2022 - US\$68,358) of which deferred tax assets were recognized, comprising US\$6,802 (December 31, 2022 - US\$16,996) that will expire in various years commencing in 2032 and US\$36,302 (December 31, 2022 - US\$51,362) that can be carried forward indefinitely.

As at September 30, 2023, the Company's U.S. subsidiaries have total unutilized interest expense deductions of US\$60,578 (December 31, 2022 - US\$40,475) of which deferred tax assets were recognized.

### NOTE 22 NET INCOME PER COMMON SHARE

	Three months ended September 30		Nine months ended September 30	
	2023	2022	2023	2022
Net income attributable to common shareholders	\$5,494	\$66,824	\$60,622	\$505,801
Weighted average number of common shares				
outstanding (000s) - basic and diluted	10,813	11,095	10,933	11,098
Net income per common share - basic and diluted	\$0.51	\$6.02	\$5.54	\$45.58

#### NOTE 23 CONSOLIDATED STATEMENTS OF CASH FLOWS (a) Items Not Affecting Cash

	Three months ended September 30			iths ended nber 30	
	2023	2022	2023	2022	
Fair value loss (gain) on real estate properties, net	\$156,228	\$11,370	\$119,644	(\$447,709)	
Fair value gain on conversion option of MRG convertible debentures (Note 18)	(1,542)	(640)	(2,080)	(1,787)	
Fair value gain on MRG units (Note 11)	(53,452)	(28,904)	(33,912)	(66,233)	
Fair value loss (gain) on other real estate investment funds (Note 18)	801	(152)	11,949	386	
Fair value loss on investment in marketable securities (Note 18)	4,315	10,034	19,617	26,049	
Equity loss (income) from investments	(1,677)	376	(1,502)	(6,033)	
Amortization of hotel properties and other	6,084	6,682	19,835	20,167	
Amortization of deferred financing costs (Note 17)	2,222	2,068	6,487	6,412	
Amortization of mark-to-market adjustments on mortgages, net (Note 17)	(432)	(680)	(1,395)	(1,866)	
Loss on extinguishment of mortgages payable (Note 17)	—	_	—	181	
Amortization of tenant incentives	436	759	2,006	2,650	
Stepped rent - adjustment for straight-line method	593	496	2,440	3,099	
Deferred income taxes	(20,731)	16,718	22,254	125,239	
Accretion of convertible debentures	189	168	590	526	
Recovery of impairment (Note 5)	(11,000)	—	(11,000)	—	
	\$82,034	\$18,295	\$154,933	(\$338,919)	

#### (b) Net Change in Operating Assets and Liabilities

		Three months ended September 30		ns ended ber 30
	2023	2022	2023	2022
Amounts receivable	\$829	(\$3,119)	\$16,306	\$679
Prepaid expenses and other	(13,672)	(6,543)	(23,289)	(33,923)
Accounts payable and accrued liabilities	11,004	22,667	13,710	14,744
Net change in operating assets and liabilities	(\$1,839)	\$13,005	\$6,727	(\$18,500)

### (c) Supplemental Cash Flow Information

		Three months ended September 30		hs ended ber 30
	2023	2022	2023	2022
Interest paid	\$65,541	\$59,369	\$181,011	\$160,010
Interest received	1,284	1,217	5,380	2,367
Income taxes paid (recovered)	(462)	1,178	(2,303)	10,118

During the three and nine months ended September 30, 2023, the Company issued non-cash dividends under the distribution reinvestment plan of \$6 (2022 - \$6) and \$20 (2022 - \$19), respectively.

#### (d) Reconciliation of Liabilities Arising from Financing Activities

The following provides a reconciliation of liabilities arising from financing activities:

	Mortgages payable	Unsecured debentures	Convertible debentures	Lease liabilities	Loans payable	Bank indebtedness	Total
Balance, beginning of period	\$4,642,151	\$624,143	\$172,094	\$172,517	\$5,000	\$184,306	\$5,800,211
Repayments	(89,543)	—	—	(1,229)	(27,092)	(310,308)	(428,172)
New financing, net	369,211	172,600	48,590	241	40,848	280,736	912,226
Lump-sum repayments	(242,712)	(175,000)	(80,500)	_	_	_	(498,212)
Non-cash changes	3,587	547	(532)	_	_	_	3,602
Foreign exchange	(3,122)	—	_	(24)	(236)	(191)	(3,573)
Balance, September 30, 2023	\$4,679,572	\$622,290	\$139,652	\$171,505	\$18,520	\$154,543	\$5,786,082

## NOTE 24 CONTINGENCIES

The Company is contingently liable with respect to litigation, claims and environmental matters that arise from time to time, including those that could result in mandatory damages or other relief, which could result in significant expenditures. While the final outcome of these matters cannot be predicted with certainty, in the opinion of management, any uninsured liability that may arise from such contingencies would not have a material adverse effect on the financial position or results of operations of the Company. Any settlement of claims in excess of amounts recorded will be charged to operations as and when such determination is made.

### NOTE 25 MANAGEMENT OF CAPITAL

Refer to the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2022 for an explanation of the Company's capital management policy.

The total managed capital for the Company as at September 30, 2023, and December 31, 2022, is summarized below:

As at	September 30, 2023	December 31, 2022
Mortgages payable, principal balance	\$4,702,347	\$4,663,814
Unsecured Debentures, principal balance	625,000	625,000
Convertible debentures, principal balance	150,000	179,500
Loans payable	18,520	5,000
Bank indebtedness	154,543	184,306
Lease liabilities	171,505	172,517
Shareholders' equity	3,912,194	3,865,254
	\$9,734,109	\$9,695,391

The Company monitors its capital structure based on an interest coverage ratio and a debt to gross book value ratio. These ratios are used by the Company to manage an acceptable level of leverage and are calculated in accordance with the terms of the specific agreements with creditors and are not considered measures in accordance with IFRS, nor is there an equivalent IFRS measure.

The Company's Unsecured Debentures contain covenants that are calculated on a non-consolidated basis, which represents the Company's consolidated results prepared in accordance with IFRS as shown on the Company's most recently published annual audited consolidated financial statements, adjusted, as required, to account for the Company's public entity investments in Morguard Residential REIT and Morguard REIT using the equity method. The covenants that the Company must maintain are a non-consolidated interest coverage ratio above 1.65 times, a non-consolidated debt to gross book value ratio not to exceed 65% and a minimum non-consolidated equity requirement of at least \$300,000. If the Company does not meet these covenants, the Unsecured Debentures will become immediately due and payable unless the Company is able to remedy the default or obtain a waiver from debenture holders. The Company is in compliance with all Unsecured Debenture covenants.

## NOTE 26

#### FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Refer to the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2022 for an explanation of the Company's risk management policy as it relates to financial instruments.

#### Fair Value of Financial Assets and Financial Liabilities

The fair values of cash, restricted cash, amounts receivable, accounts payable and accrued liabilities and bank indebtedness approximate their carrying values due to the short-term maturity of those instruments. The fair values of mortgages and loans receivable are based on the current market conditions for financing loans with similar terms and risks. The loans payable are reflected at fair value since they are based on a floating interest rate and reflect the terms of current market conditions.

Mortgages payable, Unsecured Debentures, convertible debentures, lease liabilities and finance lease receivable are carried at amortized cost using the effective interest rate method of amortization. The estimated fair values of long-term borrowings have been determined based on market information, where available, or by discounting future payments of interest and principal at estimated interest rates expected to be available to the Company.

The fair value of the mortgages payable has been determined by discounting the cash flows of these financial obligations using September 30, 2023 market rates for debts of similar terms (Level 2). Based on these assumptions, the fair value as at September 30, 2023 of the mortgages payable before deferred financing costs and mark-to-market adjustments is estimated at \$4,351,345 (December 31, 2022 - \$4,370,416), compared with the carrying value of \$4,702,347 (December 31, 2022 - \$4,663,814). The fair value of the mortgages payable varies from the carrying value due to fluctuations in interest rates since their issue.

The fair value of the Unsecured Debentures liability is based on its closing bid price (Level 1). As at September 30, 2023, the fair value of the Unsecured Debentures has been estimated at \$613,492 (December 31, 2022 - \$601,040), compared with the carrying value of \$625,000 (December 31, 2022 - \$625,000).

The fair value of the convertible debentures liability is based on their market trading prices (Level 1). As at September 30, 2023, the fair value of the convertible debentures before deferred financing costs has been estimated at \$136,565 (December 31, 2022 - \$172,176), compared with the carrying value of \$150,000 (December 31, 2022 - \$179,500).

The fair value of the finance lease receivable is determined by discounting the cash flows of the finance lease receivable using September 30, 2023 market rates for debt on similar terms (Level 3). Based on these assumptions, as at September 30, 2023, the fair value of the finance lease receivable has been estimated at \$58,733 (December 31, 2022 - \$58,331).

The fair value hierarchy of financial instruments and real estate properties measured at fair value in the consolidated balance sheets is as follows:

	September 30, 2023			December 31, 2022		
As at	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Assets:						
Real estate properties	\$—	\$—	\$10,636,445	\$—	\$—	\$10,551,074
Investments in marketable securities	92,682	_		104,190	_	—
Investments in real estate funds	_	_	61,577	—	—	73,558
Financial liabilities:						
Morguard Residential REIT units	_	400,568	_	_	454,425	_
Conversion option on MRG convertible debentures	_	2,155		_	94	_

## NOTE 27

#### **SEGMENTED INFORMATION**

#### (a) Operating Segments

The Company has the following four reportable segments after aggregation: (i) multi-suite residential, (ii) retail, (iii) office, and (iv) hotel. The office segment includes industrial properties comprising approximately 10% of the segment's total assets. The Company has applied judgment by aggregating its operating segments according to the nature of the property operations. Such judgment considers the nature of operations, types of customers and an expectation that operating segments within a reportable segment have similar long-term economic characteristics.

The following summary presents certain financial information regarding the Company's operating segments:

For the three months ended September 30, 2023	Multi-suite Residential	Retail	Office	Hotel	Total
Revenue from real estate/hotel properties	\$123,645	\$62,084	\$64,911	\$47,895	\$298,535
Property/hotel operating expenses	(\$42,846)	(\$29,410)	(\$30,392)	(\$30,095)	(\$132,743)
Net operating income	\$80,799	\$32,674	\$34,519	\$17,800	\$165,792
	Multi-suite				
For the three months ended September 30, 2022	Residential	Retail	Office	Hotel	Total
Revenue from real estate/hotel properties	\$112,222	\$58,214	\$64,427	\$50,416	\$285,279
Property/hotel operating expenses	(38,530)	(27,601)	(28,644)	(32,470)	(127,245)
Net operating income	\$73,692	\$30,613	\$35,783	\$17,946	\$158,034

	Multi-suite				
For the nine months ended September 30, 2023	Residential	Retail	Office	Hotel	Total
Revenue from real estate/hotel properties	\$364,172	\$186,525	\$192,861	\$123,203	\$866,761
Property/hotel operating expenses	(\$171,922)	(\$92,489)	(\$91,717)	(\$84,494)	(440,622)
Net operating income	\$192,250	\$94,036	\$101,144	\$38,709	\$426,139
	Multi-suite				
For the nine months ended September 30, 2022	Residential	Retail	Office	Hotel	Total
Revenue from real estate/hotel properties	\$319,208	\$172,993	\$189,258	\$123,983	\$805,442
Property/hotel operating expenses	(154,191)	(88,703)	(87,150)	(95,537)	(425,581)
Net operating income	\$165,017	\$84,290	\$102,108	\$28,446	\$379,861
	Multi-suite				
	Residential	Retail	Office	Hotel	Total
As at September 30, 2023					
Real estate/hotel properties	\$6,267,576	\$2,186,417	\$2,182,452	\$341,232	\$10,977,677
Mortgages payable	\$2,587,514	\$932,484	\$1,082,380	\$77,194	\$4,679,572
For the nine months ended September 30, 2023					
Additions to real estate/hotel properties	\$153,170	\$27,742	\$23,838	\$5,489	\$210,239
Fair value gain (loss) on real estate properties	\$89,940	(\$18,804)	(\$177,832)	<b>\$</b> —	(\$106,696)
	Multi-suite				
	Residential	Retail	Office	Hotel	Total
As at December 31, 2022	rtooldontidi	rtotaii	01100	110101	Total
Real estate/hotel properties	\$6,030,382	\$2,179,624	\$2,341,068	\$337,239	\$10,888,313
Mortgages payable	\$2,550,499	\$920,820	\$1,091,670	\$79,162	\$4,642,151
	<i>q</i> 2,000,100	<i><b>#</b>020,020</i>	+ .,00 .,07 0	<b>₩10,10</b> 2	÷ 1,0 12,101
For the nine months ended September 30, 2022	¢055 600	¢00.070	¢76 499	¢0.740	¢257 4 4 4
Additions to real estate/hotel properties	\$255,628 \$552,745	\$22,279 (\$49,044)	\$76,488 (\$44,610)	\$2,746 \$—	\$357,141 \$459,091
Fair value gain (loss) on real estate properties					

## (b) Regional Segments

The following summary presents financial information by the regions in which the Company operates:

As at	September 30	, <mark>202</mark> 3	B Decemb	er 31, 2022
Real estate and hotel properties				
Canada	\$6,89	8,526	;	\$6,951,370
United States	4,07	9,151		3,936,943
	\$10,97	<b>7</b> \$10,888,313		
	Three months end September 30	led	Nine mont Septem	
	<b>2023</b> 2	022	2023	2022
Revenue from real estate and hotel properties				
Canada	<b>\$206,265</b> \$204,	049	\$594,679	\$575,712
United States	<b>92,270</b> 81,	230	272,082	229,730
	<b>\$298,535</b> \$285,	279	\$866,761	\$805,442

## NOTE 28 COMPARATIVE AMOUNTS

Certain prior year comparative amounts have been reclassified to conform to the current year's presentation.