



# Consolidated Financial Statements

For the years ended December 31, 2022 and 2021



**minto**  
Apartment REIT



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## INDEPENDENT AUDITOR'S REPORT

To the Unitholders of Minto Apartment Real Estate Investment Trust

### *Opinion*

We have audited the consolidated financial statements of Minto Apartment Real Estate Investment Trust (the "Entity"), which comprise:

- the consolidated balance sheets as at December 31, 2022 and December 31, 2021
- the consolidated statements of net income and comprehensive income for the years then ended
- the consolidated statements of changes in unitholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- and notes to the consolidated financial statements, including a summary of significant accounting policies

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

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at December 31, 2022 and December 31, 2021, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

### *Basis for Opinion*

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

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

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



### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the year ended December 31, 2022. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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

### **Evaluation of the fair value of residential investment properties**

#### **Description of the matter**

We draw attention to Note 2(f), Note 2(s) and Note 3 of the financial statements. The Entity uses the fair value method to account for real estate classified as investment property. The Entity has recorded residential investment properties for an amount of \$2,525,455 thousand, representing the most significant portion of investment properties. Significant assumptions in determining the fair value of residential properties include:

- estimated 12-month stabilized forecasted net operating income for each property
- capitalization rates.

#### **Why the matter is a key audit matter**

We identified the evaluation of the fair value of residential investment properties as a key audit matter. This matter represented an area of significant risk of material misstatement given the magnitude of residential investment properties and the high degree of estimation uncertainty in determining the fair value of residential investment properties. Additionally, significant auditor judgment and involvement of those with specialized skills and knowledge were required in evaluating the results of our audit procedures due to the sensitivity of the fair value of residential investment properties to minor changes in significant assumptions.

#### **How the matter was addressed in the audit**

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

For a selection of residential investment properties, we assessed the Entity's ability to forecast by comparing the Entity's estimated 12-month stabilized forecasted net operating income used in the prior year's estimate of the fair value of residential investment properties to actual results.

For a selection of residential investment properties, we compared the estimated 12-month stabilized forecasted net operating income for each selected property to the actual historical net operating income by:

- taking into account the changes in conditions and events affecting the residential investment properties
- considering the adjustments, or lack of adjustments, made by the Entity in arriving at the estimated 12-month stabilized forecasted net operating income.



We involved valuations professionals with specialized skills and knowledge who assisted in evaluating the capitalization rates of the overall portfolio of residential investment properties. These rates were evaluated by comparing them to published reports of real estate industry commentators and considering the various characteristics of the portfolio.

### ***Other Information***

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

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions
- the information, other than the financial statements and the auditor's report thereon, included in a document entitled "2022 Annual Report".

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

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

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions and the 2022 Annual Report as of the date of the auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditor's report.

We have nothing to report in this regard.

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

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

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

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



### ***Auditor's Responsibilities for the Audit of the Financial Statements***

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

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

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

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

We also:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Determine, from the matters communicated with those charged with governance, those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

*KPMG LLP*

Chartered Professional Accountants, Licensed Public Accountants

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

Toronto, Canada  
March 8, 2023

# Minto Apartment Real Estate Investment Trust

## Consolidated Balance Sheets

(in thousands of Canadian dollars, except Unit and per Unit amounts)

	Note	December 31, 2022	December 31, 2021
<b>Assets</b>			
Investment properties	3	\$ 2,611,094	\$ 2,360,565
Loans receivable from related parties	12	98,302	63,312
Prepaid expenses and other assets	6	16,806	11,898
Resident and other receivables	7	3,287	2,088
Cash		5,323	2,851
		\$ 2,734,812	\$ 2,440,714
<b>Liabilities and Unitholders' Equity</b>			
<b>Liabilities</b>			
Class B LP Units	8	\$ 361,858	\$ 498,415
Class C LP Units	9	208,086	214,069
Mortgages and loans	10	746,320	626,120
Credit facility	11	157,158	51,754
Tenant rental deposits		10,474	10,136
Due to related parties	12	2,936	1,922
Accounts payable and accrued liabilities	13	34,443	28,297
		\$ 1,521,275	\$ 1,430,713
<b>Unitholders' equity</b>			
		1,213,537	1,010,001
Contingencies and commitments	18		
Subsequent event	24		
		\$ 2,734,812	\$ 2,440,714

See accompanying notes to the consolidated financial statements.

# Minto Apartment Real Estate Investment Trust

## Consolidated Statements of Net Income and Comprehensive Income

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

	Note	December 31, 2022	December 31, 2021
<b>Revenue from investment properties</b>	16	\$ 143,790	\$ 123,547
<b>Property operating expenses</b>			
Property operating costs		28,387	23,952
Property taxes		15,116	13,322
Utilities		12,491	10,026
		55,994	47,300
Property operating income		87,796	76,247
<b>Other expenses (income)</b>			
General and administrative		9,303	7,602
Finance costs - operations	17	44,590	35,310
Finance income		(4,818)	(3,129)
Fair value loss (gain) on:			
Investment properties	3	18,828	(89,188)
Class B LP Units	8, 17	(197,531)	34,609
Interest rate swap	6, 17	(2,391)	(1,625)
Unit-based compensation	22	(2,246)	137
Fees and other income		(3,339)	(1,630)
		(137,604)	(17,914)
<b>Net income and comprehensive income</b>		\$ 225,400	\$ 94,161

See accompanying notes to the consolidated financial statements.



# Minto Apartment Real Estate Investment Trust

## Consolidated Statements of Changes in Unitholders' Equity

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

	Note	Units	Distributions	Retained earnings	Total
Balance, December 31, 2020	\$	631,434	\$ (30,204)	\$ 248,994	\$ 850,224
Net income and comprehensive income		—	—	94,161	94,161
Units issued, net of issue costs	14	82,687	—	—	82,687
Distributions	14	—	(17,071)	—	(17,071)
Balance, December 31, 2021	\$	714,121	\$ (47,275)	\$ 343,155	\$ 1,010,001
Net income and comprehensive income		—	—	225,400	225,400
Cancellation of Units under normal course issuer bid	14	(3,248)	—	484	(2,764)
Distributions	14	—	(19,100)	—	(19,100)
Balance, December 31, 2022	\$	710,873	\$ (66,375)	\$ 569,039	\$ 1,213,537

See accompanying notes to the consolidated financial statements.

# Minto Apartment Real Estate Investment Trust

## Consolidated Statements of Cash Flows

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

	Note	December 31, 2022	December 31, 2021
<b>Cash provided by (used in):</b>			
<b>Operating activities</b>			
Net income		\$ 225,400	\$ 94,161
Adjustments for:			
Finance costs - operations	17	44,590	35,310
Finance income		(4,818)	(3,129)
Fair value loss (gain) on:			
Investment properties	3	18,828	(89,188)
Class B LP Units	8, 17	(197,531)	34,609
Interest rate swap	6, 17	(2,391)	(1,625)
Unit-based compensation	22	(2,246)	137
Change in non-cash working capital	21	667	1,844
Cash provided by operating activities		82,499	72,119
<b>Financing activities</b>			
Proceeds from issuance of Units, net of issue costs		—	82,726
Proceeds from mortgage financing	10	34,623	49,558
CMHC premiums paid		(882)	—
Financing costs		(537)	(222)
Principal repayments on mortgages	10	(30,201)	(12,879)
Net proceeds from credit facility	11	105,404	19,806
Proceeds from construction loan	10	8,006	—
Forgivable loan		1,350	—
Distributions on Class B LP Units		(11,791)	(10,399)
Distributions on Class C LP Units, used to repay principal	9	(5,510)	(5,341)
Distribution on Units		(19,058)	(16,861)
Interest paid		(32,981)	(25,150)
Purchase and cancellation of Units	14	(2,764)	—
Cash provided by financing activities		45,659	81,238
<b>Investing activities</b>			
Acquisition of investment properties	4	(28,761)	(80,007)
Capital additions to investment properties		(49,203)	(37,429)
Development of investment properties		(17,550)	(17,482)
Loans advanced to related parties	12	(32,040)	(20,024)
Interest received		1,868	1,829
Cash used in investing activities		(125,686)	(153,113)
Change in cash during the year		2,472	244
Cash, beginning of the year		2,851	2,607
Cash, end of the year		\$ 5,323	\$ 2,851

See accompanying notes to the consolidated financial statements.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(in thousands of Canadian dollars, except Unit and per Unit amounts)*

### 1. Description of the entity

Minto Apartment Real Estate Investment Trust (the "REIT") is an unincorporated, open-ended real estate investment trust established pursuant to a Declaration of Trust dated April 24, 2018, which was amended and restated on June 27, 2018, and is amended from time to time. The REIT owns, develops and operates a portfolio of income-producing multi-residential rental properties located in Canada.

The REIT was established under the laws of the Province of Ontario. The principal and registered office of the REIT is 200-180 Kent Street, Ottawa, Ontario.

At December 31, 2022, the REIT's portfolio consists of interests in 32 multi-residential rental properties, including four mixed-use residential apartment and commercial buildings, all of which are held by Minto Apartment Limited Partnership (the "Partnership"), which is consolidated by the REIT.

### 2. Significant accounting policies

#### (a) Basis of presentation and measurement

These consolidated financial statements have been prepared on a historical cost basis, except for investment properties, Class B units of the Partnership ("Class B LP Units"), Unit-based compensation and interest rate swap, which have been measured at fair value. The consolidated financial statements have been presented in Canadian dollars, which is the REIT's functional currency.

The REIT's business faces risk from economic factors that have grown in prominence, specifically, rising interest rates and inflation. The REIT has used all information available as at December 31, 2022 that it considers relevant in determining the potential impact of these economic factors and COVID-19 on the carrying amounts of assets and liabilities, earnings for the period and risks disclosed in the consolidated financial statements for the years ended December 31, 2022 and 2021. The estimates and judgements that could be most significantly impacted by economic factors and COVID-19 include those underlying the valuation of investment properties. Actual results could differ from those estimates. Investment properties (Note 3) and risk management (Note 19) include disclosures of the potential impacts of economic factors and COVID-19 on the fair value of investment properties and liquidity risk. The REIT continues to monitor and assess the impact that economic factors and COVID-19 will have on its business activities and financial results.

#### (b) Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and using the accounting policies described herein.

These consolidated financial statements were approved by the Board of Trustees of the REIT and authorized for issuance on March 8, 2023.

#### (c) Basis of consolidation

The consolidated financial statements include the financial statements of the REIT and its subsidiaries, including the Partnership. Subsidiaries are consolidated from the date of acquisition, being the date on which the REIT obtains control, and continue to be consolidated until the date when control is lost. Control exists when the REIT is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The accounting policies of subsidiaries have been modified when necessary to align them with the policies adopted by the REIT. All intra-group balances, transactions and unrealized gains and losses are eliminated in full upon consolidation.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(in thousands of Canadian dollars, except Unit and per Unit amounts)*

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### (d) Business combinations

At the time of acquisition of property, whether through a controlling share investment or directly, the REIT considers whether a transaction results in an asset acquisition or a business combination. The amendments to IFRS 3, *Business Combinations* ("IFRS 3"), adopted on January 1, 2020, include an election to use a concentration test. This is a simplified assessment that results in an asset acquisition if substantially all of the fair value of the gross assets is concentrated in a single identifiable asset or a group of similar identifiable assets. If the REIT chooses not to apply the concentration test, or the test is failed, then the assessment focuses on the existence of a substantive process. If no substantive processes are acquired, the acquisition is treated as an asset acquisition rather than a business combination.

The cost of a business combination is measured at the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the acquisition date. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. The REIT recognizes assets or liabilities, if any, resulting from a contingent consideration arrangement at their acquisition date fair value and such amounts form part of the cost of the business combination.

Subsequent changes in the fair value of contingent consideration arrangements are recognized in the consolidated statements of net income and comprehensive income. The difference between the purchase price and the fair value of the acquired identifiable net assets and liabilities is goodwill. On the date of acquisition, positive goodwill is recorded as an asset. A bargain purchase gain is recognized immediately in the consolidated statements of net income and comprehensive income. The REIT expenses transaction costs associated with business combinations in the period incurred.

When an acquisition does not meet the criteria for business combination accounting treatment, it is accounted for as an acquisition of a group of assets and liabilities, the cost of which includes transaction costs that are allocated upon initial recognition to the assets and liabilities acquired based upon their relative fair values.

Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period", which cannot exceed one year from the acquisition date, about facts and circumstances that existed at the acquisition date. Subsequent changes in fair value of contingent consideration classified as assets or liabilities that do not qualify as measurement period adjustments are recognized as a gain or loss in the consolidated statements of net income and comprehensive income.

### (e) Joint arrangements

The REIT has joint arrangements in and joint control of certain investment properties which it manages. The REIT has assessed the nature of its joint arrangements and determined them to be joint operations. The REIT accounts for joint operations by recognizing in relation to its interest its share of revenues, expenses, assets and liabilities, which are included in their respective captions on the consolidated balance sheets and consolidated statements of net income and comprehensive income. All balances and effects of transactions between joint operations and the REIT have been eliminated to the extent of the REIT's interest in the joint operations.

### (f) Investment properties

The REIT uses the fair value method to account for real estate classified as investment property. Property that is held for long term rentals or for capital appreciation or both is classified as investment property. Investment property also includes property that is being constructed or developed for future use as investment property and land held for future development to earn rental income. Subsequent capital expenditures are added to the carrying value of the investment properties only when it is probable that future economic benefits will flow to the property and the cost can be measured reliably. All repairs and maintenance costs are expensed as incurred.

The acquisition of investment properties is initially measured at cost including directly attributable acquisition costs, except when acquired through a business combination, where such costs are expensed as incurred. Directly attributable acquisition costs include professional fees, land transfer taxes and other transaction costs.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(in thousands of Canadian dollars, except Unit and per Unit amounts)*

After initial recognition, investment properties are carried at fair value, which is determined based on available market evidence at each reporting date, including capitalization rates that reflect the characteristics, location and market of each property. Gains or losses arising from changes in fair value are included in the consolidated statements of net income and comprehensive income during the period in which they arise. When an investment property is disposed of, the gain or loss is determined as the difference between the disposal proceeds, net of selling costs and the carrying amount of the property and is recognized in the consolidated statements of net income and comprehensive income in the period of disposal.

Fair value for residential properties is determined using the direct capitalization approach by applying an appropriate capitalization rate which reflects the characteristics, location and market of each property to the estimated 12 month stabilized forecasted net operating income for each property, and deducting estimated aggregate future capital expenditures. Estimated 12 month stabilized forecasted net operating income is based on the respective property's forecasted results, adjusted to reflect market occupancy rates and expenditure levels. Fair value is determined based on internal valuation models.

Fair value for commercial properties is determined using the discounted future cash flow approach over a term of ten years plus a terminal value. Discount rates and terminal capitalization rates reflect the characteristics, location and market of each property. Future cash flows are based on estimated rental revenue from future leases less related estimated future cash outflows. Fair value is determined based on internal valuation models.

Fair value for land held for development is determined by reference to comparable market prices for similar assets.

Fair value for land under development is determined by reference to comparable market prices for similar assets plus development costs incurred to date. These costs include costs directly attributable to the development, construction costs, property taxes, directly attributable labour costs and borrowing costs on both specific and general debt. Direct and indirect borrowing costs, development costs and property taxes are capitalized when the activities necessary to prepare an asset for development or redevelopment begin, and continue until the date that construction is substantially complete and all necessary occupancy and related permits have been received, whether or not the space is leased. Capitalization of borrowing costs is suspended if there are prolonged periods when development activity is interrupted.

Interest is capitalized using the REIT's weighted average cost of borrowing after adjusting for borrowing associated with specific developments. Where borrowing is associated with specific developments, the amount capitalized is the gross interest incurred on such borrowing less any investment income arising on temporary investment of such borrowing.

As part of the internal valuation process, the REIT considers external valuations performed by independent national real estate valuation firms for a cross-section of properties that represent different geographical locations across the REIT's portfolio. On a quarterly basis, Management reviews and updates, as deemed necessary, the valuation models to reflect current market data.

### **(g) Financial instruments**

Financial instruments are generally measured at fair value on initial recognition. The classification and measurement of financial assets consists of the following categories: (i) measured at amortized cost, (ii) fair value through profit and loss ("FVTPL"), and (iii) fair value through other comprehensive income ("FVTOCI"). Financial assets classified at amortized cost are measured using the effective interest method. Financial assets classified as FVTPL are measured at fair value with gains and losses recognized in the consolidated statements of net income and comprehensive income. Financial assets classified as FVTOCI are measured at fair value with gains or losses recognized through other comprehensive income, except for gains and losses pertaining to impairment or foreign exchange which are recognized through the consolidated statements of net income and comprehensive income.

The classification and measurement of financial liabilities consists of the following categories: (i) measured at amortized cost and (ii) FVTPL. Financial liabilities classified at amortized cost are measured using the effective interest method. Financial liabilities classified as FVTPL are measured at fair value with changes in fair value attributable to changes in the credit risk of the liability recognized in other comprehensive income, and the remaining amount of change in fair value recognized in the consolidated statements of net income and comprehensive income.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

The REIT has made the following classifications for its financial instruments:

Amount	Measurement
Loans receivable from related parties	Amortized cost
Restricted cash	Amortized cost
Interest rate swap	FVTPL
Resident and other receivables	Amortized cost
Cash	Amortized cost
Class B LP Units	FVTPL
Class C LP Units	Amortized cost
Mortgages and loans	Amortized cost
Credit facility	Amortized cost
Tenant rental deposits	Amortized cost
Due to related parties	Amortized cost
Accounts payable and accrued liabilities	Amortized cost

The REIT derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The REIT derecognizes a financial liability when, and only when, the REIT's obligations are discharged, canceled or they expire. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable is recognized in the consolidated statements of net income and comprehensive income.

Transaction costs other than those related to financial instruments classified as FVTPL, which are expensed as incurred, are capitalized to the carrying amount of the instrument and amortized using the effective interest method. These costs include interest, amortization of discounts or premiums relating to borrowings, fees and commissions paid to agents, brokers and advisers, transfer taxes and duties, and a portion of Canada Mortgage and Housing Corporation ("CMHC") insurance premiums related to current mortgages.

### Units

Trust units of the REIT ("Units") are redeemable at the holder's option and therefore are considered to be a puttable instrument in accordance with IAS 32, *Financial Instruments: Presentation* ("IAS 32"). Puttable instruments are required to be accounted for as financial liabilities, except where certain conditions are met in accordance with IAS 32, in which case the puttable instruments may be presented as equity. The Units meet the exemption conditions of IAS 32 and are presented as equity.

Units represent a Unitholder's proportionate undivided beneficial interest in the REIT. No Unit has any preference or priority over another. No Unitholder has or is deemed to have any right of ownership in any of the assets of the REIT. Each Unit confers the right to one vote at any meeting of Unitholders and to participate pro rata in any distributions and, on liquidation, to a pro rata share of the residual net assets remaining after preferential claims thereon of debtholders.

The REIT does not report an earnings per unit calculation, as per IAS 33, *Earnings Per Share*, as the Units meet the definition of a financial liability under IAS 32.

Unitholders have the right to redeem their Units at the lesser of (i) 90% of the market price of the Units and (ii) 100% of the closing market price on the redemption date. The redemption price will be satisfied by cash up to a limit of \$50 for all redemptions in a calendar month, which can be waived at the discretion of the REIT's Trustees.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

*(in thousands of Canadian dollars, except Unit and per Unit amounts)*

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### ***Class B LP Units***

The Class B LP Units are economically equivalent to Units, receive distributions equal to the distributions paid on Units and are exchangeable at the holder's option into Units. One Special Voting Unit in the REIT is issued to the holder of Class B LP Units for each Class B LP Unit held, which entitles the holder to one vote per Special Voting Unit at any meeting of the Unitholders. The limited IAS 32 exception for presentation as equity does not extend to the Class B LP Units. As a result, the Class B LP Units have been classified as financial liabilities and are measured at FVTPL. The fair value of the Class B LP Units is measured every period by reference to the traded value of the Units, with changes in measurement recorded in the consolidated statements of net income and comprehensive income. Distributions on the Class B LP Units are recorded as a finance cost in the consolidated statements of net income and comprehensive income in the period in which the distributions become payable.

### ***Class C LP Units***

The Class C units of the Partnership ("Class C LP Units") provide for monthly distributions from the Partnership to the holder of such Class C LP Units to be paid in priority to distributions to holders of the Units and Class B LP Units. Due to the nature of such distributions, the Class C LP Units have been classified as financial liabilities and are carried at amortized cost. Distributions on the Class C LP Units consist of principal repayments and interest expense, with principal repayments reducing the outstanding liability and interest expense recorded in finance costs in the consolidated statements of net income and comprehensive income in the period in which the distributions become payable.

### ***Derivative financial instruments***

The REIT uses derivative financial instruments to manage risks from fluctuations in interest rates. All derivative instruments are designated and valued at FVTPL in the consolidated financial statements.

### ***Impairment of financial assets***

The REIT has adopted the practical expedient to estimate the expected credit loss ("ECL") on resident and other receivables using a provision matrix based on historical credit loss experience adjusted for current and forecasted future economic conditions. Resident and other receivables are initially measured at fair value and are subsequently measured at amortized cost less a provision for impairment.

The REIT recognizes loss allowances for ECL on the remaining financial assets measured at amortized cost, unfunded loan commitments and financial guarantee contracts. The REIT applies a three-stage approach to measure allowance for credit losses. The REIT measures loss allowance at an amount equal to 12 months of expected losses for performing loans if the credit risk at the reporting date has not increased significantly since initial recognition (Stage 1) and at an amount equal to lifetime expected losses on performing loans that have experienced a significant increase in credit risk since origination (Stage 2) and at an amount equal to lifetime expected losses which are credit impaired (Stage 3). The determination of a significant increase in credit risk takes into account different factors and varies by nature of investment. The REIT assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due or certain criteria are met which are specific to the individual borrower based on judgment. The REIT considers a financial asset to be credit impaired when the borrower is more than 90 days past due and when there is objective evidence that there has been a deterioration of credit quality to the extent the REIT no longer has reasonable assurance as to the timely collection of the full amount of principal and interest or when the REIT has commenced enforcement remedies available to it under its contractual agreements.

### ***Measurement of ECL's***

Loss allowances for ECLs are probability-weighted estimates of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the REIT in accordance with the contract and the cash flows that the REIT expects to receive) and incorporate significant assumptions including the probability of default as well as the estimated loss given default. ECLs are discounted at the effective interest rate of the financial asset.

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

The determination of ECLs of a collateralized impaired loan reflects the expected realization of the underlying security, net of expected costs and any amounts legally required to be paid to the borrower.

When determining the allowance for ECLs, the REIT considers reasonable and supportable information that is relevant and available without undue cost or effort. Management considers past events, current market conditions and reasonable forward-looking supportable information about future economic conditions. In assessing information about possible future economic conditions, management utilized multiple economic scenarios including a base case, which represents the most probable outcome and is consistent with management's view of the financial asset. In considering the lifetime of a loan, the contractual period of the loan, including prepayment, extension and other options is generally used.

The estimation of ECLs also includes assumptions about local real estate market conditions, availability and terms of financing, underlying value of the security and various other factors. These assumptions are limited by the availability of reliable comparable market data, economic uncertainty and the uncertainty of future events. Accordingly, by their nature, estimates of impairment are subjective and may not necessarily be comparable to the actual outcome. Should the underlying assumptions change, the estimated future cash flows could vary.

### **(h) Fair value measurement**

The REIT measures financial instruments, such as Class B LP Units, interest rate swap and Unit-based compensation, and non-financial assets, such as investment properties, at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability; or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the REIT.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability assuming that market participants act in their economic best interests.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The REIT uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable



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For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the REIT determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Cash, restricted cash, resident and other receivables, due to related parties, tenant rental deposits and accounts payable and accrued liabilities are carried at amortized cost, which, due to their short term nature, approximates fair value. Additionally, the credit facility is carried at amortized cost, which, due to its variable rate, approximates fair value.

The REIT estimates the fair value of its mortgages and Class C LP Units based on the rates that could be obtained for similar debt instruments with similar terms and maturities. Their fair value qualifies as level 2 in the fair value hierarchy above.

The fair value of Class B LP Units and Unit-based compensation is measured every period by reference to the traded value of Units and is considered Level 2 in the fair value hierarchy.

The fair value of the interest rate swap is determined using widely accepted valuation techniques, including discounted cash flow analysis on expected cash flows of the derivatives, using observable market-based inputs including interest rate curves and implied volatilities, and is considered level 2 in the fair value hierarchy.

The fair value of the loans receivable from related parties is determined by reference to rates that could be obtained for similar instruments with similar terms and maturities and is considered level 2 in the fair value hierarchy.

There were no transfers of assets or liabilities between fair value levels during the periods presented herein.

### **(i) CMHC premiums**

CMHC mortgage insurance premiums provide coverage over the loan amortization period, typically 25 to 40 years. The portion related to the term of currently outstanding mortgages is accounted for as a financing charge and amortized over the life of respective mortgages using the effective interest method. The remaining portion of the CMHC mortgage insurance premiums is classified as a prepaid expense.

### **(j) Restricted cash**

Restricted cash consists of tenant security deposits and a capital asset replacement reserve fund held in trust accounts. The capital asset replacement reserve fund was established as a condition of a forgivable loan provided by the City of Toronto to support affordable housing at a certain Toronto property.

### **(k) Cash**

Cash includes cash on hand and cash maintained in bank accounts.

### **(l) Income taxes**

The REIT is a "mutual fund trust" and a "real estate investment trust" as defined in the Income Tax Act (Canada). Under current tax legislation, a "real estate investment trust" is entitled to deduct distributions of taxable income such that it is not liable to pay income taxes provided that its taxable income is fully distributed to Unitholders. The REIT qualifies as a "real estate investment trust" and intends to make distributions not less than the amount necessary to ensure that the REIT will not be liable to pay income taxes. Accordingly, no net current tax expenses or current or deferred income tax asset or liability has been recorded in the consolidated financial statements.

### **(m) Revenue recognition**

The REIT retains substantially all of the risks and benefits of ownership of its investment properties and therefore accounts for leases with its tenants as operating leases.

Rental revenue includes base rents earned from tenants under operating lease agreements which is allocated to lease components based on relative stand-alone selling prices. The stand-alone selling prices of the rental component are determined using an adjusted market assessment approach and the stand-alone selling prices of the service components are determined using an expected cost plus a margin approach.

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Rental revenue from the rental component is recognized on a straight-line basis over the lease term. When the REIT provides incentives to its tenants, the cost of incentives is recognized over the lease term, on a straight-line basis, as a reduction of revenue.

Revenue from services represents the service component of the REIT's leases and is accounted for in accordance with IFRS 15, *Revenue from Contracts with Customers* ("IFRS 15"). These services consist primarily of the recovery of utility, property maintenance and amenity costs where the REIT has determined it is acting as a principal and is recognized over time when the services are provided. Payments are due at the beginning of each month and any payments made in advance of scheduled due dates are recorded as contract liabilities.

Management fees are earned from asset, project and property management of jointly controlled properties. Management fees are recorded in fees and other income as the services are provided. Payments for property management fees are due at the beginning of each month, asset management fees are due at the beginning of each quarter and project management fees are due 30 days in arrears.

### **(n) Expenses**

Operating expenses and general and administrative expenses are recognized in the consolidated statements of net income and comprehensive income in the period in which they are incurred.

### **(o) Finance costs**

Finance costs are comprised of interest expense on secured debt and unsecured debt, amortization of mark-to-market adjustments and financing charges, distributions on Class B LP Units and Class C LP Units, fair value loss (gain) on Class B LP Units and fair value loss (gain) on an interest rate swap. Finance costs associated with financial liabilities presented at amortized cost are presented in the consolidated statements of net income and comprehensive income using the effective interest method.

### **(p) Unit-based compensation**

The REIT maintains an Amended and Restated Omnibus Equity Incentive Plan (the "Plan") for its Trustees and executives pursuant to which eligible participants may receive Deferred Units, Performance Units, Restricted Units or other similar types of security based compensation. Awards under the Plan may be settled by Units issued from treasury or, if so elected by the participant and subject to the approval of the Board of Trustees, cash. The grant date value is recognized as part of general and administrative expenses over the vesting period, with a corresponding increase in liabilities over the service period related to the award. The grant date value is calculated using the market price of the Units on the grant date for Deferred Units and using a pricing model for Performance Units. Market price is defined as the volume weighted average closing price of the Units on the Toronto Stock Exchange for the five trading days immediately preceding such date. The grant date value estimate for Performance Units requires determination of relevant inputs to the pricing model. The liability is remeasured at each reporting date and settlement date using the closing market price of the Units as defined in the Plan or the updated pricing model as of the date of measurement. Any changes in the value of the liability are recognized as fair value adjustments through the consolidated statements of net income and comprehensive income.

### **(q) Government grant**

The REIT receives financial assistance from the government to help fund the development and operation of affordable rental suites. Government grants are not recognized until there is reasonable assurance that the REIT will comply with the conditions attached to them and that the grants will be received. In accordance with IAS 20 – *Accounting for Government Grants and Disclosure of Government Assistance* ("IAS 20"), grant proceeds related to development properties will be recognized in profit or loss on a systematic basis over the periods in which the REIT recognizes revenue or incurs expenses.

# Minto Apartment Real Estate Investment Trust

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### (r) Significant judgments in applying accounting policies

The following are the significant judgments that have been made in applying the REIT's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

#### ***Investment property acquisitions***

The REIT must assess whether an acquisition transaction should be accounted for as an asset acquisition or a business combination under IFRS 3. This assessment requires the REIT to make judgments on whether the assets acquired and liabilities assumed constitute a business as defined in IFRS 3 and if the integrated set of activities, including inputs and processes acquired, are capable of being conducted and managed as a business and the REIT obtains control of the business.

#### ***Income taxes***

The REIT is a "mutual fund trust" and a "real estate investment trust" as defined in the Income Tax Act (Canada). The REIT is not liable to pay Canadian income taxes provided that its taxable income is fully distributed to Unitholders each year. The REIT is a "real estate investment trust" if it meets the prescribed conditions under the Income Tax Act (Canada) relating to the nature of its assets and revenue. The REIT uses judgment in reviewing the real estate investment trust conditions and assessing their interpretation and application to the REIT's assets and revenue, and it has determined that it qualifies as a "real estate investment trust" for the current period.

#### ***Interest in joint operations***

The REIT assesses whether an arrangement should be accounted for as a joint operation or a joint venture under IFRS 11, *Joint Arrangements*. This assessment requires the REIT to make judgments on whether the REIT's rights and obligations arising from the arrangement constitute a joint operation or a joint venture.

#### ***Recognition of government grants***

For acquired residential properties financed through forgivable loans, the REIT assesses whether throughout the remaining term of forgivable loans the REIT is expected to meet the conditions for forgiveness, that the outflow of economic resources is not probable and that in accordance with IAS 37 – Provision, Contingent Liabilities and Contingent Assets no financial liability is required to be recorded. For development properties financed through forgivable loans to support affordable housing, the REIT assesses whether throughout the remaining term of the forgivable loans there is reasonable assurance that the REIT will meet the conditions for forgiveness and if this is not the case that the balance that is forgiven is to be recognized over time.

### (s) Significant accounting estimates and assumptions

The REIT makes estimates and assumptions that affect the carrying amounts of assets and liabilities and the reported amount of income for the period. Actual results could differ from estimates. The estimates and assumptions that have the most significant effect on the reported amounts in the consolidated financial statements include:

#### ***Residential Investment properties valuation***

In applying the REIT's policy with respect to investment properties, significant accounting estimates and assumptions are required to determine the valuation of the residential properties under the fair value model. Significant accounting estimates and assumptions used in the REIT's internal valuation model include the estimated 12 month stabilized forecasted net operating income for each property and the capitalization rates that reflect the characteristics, location and market for each property.

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### (t) Future changes in accounting standards

#### ***Disclosure of Accounting Policies (Amendments to IAS 1 and IFRS Practice Statement 2)***

On February 12, 2021, the IASB issued amendments to IAS 1 – *Presentation of Financial Statements* to assist entities in determining which accounting policies to disclose in the financial statements. The amendments apply to annual reporting periods beginning on or after January 1, 2023. Earlier adoption is permitted.

The amendments to IAS 1 require that an entity disclose its material accounting policies, instead of its significant accounting policies. Further amendments explain how an entity can identify a material accounting policy.

The REIT intends to adopt the amendments in its consolidated financial statements beginning on January 1, 2023, when the amendments become effective. The REIT has assessed the impact of the amendments and expects to shorten its disclosure on accounting policies in the REIT's consolidated financial statements based on the guidance in the amendments.

#### ***Definition of Accounting Estimates (Amendments to IAS 8)***

On February 12, 2021, the IASB issued amendments to IAS 8 – *Accounting Policies, Changes in Accounting Estimates and Errors*, to assist entities to distinguish between accounting policies and accounting estimates. The amendments apply to annual periods beginning on or after January 1, 2023. Earlier adoption is permitted.

The amendments to IAS 8 replace the definition of a "change in accounting estimates" with a definition of "accounting estimates". Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty. The amendments confirm that a change in an accounting estimate that results from new information or new developments is not the correction of an error.

The REIT intends to adopt the amendments in its consolidated financial statements beginning on January 1, 2023, when the amendments become effective. The REIT is assessing the potential impact of the amendments, however does not expect them to have a material impact on the REIT's consolidated financial statements.

#### ***Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)***

On January 23, 2020, the IASB issued amendments to IAS 1, providing a more general approach to the classification of liabilities based on the contractual agreements in place at the reporting date. The amendments apply to annual reporting periods beginning on or after January 1, 2024. Earlier adoption is permitted.

The amendments to IAS 1 affect only the presentation of liabilities in the balance sheet and seek to clarify that the classification of liabilities as current or non-current should be based on the rights that are in existence at the end of the reporting period. Further, the amendments make clear that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability and that the settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services.

The REIT intends to adopt the amendments in its consolidated financial statements beginning on January 1, 2024, when the amendments become effective. The REIT has assessed the potential impact of the amendments and they will have no material impact on the REIT's consolidated financial statements.

#### ***Lease Liability in a Sale and Leaseback (Amendments to IFRS 16)***

On September 22, 2022, the IASB issued amendments to IFRS 16 – *Leases* confirming that the measurement of a right-of-use asset and lease liability is unlikely to be nil if variable lease payments arise in a sale-and-leaseback transaction. On initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction. After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognizes no gain or loss relating to the right-of-use it retains.

The REIT intends to adopt the amendments in its annual financial statements beginning on January 1, 2024, when the standard becomes effective. The REIT is assessing the potential impact of the amendments, however does not expect them to have a material impact on the REIT's consolidated financial statements.

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### 3. Investment properties

The following table presents the change in investment properties by type:

		Residential properties		Commercial properties		Land under development		Total
Balance, December 31, 2020	\$	2,098,052	\$	22,490	\$	17,559	\$	2,138,101
Additions								
Acquisition (Note 4)		82,604		—		—		82,604
Capital expenditures		36,404		49		—		36,453
Development expenditures		—		—		14,219		14,219
Fair value gain (loss)		89,433		(3,689)		3,444		89,188
Balance, December 31, 2021	\$	2,306,493	\$	18,850	\$	35,222	\$	2,360,565
Additions								
Acquisitions (Note 4)		186,579		12,702		—		199,281
Capital expenditures		52,348		48		—		52,396
Development expenditures		—		—		18,395		18,395
Other		(715)		—		—		(715)
Fair value (loss) gain		(19,250)		(3,772)		4,194		(18,828)
Balance, December 31, 2022	\$	2,525,455	\$	27,828	\$	57,811	\$	2,611,094

For the year ended December 31, 2022, the REIT capitalized \$1,051 (December 31, 2021 - \$95) in interest costs associated with the REIT's general borrowings and the construction loan to the respective developments. The REIT's weighted average borrowing rate on general borrowings was 4.52% (December 31, 2021 - 2.21%). Interest costs associated with the construction loan were capitalized to the related development using the actual borrowing rate associated with the loan.

The fair value methodology for the REIT's investment properties is considered level 3, as significant unobservable inputs are required to determine fair value. The fair value of investment properties is based on internal valuations and as at December 31, 2022, the entire portfolio was internally valued. The REIT's internal valuation team consists of qualified individuals who hold recognized relevant professional qualifications and have recent experience in the location and category of the respective properties.

The REIT also engaged leading independent national real estate appraisal firms with representation and expertise across Canada, and specifically in the markets in which the REIT operates, in order to ensure that every REIT property is externally appraised at least once every three years. These external appraisals were used by Management to assist in the validation of the market assumptions and market data used as part of its internal valuation model. For the year ended December 31, 2022, the REIT obtained external property appraisals representing approximately 53% (December 31, 2021 - 52%) of the REIT's investment properties.

The REIT continues to review market capitalization, discount and terminal capitalization rates, as well as its future cash flow projections and their impact on the valuation of its properties in light of economic factors and COVID-19 (Note 2). The carrying value of the REIT's investment properties reflects Management's best estimate of fair value in terms of the assessed highest and best use as at December 31, 2022. It is not possible to forecast with certainty the duration or full scope of the financial impact that economic factors and COVID-19 will have on the REIT's business and operations, both in the short and long term. Any long-term effects on market rents, occupancy, turnover, and future demand and of a sustained increase in interest rates would ultimately impact the underlying valuation of investment properties and such impact may be material.

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Fair value for residential properties is predominantly determined using the direct capitalization approach and includes a deduction for estimated aggregate future capital expenditures. For the year ended December 31, 2022, the aggregate five-year estimated future capital expenditures deducted was \$89,329 (December 31, 2021 - \$83,852) in determining the fair value of residential properties.

The following table summarizes the significant unobservable inputs in determining fair value of residential properties:

Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Capitalization rates	There is an inverse relationship between the capitalization rates and the fair value; in other words, the higher the capitalization rates, the lower the estimated fair value.
Estimated 12 month stabilized forecasted net operating income ("NOI")	There is a direct relationship between the estimated 12-month stabilized forecasted NOI and the fair value; in other words, the higher the estimated 12-month stabilized forecasted NOI, the higher the estimated fair value.

The following table summarizes the capitalization rates used in determining the fair value of the REIT's residential properties:

	December 31, 2022			December 31, 2021		
	Min	Max	Weighted average	Min	Max	Weighted average
Capitalization rate	3.25%	4.63%	3.80%	3.13%	4.50%	3.60%

The following table summarizes the sensitivity of the fair value of residential properties to changes in capitalization rates and estimated 12 month stabilized forecasted NOI as at December 31, 2022:

December 31, 2022	-3%	-1%	NOI	+1%	+3%
<b>Capitalization rate</b>					
-50 basis points	\$ 2,831,592	\$ 2,891,817	\$ 2,921,929	\$ 2,952,042	\$ 3,012,267
-25 basis points	2,625,751	2,681,732	2,709,722	2,737,713	2,793,694
Base rate	2,447,012	2,499,308	2,525,455	2,551,603	2,603,899
+25 basis points	2,290,353	2,339,419	2,363,951	2,388,484	2,437,550
+50 basis points	2,151,920	2,198,132	2,221,237	2,244,343	2,290,554

The following table summarizes the sensitivity of the fair value of residential properties to changes in capitalization rates and estimated 12 month stabilized forecasted NOI as at December 31, 2021:

December 31, 2021	-3%	-1%	NOI	+1%	+3%
<b>Capitalization rate</b>					
-50 basis points	\$ 2,608,163	\$ 2,663,669	\$ 2,691,421	\$ 2,719,174	\$ 2,774,679
-25 basis points	2,407,561	2,458,930	2,484,615	2,510,300	2,561,669
Base rate	2,234,782	2,282,589	2,306,493	2,330,396	2,378,203
+25 basis points	2,084,414	2,129,120	2,151,474	2,173,827	2,218,533
+50 basis points	1,952,361	1,994,345	2,015,337	2,036,329	2,078,312

# Minto Apartment Real Estate Investment Trust

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### 4. Acquisition of investment properties

The REIT completed the acquisition of two investment properties for the year ended December 31, 2022:

Property	Date of acquisition	Total acquisition cost	Variable rate mortgage financing	Interest rate and maturity at date of acquisition	Ownership interest
39 Niagara Street, 29–33 Bathurst Street, Toronto, ON ("Niagara West")	April 22, 2022	\$ 112,667	\$ 46,158	Bankers' acceptance + 2% or Prime + 1% November 30, 2022	28.35%
220 4 Avenue SW, Calgary, AB ("The International")	May 6, 2022	86,614	62,220	Bankers' acceptance + 2.5% or Prime + 1% September 30, 2022	100%
		\$ 199,281	\$ 108,378		

The REIT completed the following investment property acquisition during the year ended December 31, 2021:

Property	Date of acquisition	Total acquisition cost	Mortgage financing	Interest rate and maturity	Ownership interest
4530 Chemin de la Côte-des-Neiges, Montreal, QC ("Le Hill-Park")	December 7, 2021	\$ 82,604	\$ 41,000	1.22% April 1, 2022	100%

Cash used in the acquisition of investment properties was as follows:

	December 31, 2022	December 31, 2021
Total acquisition cost	\$ (199,281)	\$ (82,604)
Mortgage financing assumed	108,378	—
Issuance of Class B LP Units (Note 8)	60,974	—
Transaction costs payable	—	2,431
Working capital assumed	1,168	166
Cash consideration paid on close	\$ (28,761)	\$ (80,007)

### 5. Joint operations

The REIT jointly owns and operates four investment properties. The REIT has determined them to be joint operations. Accordingly, the consolidated financial statements of the REIT include its share of revenues, expenses, assets and liabilities from the joint operations. The REIT's ownership interests in the joint operations are as follows:

Property	Date of acquisition	Location	Ownership interest
Leslie York Mills	May 1, 2019	Toronto, ON	50%
Rockhill	May 7, 2019	Montreal, QC	50%
High Park Village	August 1, 2019	Toronto, ON	40%
Niagara West	April 22, 2022	Toronto, ON	28.35%

# Minto Apartment Real Estate Investment Trust

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### 6. Prepaid expenses and other assets

	December 31, 2022		December 31, 2021	
Prepaid expenses	\$	2,729	\$	2,305
Prepaid CMHC premiums		8,825		6,940
Restricted cash		1,434		1,218
Deposits and other prepayments		1,120		1,128
Interest rate swap		2,698		307
	\$	16,806	\$	11,898
Current		3,812		3,970
Non-current		12,994		7,928
	\$	16,806	\$	11,898

The following table is a summary of the REIT's interest rate swap and the respective fair value of the asset:

Instrument	Maturity	Fixed rate	Original notional amount	Notional amount	December 31, 2022	December 31, 2021
Interest rate swap <sup>1</sup>	April 2026	3.38%	\$42,360	\$36,257	\$ 2,698	\$ 307

<sup>1</sup> The REIT has a 40% ownership interest in this contract through the ownership of a joint operation.

The fair value of the interest rate swap is determined using widely accepted valuation techniques, including discounted cash flow analysis on expected cash flows of the derivatives, using observable market-based inputs including interest rate curves and implied volatilities, and is considered level 2 in the fair value hierarchy.

The following table summarizes the beginning and ending fair value of the swap:

Year ended	December 31, 2022		December 31, 2021	
Opening balance	\$	307	\$	(1,318)
<i>Non-cash movement</i>				
Fair value gain		2,391		1,625
Closing balance	\$	2,698	\$	307



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### 7. Resident and other receivables

	December 31, 2022	December 31, 2021
<b>Current</b>		
Resident receivables	\$ 1,844	\$ 1,388
Other receivables	2,375	1,294
Less: Allowance for credit losses	(932)	(594)
	\$ 3,287	\$ 2,088

There is no significant concentration of credit risk with respect to resident receivables as the REIT has a high volume of tenants with individually small monthly rent amounts.

### 8. Class B LP Units

The following table reconciles the changes in cash flows and outstanding units for the Class B LP Units of the Partnership:

	Class B LP Units	\$
Balance, December 31, 2020	22,769,073	\$ 463,806
<i>Non-cash movement</i>		
Fair value loss	—	34,609
Balance, December 31, 2021	22,769,073	\$ 498,415
<i>Non-cash movement</i>		
Issued, April 22, 2022 (Note 4)	2,985,956	60,974
Fair value gain	—	(197,531)
	2,985,956	(136,557)
Balance, December 31, 2022	25,755,029	\$ 361,858

For the year ended December 31, 2022, distributions of \$11,942 (December 31, 2021 - \$10,436) to Class B LP Unitholders were declared.

The fair value methodology for the Class B LP Units is considered level 2 within the fair value hierarchy.

### 9. Class C LP Units

	December 31, 2022	December 31, 2021
Class C LP Units	\$ 206,673	\$ 212,183
Unamortized mark-to-market adjustments	1,413	1,886
	\$ 208,086	\$ 214,069
Current	50,642	5,982
Non-current	157,444	208,087
	\$ 208,086	\$ 214,069

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As at December 31, 2022 there were 22,978,700 (December 31, 2021 - 22,978,700) Class C LP Units of the Partnership outstanding. The following table reconciles the changes in cash flows for the Class C LP Units:

Year ended	December 31, 2022	December 31, 2021
Opening balance	\$ 214,069	\$ 219,885
<i>Cash flows</i>		
Distributions used to repay principal	(5,510)	(5,341)
<i>Non-cash movement</i>		
Amortization of mark-to-market adjustments	(473)	(475)
	(5,983)	(5,816)
Closing balance	\$ 208,086	\$ 214,069

For the year ended December 31, 2022, the REIT also made distributions of \$6,574 (December 31, 2021 - \$6,743) to the Class C LP Unitholder that were accounted for as finance costs.

The mortgages of investment properties to which the distributions on the Class C LP Units relate bear a weighted average contractual interest rate of 3.16% (December 31, 2021 - 3.16%) and mature at various dates between 2023 and 2030 (December 31, 2021 - 2023 and 2030).

Distributions on Class C LP Units as at December 31, 2022, excluding unamortized mark-to-market adjustments, are due as follows:

2023	\$	50,234
2024		50,499
2025		63,541
2026		1,283
2027		22,752
2028 and thereafter		18,364
	\$	206,673

Fair value for the Class C LP Units is calculated based on current market rates plus risk-adjusted spreads on discounted cash flows. As at December 31, 2022, the current market rates plus risk-adjusted spreads ranged from 4.29% to 5.91% (December 31, 2021 - 1.65% to 3.26%) and the fair value of the Class C LP Units was \$199,200 (December 31, 2021 - \$218,599) and is considered level 2 within the fair value hierarchy.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

### 10. Mortgages and loans

	December 31, 2022		December 31, 2021	
	Weighted Average Interest Rate	Balance Outstanding	Weighted Average Interest Rate	Balance Outstanding
Mortgages - fixed rate	3.03%	\$ 631,956	2.71%	\$ 627,534
Mortgages - variable rate	7.45%	108,378	—	—
Construction loan	2.39%	8,006	—	—
		748,340		627,534
Unamortized mark-to-market adjustments		882		1,152
Unamortized deferred financing costs		(2,902)		(2,566)
		\$ 746,320		\$ 626,120
Current		238,800		140,862
Non-current		507,520		485,258
		\$ 746,320		\$ 626,120

#### Mortgages

The fixed and variable rate mortgages are secured by investment properties and mature at various dates between 2023 and 2030 (December 31, 2021 - 2022 and 2030). The fixed rate mortgages include a \$36,257 (December 31, 2021 - \$37,262) variable interest mortgage fixed through an interest rate swap.

#### Construction loan

The REIT has a fixed rate non-revolving construction loan commitment of \$93,745 and as at December 31, 2022, \$8,006 (December 31, 2021 - \$nil) was drawn. The construction loan is used to finance the construction of a new 225-suite residential rental property on surplus land at the REIT's Richgrove property in Toronto, Ontario (the "Richgrove Development") and is secured by a first priority mortgage on the project. The loan bears fixed interest at 2.39% and matures on March 1, 2032. Payments are made monthly on an interest-only basis.

The mortgages and construction loan, excluding unamortized mark-to-market adjustments and deferred financing costs, are due as follows:

2023	239,195
2024	59,235
2025	51,093
2026	81,122
2027	8,155
2028 and thereafter	309,540
	\$ 748,340

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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The following tables reconcile the changes in cash flows for the mortgages and loan payable:

		Fixed and variable rate mortgages		Construction loan		Total
Balance, December 31, 2020	\$	598,079	\$	—	\$	598,079
<i>Cash flows</i>						
Issued <sup>1</sup>		49,558		—		49,558
Deferred financing costs incurred		(138)		—		(138)
Repayments		(12,879)		—		(12,879)
		36,541		—		36,541
<i>Non-cash movement</i>						
Funds held in escrow <sup>1</sup>		(8,558)		—		(8,558)
Amortization of mark-to-market adjustment		(294)		—		(294)
Deferred financing amortization		352		—		352
		(8,500)		—		(8,500)
Balance, December 31, 2021	\$	626,120	\$	—	\$	626,120
Balance, December 31, 2021	\$	626,120	\$	—	\$	626,120
<i>Cash flows</i>						
Issued		34,623		8,006		42,629
Deferred financing costs incurred		(537)		—		(537)
Deferred financing CMHC premiums		(319)		—		(319)
Repayments		(30,201)		—		(30,201)
		3,566		8,006		11,572
<i>Non-cash movement</i>						
Assumed on acquisition		108,378		—		108,378
Amortization of mark-to-market adjustment		(270)		—		(270)
Deferred financing charges transferred from prepaid CMHC premiums		(75)		—		(75)
Deferred financing amortization		595		—		595
		108,628		—		108,628
Balance, December 31, 2022	\$	738,314	\$	8,006	\$	746,320

<sup>1</sup> Proceeds of \$8,558 from a fixed rate mortgage that were held in escrow July 2020 were released in September 2021.

As at December 31, 2022 and December 31, 2021, the REIT was in compliance with all financial covenants relating to its debt obligations.

Fair value of fixed rate mortgages and the construction loan is calculated based on current market rates plus risk-adjusted spreads on discounted cash flows. As at December 31, 2022, the current market rates plus risk-adjusted spreads ranged from 4.25% to 5.87% (December 31, 2021 - 1.03% to 3.46%) and the fair value of fixed rate mortgages and construction loan was \$595,760 (December 31, 2021 - \$634,412) and is considered level 2 within the fair value hierarchy. Given the variable nature of the variable rate mortgages, their carrying value approximates their fair value.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

### 11. Credit facility

	December 31, 2022		December 31, 2021	
Committed	\$	300,000	\$	200,000
Available		267,115		200,000
Utilized				
Amounts drawn		157,158		51,754
Letter of credit		442		442
		157,600		52,196
Undrawn amount available	\$	109,515	\$	147,804

The following tables reconcile the changes in cash flows for the credit facility:

Year ended	December 31, 2022		December 31, 2021	
Opening balance	\$	51,754	\$	31,948
<i>Cash flows</i>				
Issued		115,404		102,806
Repayments		(10,000)		(83,000)
		105,404		19,806
	\$	157,158	\$	51,754

The REIT has a revolving credit facility that is secured by several investment properties, matures on July 3, 2025 and is used to fund working capital requirements, acquisitions, letters of credit and for general corporate purposes. The credit facility bears interest at one month bankers' acceptance plus 175 bps or prime plus 75 bps. At December 31, 2022, the weighted average variable interest rate was 6.47% (December 31, 2021 - 2.19%). Given the variable nature of the credit facility, its carrying value approximates its fair value.

As at December 31, 2022 and December 31, 2021, the REIT was in compliance with all financial covenants relating to its credit facility.

### 12. Related-party transactions

In the normal course of operations, the REIT enters into various transactions with related parties. In addition to the related party transactions disclosed elsewhere in these consolidated financial statements, related party transactions include:

#### (a) Administrative Support Agreement

On July 3, 2018, the REIT and Minto Properties Inc. ("MPI"), an entity with significant influence over the REIT, entered into a five-year renewable Administrative Support Agreement ("ASA"). The ASA provides the REIT with certain advisory, transaction and support services, including clerical and administrative support, operational support for the administration of day-to-day activities of the REIT and office space. These services are provided on a cost recovery basis, subject to a maximum during the initial term of the ASA only for all general and administrative expenses, excluding public company costs, of 32 bps of the gross book value of the REIT's assets.

On December 15, 2022, the REIT exercised its option to renew the ASA for an additional term of five years commencing on July 3, 2023. The limitation of all general and administrative expenses, excluding public company costs, of 32 bps of the gross book value of the REIT's assets was removed from the renewed ASA.

For the year ended December 31, 2022, the REIT incurred \$2,260 (December 31, 2021 - \$2,260) for services rendered by MPI and its affiliates under the Administrative Support Agreement.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

### (b) Loans receivable from related parties

Project	Related Parties	Commitment	Interest Rate and Maturity	December 31, 2022	December 31, 2021
99 Fifth Avenue, Ottawa, ON ("Fifth and Bank")	Affiliate of MPI	\$ 30,000	6% per annum July 31, 2023	\$ 30,000	\$ 30,000
Lonsdale Avenue, North Vancouver, BC ("Lonsdale Square")	Limited partnership jointly owned by MPI and a subsidiary of Darwin Properties	14,000	7% per annum May 30, 2024	13,784	12,855
Beechwood Avenue, Ottawa, ON ("Beechwood")	Affiliate of MPI	51,400	6% per annum December 31, 2025	25,550	10,094
810 Kingsway, Vancouver, BC ("810 Kingsway")	MPI	19,650	6% per annum August 1, 2024	15,357	10,363
3958 Shelbourne Street, Victoria, BC ("University Heights")	MPI	51,700	7% per annum December 31, 2026	12,893	—
		166,750		97,584	63,312
Loan receivable	Management	700	Variable per annum <sup>1</sup> April 27, 2032	718	—
		\$ 167,450		\$ 98,302	\$ 63,312
Current				30,000	30,000
Non-current				68,302	33,312
				\$ 98,302	\$ 63,312

<sup>1</sup> The interest rate per annum is set quarterly at the greater of prime and the prescribed interest rate as determined by the Regulations of the Income Tax Act (Canada) to a maximum of 5%. Interest is payable annually in arrears.

All commitments pertaining to projects include a reserve to fund interest costs. If the interest reserve is fully utilized, the interest is paid to the REIT on a monthly basis. In connection with these financings, the REIT will have the exclusive option to purchase the property at Fifth and Bank, Lonsdale Square and Beechwood, MPI's 85% indirect ownership interest in 810 Kingsway and MPI's 45% indirect ownership interest in University Heights, upon project stabilization at 95% of then-appraised fair market value as determined by independent and qualified third-party appraisers. As at December 31, 2022, the expected credit loss ("ECL") based on 12 month expected losses for the loans receivable is \$nil (December 31, 2021 - \$nil)

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

The following table shows the movement of loans receivable from related parties:

Year ended		December 31, 2022	December 31, 2021
Opening balance	\$	63,312	\$ 41,988
<i>Cash flows</i>			
Advances		32,040	20,024
Interest received		(1,800)	(1,800)
		30,240	18,224
<i>Non-cash movement</i>			
Interest earned		4,750	3,100
		34,990	21,324
Closing balance	\$	98,302	\$ 63,312

Fair value of loans receivable relating to projects is calculated based on current market rates plus risk-adjusted spreads on discounted cash flows. As at December 31, 2022, the current market rates plus risk-adjusted spreads ranged from 8.50% to 9.50% and the fair value of the loans receivable relating to projects was \$93,441 (December 31, 2021 - carrying value of the loans receivable approximated their fair value) and is considered level 2 within the fair value hierarchy.

### (c) Due to related parties

Item	Related Parties	December 31, 2022	December 31, 2021
<b>Current</b>			
Class B LP Units distributions	Limited partnership wholly-owned by MPI and MPI affiliates	1,052	\$ 901
Class C LP Units distributions	Limited partnership wholly-owned by MPI	546	561
Property operating costs payable	MPI and its affiliates	493	411
Development costs and fees	Affiliate of MPI	1,357	535
Unit distribution	MPI	37	35
		3,485	2,443
Rental and service revenue receivable	MPI and its affiliates	(549)	(521)
		\$ 2,936	\$ 1,922

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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(in thousands of Canadian dollars, except Unit and per Unit amounts)

### (d) Revenue, expenses, capital expenditures and distributions

Related Parties / Item	December 31, 2022	December 31, 2021
<b>Revenue from MPI, its affiliates and jointly-owned limited partnerships</b>		
Rental and service revenue	\$ 863	\$ 716
Interest income on loans advanced	4,750	3,100
<b>Expenses and distributions to MPI, its affiliates, its wholly-owned and jointly-owned limited partnerships</b>		
Property operating expenses	1,315	713
Development costs and fees	1,231	—
Distributions on Class B LP Units (finance costs)	11,942	10,436
Distributions on Class C LP Units (finance costs)	6,574	6,743
Distributions on Class C LP Units (principal)	5,510	5,341
Distributions on Units	427	411
<b>Compensation of key management personnel</b>		
Paid to executives	770	635
Unit-based compensation		
Executives	1,502	1,304
Trustees in lieu of annual retainer and meeting fees	579	560

Additional compensation to key management personnel for services provided to the REIT was paid by MPI and its affiliate.

### (e) Property acquisitions

On April 22, 2022, the REIT acquired a 28.35% ownership interest in a 501-suite multi-residential rental property located in Toronto, Ontario from a limited partnership in which a subsidiary of MPI and certain current and former executives of MPI owned a minority interest. The acquisition cost of \$112,667, including transaction costs of \$2,896, was settled by the REIT assuming a \$46,158 mortgage, the issuance of 2,985,956 Class B LP Units with a fair value of \$60,974, paying \$4,990 in cash, and assuming working capital liabilities of \$545.

On May 6, 2022, the REIT acquired a 252-suite multi-residential rental property located in Calgary, Alberta from a limited partnership in which a subsidiary of MPI owned a minority interest. The acquisition cost of \$86,614, including transaction costs of \$99, was settled with the REIT assuming a mortgage of \$62,220, paying \$23,771 in cash, and assuming working capital liabilities of \$623.

## 13. Accounts payable and accrued liabilities

	December 31, 2022	December 31, 2021
Accounts payable	\$ 4,711	\$ 9,154
Accrued liabilities	18,457	8,884
Distributions payable	1,592	1,550
Unit-based compensation	4,539	4,915
Forgivable loan	5,144	3,794
	\$ 34,443	\$ 28,297
Current	28,689	23,776
Non-current	5,754	4,521
	\$ 34,443	\$ 28,297



# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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During the year ended December 31, 2021, the REIT commenced construction of the Richgrove Development. In connection with the Richgrove Development, the REIT completed a contribution agreement with the City of Toronto whereby the City will contribute funds towards the construction of 100 affordable rental suites as part of the new property and will also provide relief from development charges and certain other fees. Funding and relief from development charges and certain other fees will be in the form of a forgivable loan, with loan forgiveness commencing on the first anniversary of first occupancy of the affordable rental suites, at 4% per year over a period of 25 years.

For the year ended December 31, 2022, \$1,350 of funding was received in connection with the Richgrove Development and has been recorded as forgivable loan payable in connection with the terms of the contribution agreement (December 31, 2021 - \$3,794 of development charges and other fees were exempt or waived).

### 14. Units

	Units	\$
Authorized	Unlimited	
Units issued and outstanding:		
Balance, December 31, 2020	36,274,839	\$ 631,434
Issued, October 29, 2021, net	3,795,000	82,687
Balance, December 31, 2021	40,069,839	714,121
Cancellation of Units under Normal Course Issuer Bid	(182,227)	(3,248)
Balance, December 31, 2022	39,887,612	\$ 710,873

On October 29, 2021, the REIT completed the issuance of 3,795,000 Units from treasury at a price of \$22.85 per Unit for net proceeds of \$82,687. The issuance included 495,000 Units sold pursuant to the full exercise of an over-allotment option granted to the underwriters. Underwriters' fees and expenses relating to the issuance were \$4,029.

For the year ended December 31, 2022, distributions to Unitholders of \$19,100 (December 31, 2021 - \$17,071) were declared, representing monthly distributions of \$0.03958 per Unit for the months of January to October and \$0.04083 for the months of November and December (2021 - \$0.03792 per Unit for the months of January to October 2021 and \$0.03958 per Unit for the months of November and December 2021).

#### Normal Course Issuer Bid ("NCIB")

On July 15, 2022, the Toronto Stock Exchange accepted the REIT's notice to initiate a NCIB for a portion of its Units. The NCIB is authorized from July 21, 2022 through to July 20, 2023 and permits the REIT to acquire up to 3,847,284 Units including up to 33,965 Units on any given trading day.

For the year ended December 31, 2022, the REIT purchased and cancelled 182,227 Units under the NCIB, at a weighted average purchase price of \$15.15 per Unit, for a total cost including commissions of \$2,764. The difference between the purchase price and the weighted average historical unit issuance price was recorded as an increase to retained earnings.

### 15. Segment reporting

The REIT owns, manages and operates 32 multi-residential rental properties located in Canada, including four mixed-use residential apartment and commercial buildings. Management, when measuring the REIT's performance, does not distinguish or group its operations on a geographical or any other basis. Accordingly, the REIT has a single reportable segment for disclosure purposes in accordance with IFRS.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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### 16. Revenue from investment properties

	December 31, 2022		December 31, 2021	
Rental revenue	\$	121,554	\$	100,150
Revenue from services		22,236		23,397
	\$	143,790	\$	123,547

### 17. Finance costs

	December 31, 2022		December 31, 2021	
Interest expense on mortgages & loans	\$	21,802	\$	16,605
Interest expense & standby fees on credit facility		5,128		1,750
Amortization of financing charges		938		640
Amortization of mark-to-market adjustments		(743)		(769)
Capitalized interest		(1,051)		(95)
Interest expense & other financing charges		26,074		18,131
Distributions on Class B LP Units (Note 8)		11,942		10,436
Distributions on Class C LP Units (Note 9)		6,574		6,743
Finance costs - operations	\$	44,590	\$	35,310
Fair value loss (gain) on:				
Class B LP Units (Note 8)		(197,531)		34,609
Interest rate swap (Note 6)		(2,391)		(1,625)
Finance costs	\$	(155,332)	\$	68,294

### 18. Contingencies and commitments

The REIT is subject to claims and legal actions that arise in the ordinary course of business. It is the opinion of Management that any ultimate liability that may arise from such matters would not have a significant adverse effect on the consolidated financial statements of the REIT.

The REIT has an off-balance sheet arrangement at one of its properties in the Toronto area which was acquired in 2018 pursuant to which the City of Toronto provided a forgivable loan to support affordable housing at this property. Provided that certain conditions are met, the REIT will not need to make repayments under this arrangement. As of December 31, 2022, the remaining unforgiven balance of the loan is \$13,464 (December 31, 2021 - \$14,688). To date, the REIT has met all conditions related to this forgivable loan and Management has assessed that throughout the remaining term of the loan the REIT is likely to continue to meet the conditions for forgiveness and that the outflow of economic resources to settle the loan is not probable. As such, no liability has been recorded by the REIT.

The REIT has an off-balance sheet arrangement at one of its properties in the Calgary area which was acquired in 2018 pursuant to which the Province of Alberta provided a forgivable loan to support affordable housing at this property. Provided that certain conditions are met, the REIT will not need to make repayments under the arrangement. As of December 31, 2022, the remaining unforgiven balance of the loan is \$3,360 (December 31, 2021 - \$3,696). To date, the REIT has met all conditions related to this forgivable loan and Management has assessed that throughout the remaining term of the loan the REIT is likely to continue to meet the conditions for forgiveness and that the outflow of economic resources to settle the loan is not probable. As such, no liability has been recorded by the REIT.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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As at December 31, 2022, the REIT has committed to advance an additional \$50,087 (December 31, 2021 - \$40,926) to related parties in order to support the development of several projects and an additional \$19,079 (December 31, 2021 - \$10,812) to fund interest costs.

The REIT is a guarantor on a joint and several basis for mortgage debt held through one of its joint operations. As at December 31, 2022, the maximum potential obligation resulting from this guarantee is \$12,690 (December 31, 2021 - \$13,042).

### 19. Risk management

The REIT's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk.

#### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk consists of interest rate risk, currency risk and other price risk.

##### **(a) Interest rate risk**

As the REIT's interest-bearing assets mainly comprise fixed rate instruments, changes in market interest rates do not have any significant direct effect on the REIT's income.

The REIT's financial liabilities comprise both fixed rate and variable rate instruments.

The REIT faces interest rate risk on its fixed rate debt due to the expected requirement to refinance such debt in the year of maturity or shortly thereafter. The REIT manages interest rate risk by structuring its financings to stagger the maturities of its debt, thereby mitigating its exposure to interest rate and other credit market fluctuations.

For the portion of the REIT's financial liabilities that comprise variable rate instruments, from time to time the REIT may enter into interest rate swap contracts or other financial instruments to modify the interest rate profile of its outstanding debt without an exchange of the underlying principal amount.

As at December 31, 2022, the REIT has a committed variable rate credit facility of \$300,000 (December 31, 2021 - \$200,000) with an availability of \$267,115 (December 31, 2021 - \$200,000) and outstanding balance of \$157,158 (December 31, 2021 - \$51,754). A 1% change in prevailing interest rates would change annualized interest charges incurred by \$1,572 (December 31, 2021 - \$518).

As at December 31, 2022, the REIT also has two variable rate mortgages with outstanding balance of \$108,378 (December 31, 2021 - \$nil). A 1% change in prevailing interest rates would change annualized interest charges incurred by \$1,084 (December 31, 2021 - \$nil). The REIT intends to refinance these mortgages as CMHC-insured fixed rate mortgages.

##### **(b) Currency risk**

The REIT's financial statement presentation currency is Canadian dollars. Operations are located in Canada and the REIT has limited operational transactions in foreign-denominated currencies. As such, the REIT has no significant exposure to currency risk.

##### **(c) Other price risk**

Other price risk is the risk of variability in fair value due to movements in equity prices or other market prices such as commodity prices and credit spreads.

The REIT is exposed to other price risk on its Class B LP Units. A 1% change in the prevailing market price of the Units as at December 31, 2022 would have a \$3,619 (December 31, 2021 - \$4,984) change in the fair value of the Class B LP Units.

#### Credit Risk

Credit risk is the risk that tenants and/or debtors may experience financial difficulty and be unable to fulfill their lease commitments or loan repayments. An allowance for impairment is taken for all ECLs.

# Minto Apartment Real Estate Investment Trust

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The REIT's risk of credit loss from tenants experiencing financial difficulties is mitigated through diversification. The REIT's residential rental business is carried on in the Toronto, Montreal, Ottawa, Calgary and Edmonton regions. The nature of this business involves a high volume of tenants with individually small monthly rent amounts. The REIT monitors the collection of residential rent receivables on a regular basis with strictly followed procedures designed to minimize credit loss in cases of non-payment.

The REIT is also exposed to the concentration of credit risk in relation to the loans advanced, in the event that the borrowers default on the contractual terms of repayment of amounts owing to the REIT. The REIT provides financing to MPI for strategic developments and, in turn, receives an option to purchase or acquire an ownership interest in those developments. Management mitigates this risk by the ensuring there is sufficient security provided by the development assets in addition to guarantees provided by MPI.

### Liquidity risk

Liquidity risk is the risk that the REIT will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The REIT's liquidity is subject to macroeconomic, financial, competitive and other factors that are beyond the REIT's control.

Liquidity risk is managed through cash flow forecasting. Management monitors forecasts of the REIT's liquidity requirements to ensure it has sufficient cash to meet operational needs through maintaining sufficient cash and/or availability on the undrawn credit facility and ensuring that it meets its financial covenants related to debt agreements. Such forecasting takes into consideration the current and projected macroeconomic conditions, the REIT's cash collection efforts, debt financing plans and covenant compliance required under the terms of debt agreements. There is a risk that such liquidity forecasts may not be achieved and that currently available debt financing may no longer be available to the REIT at terms and conditions that are favorable to the REIT, or at all.

The REIT mitigates liquidity risk by staggering the maturity dates of its borrowing, maintaining borrowing relationships with various lenders, proactively renegotiating expiring credit agreements well in advance of the maturity date and by maintaining sufficient availability on its credit facility.

As of December 31, 2022, current liabilities of \$331,531 (December 31, 2021 - \$182,642) exceeded current assets of \$42,422 (December 31, 2021 - \$38,909), resulting in a net working capital deficit of \$289,109 (December 31, 2021 - \$143,733). Current liabilities as of December 31, 2022 include \$271,225 (December 31, 2021 - \$127,833) of mortgage financing which the REIT is actively in the process of refinancing. The REIT's immediate liquidity needs are met through cash-on-hand, cash flow from operations, refinancing of maturing mortgages and availability on its credit facility. As of December 31, 2022, liquidity was \$114,838 (December 31, 2021 - \$150,655) consisting of cash of \$5,323 (December 31, 2021 - \$2,851) and \$109,515 (December 31, 2021 - \$147,804) of available borrowing capacity under the credit facility. Management believes that there is sufficient liquidity to meet the REIT's financial obligations for the foreseeable future.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

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An analysis of the contractual cash flows associated with the REIT's financial liabilities is set out below:

	2023	2024	2025	2026	2027	2028 and thereafter	Total
Mortgages	\$ 239,195	\$ 59,235	\$ 51,093	\$ 81,122	\$ 8,155	\$ 301,534	\$ 740,334
Construction loan	—	—	—	—	—	8,006	8,006
	239,195	59,235	51,093	81,122	8,155	309,540	748,340
Credit facility	—	—	157,158	—	—	—	157,158
Class C LP Units	50,234	50,499	63,541	1,283	22,752	18,364	206,673
Interest obligation <sup>1</sup>	33,816	26,591	18,990	10,607	9,539	24,733	124,276
Tenant rental deposits	10,464	—	—	—	10	—	10,474
Due to related parties	2,936	—	—	—	—	—	2,936
Accounts payable and accrued liabilities	28,689	412	147	51	—	5,144	34,443
	\$ 365,334	\$ 136,737	\$ 290,929	\$ 93,063	\$ 40,456	\$ 357,781	\$ 1,284,300

<sup>1</sup> Interest obligation on mortgages, construction loan, credit facility and Class C LP Units.

The contractual cash flows do not include any unamortized mark-to-market adjustments or unamortized deferred financing costs.

## 20. Capital risk management

The REIT's capital consists of Class B LP Units, Class C LP Units, mortgages, a construction loan, a credit facility and Unitholders' equity. The REIT invests its capital to achieve its business objectives and to generate an acceptable long-term return to the REIT's Unitholders. Primary uses of capital include property acquisitions, development activities, capital improvements, debt principal repayments and construction development loans.

The REIT's principal objective with respect to debt financing is to minimize its overall borrowing costs while maintaining balance in its maturity schedule, diversity in its lender base and having sufficient liquidity and flexibility to meet current obligations and to pursue new projects.

The actual level and type of future financings to fund the REIT's capital obligations will be determined based on prevailing interest rates, various costs of debt and/or equity capital, capital market conditions and Management's general view of the appropriate leverage in the business.

The REIT closely monitors its capital position. The REIT is also subject to certain financial covenants and is in compliance with these covenants. Management has performed stress testing on the REIT's covenants to ensure that the REIT continues to meet its covenant obligations in the long term.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

The components of the REIT's capital are set out in the table below:

	December 31, 2022	December 31, 2021
Liabilities (principal amounts outstanding):		
Class B LP Units	\$ 361,858	\$ 498,415
Class C LP Units	206,673	212,183
Mortgages	740,334	627,534
Construction loan	8,006	—
Credit facility	157,158	51,754
	1,474,029	1,389,886
Unitholders' equity	1,213,537	1,010,001
	\$ 2,687,566	\$ 2,399,887

## 21. Supplemental cash flow disclosures

Change in non-cash working capital comprises the following:

Year ended	December 31, 2022	December 31, 2021
Prepaid expenses and other assets	\$ (3,597)	\$ (1,795)
Resident and other receivables	(1,199)	(9)
Tenant rental deposits	(174)	1,146
Due to related parties	878	769
Accounts payable and accrued liabilities	4,759	1,733
	\$ 667	\$ 1,844

## 22. Unit-based compensation

### Executives

#### Deferred Units

Deferred Units granted to executives generally vest on the second, third or fourth anniversaries of the grant date and are settled by Units issued from treasury equivalent to the number of Deferred Units credited, including any distributions paid by the REIT on the Units that have accrued in the form of Deferred Units or, if so elected by the participant and subject to the approval of the Plan Administrator, cash payable upon the participant's separation from service with the REIT. The Board of Trustees has the discretion to vary the manner in which the Deferred Units vest for any participant.

The details of movement in Deferred Units for the executives are as follows:

	December 31, 2022	December 31, 2021
Opening balance	210,152	161,091
Granted	85,660	56,000
Redeemed	(14,495)	(5,499)
Forfeited	(17,982)	(5,499)
Distribution equivalents	7,841	4,059
Closing balance	271,176	210,152

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

The Deferred Unit plan activity and the value of Unit-based compensation expense for the executives are as follows:

	December 31, 2022	December 31, 2021
Opening balance	\$ 2,890	\$ 1,660
Unit-based compensation expense	1,502	1,304
Settlement	(211)	(121)
Fair value (gain) loss	(1,461)	47
Closing balance	\$ 2,720	\$ 2,890

### Performance Units

Performance Units granted to executives generally vest on the third anniversary of the grant date based on the achievement of performance goals. Performance Units are settled by Units issued from treasury equivalent to the number of Performance Units credited, including any distributions paid by the REIT on the Units that have accrued in the form of Performance Units or, if so elected by the participant and subject to the approval of the Plan Administrator, cash. The Board of Trustees has the discretion to vary the manner in which the Performance Units vest for any participant.

The Performance Unit plan activity for the executives is as follows:

	December 31, 2022	December 31, 2021
Opening balance	—	—
Granted	31,750	—
Closing balance	31,750	—

### Trustees

Trustees have the option to elect to receive up to 100% of all fees that are otherwise payable in cash (i.e. annual board retainer fee, meeting fees and additional retainers) in the form of Deferred Units. The REIT matches 45% of the total value of annual board retainer fees and board and committee meeting fees that a trustee elected to receive in the form of Deferred Units. Deferred Units granted in respect of a participant's election to receive Deferred Units in lieu of cash compensation vest immediately upon grant. Deferred Units granted further to any match by the REIT also vest immediately. The Board of Trustees has the discretion to vary the manner in which the Deferred Units vest for any participant. The Deferred Units are settled by Units issued from treasury equivalent to the number of Deferred Units credited, including any distributions paid by the REIT on the Units that have accrued in the form of Deferred Units or, if so elected by the participant and subject to the approval of the Plan Administrator, cash payable following the participant's separation from service with the REIT.

# Minto Apartment Real Estate Investment Trust

## Notes to the Consolidated Financial Statements

For the years ended December 31, 2022 and 2021

(in thousands of Canadian dollars, except Unit and per Unit amounts)

The Deferred Units granted and the value of Unit-based compensation expense recorded for the Trustees are as follows:

	Deferred Units	\$
Balance, December 31, 2020	67,509 \$	1,375
Granted and vested	23,438	525
Distribution equivalents	1,591	35
Fair value loss	—	90
Balance, December 31, 2021	92,538 \$	2,025
Granted and vested	33,858	528
Distribution equivalents	3,099	51
Fair value gain	—	(785)
Balance, December 31, 2022	129,495 \$	1,819

### 23. Operating leases

The REIT has entered into lease agreements on its investment properties. The residential leases typically have lease terms of 1 to 12 months. The commercial leases have lease terms between 1 to 15 years. There were no tenants that accounted for more than 10% of the REIT's total rental revenue for the year ended December 31, 2022 and 2021. The total future contractual minimum rent lease payments expected to be received under residential and commercial leases are as follows:

	December 31, 2022	December 31, 2021
Less than 1 year	\$ 32,128 \$	31,654
Between 1 to 5 years	1,909	2,930
5 years and thereafter	2,972	574
	\$ 37,009 \$	35,158

### 24. Subsequent event

On March 7, 2023, the REIT completed its disposition of Hi-Level Place in Edmonton for a sale price of \$9,920, generating net proceeds of \$2,832.