

Financial Statements  
(Expressed in Canadian dollars)

## **TREZ CAPITAL PRIME TRUST**

And Independent Auditors' Report thereon

Year ended December 31, 2019



KPMG LLP  
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## INDEPENDENT AUDITORS' REPORT

To the Unitholders of Trez Capital Prime Trust

We have audited the financial statements of Trez Capital Prime Trust (the "Entity"), which comprise:

- the statement of financial position as at December 31, 2019
- the statement of comprehensive loss for the year then ended
- the statement of changes in net assets attributable to holders of redeemable units for the year then ended
- the statement of cash flows for the year then ended
- and notes to the 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 financial position of the Entity as at December 31, 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

### ***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 "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' 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.



### ***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”), 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.

### ***Auditors' 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 auditors' 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 auditors' 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 auditors' 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; and
- 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.

*KPMG LLP*

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Chartered Professional Accountants

Vancouver, Canada  
April 1, 2020

# TREZ CAPITAL PRIME TRUST

Statement of Financial Position  
(Expressed in Canadian dollars)

December 31, 2019, with comparative information for 2018

	Notes	2019	2018
<b>Assets</b>			
Cash and cash equivalents		\$ 9,392,827	\$ 1,761,870
Restricted cash		1,270,000	400,000
Other assets		462,303	450,437
Due from related party	9	165,570	5,167,162
Deferred financing fees		134,226	185,482
Foreign currency derivatives	11	1,912,516	-
Investments in mortgages	4	312,443,366	178,028,037
Promissory notes receivable	5	4,785,554	-
		<b>\$ 330,566,362</b>	<b>\$ 185,992,988</b>

## Liabilities and Net Assets Attributable To Holders of Redeemable Units

Bank indebtedness	6	\$ -	\$ 10,000,000
Accounts payable and accrued liabilities	9	1,835,439	1,307,475
Distributions payable to holders of redeemable units	8	2,363,252	2,588,820
Foreign currency derivatives	11	-	518,181
Mortgage syndication liabilities	4	33,140,430	500,000
		<b>37,339,121</b>	<b>14,914,476</b>
Redeemable units, representing net assets attributable to holders of redeemable units	7	293,227,241	171,078,512
		<b>\$ 330,566,362</b>	<b>\$ 185,992,988</b>
Redeemable units, representing net assets attributable to holders of redeemable units:	7		
Series A		\$ 20,140,505	\$ 10,353,895
Series F		160,698,406	88,222,712
Series I		112,388,330	72,501,905
		<b>\$ 293,227,241</b>	<b>\$ 171,078,512</b>

Subsequent event 13

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

Approved on behalf of the Board of the General Partner of the Manager,  
Trez Capital Fund Management Limited Partnership:

(Signed) "Alexander Manson"  
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Director

(Signed) "Ken Lai"  
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Director

# TREZ CAPITAL PRIME TRUST

Statement of Comprehensive loss  
(Expressed in Canadian dollars)

Year ended December 31, 2019, with comparative information for 2018

	Notes	2019	2018
Revenue:			
Interest income		\$ 19,144,515	\$ 9,420,505
Interest expense on mortgage syndication liabilities		(971,846)	(35,250)
		18,172,669	9,385,255
Expenses:			
Management and incentive fees	9	4,585,789	2,101,425
Commissions		235,999	334,796
Professional fees		284,978	263,274
Foreign exchange loss		567,343	282,856
Bank charges		322,101	381,044
General and administrative		388,383	316,574
Governance fees		31,992	26,458
Provision for mortgage losses	4a	175,386	123,716
		6,591,971	3,830,143
Income from operations		11,580,698	5,555,112
Financing costs:			
Distributions to holders of redeemable units	8	11,756,084	5,678,828
		11,756,084	5,678,828
Decrease in net assets attributable to holders of redeemable units, from operations		\$ (175,386)	\$ (123,716)

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

# TREZ CAPITAL PRIME TRUST

Statement of Changes in Net Assets Attributable to Holders of Redeemable Units  
(Expressed in Canadian dollars)

Year ended December 31, 2019, with comparative information for 2018

	2019	2018
Balance, beginning of year	\$ 171,078,512	\$ 85,123,135
Impact of adopting IFRS 9	-	(159,898)
Decrease in net assets attributable to holders of redeemable units, from operations	(175,386)	(123,716)
Contributions and redemptions by holders of redeemable units:		
Issuance of units	156,412,440	91,287,355
Reinvestment of distributions on redeemable units	5,723,766	1,887,585
Redemptions	(39,812,091)	(6,935,949)
	122,324,115	85,955,377
Balance, end of year	\$ 293,227,241	\$ 171,078,512

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

# TREZ CAPITAL PRIME TRUST

Statement of Cash Flows  
(Expressed in Canadian dollars)

Year ended December 31, 2019, with comparative information for 2018

	2019	2018
Cash provided by (used in):		
Operating activities:		
Decrease in net assets attributable to holders of redeemable units, from operations	\$ (175,386)	\$ (123,716)
Items not involving cash:		
Unrealized gain (loss) on foreign currency derivatives	(2,430,697)	518,181
Interest income, net of interest expense on syndications	(17,937,147)	(9,420,505)
Distributions to holders of redeemable units	11,756,084	5,678,828
Provision for mortgage losses	175,386	123,716
Interest received	10,502,690	6,147,601
Changes in non-cash operating working items:		
Other assets	39,390	268,147
Due from related party	5,001,592	(5,167,162)
Margin deposits	(870,000)	(400,000)
Accounts payable and accrued liabilities	527,964	327,231
	<u>6,589,876</u>	<u>(2,047,679)</u>
Investing activities:		
Funding of investments in mortgages	(289,015,382)	(182,113,244)
Principal payments received on investments in mortgages	189,714,000	95,457,413
	<u>(99,301,382)</u>	<u>(86,655,831)</u>
Financing activities:		
Distributions paid	(6,257,886)	(2,691,375)
Line of credit	(10,000,000)	4,500,000
Proceeds on issuance of units	156,412,440	91,287,355
Redemption of units	(39,812,091)	(6,935,949)
	<u>100,342,463</u>	<u>86,160,031</u>
Increase (decrease) in cash and cash equivalents	7,630,957	(2,543,479)
Cash and cash equivalents, beginning of year	1,761,870	4,305,349
Cash and cash equivalents, end of year	<u>\$ 9,392,827</u>	<u>\$ 1,761,870</u>

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

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 1. General:

Trez Capital Prime Trust (formerly Bison Prime Mortgage Fund) (the "Trust") is an unincorporated trust established under the laws of British Columbia pursuant to a Trust Agreement dated January 5, 2006, which has been amended various times with the latest amendment dated May 1, 2019.

Trez Capital Fund Management Limited Partnership is the Manager (the "Manager"), Trez Capital Limited Partnership is the mortgage broker (the "Mortgage Broker") and Computershare Trust Company of Canada is the trustee (the "Trustee") of the Trust.

The Trust has been created for the purpose of generating a stream of income from interests acquired in a portfolio of prime mortgages, which are first mortgages that secure loans with less than or equal to 75% of the value of the real property at the time of funding, related to any and all types of real property within Canada and the United States.

The principal place of business of the Trust is located at 1700 - 745 Thurlow Street, Vancouver, British Columbia, V6E 0C5.

## 2. Basis of preparation:

### (a) Statement of compliance:

These financial statements of the Trust have been prepared in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

These financial statements were authorized for issue by the Board of Governors on April 1, 2020.

### (b) Basis of measurement:

These financial statements have been prepared on the historical cost basis, except for margin deposits and currency swap arrangements which are measured at fair value.

### (c) Functional and presentational currency:

These financial statements are presented in Canadian dollars, which is also the functional currency of the Trust.

### (d) Use of estimates and judgments:

The preparation of financial statements requires the Manager to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

In making estimates, the Manager relies on external information and observable inputs where possible, supplemented by internal analysis as required. The significant estimates and judgments used in determining the recorded amount for assets and liabilities in the financial statements are related to investment in mortgages.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 2. Basis of preparation (continued):

(d) Use of estimates and judgments (continued):

(i) Investments in mortgages:

The Trust is required to make an assessment of forward looking 'expected credit losses' ("ECL") for investments in mortgages. The expected credit loss model is further explained in note 3(g)(ii). The estimation of future cash flows includes assumptions about local real estate market conditions, market interest rates, 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 by a material amount.

## 3. Significant accounting policies:

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

(a) Cash:

Cash consists of cash held at financial institutions and all liquid investments with original terms to maturity of three months or less

(b) Margin deposits:

Restricted cash relates to margin deposits made on foreign currency swap transactions.

(c) Bank Indebtedness:

Bank indebtedness consists of amounts drawn from an available credit facility the Trust has with a Canadian Chartered bank providing for borrowings up to \$20,000,000 by way of a demand revolving loan.

(d) Redeemable units:

All of the Units of the Trust are redeemable on demand at the unitholder's option and are therefore classified as financial liabilities and presented as "net assets attributable to holders of redeemable units" in the statement of financial position.

(e) Revenue recognition:

Interest income is recognized in the statement of comprehensive income on an effective interest rate basis.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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### 3. Significant accounting policies (continued):

(f) Distributions on redeemable units:

The total distributions to be made in respect of the December 31 year end will equal at least 100% of the Trust's taxable income for the year, including taxable capital gains. Distributions are accrued as finance expense in the period to which they relate.

(g) Financial instruments:

(i) Recognition and classification of financial assets and liabilities:

Under IFRS 9, on initial recognition, a financial asset is measured at fair value and subsequently classified as measured at: amortized cost; Fair value through other comprehensive income ("FVOCI")-debt investment; FVOCI-equity investment; or fair value through profit or loss ("FVTPL"). The classification of financial assets that are debt instruments under IFRS 9 are generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics.

A financial asset that is a debt instrument is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL.

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

The most significant financial asset that is a debt instrument in the Trust is investments in mortgages. The objective of the Trust is to hold these investments and collect the contractual interest payments from the loans. The payments received by the Trust are solely payments of principal and interest; therefore the asset meets the criteria under IFRS 9 to be measured at amortized cost.

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

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 3. Significant accounting policies (continued):

(g) Financial instruments (continued):

(i) Recognition and classification of Financial assets and liabilities (continued):

Financial instruments subsequently measured at amortized cost are done so using the effective interest method, less any impairment losses. The effective interest method is a method of calculating the amortized cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

The Trust has classified its financial instruments as follows:

Asset / liability	Classification
Cash	Amortized cost
Restricted cash	FVTPL
Other assets	Amortized cost
Due from related party	Amortized cost
Investments in mortgages	Amortized cost
Bank indebtedness	Amortized cost
Loans payable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Foreign currency derivatives	FVTPL
Distribution payable to holders of redeemable units	Amortized cost
Mortgage syndication liabilities	Amortized cost
Net assets attributable to holders of redeemable units	Amortized cost

(ii) Impairment:

Under IFRS 9, an entity recognizes loss allowances for expected credit losses (“ECL”) to financial assets measured at amortized cost, contract assets and debt investments at FVOCI.

The Trust measures expected credit losses on each balance sheet date according to a three stage expected credit loss impairment model:

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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### 3. Significant accounting policies (continued):

(g) Financial instruments (continued):

(ii) Impairment (continued):

*Performing financial assets:*

- Stage 1: From initial recognition of a financial asset to the date on which the asset has experienced a significant increase in credit risk relative to its initial recognition, a loss allowance is recognized equal to the credit losses expected to result from defaults occurring over the 12-months following the reporting date.
- Stage 2: Following a significant increase in credit risk relative to the initial recognition of the financial asset, a loss allowance is recognized equal to the credit losses expected over the remaining lifetime of the asset.

*Impaired financial assets:*

- Stage 3: When a financial asset is considered credit-impaired and in default it will be classified in Stage 3, and a loss allowance equal to credit losses expected over the remaining lifetime of the asset will be recorded.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Trust considers both quantitative and qualitative information that is reasonable and supportable and is relevant and available. There is a presumption in IFRS 9 that credit risk has increased significantly once payments are 30-days past due. However, the Trust's historical experience is that mortgages can become 30-days past due, but be brought up to date by the borrower, therefore another additional risk factor also needs to be identified for the mortgage to move to Stage 2.

Other additional risk factors considered to identify a significant increase in credit risk are:

- Changes in the financial condition of the borrower;
- Responsiveness of the borrower; Current economic conditions: interest rates, housing prices, real estate and employment statistics; and
- Supportable forward looking information: macro-economic factors, such as interest rate forecasts.

Determining whether there has been a significant increase in credit risk since initial recognition, or a subsequent reduction in credit risk back to the level at initial recognition, requires the exercise of significant judgment.

Judgment is required in making assumptions and estimations when calculating the ECL, including movements between the three stages and the application of forward looking information.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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### 3. Significant accounting policies (continued):

#### (g) Financial instruments (continued):

##### (ii) Impairment (continued):

In cases where a borrower experiences financial difficulties, the Trust may grant certain modifications to the terms and conditions of a loan. Modifications may include payment terms, debt consolidation, and forbearance intended to minimize economic loss. The Trust determines the appropriate remediation strategy based on the individual situation. If the Trust determines that a modification results in expiry of cash flows, the original asset is derecognized while a new asset is recognized based on the new contractual terms.

Significant increase in credit risk is assessed relative to the risk of default on the date of modification. If the Trust determines that a modification does not result in derecognition, significant increase in credit risk is assessed based on the risk of default at initial recognition of the original asset. The expected cash flows arising from the modified contractual terms are considered when calculating the ECL for the modified asset. For

loans that were modified while having a lifetime ECL, the loans can revert to having 12-month ECL after a period of performance and improvement in the borrower's financial condition.

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

An ECL represents the difference between the present value of all contractual cash flows that are due under the original terms of the contract and the present value of all cash flows expected to be received. The application of the concept uses three inputs to measure ECLs for commitments and mortgages receivable classified as Stage 1: probability of default (PD), loss given default (LGD) and exposure at default (EAD). These inputs are determined at each reporting period using historical data and current conditions.

- PD: The PD represents the likelihood that a loan will not be repaid and will go into default in either a 12 month horizon for Stage 1 or lifetime horizon for Stage 2. The PD for each individual loan is modelled based on historic data and is estimated based on current market conditions and reasonable and supportable information about future economic conditions.
- EAD: EAD is modelled on historic data and represents an estimate of the outstanding amount of credit exposure at the time a default may occur. For off-balance sheet and undrawn amounts, EAD includes an estimate of any further amounts to be drawn at the time of default.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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### 3. Significant accounting policies (continued):

(g) Financial instruments (continued):

(ii) Impairment (continued):

- LGD: The LGD is the amount that may not be recovered in the event of default and is modelled based on historic data and reasonable and supportable information about future economic conditions, where appropriate. LGD takes into consideration the amount and quality of any collateral held.

In assessing information about possible future economic conditions, the Trust utilizes multiple economic scenarios including the base case, which represents the most probable outcome and is consistent with the Trust's view of the portfolio. The calculation of expected credit losses includes the incorporation of forecasts of future economic conditions. In determining expected credit losses, the Trust has considered key macroeconomic variables that are relevant to each investment type. Key economic variables include GDP and interest rate forecasts. The estimation of future cash flows also includes assumptions about local real estate market values and 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.

Should the underlying assumptions change, the estimated future cash flows could vary. The forecast is developed internally by the Trust. The Trust exercises experienced credit judgment to incorporate multiple economic forecasts which are probability-weighted in the determination of the final expected credit loss. The allowance is sensitive to changes in both economic forecast and the probability-weight assigned to each forecast scenario.

(iii) Derecognition of financial assets and liabilities:

(A) *Financial assets:*

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

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 3. Significant accounting policies (continued):

(g) Financial instruments (continued):

(iii) Derecognition of financial assets and liabilities (continued):

(A) Financial assets (continued):

The Trust enters into transactions whereby it transfers mortgage or loan investments recognized on its statement of financial position, but retains either all or substantially all of the risks and rewards of the transferred mortgage or loan investments or a portion of them. If all or substantially all risks and rewards are retained, then the transferred mortgage or loan investments are not derecognized. In transactions in which the Trust neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and it retains control over the asset, the Trust continues to recognize the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.

In circumstances where the Trust retains all or substantially all risks and rewards of a transferred mortgage, the transferred mortgage is not derecognized and the transferred mortgage is recognized as a mortgage syndication liability on the statement of financial position.

(B) Financial liabilities:

The Trust derecognizes a financial liability when the obligation under the liability is discharged, cancelled or expired.

(iv) Loan modifications:

The Trust may modify the contractual terms of mortgages for either commercial or credit reasons. The terms of a loan in good standing may be modified for commercial reasons to provide competitive pricing and other terms to borrowers. Loans may also be modified for credit reasons where the contractual terms are modified to grant a concession to a borrower that may be experiencing financial difficulty.

Upon the modification of the contractual terms of a financial asset, an assessment is made if the modified contractual terms are considered significant. The Trust considers one or a combination of the following factors as a significant change: a substantial interest rate reduction, an extension of the repayment term at a below market stated interest rate, a forgiveness of principal or accrued interest, or substantial changes to the collateral provided.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

### 3. Significant accounting policies (continued):

(g) Financial instruments (continued):

(iv) Loan modifications (continued):

When the modification is considered to be significant, the carrying amount of the original financial asset is derecognized and the fair value of the modified financial asset is recognized with the resulting gain or loss recognized in the statement of comprehensive income. For the purposes of assessing if the financial asset experienced a significant increase in credit risk, the modification date is considered to be the origination date of the modified financial asset.

When the modification is not considered to be significant, the gross carrying amount of the modified loan is recalculated based on the present value of the modified cash flows discounted at the original effective interest rate and any gain or loss from the modification is recorded in the statement of comprehensive income. The origination date of the financial asset prior to the modification continues to be used for the purposes of assessing if the financial asset experienced a significant increase in credit risk.

(h) Future accounting changes:

The Trust has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Trust closely monitors new accounting standards as well as amendments to existing standards and assesses what impact, if any, they will have on the financial statements. None of the standards issued to date are expected to have a material effect on the financial statements.

### 4. Investments in mortgages:

The Trust holds mortgages on the following properties:

Property type	2019		2018	
	Number	Amount	Number	Amount
Industrial	7	\$ 35,729,386	5	\$ 28,072,471
Hotel	2	19,667,201	-	-
Residential	41	178,020,348	33	131,023,037
Retail	3	19,579,195	3	15,217,459
Parking	1	2,800,000	-	-
Office	3	22,084,212	1	2,198,960
Mortgage portfolio	57	277,880,342	42	176,511,927
Mortgage syndications		33,140,430		500,000
Accrued interest		1,881,594		1,299,724
Less provision for mortgage losses 4(a)		(459,000)		(283,614)
Investments in mortgages		\$ 312,443,366		\$ 178,028,037

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 4. Investments in mortgages (continued):

Property location	2019		2018	
	Number	Amount	Number	Amount
British Columbia	22	\$ 94,518,119	18	\$ 82,894,735
Alberta	10	64,654,544	9	33,144,008
Ontario	5	12,472,194	2	5,675,000
Quebec	-	-	2	4,350,608
Texas	8	31,893,149	4	15,253,407
Florida	1	2,632,464	1	1,626,074
Arizona	2	3,494,032	-	-
California	3	20,882,908	2	11,853,490
Pennsylvania	-	-	1	4,574,362
Washington	4	32,099,034	2	13,892,609
Georgia	-	-	1	3,247,634
North Carolina	1	11,517,201	-	-
Oregon	1	3,716,697	-	-
<b>Total mortgages</b>	<b>57</b>	<b>\$ 277,880,342</b>	<b>42</b>	<b>\$ 176,511,927</b>

The following table presents the reconciliation of mortgages as at December 31, 2019 and 2018:

	2019	2018
Investments in mortgages, beginning of year	\$ 178,028,037	\$ 88,522,699
Funding of investments in mortgages	289,015,382	182,113,244
Interest capitalized to investments in mortgages	6,737,343	2,698,321
Repayments of mortgages	(189,714,000)	(95,457,413)
Change in accrued interest	697,114	574,582
Transfer to unsecured note	(4,785,554)	-
Impact of adopting IFRS 9	-	(159,898)
Provision for expected credit losses	(175,386)	(123,716)
Increase (decrease) in mortgage syndication liabilities	32,640,430	(139,782)
<b>Investments in mortgages, end of year</b>	<b>\$ 312,443,366</b>	<b>\$ 178,028,037</b>

All mortgages are conventional uninsured mortgages which contain a prepayment option, whereby the borrower may repay the principal and accrued interest, at any time prior to maturity without penalty or yield maintenance.

The mortgages are secured by the real property to which they relate, bear interest at a weighted average interest rate of 7.91% (2018 - 8.14%) and mature between 2020 and 2022, except two mortgages which are past due, as illustrated in the table below. The mortgage agreements stipulate various fixed interest rates for US Dollar Loans and a minimum interest rate and a variable interest rate based on the Prime Rate for Canadian dollar loans established by Bank of Canada ("Prime Rate").

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 4. Investments in mortgages (continued):

Principal payments, including mortgage syndication assets, are due based on contractual maturities of each loan as follows:

Maturity period	Number	Amount
Past due	2	\$ 8,220,463
2020	30	158,837,887
2021	18	70,456,795
2022	7	40,365,197
	57	\$ 277,880,342

The Trust has entered into certain mortgage participation agreements with third party lenders, whereby, the third party lenders take the senior position and the Trust retains the subordinated position, all of which is secured by first mortgage positions. The Trust retains an option, not an obligation, to repurchase the senior position at a price equal to the outstanding principal amount of the senior lenders' share together with accrued interest. As a result, the senior lenders' position is recorded as a non-recourse mortgage syndication liability. The interest earned on the transferred participation interests and the related interest expense is recognized in the statement of comprehensive income.

For those investments which have not met the derecognition criteria, the participation transactions have resulted in the Trust recognizing the participating mortgages and corresponding mortgage syndication liabilities on its statements of financial position. Included in investments in mortgages are mortgage syndication liabilities of \$33,140,430 (2018 - \$500,000).

A mortgage is considered in default when a payment has not been received by the contractual due date, or a term in the mortgage agreement has been breached. For mortgages that are in default but are fully secured and collection efforts are reasonably expected to result in repayment of principal plus all associated costs and accrued interest, no credit loss provision is recorded.

As at December 31, 2019, the Trust had nil mortgages that were in default (2018 - \$4,187,580). However subsequent to year end the Trust had a \$5.6 million mortgage related to a mixed use development that went into default. The Manager believes the value of the underlying security is sufficient to cover any potential loss on the mortgage and as such, no loss provision has been recognized. Additionally, the Trust has an unsecured note receivable from a related Company in the amount of \$4.79 million for a foreclosed property.

Also subsequent to year end, a loan classified as Stage 3 due to increased credit risk at December 31, 2019 was assumed by a Trez related entity, which provided a guarantee in the amount of the outstanding balance of the mortgage.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 4. Investments in mortgages (continued):

### (a) Provision for mortgage losses:

The gross carrying amounts of investments in mortgages and expected credit loss by property type are as follows:

Gross carrying amount	December 31, 2019			Total
	Stage 1	Stage 2	Stage 3	
Property type:				
Industrial	\$ 35,729,386	\$ -	\$ -	\$ 35,729,386
Hotel	19,667,201	-	-	19,667,201
Residential	140,631,824	24,106,137	13,282,386	178,020,347
Retail	19,579,196	-	-	19,579,196
Office	22,084,212	-	-	22,084,212
Parking	2,800,000	-	-	2,800,000
	<u>\$ 240,491,819</u>	<u>\$ 24,106,137</u>	<u>\$ 13,282,386</u>	<u>\$ 277,880,342</u>

Gross carrying amount	December 31, 2018			Total
	Stage 1	Stage 2	Stage 3	
Property type:				
Industrial	\$ 28,072,471	\$ -	\$ -	\$ 28,072,471
Hotel	-	-	-	-
Residential	125,725,298	5,297,739	-	131,023,037
Retail	11,029,879	-	4,187,580	15,217,459
Office	2,198,960	-	-	2,198,960
	<u>\$ 167,026,608</u>	<u>\$ 5,297,739</u>	<u>\$ 4,187,580</u>	<u>\$ 176,511,927</u>

Provision for mortgage losses	December 31, 2019			Total
	Stage 1	Stage 2	Stage 3	
Property type:				
Industrial	\$ 61,768	\$ -	\$ -	\$ 61,768
Hotel	43,846	-	-	43,846
Residential	254,859	-	-	254,859
Retail	50,641	-	-	50,641
Office	47,381	-	-	47,381
Parking	505	-	-	505
	<u>\$ 459,000</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 459,000</u>

Provision for mortgage losses	December 31, 2018			Total
	Stage 1	Stage 2	Stage 3	
Property type:				
Industrial	\$ 20,714	\$ -	\$ -	\$ 20,714
Hotel	-	-	-	-
Residential	246,815	-	-	246,815
Retail	16,085	-	-	16,085
Office	-	-	-	-
	<u>\$ 283,614</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 283,614</u>

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 4. Investments in mortgages (continued):

### (a) Provision for mortgage losses (continued):

The provision for mortgage losses at December 31, 2019 is \$459,000 (2018 - \$283,614). This provision represents management's estimate of the ECLs on mortgages in the company's portfolio that have not experienced a significant increase in credit risk since initial recognition (Stage 1). The ECL was assessed individually for each investment in mortgages and commitments classified as Stage 2 and Stage 3. Management estimated the ECL for these as nil, primarily due to the mortgage collateral held on the mortgages.

The changes in the provision for mortgage losses are shown in the following table.

IFRS 9	December 31, 2019			Total
	Stage 1	Stage 2	Stage 3	
December 31, 2018	\$ 283,614	\$ -	\$ -	\$ 283,614
Provision for mortgage losses for 2019:				
Transfers to (from) Stage 1 (1)	(913)	-	-	(913)
Transfers to (from) Stage 2 (1)				
Transfers to (from) Stage 3 (1)	913	-	-	913
Net remeasurement (2)	(39,766)	-	-	(39,766)
Mortgage advances	347,923	-	-	347,923
Mortgage repayments	(132,771)	-	-	(132,771)
Write-offs	-	-	-	-
IFRS 9 December 31, 2019	\$ 459,000	\$ -	\$ -	\$ 459,000

IFRS 9	December 31, 2018			Total
	Stage 1	Stage 2	Stage 3	
IAS 39 balance, December 31, 2017	\$ -	\$ -	\$ -	\$ -
Transition adjustment (note 11)	159,898	-	-	159,898
Provision for mortgage losses:				
Transfers to (from) Stage 1 (1)	-	-	-	-
Transfers to (from) Stage 2 (1)	-	-	-	-
Transfers to (from) Stage 3 (1)	-	-	-	-
Net remeasurement (2)	(10,058)	-	-	(10,058)
Mortgage advances	210,652	-	-	210,652
Mortgage repayments	(76,878)	-	-	(76,878)
Write-offs	-	-	-	-
IAS 39 balance, December 31, 2018	\$ 283,614	\$ -	\$ -	\$ 283,614

(1) Transfers between stages which are presumed to occur before any corresponding remeasurement of the provision.

(2) Net remeasurement represents the change in the allowance related to changes in model inputs or assumptions, including changes in macroeconomic conditions, and changes in measurement following a transfer between stages.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 5. Promissory notes receivable:

	2019	2018
Unsecured, interest free, promissory note due on demand from a private affiliated entity	\$ 4,785,554	\$ -

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Land associated with a previously defaulted mortgage was transferred to a related entity, in return the Trust received an unsecured, interest free due on demand, note receivable in the amount of the outstanding mortgage.

## 6. Bank indebtedness:

As at December 31, 2019, the maximum borrowing available under the credit facility is nil (2018 - \$20,000,000) as the credit facility expired on November 10, 2019. The credit facility with a Canadian Chartered bank provided for borrowings up to \$20,000,000 by way of a demand revolving loan. The amount available under the credit facility was further limited by a margin requirement. Interest was previously calculated at the bank's prime rate plus 1.50% per annum and a standby fee was calculated on the undrawn portion of the facility at 0.625% per annum. As at December 31, 2019, nil (2018 - \$10,000,000) has been drawn down against the credit facility.

The credit facility had financial tests and other covenants with which the Trust was complying.

The credit facility was collateralized by a general security agreement creating a first priority security interest over all personal property of the Trust and a floating charge over all of the Trust's real property, and an assignment of the Trust's beneficial interest in all mortgages held.

During the existence of the credit facility, the Trust was in compliance with all of the related covenants.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 7. Redeemable units, representing net assets attributable to holders of redeemable units:

Net assets are represented by the redeemable units issued and outstanding. As at December 31, 2019, the Trust has authorized an unlimited number of redeemable non-transferable \$10 units. The unitholders are entitled to one vote per unit. The units are retractable on demand by the unitholder. The retractions may be subject to penalty.

Series A units	2019		2018	
	Number	Amount	Number	Amount
Issued and outstanding, beginning of year	1,037,106	\$ 10,353,895	706,958	\$ 7,069,581
Impact of adopting IFRS 9	-	-	-	(9,677)
Decrease in net assets, ECL for 2019	-	(12,045)	-	(7,488)
Issued for cash	1,231,874	12,318,745	395,694	3,956,937
Issued for reinvested distributions	19,065	190,652	21,993	219,929
Redeemed for cash	(271,074)	(2,710,742)	(87,539)	(875,387)
Issued and outstanding, end of year	2,016,971	20,140,505	1,037,106	10,353,895
Cumulative IFRS 9 Stage 1 provisions	-	29,210	-	17,165
	2,016,971	\$ 20,169,715	1,037,106	\$ 10,371,060

Series F units	2019		2018	
	Number	Amount	Number	Amount
Issued and outstanding, beginning of year	8,836,898	\$ 88,222,712	4,874,780	\$ 48,747,797
Impact of adopting IFRS 9	-	-	-	(82,457)
Decrease in net assets, ECL for 2019	-	(96,112)	-	(63,798)
Issued for cash	9,845,307	98,453,074	4,356,587	43,565,866
Issued for reinvested distributions	334,513	3,345,131	129,382	1,293,818
Redeemed for cash	(2,922,640)	(29,226,399)	(523,851)	(5,238,514)
Issued and outstanding, end of year	16,094,078	160,698,406	8,836,898	88,222,712
Cumulative IFRS 9 Stage 1 provisions	-	242,367	-	146,255
	16,094,078	\$ 160,940,773	8,836,898	\$ 88,369,967

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 7. Redeemable units, representing net assets attributable to holders of redeemable units (continued):

Series I units	2019		2018	
	Number	Amount	Number	Amount
Issued and outstanding, beginning of year	7,262,209	\$ 72,501,905	2,930,575	\$ 29,305,757
Impact of adopting IFRS 9	-	-	-	(67,764)
Decrease in net assets, ECL for 2019	-	(67,229)	-	(52,430)
Issued for cash	4,564,062	45,640,622	4,376,455	43,764,552
Issued for reinvested distributions	218,798	2,187,983	37,384	373,838
Redeemed for cash	(787,495)	(7,874,951)	(82,205)	(822,048)
Issued and outstanding, end of year	11,257,574	112,388,330	7,262,209	72,501,905
Cumulative IFRS 9 Stage 1 provisions	-	187,423	-	120,194
	11,257,574	\$ 112,575,753	7,262,209	\$ 72,622,099

Total	2019		2018	
	Number	Amount	Number	Amount
Issued and outstanding, beginning of year	17,136,213	\$ 171,078,512	8,512,313	\$ 85,123,135
Impact of adopting IFRS 9	-	-	-	(159,898)
Decrease in net assets, ECL for 2019	-	(175,386)	-	(123,716)
Issued for cash	15,641,243	156,412,440	9,128,736	91,287,355
Issued for reinvested distributions	572,376	5,723,766	188,759	1,887,585
Redeemed for cash	(3,981,209)	(39,812,091)	(693,595)	(6,935,949)
Issued and outstanding, end of year	29,368,623	293,227,241	17,136,213	171,078,512
Cumulative IFRS 9 Stage 1 provisions	-	459,000	-	283,614
	29,368,623	\$ 293,686,241	17,136,213	\$ 171,362,126

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 8. Distribution payable to holders of redeemable units:

The total distributions for the year were \$11,756,084 (2018 - \$5,678,828) the fourth quarter distribution payable at December 31, 2019 is to be distributed to the unitholders subsequent to year-end as follows:

	2019	2018
Paid in cash	\$ 1,244,741	\$ 1,485,769
Reinvested as Trust units	1,118,511	1,103,051
	<u>\$ 2,363,252</u>	<u>\$ 2,588,820</u>

## 9. Related party transactions and balances:

The Trust invests in prime mortgages alone or on a participation basis with parties related to the Manager. Title to mortgages is held by TCC Mortgage Holdings Inc., a bare trustee, or Computershare Trust Company of Canada, a non-related third party, on behalf of the beneficial owners of the mortgages. TCC Mortgage Holdings is related to the Manager and the Trust through common control. In cases where mortgages are held on a participation basis, certain duties are performed by the Mortgage Broker:

- The Trust's rights are as outlined in the Trust Agreement and a Mortgage Participation and Servicing Agreement with the Mortgage Broker. The Trustee holds the Trust's interest in the mortgages and underlying security.
- Pursuant to this agreement, the Mortgage Broker administers and services the mortgages on behalf of the Trustee and other investees. The Mortgage Broker acts as the Trust's loan originator, underwriter, servicer and syndicator.
- The Mortgage Broker performs certain duties including registering title to the mortgages, arranging for title searches, and holding all title papers and other security documentation related to the mortgages.
- The Mortgage Broker delivers cash payments for interest and principal to the Trustee.

The Trust generally invests in an interest in a mortgage at the time the mortgage is funded. However, at any time during the term of the mortgage, it may acquire an interest from or sell its interest in a mortgage to other parties related to the Manager, Trustee and Mortgage Broker. Purchases from and sales to related parties are transacted at unpaid principal plus accrued interest due at the date of the transaction which, in the opinion of the Manager, represent the estimated fair values of the related mortgages.

During the year, the Trust purchased investments in mortgages of \$92,027,199 (2018 - \$99,858,332) from, and sold investments in mortgages of \$74,150,058 (2018 - \$22,786,619) to entities under common management.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 9. Related party transactions and balances (continued):

Pursuant to the terms and conditions of the Trust Agreement, the Manager is entitled to receive from the Trust in respect of each class of units an annual fee (the "Management Fee") payable quarterly. For Class A Units and Class F Units this is equal to 1.50% of the proportionate share of the average gross assets of the Trust plus applicable taxes. For Class I Units this is equal to a percentage, to be negotiated between the Manager and the Unitholder, of the proportionate share of the average gross assets of the Trust plus applicable taxes. The average gross assets of the Trust are calculated using a simple moving average of the month end value of all assets, excluding mortgage syndications, of the Trust. For each class of units of the Trust, the Manager also receives an additional fee (the "Incentive Fee") equal to 10% of net earnings and capital gains but prior to the deduction for the Incentive Fee, payable annually.

During the year, the Trust incurred Management Fees of \$3,564,651 (2018 - \$1,761,147) and Incentive Fees before waivers of \$1,340,100 (2018 - \$641,314) payable to the Manager. A portion of the Incentive Fees in the amount of \$318,962 were waived by the Manager in 2019 (2018 - \$301,036). Any fees waived are no longer collectible in the current or future years. As at December 31, 2019, \$1,416,463 (2018 - \$916,378) of the current year management and incentive fee remained outstanding, and is included in accounts payable and accrued liabilities.

Amounts due from related parties at December 31, 2019 were \$165,570 (2018 - 5,167,162). The amounts related to amounts owed from a mortgage repayment to a bank account of the Manager at the year end of \$97,062 and amounts receivable for invoices paid on behalf of a related party \$63,542.

The Manager is responsible for the expenses of the initial offering of units, other than brokerage fees, as well as employment expenses of its personnel, rent and other office expenses. The Manager is not responsible for any taxes payable by the Trust or to which the Trust may be subject. The Trust will reimburse the Manager for all expenses incurred in the management of the Trust except as previously noted.

## 10. Income taxes:

The Trust qualifies as a mutual fund trust under the *Income Tax Act (Canada)*.

The Trust allocates to its Unitholders taxable income including taxable capital gains that would otherwise attract tax in the Trust. Accordingly, no provision for Canadian income taxes is reflected in its financial statements.

For purposes of the Tax Act, the Trust is required to compute its Canadian tax results using Canadian currency. Where an amount that is relevant in computing the Trust's Canadian tax results is expressed in U.S. dollars, such amount must be converted to Canadian currency, generally using the rate of exchange on the day such amount arose. As a result, the Trust may realize gains and losses for tax purposes by virtue of the fluctuation of the value of the U.S. dollar relative to Canadian dollar.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 10. Income taxes (continued):

Any net gain accrued by the Trust for a particular taxation year may be made payable to Unitholders and is thus required to be included in computing Unitholders' income for Canadian tax purposes. The Trust intends to distribute at least 100% of the Trust's taxable income including capital gains for the 2019 fiscal tax period.

For the year ended December 31, 2019, the taxable income of the Trust was \$11,756,084 (2018 - \$5,678,828) and the accounting income of the Trust attributable to holders of redeemable units was \$11,580,698 (2018 - \$5,555,112). In accordance with its trust indenture, the Trust distributed an amount equal to taxable income. The difference of \$175,386 (2018 - \$123,716) between accounting income and taxable income primarily reflects the provision for expected credit losses for Stage 1 loans related to IFRS 9.

## 11. Financial instruments and risk management:

The fair value of a financial instrument is the amount at which the instrument could be exchanged in an orderly transaction between market participants at the measurement date.

(a) Fair values of financial instruments held at amortized cost using the fair value hierarchy:

The carrying values of cash, accrued interest receivable, bank indebtedness, accounts payable and accrued liabilities, distributions payable, and loans payable approximate their fair values due to the relatively short periods to maturity of these items or because they are receivable or payable on demand. The carrying values of the investments in mortgages approximate their fair values because the Manager doesn't expect any significant changes in interest rates or credit risk.

The following table shows a hierarchy for disclosing fair value based on inputs used to value the Trust's assets or liabilities that are measured at fair value or for which fair value disclosure is required. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of the fair value hierarchy are as follows:

- Quoted prices (unadjusted) in active markets for identical assets and liabilities (Level 1);
- Inputs other than quoted prices in active markets included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and
- Inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3).

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 11. Financial instruments and risk management (continued):

- (a) Fair values of financial instruments held at amortized cost using the fair value hierarchy (continued):

December 31, 2019	Carrying value			Fair value
	Amortized Cost	FVTPL	Other financial liabilities	
<b>Assets not measured at fair value:</b>				
Investments in mortgages	\$ 312,443,366	\$ -	\$ -	\$ 312,443,366
Other assets	462,303	-	-	462,303
Due from related party	165,570	-	-	165,570
Cash	9,392,827	-	-	9,392,827
Promissory notes receivable	4,785,554	-	-	4,785,554
<b>Financial liabilities not measured at fair value:</b>				
Bank indebtedness	-	-	-	-
Distribution payable on redeemable units	-	-	2,363,252	2,363,252
Accounts payable and accrued liabilities	-	-	1,835,439	1,835,439
Mortgage syndication liabilities	-	-	33,140,430	33,140,430
<b>Assets measured at fair value</b>				
Foreign currency derivative (Level 2)	-	1,912,516	-	1,912,516
Restricted cash	-	1,270,000	-	1,270,000

December 31, 2018	Carrying value			Fair value
	Amortized Cost	FVTPL	Other financial liabilities	
<b>Assets not measured at fair value:</b>				
Investments in mortgages	\$ 178,028,037	\$ -	\$ -	\$ 178,028,037
Other assets	450,437	-	-	450,437
Due from related party	5,167,162	-	-	5,167,162
Cash	1,761,870	-	-	1,761,870
<b>Financial liabilities not measured at fair value:</b>				
Bank indebtedness	-	-	10,000,000	10,000,000
Distribution payable on redeemable units	-	-	2,588,820	2,588,820
Accounts payable and accrued liabilities	-	-	1,307,475	1,307,475
Mortgage syndication liabilities	-	-	500,000	500,000
<b>Assets measured at fair value</b>				
Restricted cash	-	400,000	-	400,000
<b>Financial liabilities measured at fair value:</b>				
Foreign currency derivative (Level 2)	-	518,181	-	518,181

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 11. Financial instruments and risk management (continued):

- (a) Fair values of financial instruments held at amortized cost using the fair value hierarchy (continued):

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

- (i) Investments in mortgages and mortgage syndication liabilities:

There is no quoted price in an active market for the mortgage investments or mortgage syndication liabilities. The Manager makes its determination of fair value based on its assessment of the current lending market for mortgage investments of same or similar terms. Typically, the fair value of these mortgage investments and mortgage syndication liabilities approximate their carrying value given the amounts consist of short-term loans that are repayable at the option of the borrower without yield maintenance or penalties. As a result, the fair value of mortgage investments and mortgage syndication liabilities is based on Level 3 inputs.

- (ii) Other financial assets and liabilities:

The fair values of cash, restricted cash, other assets, loans payable, and accounts payable and accrued liabilities and distributions payable to holders of redeemable units approximate their carrying value due to their short-term maturities.

- (iii) Net assets attributable to the holders of redeemable units:

The Trust routinely redeems and issues redeemable units at the amount equal to the proportionate share of net assets of the Trust at the time of redemption, calculated on a basis consistent with that used in these financial statements. Accordingly, the carrying amount of the net assets attributable to the holders of redeemable units approximates their fair value and are based on Level 2 inputs.

- (iv) Foreign currency derivatives:

The Trust has entered into foreign exchange contracts to mitigate the impact from fluctuations in foreign exchange rates. The manager determines the fair value of foreign currency derivatives with reference to quotations from third party derivative dealers and accepts the amount as fair value for the derivatives. As a result, the fair value of foreign currency derivatives is based on Level 2 inputs.

There were no transfers between Level 1, Level 2 and Level 3 during the years ended December 31, 2019 and 2018.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 11. Financial instruments and risk management (continued):

### (b) Financial risk management:

The Trust has exposure to the following risks from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

Management's risk management policies are typically performed as a part of the overall management of the Trust's operations. Management is aware of risks related to these objectives through direct personal involvement with employees and outside parties. In the normal course of its business, the Trust may be exposed to a number of risks that could affect its operating performance. Management's close involvement in operations will help to identify risks and variations from expectations. The Trust has not designated any transactions as hedging transactions to manage risk.

As a part of the overall operation of the Trust, management considers the avoidance of undue concentrations of risk. The risk and the actions taken to manage them include the following:

### (i) Credit risk:

Credit risk is the risk that counterparty to a financial instrument will fail to discharge an obligation that it has entered into with the Trust, resulting in a financial loss to the Trust. This risk arises principally from the investments in mortgages and cash. For risk management reporting purposes the Trust considers and consolidates all elements of credit risk exposure (such as loan-to-value, sector risk, location risk, and individual obligor default risk).

The Trust mitigates the risk of credit loss by ensuring that its mix of mortgages is diversified, and by limiting its exposure to any specific borrower or sector. Furthermore, the Trust manages its credit risk through extensive initial due diligence and careful monitoring of its mortgage portfolio, active communications with borrowers and the institution of aggressive enforcement procedures on defaulting mortgages by its Mortgage Broker, and by matching the cash flow profile of the assets and liabilities. All mortgage investments are approved by the Credit Committee comprised of senior management of the Mortgage Broker. The Mortgage Broker's Credit Committee reviews its policies regarding its lending limits on an ongoing basis. Minimal credit risk also arises from cash deposits. This is mitigated by holding deposits in Canada with major financial institutions.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 11. Financial instruments and risk management (continued):

### (b) Financial risk management (continued):

#### (i) Credit risk (continued):

As at December 31, 2019, the largest mortgage investment in the Trust's mortgage portfolio was \$18,743,734 (2018 - \$12,761,979) which is 6.39% (2018 - 7.45%) of the Trust's net asset value, and 6.75% (2018 - 7.23%) of its mortgage portfolio.

The Trust's maximum credit risk exposure (without taking into account collateral and other credit enhancements) at December 31, 2019 and 2018 is represented by the respective carrying amounts of the relevant financial assets in the statement of financial position.

#### (ii) Liquidity risk:

Liquidity risk is the risk of encountering difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

The Trust's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities (primarily unit redemptions and distributions) when due. Liquidity risk is managed by ensuring that the sum of: (i) availability under the Trust's bank borrowing line; and (ii) projected repayments under the existing mortgage portfolio exceeds projected needs (including funding of further advances under existing and new mortgage investments).

As at December 31, 2019, 52.6% of the Trust's mortgage portfolio, being \$163,718,115 is due on or before December 31, 2020 (2018 - 31.7% or \$56,019,335 due before December 2019), excluding the 2 mortgages (2018 - six) that are past due.

All other liabilities are short term in nature and repayable within a year, while the Trust's units do not have a set maturity date, they are redeemable on demand by the unitholders.

In Management's opinion, the Trust has sufficient resources to meet its current cash flow requirements.

#### (iii) Market risk:

Market risk is the risk that changes in market factors, such as interest rates, currency and other price risks will affect the Trust's income or the fair value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimizing the return.

The Trust's strategy for the management of market risk is driven by the Trust's investment objective which is to invest in a diversified portfolio of mortgages on real property located within Canada and the United States that preserves capital and generates returns in order to permit the Trust to pay quarterly distribution to its unit holders.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## 11. Financial instruments and risk management (continued):

### (b) Financial risk management (continued):

#### (iii) Market risk (continued):

The Trust's market risk is managed on a regular basis by the Manager in accordance with policies and procedures in place.

#### (A) Interest rate risk:

Interest rate risk is the risk that the fair value or the future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Trust's interest rate risk is primarily attributable to its return on investments in mortgages relative to its resources to fund the mortgages. The Trust manages interest rate risk by generally investing in short term variable rate mortgages with floor rates which are greater than the rate charged by its lenders.

As at December 31, 2019, a 0.25% decrease or increase in interest rates with all other variables held constant would increase/decrease the Trust's income by approximately \$429,112 (2018 - \$290,161), arising mainly as a result of higher interest income generated on variable rate mortgage investments offset in part by higher interest rates on the Trust's borrowing facilities. A 0.25% decrease or increase in interest rates with all other variables held constant would increase/decrease income by approximately nil (2018 - \$25,000) as a result of lower interest costs on the borrowing facilities.

#### (B) Currency risk:

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Trust's functional currency is Canadian dollars however the Trust invests in mortgages that are denominated in US dollars.

The Trust has put in place steps to mitigate impacts from fluctuations in foreign exchange as the Trust has entered into forward exchange contracts to manage its foreign exchange exposure. As at December 31, 2019, the Trust was participating in forward exchange contracts to sell US dollars totaling \$86,901,225 (2018 - \$37,304,389). The foreign currency derivatives are marked-to-market on the statement of financial position and the fair value as at December 31, 2019 is an asset of \$1,912,516 (2018 - liability of \$518,181). The foreign currency derivatives are entered into by the Mortgage Broker on behalf of the Trust with third party financial institutions.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

## 11. Financial instruments and risk management (continued):

(b) Financial risk management (continued):

(iii) Market risk (continued):

(B) Currency risk (continued):

The table below indicates the foreign currency to which the Trust had unhedged exposure at December 31, 2019. It also illustrates the potential impact on the net assets attributable to holders of redeemable units if Canadian dollar had strengthened or weakened by 5% in relation to the other currency, with all other variables held constant.

Increase (decrease) in CAD:

### 2019

Currency	Unhedged exposure	Impact on net assets attributable to redeemable units 5%
United States dollars	\$ 45,761	\$ 2,288
% of net assets attributable to redeemable units	0.02%	0.00%

### 2018

Currency	Unhedged exposure	Impact on net assets attributable to redeemable units 5%
United States dollars	\$ 33,892	\$ 1,695
% of net assets attributable to redeemable units	0.02%	0.00%

(C) Other price risk:

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. The Trust is exposed to price risk because of its investment in mortgages. These risks arise from changes in the real estate market and could be local or national in nature. Deteriorating real estate values increase the Trust's risk. The Trust manages these risks by actively maintaining strong borrower relationship and active monitoring of all loans. Further, the Trust has diversified its portfolio of investment mortgages geographically to manage this risk.

# TREZ CAPITAL PRIME TRUST

Notes to Financial Statements

(Tabular amounts expressed in Canadian dollars, unless otherwise indicated)

Year ended December 31, 2019

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## **12. Capital management:**

The Trust considers net assets attributable to holders of redeemable units to be capital, which as at December 31, 2019 is \$293,227,241 (2018 - \$171,078,512).

The Trust's objective when managing capital is to maintain its ability to continue as a going concern and ensure that it has sufficient resources in order to be able to generate returns for its investors. To secure the additional capital necessary to pursue these plans, the Trust may attempt to raise additional funds through the issuance of additional units. The Trust is not subject to externally imposed capital requirements and has no legal restrictions on the issue, repurchase or resale of redeemable units beyond those included in the Trust agreement.

## **13. Subsequent event:**

Subsequent to December 31, 2019 the COVID-19 outbreak was declared a pandemic by the World Health Organization. The situation is dynamic and the ultimate duration and magnitude of the impact on the economy and our business are not known at this time. These impacts could include increases in expected credit losses for mortgage investments and potential future decreases in revenue or the profitability of our ongoing operations.

Due to the current market uncertainty caused by the COVID-19 pandemic, the Trust has suspended redemptions post February 28, 2020. The Trust took this measure in order to preserve capital. The Trust anticipates it will continue to make scheduled distributions and once the market has settled the Trust's redemption hiatus will be reassessed.