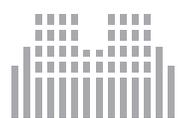


ATRIUM MORTGAGE  
INVESTMENT CORPORATION

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CANADA'S PREMIER NON-BANK LENDER™



**ATRIUM**

MORTGAGE INVESTMENT  
CORPORATION

# FIRST QUARTER 2015

THREE MONTHS ENDED  
MARCH 31, 2015



**FOR IMMEDIATE RELEASE**

**ATRIUM MORTGAGE INVESTMENT CORPORATION  
ANNOUNCES STRONG Q1 RESULTS**

TORONTO: April 22, 2015 – Atrium Mortgage Investment Corporation (TSX: AI, AI.DB, AI.DB.A, AI.DB.B) today released its financial results for the three month period ended March 31, 2015.

**Highlights**

- **Revenues \$9.5 million, up 24% from previous year, record earnings of \$5.6 million for the quarter**
- **Strong \$0.23 basic and diluted earnings per share for the three months ended March 31, 2015, unchanged from the previous year.**
- **Regular monthly dividend continues at \$0.84 annual rate, \$0.07 per month**
- **High quality mortgage portfolio**
  - **75% of portfolio in conventional first mortgages**
  - **95% of loan portfolio is less than 75% loan to value**
  - **Continued focus on low risk real estate sectors**

Interested parties are invited to participate in a conference call with management on Thursday, April 23, 2015 at 4:00 p.m. EDT. Please refer to the call-in information at the end of this news release.

**Results of operations**

For the three months ended March 31, 2015, mortgage interest and fees revenue aggregated \$9.5 million, compared to \$7.6 million in the comparative period, an increase of 24%. The weighted average interest rate on the mortgage portfolio increased to 8.82% at March 31, 2015, slightly higher than the 8.81% at December 31, 2014. Earnings and total comprehensive income were up 16% from the comparative quarter. Mortgages receivable declined by 10% from December 31, 2014 to \$390 million at March 31, 2015. There were \$63 million of new fundings during the quarter, and repayments of \$107 million. This was expected and represents a normal fluctuation in volumes from quarter to quarter. Of the repayments during the first quarter, \$34 million had been expected in the previous quarter, but had been delayed. The high level of repayments is an indicator as to the overall soundness of the mortgage portfolio.

## Condensed Interim Statements of Earnings and Comprehensive Income

(Unaudited, \$000s, except per share amounts)

	<b>Three months ended March 31</b>	
	<b>2015</b>	<b>2014</b>
Revenue	\$ 9,492	\$ 7,645
Mortgage servicing and management fees	984	717
Other expenses	271	260
Provision for mortgage losses	<u>362</u>	<u>464</u>
Income before financing costs	7,875	6,204
Financing costs	<u>2,273</u>	<u>1,368</u>
Earnings and total comprehensive income	<u>\$ 5,602</u>	<u>\$ 4,836</u>
Basic earnings per share	\$ 0.23	\$ 0.23
Diluted earnings per share	\$ 0.23	\$ 0.23
Dividends declared	\$ 5,138	\$ 4,352
Mortgages receivable, end of period	\$ 390,152	\$ 344,301
Total assets, end of period	\$ 390,491	\$ 344,601
Shareholder' equity, end of period	\$ 249,548	\$ 213,245

For further information on the financial results, please refer to Atrium's unaudited condensed interim financial statements and its management's discussion and analysis for the three month period ended March 31, 2015, available on SEDAR at [www.sedar.com](http://www.sedar.com), and on the company's website at [www.atriummic.com](http://www.atriummic.com).

### Mortgage portfolio

(\$000s)

<u>Mortgage category</u> (outstanding amounts in \$000s)	<b>March 31, 2015</b>			<b>December 31, 2014</b>		
	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>
Commercial/mixed use	29	\$ 112,388	28.6%	31	\$ 134,990	31.1%
Low-rise residential	21	78,483	20.0%	23	85,678	19.7%
Construction	18	67,688	17.3%	17	61,095	14.1%
House and apartment	90	65,287	16.6%	90	93,070	21.4%
High-rise residential	8	43,154	11.0%	8	44,048	10.1%
Mid-rise residential	10	21,377	5.4%	8	12,127	2.8%
Condominium corporation	<u>19</u>	<u>4,435</u>	<u>1.1%</u>	<u>13</u>	<u>3,260</u>	<u>0.8%</u>
Mortgage portfolio	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>190</u>	<u>\$ 434,268</u>	<u>100.0%</u>

A summary of mortgages by size is presented below.

(\$000s)

<u>Mortgage amount</u> (outstanding amounts in \$000s)	<b>March 31, 2015</b>			<b>December 31, 2014</b>		
	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>
\$0 - \$2,500,000	149	\$ 122,025	31.0%	139	\$ 119,655	27.6%
\$2,500,001 - \$5,000,000	26	95,078	24.2%	26	90,602	20.9%
\$5,000,001 - \$7,500,000	8	48,903	12.5%	9	54,931	12.6%
\$7,500,001 +	<u>12</u>	<u>126,806</u>	<u>32.3%</u>	<u>16</u>	<u>169,080</u>	<u>38.9%</u>
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>190</u>	<u>\$ 434,268</u>	<u>100.0%</u>

As of March 31, 2015, the average outstanding mortgage balance was \$2.0 million (December 31, 2014 – \$2.3 million), and the median outstanding mortgage balance was \$1.0 million (December 31, 2014 – \$1.1 million).

### **Conference call**

Interested parties are invited to participate in a conference call with management on Thursday, April 23, 2015 at 4:00 p.m. EDT.

To participate or listen to the conference call live, please call 1 (888) 241-0551 or (647) 427-3415.

For a replay of the conference call (available until May 6, 2015) please call 1 (855) 859-2056, Conference ID 9395381.

### **About Atrium**

#### ***Canada's Premier Non-Bank Lender™***

Atrium is a non-bank provider of residential and commercial mortgages that lends in major urban centres in Canada where the stability and liquidity of real estate are high. Atrium's objectives are to provide its shareholders with stable and secure dividends and preserve shareholders' equity by lending within conservative risk parameters.

Atrium is a Mortgage Investment Corporation (MIC) as defined in the *Income Tax Act*. Accordingly, Atrium is not taxed on income provided that its taxable income is paid to its shareholders in the form of dividends within 90 days after December 31 each year. Such dividends are generally treated by shareholders as interest income, so that each shareholder is in the same position as if the mortgage investments made by the company had been made directly by the shareholder. For further information, please refer to regulatory filings available at [www.sedar.com](http://www.sedar.com) or Atrium's website at [www.atriummic.com](http://www.atriummic.com).

### **For additional information, please contact**

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Chief Financial Officer

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ATRIUM MORTGAGE  
INVESTMENT CORPORATION

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CANADA'S PREMIER NON-BANK LENDER™

# MD&A

## MANAGEMENT'S DISCUSSION AND ANALYSIS

FIRST QUARTER 2015  
MARCH 31, 2015



## Management's Discussion and Analysis

March 31, 2015

### Our business

We are a mortgage lender that fills the lending gap caused by the limited number of financial institutions operating in Canada. We lend in major urban centres where the stability and liquidity of real estate are at the highest levels. We focus on loans that cannot be placed with financial institutions but which represent an acceptable underwriting risk. We invest in mortgages secured by all types of residential, multi-residential and commercial real property located in Canada, subject to compliance with our investment policies. Our strategy is to grow in a controlled manner by diversifying geographically, and focusing on those real estate sectors with the lowest risk profiles.

Our investment objectives are to preserve our shareholders' equity and to provide our shareholders with stable and secure dividends from our investments in mortgage loans within the criteria mandated for a Mortgage Investment Corporation (MIC). Working within conservative risk parameters, we endeavour to maximize income and dividends through the sourcing and efficient management of our mortgage investments. Information herein is current as of April 22, 2015.

### Highlights

Atrium had a good quarter, despite a challenging economy. For the three months ended March 31, 2015, we had revenues of \$9.5 million, up 24% from the prior year. Earnings were \$5.6 million, or \$0.23 per share, compared with \$4.8 million, or \$0.23 per share a year earlier.

Effective January 2015, we increased our regular monthly dividend to \$0.07 per share, an annual rate of \$0.84, an increase from an annual rate of \$0.82 during the previous year. During the quarter we also paid out a special dividend of \$0.07 to shareholders of record December 31, 2014.

As anticipated, our mortgages receivable declined by 10% from December 31, 2014 to \$390 million at March 31, 2015. While we had \$63 million of new fundings (excluding renewals) during the quarter, repayments aggregated \$107 million. By way of comparison, during the same quarter in the previous year, we had \$96 million of new fundings and only \$34 million of repayments. Of the repayments during the first quarter, \$34 million had been expected in the previous quarter, but had been delayed. The high level of repayments is an indicator as to the overall soundness of our mortgage portfolio.

Earned  
23 cents per share  
basic and diluted,  
same as last year

Strong mortgage  
portfolio

78%  
first mortgages

95%  
less than 75%  
loan-to-value

Mortgages receivable  
\$390 million

Nine mortgage  
originators in  
five offices across  
central and western  
Canada

## Investment portfolio

Our mortgage portfolio consists of 195 mortgage loans and aggregated \$393 million at March 31, 2015, a decrease of 10% from December 31, 2014. This reduction was as anticipated and resulted from repayments of mortgages exceeding new mortgages funded.

<b>Mortgage category</b> (outstanding amounts in \$000s)	<b>March 31, 2015</b>			<b>December 31, 2014</b>		
	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>
Commercial/mixed use	29	\$ 112,388	28.6%	31	\$ 134,990	31.1%
Low-rise residential	21	78,483	20.0%	23	85,678	19.7%
Construction	18	67,688	17.3%	17	61,095	14.1%
House and apartment	90	65,287	16.6%	90	93,070	21.4%
High-rise residential	8	43,154	11.0%	8	44,048	10.1%
Mid-rise residential	10	21,377	5.4%	8	12,127	2.8%
Condominium corporation	19	4,435	1.1%	13	3,260	0.8%
Mortgage portfolio	<u>195</u>	<u>392,812</u>	<u>100.0%</u>	<u>190</u>	<u>434,268</u>	<u>100.0%</u>
Accrued interest receivable		1,718			2,177	
Mortgage discount		(531)			(465)	
Mortgage origination fees		(1,097)			(835)	
Provision for mortgage losses		(2,750)			(2,388)	
Mortgages receivable		<u>\$ 390,152</u>			<u>\$ 432,757</u>	

A summary of our mortgages by size is presented below.

<b>Mortgage amount</b> (outstanding amounts in \$000s)	<b>March 31, 2015</b>			<b>December 31, 2014</b>		
	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>	<b>Number</b>	<b>Outstanding amount</b>	<b>% of Portfolio</b>
\$0 - \$2,500,000	149	\$ 122,025	31.0%	139	\$ 119,655	27.6%
\$2,500,001 - \$5,000,000	26	95,078	24.2%	26	90,602	20.9%
\$5,000,001 - \$7,500,000	8	48,903	12.5%	9	54,931	12.6%
\$7,500,001 +	12	126,806	32.3%	16	169,080	38.9%
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>190</u>	<u>\$ 434,268</u>	<u>100.0%</u>

As of March 31, 2015, the average outstanding mortgage balance was \$2.0 million (December 31, 2014 – \$2.3 million), and the median outstanding mortgage balance was \$1.0 million (December 31, 2014 – \$1.1 million).

Analyses of our mortgages as at March 31, 2015 by type of mortgage, nature of the underlying property, and location of the underlying property is set out below and on the next page. The tables show the weighted average interest rate excluding lender fees paid by the borrower, which reflects the yield to Atrium including any mortgage discount or premium.

<b>Description</b> (\$000s)	<b>Number of mortgages</b>	<b>Amount</b>	<b>Percentage</b>	<b>Weighted average interest rate</b>
<b>Type of Mortgage</b>				
First mortgages	156	\$ 306,435	78.0%	8.4%
Second and third mortgages	39	86,377	22.0%	10.2%
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>8.82%</u>
<b>Nature of underlying property</b>				
Residential	166	\$ 280,424	71.4%	8.93%
Commercial	29	112,388	28.6%	8.57%
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>8.82%</u>

<u>Location</u> (\$000s)	<u>Number of mortgages</u>	<u>Amount</u>	<u>Percentage</u>	<u>Weighted average interest rate</u>
Greater Toronto Area	139	\$ 270,987	69.0%	8.81%
Non-GTA Ontario	10	11,204	2.9%	9.01%
Saskatchewan	1	3,715	0.9%	8.50%
Alberta	35	76,744	19.5%	8.62%
British Columbia	10	30,162	7.7%	9.41%
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>8.82%</u>

We have an exceptionally high percentage of our portfolio invested in first mortgages (78.0%), which is a core strategy and is unmatched by our peer group.

The weighted average loan-to-value ratio in our mortgage portfolio is 65.1%, with 95.3% of the portfolio below 75% loan-to-value.

<u>Mortgage category</u> (\$000s)	<u>March 31 2015</u>		<u>December 31 2014</u>		<u>% change</u>
		<u>%</u>		<u>%</u>	
Conventional first mortgages	\$ 295,693	75.3%	\$ 353,300	81.4%	(16.3)%
Conventional second and third mortgages	74,342	18.9%	65,478	15.1%	(13.5)%
Non-conventional mortgages	18,342	4.7%	12,230	2.8%	50.0%
Other	4,435	1.1%	3,260	0.7%	36.0%
	<u>\$ 392,812</u>	<u>100.0%</u>	<u>\$ 434,268</u>	<u>100.0%</u>	<u>(9.5)%</u>

Conventional mortgages are those mortgages with a loan-to-value of less than or equal to 75%. Seventy-five percent (75%) loan-to-value is the industry norm for determining a conventional versus non-conventional mortgage. Non-conventional mortgages are those mortgages with a loan-to-value in excess of 75%.

The weighted average term remaining for our mortgages receivable at March 31, 2015 is 14.6 months (December 31, 2014 – 13.7 months).

## Our business

We are a mortgage lender that fills the lending gap caused by the limited number of financial institutions operating in Canada. We lend in major urban centres where the stability and liquidity of real estate are at the highest levels. We focus on loans that cannot be placed with financial institutions but which represent an acceptable underwriting risk. The weighted average loan-to-value ratio of our mortgage portfolio, as a whole, at the time of underwriting each loan in our portfolio, will not exceed 75%. A typical loan in our portfolio has an interest rate of 8% to 10% per annum, a one or two-year term and monthly interest-only mortgage payments.

Our lending parameters are as follows:

- First or second mortgages on income-producing real estate up to a maximum of 85% of appraised value.
- Mortgages on residential and commercial properties up to a maximum of 75% of appraised value.
- Loans on single family residences up to 75% of appraised value.
- Construction loans up to a maximum of 90% of cost.
- Loans to condominium corporations.

Mortgage loan amounts are generally \$300,000 to a maximum of \$20 million. The largest single mortgage in our mortgage portfolio as at March 31, 2015 was \$12.5 million (December 31, 2014 – \$13.7 million). For loan amounts in excess of \$20 million, we generally co-lend with a financial institution or private lender. The parameters listed above are our maximum mortgage lending parameters. At March 31, 2015, the weighted average loan-to-value ratio of the mortgage portfolio remained conservative at 65.1%, compared to 64.3% at December 31, 2014.

Our investment policies, which may be changed by our board of directors, are as follows:

- We may invest only in residential mortgages, commercial mortgages, commercial mortgage backed securities and certain related investments.
- All investments must be mortgages on the security of real property situated within Canada, loans to condominium corporations, or certain permitted interim investments.
- Commercial mortgages may not constitute more than 50% of our total assets at any time.
- The term of the mortgage may be no greater than ten years.
- No single borrower may account for more than 15% of our total assets. In addition, any loan or amendment that would result in an exposure to one borrower exceeding the lesser of \$50 million or 10% of the portfolio requires approval of the board.

- All mortgages are supported by external appraisals by a qualified appraiser. All mortgages, except mortgages secured by one to six residential units, are supported by environmental audits.
- The maximum initial loan-to-value ratio of an individual mortgage is 85% including any prior ranking encumbrances, and the weighted average loan-to-value ratio of our mortgage portfolio at the time of underwriting each loan may not exceed 75%.
- Our ratio of debt to equity must be less than 1:1.
- We do not invest directly in real property, although real property may be acquired through foreclosing on a mortgage.
- A mortgage investment: (i) of \$2,000,000 or more requires approval of the board; (ii) of between \$1,000,000 and \$2,000,000 requires approval of three members of the board, including at least two independent directors; and (iii) of \$1,000,000 or less requires approval of any one member of the board. For loans previously approved, if the mortgage amount exceeds the amount approved by up to \$200,000 and if the loan-to-value ratio increases by less than 5% where the ratio is 75% or less, requires the approval of one member of the board, otherwise the general limits apply. We may invest in interim investments that are guaranteed by the Government of Canada or of a province or territory of Canada or deposits or certificates of deposits, acceptances and other similar instruments issued, endorsed or guaranteed by a Schedule I Bank in any amount without prior board approval.
- We may not make unsecured loans to, nor invest in securities issued by, our manager or its affiliates, nor make loans to the directors or officers of the manager.
- We may not make any investment, or incur any indebtedness, that would result in our not qualifying as a MIC.

**Our investment objectives are to preserve our shareholders’ equity and to provide our shareholders with stable and secure dividends from our investments in mortgage loans within the criteria mandated for a MIC. Working within conservative risk parameters, we endeavour to maximize income and dividends through the sourcing and efficient management of our mortgage investments.**

We are a non-bank lender and invest in mortgages secured by all types of residential, multi-residential and commercial real property located in Canada, subject to compliance with our investment policies. The types of properties that we finance include residential houses, small multi-family residential properties comprised of six or fewer units, residential apartment buildings, mixed-use residential apartments and store-front properties, commercial properties, residential and commercial land development sites and construction projects. We also invest in short-term bridge financing for real estate developers. Our strategy is to grow in a controlled manner by diversifying geographically, and focusing on real estate sectors with the lowest risk profiles.

We qualify as a MIC and are restricted from any activity that would result in us failing to qualify as a MIC. In order to qualify as a MIC, we must satisfy the requirements in subsection 130.1(6) of the ITA throughout the taxation year. Among the requirements are:

- We can only invest or manage funds and cannot manage or develop real property.
- We cannot own debts secured on real property situated outside Canada, debts owing by non-residents unless such debts were secured on real property situated in Canada, shares of the capital stock of corporations not resident in Canada, or real property situated outside of Canada or any leasehold interest in such property.
- No shareholder (together with related persons, as defined in the ITA) may at any time own, directly or indirectly, more than 25% of our common shares.
- The cost for tax purposes of cash on hand, debts secured on specified residential properties, and funds on deposit with a Canada Deposit Insurance Fund or Régie de l’assurance-dépôts du Québec-insured institution or credit union must constitute at least 50% of the cost of all of our property.
- The cost for tax purposes of any interests in real property (including leaseholds but excepting real or immovable property acquired by foreclosure after default by the mortgagor) may not exceed 25% of the cost of all of our property.
- There are certain restrictions as to our maximum debt-to-equity ratio.

We are managed by Canadian Mortgage Capital Corporation (the “manager” or “CMCC”), which is our exclusive manager and arranges and services our mortgage loans and otherwise directs our affairs and manages our business.

For explanations as to some of the terms used herein, please refer to our Annual Information Form for the year ended December 31, 2014, which is available at [www.sedar.com](http://www.sedar.com).

## Results of Operations

(In this section, dollars are in thousands of Canadian dollars, except per share amounts)

### Financial summary

	Three months ended March 31	
	2015	2014
Revenue	\$ 9,492	\$ 7,645
Mortgage servicing and management fees	984	717
Other expenses	271	260
Provision for mortgage losses	<u>362</u>	<u>464</u>
Income before financing costs	7,875	6,204
Financing costs	<u>2,273</u>	<u>1,368</u>
Earnings and total comprehensive income	<u>\$ 5,602</u>	<u>\$ 4,836</u>
Basic earnings per share	\$ 0.23	\$ 0.23
Diluted earnings per share	\$ 0.23	\$ 0.23
Dividends declared	\$ 5,138	\$ 4,352
Mortgages receivable, end of period	\$ 390,152	\$ 344,301
Total assets, end of period	\$ 390,491	\$ 344,601
Shareholder' equity, end of period	\$ 249,548	\$ 213,245

### Summary of quarterly results (unaudited)

	<u>Q1 - 2015</u>	<u>Q4 2014</u>	<u>Q3 2014</u>	<u>Q2 2014</u>	<u>Q1 2014</u>	<u>Q4 2013</u>	<u>Q3 2013</u>	<u>Q2 2013</u>
Revenue	\$ 9,492	\$ 9,919	\$ 9,096	\$ 8,296	\$ 7,645	\$ 6,545	\$ 6,281	\$ 5,845
Mortgage servicing and management fees	984	1,094	916	826	717	678	662	610
Other expenses	271	334	213	207	260	234	188	171
Provision for mortgage losses	<u>362</u>	<u>737</u>	<u>504</u>	<u>112</u>	<u>464</u>	—	—	<u>63</u>
Income before financing costs	7,875	7,754	7,463	7,151	6,204	5,633	5,431	5,001
Financing costs	<u>2,273</u>	<u>2,364</u>	<u>1,920</u>	<u>1,883</u>	<u>1,368</u>	<u>989</u>	<u>837</u>	<u>429</u>
Earnings and comprehensive income	<u>\$ 5,602</u>	<u>\$ 5,390</u>	<u>\$ 5,543</u>	<u>\$ 5,268</u>	<u>\$ 4,836</u>	<u>\$ 4,644</u>	<u>\$ 4,594</u>	<u>\$ 4,572</u>
Basic earnings per share	\$ 0.23	\$ 0.22	\$ 0.23	\$ 0.23	\$ 0.23	\$ 0.22	\$ 0.22	\$ 0.22
Diluted earnings per share	\$ 0.23	\$ 0.22	\$ 0.23	\$ 0.23	\$ 0.23	\$ 0.22	\$ 0.22	\$ 0.22
Dividends declared	\$ 5,138	\$ 6,714	\$ 4,994	\$ 4,777	\$ 4,352	\$ 5,298	\$ 4,230	\$ 4,224

### Results of operations – three months ended March 31, 2015

For the three months ended March 31, 2015, mortgage interest and fees revenue aggregated \$9,492, compared to \$7,645 in the comparative period, an increase of 24%. The weighted average interest rate on our mortgage portfolio increased to 8.82% at March 31, 2015, slightly higher than the 8.81% at the previous year end, December 31, 2014.

Operating expenses, excluding the provision for mortgage losses, for the three months ended March 31, 2015 were \$1,255, compared to \$977 in the comparative period, an increase of 28%, due to the increase in the size of the mortgage portfolio. The general provision for mortgage losses was \$362 in the quarter to bring the total general provision to \$2,750, or 70 basis points (0.70%) of the mortgage portfolio. Mortgage servicing and other fees paid to the manager (that is, the management fee plus HST) aggregated \$984 for the three months ended March 31, 2015, compared with \$717 in the prior year period, reflecting the growth of our mortgage portfolio. There was no specific provision for mortgage losses during the quarter or at March 31, 2015.

Financing costs for the three months ended March 31, 2015 were \$2,273, compared to \$1,368 in the same period of 2014, an increase of 66%. This increase is due to the increased use of our bank line of credit compared to the comparable period, and two convertible debentures issued during 2014, as we adjusted our balance sheet leverage, which was 35% at March 31, 2015 (December 31, 2014 – 41%). (We define debt as the aggregate of the total borrowings under the bank credit facility and the unsecured convertible debentures.)

Net earnings for the three months ended March 31, 2015 were \$5,602, an increase of 16% from net earnings of \$4,836 for the same period in the prior year. Basic and fully diluted earnings per common share were \$0.23, for the three months ended March 31, 2015, compared with \$0.23 per common share for the comparable period in the previous year.

During the three months ended March 31, 2015, we funded gross mortgages aggregating \$63,037. Of these advances, \$50,631 were first mortgages, representing 77% of the total loans funded. \$3,800 of these advances were on properties in British Columbia, \$10,395 were on properties in Alberta, \$2,615 were non-GTA Ontario, \$743 was on a property in Saskatchewan and the remaining \$45,484 were made in the Greater Toronto Area. There were \$106,810 of gross repayments during the period. The total portfolio decreased from \$434,268 to \$392,812 during the period.

## Liquidity and capital resources

At March 31, 2015, we had bank indebtedness and operating line outstanding of \$38,586. The operating line is provided by a syndicate of two major chartered banks, drawn through a combination of bankers' acceptances and bank loans to minimize our borrowing costs. We are in compliance with the covenants required in our operating credit facility as at March 31, 2015, and we expect to remain in compliance with such covenants going forward. We have three convertible debentures outstanding, with a total book value of \$99,470 at March 31, 2015.

Growth in our mortgage portfolio has historically been financed by the issuance of common shares and by the issuance of convertible debt. In this quarter, the decline in our mortgage portfolio was offset by repayment of our bank operating line. We expect to be able to generate sufficient funds for future net mortgage loan investments through a combination of common share issuances, convertible or other debt, and the operating credit facility.

Investing activities during the three months ended March 31, 2015 consisted of advances on new mortgage loan investments of \$63,037, less repayments received of \$106,810, for net cash from new mortgage loan investments of \$43,773.

Cash used by financing activities during the three months ended March 31, 2015 consisted primarily of net repayments of our bank line as a result of net repayments of mortgages receivable. Repayments less draws under our operating facility represented a \$41,712 use of cash.

## Changes in financial position

Bank indebtedness, bankers' acceptances and bank loans payable (all under our operating credit facility) decreased to \$38,586 at March 31, 2015, from \$80,298 at December 31, 2014, as a result of the reduction in our mortgages receivable, which declined, as anticipated by 10% from December 31, 2014 to \$390 million at March 31, 2015. While we had \$63 million of new fundings (excluding renewals) during the quarter, repayments aggregated \$107 million. By way of comparison, during the same quarter in the previous year, we had \$96 million of new fundings and only \$34 million of repayments. The change is a reflection of the current lending environment, and of our adherence to strict underwriting standards so that we do not make loans unless we are completely satisfied as to their quality. As at March 31, 2015, total debt (including bank debt, operating line and convertible debentures) was conservative at 35% of total assets.

Accounts payable and accrued charges were \$445 at March 31, 2015 compared to \$523 at December 31, 2014. Dividends payable were \$1,715 at March 31, 2015 down from \$3,379 at December 31, 2014. The decrease was due to the special dividend being accrued at December 31, 2014 and subsequently paid out during the quarter.

Share capital increased slightly to \$246,587 at March 31, 2015 from \$245,794 at December 31, 2014 due to our dividend reinvestment plan (which accounted for \$760 of the increase) and the employee share purchase plan.

## Contractual obligations

Contractual obligations due at March 31, 2015 were as follows:

<u>Obligations at March 31, 2015</u>	<i>Less than 1</i>			
	<u>Total</u>	<u>year</u>	<u>1-2 years</u>	<u>3-7 years</u>
Bank indebtedness	\$ 731	\$ 731	\$ –	\$ –
Operating line	37,855	37,855		
Accounts payable and accrued liabilities	445	445	–	–
Accrued convertible debentures interest	427	427		
Dividends payable	1,715	1,715	–	–
Due to related party	300	300	–	–
Convertible debentures	<u>99,470</u>	<u>–</u>	<u>–</u>	<u>99,470</u>
Total	<u>\$ 140,943</u>	<u>\$ 41,473</u>	<u>\$ –</u>	<u>\$ 99,470</u>

We have commitments to advance additional funds under existing mortgages of \$109,563 and for new mortgages of \$22,032 at March 31, 2015 (December 31, 2014 – \$99,757 and \$10,063 respectively). Generally, outstanding commitments are expected to be funded within the next 24 months. However, our experience has been that a portion of the unfunded amounts on existing mortgages will never be drawn.

## Off-balance sheet arrangements

As at March 31, 2015, we had \$4,300 (December 31, 2014 – \$4,483) of letters of credit (LCs) outstanding which were issued under our operating credit facility. LCs outstanding reduce the maximum available under our operating credit facility. The maximum available by way of LCs under our operating credit facility is \$10,000. LCs represent irrevocable assurances that our banks will make payments in the event that a customer cannot meet its obligations to third parties. LCs carry the same credit risk, recourse and collateral security requirements as mortgages extended to customers.

## Transactions with related parties

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties, and are measured at fair value. The manager is responsible for our day-to-day activities. We incurred management and mortgage servicing fees from a subsidiary of the manager of \$984 for the three months ended March 31, 2015 (three months ended March 31, 2014 – \$713). Mr. Robert G. Goodall is a director and part of the key management personnel of the manager, received compensation from the manager, and is also a director of Atrium. The management agreement between us and the manager contains provisions for the payment of termination fees to the manager in the event that the management agreement is terminated in certain circumstances. The manager also acts as broker for our mortgages. The manager receives origination fees from the borrowers of up to 1% of the amount being funded; origination fees in excess of 1% are split equally between the manager and Atrium.

## Critical accounting estimates and policies

Our condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and follow International Accounting Standard 34 *Interim Financial Reporting* (IAS 34) issued by the International Accounting Standards Board (IASB). These condensed interim financial statements should be read in conjunction with our audited financial statements for the year ended December 31, 2014. Accounting policies have been consistently applied in the preparation of these condensed interim financial statements.

The preparation of condensed interim financial statements in accordance with IFRS requires us to make estimates, assumptions and judgements. The most subjective of these are the valuation of mortgages receivable, and the provision for mortgage losses, as well as the measurement of the liability and equity components of our convertible debentures. We believe that our estimates are appropriate; however, actual results could differ from the amounts estimated. Estimates and underlying assumptions are reviewed each quarter. The more significant accounting policies are set out on the next page.

### *Revenue recognition*

Mortgage interest and fees revenues are recognized in the statements of earnings and comprehensive income using the effective interest method. Mortgage interest and fees revenues include our share of any fees received, as well as the effect of any discount or premium on the mortgage.

The effective interest method derives the interest rate that discounts the estimated future cash payments and receipts during the expected life of the mortgage receivable (or, where appropriate, a shorter period) to its carrying amount. When calculating the effective interest rate, future cash flows are estimated considering all contractual terms of the financial instrument, but not future credit losses. The calculation of the effective interest rate includes all fees and transaction costs paid or received. Fees and transaction costs include incremental revenues and costs that are directly attributable to the acquisition or issuance of the mortgage.

### *Mortgages receivable*

A mortgage receivable, carried at amortized cost, is considered impaired when there is objective evidence that there has been a deterioration of credit quality subsequent to its initial recognition to the extent that we no longer have reasonable assurance as to the timely collection of the full amount of principal and interest.

We assess mortgages receivable for objective evidence of impairment both individually and collectively each reporting period. The specific and general provisions for mortgage losses are determined by taking into account the following factors:

- Delays in the collection of interest and principal
- The point at which we consider a loan to be in default (which we define as 90 days for single family residential mortgages and 30 days for all other mortgages)
- Other known factors specific to the property, the borrower or the guarantor
- Economic and other real estate market conditions in the geographic area in which a borrower's project is located

- Our judgement as to whether current economic and credit conditions are such that the actual inchoate or potential losses at the reporting date are likely to be higher or lower than the amounts suggested by historic experience
- Any other factors that apply to a particular mortgage or group of mortgages

Several of these factors involve estimates and judgements on the part of management in determining the provisions for mortgage losses. The other key estimates used for quantifying the specific and general provisions for mortgage losses are:

- The period of time expected to elapse between the contractual maturity or interest and principal repayment dates and the date at which recovery is estimated
- The amount expected to be ultimately recovered on impaired loans, taking into account the probability of different outcomes, where necessary
- The value of underlying security, and whether Atrium expects to take possession of the property
- The amount of any legal and other third party costs estimated to be incurred

An impairment loss is calculated as the difference between the carrying amount of the mortgage receivable and the present value of the estimated future cash flows discounted at the original effective interest rate. Losses are charged to the statements of earnings and comprehensive income and are reflected in the provision for mortgage losses.

If there is no objective evidence of impairment for an individual mortgage receivable, it is included in a group of mortgages with similar credit risk characteristics and collectively assessed for impairment for losses incurred but not identified, and reported as a general provision. For the purpose of determining the group of mortgages with similar credit risk characteristic, mortgages are grouped by category: commercial/mixed use, house and apartment, low-rise residential, construction, high-rise residential, mid-rise residential, and condominium corporations.

#### *Convertible debentures*

The convertible debentures can be converted into our common shares at the option of the investor. They are compound financial instruments with two components: a financial liability, and a call option which is an equity instrument. The fair value of the liability component is measured as of the date that the debentures were issued, and the equity instrument is valued on that date based upon the difference between the fair value of the debenture and the fair value of the liability component.

The measurement of the fair value of the liability component is based upon market rates of interest on similar debt instruments without the conversion feature. Expenses of issue are allocated between the two components on a *pro-rata* basis. The book value of the debt is accreted up to its face value over the life of the debentures using the effective interest method, which provides for the application of a constant interest rate over the life of the debenture. The value of the equity component is not re-measured subsequent to its initial measurement date.

#### *Income taxes*

We are, and intend to maintain our status as, a MIC, and as such are not taxed on income provided that it flows through to our shareholders as dividends during the year or within 90 days after December 31 each year. It is our policy to pay such dividends out to the shareholders to remain non-taxable. Accordingly, no provision for current or future income taxes is required.

## **Controls and procedures**

Our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument (NI) 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*.

We designed the DC&P and ICFR, the latter of which was using the framework in *Internal Control – Integrated Framework* (as revised in 2013) to provide reasonable assurance that material information relating to us is made known to our CEO and CFO during the reporting period; and information required to be disclosed by us in our filings under securities legislation is recorded, processed, summarized and reported within the required time periods; and provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with Canadian generally accepted accounting principles (GAAP).

Our CEO and CFO evaluated the design effectiveness of the DC&P and ICFR, as defined by NI 52-109, as of March 31, 2015. Based on this evaluation, they concluded that the designs of the DC&P and ICFR were effective as of March 31, 2015. NI 52-109 also requires Canadian public companies to disclose in their MD&A any change in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No such change to ICFR has occurred during the most recently completed quarter.

It should be noted that a control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that its objectives are met. Because of the inherent limitations in any control system, no evaluation of control can provide absolute assurance that all control weaknesses including, for example, any instances of fraud, have been detected. The inherent limitations include, among other items: (i) that management's assumptions and judgements could ultimately prove to be incorrect as conditions and circumstances vary; (ii) the impact of any undetected errors; and (iii) controls may be circumvented through the unauthorized acts of individuals, by collusion of two or more people, or by management override. The design of any system of control is also based in part upon certain assumptions as to the likelihood of future events, and there is no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

## Outstanding share data

Our authorized capital consists of an unlimited number of common shares, of which 24,494,883 were issued and outstanding at March 31, 2015, and 24,511,565 were issued and outstanding as at the date hereof. In addition, as at the date hereof, 2,407,408, 2,391,054 and 2,747,440 common shares are issuable upon conversion or redemption or in respect of repayment at maturity of the outstanding 5.25%, 6.25%, and the 5.50% convertible debentures, using the conversion price of \$13.50, \$13.30 and \$14.65, respectively, for each common share.

We also have an employee share purchase plan, a deferred share incentive plan and a dividend reinvestment plan pursuant to which common shares may be issued from time to time. These plans are each described elsewhere in this MD&A.

## Risks and uncertainties

We are subject to many risks and uncertainties that may limit our ability to execute our strategies and achieve our objectives. We have processes and procedures in place in an attempt to control or mitigate certain risks, while others cannot be or are not mitigated. Material risks that cannot be mitigated include a significant decline in the general real estate market, interest rates changing markedly, being unable to make mortgage loans at rates consistent with rates historically achieved, not having adequate mortgage loan opportunities presented to us, and not having adequate sources of bank finance available.

Please also refer to "Forward-looking information," below, and the "Risk Factors" section of our Annual Information Form for the year ended December 31, 2014 which is incorporated herein by reference and is available at [www.sedar.com](http://www.sedar.com) and at [www.atriummic.com](http://www.atriummic.com).

## Forward-looking information

Certain information included in this MD&A contains forward-looking statements within the meaning of applicable securities legislation, including statements with respect to management's beliefs, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "expect", "intent", "estimate", "anticipate", "believe", "should", "plans" or "continue" or similar expressions suggesting future outcomes or events. Forward-looking statements regarding earnings and mortgage portfolio growth are based upon the following assumptions: that other factors such as revenues and expenses continue to follow current trends, and that current trends in our mortgage portfolio growth continue.

All forward-looking statements reflect management's current beliefs and are based on information currently available to management. These statements are not guarantees of future performance and are based on our estimates and assumptions that are subject to risks and uncertainties which could cause our actual results to differ materially from the forward-looking statements contained in this MD&A. Those risks and uncertainties include risks associated with mortgage lending, competition for mortgage lending, real estate values, interest rate fluctuations, environmental matters and the general economic environment. For other risks and uncertainties, please refer to "Risks and uncertainties" above, and the "Risk Factors" section of our Annual Information Form for the year ended December 31, 2014 which is available at [www.sedar.com](http://www.sedar.com) and at [www.atriummic.com](http://www.atriummic.com). We caution that the foregoing list is not exhaustive, as other factors could adversely affect our results, performance or achievements. The reader is cautioned against undue reliance on any forward-looking statements.

Although the forward-looking information contained in this MD&A is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Except as required by applicable law, we undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

## **Dividend Reinvestment Plan**

A Dividend Reinvestment Plan (DRIP) is available to holders of our common shares. The DRIP allows participants to have their monthly cash dividends reinvested in additional common shares, at a discount of 2% from the market price. Shareholders who wish to enroll or who would like further information about the DRIP should contact their broker or our agent for the DRIP, Computershare Trust Company of Canada, at 1 (800) 564-6253 or [www.computershare.com](http://www.computershare.com).

## **Environmental matters**

Under various federal, provincial and municipal laws, an owner or operator of real property could become liable for the cost of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. We do not own any real property and thus would not attract environmental liability to which an owner would be exposed. In rare circumstances where a mortgage is in default, we may take possession of real property and may become liable for environmental issues as a mortgagee in possession. As part of the due diligence performed in respect of our mortgage loan investments, we obtain a Phase I environmental audit on the underlying real property provided as security for a mortgage, unless the manager has determined that a Phase I environmental audit is not necessary.

## **Responsibility of management and the board of directors**

Management is responsible for the information disclosed in this MD&A, and has in place the appropriate information systems, procedures and controls to ensure that the information used internally by management and disclosed externally is materially complete and reliable. In addition, our audit committee and board of directors provide an oversight role with respect to our public financial disclosures, and have reviewed and approved this MD&A and the annual financial statements.

## **Additional information**

Additional information about Atrium, including our Annual Information Form for the year ended December 31, 2014, is available on SEDAR at [www.sedar.com](http://www.sedar.com). You may also obtain further information about us from our website at [www.atriummic.com](http://www.atriummic.com), by telephone at (416) 607-4200, or by email at [ir@atriummic.com](mailto:ir@atriummic.com).

ATRIUM MORTGAGE  
INVESTMENT CORPORATION

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CANADA'S PREMIER NON-BANK LENDER™

# FINANCIAL STATEMENTS

(UNAUDITED)

FIRST QUARTER 2015  
MARCH 31, 2015



**CONDENSED INTERIM STATEMENTS OF FINANCIAL POSITION  
(UNAUDITED)**

(in thousands of Canadian dollars)	<u>Notes</u>	<u>March 31 2015</u>	<u>December 31 2014</u>
<b>Assets</b>			
Mortgages receivable	5	\$ 390,152	\$ 432,757
Prepaid expenses		<u>339</u>	<u>370</u>
		<u>\$ 390,491</u>	<u>\$ 433,127</u>
<b>Liabilities</b>			
Bank indebtedness	6	\$ 731	\$ 313
Operating line	6	37,855	79,985
Accounts payable and accrued liabilities		445	523
Accrued convertible debenture interest		427	1,093
Dividends payable	7	1,715	3,379
Due to related party	8	300	395
Convertible debentures	9	<u>99,470</u>	<u>99,235</u>
		<u>140,943</u>	<u>184,923</u>
<b>Shareholders' equity</b>			
Share capital		246,587	245,794
Contributed surplus and other equity		1,172	1,085
Equity component of convertible debentures		1,062	1,062
Retained earnings		<u>727</u>	<u>263</u>
		<u>249,548</u>	<u>248,204</u>
		<u>\$ 390,491</u>	<u>\$ 433,127</u>

*Commitments* 6, 13

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

Approved on behalf of the board of directors:

"Robert Goodall"  
Robert Goodall, Director

"Mark Silver"  
Mark Silver, Director

## CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)

(in thousands of Canadian dollars, except for number of common shares)

	Notes	Common shares		Contributed surplus and other equity	Equity component of convertible debentures	Retained earnings	Total
		Number	Amount				
Balance, December 31, 2013		21,200,833	\$ 210,659	\$ 899	\$ 398	\$ 63	\$ 212,019
Shares issued under dividend reinvestment plan	10	46,849	504	–	–	–	504
Shares issued under employee share purchase plan	10	2,368	26	(26)	–	–	–
Share-based payments	11	–	–	62	–	–	62
Shares subscribed		–	–	21	–	–	21
Equity component of convertible debentures issued	9	–	–	–	161	–	161
Issue costs attributable to equity component of convertible debentures issued	9	–	–	–	(8)	–	(8)
Earnings and comprehensive income		–	–	–	–	4,836	4,836
Dividends declared		–	–	–	–	(4,352)	(4,352)
Balance, March 31, 2014		21,250,050	211,189	956	551	547	213,243
Shares issued		3,036,000	34,610	–	–	–	34,610
Shares issued under dividend reinvestment plan		129,002	1,450	–	–	–	1,450
Shares issued under employee share purchase plan		10,486	118	–	–	–	118
Shares issued under deferred share incentive plan		3,427	36	(36)	–	–	–
Issue costs		–	(1,609)	–	–	–	(1,609)
Share-based payments		–	–	186	–	–	186
Shares subscribed		–	–	(21)	–	–	(21)
Equity component of convertible debentures issued	9	–	–	–	536	–	536
Issue costs attributable to equity component of convertible debentures issued	9	–	–	–	(25)	–	(25)
Earnings and comprehensive income		–	–	–	–	16,201	16,201
Dividends declared		–	–	–	–	(16,485)	(16,485)
Balance, December 31, 2014		24,428,965	\$ 245,794	\$ 1,085	\$ 1,062	\$ 263	\$ 248,204
Shares issued under dividend reinvestment plan	10	63,304	760	–	–	–	760
Shares issued under employee share purchase plan	10	2,614	33	–	–	–	33
Share-based payments	11	–	–	87	–	–	87
Earnings and comprehensive income		–	–	–	–	5,602	5,602
Dividends declared	7	–	–	–	–	(5,138)	(5,138)
Balance, March 31, 2015		24,494,883	\$ 246,587	\$ 1,172	\$ 1,062	\$ 727	\$ 249,548

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

**CONDENSED INTERIM STATEMENTS OF EARNINGS AND COMPREHENSIVE INCOME  
(UNAUDITED)**

(in thousands of Canadian dollars, except for per share amounts)

	<u>Notes</u>	<u>Three months ended March 31</u>	
		<u>2015</u>	<u>2014</u>
<b>Revenues</b>			
Mortgage interest and fees		\$ 9,492	\$ 7,645
<b>Operating expenses</b>			
Mortgage servicing and management fees	8	984	717
Transfer agent, regulatory fees and investor relations		74	88
Directors' fees	8	43	43
Administration and general		36	28
Professional fees		31	39
Share-based payments	8, 11	87	62
Provision for mortgage losses	5	<u>362</u>	<u>464</u>
		<u>1,617</u>	<u>1,441</u>
Income before financing costs		<u>7,875</u>	<u>6,204</u>
<b>Financing costs</b>			
Interest on convertible debentures		1,723	706
Interest and other bank charges		<u>550</u>	<u>662</u>
		<u>2,273</u>	<u>1,368</u>
Earnings and comprehensive income for the period		<u>\$ 5,602</u>	<u>\$ 4,836</u>
Earnings per common share			
Basic	12	<u>\$ 0.23</u>	<u>\$ 0.23</u>
Diluted	12	<u>\$ 0.23</u>	<u>\$ 0.23</u>

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

## CONDENSED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)

(in thousands of Canadian dollars)	<b>Three months ended March 31</b>	
	<b>2015</b>	<b>2014</b>
<b>Cash provided by (used in):</b>		
<b>Operating activities</b>		
Earnings and comprehensive income for the period	\$ 5,602	\$ 4,836
Add (subtract) non-cash items		
Share-based payments	87	83
Interest capitalized on mortgages	(2,317)	(1,217)
Amortization of mortgage discount	(26)	(52)
Amortization of mortgage origination fees	(223)	(242)
Non-cash portion of interest on convertible debentures	235	99
Provision for mortgage losses	<u>362</u>	<u>464</u>
	<u>3,720</u>	<u>3,971</u>
Changes in operating assets and liabilities		
Accrued interest receivable	459	(117)
Prepaid expenses	31	(26)
Accounts payable and accrued liabilities	(78)	13
Accrued convertible debenture interest	(666)	601
Additions to mortgage discount	92	–
Additions to mortgage origination fees	<u>485</u>	<u>421</u>
	<u>323</u>	<u>892</u>
Cash provided by operating activities	<u>4,043</u>	<u>4,863</u>
<b>Investing activities</b>		
Advances of mortgages receivable	(63,037)	(95,988)
Repayment of mortgages receivable	<u>106,810</u>	<u>34,138</u>
Cash provided by (used in) investing activities	<u>43,773</u>	<u>(61,850)</u>
<b>Financing activities</b>		
Bank indebtedness, net	418	(122)
Operating line advanced	164,920	161,755
Operating line repaid	(207,050)	(130,065)
Increase (decrease) in due to related party	(95)	33
Issuance of common shares	793	504
Dividends paid	(6,802)	(5,373)
Issuance of convertible debentures	–	31,801
Convertible debenture issue costs	–	<u>(1,546)</u>
Cash (used in) provided by financing activities	<u>(47,816)</u>	<u>56,987</u>
Increase (decrease) in cash	–	–
Cash, beginning of period	–	–
Cash, end of period	<u>\$ –</u>	<u>\$ –</u>
<b>Cash provided by operating activities includes:</b>		
Interest received	\$ 7,387	\$ 6,017
Interest paid	\$ 1,627	\$ 608

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

## 1. NATURE OF OPERATIONS

Atrium Mortgage Investment Corporation is a corporation domiciled in Canada, incorporated under the Ontario *Business Corporations Act*. The address of the company's registered head office and principal place of business is Suite 900, 20 Adelaide Street East, Toronto, Ontario M5C 2T6.

The company is a Mortgage Investment Corporation (MIC) as defined in Section 130.1(6) of the Canada *Income Tax Act* (ITA). Accordingly, the company is not taxed on income provided that its taxable income is paid to its shareholders in the form of dividends within 90 days after December 31 each year. Such dividends are generally treated by shareholders as interest income, so that each shareholder is in the same position as if the mortgage investments made by the company had been made directly by the shareholder.

The company's common shares are listed on the Toronto Stock Exchange (TSX) under the symbol AI and its convertible debentures are listed under the symbols AI.DB, AI.DB.A and AI.DB.B.

## 2. BASIS OF PRESENTATION

### (a) Statement of compliance

These condensed interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and follow International Accounting Standard 34 *Interim Financial Reporting* (IAS 34) as issued by the International Accounting Standards Board (IASB) as set out in Part I of the *CPA Canada Handbook – Accounting*. These condensed interim financial statements should be read in conjunction with the company's audited financial statements for the year ended December 31, 2014. Significant accounting policies have been consistently applied in the preparation of these condensed interim financial statements, which were authorized for issuance by the board of directors on April 22, 2015.

### (b) Basis of measurement

These condensed interim financial statements are prepared on the historical cost basis.

### (c) Functional and presentation currency

These condensed interim financial statements are presented in Canadian dollars, which is also the company's functional currency. Dollars are expressed in thousands except for per share amounts or where the context requires otherwise.

### (d) Use of estimates and judgements

The preparation of condensed interim financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the reporting date and the reported amounts of revenue and expenses during the reporting period. The most subjective of these estimates relates to: (a) the valuation of mortgages receivable, which is affected primarily by the provision for mortgage losses which is determined by management's estimate as to the required general and specific provisions; and (b) the measurement of the liability and equity components of the convertible debentures which depend upon the estimated market interest rates for a comparable debenture without the convertibility feature. Management believes that its estimates are appropriate; however, actual results could differ from the amounts estimated. Estimates and underlying assumptions are reviewed each quarter. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

### 3. SIGNIFICANT ACCOUNTING POLICIES

#### (a) Revenue recognition

Mortgage interest and fees revenues are recognized in the statement of earnings and comprehensive income using the effective interest method. Mortgage interest and fees revenues include the company's share of any fees received, as well as the effect of any discount or premium on the mortgage.

The effective interest method derives the interest rate that discounts the estimated future cash payments and receipts during the expected life of the mortgage receivable (or, where appropriate, a shorter period) to its carrying amount. When calculating the effective interest rate, future cash flows are estimated considering all contractual terms of the financial instrument, but not future credit losses (see Note 3 (c)). The calculation of the effective interest rate includes all fees and transaction costs paid or received. Fees and transaction costs include incremental revenues and costs that are directly attributable to the acquisition or issuance of the mortgage.

#### (b) Financial assets – classification, initial recognition and measurement

Classification of financial assets depends on the purpose for which the financial assets were acquired. Management determines the classification of financial assets at initial recognition. Mortgages receivable are classified as loans and receivables. Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market.

Loans and receivables are initially recognized at fair value plus transaction costs and subsequently carried at amortized cost using the effective interest method.

All financial assets are subject to review for impairment quarterly, and written down when there is evidence of impairment.

#### (c) Mortgages receivable

A mortgage receivable, carried at amortized cost, is considered impaired when there is objective evidence at the end of the reporting period that there has been a deterioration of credit quality subsequent to its initial recognition to the extent that the company no longer has reasonable assurance as to the timely collection of the full amount of principal and interest. The company assesses mortgages receivable for objective evidence of impairment both individually and collectively at each reporting period. The specific and general provisions for mortgage losses are determined by taking into account the following factors:

- Delays in the collection of interest and principal
- The point at which management considers a loan to be in default (which is defined as 90 days for single family residential mortgages and 30 days for all other mortgages)
- Other known factors specific to the property, the borrower or the guarantor
- Economic and other real estate market conditions in the geographic area in which a borrower's project is located
- Management's judgement as to whether current economic and credit conditions are such that the inchoate or potential losses at the reporting date are likely to be higher or lower than the amounts suggested by historic experience
- Any other factors that apply to a particular mortgage or group of mortgages

Several of these factors involve estimates and judgements on the part of management in determining provisions for mortgage losses. The other key estimates used for quantifying the specific and general provisions for mortgage losses are:

- The period of time expected to elapse between the contractual maturity or interest and principal repayment dates and the date at which recovery is estimated
- The amount expected to be ultimately recovered on impaired loans, taking into account the probability of different outcomes, where necessary
- The value of underlying security, and whether the company expects to take possession of the property
- The amount of any legal and other third party costs estimated to be incurred

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)****(c) Mortgages receivable (continued)**

An impairment loss is calculated as the difference between the carrying amount of the mortgage receivable and the present value of the estimated future cash flows discounted at the original effective interest rate. Losses are charged to the statements of earnings and comprehensive income and are reflected in the provision for mortgage losses.

If there is no objective evidence of impairment for an individual mortgage receivable, it is included in a group of mortgages with similar credit risk characteristics and collectively assessed for impairment for losses incurred but not identified, and reported as a general provision. For the purpose of determining the group of mortgages with similar credit risk characteristic, mortgages are grouped by category: commercial/mixed use, house and apartment, low-rise residential, construction, high-rise residential, mid-rise residential, and condominium corporations.

**(d) Convertible debentures**

Convertible debentures can be converted into common shares of the company at the option of the investor. They are compound financial instruments with two components: a financial liability, and a call option which is an equity instrument. The fair value of the liability component is measured as of the date that the debentures were issued, and the equity instrument is valued on that date based upon the difference between the fair value of the convertible debenture and the fair value of the liability component. The measurement of the fair value of the liability component is based upon market rates of interest on similar debt instruments without the conversion feature. Expenses of issue are allocated between the two components on a pro-rata basis. The book value of the debt is accreted up to its face value over the life of the debentures using the effective interest method, which provides for the application of a constant interest rate over the life of the debenture. The value of the equity component is not remeasured subsequent to its initial measurement date.

**(e) Other financial liabilities**

Other financial liabilities are non-derivative liabilities recognized initially at fair value, net of transaction costs, and are subsequently stated at amortized cost using the effective interest method. The company has classified bank indebtedness, operating line, accounts payable and accrued liabilities, dividends payable, due to related party and the liability component of convertible debentures as other financial liabilities.

**(f) Income taxes**

The company qualifies as a Mortgage Investment Corporation under the ITA, and as such is not taxed on income provided that its taxable income is distributed to its shareholders in the form of dividends within 90 days after December 31 each year. It is the company's policy to pay such dividends to remain non-taxable. Accordingly, no provision for current or future income taxes is required.

**(g) Earnings per common share**

Basic earnings per common share is calculated by dividing earnings during the period by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by adjusting the earnings attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive items such as convertible debentures and deferred share incentive plans.

**(h) Share-based payments**

The company has an equity-settled share-based compensation plan for grants to eligible directors, officers, and senior management under its deferred share incentive plan. Grants are measured based upon the fair value of the awards granted, based on the volume-weighted average trading share price for the five trading days prior to date of the grant.

#### 4. RECENT ACCOUNTING PRONOUNCEMENTS

Various pronouncements have been issued by the IASB or IFRS Interpretations Committee (IFRIC) that will be effective for future accounting periods, most of which do not apply to the company; one that is applicable is summarized below.

IFRS 9 – Financial Instruments is a new standard on accounting for financial instruments that will replace IAS 39, Financial Instruments: Recognition and Measurement. The effective date has been tentatively set to be applicable for the company's December 31, 2018 financial statements. IFRS 9 has two measurement categories: amortized cost and fair value. All equity instruments are measured at fair value. A debt instrument is recorded at amortized cost only if the entity is holding the instrument to collect contractual cash flows and the cash flows represent principal and interest. Otherwise it is recorded at fair value through profit or loss. IFRS 9 requires an expected-loss impairment model (replacing the current incurred loss impairment model) that will require more timely recognition of expected losses and requires accounting for expected credit losses when financial instruments are first recognized and to accelerate the recognition of full lifetime expected losses. The potential impact of the new standard on the company's financial statements has not been determined.

#### 5. MORTGAGES RECEIVABLE

##### (a) Mortgage portfolio

<u>Mortgage category</u>	<u>March 31, 2015</u>			<u>December 31, 2014</u>		
	<u>Number</u>	<u>Outstanding amount</u>	<u>% of Portfolio</u>	<u>Number</u>	<u>Outstanding amount</u>	<u>% of Portfolio</u>
Commercial/mixed use	29	\$ 112,388	28.6%	31	\$ 134,990	31.1%
Low-rise residential	21	78,483	20.0%	23	85,678	19.7%
Construction	18	67,688	17.3%	17	61,095	14.1%
House and apartment	90	65,287	16.6%	90	93,070	21.4%
High-rise residential	8	43,154	11.0%	8	44,048	10.1%
Mid-rise residential	10	21,377	5.4%	8	12,127	2.8%
Condominium corporation	19	4,435	1.1%	13	3,260	0.8%
Mortgage portfolio	<u>195</u>	392,812	<u>100.0%</u>	<u>190</u>	434,268	<u>100.0%</u>
Accrued interest receivable		1,718			2,177	
Mortgage discount		(531)			(465)	
Mortgage origination fees		(1,097)			(835)	
Provision for mortgage losses		(2,750)			(2,388)	
Mortgages receivable		<u>\$ 390,152</u>			<u>\$ 432,757</u>	

The mortgage portfolio has maturity dates between 2015 and 2025 with a weighted average term to maturity of 14.6 months at March 31, 2015 (December 31, 2014 – 13.7 months). The portfolio has a weighted average interest rate (which excludes lender fees paid to the company) of 8.82% for the period ended March 31, 2015 (8.72% for the period ended March 31, 2014).

Principal repayments based on contractual maturity dates are as follows:

Years ended December 31, 2015	\$ 119,949	30.5%
2016	191,535	48.8%
2017	58,575	14.9%
2018	18,486	4.7%
2019	69	0.0%
Thereafter	4,198	1.1%
	<u>\$ 392,812</u>	<u>100.0%</u>

**5. MORTGAGES RECEIVABLE (continued)****(a) Mortgage portfolio (continued)**

<b>March 31, 2015</b>				
<u>Location of underlying property</u>	<u>Number of mortgages</u>	<u>Amount</u>	<u>Percentage</u>	<u>Weighted average interest rate</u>
Greater Toronto Area	139	\$ 270,987	69.0%	8.81%
Non-GTA Ontario	10	11,204	2.9%	9.00%
Saskatchewan	1	3,715	0.9%	8.50%
Alberta	35	76,744	19.5%	8.62%
British Columbia	10	30,162	7.7%	9.41%
	<u>195</u>	<u>\$ 392,812</u>	<u>100.0%</u>	<u>8.82%</u>

<b>December 31, 2014</b>				
<u>Location of underlying property</u>	<u>Number of mortgages</u>	<u>Amount</u>	<u>Percentage</u>	<u>Weighted average interest rate</u>
Greater Toronto Area	136	\$ 296,405	68.2%	8.81%
Non-GTA Ontario	11	38,716	8.9%	9.66%
Saskatchewan	1	2,880	0.7%	8.50%
Alberta	31	66,325	15.3%	8.47%
British Columbia	11	29,942	6.9%	8.64%
	<u>190</u>	<u>\$ 434,268</u>	<u>100.0%</u>	<u>8.81%</u>

<u>Mortgage category</u>	<u>March 31 2015</u>	<u>%</u>	<u>December 31 2014</u>	<u>%</u>
Conventional first mortgages	\$ 295,693	75.3%	\$ 353,300	81.4%
Conventional second and third mortgages	74,341	18.9%	65,478	15.1%
Non-conventional mortgages	18,343	4.7%	12,230	2.8%
Other	4,435	1.1%	3,260	0.7%
	<u>\$ 392,812</u>	<u>100.0%</u>	<u>\$ 434,268</u>	<u>100.0%</u>

Conventional mortgages are those mortgages with a loan-to-value of less than or equal to 75%. Seventy-five percent (75%) loan-to-value is the industry norm for determining a conventional versus non-conventional mortgage. Non-conventional mortgages are those mortgages with a loan-to-value in excess of 75%.

Within the mortgage portfolio, at March 31, 2015 there were seven loans aggregating \$9,360 (2.4% of the portfolio) in which the company has a subordinate position in a syndicated mortgage.

**(b) Provision for mortgage losses**

	<u>March 31 2015</u>	<u>December 31 2014</u>
Specific provision	\$ –	\$ –
General provision	2,750	2,388
Provision for mortgage losses	<u>\$ 2,750</u>	<u>\$ 2,388</u>

<b>Three months ended March 31, 2015</b>			
	<u>Specific provision</u>	<u>General provision</u>	<u>Total</u>
Balance, beginning of period	\$ –	\$ 2,388	\$ 2,388
Increase in general provision during the period	–	362	362
Balance, end of period	<u>\$ –</u>	<u>\$ 2,750</u>	<u>\$ 2,750</u>

**5. MORTGAGES RECEIVABLE (continued)****(b) Provision for mortgage losses (continued)**

	<b>Three months ended March 31, 2014</b>		
	<b>Specific provision</b>	<b>General provision</b>	<b>Total</b>
Balance, beginning of period	\$ 590	\$ 561	\$ 1,151
Mortgage settled during the period	(580)	–	(580)
Released to general provision	(10)	10	–
Increase in general provision during for the period	–	464	464
Balance, end of period	<u>\$ –</u>	<u>\$ 1,035</u>	<u>\$ 1,035</u>

Two mortgages were in default at March 31, 2015 (one at December 31, 2014, which was subsequently brought up to date). The company does not expect to incur losses on the mortgages in default at March 31, 2015 taking into account market conditions, the value of real property securing the mortgages, and other factors. The increase in the general provision for mortgage losses during the period is based upon assessment of the factors described in Note 3(c).

**6. CREDIT FACILITY**

At March 31, 2015, the company had a credit facility from a syndicate of two Canadian financial institutions of \$100,000 (December 31, 2014 – \$100,000) at a formula rate that varies with bank prime and the market bankers' acceptance rate. Drawings under the credit facility may be by way of a bank loan (including bank indebtedness of up to \$500), bankers' acceptances or letters of credit (LCs). LCs represent irrevocable assurances that the company's banks will make payments in the event that a customer cannot meet its obligations to third parties. LCs carry the same credit risk, recourse and collateral security requirements as mortgages extended to customers. The committed credit facility was effective October 6, 2014, has a term of two years, and is subject to certain conditions of drawdown and other covenants.

The credit facility is secured by a lien over all of the company's assets by means of a general security agreement. The amount that may be drawn down under the credit facility is determined by the aggregate value of mortgages that are acceptable to the lender. Under the terms of the credit facility, covenants must be met in respect of shareholders' equity, debt to total assets and interest coverage. At March 31, 2015 and December 31, 2014, the company was in compliance with these covenants.

	<b>March 31 2015</b>	<b>December 31 2014</b>
<b>Credit facility</b>		
Bankers' acceptances	\$ 20,000	\$ 57,000
Bank loan	17,855	22,985
Operating line	37,855	79,985
Bank indebtedness	731	313
Total borrowing under credit facility	38,586	80,298
Letters of credit	4,300	4,483
Total credit facility utilization	<u>\$ 42,886</u>	<u>\$ 84,781</u>

**7. DIVIDENDS**

The company follows a dividend policy so that it is non-taxable under the provisions of the ITA related to Mortgage Investment Corporations. Dividends amounted to \$0.21 per share for the three months ended March 31, 2015 (year ended December 31, 2014 – \$0.89).

	<b>Three months ended March 31 2015</b>	<b>Year ended December 31 2014</b>
Dividends payable, beginning of period	\$ 3,379	\$ 2,473
Dividends declared	5,138	20,837
Dividends paid	(6,802)	(19,931)
Dividends payable, end of period	<u>\$ 1,715</u>	<u>\$ 3,379</u>

**8. RELATED PARTY TRANSACTIONS**

The company pays management and mortgage servicing fees to Canadian Mortgage Capital Corporation (CMCC), which is the manager of the company, and responsible for its day to day management. The majority beneficial owner and Chief Executive Officer (CEO) of the manager is also CEO of the company. The company incurred management and mortgage servicing fees of \$984 for the three months ended March 31, 2015 (three months ended March 31, 2014 – \$713). The management agreement between the company and CMCC contains provisions for the payment of termination fees to the manager in the event that the management agreement is terminated in certain circumstances. Amounts due to related party are due to CMCC, in the normal course of business, are non-interest bearing and due on demand, and are paid within 30 days of each period end.

Key management includes directors and officers of the company. Compensation expenses for key management personnel include:

	<b>Three months ended March 31</b>	
	<b><u>2015</u></b>	<b><u>2014</u></b>
Directors' fees	\$ 43	\$ 43
Share-based payments to directors (Note 11)	33	25
Share-based payments to officers (Note 11)	<u>34</u>	<u>26</u>
	<u>\$ 110</u>	<u>\$ 94</u>

Related party transactions are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

**9. CONVERTIBLE DEBENTURES**

	<b>Three months ended March 31, 2015</b>			
	<b>Convertible debenture 5.50% <u>ALDB.B</u></b>	<b>Convertible debenture 6.25% <u>ALDB.A</u></b>	<b>Convertible debenture 5.25% <u>ALDB</u></b>	<b><u>Total</u></b>
Maturity date	Sept. 30, 2021	March 31, 2019	June 30, 2020	
Issued and outstanding				
Face value	<u>\$ 40,250</u>	<u>\$ 31,801</u>	<u>\$ 32,500</u>	<u>\$ 104,551</u>
Book value –				
Convertible debentures, beginning of period	\$ 37,967	\$ 30,374	\$ 30,894	\$ 99,235
Accretion for the period	<u>82</u>	<u>82</u>	<u>71</u>	<u>235</u>
Convertible debentures, end of period	<u>\$ 38,049</u>	<u>\$ 30,456</u>	<u>\$ 30,965</u>	<u>\$ 99,470</u>

**9. CONVERTIBLE DEBENTURES (continued)**

	<b>Year ended December 31, 2014</b>			<b>Total</b>
	<b>Convertible debenture 5.50%</b>	<b>Convertible debenture 6.25%</b>	<b>Convertible debenture 5.25%</b>	
	<b>ALDB.B</b>	<b>ALDB.A</b>	<b>ALDB</b>	
Maturity date	Sept. 30, 2021	March 31, 2019	June 30, 2020	
Issued and outstanding				
Face value	<u>\$ 40,250</u>	<u>\$ 31,801</u>	<u>\$ 32,500</u>	<u>\$ 104,551</u>
Book value				
Convertible debentures, beginning of year	\$ –	\$ –	\$ 30,611	\$ 30,611
Issued	40,250	31,801	–	72,051
Equity component	(536)	(161)	–	(697)
Issue costs	(1,861)	(1,546)	–	(3,407)
Issue costs attributed to equity component	<u>26</u>	<u>7</u>	<u>–</u>	<u>33</u>
Convertible debentures	37,879	30,101	30,611	98,591
Accretion for the year	<u>88</u>	<u>273</u>	<u>283</u>	<u>644</u>
Convertible debentures, end of year	<u>\$ 37,967</u>	<u>\$ 30,374</u>	<u>\$ 30,894</u>	<u>\$ 99,235</u>

**10. SHARE CAPITAL**

The company is authorized to issue an unlimited number of common shares without par value. Common shares rank equally with each other and have no preference, conversion, exchange or redemption rights. Common shares participate pro rata with respect to any dividends paid, including distributions upon termination and dissolution.

The company has an optional dividend reinvestment plan (DRIP) for shareholders, whereby participants may reinvest cash dividends in additional common shares of the company at the volume weighted average price for five days prior to distribution, less a 2% discount. Shares issued under the DRIP are issued by the company from treasury.

Under the employee share purchase plan (ESPP), each participant may contribute up to an annual maximum to the ESPP, and CMCC (the manager) will match 50% of the participant's contribution. Thus, the company does not bear any of the cost of the ESPP, but is reimbursed by CMCC and the participants.

	<b>Common shares</b>	
	<b>Number</b>	<b>Amount</b>
<b>Three months ended March 31, 2015</b>		
Shares issued –		
DRIP, January 13, 2015	15,902	\$ 178
February 13, 2015	16,127	198
March 3, 2015	14,865	183
March 13, 2015	<u>16,410</u>	<u>201</u>
DRIP shares issued during the period	<u>63,304</u>	<u>\$ 760</u>
ESPP March 30, 2015	<u>2,614</u>	<u>\$ 33</u>
ESPP shares issued during the period	<u>2,614</u>	<u>\$ 33</u>
Total shares issued during the period	<u>65,918</u>	<u>\$ 793</u>

**10. SHARE CAPITAL (continued)**

	<u>Common shares</u>	
	<u>Number</u>	<u>Amount</u>
<b>Three months ended March 31, 2014</b>		
Shares issued –		
DRIP, January 14, 2014	12,543	\$ 131
February 13, 2014	12,859	134
March 5, 2014	8,841	98
March 13, 2014	<u>12,606</u>	<u>141</u>
DRIP shares issued during the period	<u>46,849</u>	<u>\$ 504</u>
ESPP, January 1, 2014	<u>2,368</u>	<u>\$ 26</u>
ESPP shares issued during the period	<u>2,368</u>	<u>\$ 26</u>
Total shares issued during the period	<u>49,217</u>	<u>\$ 530</u>

**11. SHARE-BASED PAYMENTS**

	<u>September 1 2014 grant</u>	<u>August 30 2013 grant</u>	<u>August 29 2012 grant</u>	<u>Total</u>
Deferred shares outstanding				
Year ended December 31, 2012	–	–	21,500	21,500
2013	–	21,000	–	21,000
2014	24,000	–	–	24,000
Three months ended March 31, 2015	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
	<u>24,000</u>	<u>21,000</u>	<u>21,500</u>	<u>66,500</u>
Income deferred shares outstanding				
Year ended December 31, 2012	–	–	570	570
2013	–	502	1,478	1,980
2014	419	1,587	1,600	3,606
Three months ended March 31, 2015	<u>561</u>	<u>496</u>	<u>497</u>	<u>1,554</u>
	<u>980</u>	<u>2,585</u>	<u>4,145</u>	<u>7,710</u>
Share compensation expense:			<u>Three months ended March 31</u>	
			<u>2015</u>	<u>2014</u>
September 1, 2014 grant			\$ 55	\$ –
August 30, 2013 grant			20	42
August 29, 2012 grant			<u>12</u>	<u>20</u>
			<u>\$ 87</u>	<u>\$ 62</u>

Grants are provided to certain directors and employees under the company's deferred share incentive plan ("DSIP"). The deferred share units vest annually over three years. Common shares are issued to participants on the vesting date of each tranche of deferred share units, unless a participant elects to defer the issuance. In addition, income deferred share units are credited to holders of deferred share units based upon dividends paid on common shares. The fair value of share-based compensation was based upon the volume weighted average market price of the common shares five days prior to the grant date of September 1, 2014 (\$11.46), August 30, 2013 (\$10.13) and August 29, 2012 (\$11.00).

**12. EARNINGS PER SHARE**

	<b>Three months ended March 31</b>	
	<b><u>2015</u></b>	<b><u>2014</u></b>
Basic earnings per share –		
Numerator		
Earnings for the period	\$ 5,602	\$ 4,836
Denominator		
Weighted average common shares outstanding	<u>24,459,481</u>	<u>21,227,782</u>
Basic earnings per share	<u>\$ 0.23</u>	<u>\$ 0.23</u>
Diluted earnings per share –		
Numerator		
Earnings for the period	\$ 5,602	\$ 4,836
Interest on convertible debentures	<u>1,723</u>	<u>706</u>
Earnings for diluted earnings per share	<u>7,325</u>	<u>5,542</u>
Denominator		
Weighted average common shares outstanding	24,459,481	21,227,782
Convertible debentures	7,545,902	3,248,533
Deferred share incentive plan	63,500	42,500
Income deferred share units	<u>4,686</u>	<u>3,121</u>
Weighted average common shares outstanding – diluted basis	<u>32,073,569</u>	<u>24,521,936</u>
Diluted earnings per share	<u>\$ 0.23</u>	<u>\$ 0.23</u>

**13. FINANCIAL INSTRUMENTS****(a) Classification of financial instruments**

Financial assets comprise mortgages receivable. All financial assets are classified as loans and receivables. Financial liabilities comprise bank indebtedness, operating line, accounts payable and accrued liabilities, dividends payable, due to related party and the liability component of convertible debentures. All financial liabilities are classified as other financial liabilities.

**(b) Fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between arm's length market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices in markets that are not active, quoted prices for similar assets or liabilities in active markets, inputs other than quoted prices that are observable for the asset or liability, or inputs that are derived principally from or corroborated by observable market data or other means.
- Level 3 inputs are unobservable (supported by little or no market activity).

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. All financial assets are classified as loans and receivables and are recorded at amortized cost. Their carrying values approximate their fair value due to their relatively short-term maturities and because market interest rates have not fluctuated significantly since the date at which the loans were entered into. The fair value of the bank indebtedness and operating line approximates book value since it bears interest at floating rates. The fair value of accounts payable and accrued liabilities, dividends payable and due to related parties carrying value approximates their fair value as they are non-interest bearing, due on demand and are paid within 30 days. Mortgages receivable mature between 2015 and 2025 with a weighted average term to maturity at March 31, 2015 of 14.6 months (December 31, 2014 – 13.7 months). Fair value of mortgages receivable is established by Level 3 inputs.

The fair value of convertible debentures at the time of issue is established using Level 2 inputs. The fair value of convertible debentures has been determined based on the closing prices of the convertible debentures on the TSX on the respective dates.

**13. FINANCIAL INSTRUMENTS (continued)****(b) Fair value (continued)**

<b>Convertible debentures</b>	<b>March 31 2015</b>	<b>December 31 2014</b>
Fair value	\$ 105,187	\$ 104,507
Less book value of equity component	(1,062)	(1,062)
	<u>\$ 104,125</u>	<u>\$ 103,445</u>
Book value of financial liability component	<u>\$ 99,470</u>	<u>\$ 99,235</u>

The fair value of other financial liabilities is estimated using level 3 inputs.

**(c) Credit risk**

The following asset is exposed to credit risk: mortgages receivable. Credit risk is the risk that a counterparty to a financial instrument will fail to discharge its obligation or commitment, resulting in a financial loss to the company.

The company controls the credit risk of mortgages receivable by maintaining strict credit policies including due diligence processes, credit limits, documentation requirements, review and approval of new mortgages by the board of directors or a subgroup thereof, quarterly review of the entire portfolio by the board of directors, and other credit policies approved by the board of directors. Credit risk is approved by the board of directors. At March 31, 2015 no single borrower accounted for more than 8.2% of mortgages receivable (December 31, 2014 – 7.9%). See Note 5(a) for geographic as well as mortgage rank breakdown.

**(d) Liquidity risk**

Liquidity risk is the risk that the company will not be able to meet its obligations when due. The primary sources of liquidity risk are the requirements to fund commitments for new mortgages, advances on existing mortgages, as well as obligations under the company's credit facility. The company's liquidity risk is managed on an ongoing basis in accordance with the policies and procedures in place that reduce the risk to an acceptable level. Policies and procedures include continual monitoring of expected cash flows, reviewing credit requirements with the company's bankers, issuing convertible debentures or common shares in the public markets from time to time as required, and staggering the maturities of convertible debentures when they are issued. From time to time the company has arranged temporary increases in its credit facility with its banks in order to manage liquidity requirements, and expects to be able to continue to do so in the future if required. The company's significant financial liabilities include bank indebtedness, operating line, accounts payable and accrued liabilities, dividends payable, due to related party and the liability component of convertible debentures. The bank indebtedness and operating line are drawn upon as required to discharge accounts payable and accrued liabilities as well as to pay out dividends on a monthly basis. The company's agreement with the lender is that the operating line will not be called provided that all covenants are met and that any significant excess cash is used to pay down the bank loan and indebtedness.

As at March 31, 2015, management considers that it has adequate procedures in place to manage liquidity risk.

<b><u>Obligations at March 31, 2015</u></b>	<b><u>Total</u></b>	<b><u>Less than 1 year</u></b>	<b><u>1-2 years</u></b>	<b><u>3-7 years</u></b>
Bank indebtedness	\$ 731	\$ 731	\$ –	\$ –
Operating line	37,855	37,855		
Accounts payable and accrued liabilities	445	445	–	–
Accrued convertible debentures interest	427	427		
Dividends payable	1,715	1,715	–	–
Due to related party	300	300	–	–
Convertible debentures	99,470	–	–	99,470
Total	<u>\$ 140,943</u>	<u>\$ 41,473</u>	<u>\$ –</u>	<u>\$ 99,470</u>

**13. FINANCIAL INSTRUMENTS (continued)****(d) Liquidity risk (continued)**

The company has commitments to advance additional funds under existing mortgages of \$109,563 and for new mortgages of \$22,032 at March 31, 2015 (December 31, 2014 – \$99,757 and \$10,063 respectively). Generally, outstanding commitments are expected to be funded within the next 24 months. However, the experience of the company has been that a portion of the unfunded amounts on existing mortgages will never be drawn.

**(e) Interest rate risk**

The company is exposed to interest rate risk in that an increase in interest rates will result in increased interest expense due to its operating line and indebtedness being set at a variable rate but all mortgages being set at fixed rates. The financial structure of the company results in relatively moderate interest rate risk because most of the company's financing is through common shares and convertible debentures, with a moderate amount of borrowings under the credit facility that bear floating interest rates.

If interest rates on debt had been one percentage point higher (lower) during the period ended March 31, 2015, earnings would have been reduced (increased) by approximately \$499 during the period, assuming that no changes had been made to the interest rates at which new mortgage loans were entered into. However, if new mortgage loans had been entered into at higher (lower) interest rates, the resulting reduction of earnings would have been less than (greater than) \$499.

**(f) Currency risk**

Currency risk is the risk that the value of financial assets and liabilities will fluctuate due to changes in foreign exchange rates. The company is not currently exposed to significant currency risk as all assets and liabilities are denominated in Canadian funds.

**14. CAPITAL MANAGEMENT**

The company defines capital as total debt plus shareholders' equity, as shown below:

	<b>March 31 2015</b>	<b>December 31 2014</b>
Bank indebtedness	\$ 731	\$ 313
Operating line	<u>37,855</u>	<u>79,985</u>
Total borrowing under credit facility	38,586	80,298
Convertible debentures	<u>99,470</u>	<u>99,235</u>
Total debt	138,056	179,533
Shareholders' equity	<u>249,548</u>	<u>248,204</u>
Capital employed	<u>\$ 387,604</u>	<u>\$ 427,737</u>

The company's objectives for managing capital are to preserve shareholders' equity, provide shareholders with stable dividends, and to use leverage in a conservative manner to improve return to shareholders. The company finances growth of its portfolio by issuing common shares and debt. In addition, a small amount of equity is raised every month through a dividend reinvestment plan for shareholders.

As bank borrowings increase, the company could expect to raise further funds through public offerings of convertible debentures or common shares, and through private placements of debt. The company's bank indebtedness, bankers' acceptances and bank loan are subject to external covenants as set out in Note 6. There has been no change in the company's capital management objectives since the prior period.

**15. SUBSEQUENT EVENTS**

On April 13, 2015, the company issued 16,682 common shares (\$206) to shareholders under its dividend reinvestment plan.

## BOARD OF DIRECTORS

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**Mark L. Silver**

Chair of the Board  
Atrium Mortgage Investment Corporation  
President  
Optus Capital Corporation

**Robert G. Goodall**

CEO and President  
Atrium Mortgage Investment Corporation

**Peter P. Cohos**

President  
Copez Properties Ltd.

**Robert H. DeGasperis**

President  
Metrus Properties Inc.

**Andrew Grant**

President  
PCI Group

**Nancy H. O. Lockhart**

Director  
Barrick Gold Corporation  
Director  
Gluskin Sheff + Associates  
Director  
Loblaw Companies Ltd.

**David M. Prussky**

Director  
Lonestar West Inc.

## MANAGEMENT

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**Robert G. Goodall**

CEO and President

**Jeffrey D. Sherman**, FCPA, FCA

CFO and Secretary

**Michael Lovett**

Managing Director – Ontario

**Bram Rothman**

Managing Director – Ontario

**Phil Fiuza**

Managing Director –  
Ontario, Residential

**Daniel Stewart**

Managing Director –  
Alberta and Saskatchewan

**Marianne Dobslaw**

Managing Director –  
British Columbia

## TRANSFER AGENT

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## AUDITORS

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Crowe Soberman LLP  
1100 – 2 St. Clair Ave. E.  
Toronto, ON M4T 2T5  
T. (416) 964-7633

## SHARE LISTING

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Common shares,  
TSX: AI

Convertible debentures 5.25%,  
TSX: AI.DB

Convertible debentures 6.25%,  
TSX: AI.DB.A

Convertible debentures 5.5%,  
TSX: AI.DB.B

Atrium offers a dividend reinvestment plan (DRIP) so that shareholders may automatically reinvest their dividends in new shares of Atrium at a 2% discount from market price and with no commissions. This provides an easy way to realize the benefits of compound growth of their investment in Atrium. Shareholders can enroll in the DRIP program by contacting their investment advisor or Computershare.

