ATRIUM MORTGAGE
INVESTMENT CORPORATION

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)	Notes	March 31 2015	December 31 2014
Assets			
Mortgages receivable	5	$ 390,152	$ 432,757
Prepaid expenses		339	370
		$ 390,491	$ 433,127
Liabilities			
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	99,470	99,235
		140,943	184,923
Shareholders' equity			
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		727	263
		249,548	248,204
		$ 390,491	$ 433,127
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"	*"Mark Silver"*
Robert Goodall, Director	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 Number	Common shares Amount	Contributed surplus and other equity	Equity component of convertible debentures	Retained earnings	Total
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)

	Notes	Three months ended March 31 2015	2014
Revenues			
Mortgage interest and fees		$ 9,492	$ 7,645
Operating expenses			
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	362	464
		1,617	1,441
Income before financing costs		7,875	6,204
Financing costs			
Interest on convertible debentures		1,723	706
Interest and other bank charges		550	662
		2,273	1,368
Earnings and comprehensive income for the period		$ 5,602	$ 4,836
Earnings per common share			
Basic	12	$ 0.23	$ 0.23
Diluted	12	$ 0.23	$ 0.23

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)	Three months ended March 31 2015	Three months ended March 31 2014
Cash provided by (used in):		
Operating activities		
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	362	464
	3,720	3,971
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	485	421
	323	892
Cash provided by operating activities	4,043	4,863
Investing activities		
Advances of mortgages receivable	(63,037)	(95,988)
Repayment of mortgages receivable	106,810	34,138
Cash provided by (used in) investing activities	43,773	(61,850)
Financing activities		
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	–	(1,546)
Cash (used in) provided by financing activities	(47,816)	56,987
Increase (decrease) in cash	–	–
Cash, beginning of period	–	–
Cash, end of period	$ –	$ –
Cash provided by operating activities includes:		
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

	March 31, 2015			December 31, 2014		
Mortgage category	**Number**	**Outstanding amount**	**% of Portfolio**	**Number**	**Outstanding amount**	**% of Portfolio**
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	195	392,812	100.0%	190	434,268	100.0%
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		$ 390,152			$ 432,757	

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%
	$ 392,812	100.0%

5. MORTGAGES RECEIVABLE (continued)

(a) Mortgage portfolio (continued)

	March 31, 2015			
Location of underlying property	Number of mortgages	Amount	Percentage	Weighted average interest rate
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%
	195	$ 392,812	100.0%	8.82%

	December 31, 2014			
Location of underlying property	Number of mortgages	Amount	Percentage	Weighted average interest rate
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%
	190	$ 434,268	100.0%	8.81%

Mortgage category	March 31 2015	%	December 31 2014	%
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%
	$ 392,812	100.0%	$ 434,268	100.0%

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

	March 31 2015	December 31 2014
Specific provision	$ –	$ –
General provision	2,750	2,388
Provision for mortgage losses	$ 2,750	$ 2,388

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

5. MORTGAGES RECEIVABLE (continued)

(b) Provision for mortgage losses (continued)

	Three months ended March 31, 2014		
	Specific provision	General provision	Total
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	$ –	$ 1,035	$ 1,035

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.

Credit facility	**March 31 2015**	**December 31 2014**
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	$ 42,886	$ 84,781

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).

	Three months ended March 31 2015	**Year ended December 31 2014**
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	$ 1,715	$ 3,379

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:

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

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

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

9. CONVERTIBLE DEBENTURES (continued)

	Year ended December 31, 2014			
	Convertible debenture 5.50% AI.DB.B	Convertible debenture 6.25% AI.DB.A	Convertible debenture 5.25% AI.DB	Total
Maturity date	Sept. 30, 2021	March 31, 2019	June 30, 2020	
Issued and outstanding				
Face value	$ 40,250	$ 31,801	$ 32,500	$ 104,551
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	26	7	–	33
Convertible debentures	37,879	30,101	30,611	98,591
Accretion for the year	88	273	283	644
Convertible debentures, end of year	$ 37,967	$ 30,374	$ 30,894	$ 99,235

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.

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

10. SHARE CAPITAL (continued)

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

11. SHARE-BASED PAYMENTS

	September 1 2014 grant	August 30 2013 grant	August 29 2012 grant	Total
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	–	–	–	–
	24,000	21,000	21,500	66,500
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	561	496	497	1,554
	980	2,585	4,145	7,710

Share compensation expense:	Three months ended March 31 2015	Three months ended March 31 2014
September 1, 2014 grant	$ 55	$ –
August 30, 2013 grant	20	42
August 29, 2012 grant	12	20
	$ 87	$ 62

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

	Three months ended March 31	
	2015	**2014**
Basic earnings per share –		
Numerator		
Earnings for the period	$ 5,602	$ 4,836
Denominator		
Weighted average common shares outstanding	24,459,481	21,227,782
Basic earnings per share	$ 0.23	$ 0.23
Diluted earnings per share –		
Numerator		
Earnings for the period	$ 5,602	$ 4,836
Interest on convertible debentures	1,723	706
Earnings for diluted earnings per share	7,325	5,542
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	4,686	3,121
Weighted average common shares outstanding – diluted basis	32,073,569	24,521,936
Diluted earnings per share	$ 0.23	$ 0.23

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)

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

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.

Obligations at March 31, 2015	***Total***	***Less than 1 year***	***1-2 years***	***3-7 years***
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	$ 140,943	$ 41,473	$ –	$ 99,470

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:

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

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.

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