

Financial statements of

CareVest First MIC Fund Inc.

December 31, 2023

CareVest First MIC Fund Inc.

December 31, 2023

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Independent Auditor's Report

To the Shareholders of
CareVest First MIC Fund Inc.

Opinion

We have audited the financial statements of CareVest First MIC Fund Inc. (the "Company") which comprise the statement of financial position as at December 31, 2023 and the statements of earnings (loss) and total comprehensive income (loss), changes in equity and cash flows for the year then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Deloitte LLP

Chartered Professional Accountants
March 22, 2024

CareVest First MIC Fund Inc.

Statement of earnings (loss) and total comprehensive income (loss) year ended December 31, 2023

(In Canadian dollars)

	2023	2022
	\$	\$
Revenue		
Finance income	123,964	133,176
Other	3,475	-
	127,439	133,176
Expenses		
Dividends on Preferred Shares		
Series A1 Preferred Shares	61,464	68,813
Series B1 Preferred Shares	21,712	21,364
	83,176	90,177
Professional fees	30,813	27,445
Management fee (Note 7)	10,209	11,309
Other	5,369	8,474
Bank charges	252	200
Mortgage recovery cost	165	26
Recovery of impairment of mortgages receivable (Note 6)	(1,143)	(3,292)
	128,841	134,339
Loss before income tax	(1,402)	(1,163)
Deferred income tax recovery (Note 8)	(1,971)	(1,047)
Net earnings (loss) and total comprehensive income (loss)	569	(116)

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

CareVest First MIC Fund Inc.

Statement of changes in equity year ended December 31, 2023

(In Canadian dollars)

	Capital stock	Contributed surplus	Retained earnings	Total
	\$	\$	\$	\$
Balance, January 1, 2022	100	6,000	11,389	17,489
Net loss for the year and total comprehensive loss	-	-	(116)	(116)
Balance, December 31, 2022	100	6,000	11,273	17,373
Net earnings for the year and total comprehensive income	-	-	569	569
Balance, December 31, 2023	100	6,000	11,842	17,942

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

CareVest First MIC Fund Inc.

Statement of financial position

as at December 31, 2023

(In Canadian dollars)

	2023	2022
	\$	\$
Assets		
Cash (Note 5)	91,682	211,207
Finance income receivable	10,349	11,196
Mortgages receivable - net of allowance (Note 6)	1,309,813	1,460,174
Prepaid expenses and deposits	358	4,446
Deferred income taxes (Note 8)	18,484	16,513
	1,430,686	1,703,536
Liabilities		
Accounts payable and accrued liabilities	13,878	13,081
Dividends payable	8,817	12,268
Due to related companies (Note 7)	794	945
Series A1 Preferred Shares (Note 9)	1,052,129	1,234,992
Series B1 Preferred Shares (Note 9)	337,126	424,877
	1,412,744	1,686,163
Shareholders' equity		
Capital stock (Note 10)	100	100
Contributed surplus	6,000	6,000
Retained earnings	11,842	11,273
	17,942	17,373
	1,430,686	1,703,536

Approved by the Board


_____ Director


_____ Director

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

CareVest First MIC Fund Inc.

Statement of cash flows

year ended December 31, 2023

(In Canadian dollars)

	2023	2022
	\$	\$
Operating activities		
Net earnings (loss)	569	(116)
Finance income	(123,964)	(133,176)
Dividend expense	83,176	90,177
Deferred tax recovery	(1,971)	(1,047)
Dividends reinvested (Note 9)	(24,171)	(23,650)
Changes in non-cash working capital (Note 12)	4,734	1,910
Recovery of impairment of mortgages receivable (Note 6)	(1,143)	(3,292)
Finance income received	124,811	130,613
Dividends paid	(62,456)	(62,120)
	(415)	(701)
Investing activities		
Advances of mortgages receivable	(502,509)	(1,390,544)
Repayments of mortgages receivable	654,013	1,637,254
	151,504	246,710
Financing activities		
Issuance of Series A1 and Series B1 Preferred Shares (Note 9)	24,171	23,650
Redemption and retraction of Series A1 and Series B1 Preferred Shares (Note 9)	(294,785)	(328,968)
	(270,614)	(305,318)
Net decrease in cash	(119,525)	(59,309)
Cash, beginning of year	211,207	270,516
Cash, end of year (Note 5)	91,682	211,207

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

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

1. Nature of operations

CareVest First MIC Fund Inc. (the “Company”) was incorporated under the Canada Business Corporations Act on March 1, 2012 and commenced operations as a mortgage investment corporation. The address of the registered office and principal place of business is Suite 1800, 555 - 4th Avenue S.W. Calgary, Alberta T2P 3E7.

The Company operates as a mortgage investment corporation, carrying on the business of investing directly or indirectly in mortgages granted as security for loans to builders, developers and owners of commercial, industrial and residential real estate located in various provinces of Canada.

The Company invests in mortgages originated, sourced, or arranged by CareVest Capital Inc. (“CCI”) under an agreement with CCI.

The Company has appointed Carecana Management Corp. (“Carecana”) as its investment fund manager and restricted portfolio manager pursuant to a management agreement.

These financial statements were approved by the directors Mr. Mike Helfer and Mr. Roy Goddard and authorized for issue on March 22, 2024.

2. Basis of presentation

Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Basis of preparation

The financial statements have been prepared on a going-concern basis and measured at historical cost. These financial statements are presented in Canadian dollars, which is the Company’s functional and presentation currency. Historical cost is based on the fair value of the consideration given in exchange at the transaction date.

General

The Company’s financial statements are prepared using the accounting policies described in Note 3. These policies have been applied throughout the period unless otherwise stated.

3. Accounting policies

In the current year, the Company has applied a number of amendments to IFRS Accounting Standards issued by the IASB that are mandatorily effective for an accounting period that begins on or after January 1, 2023. Their adoption has not had any material impact on the disclosures or on the amounts reported in these financial statements.

- Amendments to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2 *Making Materiality Judgments* — Disclosure of Accounting Policies
- Amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* — Definition of Accounting Estimates

At the date of authorisation of these financial statements, the Company has not applied the following new and revised IFRS Accounting Standards that have been issued but are not yet effective.

- Amendments to IAS 1 *Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants*

Management does not expect that the adoption of the standards listed above will have a material impact on the financial statements of the Company in future periods.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

3. Accounting policies (continued)

Cash

The Company's policy is to present bank deposit balances under cash, including cash, cash held in trust and short term investments in money market instruments (if held). All components are liquid and any short-term investments have an original maturity of less than three months.

Mortgages receivable

Mortgages receivable are initially recorded at fair value plus any transaction costs and are subsequently measured at amortized cost using the effective interest method, less any impairment losses. The Company recognizes a loss allowance for mortgages receivable in accordance with the IFRS 9 expected credit loss ("ECL") model. The ECL is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the mortgage contract agreement and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

The amount of ECL is updated at each reporting date to reflect the changes in credit risk since initial recognition for each of the respective mortgages receivable. The Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition on the mortgage receivable. If, on the other hand, the credit risk on the mortgages receivable has not increased significantly since initial recognition, the Company measures the loss allowance for that mortgage receivable at an amount equal to 12-month ECL ("12m ECL").

The Company measures the mortgage loss allowance on an individual basis, as the concentration of credit risk is limited due to the customer base being large and unrelated.

Revenue recognition

The Company purchases fully serviced mortgage investments from CCI and finance income is presented net of the priority interest allocation retained by CCI from the interest paid by the borrower on the investments acquired by the Company. Finance income is accounted for on an accrual basis and is measured at the fair value of the consideration received or receivable.

Finance income

Finance income is recognized when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Finance income is accrued with the passage of time, by reference to the principal outstanding balance and at the terms of the mortgage commitment it relates to.

Upon impairment of a mortgage receivable, subsequent accreted income is recorded using the rate of interest used to discount the future cash flows in measuring impairment.

Deferred tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

3. Accounting policies (continued)

Deferred tax (continued)

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive), as a result of a past event, if it is probable that the Company will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. Provisions are not recognized for future operating losses.

Financial instruments

Financial assets

All financial assets are recognized and derecognized on the trade date in which the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs. All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

Financial assets that meet the following conditions are subsequently measured at amortized cost:

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

As at December 31, 2023 there are no financial assets measured at fair value through other comprehensive income (FVOCI) or at fair value through profit or loss (FVTPL). All financial assets are measured at amortized cost.

Effective interest method

The effective interest method is a method of calculating the amortized cost of financial assets and liabilities and of allocating interest expense over the relevant period.

For financial instruments other than purchased or originated credit-impaired financial assets, the effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) excluding expected credit losses, through the expected life of the debt instrument, or, where appropriate, a shorter period, to the gross carrying amount of the debt instrument on initial recognition. For purchased or originated credit impaired financial assets, a credit-adjusted effective interest rate is calculated by discounting the estimated future cash flows, including expected credit losses, to the amortized cost of the debt instrument on initial recognition.

The amortized cost of a financial asset is the amount at which the financial asset is measured at initial recognition minus the principal repayments, plus the cumulative amortization using the effective interest method on any difference between that initial amount and the maturity amount, adjusted for any loss allowance.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

3. Accounting policies (continued)

Financial instruments (continued)

Effective interest method (continued)

The gross carrying amount of a financial asset is the amortized cost of a financial asset before adjusting for any loss allowance.

Finance income is recognized using the effective interest method for debt instruments. For financial instruments other than purchased or originated credit-impaired financial assets, finance income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see impairment of financial assets). For financial assets that have subsequently become credit-impaired, finance income is recognized by applying the effective interest rate to the amortized cost of the financial asset. If, in subsequent reporting periods, the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, finance income is recognized by applying the effective interest rate to the gross carrying amount of the financial asset.

For purchased or originated credit-impaired financial assets, the Company recognizes finance income by applying the credit-adjusted effective interest rate to the amortized cost of the financial asset from initial recognition. The calculation does not revert to the gross basis even if the credit risk of the financial asset subsequently improves so that the financial asset is no longer credit-impaired.

Impairment of financial assets

The Company recognizes a loss allowance for expected credit losses on investments in debt instruments that are measured at amortized cost, as well as on loan commitments and financial guarantee contracts. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Company always recognizes the lifetime ECL for trade receivables. The expected credit losses on these financial assets are estimated using a provision matrix based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate.

For all other financial instruments, the Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition. If, on the other hand, the credit risk on the financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to the 12m ECL. The assessment of whether the lifetime ECL should be recognized is based on significant increases in the likelihood or risk of a default occurring since initial recognition instead of on evidence of a financial asset being credit-impaired at the reporting date or an actual default occurring.

The Company writes off a mortgage receivable and the corresponding ECL when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery. Mortgages receivable written off may still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognized in profit or loss.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

3. Accounting policies (continued)

Financial instruments (continued)

Financial assets – derecognition of financial assets

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset. A transfer is considered to have occurred if the Company transfers the contractual rights of the cash flows, or if it retains the rights to the contractual cash flows, but assumes an obligation to pay these cash flows to another recipient. If it is determined that the Company has transferred a financial asset, it evaluates the extent to which it retains the risks and rewards of ownership of the financial asset. If the entity transfers substantially all the risks and rewards of ownership of the financial asset, the Company will derecognize it. If the Company retains substantially all the risks and rewards of ownership of the financial asset, the Company will continue to recognize the asset. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay.

Type of financial asset	Treatment upon derecognition
Financial asset measured at amortized cost	The difference between the financial asset's carrying amount and the sum of the consideration received and receivable is recognized in profit or loss.

Financial liabilities – classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. The Company has classified non-voting preferred shares redeemable at the option of the holder as liabilities.

Financial liabilities are classified as financial liabilities at amortized cost.

Financial liabilities at amortized cost, including borrowings, are initially measured at fair value, net of transaction costs. Financial liabilities at amortized cost are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

Equity

Capital stock is recorded at the value of the shares issued. Costs directly related to the issuance of shares are reported as a reduction from equity, net of tax effects.

Retained earnings includes the earnings and losses from the current period and prior periods.

Dividends are included under liabilities in the period in which the dividend is declared and approved by the board of directors, until they are paid by the Company.

Preferred shares

Preferred shares, which are retractable and redeemable, are initially recorded at fair value, net of any costs that are directly related to the issuance of the shares. These are recorded and subsequently measured at the redemption price as discussed in Note 9. The dividends on these preferred shares and any redemption gains or losses are recognized in profit or loss.

Dividends

Dividends paid on preferred shares are accounted for as an expense of the Company and are comprised of the interest earned on the mortgage receivable less all expenses of the Company.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

4. Critical accounting judgments and key sources of estimation uncertainty

In the application of the Company's accounting policies, which are described in Note 3, the Company is required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

In the process of applying the Company's accounting policies, the directors have made the following judgments, estimates, and assumptions which have the most significant effect on the amounts recognized in the financial statements.

Critical judgments in applying accounting policies

Recognition of ECL for mortgages

The measurement of expected credit losses is a function of the probability of default, loss given default (the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for mortgage assets, this is represented by the assets' gross carrying amount at the reporting date.

For mortgage assets, the expected credit loss is estimated as the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate.

The following table summarizes the impairment requirements under IFRS 9:

Change in credit quality since initial recognition			
	Stage 1	Stage 2	Stage 3
<i>Status</i>	Initial recognition	Significant increase in credit risk since initial recognition	Credit-impaired assets
<i>Recognition of ECL</i>	12m ECL	Lifetime ECL	Lifetime ECL
<i>Finance income recognition</i>	Applying the effective interest rate ("EIR") to the gross carrying amount of the mortgage	Applying the EIR to the gross carrying amount of the mortgage	Applying the EIR to the net carrying amount of the mortgage

- Lifetime ECL represents the ECL that will result from all possible default events over the expected life of a mortgage.
- 12m ECL represents the portion of lifetime ECL that is expected to result from default events on a mortgage that are possible within 12 months after the reporting date.

Significant increase in credit risk for mortgage allowance

In assessing whether the credit risk on a mortgage receivable has increased significantly since initial recognition, the Company compares the risk of a default occurring on the mortgage as at the reporting date with the risk of a default occurring on the mortgage as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

4. Critical accounting judgments and key sources of estimation uncertainty (continued)

Critical judgments in applying accounting policies (continued)

Significant increase in credit risk for mortgage allowance (continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- An actual or expected significant deterioration in the mortgage's credit rating by Carecana's Credit Committee;
- Timing of receipts on future cash flows, including repayments from the borrower and estimates of the value and timing of the collateral underlying the loan;
- Existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the mortgage borrower's ability to meet its debt obligations; and
- An actual or expected significant adverse change in the regulatory or economic environment of the mortgage borrower that results in a significant decrease in the borrower's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Company presumes that the credit risk on a mortgage receivable has increased significantly since initial recognition when contractual payments are more than 30 days past due.

Definition of default

The Company considers that default on a mortgage receivable has occurred when:

- A mortgage is more than 90 days past due unless the Company has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate; or
- Information developed internally or obtained from external sources indicates that the debtor is unlikely to pay the Company, in full.

Credit-impaired mortgage receivable

A mortgage receivable is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that mortgage have occurred. Evidence that a mortgage receivable is credit-impaired includes observable data about the following events:

- a) Significant financial difficulty of the mortgage borrower;
- b) A breach of contract, such as a default or past due event; or
- c) It is becoming probable that the borrower will enter bankruptcy or other financial reorganization.

Tax position

Deferred tax assets are recognized for all unused tax losses to the extent that it is probable that the taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based on the likely timing and level of future taxable profits together with future tax planning strategies.

When applicable, the Company adjusts the previously recorded tax provision and associated tax assets and liabilities to reflect changes in estimates and for any tax assessments levied.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

4. Critical accounting judgments and key sources of estimation uncertainty (continued)

Critical accounting estimates and assumptions

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Measurement of ECL for mortgages

The measurement of the ECL allowance for the mortgages receivable is an area that requires the use of significant assumptions about future economic conditions and credit behavior which includes the likelihood of borrower defaulting and the resulting losses. This involves a number of significant estimates and assumptions with respect to the value of the properties involved including, but not limited to, the value placed on collateralized assets, the timing of future cash inflows and outflows, costs to complete and costs to be incurred in making the sale. Valuation techniques include using the discounted cash flow model. Inputs into these models are taken from observable markets where possible, but where this is not feasible, estimations are required to establish fair values. A scenario analysis is used to determine the present value of future cash flows for the impaired mortgages receivable. Values are input with reference to quoted market prices when available, including third party appraisals, listing agreements, purchase agreements, and property tax assessments. Cash outflows include costs to complete and costs incurred to make the sale, including marketing and legal costs.

A number of significant judgments are also required in applying the accounting requirements for measuring ECL, such as:

- Determining criteria for significant increase in credit risk;
- Choosing appropriate models and assumptions for the measurement of ECL; and
- Establishing the number and relative weightings of forward-looking scenarios for each type of mortgage and the associated ECL.

Redemption price

The redemption price of a preferred share is determined by the directors, for which they must make estimates and assumptions over factors involved. Factors that may be considered include the last redemption price of that series of preferred share, the last offering price of that series of preferred share, the fair value of assets and liabilities attributable to that series of preferred share, the net sale, issue and holding costs of such preferred share, specific class or series expenses attributable to such preferred share and the liquidity reasonably available to the Company.

5. Cash

For the purposes of the statement of cash flows, cash includes cash on deposit and cash held in trust. Cash at the end of the reporting period as shown in the statement of cash flows can be reconciled to the related items in the statement of financial position as follows:

	2023	2022
	\$	\$
Operating deposit bank account	614	584
Cash held in trust	91,068	210,623
	91,682	211,207

Cash held in trust consists of funds used for operations of the Company. There are no restrictions on the Company's use of the cash held in trust.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable

The mortgages receivable consist of short-term financing for commercial, industrial, and residential mortgages and term loans for completed or substantially completed income producing properties in British Columbia and Alberta (2022 - British Columbia and Alberta).

As at December 31, 2023, the Company has mortgages receivable which earn interest at fixed and variable rates ranging from 6.00% to 13.00% (2022 - 5.95% to 11.50%) and are secured by real property. The mortgages receivable are typically due within 6 to 18 months.

	2023	2022
	\$	\$
Mortgages due within the next 12 month period - net of allowance	1,248,059	1,455,050
Mortgages due after the next 12 month period - net of allowance	61,754	5,124
	1,309,813	1,460,174

The gross mortgage and loss allowance balances at the end of the period are impacted by a variety of factors, as described below:

- Transfers between Stage 1 and Stages 2 or 3 due to mortgages receivables experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the year, and the consequent "step up" (or "step down") between 12m or lifetime ECL;
- Additional allowance for new mortgages recognized during the period, as well as releases for mortgages de-recognized during the period;
- Impact on the measurement of ECL due to changes in probability of default, loss given default and the exposure at default;
- Impact on the measurement of ECL due to changes made to models and assumptions;
- Discount unwind within ECL due to the passage of time, as ECL is measured on a present value basis; or
- Mortgages receivable derecognized during the year and write-offs of allowances related to assets that were written-off during the year.

The following is a reconciliation of the mortgage gross carrying amounts between the beginning and end of the reporting period.

Reconciliation of mortgage gross carrying amount

	2023			Total
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	
Gross carrying amount as at January 1, 2023	1,430,528	-	101,774	1,532,302
<i>Transfers</i>				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	(363,439)	-	363,439	-
Transfer from Stage 2 to Stage 3	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-
Transfer from Stage 2 to Stage 1	-	-	-	-
Mortgage assets derecognized other than write-offs	-	-	-	-
New mortgages originated	493,364	-	9,145	502,509
Paydowns on mortgages	(637,032)	-	(16,981)	(654,013)
Write offs	-	-	(67,875)	(67,875)
Gross carrying amount as at December 31, 2023	923,421	-	389,502	1,312,923

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable (continued)

Reconciliation of mortgage gross carrying amount

	2022			
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
Gross carrying amount as at January 1, 2022	1,690,119	-	88,893	1,779,012
<i>Transfers</i>				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	(24,542)	-	24,542	-
Transfer from Stage 2 to Stage 3	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-
Transfer from Stage 2 to Stage 1	-	-	-	-
Mortgage assets derecognized other than write-offs	-	-	-	-
New mortgages originated	1,390,544	-	-	1,390,544
Paydowns on mortgages	(1,625,593)	-	(11,661)	(1,637,254)
Write offs	-	-	-	-
Gross carrying amount as at December 31, 2022	1,430,528	-	101,774	1,532,302

The following table is a reconciliation of the mortgage loss allowance between the beginning and the end of the annual period.

Reconciliation of mortgage loss allowance

	2023			
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
Gross carrying amount as at January 1, 2023	4,218	-	67,910	72,128
<i>Transfers</i>				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	(1,453)	-	1,453	-
Transfer from Stage 2 to Stage 3	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-
Transfer from Stage 2 to Stage 1	-	-	-	-
Impairment losses recognized	(676)	-	-	(676)
Impairment losses reversed	-	-	(467)	(467)
Write offs	-	-	(67,875)	(67,875)
Gross carrying amount as at December 31, 2023	2,089	-	1,021	3,110

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable (continued)

Reconciliation of mortgage loss allowance

	2022			
	Stage 1	Stage 2	Stage 3	Total
	12m ECL	Lifetime ECL	Lifetime ECL	
Gross carrying amount as at January 1, 2022	5,911	-	69,509	75,420
<i>Transfers</i>				
Transfer from Stage 1 to Stage 2	-	-	-	-
Transfer from Stage 1 to Stage 3	49	-	(49)	-
Transfer from Stage 2 to Stage 3	-	-	-	-
Transfer from Stage 3 to Stage 2	-	-	-	-
Transfer from Stage 2 to Stage 1	-	-	-	-
Impairment losses recognized	-	-	-	-
Impairment losses reversed	(1,742)	-	(1,550)	(3,292)
Write offs	-	-	-	-
Gross carrying amount as at December 31, 2022	4,218	-	67,910	72,128

In 2023, the Company recovered \$1,143 (2022 - \$3,292) for mortgages that were previously impaired as they had been deemed to be uncollectible. This amount has been netted against impairment of mortgages receivable.

The Company does not hold any additional collateral or other credit enhancements over these balances nor does it have a legal right of offset against any amounts owed by the Company to the counterparty.

Maximum exposure to credit risk

	Commercial Mortgages			
	As at December 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
# of days outstanding	12m ECL	Lifetime ECL	Lifetime ECL	
current	99,299	-	-	99,299
less than 30 days	-	-	-	-
between 30 and 90 days	-	-	-	-
greater than 90 days	-	-	192,747	192,747
Gross carrying amount	99,299	-	192,747	292,046
Loss allowance	495	-	965	1,460
Carrying amount	98,804	-	191,782	290,586

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable (continued)

Maximum exposure to credit risk (continued)

# of days outstanding	Commercial Mortgages			
	As at December 31, 2022			
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
current	194,524	-	-	194,524
less than 30 days	-	-	-	-
between 30 and 90 days	-	-	-	-
greater than 90 days	-	-	-	-
Gross carrying amount	194,524	-	-	194,524
Loss allowance	973	-	-	973
Carrying amount	193,551	-	-	193,551

# of days outstanding	Residential Mortgages			
	As at December 31, 2023			
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
current	824,122	-	-	824,122
less than 30 days	-	-	-	-
between 30 and 90 days	-	-	-	-
greater than 90 days	-	-	196,755	196,755
Gross carrying amount	824,122	-	196,755	1,020,877
Loss allowance	1,594	-	56	1,650
Carrying amount	822,528	-	196,699	1,019,227

# of days outstanding	Residential Mortgages			
	As at December 31, 2022			
	Stage 1 12m ECL	Stage 2 Lifetime ECL	Stage 3 Lifetime ECL	Total
current	1,236,004	-	-	1,236,004
less than 30 days	-	-	-	-
between 30 and 90 days	-	-	-	-
greater than 90 days	-	-	101,774	101,774
Gross carrying amount	1,236,004	-	101,774	1,337,778
Loss allowance	3,245	-	67,910	71,155
Carrying amount	1,232,759	-	33,864	1,266,623

Mortgages classified as residential are provided for buildings and structures which are intended for human habitation, together with any property that is intended to be improved, converted or developed to provide housing accommodation, or services in support of housing accommodation, and property that is associated with housing accommodation. Commercial mortgages, in this context, would pertain to properties that are intended to generate ongoing income producing cash flow, including but not limited to office buildings, shopping complexes or industrial warehouses.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable (continued)

Maximum exposure to credit risk (continued)

Province	As at December 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
	12m ECL	Lifetime ECL	Lifetime ECL	
Alberta	284,297	-	-	284,297
British Columbia	637,035	-	388,481	1,025,516
	921,332	-	388,481	1,309,813

Province	As at December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total
	12m ECL	Lifetime ECL	Lifetime ECL	
Alberta	298,913	-	-	298,913
British Columbia	1,127,397	-	33,864	1,161,261
	1,426,310	-	33,864	1,460,174

Type of Mortgage	As at December 31, 2023			
	Stage 1	Stage 2	Stage 3	Total
	12m ECL	Lifetime ECL	Lifetime ECL	
Land	547,129	-	216,324	763,453
Construction	345,041	-	28,189	373,230
Inventory	29,162	-	143,968	173,130
	921,332	-	388,481	1,309,813

Type of Mortgage	As at December 31, 2022			
	Stage 1	Stage 2	Stage 3	Total
	12m ECL	Lifetime ECL	Lifetime ECL	
Land	661,103	-	33,864	694,967
Construction	546,449	-	-	546,449
Inventory	218,758	-	-	218,758
	1,426,310	-	33,864	1,460,174

Mortgages classified as land are provided to support land development, typically construction of services to produce serviced lots for sale. This could also include raw land expected to become actively developed within the short term. Mortgages classified as construction support the construction of buildings for eventual occupancy, including single family homes, townhomes and condominiums, as well as properties that are or have the potential to become income producing. Mortgages classified as inventory are provided to finance projects that are available for sale. Lastly, mortgages classified as servicing provide financing for completed projects that will produce business income, which are typically rental properties or owner/occupied businesses.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

6. Mortgages receivable (continued)

Maximum exposure to credit risk (continued)

The Company recognizes lifetime ECL when there has been a significant increase in credit risk since initial recognition on the mortgage receivable. If, on the other hand, the credit risk on the mortgages receivable has not increased significantly since initial recognition, the Company measures the loss allowance for that mortgage receivable at an amount equal to the 12 month ECL.

In assessing whether the credit risk on a mortgage receivable has increased significantly since initial recognition, the Company compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Company considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

The Company measures the mortgage loss allowance on an individual basis as the concentration of credit risk is limited due to the customer base being large and unrelated.

Valuation techniques and assumptions are discussed in Note 4.

7. Related party transactions

The Company invests in mortgages originated, sourced or arranged by CCI under an agreement with CCI. The entities are related by virtue of common shareholders. Under this agreement, CCI is entitled to a priority allocation of the interest accruing and payable on all mortgage loans up to 2.5% of the outstanding principal balance calculated daily, aggregated and paid monthly. CCI retains a priority interest allocation of up to 2.5% from the interest paid by the borrowers on the mortgage investments acquired by the Company. These Agreements have an unspecified term and may be terminated by the parties as specified therein.

The Company pays a management fee of 0.5% per annum of the proportionate share of the total assets of the Company attributable to the Series A1 and 1.0% per annum of the proportionate share of the total assets of the Company attributable to the Series B1 Preferred Shares, plus applicable taxes, calculated daily, aggregated and payable monthly in arrears, to Carecana for acting as its investment fund manager and portfolio manager. The entities are related by virtue of common management, directors and shareholders.

During the year, the Company entered into the following transactions with related companies:

	2023	2022
	\$	\$
Management fee		
Carecana Management Corp.	10,209	11,309
	2023	2022
	\$	\$
Priority interest retained by CareVest Capital Inc.	30,615	40,560

These transactions were in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related companies.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

7. Related party transactions (continued)

The following balances were outstanding at the end of the reporting period:

	2023	2022
	\$	\$
Due to		
Carecana Management Corp.	794	945
	794	945

Compensation of key management personnel

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of the Company. The Company had no employees and there was \$Nil remuneration for directors during the year (2022 - \$Nil).

8. Income taxes

Deferred income tax reflects the net tax effects of the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred tax assets are as follows:

	2023	2022
	\$	\$
Deferred income tax asset		
Non-capital loss carry forwards	51,345	45,869
Tax rate	36.00%	36.00%
	18,484	16,513

The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible and during the loss carry-forward periods. Management considers the scheduled reversal of deferred tax assets and liabilities, projected future taxable income, and tax planning strategies in making this assessment. Due to future expected operating results, management has determined that it is probable that the deferred income tax assets will be realized. The Company has tax loss carry-forwards of \$51,345 (2022 - \$45,689) which expire by 2043 (2022 - 2042).

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

9. Preferred shares

Class A Preferred Share, restricted voting

Series A1 Preferred Share, non-voting, retractable redeemable shares

Class B Preferred Share, restricted voting

Series B1 Preferred Share, non-voting, retractable redeemable shares

Class C Preferred Share, restricted voting

Class D Preferred Share, restricted voting

Class E Preferred Share, restricted voting

Class F Preferred Share, restricted voting

Series F1 Preferred Share, non-voting, retractable redeemable shares

Class G Preferred Share, restricted voting

First Preferred Share, restricted voting

Second Preferred Share, restricted voting

Third Preferred Share, restricted voting

Fourth Preferred Share, restricted voting

Fifth Preferred Share, restricted voting

The following table details the transactions that occurred during the year and total shares issued at December 31, 2023 and December 31, 2022.

	Series A1 Preferred shares	Series B1 Preferred shares
	#	#
Number of shares outstanding January 1, 2022	1,409,370	549,667
Shares issued	17,305	6,345
Shares redeemed and retracted	(197,047)	(131,921)
Number of shares outstanding December 31, 2022	1,229,628	424,091
Shares issued	18,234	5,937
Shares redeemed and retracted	(201,097)	(93,688)
Number of shares outstanding December 31, 2023	1,046,765	336,340

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

9. Preferred shares (continued)

	Series A1 Preferred shares	Series B1 Preferred shares
	\$	\$
Value of shares outstanding January 1, 2022	1,414,734	550,453
Shares issued for dividends	17,305	6,345
Shares redeemed and retracted	(197,047)	(131,921)
Value of shares outstanding December 31, 2022	1,234,992	424,877
Shares issued for dividends	18,234	5,937
Shares redeemed and retracted	(201,097)	(93,688)
Value of shares outstanding December 31, 2023	1,052,129	337,126

At December 31, 2023, there are 71,701 (\$71,701) (2022 - 200,810 (\$200,810)) Series A1 Preferred Shares and Nil (\$Nil), (2022 – Nil (\$Nil)) Series B1 Preferred Shares scheduled for redemption and retraction in the next fiscal year.

All Class A, B, C, D, E, F, G, First, Second, Third, Fourth and Fifth Preferred Shares shall not be entitled to vote separately as a class or series or to dissent upon a proposal to amend the articles of the Company to: (a) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series; or (b) effect an exchange, reclassification or cancellation of all or part of the shares of such class or series; or (c) create a new class or series of shares equal or superior to the shares of such class or series.

Retraction rights

The Company may retract at any time and from time to time in its sole discretion any outstanding Series A1, B1 or F1 Preferred Share on such terms and conditions, including without limitation the method and payment therefore, as are established or set by resolution of the directors in their sole discretion from time to time.

Redemption features

The registered holder of a Series A1 or Series B1 Preferred Share, by giving a duly completed and properly executed written notice to the Company (the "Redemption Notice"), is entitled to request that the Company redeem the whole or any part of the Preferred Shares of that series held by such holder:

- once every twelve months (an "Annual Redemption"); or
- upon approval of the directors in their sole discretion, at any other time (a "Discretionary Redemption").

Upon acceptance by the directors of the Redemption Notice and the redemption request, the Redemption Notice will thereafter be irrevocable by the holder without the consent of the Company and the preferred shares specified therein (the "Redeemable Shares") shall be considered to be tendered for redemption as at the acceptance date (the "Notice Date"). The holder of the Redeemable Shares shall continue to have all of the holder's rights as a shareholder in respect of each Redeemable Share until the Redemption Payment (as defined below) for that Redeemable Share has been paid in full.

The redemption payment for an Annual Redemption will be the Redemption Price of the Redeemable Share, calculated as at the end of business on the Business Day immediately preceding the Redemption Date (as defined below), plus the pro rata share of any dividend distributions declared on such Redeemable Share which have accrued up to and including the Redemption Date, to the extent same are not included in the calculation of the Redemption Price and remain unpaid (the "Annual Redemption Payment").

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

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9. Preferred shares (continued)

Redemption features (continued)

The redemption payment for a Discretionary Redemption will be the Redemption Price of the Redeemable Share, calculated as at the end of business on the Business Day immediately preceding the Redemption Date (as defined below), plus the pro rata share of any dividend distributions declared on such Redeemable Share which have accrued up to and including the Redemption Date, to the extent same are not included in the calculation of the Redemption Price and remain unpaid, less a discount in an amount set by the directors as at the Redemption Date (the "Discretionary Redemption Payment"), but not exceeding 3% of the Redemption Price.

For the purposes of these redemption provisions, the Annual Redemption Payment and the Discretionary Redemption Payment will together be referred to as the "Redemption Payment".

The Redemption Payment for each Redeemable Share will be reduced by a percentage of the original purchase price of the Redeemable Share in accordance with the following schedule:

(1)	Series A1	Series B1
Year 1	6%	3%
Year 2	5.5%	2%
Year 3	5%	1%
Year 4	3%	
Year 5	2%	

(1) For the purpose of determining the applicable percentage, "year" is the year in which the Notice Date falls and each year is calculated from the issue date of a Redeemable Share to and including the next annual anniversary date.

Subject to the limitations set out below, on the last day of the calendar month (or the next following Business Day if the last day of the calendar month falls on a day that is not a Business Day) which is five full months following the month in which the Notice Date falls or such earlier date as determined by the directors in their sole discretion (the "Redemption Date"), the Company will redeem the Redeemable Shares. Subject to the directors' right to extend the time for payment of any Redemption Payment if in their sole discretion the directors determine that such payment would be prejudicial to the interests of the remaining shareholders of the Company, and any limitations on the payment of the Redemption Payment set out in these redemption provisions, the Redemption Payment, less any reductions, amounts or fees payable in respect of the Redeemable Share, will be paid on or within 10 Business Days of the Redemption Date.

Notwithstanding any other provision of this redemption feature, the aggregate amount of the Redemption Payments that the Company is obliged to make on or in respect of each Redemption Date is limited to an amount that is equal to 1% of the aggregate Redemption Price of all preferred shares calculated as at the first day of the month in which the Redemption Date falls. Such aggregate amount of Redemption Payments includes amounts payable to shareholders who have previously tendered their Preferred Shares for redemption and the Redemption Payment for which has not been paid in full as of that Redemption Date. Redeemable Shares will be redeemed and Redemption Payments will be paid in order of receipt of Redemption Notices or *pari passu* if, in their sole discretion, the directors determine that *pari passu* would be better suited to the interests of the shareholders or the operations of the Company, on the next following Redemption Dates, or such earlier dates as determined by the directors in their sole discretion, until the Redemption Payment for such shares has been paid in full.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

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9. Preferred shares (continued)

Redemption features (continued)

Notwithstanding any other provision of this redemption feature, the directors may, in their sole discretion at any time and from time to time suspend the redemption feature in respect of any or all of the Preferred Shares for such period of time as the directors determine, in their sole discretion, that:

(a) conditions exist which render imprudent or impractical the Company's ability to obtain the cash on hand required to make any or all Redemption Payments; or (b) the suspension is in the best interests of the shareholders of the Company as a whole. The suspension may, in the sole discretion of the directors, apply to Preferred Shares tendered for redemption prior to the suspension but as to which payment in full has not been made, as well as to preferred shares tendered for redemption while the suspension is in effect. Any declaration of suspension by the directors is conclusive.

A shareholder may, with the consent of the Company, which may be given or withheld in its sole discretion, withdraw its redemption request and revoke its Redemption Notice by providing written notice to the Company.

Notwithstanding any other provision of this redemption feature, the directors may, but are not obliged to, in their sole discretion at any time and from time to time waive or alter the amount or payment of a fee or discount, or the reduction or limitation of any Redemption Payment, on any terms and conditions they so determine for any particular redemption request.

Redemption price

The Redemption Price of a Series A1 Preferred Share or Series B1 Preferred Share (collectively a "Preferred Share") at any time means the price of such Preferred Share as determined by the directors, acting reasonably, but in their sole discretion.

Factors that may be considered in determining Redemption Price at any time may include, without limitation, the last Redemption Price of that series of Preferred Share, the last offering price of that series of Preferred Share, fair value of the assets and liabilities attributable to that series of Preferred Share, the net sale, issue and holding costs of such Preferred Share, specific class or series expenses attributable to such Preferred Share, market prices for similar investments that are traded on a stock exchange in Canada, the variation inherent in any estimates used in the calculation of the Redemption Price of the Preferred Share to be redeemed, the liquidity reasonably available to the Company and/or general economic conditions in Canada.

Dividend Reinvestment Plan ("DRIP")

The Company has adopted a DRIP under which holders of Series A1 Preferred Shares and Series B1 Preferred Shares may elect to reinvest cash dividends received from such shares to purchase additional shares of the same class or series.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

10. Capital stock

Authorized, unlimited number

Class A common shares, voting, retractable

Class B common shares, restricted voting

Class C common shares, restricted voting

Issued

	2023	2022
	\$	\$
100 Class A common shares (2022 - 100)	100	100

All Class A common shares are fully paid, without a par value, carry one vote per share and are retractable at the option of the Company only. All Class B and C common shares shall not be entitled to vote separately as a class or series or to dissent upon a proposal to amend the articles of the Company to: (a) increase or decrease any maximum number of authorized shares of such class or series, or increase any maximum number of authorized shares of a class or series having rights or privileges equal or superior to the shares of such class or series; or (b) effect an exchange, reclassification or cancellation of all or part of the shares of such class or series; or (c) create a new class or series of shares equal or superior to the shares of such class or series.

11. Financial instruments and risk management

Financial instruments

Fair value of financial instruments

In determining the fair value of financial instruments, the Company maximizes the use of observable inputs and minimizes the use of unobservable inputs. Observable inputs reflect market-driven or market-based information obtained from independent sources, while unobservable inputs reflect the Company's estimate about market data. Based on the observability of significant inputs used, the Company classifies its fair value measurements in accordance with a three-level hierarchy. This hierarchy is based on the quality and reliability of the information used to determine fair value.

Level 1: Valuations are based on quoted prices in active markets for identical assets or liabilities. Since the valuations are based on quoted prices that are readily available in an active market, they do not entail a significant degree of judgment.

Level 2: Valuations are based on observable inputs other than quoted prices.

Level 3: Valuations are based on at least one unobservable input that is supported by little or no market activity and is significant to the fair value measurement.

In assigning the appropriate levels, the Company performs a detailed analysis of the financial assets and liabilities. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. The level within which the fair value measurement is categorized is based on the lowest level input that is significant to the fair value measurement in its entirety. Therefore, an item may be classified in Level 3 even though there may be other significant inputs that are readily observable.

The carrying values of cash, mortgages receivable, finance income receivable, accounts payable and accrued liabilities, dividends payable, and due to related companies approximate their fair values due to their short-term nature.

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

11. Financial instruments and risk management (continued)

Financial instruments (continued)

Fair value of financial instruments (continued)

The carrying values of mortgages receivable approximate their fair values as they have a short-term to maturity and bear interest at rates that approximate current market rates.

The carrying values of Series A1 and B1 Preferred Shares are recorded at the redemption price which approximates their fair values.

The carrying value, fair value and fair value category for the Company's financial instruments are as follows:

	2023			
	Fair value measurements using			
	Carrying value	Level 1	Level 2	Level 3
	\$	\$	\$	\$
Financial assets				
Mortgages receivable - Stage 1 (Performing)	921,332	-	-	921,332
Mortgages receivable - Stage 2 (Doubtful)	-	-	-	-
Mortgages receivable - Stage 3 (Credit-impaired)	388,481	-	-	388,481
	1,309,813	-	-	1,309,813
Financial liabilities				
Series A1 Preferred Shares	1,052,129	-	-	1,052,129
Series B1 Preferred Shares	337,126	-	-	337,126
	1,389,255	-	-	1,389,255
2022				
	Fair value measurements using			
	Carrying value	Level 1	Level 2	Level 3
	\$	\$	\$	\$
Financial assets				
Mortgages receivable - Stage 1	1,426,310	-	-	1,426,310
Mortgages receivable - Stage 2	-	-	-	-
Mortgages receivable - Stage 3	33,864	-	-	33,864
	1,460,174	-	-	1,460,174
Financial liabilities				
Series A1 Preferred Shares	1,234,992	-	-	1,234,992
Series B1 Preferred Shares	424,877	-	-	424,877
	1,659,869	-	-	1,659,869

CareVest First MIC Fund Inc.

Notes to the financial statements

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11. Financial instruments and risk management (continued)

Financial instruments (continued)

Fair value of financial instruments (continued)

There were \$Nil (2022 - \$Nil) transfers into or out of Level 3 of the fair value hierarchy during the year.

A reconciliation of mortgages receivable and preferred shares at December 31, 2023 is as follows:

	Total
	\$
Series A1 and Series B1 Preferred Shares, January 1, 2022	1,965,187
Issuance of Series A1 and Series B1 Preferred Shares	23,650
Redemption and retraction of Series A1 and Series B1 Preferred Shares	(328,968)
Series A1 and Series B1 Preferred Shares, December 31, 2022	1,659,869
Issuance of Series A1 and Series B1 Preferred Shares	24,171
Redemption and retraction of Series A1 and Series B1 Preferred Shares	(294,785)
Series A1 and Series B1 Preferred Shares, December 31, 2023	1,389,255

Risk management

The Company holds various financial instruments and its activities expose it to a variety of financial risks: credit risk, interest rate risk, and liquidity risk. The Company's directors have overall responsibility for the establishment and oversight of the Company's risk management framework.

i) Credit risk

The Company's principal financial assets are cash, finance income receivable and mortgages receivable, the carrying amount of which represents the Company's exposure to credit risk in relation to financial assets.

The Company's credit risk is primarily attributable to its mortgages receivable. The amounts disclosed in the statement of financial position are net of mortgage impairment provisions estimated by the Company. In order to reduce its risk, the Company has adopted investment policies, practices and restrictions are as follows:

- a) The Company will invest in commercial, industrial and residential mortgages;
- b) The Company will make investments by purchasing interests in investments originated, sourced or arranged by CCI and its affiliates and associates;
- c) Following funding, all of our mortgages will be registered on title to the subject property in our name, CCI or its affiliates' name, or a nominee bare trustee for us or CCI;
- d) All mortgage investments will be made in Canada;
- e) The Company will generally invest only in mortgages on properties for which we have reviewed and evaluated an independent appraisal and generally we will receive a Phase I Environmental Audit of the property;
- f) The Company will generally not invest in a mortgage or loan any funds to be secured by a mortgage unless at the date the mortgage is acquired or funds are initially committed (as the case may be) the indebtedness secured by such mortgage plus the amount of additional secured third party indebtedness of the borrower in priority to us, if any, generally does not exceed, on a property by property basis, (a) 75% of the appraised value of the real property securing the mortgage, as determined by our directors or such person(s) authorized by the directors from time to time; or (b) in the case of a mortgage on a residential construction project which has been pre-sold, 80% of the sale price; provided that the appraised value may be based on stated conditions including without limitation, construction, completion, rehabilitation or lease-up of improvements located on the real property;

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

11. Financial instruments and risk management (continued)

Risk management (continued)

i) Credit risk (continued)

- g) If the independent appraisal reports an appraised value for the real property securing the mortgage other than on an "as is basis", we may advance funds under a loan by way of progress payments upon completion of specified stages of construction or development supported by receipt of reports of qualified inspectors, which may include professional engineers, architects or quantity surveyors, as applicable, or upon completion of other specified milestones;
- h) The Company will not make any investment that would result in our failing to qualify as a mortgage investment corporation as that term is defined in the Tax Act, as amended from time to time;
- i) To the extent that, from time to time, our funds are not invested in mortgages or mortgage backed securities, we will hold such funds in cash deposited with a Canadian chartered bank or such funds may be invested in short term investments, deposits, savings accounts or government guaranteed income certificates or treasury bills so as to maintain a level of working capital for our ongoing operations considered acceptable by our directors in their sole discretion; and
- j) The Company may, as a means of investing indirectly in mortgages, invest in mortgage backed securities, provided that the securitized portion of the mortgages in which we invest and which secure the bond, unit or other financial obligations that comprise the mortgage backed securities meet the requirements of paragraph (f) above.

The Company assesses the credit worthiness of its customers on an ongoing basis as well as monitoring the amount and age of balances outstanding. Mortgages receivable are fully secured by a charge against the underlying assets. Mortgages receivable that are considered to be neither outstanding nor impaired have a high credit quality as the Company only invests in mortgages receivable with counterparties that have been independently reviewed by CCI and are considered to be in good credit standings and have the ability to make both principal and interest payments as required.

The Company has tasked its credit committee to develop and maintain the Company's credit risk grading to categorize exposures according to their degree of risk of default. The Company's exposure and the credit ratings of its counterparties are continuously monitored.

Category	Description	Basis for recognizing expected credit losses
Performing	The counterparty has a low risk of default and does not have any past-due amounts	12m ECL (Stage 1)
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired (Stage 2)
Credit-impaired	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime ECL – credit impaired (Stage 3)
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Company has no realistic prospect of recovery	Amount is written off

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

11. Financial instruments and risk management (continued)

Risk management (continued)

i) Credit risk (continued)

The credit risk on cash on deposit is with Canadian chartered banks with high credit-ratings assigned by Moody's and Standard and Poor's.

The tables below detail the credit quality of the Company's financial assets and other items, as well as the Company's maximum exposure to credit risk by credit risk rating grades:

December 31, 2023	# days past due	Category	12m or Lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
Cash (Note 5)	-	N/A	N/A	91,682	-	91,682
Finance income	-	Stage 1	12m	10,349	-	10,349
Mortgages receivable	-	Stage 1	12m	923,422	2,090	921,332
Mortgages receivable	>90	Stage 3	Lifetime	389,501	1,020	388,481
				1,414,954	3,110	1,411,844

December 31, 2022	# days past due	Category	12m or Lifetime ECL	Gross carrying amount	Loss allowance	Net carrying amount
Cash (Note 5)	-	N/A	N/A	211,207	-	211,207
Finance income receivable	-	Stage 1	12m	11,196	-	11,196
Mortgages receivable	-	Stage 1	12m	1,430,528	4,218	1,426,310
Mortgages receivable	>90	Stage 3	Lifetime	101,774	67,910	33,864
				1,754,705	72,128	1,682,577

The credit exposure related to mortgages receivable are outlined in Note 6.

Although the Company seeks to manage its credit risk exposure, there can be no assurance that the Company will be successful in eliminating the potential adverse impact of such risks.

ii) Interest rate risk

The Company is exposed to interest rate risk on the variable interest rate mortgages receivable to the extent of changes in the prime interest rate. As of December 31, 2023 the Company currently has 26 variable interest bearing mortgages totaling \$869,558 (2022 - 33 mortgages, \$1,353,395). These mortgages are protected by individual floor rates. In 2023 and 2022, for some mortgages, the floor rate is higher than the result of the prime plus variable rate if prime rate was to decrease and therefore would not be fully impacted or impacted at all by a decrease in prime rate of 0.5%. In 2023, with all other variables constant, a 0.5% increase in prime rate would result in an increase in net earnings of \$4,348 (2022 - \$6,767), while a 0.5% decrease in prime rate would result in a decrease of net earnings of \$3,958 (2022 - \$6,767).

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

11. Financial instruments and risk management (continued)

Risk management (continued)

iii) Liquidity risk

Ultimate responsibility for liquidity risk management rests with management which has established an appropriate liquidity risk management for the management of the Company's short, medium, and long-term funding and liquidity management requirements. The Company's objective is to have sufficient liquidity to meet its liabilities when due. The Company manages liquidity risk by maintaining adequate reserves and banking facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturities for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curves at the end of the reporting period. The contractual maturities are based on the earliest date on which the Company may be required to pay.

The Company has the following financial liabilities at the reporting date:

	2023			
	Carrying value	Current 0 to 60 days	Due between 61 to 365 days	Due greater than 365 days
	\$	\$	\$	\$
Accounts payable and accrued liabilities	13,878	13,878	-	-
Dividends payable	8,817	8,817	-	-
Due to related companies	794	794	-	-
Series A1 Preferred Shares	1,052,129	77,701	-	974,428
Series B1 Preferred Shares	337,126	-	-	337,126
	1,412,744	101,190	-	1,311,554

	2022			
	Carrying value	Current 0 to 60 days	Due between 61 to 365 days	Due greater than 365 days
	\$	\$	\$	\$
Accounts payable and accrued liabilities	13,081	13,081	-	-
Dividends payable	12,268	12,268	-	-
Due to related companies	945	945	-	-
Series A1 Preferred Shares	1,234,992	184,760	16,050	1,034,182
Series B1 Preferred Shares	424,877	-	-	424,877
	1,686,163	211,054	16,050	1,459,059

CareVest First MIC Fund Inc.

Notes to the financial statements

December 31, 2023

(In Canadian dollars)

11. Financial instruments and risk management (continued)

Risk management (continued)

iii) *Liquidity risk (continued)*

Mortgage investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of the investment. Such illiquidity may tend to limit the Company's ability to vary its mortgage investments promptly in response to changing economic or investment conditions. If the Company were required to liquidate its real property mortgage investments, the proceeds to the Company might be significantly less than the total value of its investments. The Company will be subject to the risks associated with debt financing, including the risk that mortgage indebtedness secured by the properties of the Company will not be able to be refinanced or that the terms of refinancing will not be as favourable as the terms of the existing indebtedness.

12. Changes in non-cash working capital

	2023	2022
	\$	\$
Prepaid expenses and deposits	4,088	423
Accounts payable and accrued liabilities and due to related companies	646	1,487
	4,734	1,910

13. Capital disclosures

The Company defines capital as Common and Series A1 and Series B1 Preferred Shares as recognized in the financial statements. The Company's management of capital is to safeguard the Company's ability to continue as a going concern in order to provide shareholders with sustainable income while preserving capital for distribution or re-investment by investing in mortgages receivable commensurately with the Company's investment policies.

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets.

There have been no changes in how the Company defines or manages its capital structure.

The Company has the following capital outstanding at the reporting date.

	2023	2022
	\$	\$
Series A1 Preferred Shares	1,052,129	1,234,992
Series B1 Preferred Shares	337,126	424,877
Capital stock	100	100
	1,389,355	1,659,969