



MD&A



Management's Discussion And Analysis

Third Quarter
September 30, 2021

CANADA'S PREMIER NON-BANK LENDER™

Management's Discussion and Analysis

September 30, 2021

Our business

Atrium is a mortgage lender filling the lending gap that results from the limited number of financial institutions operating in Canada. We lend in major urban centres and where the stability and liquidity of real estate are high. Our loan portfolio is high quality but we are able to charge higher rates than the banks because we offer flexibility, creativity and excellent service. Our mortgages are secured by all types of residential, multi-residential and commercial real estate located in Canada, and must all be in strict compliance with our investment policies. Atrium has a 20-year track record of success and consistency in achieving our strategic objectives: to grow in a controlled manner by focusing on real estate sectors with the lowest risk profiles.

Our objective is to invest in a diverse portfolio of predominantly first mortgages that are relatively short-term, to provide our shareholders with stable and secure dividends while preserving shareholders' equity, all within the parameters mandated for a Mortgage Investment Corporation (MIC). Working within conservative risk parameters, we endeavour to maximize income and dividends through careful underwriting and efficient management of our mortgage investments.

Information herein is current as of October 28, 2021.

Highlights

Atrium continues to demonstrate strength and stability. For the quarter ended September 30, 2021, we had revenues of \$15.9 million compared to \$15.3 million in the comparable period, an increase of 4.0%. Net income was \$10.6 million compared with \$9.5 million in the comparable period, an increase of 11.4%. Basic and diluted earnings per share were \$0.25, compared with \$0.22 basic and diluted earnings per share in the comparable period, an increase of 13.6%.

We declared a regular dividend of \$0.075 per share for each month in the quarter, a total of \$0.675 for the year to date, consistent with dividends of \$0.675 for the comparative period.

Our regular and special dividends since listing on the Toronto Stock Exchange in 2012 are as follows:

| <i>Year</i> | <i>Regular dividend</i> | <i>Special dividend</i> | <i>Total dividends paid</i> | <i>Earnings per share (basic)</i> |
|-------------|-------------------------|-------------------------|-----------------------------|-----------------------------------|
| 2013 | \$0.80 | \$0.05 | \$0.85 | \$0.85 |
| 2014 | \$0.82 | \$0.07 | \$0.89 | \$0.91 |
| 2015 | \$0.84 | \$0.09 | \$0.93 | \$0.94 |
| 2016 | \$0.86 | \$0.10 | \$0.96 | \$0.97 |
| 2017 | \$0.88 | \$0.04 | \$0.92 | \$0.95 |
| 2018 | \$0.90 | \$0.04 | \$0.94 | \$0.95 |
| 2019 | \$0.90 | \$0.06 | \$0.96 | \$0.97 |
| 2020 | \$0.90 | \$0.02 | \$0.92 | \$0.93 |
| 2021 | \$0.90 | to be determined | | |

We had \$758.0 million of mortgages receivable as at September 30, 2021, an increase of 2.6% from December 31, 2020. During the quarter, \$118.6 million of mortgage principal was advanced and \$67.3 million was repaid. The portfolio has a weighted average remaining term of 10.5 months.

Our focus continues to be lending in the major metropolitan areas of Ontario and British Columbia.

Revenues \$15.9 million, increased 4.0% from comparative quarter

Earnings per share \$0.25 basic and diluted for the quarter \$0.73 basic and diluted year-to-date

Strong, high quality mortgage portfolio

87.8% first mortgages

96.0% less than 75% loan-to-value

Mortgages receivable \$758.0 million, up 2.6% since year-end

We focus on first mortgages with high liquidity and low loan-to-value ratios

Investment portfolio

Our mortgage portfolio consisted of 179 mortgage loans and aggregated \$765.7 million at September 30, 2021, an increase of 2.7% from December 31, 2020.

| Property Type | September 30, 2021 | | | December 31, 2020 | | |
|--------------------------------------|---------------------------|---------------------------|-----------------------|--------------------------|---------------------------|-----------------------|
| | Number | Outstanding amount | % of Portfolio | Number | Outstanding amount | % of Portfolio |
| (outstanding amounts in 000s) | | | | | | |
| Mid-rise residential ¹ | 31 | \$ 251,201 | 32.8% | 25 | \$ 199,525 | 26.8% |
| High-rise residential ¹ | 14 | 207,396 | 27.1% | 16 | 170,074 | 22.8% |
| Low-rise residential ¹ | 14 | 103,355 | 13.5% | 21 | 174,362 | 23.4% |
| House and apartment ² | 88 | 62,118 | 8.1% | 63 | 45,522 | 6.1% |
| Condominium corporation ³ | <u>13</u> | <u>1,858</u> | <u>0.2%</u> | <u>13</u> | <u>2,165</u> | <u>0.3%</u> |
| Residential portfolio | 160 | 625,928 | 81.7% | 138 | 591,648 | 79.4% |
| Commercial ⁴ | <u>19</u> | <u>139,761</u> | <u>18.3%</u> | <u>20</u> | <u>153,666</u> | <u>20.6%</u> |
| Mortgage portfolio | <u>179</u> | <u>765,689</u> | <u>100.0%</u> | <u>158</u> | <u>745,314</u> | <u>100.0%</u> |
| Accrued interest receivable | | 3,250 | | | 3,458 | |
| Mortgage discount | | (146) | | | (181) | |
| Unamortized origination fees | | (367) | | | (416) | |
| Allowance for mortgage losses | | <u>(10,419)</u> | | | <u>(9,150)</u> | |
| Mortgages receivable | | <u>\$ 758,007</u> | | | <u>\$ 739,025</u> | |

- 1) Mortgage loans on properties where the near-term business plan, as vetted by the lender, is to intensify the property into low-rise residential (detached, semi-detached, townhomes and/or multi-unit residential buildings up to 4 storeys), mid-rise residential (multi-unit residential buildings from 5-20 storeys and stacked townhomes) or high-rise residential (multi-unit residential buildings over 20 storeys).
- 2) Mortgage loans on existing single-family or multi-family residential homes and apartment buildings.
- 3) Mortgage loans to residential condominium corporations for guest suites, superintendent suites and green loans.
- 4) Mortgage loans on properties where the existing real estate is currently, or the proposed development project after rezoning will be, mixed use, commercial or industrial.

A summary of our mortgages by loan type is presented below.

| Loan type | September 30, 2021 | | | December 31, 2020 | | |
|-------------------------------|---------------------------|---------------------------|-----------------------|--------------------------|---------------------------|-----------------------|
| | Number | Outstanding amount | % of Portfolio | Number | Outstanding amount | % of Portfolio |
| (outstanding amounts in 000s) | | | | | | |
| Term loans | 171 | \$ 659,963 | 86.2% | 144 | \$ 624,089 | 83.7% |
| Construction loans | <u>8</u> | <u>105,726</u> | <u>13.8%</u> | <u>14</u> | <u>121,225</u> | <u>16.3%</u> |
| | <u>179</u> | <u>\$ 765,689</u> | <u>100.0%</u> | <u>158</u> | <u>\$ 745,314</u> | <u>100.0%</u> |

A summary of our mortgages by size is presented below.

| Mortgage amount | September 30, 2021 | | | December 31, 2020 | | |
|-------------------------------|---------------------------|---------------------------|-----------------------|--------------------------|---------------------------|-----------------------|
| | Number | Outstanding amount | % of Portfolio | Number | Outstanding amount | % of Portfolio |
| (outstanding amounts in 000s) | | | | | | |
| \$0 - \$2,500,000 | 113 | \$ 74,310 | 9.7% | 86 | \$ 50,405 | 6.8% |
| \$2,500,001 - \$5,000,000 | 20 | 79,463 | 10.4% | 28 | 105,560 | 14.2% |
| \$5,000,001 - \$7,500,000 | 14 | 84,081 | 11.0% | 14 | 85,335 | 11.4% |
| \$7,500,001 - \$10,000,000 | 7 | 62,618 | 8.2% | 3 | 26,165 | 3.5% |
| \$10,000,001 + | <u>25</u> | <u>465,217</u> | <u>60.7%</u> | <u>27</u> | <u>477,849</u> | <u>64.1%</u> |
| | <u>179</u> | <u>\$ 765,689</u> | <u>100.0%</u> | <u>158</u> | <u>\$ 745,314</u> | <u>100.0%</u> |

As of September 30, 2021, the average outstanding mortgage balance was \$4.3 million (December 31, 2020 – \$4.7 million), and the median outstanding mortgage balance was \$0.9 million (December 31, 2020 – \$1.3 million).

The tables below show our mortgage portfolio by location of the underlying property and type of mortgage. The weighted average interest rates shown exclude the lender fees paid by the borrower, which reflect the yield to Atrium including any mortgage discount or premium. As at September 30, 2021, 49.1% of our portfolio was priced at floating rates, the majority with rate floors, down from 62.3% at December 31, 2020.

| September 30, 2021 | | | | | |
|--|-----------------------------------|----------------------------------|--------------------------------------|--|--|
| <u>Location of underlying property</u> (outstanding amounts in 000s) | <u>Number of mortgages</u> | <u>Outstanding amount</u> | <u>Percentage outstanding</u> | <u>Weighted average loan to value</u> | <u>Weighted average interest rate</u> |
| Greater Toronto Area | 113 | \$ 481,406 | 62.9% | 62.9% | 8.55% |
| Non-GTA Ontario | 42 | 32,024 | 4.2% | 66.5% | 7.71% |
| British Columbia | 22 | 245,359 | 32.0% | 55.5% | 8.23% |
| Alberta | <u>2</u> | <u>6,900</u> | <u>0.9%</u> | <u>94.2%</u> | <u>8.90%</u> |
| | <u>179</u> | <u>\$ 765,689</u> | <u>100.0%</u> | <u>60.9%</u> | <u>8.42%</u> |

| December 31, 2020 | | | | | |
|--|-----------------------------------|----------------------------------|--------------------------------------|--|--|
| <u>Location of underlying property</u> (outstanding amounts in 000s) | <u>Number of mortgages</u> | <u>Outstanding amount</u> | <u>Percentage outstanding</u> | <u>Weighted average loan to value</u> | <u>Weighted average interest rate</u> |
| Greater Toronto Area | 119 | \$ 548,447 | 73.6% | 63.2% | 8.68% |
| Non-GTA Ontario | 21 | 21,706 | 2.9% | 64.7% | 8.32% |
| British Columbia | 16 | 163,685 | 22.0% | 51.0% | 8.57% |
| Alberta | <u>2</u> | <u>11,476</u> | <u>1.5%</u> | <u>96.5%</u> | <u>8.94%</u> |
| | <u>158</u> | <u>\$ 745,314</u> | <u>100.0%</u> | <u>61.0%</u> | <u>8.65%</u> |

We have an exceptionally high proportion of our portfolio invested in first mortgages (87.8%), which is one of our core strategies.

At September 30, 2021, the weighted average loan-to-value ratio in our mortgage portfolio was 60.9%, with 96.0% of the portfolio below 75% loan-to-value. (At December 31, 2020, the weighted average loan-to-value ratio in our mortgage portfolio was 61.0%, with 91.4% of the portfolio below 75% loan-to-value.)

| September 30, 2021 | | | | |
|---|-----------------------------------|----------------------------------|--------------------------------------|--|
| <u>Type of mortgage</u> (outstanding amounts in 000s) | <u>Number of mortgages</u> | <u>Outstanding amount</u> | <u>Percentage outstanding</u> | <u>Weighted average interest rate</u> |
| First mortgages | | | | |
| Conventional | 150 | \$ 665,215 | 86.9% | 8.21% |
| Non-Conventional | 1 | 5,465 | 0.7% | 9.00% |
| Other | <u>13</u> | <u>1,858</u> | <u>0.2%</u> | <u>7.27%</u> |
| | <u>164</u> | <u>672,538</u> | <u>87.8%</u> | <u>8.22%</u> |
| Second and third mortgages | | | | |
| Conventional | 14 | 67,801 | 8.9% | 9.53% |
| Non-conventional | <u>1</u> | <u>25,350</u> | <u>3.3%</u> | <u>10.75%</u> |
| | <u>15</u> | <u>93,151</u> | <u>12.2%</u> | <u>9.87%</u> |
| | <u>179</u> | <u>\$ 765,689</u> | <u>100.0%</u> | <u>8.42%</u> |

| December 31, 2020 | | | | |
|---|-----------------------------------|----------------------------------|--------------------------------------|--|
| <u>Type of mortgage</u> (outstanding amounts in 000s) | <u>Number of mortgages</u> | <u>Outstanding amount</u> | <u>Percentage outstanding</u> | <u>Weighted average interest rate</u> |
| First mortgages | | | | |
| Conventional | 121 | \$ 596,270 | 80.0% | 8.30% |
| Non-Conventional | 1 | 10,041 | 1.4% | 9.00% |
| Other | <u>13</u> | <u>2,165</u> | <u>0.3%</u> | <u>7.32%</u> |
| | <u>135</u> | <u>608,476</u> | <u>81.7%</u> | <u>8.31%</u> |
| Second and third mortgages | | | | |
| Conventional | 20 | 82,868 | 11.1% | 9.84% |
| Non-conventional | <u>3</u> | <u>53,970</u> | <u>7.2%</u> | <u>10.65%</u> |
| | <u>23</u> | <u>136,838</u> | <u>18.3%</u> | <u>10.16%</u> |
| | <u>158</u> | <u>\$ 745,314</u> | <u>100.0%</u> | <u>8.65%</u> |

Conventional mortgages are those with a loan-to-value of less than or equal to 75%, which is the industry standard for determining that a mortgage is conventional. Non-conventional mortgages are those with a loan-to-value in excess of 75%.

The weighted average term remaining for our mortgage portfolio at September 30, 2021 is 10.5 months (December 31, 2020 – 9.7 months).

Our business

In Canada there is a lending gap due to the limited number of financial institutions operating. Our business is to help fill that gap by focusing on loans that cannot be placed with larger financial institutions but represent an acceptable underwriting risk. Our borrowers benefit from our efficient, thorough and fast underwriting process. We lend in major urban centres where the stability and liquidity of real estate are at the highest levels.

Our policy is that the weighted average loan-to-value ratio of our mortgage portfolio, as a whole, at the time of underwriting each loan in our portfolio, will not exceed 75%. At September 30, 2021, the weighted average loan-to-value ratio of the mortgage portfolio was considerably lower than that, at 60.9%, compared to 61.0% at December 31, 2020.

A typical loan in our portfolio has an interest rate of 7.75% to 10% per annum, a one or two-year term and monthly interest-only mortgage payments.

Our lending parameters are as follows:

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

Mortgage loan amounts are generally \$300,000 to \$30 million. The largest single mortgage in our mortgage portfolio as at September 30, 2021 was \$40.0 million (December 31, 2020 – \$43.0 million). For loan amounts in excess of \$30 million, we generally co-lend with a financial institution or private lender.

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

- We may invest only in residential mortgages, commercial mortgages, commercial mortgage backed securities and certain related investments.
- All investments must be mortgages on the security of real property situated within Canada, loans to condominium corporations, or certain permitted interim investments.
- Commercial mortgages may not constitute more than 50% of our total assets at any time.
- The term of the mortgage may generally be no greater than ten years.
- Mortgages are subject to the following geographic limits at the time of funding: Ontario – maximum 80% of total mortgages; Alberta – maximum 15% of total mortgages; British Columbia – maximum of 35% of total mortgages.
- No single borrower may account for more than 15% of our total assets.
- All mortgages are supported by external appraisals by a qualified appraiser. All mortgages, except mortgages secured by one to six residential units, are also supported by environmental audits.
- The maximum initial loan-to-value ratio of an individual mortgage is 85% including any prior ranking encumbrances, and the weighted average loan-to-value ratio of our mortgage portfolio at the time of underwriting each loan may not exceed 75%.
- Our ratio of debt to equity must be less than 1:1.
- We do not invest directly in real property, although real property may be acquired by foreclosing on a mortgage.
- A mortgage investment of: (i) \$2,000,000 or more requires approval of the board; (ii) between \$1,000,000 and \$2,000,000 requires approval of three members of the board, including at least two independent directors; and (iii) \$1,000,000 or less requires approval of any one member of the board. For loans previously approved, the approval of one member of the board is required (i) for changes to the loan that do not exceed the approved amount by more than the greater of (a) \$200,000 or (b) 2% of the previously approved loan amount; or (ii) for minor technical amendments that do not change other underwriting considerations, provided in all cases that the loan to value ratio increases by less than 5% and the ratio is 75% or less. We may invest in interim investments that are guaranteed by the Government of Canada or of a province or territory of Canada or deposits or certificates of deposits, acceptances and other similar instruments issued, endorsed or guaranteed by a Schedule I Bank in any amount without prior board approval.
- We may not make unsecured loans to, nor invest in securities issued by, our manager or its affiliates, nor make unsecured loans to the directors or officers of the manager.

- We may not make any investment, or incur any indebtedness, that would result in our not qualifying as a MIC.

Our objective is to invest in a diverse portfolio of predominantly first mortgages that are relatively short-term, to provide our shareholders with stable and secure dividends while preserving shareholders’ equity, all within the parameters mandated for a MIC. Working within conservative risk parameters, we endeavour to maximize income and dividends through the sourcing and efficient management of our mortgage investments.

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

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

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

We are managed by Canadian Mortgage Capital Corporation (the “manager” or “CMCC”), which is our exclusive manager and arranges and services our mortgage loans and otherwise directs our affairs and manages our business. For explanations as to some of the terms used herein, please refer to our Annual Information Form for the year ended December 31, 2020, which is available at www.sedar.com.

Recent Developments

The COVID-19 pandemic continues to have an impact on economies around the world. There is now more optimism in Canada as many areas of the country have been successful in meeting vaccination targets, things are starting to open up and life is beginning to return to more of a normal state. Vaccines are now being distributed around the world, however, there is still uncertainty as to how effective the vaccines will be against the new variants that are emerging, when all the restrictions may be lifted and when the economy is expected to recover. To date, the company has not experienced material changes in the collection of interest and repayments of principal, however, there is no certainty this will continue going forward.

Atrium’s mortgage portfolio continues to show strong resilience to the prolonged economic downturn. After scaling back lending in the second quarter of 2020 in order to assess the initial impact of COVID-19 on the real estate and financial markets and to increase our liquidity, we began actively seeking new lending opportunities in the last half of 2020 and this continued in 2021. We had strong originations during the third quarter of 2021, with \$118.6 million of mortgage principal advanced and we had repayments of \$67.3 million. We ended the quarter with a mortgage portfolio balance of \$765.7 million, the highest portfolio balance in our history. We expect a large number of repayments in the fourth quarter but we also have a very robust pipeline of potential loan opportunities so it is difficult to forecast our portfolio size in Q4 2021. We continue to lend defensively by consistently keeping our average loan to value in the 60% range and targeting major urban centers in Ontario and BC.

The weighted average interest rate on our mortgage portfolio as at September 30, 2021 was 8.42% compared to 8.65% as at December 31, 2020 and 8.53% as at September 30, 2020. This decrease was a result of a higher proportion of first mortgages (currently 87.8% of the portfolio), which have lower yields, as well as a significant reduction in high ratio loans (loans greater than 75% percent loan to value) to only 4.0% of the total portfolio. In this current

market, our focus continues to be on underwriting high quality properties and borrowers as opposed to generating higher yields by taking on added risk.

The lower interest rates continue to have a positive impact on our interest expenses. The annualized weighted average interest rate on our credit facility for the nine months ended September 30, 2021 was 2.84%, down from 3.20% for the comparable period in the prior year. On December 1, 2020, we renewed our credit facility, which is our lowest cost of capital available to us, extending the term to January 11, 2023 and increasing the facility from \$210 million to \$240 million. This strengthened our balance sheet and provides us with increased liquidity to grow our portfolio in an accretive manner. The two year term ensures that the credit facility will be available to us throughout the pandemic.

Our mortgage interest collection rates continue to be in line with historical collection rates.

Our provision for mortgage losses for the quarter ended September 30, 2021 was \$400,000. The allowance for mortgage losses totalled \$10.4 million as at September 30, 2021, or 1.36% of the mortgage portfolio. The allowance for credit losses on loans classified as Stage 1 and Stage 2 increased due to the increase in the portfolio balance and changes in the assumptions in the expected credit loss model. The allowance for credit losses on loans classified as Stage 3 also increased due to the accrual of interest for the quarter on the one mortgage classified as Stage 3. This provision expense is down from the \$850,000 provision expensed in the third quarter of 2020 during the earlier stages of the pandemic. We use an expected credit loss model to determine our provision for mortgage losses. In response to COVID-19, this methodology was modified to include a post-model overlay adjustment to account for the uncertainty and difficulty in forecasting future economic conditions. The financial reports of other lenders and financial institutions were reviewed to inform and modify our estimates and assist in determining this overlay adjustment.

Fortunately, we continue to have very limited exposure to the retail, hospitality, long-term care and retirement home sectors which have been some of the hardest hit sectors during the pandemic.

The global economy is showing signs of recovery as restrictions are being gradually lifted in places with higher vaccination rates and/or lower case counts. Economic recovery is likely to be uneven over the next few quarters as a result of continuing supply chain disruptions, labour shortages and variations in global vaccination rates and availability. We are encouraged by the vaccine rollout in Canada, however, the continued threat of emerging variants of the virus, the uncertain effectiveness of the vaccines on these variants and vaccine hesitancy are obstacles in the way of being able to fully open the economy here and elsewhere in the world. As a result, the duration and impact of COVID-19 continues to be unknown and it is not possible to reliably estimate the impact that the length and severity of this pandemic will have on interest rates, capital markets and the financial results and condition of the company in future periods. We believe our conservative lending approach and our focus on high-quality properties and borrowers will enable our portfolio to remain resilient during these challenging times.

Results of Operations

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

Financial summary (unaudited)

| | Three months ended | | Nine months ended | |
|--|--------------------|-----------------|-------------------|------------------|
| | September 30 | | September 30 | |
| | 2021 | 2020 | 2021 | 2020 |
| Revenue | \$ 15,870 | \$ 15,254 | \$ 48,468 | \$ 48,552 |
| Mortgage servicing and management fees | (1,792) | (1,655) | (5,463) | (5,132) |
| Other expenses | (283) | (341) | (1,133) | (1,025) |
| Provision for mortgage losses | (400) | (850) | (1,269) | (2,850) |
| Income before financing costs | 13,395 | 12,408 | 40,603 | 39,545 |
| Financing costs | (2,840) | (2,932) | (9,549) | (10,384) |
| Net income and comprehensive income | <u>\$ 10,555</u> | <u>\$ 9,476</u> | <u>\$ 31,054</u> | <u>\$ 29,161</u> |
| Basic earnings per share | \$ 0.25 | \$ 0.22 | \$ 0.73 | \$ 0.69 |
| Diluted earnings per share | \$ 0.25 | \$ 0.22 | \$ 0.73 | \$ 0.69 |
| Dividends declared | \$ 9,601 | \$ 9,539 | \$ 28,726 | \$ 28,579 |
| Mortgages receivable, end of period | \$ 758,007 | \$ 694,511 | \$ 758,007 | \$ 694,511 |
| Total assets, end of period | \$ 774,353 | \$ 710,826 | \$ 774,353 | \$ 710,826 |
| Shareholders' equity, end of period | \$ 469,372 | \$ 463,133 | \$ 469,372 | \$ 463,133 |

Summary of quarterly results (unaudited)

| | <u>Q3 2021</u> | <u>Q2 2021</u> | <u>Q1 2021</u> | <u>Q4 2020</u> | <u>Q3 2020</u> | <u>Q2 2020</u> | <u>Q1 2020</u> | <u>Q4 2019</u> |
|--|------------------|------------------|-----------------|------------------|-----------------|-----------------|-----------------|-----------------|
| Revenue | \$ 15,870 | \$ 16,147 | \$ 16,451 | \$ 16,467 | \$ 15,254 | \$ 16,241 | \$ 17,057 | \$ 17,116 |
| Mortgage servicing and management fees | (1,792) | (1,775) | (1,896) | (1,904) | (1,655) | (1,700) | (1,777) | (1,816) |
| Other expenses | (283) | (388) | (462) | (385) | (341) | (335) | (349) | (267) |
| Impairment loss on investment property | — | — | — | — | — | — | — | (806) |
| Provision for mortgage losses | (400) | — | (869) | (910) | (850) | (1,000) | (1,000) | (300) |
| Income before financing costs | 13,395 | 13,984 | 13,224 | 13,268 | 12,408 | 13,206 | 13,931 | 13,927 |
| Financing costs | (2,840) | (3,359) | (3,350) | (3,241) | (2,932) | (3,385) | (4,067) | (4,196) |
| Net income and comprehensive income | <u>\$ 10,555</u> | <u>\$ 10,625</u> | <u>\$ 9,874</u> | <u>\$ 10,027</u> | <u>\$ 9,476</u> | <u>\$ 9,821</u> | <u>\$ 9,864</u> | <u>\$ 9,731</u> |
| Basic earnings per share | \$ 0.25 | \$ 0.25 | \$ 0.23 | \$ 0.24 | \$ 0.22 | \$ 0.23 | \$ 0.23 | \$ 0.23 |
| Diluted earnings per share | \$ 0.25 | \$ 0.25 | \$ 0.23 | \$ 0.24 | \$ 0.22 | \$ 0.23 | \$ 0.23 | \$ 0.23 |
| Dividends declared | \$ 9,601 | \$ 9,575 | \$ 9,550 | \$ 10,391 | \$ 9,539 | \$ 9,536 | \$ 9,504 | \$ 11,906 |

Results of operations – Three months ended September 30, 2021

For the three months ended September 30, 2021, mortgage interest and fees revenues aggregated \$15,669, compared to \$15,127 in the comparative period, an increase of 3.6%. Virtually all our revenues are mortgage interest, therefore, the increase in revenue is due to a higher mortgage portfolio balance in the current quarter which was offset slightly by a lower weighted average interest rate this quarter compared to the third quarter of 2020. A variety of factors affect the changes in the weighted average interest rate of our mortgage portfolio from quarter to quarter. No single factor is determinative or material for the mortgage portfolio as a whole, however, such factors include, but are not limited to, changes in prime rate of interest, the dollar amount of mortgages advanced and/or repaid in the period, the types of properties on which mortgage loans are advanced and/or repaid in the period, the location of the underlying properties on which mortgage loans are advanced and/or repaid, the types of mortgage loans advanced and/or repaid during the period and whether the mortgage loans advanced and/or repaid during the period are conventional or non-conventional mortgages. The weighted average interest rate on our mortgage portfolio was 8.42% at September 30, 2021, compared with 8.53% at September 30, 2020. We generated combined net rental income of \$201 for the three months ended September 30, 2021 from our investment property and our investment property held for sale compared to net rental income of \$127 for the three months ended September 30, 2020.

Operating expenses, excluding the provision for mortgage losses, for the three months ended September 30, 2021 were \$2,075, compared to \$1,996 in the comparative period, an increase of 4.0%. This increase is primarily due to an increase in mortgage servicing and management fees. Mortgage servicing and other fees paid to the manager (that is, the management fee plus HST) aggregated \$1,792 for the three months ended September 30, 2021, compared with \$1,655 in the comparative period. This increase was due to the increase in the average size of the mortgage portfolio during the most recent quarter, as mortgage servicing fees are calculated and paid monthly based on the mortgage portfolio balance outstanding during the month. We incurred a fair value adjustment on deferred share units of \$5 resulting from the deferred share unit plan that became effective on January 1, 2020 compared to a fair value reduction of \$3 in the comparative quarter. The provision for mortgage losses was \$400 in the quarter, for a total allowance of \$10,419 at September 30, 2021 compared to a provision of \$850 in the comparative period for a total allowance of \$8,240 at September 30, 2020. In March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. The economic uncertainty caused by the pandemic resulted in a large increase to the provision for mortgage losses for the quarter ended September 30, 2020. Although the vaccine rollout is well underway in Canada, the duration and economic impact of COVID-19 continues to be uncertain as containment measures are beginning to ease, however, variants of the virus continue to spread. This continued uncertainty is reflected in the total allowance at September 30, 2021.

Financing costs for the three months ended September 30, 2021 were \$2,840, compared to \$2,932 in the same period of 2020, a decrease of 3.1%. Coupon rate interest on convertible debentures was \$1,212 for the three months ended September 30, 2021 compared to \$1,765 for the comparative period. This decrease was a result of interest savings from the repayment of the 5.50% convertible debentures on June 30, 2021. Accretion and other costs were \$194 for the three months ended September 30, 2021 compared to \$274 for the comparative period. Interest expense on the credit facility was \$1,345 for the three months ended September 30, 2021, up from \$822 for the comparative period. This increase is due to a higher balance drawn on the credit facility during the current quarter and a slightly higher weighted average cost of borrowing in the third quarter of 2021 (2.87%) compared to the third quarter of 2020 (2.60%).

Net income and comprehensive income for the three months ended September 30, 2021 was \$10,555, an increase of 11.4% from net income and comprehensive income of \$9,476 for the same period in the prior year. Basic and diluted earnings per common share were \$0.25 for the three months ended September 30, 2021, compared with \$0.22 basic and diluted earnings per share for the comparable period in the previous year.

During the three months ended September 30, 2021, we funded mortgages receivable aggregating \$124,550. Of

those advances, \$113,457 were first mortgages, representing 91.1% of the total loans funded. British Columbia advances were \$51,551, advances of \$61 were on properties in Alberta, \$7,212 were non-GTA Ontario and the remaining \$65,726 were for mortgages on properties located in the Greater Toronto Area. There were \$69,420 of repayments during the period.

Results of operations – Nine months ended September 30, 2021

For the nine months ended September 30, 2021, mortgage interest and fees revenues aggregated \$47,886, compared to \$48,105 in the comparative period, a decrease of 0.5%. Virtually all our revenues are mortgage interest, therefore, the slight decrease in revenue is due to the decrease in the weighted average interest rate which was offset by a higher average mortgage balance during the nine months ended September 30, 2021 compared to the previous period. The weighted average interest rate during the first two months of the period ended September 30, 2020 was higher as a result of a higher prime rate pre-pandemic, resulting in higher interest income in those months. A variety of factors affect the changes in the weighted average interest rate of our mortgage portfolio from quarter to quarter. No single factor is determinative or material for the mortgage portfolio as a whole, however, such factors include, but are not limited to, changes in prime rate of interest, the dollar amount of mortgages advanced and/or repaid in the period, the types of properties on which mortgage loans are advanced and/or repaid in the period, the location of the underlying properties on which mortgage loans are advanced and/or repaid, the types of mortgage loans advanced and/or repaid during the period and whether the mortgage loans advanced and/or repaid during the period are conventional or non-conventional mortgages. The weighted average interest rate on our mortgage portfolio was 8.42% at September 30, 2021, compared with 8.53% at September 30, 2020. We generated combined net rental income of \$582 for the nine months ended September 30, 2021 from our investment property and investment property held for sale compared to net rental income of \$447 for the nine months ended September 30, 2020.

Operating expenses, excluding the provision for mortgage losses, for the nine months ended September 30, 2021 were \$6,596, compared to \$6,157 in the comparative period, an increase of 7.1%. This increase is primarily due to an increase in mortgage servicing and management fees, transfer agent, regulatory fees and investor relations expenses and administration and general. Mortgage servicing and other fees paid to the manager (that is, the management fee plus HST) aggregated \$5,463 for the nine months ended September 30, 2021, compared with \$5,132 in the comparative period. This increase was due to the increase in the size of the mortgage portfolio over the period, as mortgage servicing fees are calculated and paid monthly based on the mortgage portfolio balance outstanding during the month. Transfer agent, regulatory fees and investor relations expenses increased in the current period as a result of one time listing fees incurred to reserve additional common shares pursuant to the dividend reinvestment plan. Administration and general costs increased as a result of costs incurred to settle a contract dispute during the period. We incurred a fair value adjustment on deferred share units of \$51 resulting from the deferred share unit plan that became effective on January 1, 2020 compared to \$16 in the comparative period. This increase is due to the higher share price in the current period. The provision for mortgage losses was \$1,269 in the period, resulting in a total allowance of \$10,419 at September 30, 2021 compared to a provision of \$2,850 in the comparative period for a total allowance of \$8,240 at September 30, 2020. In March 2020, the World Health Organization declared the outbreak of COVID-19 a pandemic. The economic uncertainty caused by the pandemic resulted in a large increase to the provision for mortgage losses for the nine month period ended September 30, 2020. Although the vaccine rollout is well underway in Canada, the duration and economic impact of COVID-19 continues to be uncertain as containment measures are beginning to ease, however, variants of the virus continue to spread. This continued uncertainty is reflected in the total allowance at September 30, 2021.

Financing costs for the nine months ended September 30, 2021 were \$9,549, compared to \$10,384 in the same period of 2020, a decrease of 8.0%. Coupon rate interest on convertible debentures was \$4,740 for the nine months ended September 30, 2021 compared to \$5,755 for the comparative period. This decrease was a result of interest savings from the repayment of the 5.50% convertible debentures on June 30, 2021 and the 5.25% convertible debentures on May 4, 2020. Accretion and other costs were \$845 for the nine months ended September 30, 2021 compared to \$937 for the comparative period. Interest expense on the credit facility was \$3,710 for the nine months ended September 30, 2021, down from \$3,476 for the comparative period. This increase is due to a higher balance drawn on the credit facility during the current period which was offset somewhat by a lower weighted average cost of borrowing in the nine months ended September 30, 2021 compared to the first nine months of 2020. Prime rate and the rates for bankers' acceptances were lower throughout 2021 than they were in the comparable period, which contributed to the lower interest expense on the credit facility.

Net income and comprehensive income for the nine months ended September 30, 2021 was \$31,054, an increase of 6.5% from net income and comprehensive income of \$29,161 for the same period in the prior year. Basic and diluted earnings per common share were \$0.73 for the nine months ended September 30, 2021, compared with \$0.69 basic and diluted earnings per share for the comparable period in the previous year.

During the nine months ended September 30, 2021, we funded mortgages receivable aggregating \$322,199. Of those advances, \$303,178 were first mortgages, representing 94.1% of the total loans funded. British Columbia

advances were \$100,238, advances of \$289 were on properties in Alberta, \$17,579 were non-GTA Ontario and the remaining \$204,093 were for mortgages on properties located in the Greater Toronto Area. There were \$301,824 of repayments during the period.

Liquidity and capital resources

At September 30, 2021, we had borrowings under credit facility (excluding unamortized finance costs) of \$211,501. The credit facility, currently authorized for up to \$240,000 (December 31, 2020 – \$240,000), is provided by a syndicate of four major chartered banks, drawn through a combination of bankers' acceptances and bank loans to minimize our borrowing costs. At any time during the term of the credit facility, we have the one-time right to increase the credit facility by up to \$30,000 (such that the total maximum availability would be up to \$270,000). We were in compliance with the covenants in the credit facility as at September 30, 2021, and we expect to remain in compliance with such covenants going forward.

At September 30, 2021, we had three series of convertible debentures outstanding, with a total book value of \$85,812, and a face value (and maturity value) of \$88,550. For additional information on the operating credit facility and the debentures, please refer to Notes 7 and 9, respectively, of our accompanying interim consolidated financial statements.

The growth in our mortgage portfolio since inception has been financed by the issuance of common shares, issuance of convertible debt, and through the operating credit facility. We expect to be able to generate sufficient funds for future growth in net mortgage loan investments by utilizing those three sources of funds. As at September 30, 2021, total debt was 39.4% of total assets (December 31, 2020 – 38.7%). Our policy and our banking arrangements both require that total debt not exceed 50.0% of total assets.

Changes in financial position

Cash generated from investing activities during the nine month period ended September 30, 2021 consisted of principal repayments received of \$287,726, less advances of principal on mortgage loan investments of \$304,848 for net cash advances of mortgage loan investments of \$17,122.

Borrowings under our operating credit facility (excluding unamortized finance costs) increased to \$211,501 at September 30, 2021, from \$160,439 at December 31, 2020, due to the increase in our mortgage portfolio and the early repayment of the 5.50% (September 2021) convertible debenture.

Accounts payable and accrued liabilities, including accrued convertible debenture interest, were \$4,972 at September 30, 2021 compared to \$3,518 at December 31, 2020. This increase is due to the accrual of directors fees under the deferred share unit plan and convertible debenture interest being paid on October 1, 2021 since September 30, 2021 was a statutory holiday. Dividends payable were \$3,203 at September 30, 2021, down from \$4,029 at December 31, 2020 as the December 31, 2020 balance included the special dividend for 2020 that was paid on February 26, 2021.

Share capital increased to \$464,163 at September 30, 2021 from \$460,065 at December 31, 2020, primarily due to the issuance of common shares under the dividend reinvestment plan and conversions of convertible debentures into common shares during the period.

Contractual obligations

Contractual obligations due at September 30, 2021 were as follows:

| September 30, 2021 | Total obligation | Within 1 year | 1 to 3 years | 3 to 5 years | More than 5 years |
|--|-----------------------------|--------------------------|-------------------------|-------------------------|----------------------------------|
| Borrowings under credit facility | \$219,355 | \$ 6,135 | \$213,220 | \$ – | \$ – |
| Accounts payable and accrued liabilities | 3,357 | 3,357 | – | – | – |
| Accrued convertible debenture interest | 1,615 | 1,615 | – | – | – |
| Dividends payable | 3,203 | 3,203 | – | – | – |
| Convertible debentures | 97,851 | 29,814 | 68,037 | – | – |
| Total contractual obligations | \$325,381 | \$ 44,124 | \$281,257 | \$ – | \$ – |

We have commitments to advance additional funds under existing mortgages of \$84,144 and for new mortgages of \$4,850 at September 30, 2021 (December 31, 2020 – \$81,378, \$2,717, respectively). Generally, outstanding commitments are expected to be funded within the next 24 months. However, our experience has been that a portion of the unfunded amounts on existing mortgages will never be drawn.

Off-balance sheet arrangements

As at September 30, 2021, we had \$13,970 (December 31, 2020 – \$13,397) of letters of credit (LCs) outstanding which were issued under our operating credit facility. The maximum available by way of LCs under our operating credit facility at September 30, 2021 was \$25,000 (December 31, 2020 – \$25,000). LCs represent irrevocable assurances that our banks will make payments in the event that a borrower of the company cannot meet its obligations to third parties. LCs carry the same credit risk, recourse and collateral security requirements as mortgages extended to customers.

Transactions with related parties

Transactions with related parties are in the normal course of business and are recorded at the exchange amount, which is the amount of consideration established and agreed to by the related parties, and are measured at fair value.

The manager is responsible for our day-to-day activities. We incurred management and mortgage servicing fees from a subsidiary of the manager of \$5,463 (including HST) for the nine month period ended September 30, 2021 (nine month period ended September 30, 2020 – \$5,132). Mr. Robert G. Goodall is a director and part of the key management personnel of the manager, received compensation from the manager, and is also a director of Atrium. The management agreement between us and the manager contains provisions for the payment of termination fees to the manager in the event that the management agreement is terminated in certain circumstances. The manager also acts as broker for our mortgages. The manager receives origination fees from the borrowers of up to 1% of the amount being funded; origination fees in excess of 1% are split between the manager and Atrium.

Certain of our mortgages are shared with other investors. As at September 30, 2021, companies owned by a director and officer of the company were not co-invested in any syndicated secured mortgage receivable (December 31, 2021 – one syndicated mortgage receivable of \$36,878, of which the company's share was \$26,341, of which \$25,534 had been funded).

As at September 30, 2021, the company had two mortgages receivables (December 31, 2020 – two) from borrowers over which a director and officer of the company has joint control, with the company's share of the gross commitments totaling \$15,190 (December 31, 2020 – \$10,040), of which \$12,182 had been funded at September 30, 2021 (December 31, 2020 – \$6,842). During the nine month period ended September 30, 2021, the company recognized net mortgage interest and fees of \$477 (September 30, 2020 – four mortgages receivable, nine months ended September 30, 2020 – \$655) from these mortgage receivables.

Critical accounting estimates and policies

Our interim consolidated financial statements for the quarter ended September 30, 2021 are prepared in accordance with Canadian generally accepted accounting principles (GAAP) and International Financial Reporting Standards (IFRS), as set out in Part I of the CPA Canada *Handbook*. The preparation of interim consolidated 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 relate to:

- (a) determining whether the cash flows from the mortgages receivable represent solely payments of principal and interest (SPPI);
- (b) the measurement of impairment losses for mortgages receivable, in particular: measurement of credit risk to determine whether there has been a significant increase in credit risk since initial recognition; the assessment of when mortgages receivable become impaired and the incorporation of forward-looking information to determine expected credit losses;
- (c) the measurement of fair value, cost of disposal and the value in use of investment properties; and
- (d) 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.
- (e) the measurement of fair value less costs to sell of the investment property held for sale.

We believe that management's 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.

In March 2020, the World Health Organization characterized the outbreak of a strain of the novel coronavirus ("COVID-19") as a pandemic which resulted in a series of public health and emergency measures being put in place to combat the spread of the virus. These measures have caused material disruption to businesses in Canada and globally resulting in an economic slowdown. The duration and impact of COVID-19 continues to be unknown and it is not

possible to reliably estimate the impact that the length and severity of these developments will have on the financial results and condition of the company in future periods. To date, the company has not experienced material changes in the collection of interest and repayments of principal, however, there is no certainty this will continue going forward.

Accordingly, there is inherently more uncertainty associated with the estimates, judgements and assumptions made by management in the preparation of the interim consolidated financial statements. It is not possible to forecast with certainty the extent to which the economic impact of COVID-19 will affect the company's operations and financial results in the near term and long-term. Areas of the company's business that could potentially be adversely impacted include, but are not limited to, mortgage interest rates, mortgage interest and fees revenue, rental income, allowance for mortgage losses and valuation of investment properties.

Mortgages receivable

Mortgages receivable are a financial asset and are recognized initially at fair value and are subsequently carried at amortized cost using the effective interest method. All our mortgages receivable are held in a single business model. We have concluded that our business model is to hold mortgages receivable to collect contractual cash flows that represent SPPI.

Mortgages receivable and commitments are assessed for impairment at the end of each reporting period using an expected credit loss (ECL) model. The ECL model uses a three-stage impairment approach based on changes in the credit risk of the commitment or mortgage receivable since initial recognition. Credit quality is assessed at each reporting period and results in commitments and mortgages receivable being moved between stages, as necessary. Significant credit judgement is required when assessing evidence of credit impairment and estimating expected credit losses. For commitments and mortgages receivable, the company considers a number of past events, current conditions and forward-looking information when assessing if there has been a significant increase or subsequent decrease in credit risk. The company considers a commitment or mortgage receivable to be impaired when there is objective evidence that one or more events have occurred that have an unfavourable impact on estimated future cash flows such that there is no longer reasonable assurance as to the timely collection of the full amount of principal and interest.

An ECL represents the difference between the present value of all contractual cash flows that are due under the original terms of the contract and the present value of all cash flows expected to be received. The company's application of the concept uses three inputs to measure ECLs for commitments and mortgages receivable classified as Stage 1: probability of default (PD), loss given default (LGD) and exposure at default (EAD). These inputs are determined at each reporting period using historical data and current conditions. Adjustments may be made to the probability of default if the effects of, for example, forecasts of housing prices, employment and interest rates, are expected to be significant over the term of the mortgage. The inputs for Stage 1 mortgages receivable are calculated separately for (i) mortgages receivable on single-family residences and (ii) mortgages receivable on all other properties on the basis of differences in the credit risk of each. The ECL is assessed individually for each commitment and mortgage receivable classified as either Stage 2 or Stage 3. For mortgages receivable in these stages, forecast future information specific to the loan (for example, forecasts of real estate prices) is incorporated when assessing the cash flows expected to be received. In response to COVID-19, the ECL methodology was modified to include a post-model overlay adjustment to account for the uncertainty and difficulty in forecasting future economic conditions.

Mortgages receivable are presented on the interim consolidated statements of financial position net of the allowance for mortgage losses. A loss on a mortgage is written off against the related allowance for mortgage losses when there is no reasonable expectation of further recovery, which is the point at which the underlying real property has been liquidated and claims against guarantors, if any, are unlikely to recover any further losses. For any mortgages receivable that have been written off but where guarantors are still being pursued for collection, no recovery is recognized until it is virtually certain of collection. For further information see Note 3 (a) and (c) of our interim consolidated financial statements for the quarter ended September 30, 2021.

Revenue recognition

Mortgage interest and fees revenues are recognized in the statement of income and comprehensive income using the effective interest method. Mortgage interest and fees revenues include our share of any fees received, as well as the effect of any discount or premium on the mortgage. Interest revenue is calculated on the gross carrying amount for mortgages receivable in Stages 1 and 2 and on the net carrying amount for mortgages receivable in Stage 3.

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

Convertible debentures

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

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

Income taxes

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

Future changes in accounting policies

Various pronouncements have been issued by the International Accounting Standards Board (IASB) or IFRS Interpretations Committee that will be effective for future accounting periods. The company closely monitors new accounting standards as well as amendments to existing standards and assesses what impact, if any, they will have on the interim consolidated financial statements.

Controls and procedures

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

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

Our CEO and CFO evaluated the design effectiveness of the DC&P and ICFR, as defined by NI 52-109, as of September 30, 2021. Based on this evaluation, they concluded that the designs of the DC&P and ICFR were effective as of that date. NI 52-109 also requires Canadian public companies to disclose in their MD&A any change in ICFR during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, ICFR. No such change to ICFR has occurred during the most recently completed year.

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

Outstanding share data

Our authorized capital consists of an unlimited number of common shares, of which 42,711,984 were issued and outstanding at September 30, 2021, and 42,742,100 were issued and outstanding as at the date hereof. In addition, as at the date hereof, 1,693,440, 2,211,540 and 1,949,152 common shares are issuable upon conversion or redemption or in respect of repayment at maturity of the outstanding 5.30%, 5.50% (December 2025) and the 5.60% convertible debentures, using the conversion price of \$14.94, \$15.60 and \$14.75 respectively, for each common share.

We also have an employee share purchase plan, a deferred share incentive plan and a dividend reinvestment plan

pursuant to which common shares are issued from time to time. The dividend reinvestment plan was suspended on April 29, 2020 and reinstated on January 14, 2021.

Risks and uncertainties

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

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

Please also refer to “Forward-looking information,” below, and the “Risk Factors” section of our Annual Information Form for the year ended December 31, 2020 which is incorporated herein by reference and is available at www.sedar.com and at www.atriummic.com.

Forward-looking information

From time to time in our public communications we provide forward-looking statements. Such statements are disclosures regarding possible events, conditions, results of operations or changes in financial position that are based upon assumptions and expectations. These are not based upon historical facts but are with respect to management's beliefs, estimates, and intentions. Forward-looking statements generally can be identified by the use of forward-looking terminology such as “outlook”, “objective”, “may”, “will”, “expect”, “intent”, “estimate”, “anticipate”, “believe”, “should”, “plans”, “continue” or similar expressions suggesting future outcomes or events. Forward-looking statements regarding earnings, possible mortgage losses, and mortgage portfolio growth are based upon assumptions regarding performance of the economy in general and real estate markets in particular. Forward-looking statements generally assume that our revenues and expenses continue to follow current trends, and that current trends in our mortgage portfolio growth continue.

All forward-looking statements reflect management's current beliefs and are based on information currently available to management. These statements are not guarantees of future performance and are based on our estimates and assumptions that are subject to risks and uncertainties which could cause our actual results to differ materially from the forward-looking statements contained in this MD&A or elsewhere. Those risks and uncertainties include risks associated with mortgage lending, competition for mortgage lending, real estate values, interest rate fluctuations, environmental matters and the general economic environment. For other risks and uncertainties, please refer to “Risks and uncertainties” above, and the “Risk Factors” section of our Annual Information Form for the year ended December 31, 2020 which is available at www.sedar.com and at www.atriummic.com. That list is not exhaustive, as other factors could adversely affect our results, performance or achievements. The reader is cautioned against undue reliance on any forward-looking statements.

Although the forward-looking information contained in this MD&A is based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. We will not publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, unless required to do so by law.

Responsibility of management and the board of directors

Management is responsible for the information disclosed in this MD&A, and has in place the appropriate information systems, procedures and controls to ensure that the information used internally by management and disclosed externally is materially complete and reliable. In addition, our audit committee and board of directors provide an oversight role with respect to our public financial disclosures, and have reviewed and approved this MD&A and the interim consolidated financial statements as at September 30, 2021.

Dividend Reinvestment Plan

We have a Dividend Reinvestment Plan (DRIP) which is available to holders of our common shares. The DRIP allows participants to have their monthly cash dividends reinvested in additional common shares, at a discount of 2% from the market price.

On April 29, 2020, in response to the market disruption caused by the COVID-19 pandemic, we suspended the DRIP commencing with the dividends scheduled to be paid on May 12, 2020 to shareholders of record on April 30, 2020. On January 14, 2021, we announced the reinstatement of the DRIP commencing with the dividend payable on February 12, 2021 to shareholders of record on January 29, 2021.

Additional information

Additional information about Atrium, including our Annual Information Form for the year ended December 31, 2020, is available on SEDAR at www.sedar.com. You may also obtain further information about us from our website at www.atriummic.com, by telephone at (416) 607-4200, or by email at info@atriummic.com.