

North Portage Development Corporation
Consolidated Financial Statements
March 31, 2023

To the Shareholders of North Portage Development Corporation:

Opinion

We have audited the consolidated financial statements of North Portage Development Corporation and its subsidiaries (the "Company"), which comprise the consolidated statement of financial position as at March 31, 2023, and the consolidated statements of profit (loss), changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at March 31, 2023, and the results of its consolidated operations and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated 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 consolidated 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 Consolidated Financial Statements

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

In preparing the consolidated 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.

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Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 consolidated 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 consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

Winnipeg, Manitoba

June 15, 2023

MNP **LLP**

Chartered Professional Accountants

North Portage Development Corporation

Consolidated Statement of Financial Position

As at March 31, 2023

	2023	2022
Assets		
Current		
Cash	1,413,734	1,366,894
Short-term investments (Note 4)	2,811,995	2,830,301
Accounts receivable (Note 5)	1,216,035	527,346
Inventory	24,276	15,899
Current portion of receivable from developers (Note 6)	117,342	169,232
Prepays and other	335,431	275,626
	5,918,813	5,185,298
Non-current		
Receivable from developers (Note 6)	57,528	282,672
Property and equipment (Note 7)	15,854,416	14,748,979
Investment in properties and infrastructure enhancements (Note 8)	57,867,124	58,865,036
	73,779,068	73,896,687
	79,697,881	79,081,985
Liabilities		
Current		
Trade and other payables (Note 9)	3,714,008	3,142,258
Funds held in trust	96,482	164,281
Deferred revenue	245,797	325,106
Current portion of long-term debt (Note 10)	594,527	561,773
Current portion of lease liabilities (Note 14)	147,411	150,280
	4,798,225	4,343,698
Liabilities		
Non-current		
Long-term debt (Note 10)	6,674,658	7,269,185
Lease liabilities (Note 14)	498,466	645,877
Prepaid land rents	578,267	586,353
Deferred contributions (Note 15)	8,038,180	7,702,109
	15,789,571	16,203,524
	20,587,796	20,547,222
Equity		
Share capital (Note 11)	3	3
Donated land (Note 13)	8,000,000	8,000,000
Contributed surplus	39,310,266	39,310,266
Retained earnings	11,799,816	11,224,494
	59,110,085	58,534,763
	79,697,881	79,081,985

The accompanying notes are an integral part of these financial statements

North Portage Development Corporation

Consolidated Statement of Profit (Loss)

For the year ended March 31, 2023

	2023	2022
Revenue		
The Forks Market	6,628,327	4,581,945
Parking	5,642,917	4,229,165
Lease	1,361,963	1,341,491
Recoveries revenue	275,615	273,236
Events, sponsorships and grants	858,166	427,252
Rental	537,828	521,743
Investment income	291,696	266,654
	15,596,512	11,641,486
Expenses		
The Forks Market	4,009,094	3,014,235
Parking	2,696,930	2,485,516
General and administrative	1,978,735	1,687,068
The Forks Site and events	2,021,444	1,577,156
Security services	631,171	738,890
Rental	235,861	193,285
Marketing and communications	330,027	143,275
Planning and development	165,483	113,336
Prior year expenses (recoveries)	(115,623)	83,355
Investment costs	3,788	3,788
	11,956,910	10,039,904
Operating profit before the following	3,639,602	1,601,582
Other income (expense)		
Interest on long-term debt	(427,060)	(458,166)
Unrealized gain (loss) on short-term investments	(114,370)	163,482
Loss on disposal of infrastructure enhancements	(1,174)	-
Amortization of property and equipment	(663,745)	(640,208)
Amortization of deferred contributions (Note 15)	1,116,447	1,065,536
Amortization of infrastructure enhancements	(2,665,628)	(2,666,762)
Donations	(308,750)	-
	(3,064,280)	(2,536,118)
Profit (loss) for the year	575,322	(934,536)

The accompanying notes are an integral part of these financial statements

North Portage Development Corporation Consolidated Statement of Changes in Equity

For the year ended March 31, 2023

	<i>Share capital</i>	<i>Donated land</i>	<i>Contributed surplus</i>	<i>Retained earnings</i>	<i>Total equity</i>
Balance March 31, 2021	3	8,000,000	39,310,266	12,159,030	59,469,299
Loss for the year	-	-	-	(934,536)	(934,536)
Balance March 31, 2022	3	8,000,000	39,310,266	11,224,494	58,534,763
Profit for the year	-	-	-	575,322	575,322
Balance March 31, 2023	3	8,000,000	39,310,266	11,799,816	59,110,085

The accompanying notes are an integral part of these financial statements

North Portage Development Corporation

Consolidated Statement of Cash Flows

For the year ended March 31, 2023

	2023	2022
Cash provided by (used for) the following activities		
Operating activities		
Profit (loss) for the year	575,322	(934,536)
Amortization of infrastructure enhancements	2,665,628	2,602,936
Amortization of property and equipment	663,745	704,034
Amortization of deferred contributions	(1,116,447)	(1,065,536)
Loss on disposal of infrastructure enhancements	1,174	-
Amortization of prepaid land rents	(8,086)	(8,087)
Amortization of finance costs	3,788	3,789
Unrealized gain (loss) on disposition of short-term investments	114,371	(163,482)
Deferred revenue	(79,309)	45,578
	2,820,186	1,184,696
Changes in working capital accounts		
Accounts receivable	(688,689)	553,974
Inventory	(8,377)	20,624
Prepays and other	(59,805)	(12,471)
Trade and other payables	571,750	(27,849)
Funds held in trust	(67,799)	35,510
	2,567,266	1,754,484
Financing activities		
Repayments of long-term debt	(565,561)	(534,600)
Deferred contributions received	1,452,518	50,000
Repayments of leases	(150,280)	(148,346)
	736,677	(632,946)
Investing activities		
Purchases of property and equipment	(1,769,182)	(1,733,940)
Purchases of short-term investments	(96,066)	(77,651)
Proceeds from repayment of developer receivables	277,034	161,078
Purchases of infrastructure enhancements	(1,672,989)	(861,426)
Proceeds from disposal of infrastructure enhancements	4,100	-
	(3,257,103)	(2,511,939)
Increase (decrease) in cash	46,840	(1,390,401)
Cash, beginning of year	1,366,894	2,757,295
Cash, end of year	1,413,734	1,366,894

North Portage Development Corporation Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

1. Nature of operations

Mission

The mission of the organization is to act as a catalyst, encouraging activities for people in the downtown area through public and private partnerships and revitalization strategies, and to work to ensure financial self-sufficiency.

North Portage Development Corporation shall be a centre of commerce, culture and living, integrated to form a diverse downtown community through a mixture of public uses including: residential, educational and entertainment facilities.

The Forks shall be developed as a "Meeting Place", a special and distinct, all season gathering and recreational place at the junction of the Red and Assiniboine Rivers, through a mixed use approach including recreational, historical and cultural, residential and institutional and supportive commercial uses.

Company background

North Portage Development Corporation (the "Company" or "NPDC") was incorporated under the Corporations Act of Manitoba on December 13, 1983 and owns land and parking facilities in the North Portage area of Winnipeg, Canada. NPDC is owned equally by the Government of Canada, the Province of Manitoba, and the City of Winnipeg.

The Forks Renewal Corporation ("FRC"), a subsidiary of NPDC, was incorporated under the Corporations Act of Manitoba on July 24, 1987 and owns land known as The Forks Winnipeg, Canada, and operates The Forks Market.

Manitou Theatre Management Ltd. ("MTML"), previously named North Portage Theatre Corporation, a subsidiary of NPDC, was incorporated under the Corporations Act of Manitoba on May 27, 1986 and owns the IMAX Theatre at Portage Place, Winnipeg, Canada.

3898211 Manitoba Ltd., a subsidiary of MTML, was incorporated under the Corporations Act of Manitoba on September 16, 1998 and operated the IMAX Theatre at Portage Place, Winnipeg, Canada.

FNP Parking Inc. ("FNP"), a subsidiary of NPDC, was incorporated under the Corporations Act of Manitoba on November 6, 2006 and operates various parking locations in downtown Winnipeg, Canada including The Forks.

The Corporation is not subject to tax under provision 149(1)(d) of the Income Tax Act.

The head office for NPDC is 130-123 Main Street, Winnipeg, Manitoba, Canada.

The consolidated financial statements for the year ended March 31, 2023 were approved by the Board of the Company on June 15, 2023.

2. Basis of preparation

Basis of measurement

The consolidated financial statements have been prepared on a going concern basis, under the historical cost basis except for the revaluation of certain non-current assets and financial instruments. The principal accounting policies are set out in the notes.

Functional and presentation currency

These consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented is in Canadian dollars.

Significant accounting judgments, estimates and assumptions

The preparation of the Company's consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainties about these assumptions and estimates could result in outcomes that would require a material adjustment to the carrying amount of the asset or liability affected in the future.

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 revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

2. **Basis of preparation** *(Continued from previous page)*

Accounts receivable are stated after evaluation as to their collectibility and an appropriate allowance for doubtful accounts is provided where considered necessary. Inventory is valued at the lower of cost and net realizable value. Management has estimated the net realizable value of inventory based on an estimate of future sales prices less selling costs. Depreciation and amortization are based on the estimated useful lives of property and equipment and investment in properties and infrastructure enhancements.

3. **Summary of significant accounting policies**

The principle accounting policies adopted in the preparation of the consolidated financial statements are set out below. The policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its wholly owned subsidiaries. Subsidiaries include: The Forks Renewal Corporation, FNP Parking Inc., 3898211 Manitoba Ltd. and Manitou Theatre Management Ltd.

Subsidiaries are entities controlled by the Company. Control is achieved where the Company is exposed, or has rights, to variable returns from its involvement with the investee and it has the ability to affect those returns through its power over the investee. In assessing control, only rights which give the Company the current ability to direct the relevant activities and that the Company has the practical ability to exercise, is considered.

The Company determines whether it is a parent by assessing whether it controls an investee. The Company controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Statement of compliance

The financial statement of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). The accounting policies have been applied consistently in all material respects.

Foreign currency translation

Transactions denominated in foreign currencies are translated into the functional currency of the Company at exchange rates prevailing at the transaction dates (spot exchange rates). Monetary assets and liabilities are retranslated at the exchange rates at the statement of financial position date. Exchange gains and losses on translation or settlement are recognized in the consolidated statement of profit (loss) for the current period.

Non-monetary items that are measured at historical cost are translated using the exchange rates at the date of the transaction and non-monetary items that are measured at fair value are translated using the exchange rates at the date when the items' fair value was determined. Translation gains and losses are included in the consolidated statement of profit (loss).

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable.

Rental and parking income

Rental income and monthly parking income is recognized in the period in which the rental agreement relates. Casual parking income is recognized at the time payment is received from the customer.

Investment income

Investment income is recognized over the passage of time using the effective interest method.

Events, sponsorship, grants, and recoveries

Events, sponsorship, government grants, and recoveries are recognized in the period in which the related event occurs.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies *(Continued from previous page)*

Deferred revenue

Deferred revenue consists of advance payments received and is recognized as revenue in the period in which the related event occurs.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and balances with banks, net of any outstanding cheques. Cash subject to restrictions that prevent its use for current purposes is included in restricted cash.

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and impairment losses. Cost includes expenditures that are directly attributable to the acquisition of the asset. When parts of an item of property and equipment have different useful lives, they are accounted for as separate items of property and equipment.

All assets having limited useful lives are depreciated over their estimated useful lives. Assets are depreciated from the date of acquisition. Internally constructed assets are depreciated from the time an asset is available for use.

The methods of depreciation and useful life applicable for each class of asset during the current and comparative period are as follows:

	Method	Rate
Property and equipment	straight-line	3 - 40 years
Right-of-use assets	straight-line	Over lease term

The residual value, useful life and depreciation method applied to each class of assets are reassessed at each reporting date.

Property under construction

Items of property under construction are recorded at cost and are not amortized until they are complete and transferred to the appropriate category of asset.

Impairment of tangible capital assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible capital assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and an impairment loss is recognized immediately in comprehensive income.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying value that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of profit (loss).

Investment in properties and infrastructure enhancements

Investment properties and infrastructure enhancements are stated at cost less accumulated depreciation and impairment losses. Cost includes transaction costs of acquisition.

The methods of depreciation and useful life applicable for each class of asset during the current and comparative period are as follows:

	Method	Rate
Buildings	straight line	20 - 40 years
Infrastructure enhancements	straight line	40 years
Right-of-use assets	straight line	Over lease term

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies (Continued from previous page)

Borrowing costs

Borrowing costs are expensed as incurred except to the extent that they are directly attributable to the acquisition or construction of a qualifying asset. Qualifying assets are assets that necessarily take a substantial period of time to reach the stage of their intended use or sale.

Borrowing costs are capitalized into the cost of qualifying assets until they are ready for their intended use or sale. All other borrowing costs are recognized in the consolidated statement of profit (loss) in the period in which they are incurred.

Leases

The Company assesses at inception of a contract, whether the contract is, or contains a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset for a period of time, the Company assesses whether the customer has the following through the period of use:

- The right to obtain substantially all of the economic benefits from use of the identified asset; and
- The right to direct the use of the identified asset.

This policy is applied to contracts entered into, or changed, on or after April 1, 2019.

At the lease commencement date, the Company recognizes a right-of-use asset and a lease liability. The right-of-use asset is initially measured at cost. The cost of the right-of-use asset is comprised of the initial amount of the lease liability, any lease payments made at or before the commencement date less any lease incentives received, initial direct costs incurred by the Company, and an estimate of the costs to be incurred by the Company in dismantling and removing the underlying asset and restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

After the commencement date, the Company measures right-of-use assets by applying the cost model, whereby the right-of-use asset is measured at cost less accumulated depreciation and impairment losses and adjusted for any remeasurement of the lease liability. The right-of-use asset is depreciated using the straight-line method from the commencement date to the end of the lease term or the end of the useful life of the right-of-use asset. The estimated useful life of the right-of-use assets are determined on the same basis as those of property and equipment and investment in properties and infrastructure enhancements.

The lease liability is initially measured at the present value of the lease payments not paid at the lease commencement date, discounted using the interest rate implicit in the lease or the Company's incremental borrowing rate, if the interest rate implicit in the lease cannot be readily determined. The lease payments included in the measurement of the lease liability are comprised of fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or rate, amounts expected to be payable by the Company under a residual value guarantee, the exercise price of a purchase option that the Company is reasonably certain to exercise, and payment of penalties for terminating the lease if the lease term reflects the Company exercising an option to terminate the lease. After the commencement date, the Company measures the lease liability at amortized cost using the effective interest method.

The Company remeasures the lease liability when there is a change in the lease term, a change in the Company's assessment of an option to purchase the underlying asset, a change in the Company's estimate of amounts expected to be payable under a residual value guarantee, or a change in future lease payments resulting from a change in an index or a rate used to determine those payments. On remeasurement of the lease liability, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the consolidated statement of profit (loss) if the carrying amount of the right-of-use asset has been reduced to zero.

The Company has elected to not recognize right-of-use assets and lease liabilities for short-term leases and low value leases. Short-term leases are leases with a term of twelve months or less. Low value leases are leases where the underlying asset has a new value of \$5,000 or less. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies (Continued from previous page)

Financial instruments

Financial assets

Recognition and initial measurement

The Company recognizes financial assets when it becomes party to the contractual provisions of the instrument. Financial assets are measured initially at their fair value plus, in the case of financial assets not subsequently measured at fair value through profit or loss, transaction costs that are directly attributable to their acquisition. Transaction costs attributable to the acquisition of financial assets subsequently measured at fair value through profit or loss are expensed in the consolidated statement of profit (loss) when incurred.

Classification and subsequent measurement

On initial recognition, financial assets are classified as subsequently measured at amortized cost, fair value through other comprehensive income (FVOCI) or fair value through profit or loss (FVTPL). The Company determines the classification of its financial assets, together with any embedded derivatives, based on the business model for managing the financial assets and their contractual cash flow characteristics.

Financial instruments are classified as follows:

- Amortized cost - Assets that are held for collection of contractual cash flows where those cash flows are solely payments of principal and interest are measured at amortized cost. Interest revenue is calculated using the effective interest method and gains or losses arising from impairment, foreign exchange and derecognition are recognized in the consolidated statement of profit (loss). Financial assets measured at amortized cost are comprised of cash, accounts receivable, and receivables from developers.
- Fair value through other comprehensive income - Assets that are held for collection of contractual cash flows and for selling the financial assets, and for which the contractual cash flows are solely payments of principal and interest, are measured at fair value through other comprehensive income. Interest income calculated using the effective interest method and gains or losses arising from impairment and foreign exchange are recognized in the consolidated statement of profit (loss). All other changes in the carrying amount of the financial assets are recognized in other comprehensive income. Upon derecognition, the cumulative gain or loss previously recognized in other comprehensive income is reclassified to profit or loss. The Company does not hold any financial assets measured at fair value through other comprehensive income.
- Mandatorily at fair value through profit or loss - Assets that do not meet the criteria to be measured at amortized cost, or fair value through other comprehensive income, are measured at fair value through profit or loss. All interest income and changes in the financial assets' carrying amount are recognized in profit or loss. Financial assets mandatorily measured at fair value through profit or loss are comprised of short-term investments.
- Designated at fair value through profit or loss - On initial recognition, the Company may irrevocably designate a financial asset to be measured at fair value through profit or loss in order to eliminate or significantly reduce an accounting mismatch that would otherwise arise from measuring assets or liabilities, or recognizing the gains and losses on them, on different bases. All interest income and changes in the financial assets' carrying amount are recognized in the consolidated statement of profit (loss). The Company does not hold any financial assets designated to be measured at fair value through profit or loss.

The Company measures all equity investments at fair value. Changes in fair value are recorded in the consolidated statement of profit (loss). The entity does not hold any equity investments.

Refer to Note 18 for more information about financial instruments held by the Company, their measurement basis, and their carrying amount.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies (Continued from previous page)

Business model assessment

The Company assesses the objective of its business model for holding a financial asset at a level of aggregation which best reflects the way the business is managed and information is provided to management. Information considered in this assessment includes stated policies and objectives, how performance of the portfolio is evaluated, risks affecting the performance of the business model, how managers of the business are compensated and the significance and frequency of sales in prior periods.

Contractual cash flow assessment

The cash flows of financial assets are assessed as to whether they are solely payments of principal and interest on the basis of their contractual terms. For this purpose, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding, and other basic lending risks and costs. In performing this assessment, the Company considers factors that would alter the timing and amount of cash flows such as prepayment and extension features, terms that might limit the Company's claim to cash flows, and any features that modify consideration for the time value of money.

Reclassifications

The Company reclassifies debt instruments only when its business model for managing those financial assets has changed. Reclassifications are applied prospectively from the reclassification date and any previously recognized gains, losses or interest are not restated.

Impairment

The Company recognizes a loss allowance for the expected credit losses associated with its financial assets, other than debt instruments measured at fair value through profit or loss and equity investments, as well as lease receivables, contract assets, and any financial guarantee contracts and loan commitments not measured at fair value through profit or loss. Expected credit losses are measured to reflect a probability-weighted amount, the time value of money, and reasonable and supportable information regarding past events, current conditions and forecasts of future economic conditions.

The Company applies the simplified approach for accounts receivable and receivables from developers. Using the simplified approach, the Company records a loss allowance equal to the expected credit losses resulting from all possible default events over the assets' contractual lifetime.

The Company assesses whether a financial asset is credit-impaired at the reporting date. Regular indicators that a financial instrument is credit-impaired include significant financial difficulties as evidenced through borrowing patterns or observed balances in other accounts, breaches of borrowing contracts such as default events or breaches of borrowing covenants, or requests to restructure loan payment schedules. For financial assets assessed as credit-impaired at the reporting date, the Company continues to recognize a loss allowance equal to lifetime expected credit losses.

Loss allowances for expected credit losses are presented in the consolidated statement of financial position as follows:

- For financial assets measured at amortized cost, as a deduction from the gross carrying amount of the financial assets.

Financial assets are written off when the Company has no reasonable expectations of recovering all or any portion thereof.

Refer to Note 18 for additional information about the Company's credit risk management process, credit risk exposure and the amounts arising from expected credit losses.

Derecognition of financial assets

The Company derecognizes a financial asset when its contractual rights to the cash flows from the financial asset expire.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies (Continued from previous page)

Financial liabilities

Recognition and initial measurement

The Company recognizes a financial liability when it becomes party to the contractual provisions of the instrument. At initial recognition, the Company measures financial liabilities at their fair value plus transaction costs that are directly attributable to their issuance, with the exception of financial liabilities subsequently measured at fair value through profit or loss for which transaction costs are immediately recorded in the consolidated statement of profit (loss).

Where an instrument contains both a liability and equity component, these components are recognized separately based on the substance of the instrument, with the liability component measured initially at fair value and the equity component assigned the residual amount.

Classification and subsequent measurement

Subsequent to initial recognition, all financial liabilities are measured at amortized cost using the effective interest rate method. Interest, gains and losses relating to a financial liability are recognized in the consolidated statement of profit (loss).

Derecognition of financial liabilities

The Company derecognizes a financial liability only when its contractual obligations are discharged, cancelled or expire.

Government grants

Government grants are recognized in the consolidated statement of profit (loss) on a systematic basis over the periods in which the Company recognizes expenses as related costs for which funded expenditures are incurred. Government grants are recognized when there is reasonable assurance that the Company will comply with the terms and conditions associated with the grants and the grants will be received.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Company with no future related costs are recognized in the consolidated statement of profit (loss) in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Inventory

Inventory is valued at the lower of cost and net realizable value. Cost is determined by the weighted average method. Cost comprises all costs of purchases, costs of conversion and other costs incurred in bringing inventories to their present location and condition.

Standards issued but not yet effective

The Company has not yet applied the following new standards, interpretations and amendments to standards that have been issued as at March 31, 2023 but are not yet effective. Unless otherwise stated, the Company does not plan to early adopt any of these new or amended standards and interpretations.

IAS 1 Presentation of Financial Statements (Amendment)

In January 2020, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting in April 2020. The amendments clarify the requirements for classifying liabilities as either current or non-current by:

- Specifying that the conditions which exist at the end of the reporting period determine if a right to defer settlement of a liability exists;
- Clarifying that settlement of a liability refers to the transfer to the counterparty of cash, equity instruments, other assets or services;
- Clarifying that classification is unaffected by management's expectation about events after the balance sheet date; and
- Clarifying the classification requirements for debt an entity may settle by converting it into equity.

3. Summary of significant accounting policies *(Continued from previous page)*

Standards issued but not yet effective *(Continued from previous page)*

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Early application is permitted. The Company will evaluate the impact, if any, on its consolidated financial statements prior to the effective date of January 1, 2024.

IAS 1 Presentation of Financial Statements and IFRS Practice Statement 2 Making Materiality Judgements

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 1 *Presentation of Financial Statements* which were incorporated into Part I of the CPA Canada Handbook – Accounting and IFRS Practice Statement 2 *Making Materiality Judgements* in June 2021.

- Replacing the requirement to disclose “significant” accounting policies under IAS 1 with a requirement to disclose “material” accounting policies. Under this, an accounting policy would be material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that primary users of general purpose financial statements make on the basis of those financial statements.
- Providing guidance in IFRS Practice Statement 2 to explain and demonstrate the application of the four-step materiality process to accounting policy disclosures.

The amendments, which should be applied prospectively, are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. Once the entity applies the amendments to IAS 1, it is also permitted to apply the amendments to IFRS Practice Statement 2. The adoption of this amendment and IFRS Practice Statement 2 is not expected to have a significant impact on the Company’s consolidated financial statements.

IAS 1 Presentation of Financial Statements (Amendment)

In October 2022, the International Accounting Standards Board (IASB) issued amendments to IAS 1 which were incorporated into Part I of the CPA Canada Handbook – Accounting in December 2022. The amendments require an entity to disclose, in specified circumstances, information in the notes that enables financial statement users to understand the risk that non-current liabilities with covenants could become repayable within 12 months after the reporting period. As part of the amendments, a provision was added to clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability’s classification as current or non-current, even if compliance with the covenant is only assessed after the entity’s reporting date. Covenants which an entity must comply with after the reporting date would not affect classification of a liability as current or non-current at the reporting date.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. Earlier application is permitted. The Company will evaluate the impact, if any, on its consolidated financial statements prior to the effective date of January 1, 2024.

IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors

In February 2021, the International Accounting Standards Board (IASB) issued amendments to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* which were incorporated into Part I of the CPA Canada Handbook – Accounting in June 2021.

The amendments introduce a new definition of ‘accounting estimates’ to replace the definition of ‘change in accounting estimates’ and also include clarifications intended to help entities distinguish changes in accounting policies from changes in accounting estimates.

The amendments are effective for annual periods beginning on or after January 1, 2023. Earlier application is permitted. The adoption of this amendment is not expected to have a significant impact on the Company’s consolidated financial statements.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

3. Summary of significant accounting policies *(Continued from previous page)*

Standards issued but not yet effective *(Continued from previous page)*

IFRS 16 Leases (Amendment)

In September 2022, the International Accounting Standards Board (IASB) issued amendments to IFRS 16 *Leases* to add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements in IFRS 15 *Revenue from Contracts with Customers* to be accounted for as a sale. The amendments were incorporated into Part I of the CPA Canada Handbook in December 2022.

The amendments require a seller-lessee to subsequently measure lease liabilities arising from a leaseback in a way that it does not recognize any amount of the gain or loss that relates to the right of use it retains. The IASB has not prescribed a particular method for measuring the lease liability. A seller-lessee must apply the amendments retrospectively in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

The amendments are effective for annual reporting periods beginning on or after January 1, 2024. The Company will evaluate the impact, if any, on its financial statements prior to the effective date of January 1, 2024.

4. Short-term investments

	2023	2022
RBC Investments - at cost	2,294,177	2,198,111
RBC Investments - fair market value adjustment	517,818	632,190
	2,811,995	2,830,301

5. Accounts receivable

	2023	2022
Trade receivable	411,427	276,339
Goods and Services Tax recoverable	5,644	63,522
Other receivables	798,964	221,242
Allowance for doubtful accounts	-	(33,757)
	1,216,035	527,346

The credit period on sale of goods and services is 30 days. The Company has recognized an allowance for doubtful accounts against all receivables over 120 days because experience has shown that those amounts are not recoverable. Allowances for doubtful accounts are recognized against trade receivables between 60 days and 120 days based on estimated irrecoverable amounts determined by reference to past default experience.

Aging of trade receivables that are past due but not impaired:

	2023	2022
31-60 days	173,312	189,764
61-90 days	145,921	14,599
91+ days	13,429	-
	332,662	204,363

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

5. Accounts receivable *(Continued from previous page)*

In determining the recoverability of a trade receivable, the Company considers any change in the credit quality of the trade receivable from the date credit was initially granted up to the end of the reporting period. The concentration of credit risk is limited due to the fact that the customer base is large and unrelated.

In respect of other receivables, the Company is not exposed to any significant credit risk to any single counterparty.

6. Receivable from developers

Amounts consist of the repayment of the rehabilitation costs from the developers adjacent to the streets located on the North Portage site. The below balances are unsecured.

	2023	2022
Receivable from developers bearing interest at 5% repayable in monthly payments of \$15,951 and \$10,421 (2022 - \$15,791), maturing December 2024.	174,870	451,904
Less: current portion	(117,342)	(169,232)
	57,528	282,672

During the year, Cityscape Residence Corp. repaid their balance owing of \$107,802 which reduced the monthly payments from \$15,951 to \$10,421 beginning November 2022.

7. Property and equipment

	<i>Land</i>	<i>Property under construction</i>	<i>Plant and equipment</i>	<i>Right-of-use asset</i>	<i>Total</i>
Cost					
Balance March 31, 2021	9,058,281	474,577	21,601,949	711,313	31,846,120
Additions	-	1,176,313	68,101	-	1,244,414
Transfer to plant and equipment	-	(74,953)	74,953	-	-
Transfer to investment in properties and infrastructure enhancements, net	-	(887,288)	-	-	(887,288)
Balance at March 31, 2022	9,058,281	688,649	21,745,003	711,313	32,203,246
Additions	-	2,881,233	234,342	-	3,115,575
Transfer to plant and equipment	-	(484,504)	484,504	-	-
Transfer to investment in properties and infrastructure enhancements, net	-	(1,346,394)	-	-	(1,346,394)
Balance at March 31, 2023	9,058,281	1,738,984	22,463,849	711,313	33,972,427

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

7. Property and equipment *(Continued from previous page)*

	<i>Land</i>	<i>Property under construction</i>	<i>Plant and equipment</i>	<i>Right-of-use asset</i>	<i>Total</i>
Depreciation and impairment losses					
Balance March 31, 2021	-	-	16,593,614	156,619	16,750,233
Depreciation charge for the year	-	-	625,724	78,310	704,034
Balance at March 31, 2022	-	-	17,219,338	234,929	17,454,267
Depreciation charge for the year	-	-	585,435	78,310	663,745
Balance at March 31, 2023	-	-	17,804,773	313,239	18,118,012
Net book value					
At March 31, 2022	9,058,281	688,649	4,525,665	476,384	14,748,979
At March 31, 2023	9,058,281	1,738,984	4,659,077	398,074	15,854,416

8. Investment in properties and infrastructure enhancements

	<i>Land</i>	<i>Building</i>	<i>Property under construction</i>	<i>Infrastructure enhancements</i>	<i>Right-of-use asset</i>	<i>Total</i>
Cost						
Balance at March 31, 2021	28,203,066	32,871,805	2,883,904	59,219,037	170,052	123,347,864
Additions	-	77,318	773,876	499,760	355,092	1,706,046
Disposals	-	-	-	-	(170,052)	(170,052)
Transfer from property and equipment, net	-	526,423	-	360,865	-	887,288
Balance at March 31, 2022	28,203,066	33,475,546	3,657,780	60,079,662	355,092	125,771,146
Additions	-	42,849	235,348	48,358	-	326,555
Disposals	-	(6,143)	-	-	-	(6,143)
Transfer from property and equipment, net	-	1,308,732	-	37,662	-	1,346,394
Balance at March 31, 2023	28,203,066	34,820,984	3,893,128	60,165,682	355,092	127,437,952
Amortization and impairment losses						
Balance at March 31, 2021	531,494	14,226,906	-	49,591,151	123,674	64,473,225
Amortization for the year	-	1,549,566	-	989,238	64,133	2,602,937
Disposals	-	-	-	-	(170,052)	(170,052)
Balance at March 31, 2022	531,494	15,776,472	-	50,580,389	17,755	66,906,110
Amortization for the year	-	1,578,529	-	1,016,080	71,019	2,665,628
Disposals	-	(910)	-	-	-	(910)
Balance at March 31, 2023	531,494	17,354,091	-	51,596,469	88,774	69,570,828

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

8. Investment in properties and infrastructure enhancements *(Continued from previous page)*

	<i>Land</i>	<i>Building</i>	<i>Property under construction</i>	<i>Infrastructure enhancements</i>	<i>Right-of-use asset</i>	<i>Total</i>
Net book value						
At March 31, 2022	27,671,572	17,699,074	3,657,780	9,499,273	337,337	58,865,036
At March 31, 2023	27,671,572	17,466,893	3,893,128	8,569,213	266,318	57,867,124

9. Trade and other payables

	<i>2023</i>	<i>2022</i>
Trade accounts payable	1,843,831	1,074,600
Accrued liabilities	1,844,765	1,998,408
Government remittances payable	25,412	69,250
	3,714,008	3,142,258

The average credit period on purchase is 30 days. The Company has financial risk management policies in place to ensure that all payables are paid within the credit terms.

10. Long-term debt

	<i>2023</i>	<i>2022</i>
Montrose Mortgage Corporation loan bearing interest at 5.71% per annum, repayable in monthly blended payments of \$82,940. The loan matures on September 1, 2032 and is secured by a general security agreement together with a first charge on the following lease agreements; Cityscape Residence Corp., The Kiwanis Club of Winnipeg Seniors Building Inc., Fred Douglas Place Ltd. and Portage Place Centre Inc.	7,301,994	7,867,555
Less: current portion	594,527	561,773
Less: financing fees	32,809	36,597
	6,674,658	7,269,185

Principal repayments on long-term debt in each of the next five years and thereafter are estimated as follows:

2024	594,527
2025	632,967
2026	669,625
2027	708,407
2028	745,645
Thereafter	3,950,823
	7,301,994

North Portage Development Corporation Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

11. Share capital

	2023	2022
Common shares 3 (2022 - 3)	3	3

12. Government contributions

	2023	2022
Amounts included in deferred contributions	4,999,635	6,257,869
Contributions received in the year	1,573,410	332,748
Amounts recognized in income in prior years	78,011,956	76,946,420
Annual amortization of deferred contributions	1,115,614	1,065,536
Amounts recognized in income in the current year	(558,664)	(233,000)
Donated land	8,000,000	8,000,000
Contributed surplus	39,310,266	39,310,266
	132,452,217	131,679,839

13. Donated land

The Company acquired title and possession of 55.9 acres of land donated by the Government of Canada, the Province of Manitoba, and the City of Winnipeg as follows:

	<u>Government of Canada</u>	<u>City of Winnipeg</u>	<u>From Core Area Initiative</u>	<u>Total</u>
Acres	49.0	3.9	3.0	55.9

These lands were acquired pursuant to the Land Exchange Agreement. Donated land was recorded at fair market value as approved by the FRC Board of Corporation on June 5, 1989. During the 1992/93 fiscal year, 3.8 acres of Pioneer Blvd. and The Forks Market Road were dedicated as public rights-of-way to the City of Winnipeg. During 2003, 0.5 acres of donated land were transferred to the City of Winnipeg. During 2007, 1.65 acres of donated land was sold to the City of Winnipeg. The remaining lands under the FRC's ownership are 49.95 acres.

14. Lease liabilities

Leases as lessee

The Company leases buildings. The lease terms span up to 5 years with no options to renew.

Right-of-use assets

Right-of-use assets of the Company have been presented within property and equipment and Investment in properties and infrastructure enhancements in the statement of financial position. Refer to Notes 7 and 8 for information pertaining to right-of-use assets arising from lease arrangements in which the entity is a lessee.

North Portage Development Corporation
Notes to the Consolidated Financial Statements
For the year ended March 31, 2023

14. Lease liabilities (Continued from previous page)

Lease liabilities

The following table sets out a maturity analysis of lease liabilities:

	2023
Maturity analysis – contractual undiscounted cash flows	
Less than one year	167,515
One to five years	625,852
Total undiscounted lease liabilities at March 31, 2023	793,367
Lease liabilities included in the consolidated statement of financial position at March 31, 2023	645,877
Current	147,411
Non-current	498,466

Amounts recognized in the consolidated statement of profit (loss)

The Company has recognized the following amounts in the consolidated statement of profit (loss):

	2023
Interest expense on lease liabilities	14,110

Amounts recognized in the consolidated statement of cash flows

The Company has recognized the following amounts in the statement of cash flows:

	2023
Total cash outflow for leases (interest and principal)	164,390

15. Deferred contributions

Deferred contributions represent the balance of funding received and related to future capital projects.

	2023	2022
Balance as at March 31, 2022	7,702,109	8,717,645
Contributions received during year	1,452,518	50,000
Amounts recognized in income	(1,116,447)	(1,065,536)
	8,038,180	7,702,109

16. Related party transactions

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Those responsible for governance were asked to disclose the organizations for which they, their immediate family members, and their dependents have control or influence. No such related parties were declared, as such there are no related party transactions to disclose.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

16. Related party transactions *(Continued from previous page)*

Compensation of key management personnel

The remuneration of key management personnel during the year was as follows:

	2023	2022
Wages and other short-term benefits	\$651,797	\$638,649

17. Management capital

The Company's capital consists of contributed surplus and donated land equity. Donated land was recorded at fair value, as approved by the Board of Corporation in FRC, in 1989.

The capital structure of the Company is comprised of the following:

	2023	2022
Total debt and deferred shareholder contributions	15,805,831	16,178,944
Shareholders' equity	59,110,085	58,301,337
	74,915,916	74,480,281

The Company's objective in managing capital is to safeguard its ability to continue as a going concern, in order to carry out its mission as described in Note 1.

The Company prepares a budget each year, allocating expenses to revenue they expect to earn and funding it expects to receive.

The Company monitors capital from time-to-time using a variety of measures which are applicable to its industry. Monitoring procedures are typically performed as a part of the overall management of operations and are performed with the goal of enhancing the ability of the Company to reduce the cost of capital. An investment policy is in place to guide the Company in the management of surplus funds. These guidelines ensure that capital is preserved, rates of return are maximized and funds are available as needed.

18. Financial instruments

The Company as part of its operations carries a number of financial instruments. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments except as otherwise disclosed.

Credit risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The maximum exposure of the Company to credit risk as of March 31, 2023 is \$586,296 (2022 - \$762,000).

The Company is not exposed to significant credit risk since the receivables are with a significant number of customers. In order to reduce its credit risk, the Company reviews a new customer's credit history before extending credit and conducts regular reviews of its existing customers' credit performance. An allowance for doubtful accounts is established based upon factors surrounding the credit risk of specific accounts, historical trends and other information.

Foreign currency risk

Currency risk is the risk to the Company's earnings that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk.

North Portage Development Corporation

Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

18. Financial instruments *(Continued from previous page)*

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument might be adversely affected by a change in the interest rates. Changes in market interest rates may have an effect on the cash flows associated with some financial assets and liabilities, known as cash flow risk, and on the fair value of other financial assets or liabilities, known as price risk. In seeking to minimize the risks from interest rate fluctuations, the Company manages exposure through normal operating and financing activities.

The Company is exposed to interest rate risk with respect to cash, investments, receivables from developers, and long-term debt.

Fair value of financial instruments

Financial assets and liabilities measured at fair value in the statement of financial position are grouped into three Levels of fair value hierarchy. The three Levels are defined based on the operability of significant inputs to the measurement, as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

The Company does not have any financial instruments in the Level 3 category and there were no transfers between Levels during the year.

The short-term investments are classified as Level 1. The carrying value of the short-term investments is valued based upon the market to market basis of accounting for investment values using quoted prices of the individual investments in an active market.

The fair value of the long-term receivables and long term debt are impacted by changes in market yields which can result in differences between the carrying value and the fair value of the instruments. The fair value of the long-term receivables and long-term debt have been estimated based on the current market rates for mortgages and loans of similar terms and conditions.

The estimated fair value at March 31, 2023 of the receivable from developers is \$174,869 (2022 - \$451,904) and long-term debt is \$6,674,658 (2022 - \$7,269,185).

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivery of cash or another financial asset. The Company enters into transactions to purchase goods and services on credit, for which repayment is required at various maturity dates. Liquidity risk is measured by reviewing the Company's future net cash flows for the possibility of negative net cash flow.

	< 1 year	1-2 years	> 3 years	Total
Trade and other payables	3,714,008	-	-	3,714,008
Funds held in trust	96,482	-	-	96,482
Lease liabilities	167,515	174,037	451,815	793,367
Total	3,978,005	174,037	451,815	4,603,857

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or foreign currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The Company enters into transactions for short-term investments, for which the market price fluctuates.

North Portage Development Corporation
Notes to the Consolidated Financial Statements

For the year ended March 31, 2023

19. Comparative figures

Fully depreciated assets no longer in use were removed from both the current and prior period.