



## **GULF & PACIFIC EQUITIES CORP.**

### **MANAGEMENT DISCUSSION AND ANALYSIS**

Quarterly Report for the six and three months ended June 30, 2013

This Management Discussion and Analysis ("MD&A") of Gulf & Pacific Equities Corp (the "Company") provides analysis of the Company's financial results for the six and three months ended June 30, 2013. The following information should be read in conjunction with the accompanying unaudited financial statements and the notes to the unaudited financial statements for the six and three months ended June 30, 2013 and the audited financial statements and the related notes for the year ended December 31, 2012.

The unaudited financial statements and related notes of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Refer to the Notes of the June 30, 2013 unaudited financial statements for disclosure of the Company's significant accounting policies. The Company's functional and reporting currency is the Canadian dollar.

Gulf & Pacific Equities Corp is publicly traded on the TSX Venture Exchange (TSX-V: **GUF**).

#### **International Financial Reporting Standards**

The Company's unaudited condensed financial statements for the quarter ending June 30, 2013 and the December 31, 2012 audited financial statements have been prepared in accordance with IFRS as published by the International Accounting Standards Board.

#### **Date of Report**

This report is prepared as of August 28, 2013.

#### **Forward Looking Statements**

This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical facts, that address the Company's ability to lease vacant property units, collect minimum rents, diversify its tenant base, undertake land intensification projects, refinance loans, debentures and mortgages at their maturity, complete accretive acquisitions and other events that impact the growth of the Company are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements include interest rates,

continued availability of capital and financing, and general economic, market or business conditions. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Additional information including press releases have been filed electronically through the System for Electronic Document Analysis and Retrieval (“SEDAR”) and are available online under our profile at [www.sedar.com](http://www.sedar.com) or the Company’s website at [www.gpequities.com](http://www.gpequities.com).

Neither this document nor the financial statements have been reviewed by the Company’s Auditors but they are subject to approval by the Company’s Board of Directors prior to filing and distribution to the shareholders.

## **Company Overview**

Gulf & Pacific Equities Corp. was incorporated under the Business Corporations Act (Alberta) on April 8, 1998 and on June 17, 1998 filed Articles of Amendment to remove certain private corporation restrictions. The Company is listed on the TSX Venture Exchange (TSX-V: GUF). The Company commenced active operations during the 1999 fiscal year. Gulf & Pacific is focused on the acquisition, management and development of anchored shopping centres in Western Canada.

The Company’s current portfolio consists of 4 properties located in Northern Alberta and in British Columbia. In Northern Alberta, the flagship property is Tri-City Mall located in Cold Lake, Alberta with gross lease area of 142,208 sq. ft., St. Paul Shopping Centre, in St. Paul, Alberta with gross lease area of 69,089 sq. ft. and a stand alone property in Three Hills, Alberta with 9,003 sq. ft. of lease space. The Merritt property in British Columbia consists of two lots with gross lease area of 11,980 sq. ft..

## **Second Quarter 2013 Highlights**

In the second quarter 2013, the Company:

- Dollar Tree accepted procession of the premises in the St. Paul Shopping Centre, with anticipated opening in the third quarter of 2013
- On going construction for Dollar Tree and Sportchek for the old Zellers space in Tri-City Mall with anticipated procession date in the second quarter of 2013 and target opening in the late summer to early fall of 2013
- Negotiated a new tenant in Tri-City Mall with anticipated procession date in the third quarter of 2013 and opening in the fourth quarter
- In discussions with other national tenants for the remaining Zellers space in Tri-City Mall
- Quarterly revenue decreased due to departure of Zellers, but with new tenants opening soon, the revenue will return to normal when new tenants in the Zellers space open for business

## Overall Performance

### Statements of Financial Position

On the Statements of Financial Position, total assets stood at \$30,190,619 as of June 30, 2013, compared to \$29,837,614 as of December 31, 2012. The increase of \$353,005 in total assets for the quarter was primarily due to a decrease in deferred income taxes and mortgages payable relative to the year ended 2012.

Our cash balance decreased by \$880,560 during the three months to \$536,957 at June 30, 2013, from \$1,417,517 as of December 31, 2012 due mostly to payment of the landlord's work in preparation for the new tenants in St. Paul Shopping Centre and Tri-City Mall and normal operations of the Company.

Other amounts receivable increased from \$148,208 at December 31, 2012 to \$174,940 as of June 30, 2013 due to normal operations of the Company in collecting outstanding rents, realty taxes and common area costs.

Total prepaid expenses for the Company increased to \$1,388,722 at three months ended June 30, 2013 from \$181,889 as of December 31, 2012, as a result of expenses incurred for the redevelopment of St. Paul Shopping Centre and Tri-City Mall in preparation for new tenants and due to normal operations such as prepaid rent.

Investment properties remained the same at \$28,090,000 as of June 30, 2013 and December 31, 2012 as a result of fair value adjustments in the determination of the investment properties (see note 3 of the unaudited financial statements).

With respect to liabilities, mortgages payable decreased to \$14,505,162 as of June 30, 2013 from \$14,610,584 as of December 31, 2012 due to the regular repayment of mortgages on the Company's properties.

Convertible debentures increased to \$3,943,566 as of June 30, 2013 from \$3,741,401 as of December 31, 2012. The increase is due to the fact that the convertible debentures are carried at an amount that increases as time passes (see note 6 to the unaudited financial statements) reflecting a non-cash allocation within the balance sheet.

The purchase price payable of \$658,776 represents an agreement whereby the Company is obliged to pay the amount if the Tri-City Mall becomes fully leased subsequent to the purchase. Since the Company expects to fully lease the property, this obligation has been fully provided for.

Loan payable represents an unsecured loan with a related party bearing interest at 6% per annum. At the time of this report, the total loan payable is \$1,500,000 to the related party.

Deferred income taxes of \$850,000 as of June 30, 2013 represents the tax effects of temporary differences that give rise to significant portions of the future tax assets and future tax liabilities for the Company.

Accounts payable and accrued liabilities increased to \$780,502 as of June 30, 2013 from \$567,618 as of December 31, 2012 due mainly to expenses related to advance work on the redevelopment for the two malls and normal operations such as property taxes, common area expenses, and debenture interest.

Total liabilities increased to \$21,238,006 from \$20,604,379 as of December 31, 2012. This increase is primarily due to loan payable and accounts payable and accrued liabilities as a result of the work in the two malls and the accounting for the equity component within the convertible debentures, offset by a decrease in mortgages payable and deferred income taxes.

Shareholders' equity stood at \$8,952,613 as of June 30, 2013 compared to \$9,233,235 as of December 31, 2012. The decrease was due to reduced retained earnings.

### Statements of Comprehensive Income

For the three months ended June 30, 2013 revenue decreased to \$534,918 from \$798,115 for the same period last quarter. The decrease was primarily a result of reduced rental income due to the departure of Zellers. Accordingly, rental income decreased by \$158,014 or 30.2% while common area and realty tax recoveries decreased by \$96,160 or 36.5% for the quarter. Interest income decreased to \$1,775 for the quarter as a result of the cash invested in the properties.

For the three months ended June 30, 2013, expenses decreased to \$803,947 from \$1,088,775 as of same period last quarter, a decrease of \$284,828 or 26.2%. The primary reasons for the decrease in expenses are decreases in operating costs and realty taxes of \$157,131 or 42.4%, administration of \$31,204 or 15.2%, interest expenses of \$14,594 or 3.4% and share-based compensation of nil for the quarter. Overall, within the normal operations of the Company, expenses are reduced reflecting the reduce rental revenue and management remains focused on controlling costs and operating efficiently.

Net loss for the three months ended June 30, 2013 was \$160,051 compared to net loss of \$196,724 for the same period last year. As a result, earnings per share was a loss of \$0.02 per share in the three months ended June 30, 2013 compared to a loss of \$0.02 earnings per share for the same period in 2012.

### Statements of Cash Flow

On the statements of cash flow, cash provided by operations totaled \$43,590 for the three months ended June 30, 2013 compared to cash provided of \$20,303 for the same period last year.

Financing activities for the quarter recorded funds provided of \$149,701 compared to funds used of \$411,075 for the same period a year ago. This is mostly due to loan payable received in the quarter. Other changes reflect the mortgage refinancing which took place in the first quarter of 2012.

As at June 30, 2013, the Company had cash of \$536,957 compared to cash of \$890,495 at the same time a year ago.

## Selected Annual Information

The following selected financial data for each of the three most recently completed financial years are derived from the audited annual financial statements of Gulf & Pacific Equities Corp., which were prepared in accordance with International Financial Reporting Standards (“IFRS”) and presented for 2012, 2011 and 2010.

<b>For the Years Ended December 31,</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>
	\$	\$	\$
Revenue	2,799,996	3,495,875	3,829,121
Net Loss before fair value adjustment and income taxes	(797,889)	(904,860)	(229,721)
Net Loss before fair value adjustment and income taxes, per share - basic and fully diluted	(0.09)	(0.10)	(0.03)
Net Income (Loss) and Comprehensive Income (Loss)	(971,438)	145,954	1,005,751
Net Income (Loss) and Comprehensive Income (Loss), per share - basic and fully diluted	(0.11)	0.02	0.11
Total Assets	29,837,614	30,188,616	38,266,595
Total Liabilities	20,604,379	20,065,842	28,594,739
Cash Dividends	-	-	-

## Summary of Quarterly Results

The following selected financial data are derived from the unaudited quarterly financial statements of Gulf & Pacific Equities Corp, which were prepared in accordance with International Financial Reporting Standards for the results from July 1, 2011 to June 30, 2013.

<b>For the Quarters Ended</b>	<b>2013</b>		<b>2012</b>				<b>2011</b>	
	<b>Jun 30</b>	<b>Mar 31</b>	<b>Dec 31</b>	<b>Sep 30</b>	<b>Jun 30</b>	<b>Mar 31</b>	<b>Dec 31</b>	<b>Sep 30</b>
	\$	\$	\$	\$	\$	\$	\$	\$
Revenue	534,918	633,681	521,328	779,750	798,115	700,803	338,452	1,052,240
Net Income (Loss) before fair value adjustment and income taxes	(269,029)	(204,579)	(232,359)	(127,278)	(290,660)	(147,592)	(823,333)	(14,951)
Net Income (Loss) before fair value adjustment and income taxes, per share - basic and fully diluted	(0.03)	(0.02)	(0.03)	(0.01)	(0.03)	(0.02)	(0.09)	-
Net Income (Loss) and Comprehensive Income (Loss)	(160,051)	(120,571)	(450,935)	(121,553)	(196,724)	(202,226)	227,481	(14,951)
Net Income (Loss) and Comprehensive Income (Loss), per share - basic and fully diluted	(0.02)	(0.01)	(0.06)	(0.01)	(0.02)	(0.02)	0.03	-

## Liquidity and Capital Resources

The Company had cash of \$536,957 as of June 30, 2013 which is sufficient to cover the Company’s near term cash requirements. If additional capital resources are required,

management believes that it has the ability to raise sufficient funds for the continuation of operations. While management has been historically successful in raising the necessary capital, it cannot provide assurance that it will be able to obtain the required financing.

### **Changes in Accounting Policies**

There have been no changes in accounting policies.

### **Financial Instruments**

Financial instruments with substantive characteristics of both a financial liability and equity instrument are accounted for through separate classification of the liability and equity elements. The debt component is recognized at fair value and the residual value is allocated to the conversion feature, classified as equity. The initial liability balance recognized is less than the face value of the debt. Therefore, the liability balance is accreted over the term of the debt. The accretion represents the amortization of the debt discount net of actual interest paid. The accretion of the original debt discount is charged to interest expense over the term of the debt using the effective interest rate method. Transaction costs are allocated to the liability and equity elements in proportion to the allocation of the proceeds.

The Company finances operations and capital acquisitions through the issuance of common shares, convertible debentures and warrants. The debt component of the convertible debentures is reflected as a financial liability and the equity component of the convertible debenture is included in shareholders' equity.

### **Outstanding Share Data**

The Company is authorized to issue an unlimited number of common shares without par value. As at June 30, 2013, the Company had issued and outstanding 8,936,678 common shares with a recorded value of \$2,835,212.

The Company is also authorized to issue an unlimited number of preference shares without par value, of which none have been issued.

### **Off-Balance Sheet Arrangements**

The Company had no off-balance sheet transactions for the three months ended June 30, 2013 or the year ended December 31, 2012.

### **Related Party Transactions**

During the six months ended June 30, 2013, the Company:

- a) Charged related parties rent totalling approximately \$10,593. The companies are related by virtue of the fact that they have the same President. As at June 30, 2013, included in accounts receivable is an amount of \$71,053 due from these related parties.
- b) Was charged consulting fees of \$43,550 by an officer. As at June 30, 2013, accounts payable and accrued liabilities included \$Nil payable to this officer.
- c) Incurred accounting fees of \$45,550 with an accounting firm in which one of the Company's officers is a partner. As at June 30, 2013, accounts payable and accrued liabilities included \$34,250 payable to this accounting firm.
- d) Other related party transactions are disclosed in note 6(ii), note 8 and note 14.

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

### **Contractual Obligations and Commitments**

The Company's contractual obligations and commitments consist of loans, debentures and mortgages which are disclosed in the notes to the unaudited financial statements ended June 30, 2013 and in the notes to the audited financial statements ended December 31, 2012. The Company has lease obligations for its offices until 2018.

### **Internal Control over Financial Reporting**

Management has established processes, which are in place to provide them sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the audited annual financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the audited annual financial statements and (ii) the audited annual financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the audited annual financial statements.

In contrast to the certificate required under Multilateral Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings (MI 52-109), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as defined in MI 52-109. In particular, the certifying officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings

or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in MI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### **Risk and Uncertainties**

The Company depends on several national retail chains for a significant part of its income. If any of these chains were adversely affected by economic or business conditions, it would have a negative impact on the Company. The Company would also be adversely affected by a long standing large increase in interest rates or a severe economic slow down.

### **OUTLOOK**

The Bank of Canada interest rate is anticipated to remain the same through 2013 and unlikely to increase until late 2014 or early 2015. The recent market volatility and the talk of the end of the "supercycle" for the resource sector will have a downward pressure on the Canadian economy and particularly in Alberta where our properties are located. However, with many long term projects still active in the province the local economy will remain strong.

The global economy continues to be in a fragile state. The European economy is still an area of focus of the global financial markets which is driving investors away from equities in the short term. In China, recent news of renewed demands for commodities and steady economic growth has renewed modest interest in some sectors of the market.

With the recent modest increase in the financial markets, the continuing weak US economy, and modest projections in the emerging markets of both China and India, all indications are that global markets will remain weak for 2013 and into 2014. The US has indicated that their interest rates will remain at historic lows until late 2013, but are starting to send signals of future increases in interest rates. Given the close ties between the Canadian and US economies, it is hard to foresee an increase in Canadian interest rates ahead of any increase in the US interest rates.



In Northern Alberta and British Columbia where our properties are located, oil prices are once again climbing and activities in the oil sector remain strong as most investments are for long term projects. However, the continuing active oil sector is not reflected in the rural retail sector as consumers remain cautious. This is reflected in the recent sales report from national chains across North America.

Operationally, our business model has enabled the Company to weather the past economic downturns better than most sectors, as our grocery anchor tenants and smaller local retailers have a positive outlook for 2013. The Company has been able to renew leases when due and secure new tenants when opportunities arise. Management has no assurance that if the economic downturn continues for a longer period than anticipated, that our smaller retail tenants can remain in business.

#### Tri-City Mall, Cold Lake, Alberta

The Tri-City Mall remains the flagship mall in the Company's portfolio and represents a major portion of the revenue generated for the Company. In the past year ended 2012, we renewed a number of leases. Management is pleased to report that Sobeys has extended their lease for an additional 5 years, expiring in 2018. As well, at the time of this report, management has signed offers to lease with three national tenants to fill a portion of the leaseable space that was vacated by Zellers in March 2013 and in the mall. As well, the Company is continuing construction in the vacant space in preparation for the three new tenants.

Activity remains strong in the Alberta oil patch and this is good for Cold Lake. The Company is currently looking at developing a strip retail pad on our excess acreage in Cold Lake. As well, we are in discussions with national chains for the pad site. If developed, this project would add value to the Company's portfolio as well as provide accretive cash flow.

#### St. Paul Shopping Centre, St. Paul, Alberta

In April 2011, the Company announced that LW Stores, now Big Lots, and Giant Tiger Stores are now the two new anchor tenants leasing a combined total of 45,228 sq. ft. or 65% of leaseable space. The remaining CRU space totals 20,197 sq. ft. which is partly filled with existing tenants. During the first quarter, the Company completed an offer to lease with a national tenant to fill approximately 9,400 sq. ft. of the leaseable space. The new tenant, Dollar Tree, has accepted possession of the premises in the second quarter with anticipated opening in the third quarter of 2013.

The two pad sites are leased by Tim Hortons, which opened in 2009, and our long-term tenant Suncor. A potential third pad site is being considered and the mall is shaping up to be a strong retail centre in St. Paul.

#### Three Hills, Alberta

Our Three Hills property continues to operate satisfactorily since we renovated the building and The Bargain! Shop moved in during the summer of 2005. During the first quarter The Bargain! Shop made an application for protection from its creditors while they restructure their business

under CCAA. In the second quarter the tenant emerged from CCAA as Red Apple Stores Inc. and is once again operating in the Three Hills location. The Company is receiving full rent for the property.

#### Merritt, British Columbia

The property is still vacant at this time. The Company is working with brokers and agents to try and secure a potential tenant for this 12,000 square foot building, well located in the growing community of Merritt, B.C.. We will keep shareholders posted as we continue to give our best efforts to fill this building.

The Company remains confident that the vacancies will be filled up in the near future. Management is looking at every opportunity in the market. Much effort and creativity have been placed in securing new tenants and retaining existing tenants.

Our long term financing consists of mortgages and debentures. In terms of mortgages, the Company closed on February 23, 2012, a five year mortgage for \$14,500,000 at 5.25% for its St Paul and Cold Lake properties. The Three Hills property has a mortgage of \$483,434 at 8.4% due December 1, 2013. As of March 1, 2012, the mortgage on the Merritt property was paid in full. The Company has two series of convertible debentures outstanding with face values of \$3,587,500 maturing December 31, 2014 and \$1,115,000 maturing October 31, 2015. With the exception of the small mortgage for the Three Hills property, the Company does not have to renew any long term financing until December 2014.

At the time of this report, the Company has an unsecured loan payable of \$1,500,000 with a related party.

The Company had cash of \$536,957 as of June 30, 2013 with 8,936,678 shares outstanding. The closing price on June 30, 2013 was \$0.205.

The Company still maintains the view that the current stock price does not accurately reflect the inherent value of the Company. Based on current market values of similar properties in Western Canada, the Company feels that the share price should be substantially higher and the Company continues to communicate this with investors in the market.

Management continues to reduce costs at the corporate level and, when appropriate, to reduce Common Area Maintenance ("CAM") expenses on all properties.

The current economic conditions continue to provide a number of growth opportunities for the Company as many properties and real estate holding companies are dramatically undervalued and represent a buying opportunity for a strong long term return on investment. The Company intends exploring all opportunities in this regard for the benefit of our shareholders in both Canada and the US.

Management recognizes that paramount to our growth strategy is to secure equity financing for acquisitions or construction loans for new developments. The current economic situation remains challenging for new financing, in particular, financing will be difficult to obtain in the

small markets where our properties are located. In addition, with possible interest rates remaining low, the cost of new borrowing will depend on the spread available in the markets which could affect the Company's bottom line.

We are focused on maintaining a strong relationship with our many quality tenants such as Big Lots, Dollar Tree, Giant Tiger Stores, Guardian Drugs, Red Apple, Reitmans, Rexall, Sportchek, Sobeys, Suncor, and Tim Hortons. To view a complete list of our tenants please visit our website at [www.gpequities.com](http://www.gpequities.com).

Our business model of investing in anchored shopping centres, with a focus on everyday needs, remains our competitive advantage during good and difficult economic conditions.

As a result, 2013 represents a year of opportunities for the Company. With long-term financing completed, the Company can focus on retaining our current tenants for the existing properties, securing new tenants for the vacant space at higher rental rates and looking for new investments with good growth opportunities.

Yours truly,

(signed) "Anthony J. Cohen"

Anthony J. Cohen

President & CEO

August 28, 2013