Condensed Interim Financial Statements
(Stated in Canadian Dollars)

Gulf & Pacific Equities Corp.

For the Nine Months Ended September 30, 2017 and 2016

Unaudited

INDEX

NOTICE TO READER

The accompanying unaudited condensed interim financial statements have been prepared by the Company's management and the Company's independent auditors have not performed a review of these interim financial statements

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Financial Position
Unaudited - See Notice to Reader
(Stated in Canadian Dollars)

	September 30, 2017	December 31, 2016
Assets		
Cash	$ 134,231	$ 180,217
Other amounts receivable (note 3)	75,769	101,133
Prepaid expenses	39,056	39,056
Investment properties (note 4)	41,400,000	41,400,000
	$ 41,649,056	$ 41,720,406
Liabilities		
Mortgages and loan payable (note 5, note 8)	$ 19,952,847	$ 21,174,069
Purchase price payable (note 6)	658,776	658,776
Loan payable (note 5, note 8)	4,042,000	3,492,000
Deferred income taxes	1,021,000	951,000
Accounts payable and accrued liabilities	1,463,582	1,179,410
	27,138,205	27,455,255
Commitments (note 9)		
Shareholders' Equity		
Share Capital (note 10)	7,453,322	7,453,322
Contributed Surplus	2,812,409	2,784,668
Retained Earnings	4,245,120	4,027,161
	14,510,851	14,265,151
	$ 41,649,056	$ 41,720,406

The accompanying notes form an integral part of these condensed interim financial statements.

Approved on behalf of the Board

(Signed) "Anthony J. Cohen", Director   (Signed) "Greg K.W. Wong", Director

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Comprehensive Income
Unaudited - See Notice to Reader
(Stated in Canadian Dollars)

	Nine Months Ended		Three Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Revenue				
Rental	$ 2,035,038	$ 2,124,438	$ 684,928	$ 718,761
Step rent	52,504	147,338	27,609	12,941
Common area and realty tax recoveries	836,571	851,021	257,263	280,115
Interest and other	302	23	-	-
	2,924,415	3,122,820	969,800	1,011,817
Expenses				
Interest and financing costs	857,784	867,993	293,859	288,080
Operating costs and realty taxes	1,253,159	1,250,606	387,174	423,922
Administration	602,399	607,778	192,017	203,511
	2,713,342	2,726,377	873,050	915,513
Net Income before fair value adjustment and income taxes	211,073	396,443	96,750	96,304
Fair value adjustment (note 4)	76,886	(74,386)	5,780	29
Net Income before income taxes	287,959	322,057	102,530	96,333
Deferred income tax (expense)	(70,000)	(38,000)	(30,000)	-
Net Income and Comprehensive Income	$ 217,959	$ 284,057	$ 72,530	$ 96,333
Income per Share - Basic	$ 0.01	$ 0.01	$ 0.00	$ 0.00
Income per Share - Diluted	$ 0.01	$ 0.01	$ 0.00	$ 0.00
Weighted Average Number of Common Shares Outstanding - Basic (note 10)	21,290,685	21,290,685	21,290,685	21,290,685
Weighted Average Number of Common Shares Outstanding - Diluted (note 10)	22,268,266	22,181,685	22,268,266	22,181,685

The accompanying notes form an integral part of these condensed interim financial statements.

Gulf & Pacific Equities Corp.

Condensed Statements of Changes in Shareholders' Equity
Unaudited - See Notice to Reader
(Stated in Canadian Dollars)

	Share Capital		Contributed	Retained	
	Shares	Amount	Surplus	Earnings	Total
Balance - January 1, 2016	21,290,685	$ 7,453,322	$ 2,784,668	$ 5,766,970	$ 16,004,960
Net income and comprehensive income	-	-	-	284,057	284,057
Balance - September 30, 2016	21,290,685	$ 7,453,322	$ 2,784,668	$ 6,051,027	$ 16,289,017

	Share Capital		Contributed	Retained	
	Shares	Amount	Surplus	Earnings	Total
Balance - January 1, 2017	21,290,685	$ 7,453,322	$ 2,784,668	$ 4,027,161	$ 14,265,151
Share based compensation (note 10)	-	-	27,741	-	27,741
Net income and comprehensive income	-	-	-	217,959	217,959
Balance - September 30, 2017	21,290,685	$ 7,453,322	$ 2,812,409	$ 4,245,120	$ 14,510,851

The accompanying notes form an integral part of these condensed interim financial statements.

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Cash Flow
Unaudited - See Notice to Reader
(Stated in Canadian Dollars)

	Nine Months Ended		Three Months Ended	
	September 30, 2017	September 30, 2016	September 30, 2017	September 30, 2016
Cash Provided By (Used In):				
Operating Activities				
Comprehensive income	$ 217,959	$ 284,057	$ 72,431	$ 96,333
Add (deduct) items not affecting cash:				
Amortization of deferred financing costs	29,592	29,157	9,878	9,857
Deferred income tax expense (recoveries)	70,000	38,000	30,000	-
Amortization of deferred leasing costs	145,166	144,195	48,389	48,371
Accrued rent receivable	(52,504)	(147,338)	(27,609)	(12,941)
Interest expense	828,192	838,836	283,980	278,598
Fair value adjustment	(76,886)	74,386	(5,780)	(29)
Share-based compensation	27,741	-	-	-
	1,189,260	1,261,293	411,289	420,189
Changes in non-cash balances related to operations:				
Other amounts receivable	25,364	(13,535)	(809)	(12,525)
Accounts payable and accrued liabilities	119,448	559,723	162,639	258,979
	1,334,072	1,807,481	573,119	666,643
Financing Activities				
Repayment of mortgages payable	(1,243,315)	(1,227,863)	(415,893)	(409,364)
Receipt of mortgage and loan proceeds	550,000	315,747	-	65,747
Interest paid	(663,467)	(704,206)	(222,851)	(232,854)
Financing costs paid	(8,276)	(14,682)	(7,500)	(545)
	(1,365,058)	(1,631,004)	(646,244)	(577,016)
Investing Activities				
Investment property expenditures	(15,000)	(71,242)	(15,000)	(35,400)
Increase (Decrease) in Cash	(45,986)	105,235	(88,125)	54,227
Cash - beginning of period	180,217	119,377	222,356	170,385
Cash - end of period	$ 134,231	$ 224,612	$ 134,231	$ 224,612

The accompanying notes form an integral part of these condensed interim financial statements.

Gulf & Pacific Equities Corp. (“the Company”) 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 registered address and records office of the Company is located at 18104 102 Avenue N.W., Edmonton, AB. The Company is listed on the TSX Venture Exchange as “TSX-V: GUF”. The Company commenced active operations during the 1999 fiscal year. The Company owns and operates commercial rental properties in Western Canada. The Company does not have any affiliates nor is it the subsidiary of any entity.

1. Basis of Presentation

a) Statement of Compliance

The Company's condensed interim financial statements have been prepared in accordance with IAS 34, Interim Financial Reporting ("IAS 34"). The IAS 34 interim condensed financial statements do not include all of the information required for annual financial statements.

The significant accounting policies have been applied consistently to all periods presented in these condensed interim financial statements.

The policies applied in the Company's condensed interim financial statements are in accordance with International Financial Reporting Standards ("IFRS") effective as of September 30, 2017 as issued by the International Accounting Standards Board.

The Board of Directors approved these condensed consolidated interim financial statements on November 22, 2017.

b) Basis of Measurement

The Company's condensed interim financial statements have been prepared on a going concern basis using the historical cost basis except for investment properties and cash which have been measured at fair value. Some prior year accounts have been reclassified to better conform to the current year's presentation. Specifically, step rent has been split out and presented as a separate revenue line item on the Statements of Comprehensive Income.

c) Functional and Presentation Currency

The Company's functional currency is Canadian Dollars and the condensed interim financial statements are presented in Canadian Dollars.

d) Critical judgments, accounting estimates and assumptions

The Company makes estimates and assumptions that affect the carrying amounts of assets and liabilities, disclosure of contingent assets and liabilities and the reported amount of earnings for the period. Actual results could differ. The estimates and assumptions that the Company considered critical are described below.

1. Basis of Presentation (continued)

d) Critical judgments, accounting estimates and assumptions (continued)

i) Investment properties

The fair value of the investment properties is determined based on either internal valuation models incorporating market evidence or valuations performed by independent third party appraisers. The determination of the fair value of investment properties requires the use of estimates such as future cash flows from assets (such as tenant profiles, future revenue streams and overall repair and condition of the property) and discount rates applicable to those cash flows. These estimates are based on market conditions existing at the reporting date. The following approaches, either individually or in combination, are used in the determination of the fair value of the investment properties:

The Direct Capitalization Income Approach derives market value by estimating the future cash flows that will be generated by the property and then applying an appropriate capitalization rate or discount rate to those cash flows. This approach can utilize the direct capitalization method and/or the discounted cash flow analysis.

The Direct Comparison Approach involves comparing or contrasting the recent sale, listing or optioned prices of properties comparable to the subject and adjusting for any significant differences between them.

Management reviews each appraisal (when obtained) and ensures the assumptions used by the appraisers are reasonable and the final fair value amount reflects those assumptions used in the various approaches above. Where an external appraisal is not obtained at the reporting date, management prepares internal valuations, for each investment property, to estimate the fair value.

Judgment is also applied in determining the extent and frequency of independent appraisals in order to determine fair values. The significant assumptions used by management in estimating the fair value of investment properties are set out in Note 4.

In addition, the Company makes judgments with respect to whether tenant improvement expenditures represent an asset with a future economic benefit to the Company which impacts whether or not such amounts are treated as additions to the investment properties.

ii) Leases

The Company makes judgments in determining whether certain leases, in particular those tenant leases with long contractual terms where the lessee is the sole tenant in a property, are operating or finance leases. The Company has determined that all of its leases are operating leases.

1. Basis of Presentation (continued)

d) Critical judgments, accounting estimates and assumptions (continued)

Additional critical accounting estimates and assumptions include those used for estimating current and deferred taxes and purchase price payable, assessing the allowance for doubtful accounts on trade receivables, estimating the fair value of share-based compensation and determining the values of financial instruments for disclosure purposes.

2. Summary of Significant Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these condensed financial statements unless otherwise indicated.

a) Fair value of investment property

Significant portions of the Company's operating assets are considered investment properties under IAS 40, Investment Property ("IAS 40"). Investment property includes land and buildings held primarily to earn rental income or for capital appreciation or both, rather than for use in the production or supply of goods or for sale in the ordinary course of business. The Company's revenue producing properties are classified as investment properties. Investment properties are initially measured at cost including transaction costs under IAS 40. Subsequent to initial recognition, investment properties are recorded at fair value, which reflects an orderly transaction between market participants and current market conditions, at each financial position statement date. Gains and losses from changes in fair values are recorded in net income in the period in which they arise.

Leasing costs and lease incentives, which include costs incurred to make leasehold improvements to tenants' space, are added to the carrying amount of investment properties and are amortized on a straight-line basis over the term of the lease as a reduction of investment properties revenue.

b) Deferred financing fees

Financing fees incurred in connection with long-term debt financing are included with the related debt and are amortized using the effective interest rate basis.

c) Financial instruments

IAS 39, Financial Instruments: Recognition and Measurement ("IAS 39") requires classification of financial instruments into one of the following categories: financial assets and liabilities at fair value through profit and loss, held-to-maturity investments, loans and receivables, available-for-sale and other financial liabilities. The Company determines the classification of its financial assets and liabilities at initial recognition.

2. Summary of Significant Accounting Policies (continued)

c) Financial instruments (continued)

All of the Company's financial instruments are initially measured at fair value, with subsequent measurements dependent on the classification of each financial instrument. Financial assets at fair value through profit or loss include cash which is measured at fair value and all gains and losses are included in net loss in the period in which they arise. Other amounts receivable and accrued rent receivable are recorded at amortized cost. The Company has no financial assets classified as available-for-sale or as held-to-maturity. Other financial liabilities at amortized cost include accounts payable and accrued liabilities, mortgages payable, and loans payable.

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.

Long-term debt, consisting of mortgages payable and loan payable, is initially recognized at fair value less directly attributable transactions costs. After initial recognition, long-term debt is subsequently measured at amortized cost using the effective interest rate method.

Impairment

The Company assesses at each statement of financial position date whether there is objective evidence that financial assets other than those designated as "fair value through profit and loss" are impaired. When impairment has incurred, the cumulative loss is recognized in the statement of comprehensive income. For financial assets carried at amortized cost, the amount of the impairment loss recognized is the difference between the asset's carrying amount and the recoverable amount, determined as the higher of the estimated fair value and the discounted future cash flows generated from use. The projections of future cash flows take into account the relevant operating plans and management’s best estimate of the most probable set of conditions anticipated to prevail. When an available-for-sale financial asset is considered to be impaired, cumulative gains or losses previously recognized in other comprehensive income are reclassified to the statement of comprehensive income in the year. Impairment losses may be reversed in subsequent years.

2. Summary of Significant Accounting Policies (continued)

c) Financial instruments (continued)

The Company's financial assets and liabilities recorded at fair value on the statement of financial position have been categorized into three categories based on a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

Level 1 - Values based on unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2 - Values based on quoted prices in markets that are not active or model inputs that are observable either directly or indirectly for substantially the full term of the asset or liability.

Level 3 - Values based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement.

d) Share-based payments

Share-based compensation granted to directors, officers and employees is measured at the fair value of the grants on the grant date. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. The fair value of each tranche is measured at the date of grant using an accepted option pricing model. IFRS requires an initial estimate of the number of equity settled instruments that are expected to vest based on expected forfeitures, and subsequently adjustments are made to the estimate to reflect the actual number of equity settled instruments that vest, unless forfeitures are due to market based vesting conditions. Compensation expense is recognized over the tranche’s vesting period, based on the number of awards expected to vest, by increasing contributed surplus. Upon exercise of the stock options, consideration paid together with the amount previously recognized in contributed surplus is recorded as an increase to share capital.

The fair value of options granted to consultants is determined using fair value of the goods or services received. In situations where equity instruments are issued to non-employees and some or all of the goods or services received by the Company cannot be reliably measured, they are measured at fair value of the equity instruments issued. The resulting value is charged to operations over the service period. A corresponding increase in contributed surplus is recorded when stock options are expensed. When stock options are exercised, share capital is credited by the sum of the consideration paid and the related portion previously recorded in contributed surplus.

2. Summary of Significant Accounting Policies (continued)

e) Issue costs

The Company accounts for costs related to issuing equity as a charge against share capital in the period incurred.

f) Revenue recognition

The Company has retained substantially all of the risks and benefits of ownership of its rental properties and therefore accounts for leases with its tenants as operating leases.

The Company uses the straight-line method of recognizing rental revenue whereby the total amount of rental revenue to be received from all leases is accounted for on a straight-line basis over the term of the related leases. Step rent recorded on the statement of comprehensive income represents the difference between rental revenue recognized on a straight-line basis and the amount of rent contractually due under the lease agreements.

Common area and realty tax recoveries are taken into income monthly based on estimated recoveries for the year and reconciled to actual on an annual basis.

Interest income is recognized in earnings on an accrual basis and to the extent not received at year end, recorded as a receivable.

A property is regarded as sold and the gain or loss on sale is recognized when the significant risks and returns have been transferred to the buyer, which is normally upon closing on unconditional contracts. For conditional exchanges, sales are recognized only when all the significant conditions are satisfied.

g) Income taxes

The IASB made amendments to IAS 12, Income Taxes (“IAS 12”) that were applicable to the measurement of deferred tax liabilities and deferred tax assets where investment property is measured using the fair value model in IAS 40, Investment Property. The amendments, which were effective for annual periods beginning on or after January 1, 2012, introduced a rebuttable presumption that an investment property is recovered entirely through sale. This presumption is rebutted if the investment property is held within a business model whose objective is to consume substantially all of the economic benefits embodied in the investment property over time, rather than through sale. This amendment had no impact on the condensed financial statements of the Company as the Company's deferred tax assets and liabilities with respect to investment properties are measured using the presumption of recovery through sale.

The Company accounts for income taxes using the asset and liability method of accounting for income taxes. Under the asset and liability method, deferred income tax assets and liabilities are determined based on temporary differences (differences between the accounting basis and the tax basis of the assets and liabilities) and tax loss carryforwards, and are measured using the enacted or substantively enacted tax rates and laws expected to apply when these differences reverse.

2. Summary of Significant Accounting Policies (continued)

g) Income taxes (continued)

Income tax assets are recognized to the extent that management believes that it is probable that future taxable profit will be available against which the temporary differences can be utilized. Income tax expense or benefit is the sum of the Company's provision for current income taxes and the difference between the beginning and ending balances of the deferred income tax assets and liabilities. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in profit or loss.

h) Income (Loss) per share

Income (loss) per share is computed by dividing the income (loss) for the year by the weighted average number of common shares outstanding during the year, including contingently issuable shares which are included when the conditions necessary for issuance have been met. Diluted income (loss) per share is calculated in a similar manner, except that the weighted average number of common shares outstanding is increased to include potentially issuable common shares from the assumed exercise of common share purchase options and warrants, if dilutive. The number of additional shares included in the calculation is based on the weighted average number of shares that would be issued on the conversion of all potentially dilutive options and warrants into common shares.

If the number of shares increases or decreases as a result of capitalization, bonus issue, share splits or share consolidation, earnings per share is accounted for retrospectively. If these transactions occur after the reporting period but prior to the issuance of the condensed financial statements, income (loss) per share is calculated based on the new number of shares.

i) Related party transactions

All transactions with related parties are in the normal course of business and are measured at the amount agreed to by the parties involved in the transactions.

j) Provisions

A provision is recognized in the statement of financial position when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

2. Summary of Significant Accounting Policies (continued)

k) Contributed surplus

Contributed surplus consists of the recorded value of options granted to directors, officers, employees and consultants as well as transfers from the equity component of convertible debentures that have matured and whose equity option was not converted.

l) Future accounting changes

IFRS 9, Financial instruments (“IFRS 9”) was issued by the IASB in July 2014 and will replace IAS 39, Financial Instruments: recognition and measurement” (“IAS 39”). IFRS 9 utilizes a single approach to determine whether a financial asset is measured at amortized cost or fair value and a new mixed measurement model for debt instruments having only two categories: amortized cost and fair value. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Final amendments released in July 2014 also introduce a new expected loss impairment model and limited changes to the classification and measurement requirements for financial assets. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of IFRS 9.

IFRS 15, Revenue from Contracts and Customers (“IFRS 15”) was issued by the IASB in May 2014, and will replace IAS 18, Revenue, IAS 11, Construction Contracts, and related interpretations on revenue. IFRS 15 sets out the requirements for recognizing revenue that apply to all contracts with customers, except for contracts that are within the scope of the standards on leases, insurance contracts and financial instruments. IFRS 15 uses a control based approach to recognize revenue which is a change from the risk and reward approach under the current standard. Companies can elect to use either a full or modified retrospective approach when adopting this standard and it is effective for annual periods beginning on or after January 1, 2018. The Company is currently evaluating the impact of IFRS 15.

IFRS 16, Leases ("IFRS 16") replaces IAS 17 - Leases and requires lessees to account for leases on the statement of financial position by recognizing a right of use asset and a lease liability. The standard is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted. The Company is currently evaluating the impact of IFRS 16.

m) Changes in accounting policies

The Company has adopted the disclosure requirements in Disclosure initiative - Amendments to IAS 7 on January 1, 2017. Consequently, the Company has provided additional disclosure in relation to the changes in liabilities, which arise from financing activities for the nine months ended September 30, 2017. The Amendments do not require presentation of comparative information.

(Stated in Canadian Dollars)

3. Other Amounts Receivable

Other amounts receivable includes trade accounts receivable of $70,379 (December 31, 2016 - $97,993) and taxes receivable of $5,390 (December 31, 2016 - $3,140).

4. Investment Properties

Balance - January 1, 2017	$ 41,400,000
Additions	15,000
Leasing costs	776
Leasing costs amortization	(145,166)
Accrued rent receivable	52,504
Fair value adjustment	76,886
Balance - September 30, 2017	$ 41,400,000

The Company holds three investment properties and determines internally the fair value of each investment property based on the direct capitalization income approach with reference to the direct comparison approach and external appraisers for additional support. The fair value is determined by applying a capitalization rate to stabilized net operating income which incorporates allowances for vacancy, management fees and structural reserves for capital expenditures for the investment property. The resulting capitalized value is further adjusted, where appropriate, for costs to stabilize the income and non-recoverable capital expenditures.

External appraisals for the three properties, totaling $41,400,000, were obtained for the year ended December 31, 2016. As at September 30, 2017 and December 31, 2016, the fair value was determined from the information directly from the external appraisals. Capitalization rates of 6.00% to 7.50% as at December 31, 2016 and September 30, 2017 were used to determine the fair value of the properties. The weighted average capitalization rate for December 31, 2016 and September 30, 2017 was 7.41%. Management has assessed the underlying inputs and principles of the December 31, 2016 appraisals and noted no material changes for September 30, 2017. There have been minimal changes to the underlying principles which determine the appraisal value. Management will obtain a new appraisal if these conditions change. The Company has classified the three investment properties as Level 3 based on the fair value hierarchy.

(Stated in Canadian Dollars)

5. Mortgages and Loan Payable

	September 30, 2017	December 31, 2016
Mortgage payable, bearing interest at 5.15%, repayable monthly in blended principal and interest payments of $3,735, due December 1, 2018	$ 382,115	$ 400,571
Mortgage payable, bearing interest at prime plus 1.50%, repayable monthly in fixed principal payments of $106,512 plus interest, due September 1, 2029	15,337,771	16,296,382
Mortgage payable, bearing interest at prime plus 1.50%, repayable monthly in fixed principal payments of $27,969 plus interest, due September 1, 2029	4,027,536	4,279,257
Loan payable, bearing interest at prime plus 1.50%, repayable in interest only payments until November 30, 2016 at which point, the loan will reduce by monthly principal payments plus interest thereafter due September 2029	301,220	315,747
	20,048,642	21,291,957
Unamortized mortgage financing costs	(95,795)	(117,888)
	$ 19,952,847	$ 21,174,069

The mortgages and loan are secured by a general security agreement, the underlying revenue-producing properties, an assignment of rents and an assignment of fire insurance.

The unamortized mortgage and loan financing costs consist of fees and costs incurred to obtain the mortgage financing less accumulated amortization.

6. Purchase Price Payable

In December 2006, the Company acquired the Tri-City Mall in Cold Lake, Alberta and agreed to pay an additional $658,776 if and when the property became fully leased at any time up to December 31, 2021. Since the Company expects to fully lease the property by this time, the contingency has been fully provided for and was added to the cost of the acquisition. As at December 31, 2016 and September 30, 2017, the property was not fully leased.

(Stated in Canadian Dollars)

7. Loan Payable

During the year ended December 31, 2013, the Company received loan proceeds of $2,500,000 from a related corporation, Ceyx Properties Ltd. During the year ended December 31, 2014, the Company received further proceeds of $7,750,000 and also repaid $4,500,000 of the balance outstanding. During the year ended December 31, 2015, the Company received further proceeds of $2,250,000 and also repaid $5,000,000 of the balance outstanding. During the year ended December 31, 2016 the Company received further proceeds of $492,000. During the three months ended June 30, 2017, the company received further proceeds of $550,000. The balance outstanding as at September 30, 2017 is $4,042,000 (December 31, 2016 - $3,492,000).

The loan is unsecured, has no fixed terms of repayment, with access to a maximum value of up to $6,000,000, with interest payable at 6% per annum. Interest is accrued but not compounded. The loan is to be used for financing of the leasing and development of the investment properties, along with general working capital purposes. The companies are related by virtue of the fact that they have the same President. The related corporation is not a subsidiary.

8. Reconciliation of movements of liabilities to cash flows arising from financing activities

	Mortgage and Loan Payable	Loan Payable	Interest payable
Balance - January 1, 2017	$ 21,291,957	$ 3,492,000	$ 603,934
Proceeds	-	550,000	-
Payment of principal	(1,243,315)	-	-
Unamortized deferred financing costs	(95,795)	-	-
Interest expense	663,467	-	164,724
Interest paid	(663,467)	-	-
Balance - September 30, 2017	$ 19,952,847	$ 4,042,000	$ 768,658

9. Commitments

Minimum annual lease payments required under an operating lease are approximately as follows:

2017	$ 12,461
2018	8,307
2019	-
2020	-
	$ 20,768

(Stated in Canadian Dollars)

10. Share Capital

The Company is authorized to issue unlimited preference shares and unlimited common shares. The number of issued and outstanding common shares and unexercised options at September 30, 2017 and December 31, 2016 are as follows:

Common shares	**Number**	**Amount**
Shares outstanding - January 1, 2017	21,290,685	$ 7,453,322
Shares outstanding - September 30, 2017	21,290,685	$ 7,453,322
Unexercised options	1,041,000	
Total diluted shares - September 30, 2017	22,331,685	

a) Share-based compensation

The Stock Option Plan reserves a maximum of 10% of the issued and outstanding shares of the Company (determined at the time of the stock option grant) for issuance upon the exercise of stock options granted pursuant to the Stock Option Plan. Stock options granted have a term that does not exceed 10 years and the exercise prices and vesting provisions are determined by the Board of Directors.

A summary of the status of the Company's Plan as at September 30, 2017 and September 30, 2016 and the changes during the years are presented below:

	2017		**2016**	
	Options	**Weighted Average exercise price per option**	**Options**	**Weighted Average exercise price per option**
Outstanding, beginning of period	891,000	$ 0.266	891,000	$ 0.266
Granted	150,000	0.205	-	-
Exercised	-	-	-	-
Expired	-	-	-	-
Outstanding, end of period	1,041,000	$ 0.257	891,000	$ 0.266
Exercisable, end of period	1,041,000	$ 0.257	891,000	$ 0.266

(Stated in Canadian Dollars)

10. Share Capital (continued)

b) On April 26, 2017, the Company granted 150,000 stock options to directors, officers, and employees. Each option entitles the holder to purchase one share of the Company's common stock at a price of $0.205 per share until April 26, 2027. The options vested upon grant. The estimated fair value of $27,741 has been included in share-based compensation expense and contributed surplus. The share-based compensation expense for options issued to directors, officers and employees was determined based on the fair value of the options at the date of measurement using the Black-Scholes option pricing model with the following weighted average assumptions:

Expected dividend yield	Nil
Risk-free interest rate	1.78%
Expected life	10.0 years
Expected volatility	102%

Expected volatility is based on the historical volatility of the Company.

At September 30, 2017, options which had been granted to certain directors, officers, employees and consultants to purchase common shares of the Company subject to various requirements were outstanding as follows:

Outstanding	Exercisable	Year of grant	Exercise price per option	Expiry date
150,000	150,000	2010	$ 0.200	June 21, 2020
96,000	96,000	2011	$ 0.215	April 20, 2021
100,000	100,000	2011	$ 0.230	June 23, 2021
345,000	345,000	2012	$ 0.260	April 30, 2022
200,000	200,000	2014	$ 0.370	April 25, 2024
150,000	150,000	2017	$ 0.205	April 26, 2027
1,041,000	1,041,000			

11. Financial Instruments and Risk Management

Fair Value

The Company's other amounts receivable, accrued rent receivable and other financial liabilities, which includes mortgages payable, loan payable, purchase price payable and accounts payable and accrued liabilities, are carried at amortized cost, which approximates fair value. Such fair value estimates may not necessarily be indicative of the amounts that the Company might pay or receive in actual market transactions.

Cash, other amounts receivable, accrued rent receivable and accounts payable and accrued liabilities approximate their carrying amounts due to the short-term maturities of these instruments. The valuation method is classified as Level 1 on the fair value hierarchy.

11. Financial Instruments and Risk Management (continued)

Management has determined that the fair value of mortgages payable does not differ from its carrying value as underlying interest rates are not materially different than current market conditions. The valuation method is classified as Level 2 on the fair value hierarchy. The Company has no financial instruments at Level 3.

The Company is exposed to the following risks as a result of holding financial instruments: market risk (i.e. interest rate risk, currency risk and other price risks that impact the fair values of financial instruments); credit risk; and liquidity risk.

The following is a description of these risks and how they are managed:

Market Risk

Market risk is defined for these purposes as the risk that the fair value or future cash flows of a financial instrument held by the Company will fluctuate because of changes in market prices. Market risk includes the risk of changes in interest rates, currency exchange rates and changes in market prices due to factors other than interest rates or currency exchange rates such as changes in equity prices, commodity prices or credit spreads.

The Company manages market risk from the impact of changes in interest rates by funding assets with financial liabilities with similar interest rate characteristics.

The interest rates on 98% of the Company's mortgages payable are tied to the lender's prime lending rate. Changes in the lender's prime lending rate can cause fluctuations in the amounts of interest paid by the Company.

A change of 0.5% in the prime rate would increase or decrease the fair value of variable rate mortgages payable by approximately $100,243 (December 31, 2016 - $106,460).

Credit Risk

Credit risk arises from the possibility that tenants may experience financial difficulty and be unable to fulfil their lease commitments. The Company mitigates this risk of credit loss by diversifying its tenant mix and by limiting its exposure to any one tenant. The Company believes that the credit risk of trade accounts receivable is limited to the amount receivable as at September 30, 2017 of $70,379 (December 31, 2016 - $101,133).

Rent is past due when a tenant has failed to make a payment when contractually due. Rent past due amounts to $76,500 (December 31, 2016 - $72,000), which is due from related parties as described in note 13.

11. Financial Instruments and Risk Management (continued)

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in note 12. It also manages liquidity risk by continuously monitoring actual and projected cash flows. The Board of Directors reviews and approves the Company's operating and capital budgets, as well as any material transactions out of the ordinary course of business. The Company is subject to the risk associated with debt financing, including the ability to refinance indebtedness at maturity. The Company believes these risks are mitigated through the use of long-term debt with maturities over an extended period of time.

As at September 30, 2017, the Company's financial liabilities include accounts payable and accrued liabilities, purchase price payable, loan payable and mortgages payables.

12. Capital Management

The Company's objectives when managing capital are:

a) to safeguard the Company's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits to other stakeholders, and

b) to provide adequate return to shareholders by obtaining an appropriate amount of debt commensurate with the level of risk, to reduce after-tax cost of capital.

The Company sets the amount of capital in proportion to risk. The Company includes equity in its definition of capital. Equity is comprised of share capital, contributed surplus and retained earnings. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the risk characteristic of underlying assets. In order to maintain or adjust capital structure, the Company may repurchase shares, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company's objective is met by retaining adequate liquidity to provide for the possibility that cash flows from assets will not be sufficient to meet future cash flow requirements.

13. Related Party Transactions

During the nine months ended September 30, 2017, the Company:

a) Charged rent to related parties, Plato Gold Corp., $4,500 (September 30, 2016 - $4,500) and Ceyx Properties Ltd., $9,000 (September 30, 2016 - $9,000). The companies are related by virtue of the fact that they have the same President. As at September 30, 2017, included in accounts receivable is an amount of $76,500 (December 31, 2016 - $72,000) due from these related parties.

b) Was charged consulting fees of $78,879 (September 30, 2016 - $78,879) by Greg K. W. Wong, an officer of the Company. As at September 30, 2017, accounts payable and accrued liabilities included $12,461 (December 31, 2016 - $12,593) of consulting fees payable to this officer.

c) Incurred accounting fees of $70,575 (September 30, 2016 - $70,575) with an accounting firm, Forbes Andersen LLP, in which Paul Andersen, one of the Company's officers, is a partner. As at September 30, 2017, accounts payable and accrued liabilities included $40,965 (December 31, 2016 - $41,000) owing to this accounting firm.

d) Other related party transactions are disclosed in note 7 and note 10.

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.

14. Subsequent Events

On October 16, 2017, the Company received 1,627,200 common shares of a related company to settle an amount due from the related company of $81,360 as at December 31, 2016.