
Condensed Interim Financial Statements

Gulf & Pacific Equities Corp.

**For the Nine Months Ended September 30, 2024 and 2023
(Stated in Canadian Dollars)**

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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, 2024	December 31, 2023 (Audited)
Assets		
Cash and cash equivalents	\$ 243,704	\$ 729,426
Accounts receivable	367,301	460,948
Prepaid expenses	155,545	5,674
Right-of-use asset (note 6)	14,241	28,482
Investment properties (note 4)	50,360,000	50,360,000
Interest receivable	-	30,572
Investments (note 7)	40,680	24,408
Other assets	56,121	56,121
	<u>\$ 51,237,592</u>	<u>\$ 51,695,631</u>
Liabilities		
Accounts payable and accrued liabilities	\$ 2,346,693	\$ 2,465,831
Mortgages (notes 5, 9)	22,785,164	23,316,105
Lease liability (note 6)	15,074	29,384
Loan payable (notes 8, 9)	2,147,000	2,147,000
Deferred income taxes	1,784,000	1,754,000
	<u>29,077,931</u>	<u>29,712,320</u>
Shareholders' Equity		
Share Capital (note 10a)	7,537,022	7,453,322
Contributed Surplus	2,907,617	2,946,917
Retained Earnings	11,715,022	11,583,072
	<u>22,159,661</u>	<u>21,983,311</u>
	<u>\$ 51,237,592</u>	<u>\$ 51,695,631</u>

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

Approved on behalf of the Board

_____"Anthony J. Cohen"_____, Director _____"Greg K. W. Wong"_____, Director

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Income and Comprehensive Income

For the Three and Nine Months Ended September 30

Unaudited - See Notice to Reader

(Stated in Canadian dollars)

	Nine months ended		Three months ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Revenue				
Rental	\$ 2,371,515	\$ 2,178,961	\$ 790,682	\$ 764,761
Step rent	(27,144)	47,908	7,023	31,375
Common area and realty tax recoveries	1,057,244	955,686	372,144	338,783
	<u>3,401,615</u>	<u>3,182,555</u>	<u>1,169,849</u>	<u>1,134,919</u>
Expenses				
Interest (note 5)	1,268,615	1,192,967	423,067	435,544
Operating costs and realty taxes	1,415,011	1,436,792	448,372	438,388
Administration	642,987	621,384	200,532	187,991
Amortization (note 6)	14,241	14,303	4,747	4,747
	<u>3,340,854</u>	<u>3,265,446</u>	<u>1,076,718</u>	<u>1,066,670</u>
Net Income (Loss) before income taxes and the undernoted	60,761	(82,891)	93,131	68,249
Unrealized gain (loss) from investments	16,272	(24,408)	-	(16,272)
Other income	30,062	28,349	23,368	15,364
Fair value adjustment (note 4)	54,855	765,875	49,700	(53,770)
Net Income before income taxes	161,950	686,925	166,199	13,571
Deferred income tax recovery (expense)	(30,000)	(42,000)	(33,000)	13,000
Net Income and Comprehensive Income	<u>\$ 131,950</u>	<u>\$ 644,925</u>	<u>\$ 133,199</u>	<u>\$ 26,571</u>
Income per Share - Basic (note 10b)	<u>\$ 0.01</u>	<u>\$ 0.03</u>	<u>\$ 0.01</u>	<u>\$ -</u>
Income per Share - Diluted (note 10b)	<u>\$ 0.01</u>	<u>\$ 0.03</u>	<u>\$ 0.01</u>	<u>\$ -</u>
Weighted Average Number of Common Shares Outstanding - Basic (note 10b)	<u>21,360,320</u>	<u>21,290,685</u>	<u>21,410,685</u>	<u>21,290,685</u>
Weighted Average Number of Common Shares Outstanding - Diluted (note 10b)	<u>21,971,612</u>	<u>22,011,093</u>	<u>22,022,617</u>	<u>22,036,001</u>

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

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Changes in Shareholders' Equity

For the Nine Months Ended September 30

Unaudited - See Notice to Reader

(Stated in Canadian dollars)

	<u>Share Capital</u>		<u>Contributed Surplus</u>	<u>Retained Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			
Balance - January 1, 2023	21,290,685	\$ 7,453,322	\$ 2,946,917	\$ 10,421,452	\$ 20,821,691
Net income and comprehensive income	-	-	-	644,925	644,925
Balance - September 30, 2023	<u>21,290,685</u>	<u>\$ 7,453,322</u>	<u>\$ 2,946,917</u>	<u>\$ 11,066,377</u>	<u>\$ 21,466,616</u>

	<u>Share Capital</u>		<u>Contributed Surplus</u>	<u>Retained Earnings</u>	<u>Total</u>
	<u>Shares</u>	<u>Amount</u>			
Balance - January 1, 2024	21,290,685	\$ 7,453,322	\$ 2,946,917	\$ 11,583,072	\$ 21,983,311
Exercise of stock options (note 10)	120,000	83,700	(39,300)	-	44,400
Net income and comprehensive income	-	-	-	131,950	131,950
Balance - September 30, 2024	<u>21,410,685</u>	<u>\$ 7,537,022</u>	<u>\$ 2,907,617</u>	<u>\$ 11,715,022</u>	<u>\$ 22,159,661</u>

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

Gulf & Pacific Equities Corp.

Condensed Interim Statements of Cash Flow

For the Nine Months Ended September 30

Unaudited - See Notice to Reader

(Stated in Canadian Dollars)

	2024	2023
Cash Provided By:		
Operating Activities		
Comprehensive income	\$ 131,950	\$ 644,925
Add (deduct) items not affecting cash:		
Amortization of deferred financing costs	2,989	13,834
Amortization	14,241	14,303
Deferred income tax expense (recovery)	30,000	42,000
Amortization of deferred leasing costs	175,734	163,257
Step rent	27,144	(47,908)
Interest expense	1,265,625	1,177,712
Interest accretion	-	1,421
Fair value adjustments	(71,127)	(741,467)
	<u>1,576,556</u>	<u>1,268,077</u>
Changes in non-cash balances related to operations:		
Accounts receivable	93,647	54,848
Interest receivable	30,572	(22,234)
Prepaid expenses	(149,871)	(142,601)
Accounts payable and accrued liabilities	(342,810)	30,633
	<u>1,208,094</u>	<u>1,188,723</u>
Financing Activities		
Bank indebtedness	-	(928,437)
Repayment of mortgages payable	(528,930)	3,300,000
Interest paid	(1,040,835)	(948,725)
Payment of lease liability	(15,428)	(15,578)
Financing costs paid	(5,000)	(21,319)
Proceeds from stock option exercise	44,400	-
	<u>(1,545,793)</u>	<u>1,385,941</u>
Investing Activities		
Investment property leasing costs	(143,975)	(476,490)
Investment property additions	(4,048)	(926,633)
	<u>(148,023)</u>	<u>(1,403,123)</u>
Increase (decrease) in cash	(485,722)	1,171,541
Cash - beginning of period	729,426	185,227
Cash - end of period	<u>\$ 243,704</u>	<u>\$ 1,356,768</u>
Cash and cash equivalents is comprised of:		
Cash	\$ 243,704	\$ 156,768
Cash equivalents	-	1,200,000
	<u>\$ 243,704</u>	<u>\$ 1,356,768</u>

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

Gulf & Pacific Equities Corp.

Notes to the Condensed Interim Financial Statements
For the Nine Months Ended September 30, 2024 and 2023
Unaudited - See Notice to Reader
(Stated in Canadian Dollars)

1. Nature of Operations

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.

2. 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 condensed interim financial statements do not include all of the information required for annual financial statements.

These condensed interim financial statements should be read in conjunction with the Company's audited financial statements for the year ended December 31, 2023.

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, 2024 as issued by the International Accounting Standards Board.

These financial statements were authorized for issuance by the Board of Directors on November 14, 2024.

b) Basis of Measurement

The Company's financial statements have been prepared on a going concern basis using the historical cost basis except for investment properties and investments which have been measured at fair value.

c) Functional and Presentation Currency

The Company's functional currency is Canadian Dollars and the 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:

Gulf & Pacific Equities Corp.

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2. 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.

Additional critical accounting estimates and assumptions include those used for estimating current and deferred taxes, certain accrued liabilities, assessing the allowance for doubtful accounts on trade receivables and determining the values of financial instruments for disclosure purposes.

Gulf & Pacific Equities Corp.

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3. Material Accounting Policies

The Company's complete accounting policies have been included in the audited financial statements for the year ended December 31, 2023. Except for the items described below, the accounting policies the Company followed in the preparation of these condensed interim financial statements were the same as those applied by the Company in the annual financial statements as at and for the year ended December 31, 2023.

a) Changes in accounting standards effective January 1, 2024:

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, with early adoption permitted. The Company adopted the amendments effective January 1, 2024 with no material impact to the financial statements.

IAS 1 Presentation of Financial Statements (Amendment)

In January 2020, 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 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.

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3. Material Accounting Policies (continued)

a) Changes in accounting standards effective January 1, 2024 (continued):

The amendments are effective for annual reporting periods beginning on or after January 1, 2024, with early adoption permitted. The Company adopted the amendments effective January 1, 2024 with no material impact to the 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, with early adoption permitted. The Company adopted the amendments effective January 1, 2024 with no material impact to the financial statements.

4. Investment Properties

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Balance - Opening	\$ 50,360,000	\$ 47,830,000
Additions	4,048	1,315,736
Leasing costs	143,975	544,329
Leasing costs amortization	(175,734)	(216,141)
Accrued rent receivable	(27,144)	38,109
Fair value adjustment	54,855	847,967
	<hr/>	<hr/>
Balance - Ending	<u>\$ 50,360,000</u>	<u>\$ 50,360,000</u>

The Company holds three investment properties and determines the fair value of each investment property based on external appraisals and internal review.

During the period ended December 31, 2023, the Company began and completed renovation of a pad site on one of the investment properties. During the period ended December 31, 2023, the Company incurred costs of \$1,125,726 for the renovation of the pad site.

During the period ended December 31, 2023, the Company performed improvements on one of the investment properties and incurred costs of \$190,010.

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4. Investment Properties (continued)

External appraisals for two (2) of the properties, totaling \$47,400,000 were obtained as at March 31, 2023 and June 30, 2022. As at September 30, 2024, management performed an assessment of the underlying inputs and principals of the appraisals and determined fair value of the two (2) properties to be \$48,350,000 (December 31, 2023 - \$48,350,000) based on the discounted cashflow approach. As at September 30, 2024, an internal rate of return of 8.20% to 8.75% (December 31, 2023 - 8.20% to 8.75%) and terminal capitalization rates of 7.20% to 7.75% (December 31, 2023 - 7.20% to 7.75%) were used to determine the fair value of the properties. As at September 30, 2024, the weighted average internal rate of return was 8.62% (December 31, 2023 - 8.62%) and weighted average terminal capitalization rate was 7.62% (December 31, 2023 - 7.62%).

An external appraisal for the third property of \$930,000 was obtained as of December 31, 2022 based on the direct capitalization income approach using a capitalization rate of 7%. As at December 31, 2022, the Company also obtained another appraisal of \$2,010,000 which was conditional on signing a new lease agreement with a new tenant, at substantially greater rents than the existing tenant, and performing certain improvements to the property. During the period ended December 31, 2023, the Company signed the lease agreement with the new tenant and completed the improvements to the property. As at September 30, 2024, management performed an assessment of the underlying inputs and principals of the December 31, 2022 appraisal and determined the fair value of the property to be \$2,010,000 (December 31, 2023 - \$2,010,000) based on the direct capitalization income approach.

Capitalized income approach: 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. Management obtains new external appraisals if the conditions disclosed change materially. As at September 30, 2024 and December 31, 2023, the Company valued one (1) investment property using this method which is classified as level 3 based on the fair value hierarchy.

Discounted cash flow method: Discount rates are applied to the forecasted cash flows reflecting the initial terms of the leases for the specific property and assumptions as to renewal and new leasing activity. The key assumptions are the normalized first year cash flows, the growth rate applied to the first year cash flows over the analysis period of the investment property, and the discount rate applied over the useful life of the investment property. As at September 30, 2024 and December 31, 2023, the Company valued two (2) investment properties using this method which is classified as level 3 based on the fair value hierarchy.

The discounted cash flow method includes a variety of inputs, variables, and assumptions as part of its valuation model. The most significant input included is the discount rate. As at September 30, 2024, a 25-basis point increase in the discount rate would result in a \$1,387,000 (December 31, 2023 - \$1,387,000) decrease in the estimated fair value of investment properties and a 25-basis point decrease in the discount rate would result in a \$1,369,000 (December 31, 2023 - \$1,369,000) increase in the estimated fair value of the investment properties.

Gulf & Pacific Equities Corp.

Notes to the Condensed Interim Financial Statements
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5. Mortgages

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Mortgage payable, bearing interest at 6.98%, repayable monthly in blended principal and interest payments of \$92,745, due April 1, 2025	\$ 11,568,008	\$ 11,787,920
Mortgage payable, bearing interest at 6.98%, repayable monthly in blended principal and interest payments of \$23,924, due April 1, 2025	2,984,088	3,040,817
Mortgage payable, bearing interest at 6.98%, repayable monthly in blended principal and interest payments of \$23,187, due April 4, 2025	2,885,758	2,941,064
Mortgage payable, bearing interest at 4.48%, repayable monthly in fixed principal payments of \$17,535 plus interest, due April 1, 2025	2,156,860	2,314,679
Mortgage payable, bearing interest at 6.98%, requires interest only payments until April 28, 2024 and then repayable monthly in blended principal and interest payments of \$15,488, due April 28, 2025	1,984,572	2,000,000
Mortgage payable, bearing interest at 6.98%, repayable monthly in blended principal and interest payments of \$10,069, due May 4, 2025	1,258,678	1,282,414
	<hr/>	<hr/>
	22,837,964	23,366,894
Unamortized mortgage financing costs	(52,800)	(50,789)
	<hr/>	<hr/>
	\$ 22,785,164	\$ 23,316,105

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

Gulf & Pacific Equities Corp.

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5. Mortgages (continued)

The unamortized mortgage financing costs consist of fees and costs incurred to obtain the mortgage financing less accumulated amortization. For the period ended September 30, 2024, interest expense on the statement of income and comprehensive income includes amortized mortgage financing costs of \$2,989 (2023 - \$13,834).

During the year ended December 31, 2023, the Company renewed its existing mortgages with a carrying value of \$18,080,724, bearing interest at 5.26% and maturing on April 1, 2023. The renewed mortgages bear interest at 6.98% and mature in April 2025.

During the year ended December 31, 2023, the Company obtained a \$1,300,000 mortgage for one of its existing investment properties and a \$2,000,000 mortgage for the renovation of a pad site on one of the investment properties.

Principal repayments required under the terms of the mortgages are as follows:

2024	193,530
2025	<u>22,644,434</u>
	<u>\$22,837,964</u>

6. Right-of-Use Asset and Lease Liability

a) Right-of-use asset

The following is the continuity of the cost and accumulated amortization of the right-of-use asset for office space as at and for the period ended:

	<u>September 30, 2024</u>		<u>December 31, 2023</u>	
Cost				
Balance, beginning of the period	\$	126,478	\$	80,590
Lease additions		-		45,888
Balance, end of the period	\$	<u>126,478</u>	\$	<u>126,478</u>
Accumulated amortization				
Balance, beginning of the period	\$	97,996	\$	78,945
Amortization		14,241		19,051
Balance, end of the period	\$	<u>112,237</u>	\$	<u>97,996</u>
Carrying amount	\$	<u>14,241</u>	\$	<u>28,482</u>

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6. Right-of-Use Asset and Lease Liability (continued)

b) Lease liability

The following is the continuity of the lease liability as at and for the period ended:

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
Balance, beginning of the period	\$ 29,384	\$ 1,865
Lease additions	-	45,888
Lease payments	(15,428)	(20,721)
Interest expense on lease liability	1,118	2,352
Balance, end of the period	<u>\$ 15,074</u>	<u>\$ 29,384</u>

The Company used its incremental borrowing rate of 6.98% to measure the lease liability.

Future minimum lease payments under the lease liability are as follows:

2024	5,143
2025	<u>10,285</u>
Total minimum lease payments	15,428
Less: future interest expense	<u>(354)</u>
Present value of minimum lease payments	<u>\$ 15,074</u>

7. Financial instruments hierarchy and investments at fair value

Fair value measurements are based on a three-level fair value hierarchy based on inputs used in determining fair value of financial assets and liabilities. The hierarchy of inputs is summarized as follows:

Level 1 - inputs used to value financial assets and liabilities are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - inputs used to value financial assets and liabilities are other than quoted prices included in Level 1 that are observable either directly or indirectly for the asset or liability.

Level 3 - inputs used to value financial assets and liabilities are not based on observable market data.

As at September 30, 2024, the Company holds 1,627,200 (December 31, 2023 - 1,627,200) common shares of a related company at a fair value of \$40,680 (December 31, 2023 - \$24,408). The companies are related by virtue of the fact that they have the same President and CFO. Original cost of the investment was \$81,360. The aforementioned investment is classified as level 1 in the fair value hierarchy.

The Company did not record any transfers between fair value levels during the period.

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8. Loan Payable

The loan payable is due to a related corporation, Ceyx Properties Ltd. The balance outstanding as at September 30, 2024 is \$2,147,000 (December 31, 2023 - \$2,147,000).

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.

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

	<u>Mortgages Payable</u>	<u>Loan Payable</u>	<u>Interest payable</u>
Balance - January 1, 2024	\$ 23,316,105	\$ 2,147,000	\$ 1,832,202
Payment of principal	(528,930)	-	-
Addition of deferred financing costs	(5,000)	-	-
Amortized deferred financing costs	2,989	-	-
Interest expense	1,167,804	-	96,703
Interest paid	(1,040,835)	-	-
Accrued interest	(126,969)	-	-
Balance - September 30, 2024	<u>\$ 22,785,164</u>	<u>\$ 2,147,000</u>	<u>\$ 1,928,905</u>

As at September 30, 2024, interest payable of \$1,928,905 (December 31, 2023 - \$1,832,202) is included in accounts payable and accrued liabilities.

As at September 30, 2024, accrued interest of \$126,969 (December 31, 2023 - \$121,753) on the mortgages payable is included in accounts payable and accrued liabilities.

Gulf & Pacific Equities Corp.

Notes to the Condensed Interim Financial Statements
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10. Share capital and earnings per share

a) Share Capital

The Company is authorized to issue unlimited preferred shares and unlimited common shares. The number of issued and outstanding common shares at September 30, 2024 is as follows:

Common shares	Number	Amount
Shares outstanding - January 1, 2023, and December 31, 2023	21,290,685	\$ 7,453,322
Issued on exercise of stock options	120,000	83,700
Shares outstanding - September 30, 2024	<u>21,410,685</u>	<u>7,537,022</u>

b) Earnings per share

For the period ending September 30, 2024, basic earnings per share has been calculated using the weighted average number of shares outstanding of 21,360,320 (2023 - 21,290,685) and diluted earnings per share has been calculated using weighted average number of shares outstanding of 21,971,612 (2023 - 22,011,093) and includes 611,292 (2023 - 720,408) unexercised weighted average dilutive options.

	September 30, 2024	September 30, 2023
Net income and comprehensive income	\$ 131,950	\$ 644,925
Basic weighted average common shares outstanding	<u>21,360,320</u>	<u>21,290,685</u>
Basic earnings per share	<u>\$ 0.01</u>	<u>\$ 0.03</u>
Basic weighted average common shares outstanding	21,360,320	21,290,685
Effect of unexercised dilutive options	<u>611,292</u>	<u>720,408</u>
Diluted weighted average common shares outstanding	<u>21,971,612</u>	<u>22,011,093</u>
Diluted earnings per share	<u>\$ 0.01</u>	<u>\$ 0.03</u>

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11. Share-based compensation

- a) 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, 2024 and December 31, 2023 and the changes during the periods is presented below:

	September 30, 2024		December 31, 2023	
	Options	Weighted Average exercise price per option	Options	Weighted Average exercise price per option
Outstanding and exercisable, beginning of period	1,250,000	\$ 0.213	1,250,000	\$ 0.213
Granted/vested	-	-	-	-
Exercised	(120,000)	0.370	-	-
Expired	(80,000)	0.370	-	-
Outstanding and exercisable, end of period	1,050,000	\$ 0.184	1,250,000	\$ 0.213

During the period ended September 30, 2024, 120,000 options were exercised and 80,000 options expired unexercised.

- b) As at September 30, 2024, 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	2017	\$ 0.205	April 26, 2027
900,000	900,000	2021	\$ 0.180	April 23, 2031
1,050,000	1,050,000			

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12. Financial Instruments and Risk Management

Fair Value

The Company's cash and cash equivalents, accounts receivable, other assets and loan payable, government loan payable, and accounts payable and accrued liabilities, are carried at amortized cost, which approximates fair value due to their short-term nature. Such fair value estimates may not necessarily be indicative of the amounts that the Company might pay or receive in actual market transactions.

Management has determined that the fair value of mortgages payable does not differ from its carrying value due to their short terms to maturity. 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 has fixed rate mortgages and as a result, fluctuations in interest rates does not have a significant impact on the Company as at September 30, 2024 and December 31, 2023. The Company is subject to fair value risk on its fixed rate mortgages.

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 minimal as the balance receivable is limited to the amount receivable as at September 30, 2024 of \$367,301 (December 31, 2023 - \$460,948).

Rent and common area and realty tax recoveries are past due when a tenant has failed to make a payment when contractually due. As at September 30, 2024, rent and common area and realty tax recoveries past due amounts to \$327,943 (December 31, 2023 - \$263,862).

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12. Financial Instruments and Risk Management (continued)

Equity Price Risk

The Company is exposed to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. The Company's investment in the common shares of a related company, Plato Gold Corp., is subject to fair value fluctuations arising from changes in the equity market. At September 30, 2024, should the equity prices of the Company's holdings increase or decrease by 5%, the impact on net income would be approximately \$2,034 (December 31, 2023 - \$1,220).

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages liquidity risk through the management of its capital structure and financial leverage, as outlined in note 13. 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, 2024, the Company's financial liabilities include accounts payable and accrued liabilities, loan payable, lease liability and mortgages.

13. Capital Management

The Company's objectives when managing capital are:

- a) to safeguard the entity'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.

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14. Related Party Transactions

During the period ended September 30, 2024, the Company:

- a) Charged rent to related parties, Plato Gold Corp., \$1,800 (2023 - \$1,800) and Ceyx Properties Ltd., \$2,700 (2023 - \$2,700). The companies are related by virtue of the fact that they have the same President. As at September 30, 2024, included in accounts receivable is an amount of \$22,800 (December 31, 2023 - \$21,000) due from these related parties.
- b) Was charged consulting fees of \$131,275 (2023 - \$121,261) by Greg K. W. Wong, an officer of the Company. As at September 30, 2024, accounts payable and accrued liabilities included \$20,750 (December 31, 2023 - \$Nil) of consulting fees payable to this officer.
- c) Incurred accounting fees of \$97,500 (2023 - \$88,500) from a company in which Paul Andersen, one of the Company's officers, is an officer. As at September 30, 2024, accounts payable and accrued liabilities included \$47,040 (December 31, 2023 - \$45,085) owing to this company.
- d) Other related party transactions and balances are disclosed in notes 7, 8 and 11.

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.