Extendicare

Shareholders’ Quarterly Report

Q3 2024

Extendicare Inc.
Dated: November 12, 2024

Helping people live better

Management's Discussion and Analysis

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Three and nine months ended September 30, 2024
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BASIS OF PRESENTATION

This Management's Discussion and Analysis ("MD&A") provides information on Extendicare Inc. and its subsidiaries, and unless the context otherwise requires, references to "Extendicare", the "Company", "we", "us" and "our" or similar terms refer to Extendicare Inc., either alone or together with its subsidiaries. The Company's common shares (the "Common Shares") are listed on the Toronto Stock Exchange ("TSX") under the symbol "EXE". The registered office of Extendicare is located at 3000 Steeles Avenue East, Suite 400, Markham, Ontario, Canada, L3R 4T9.

Extendicare is a recognized leader in the delivery of quality health care services to Canadians, inspired by its mission to provide people with the care they need, wherever they call home. In operation since 1968, it is the largest private-sector owner and operator of long-term care ("LTC") homes in Canada and one of the largest private-sector providers of publicly funded home health care services in Canada through its wholly owned subsidiary ParaMed Inc. ("ParaMed"). As well, the Company provides management, consulting and other services to LTC homes owned by third parties and joint ventures to which the Company is a party through its Extendicare Assist division and procurement services through its group purchasing division, SGP Purchasing Network ("SGP").

During Q3 2023, the Company completed the previously announced transactions (the "Revera Transactions") with Revera Inc. and its affiliates ("Revera") and Axium LTC Limited Partnership and its affiliates ("Axium") (together the "Revera and Axium Transactions"), resulting in Extendicare entering into two limited partnership joint ventures with Axium, in which the Company has a 15% managed interest in each. The limited partnership joint ventures, Axium Extendicare LTC LP ("Axium JV") and Axium Extendicare LTC II LP ("Axium JV II") (together, the "Joint Ventures"), are accounted for in the Company's consolidated financial statements as investments using the equity method. Refer to the discussion under "Business Overview – Joint Ventures" and *Notes 5 and 14* of the unaudited interim condensed consolidated financial statements.

In This MD&A

This MD&A has been prepared to provide information to current and prospective investors of the Company to assist them to understand the Company's financial results for the three and nine months ended September 30, 2024. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2024 and the notes thereto, together with the annual MD&A and the audited consolidated financial statements for the year ended December 31, 2023, and the notes thereto, prepared in accordance with IFRS® Accounting Standards as issued by the International Accounting Standards Board ("IASB"). The accompanying unaudited interim condensed consolidated financial statements for the three and nine months ended September 30, 2024 have been prepared in accordance with IAS 34 *Interim Financial Reporting*, as issued by the IASB.

In this document, "Q1" refers to the three-month period ended March 31; "Q2" refers to the three-month period ended June 30; "Q3" refers to the three-month period ended September 30; and "Q4" refers to the three-month period ended December 31. Except as otherwise specified, references to years indicate the fiscal year ended December 31, 2024, or December 31 of the year referenced.

In this MD&A, the Company uses a number of performance measures and indicators to monitor and analyze the financial results that do not have standardized meanings prescribed by generally accepted accounting principles ("GAAP") and, therefore, may not be comparable to similar performance measures and indicators used by other issuers. Refer to the "Key Performance Indicators" and "Non-GAAP Measures" sections of this MD&A for details.

The annual and interim MD&A, financial statements and other materials are available on the Company's website at www.extendicare.com. All currencies are in Canadian dollars unless otherwise indicated.

This MD&A is dated as of November 12, 2024, the date this report was approved by the Company's board of directors (the "Board of Directors" or "Board"), and is based upon information available to management as of that date. This MD&A should not be considered all-inclusive, as it does not include all changes that may occur in general economic, political and environmental conditions. Additionally, other events may or may not occur, which could affect the Company in the future.

ADDITIONAL INFORMATION

Additional information about the Company, including its latest Annual Information Form, may be found on SEDAR+ at www.sedarplus.ca under the Company's issuer profile and on the Company's website at www.extendicare.com.

FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking statements within the meaning of applicable Canadian securities laws ("forward-looking statements" or "forward-looking information"). Statements other than statements of historical fact contained in this MD&A may be forward-looking statements, including, without limitation, management's expectations, intentions and beliefs concerning anticipated future events, results, circumstances, economic performance or expectations with respect to the Company, including, without limitation: statements regarding redemption of the 5.00% convertible unsecured subordinated debentures, its business operations, business strategy, growth strategy, results of operations and financial condition, including anticipated timelines and costs in respect of development projects; statements relating to the agreements entered into with Revera, Axium and two limited partnership joint ventures with Axium in respect of the acquisition, disposition, ownership, operation and redevelopment of LTC homes in Ontario and Manitoba; and statements relating to expected future current income taxes and maintenance capex impacting AFFO. Forward-looking statements can often be identified by the expressions "anticipate", "believe", "estimate", "expect", "intend", "objective", "plan", "project", "will", "may", "should" or other similar expressions or the negative thereof. These forward-looking statements reflect the Company's current expectations regarding future results, performance or achievements and are based upon information currently available to the Company and on assumptions that the Company believes are reasonable. Actual results and developments may differ materially from results and developments discussed in the forward-looking statements, as they are subject to a number of risks and uncertainties.

Although forward-looking statements are based upon estimates and assumptions that the Company believes are reasonable based upon information currently available, these statements are not representations or guarantees of future results, performance or achievements of the Company and are inherently subject to significant business, economic and competitive uncertainties and contingencies. In addition to the assumptions and other factors referred to specifically in connection with these forward-looking statements, the risks, uncertainties and other factors that could cause the actual results, performance or achievements of the Company to differ materially from those expressed or implied by the forward-looking statements, include, without limitation, those described under "Risks and Uncertainties" in this MD&A and those other risks, uncertainties and other factors identified in the Company's other public filings with the Canadian securities regulators available on SEDAR+ at www.sedarplus.ca under the Company's issuer profile. These risks and uncertainties include the following: the occurrence of a pandemic, epidemic or outbreak of a contagious illness, such as COVID-19; changes in the overall health of the economy and changes in government; the availability and ability of the Company to attract and retain qualified personnel; changes in the health care industry in general and the long-term care industry in particular because of political, legal and economic influences; changes in applicable accounting policies; changes in regulations governing the health care and long-term care industries and the compliance by the Company with such regulations; changes in government funding levels for health care services; the ability of the Company to comply with and renew its government licenses and customer and joint venture agreements; changes in labour relations, employee costs and pay equity; changes in tax laws; resident care and class action litigation, including the Company's exposure to punitive damage claims, increased insurance costs and other claims; the ability of the Company to maintain and increase resident occupancy levels and business volumes; changes in competition; changes in demographics and local environment economies; changes in interest rates; changes in the financial markets, which may affect the ability of the Company to refinance debt; and the availability and terms of capital to the Company to fund capital expenditures and acquisitions; changes in the anticipated outcome and benefits of proposed or actualized dispositions, acquisitions and development projects, including risks relating to the actual completion of proposed transactions.

The preceding reference to material factors or assumptions is not exhaustive. All forward-looking statements in this MD&A are qualified in their entirety by this forward-looking disclaimer. Although forward-looking statements contained in this MD&A are based upon what management believes are reasonable assumptions, there can be no assurance that actual results will be consistent with these forward-looking statements. Accordingly, readers should not place undue reliance on such forward-looking statements and assumptions as management cannot provide assurance that actual results or developments will be realized or, even if substantially realized, that they will have the expected consequences to, or effects on, the Company. The forward-looking statements speak only as of the date of this MD&A. Except as required by applicable securities laws, the Company assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

SIGNIFICANT DEVELOPMENTS

Established a New $275 million Senior Secured Credit Facility

As announced on November 8, 2024, the Company entered into a new senior secured credit facility for $275.0 million (the "Senior Secured Credit Facility") with a syndicate of Canadian chartered banks, for a term of three years. The Senior Secured Credit Facility is secured by 21 LTC homes in Ontario and is subject to customary financial and non-financial covenants and other terms. The Senior Secured Credit Facility consists of a revolving credit facility for up to $145.0 million (the "Revolving Facility"), which replaces the Company's former demand credit facilities of $112.3 million, and a delayed draw term loan facility in an amount up to $130.0 million (the "Delayed Draw Facility"). The Revolving Facility is available for working capital and general corporate purposes, including capital expenditures and acquisitions. The Delayed Draw Facility is available until April 30, 2025 to repay the $126.5 million of 5.00% convertible unsecured subordinate debentures (the "2025 Debentures"). Refer to "Liquidity and Capital Resources – Long-term Debt – Credit Facilities".

Early Redemption of 2025 Debentures

As announced on November 12, 2024, the Company has exercised its option to redeem all of the outstanding 2025 Debentures on December 16, 2024 (the "Redemption Date") using funds from the Delayed Draw Facility. The 2025 Debentures will be redeemed at par, plus accrued and unpaid interest up to but excluding the Redemption Date, for a total of approximately $127.3 million. All interest on the 2025 Debentures will cease from and after the Redemption Date and the 2025 Debentures will be delisted from the facilities of the TSX at the close of markets on December 16, 2024. Refer to "Liquidity and Capital Resources – Long-term Debt – Credit Facilities".

Ontario LTC Redevelopment Activities

In March 2024, the Ontario Ministry of Long-Term Care (the "MLTC") announced another time-limited supplemental construction funding subsidy ("CFS") to support redevelopment. Similar to the supplemental CFS that expired in August 2023, the new supplement provides an additional $35.00 per bed per day to the existing base CFS and is available to eligible applicants who receive the government's approval to construct by November 30, 2024.

In September 2024, the Company commenced construction on a new 256-bed LTC home in St. Catharines, Ontario, under the time limited enhanced construction funding subsidy. The home is anticipated to open in Q1 2027 and will replace an existing Extendicare home with 152 Class C beds in St. Catharines. The Company entered into a $72.3 million fixed-price construction contract and estimates the total development costs for the project to be $106.4 million. This project is anticipated to be sold to Axium JV in Q1 2025, with Extendicare retaining a 15% managed interest, subject to customary closing conditions, including receipt of regulatory approvals from the MLTC.

Together with the five projects already in the Joint Ventures, the St. Catharines project brings the total LTC redevelopment projects under construction in Ontario to six, as at November 12, 2024, comprising 1,536 new beds to replace 1,273 Class C beds. Five of the projects are replacing homes owned by Extendicare and the sixth is replacing an existing Revera home that Extendicare is managing. The homes are being constructed with private and semi-private rooms, with substantial improvements in common areas used by the residents. For more information refer to "Key Performance Indicators – LTC Projects Under Construction".

The Company anticipates starting two more redevelopment projects under the enhanced CFS, subject to finalization of fixed-price construction contracts and receipt of applicable regulatory approvals. The projects, in London and Port Stanley, consist of 320 beds to replace 230 Class C beds in the area. These projects are anticipated to be sold to Axium JV in Q1 2025, with Extendicare retaining a 15% managed interest, subject to customary closing conditions, including receipt of regulatory approvals from the MLTC.

In Q4 2024, the Company plans to open two of the Axium JV homes currently under construction. The first is Limestone Ridge, a 192-bed home in Kingston, Ontario, which will replace Extendicare Kingston, a 150-bed Class C home nearby. Following the opening of the new home, the Company will sell Extendicare Kingston, pursuant to the previously disclosed agreement, for proceeds of $3.7 million (refer to "Other Contractual Obligations and Contingencies – Commitments"). The second home to be opened in Q4 2024 is Crossing Bridge, a 256-bed home in Stittsville, Ontario, which will replace Extendicare West End Villa, a Class C home in Ottawa. Once the new home is open, the Company intends to list Extendicare West End Villa for sale in early 2025.

While the MLTC continues to demonstrate its commitment to building new LTC homes in Ontario, it has acknowledged that delays in redevelopment of Class C LTC homes requires that their operating licenses remain in service beyond their current expiration date of June 2025. In April 2024, the MLTC indicated that all Class C home operators must submit notice of their intentions regarding their Class C homes in order to qualify for license extensions of up to five years. Subsequent to Q3, the Company began to receive license extensions to June 2030 for certain of its Class C homes, and expects to ultimately receive license extensions for the balance of its Class C homes.

The Company continues to progress its remaining 12 redevelopment projects in Ontario, consisting of 2,456 new or replacement beds that would replace 1,841 Class C beds, in anticipation of any future enhancements to the MLTC's capital funding program that may be made available beyond November 2024. We are working collaboratively with industry partners and the government to make as many of the remaining projects as possible economically feasible, including the need to address the particular challenges faced by projects in the Greater Toronto Area and in smaller rural markets.

BUSINESS OVERVIEW

As at September 30, 2024, the Company operates 122 LTC homes, composed of 52 homes (7,113 beds) wholly owned by the Company and 70 homes (9,717 beds) under management contracts with third parties through Extendicare Assist, including 26 LTC homes owned by the Joint Ventures, in which the Company has a 15% managed interest. The Company's network of 122 LTC homes has capacity for 16,830 residents across three provinces in Canada, with Ontario, Manitoba and Alberta accounting for 79.4%, 11.6% and 9.0% of residents served, respectively.

In addition to providing procurement services to the LTC homes wholly owned by the Company, SGP supports third-party clients and the LTC homes owned by the Joint Ventures, representing approximately 143,500 beds across Canada, as at September 30, 2024.

The Company's home health care operations, ParaMed, delivered approximately 10.7 million hours of home health care services for the trailing twelve months ended September 30, 2024. The majority of ParaMed's services are delivered in Ontario and Alberta, which accounted for 94% and 4% of the total volume, respectively.

Joint Ventures

Joint ventures are accounted for in the Company's consolidated financial statements as investments using the equity method, whereby the investment is initially recognized at cost, and adjusted thereafter to recognize the Company's share of the profit or loss and other comprehensive income or loss of the joint venture from the date of acquisition, increased by the Company's contributions and reduced by distributions received. The Company's share of joint venture profit or loss is included in the consolidated statements of earnings.

The following table summarizes the classification of properties that are owned through the Company's joint ventures as at September 30, 2024.

Joint Venture	# of Properties	# of Beds	Extendicare Ownership	Accounting Treatment
Axium Extendicare LTC II LP(i)	26	3,502	15 %	Equity method
Axium Extendicare LTC LP(ii)	5	1,216	15 %	Equity method

(i) Twenty-five properties of Axium Extendicare LTC II LP are operational and one is under construction as at September 30, 2024.

(ii) One property of Axium Extendicare LTC LP is operational and four are under construction as at September 30, 2024.

Operating Segments

The Company reports on the following segments: i) long-term care; ii) home health care; iii) managed services, composed of the Extendicare Assist and SGP divisions; and iv) the corporate functions, including the Company's joint venture interests, and any intersegment eliminations as "corporate".

The following table summarizes the contribution of the business segments to the Company's consolidated revenue and NOI for the nine months ended September 30, 2024 and 2023. The impact of COVID-19 affects the comparability of the contributions of the LTC and home health care business segments to the Company's consolidated revenue and NOI. Refer to "Select Quarterly Financial Information" and "2024 Nine Month Financial Review" for additional details to understand the impacts on the business segments.

	Nine months ended September 30,				Year ended December 31,	
	2024		2023		2023	
Operating Segments as % of	Revenue	NOI	Revenue	NOI	Revenue	NOI
Long-term care	**56.1 %**	**51.2 %**	60.9 %	59.4 %	60.4 %	54.2 %
Home health care	**38.9 %**	**29.4 %**	35.8 %	25.9 %	35.9 %	29.2 %
Managed services	**5.0 %**	**19.4 %**	3.3 %	14.7 %	3.7 %	16.6 %
Total	**100.0 %**	**100.0 %**	100.0 %	100.0 %	100.0 %	100.0 %

The following describes the operating segments of the Company.

Long-term Care

The homes owned entirely by the Company are reported under the long-term care operating segment and consist of 52 LTC homes with capacity for 7,113 residents, inclusive of a stand-alone funded designated supportive living home (140 suites) and a funded designated supportive living wing (60 suites) in Alberta and two private pay retirement wings (76 suites) in Ontario. In addition, the Company has 127 ward-style beds in Ontario LTC homes that have been taken out of service as a result of regulatory changes and which form part of the Company's remaining 3,041 Class C Beds that are eligible to be reinstated upon redevelopment.

Provincial legislation and regulations closely control all aspects of the operation and funding of LTC homes and government-funded designated supportive living homes, including the fee structure, subsidies, the adequacy of physical homes, standards of care and accommodation, equipment and personnel. A substantial portion of the fees paid to providers of these services are funded by provincial programs, with a significantly smaller portion to be paid by the resident. No individual is refused access to long-term care due to an inability to pay, as a government subsidy, generally based on an income test, is available for LTC residents who are unable to afford the resident co-payment. Long-term care funding in Ontario is provided in four envelopes allocated to personal care, programming, nutritional support and other accommodation, respectively. The first three envelopes must be spent entirely on residents and are independently audited with any surplus funding returned to the government. The additional COVID-19 pandemic related funding being provided in Ontario is subject to this same reconciliation process. In Alberta, designated supportive living homes provide an alternative setting for residents not yet requiring the needs of a more expensive LTC home. Such homes are licensed, regulated and funded by AHS in a similar manner to LTC homes, including a government-determined fee structure.

In Ontario, long-term care operators have the opportunity to receive additional funding through higher accommodation rates charged to residents for private and semi-private accommodation, at maximum preferred accommodation rates that are fixed by the government. Long-term care operators are permitted to designate up to 60% of the resident capacity of a home as preferred accommodation and charge premiums that vary according to the structural classification of the LTC home.

The following summarizes the government funding rate changes implemented for LTC in 2024 in Ontario, Alberta and Manitoba.

ONTARIO LTC FUNDING CHANGES

Effective July 1, 2024, the MLTC implemented a 2.5% increase in preferred accommodation premiums paid for by residents to LTC providers for private and semi-private accommodation. For older LTC beds that are not classified as "New" or "A" beds, the maximum daily preferred accommodation premiums are $9.19 and $20.65 for semi-private and private rooms, respectively. For newer LTC beds that are classified as "New" or "A" beds, the maximum daily preferred accommodation premiums are $13.77 and $28.70 for semi-private and private rooms, respectively.

Effective April 1, 2024, the MLTC implemented a 6.6% blended funding increase, representing an 11.5% increase in the other accommodation envelope and 4.5% to the flow-through envelopes. In addition, on April 1, 2024, the second stage of the phase out of funding for ward-style beds not in service took effect. The Company estimates these funding changes will result in net incremental annual revenue of approximately $21.3 million, of which $12.0 million is applicable to the non-flow through, other accommodation envelope. In April 2023, the corresponding 2.4% blended funding increase, net of the first stage of the phase out of funding for ward-style beds, represented incremental revenue of approximately $4.0 million, of which $2.2 million was applicable to the non-flow through, other accommodation envelope.

In March 2024, the MLTC provided LTC operators with one-time funding of $2,543 per bed for the MLTC funding year ending March 31, 2024. This one-time funding provides financial support for the homes to help relieve financial pressures and address key priorities, including capital and maintenance needs, redevelopment and other operating needs. As a result, the Company recognized approximately $12.2 million in one-time funding in Q1 2024, of which approximately $9.2 million is retroactive to April 1, 2023.

In November 2021, the MLTC implemented the first phase of its LTC Staffing Plan to increase direct care hours for LTC residents over four years through increased funding of the nursing and program flow-through envelopes, where any funding not spent on resident care is returned to the government. During 2023, the Company recognized approximately $71.2 million in revenue through the flow-through envelopes to support the increased hours of direct care (2022 – $42.8 million). The final phase of the LTC Staffing Plan took effect on April 1, 2024, and the Company estimates that it will provide incremental revenue of approximately $28.0 to $33.0 million in 2024 to support the incremental hours of direct care. While there is no impact on NOI from this increase in flow-through funding, it does have the effect of compressing the NOI margin as a percentage of revenue.

ALBERTA LTC FUNDING CHANGES

In August 2024, Alberta Health Services ("AHS") announced funding changes for operators of LTC and designated supportive living homes, increasing both resident and government funding, including government funding to reflect changes in acuity levels and an increase in direct hours of care, with varying effective dates. Effective August 1, 2024, AHS implemented a 4.2% annual inflationary increase to the residents' share of accommodation rates, a portion of which is currently being paid by AHS due to a resident deferral period to offset high inflation. This increase represents additional annual revenue for the Company of approximately $1.7 million (2023 – $1.4 million or 3.6% effective July 1, 2023). Effective July 1, 2024, AHS implemented funding enhancements to support an increase in direct hours of care. The Company estimates that this enhancement will provide incremental annual revenue of approximately $1.7 million to support increases in care staff compensation. The increase will have no impact on NOI (2023 – $7.2 million). Annual rate and acuity level adjustments are retroactive to April 1, 2024, resulting in the Company recognizing approximately $1.3 million of prior period funding in Q3 2024. The Company estimates that these funding increases represent additional annual revenue of approximately $5.5 million (2023 – $2.2 million).

In Q2 2024, the Company recognized $2.1 million of one-time funding provided to continuing care operators by AHS for the 2023-24 fiscal year through AHS' Aging with Dignity program, funded through a bilateral agreement with the Government of Canada. This funding was provided to compensate operators for higher mortgage interest costs, staffing agency use and low occupancy in some homes.

MANITOBA LTC FUNDING CHANGES

In October 2024, Manitoba Health implemented annual funding increases for LTC operators retroactive to April 1, 2024, representing incremental annual revenue for the Company of approximately $2.2 million and approximately $0.5 million of prior period funding recognized in Q3 2024.

In June 2024, Manitoba Health provided the Company with one-time funding of $1.5 million in support of union wage settlements for prior years dating back to 2017. The Company had previously incurred or accrued for the anticipated costs associated with these wage settlements.

In March 2024, Manitoba Health implemented annual funding increases for LTC operators retroactive to April 1, 2023, resulting in additional annual revenue for the Company of $3.2 million of which $2.2 million had been accrued during 2023. As result, the Company recognized incremental revenue of $1.0 million in Q1 2024 of which approximately $0.6 million related to prior periods.

Home Health Care

The Company provides home health care services through ParaMed, whose professionals and staff members are skilled in providing complex nursing care, occupational, physical and speech therapy and assistance with daily activities to accommodate clients of all ages living at home.

Provincial governments fund a wide range of home health care services and contract these services to providers such as ParaMed. ParaMed receives approximately 99% of its revenue from contracts tendered by locally administered provincial agencies, with the remainder coming from private clients.

HOME HEALTH CARE FUNDING CHANGES

As at November 12, 2024, the MLTC has not announced home health care funding increases for the year commencing April 1, 2024.

The following summarizes the government funding changes announced for home health care during 2023 in Ontario that resulted in retroactive adjustments in Q4 2023 and Q1 2024.

As previously disclosed, in Q3 2023 the government confirmed a 3.0% billing rate increase retroactive to April 1, 2023, which we had accrued for throughout the year. In Q4 2023, the government confirmed a further 6.7% billing rate increase to the sector, retroactive to April 1, 2023, to help stabilize and expand the home and community care sector. The government prescribed that the increases be directed to increases in wages and benefits for home health care staff; travel, training, recruitment and retention costs; technology investments and operational support for staff and delivery of services.

Based on ADV and mix of services provided for the trailing twelve months ended March 31, 2024, these rate changes increase our annual revenue by approximately $42.0 million and help offset wage and benefit increases, increased recruitment, retention and training costs and investments in technology and back-office support, some of which have already been implemented or incurred. In Q4 2023, and as a result of the 6.7% increase, we recognized $5.4 million in funding retroactive to April 1, 2023, which represented a recovery of increased wages and benefits and investments in recruiting, retention, training and technology that were previously made by the home health care business. Additional changes to our wage and benefits programs, and ongoing investments in recruiting, retention, training and technology were made in Q1 2024 as a result of the 6.7% billing rate increase announced in Q4 2023. In addition, we recognized one-time revenue and expense of $13.6 million related to compensation to home health care staff, with no impact on NOI.

Managed Services

The Company leverages its size, scale and operational expertise in the seniors' care industry to provide managed services to third parties and joint ventures to which the Company is a party through its Extendicare Assist and SGP divisions.

MANAGEMENT CONTRACTS AND CONSULTING AND OTHER SERVICES

Through its Extendicare Assist division, the Company provides management, consulting and other services to third parties and joint ventures to which the Company is a party, including not-for-profit and for-profit organizations, hospitals and municipalities. Extendicare Assist's business is classified into two categories: (i) management contracts and (ii) consulting and other services. Our management contracts category consists of two offerings: i) a fully managed service, providing management oversight over the day-to-day operations of the homes and ii) a back-office services only offering. Our full suite of back-office support services include human resources, labour relations, payroll and benefits administration, accounting and information technology expertise supported by our cloud-based integrated technology platform that provides all systems needed to operate a senior care home. Our full-service management contract offering provides the full suite of back-office support services with oversight of the day-to-day operations of a home supported by our regional support and clinical quality management teams. Our consulting and other services category covers a wide variety of offerings, including clinical improvement programs, operational reviews, financial performance advice and LTC home redevelopment services. We also offer an LTC operating policy subscription service that can be procured as a standalone service. As at

September 30, 2024, Extendicare Assist has management contacts with 70 LTC homes with capacity for 9,717 residents including 1,039 private pay retirement beds, and provides a further 52 homes with consulting and other services. Some of the LTC homes under management contract have both funded and private pay retirement beds as part of the same mix-use property.

GROUP PURCHASING SERVICES

Through its SGP division, the Company offers cost-effective purchasing contracts to other senior care providers for food, capital equipment, furnishings, cleaning and nursing supplies and office products. SGP negotiates long-term, high volume contracts with suppliers that provide members with preferred pricing, thereby providing a cost-effective means to secure quality national brand-name products, along with a range of innovative services. As at September 30, 2024, SGP provided services to third parties and joint ventures to which the Company is a party representing approximately 143,500 beds across Canada.

KEY PERFORMANCE INDICATORS

In addition to those measures identified under "Non-GAAP Measures", management uses certain key performance indicators in order to compare the financial performance of the Company's operations between periods. In addition, we assess the operations on a same-store basis between the reported periods. Such performance indicators may not be comparable to similar indicators presented by other companies. Set forth below is an analysis of the key performance indicators and a discussion of significant trends when comparing the Company's financial results.

The following is a glossary of terms for some of the Company's key performance indicators:

"Average Daily Volume" or "ADV" in the context of the home health care operations, is measured as the number of hours of service provided divided by the number of days in the period; and

"Occupancy" is measured as the percentage of the number of earned resident days relative to the total available resident days. Total available resident days is the number of beds available for occupancy multiplied by the number of days in the period. Beginning in 2023, the determination of earned and available resident days is adjusted for certain bed types that are excluded from the government's occupancy requirements for funding purposes.

Long-term Care

The following table provides the average occupancy levels of the LTC operations for the past eight quarters.

Long-term Care Homes		**2024**(ii)				**2023**(ii)		**2022**
Average Occupancy(i) ***(%)***	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Total LTC	**98.4%**	**97.8%**	**97.5%**	97.8%	97.8%	97.2%	96.6%	94.5%
Change over prior year period (bps)	**60**	**60**	**90**	330	430	470	580	240
Sequential quarterly change (bps)	**60**	**30**	**(30)**	—	60	60	210	100
Ontario LTC								
Total ON LTC	**99.1%**	**98.7%**	**98.6%**	98.7%	98.9%	98.7%	97.9%	94.8%
Preferred Accommodation(iii)								
"New" homes – private	**96.2%**	**95.4%**	**94.0%**	91.9%	92.2%	92.2%	91.1%	87.9%
"C" homes – private	**93.5%**	**94.8%**	**93.3%**	92.7%	94.6%	92.7%	91.0%	90.7%
"C" homes – semi-private	**70.8%**	**67.0%**	**66.6%**	65.3%	63.4%	61.9%	59.2%	55.3%

(i) Excludes ward-style beds in Ontario LTC homes that have been taken out of service per regulatory changes, and which form part of the Company's Class C beds that are eligible to be reinstated upon redevelopment (185 ward-style beds beginning Q1 2023; 127 ward-style beds at the end of Q1 2024).

(ii) Beginning in 2023, the determination of earned and available resident days is adjusted for certain bed types that are excluded from the government's occupancy requirements for funding purposes.

(iii) Average occupancy reported for the available private and semi-private rooms reflects the percentage of residents occupying those beds that pay the respective premium rates.

During 2023, the Company's total LTC occupancy levels recovered from the negative impacts of COVID-19 and returned to pre-pandemic levels of over 97%. In Q3 2024, total average occupancy was 98.4%, up 60 bps from Q3 2023.

In Ontario, government funding is occupancy-based, but once the average occupancy level of 97% for the calendar year is achieved, operators are funded based on 100% occupancy. In the event of closure to admissions related to an outbreak, which is not unusual during the winter months, full funding is preserved in Ontario, otherwise referred to as occupancy protection funding. However, occupancy protection does not compensate for the loss of preferred accommodation premiums from private and semi-private room vacancies.

LTC Projects Under Construction

The following table summarizes the LTC development projects that are under construction as at November 12, 2024. For more information, refer to the discussion under "Significant Developments – Ontario LTC Redevelopment Activities".

LTC Project	Owner(i)	Extendicare Ownership Interest	# of Class C Beds Replaced	# of New Beds	Construction Commenced	Expected Opening	Estimated Development Costs(ii) *($ millions)*
Limestone Ridge (Kingston)	Axium JV	15.0 %	150	192	Q2-21	Q4-24	50.5
Crossing Bridge (Stittsville)	Axium JV	15.0 %	256	256	Q4-21	Q4-24	75.1
Peterborough	Axium JV	15.0 %	172	256	Q2-23	Q1-26	100.6
Orleans	Axium JV	15.0 %	240	256	Q4-23	Q1-27	107.3
Carlingview Manor (Ottawa)	Axium JV II	15.0 %	303	320	Q4-23	Q2-26	121.4
St. Catharines	Extendicare	100.0 %	152	256	Q3-24	Q1-27	106.4
			1,273	**1,536**			**561.3**

(i) For the projects owned by Axium JV II, Revera is responsible for the development and construction of the new home, pursuant to a development and construction management agreement.

(ii) Development costs are defined on a GAAP basis (which includes the cost of land, hard construction and soft development costs, furniture, fixtures and equipment, financing costs and capitalized interest costs during construction), net of any capital development government grant receivable on substantial completion of construction, if applicable.

Certain LTC development projects have experienced higher interest rates, unforeseen site conditions and labour disruptions that have impacted projected opening dates and, in certain cases, increased costs beyond contingency levels included in the estimated development costs. Construction delays in the current quarter have moved the expected openings for our Peterborough and Orleans projects. We continue to work with our general contractors and construction partners to mitigate the impacts of these factors on schedules and costs.

Home Health Care

The table set out below provides the service volumes and ADV of the home health care operations for the past eight quarters. In Q3 2024, our ADV increased to 30,181, up 10.2% from Q3 2023.

The impact of COVID-19 on our workforce, exacerbated by a tight labour market, impeded the recovery of our home health care ADV in 2022. In Q4 2022, our home health care operations started a trend of sequential growth in ADV that has continued into Q3 2024. The pent-up demand for services and improvements in our recruiting and retention programs has driven volume recovery and lessened the seasonality that has historically characterized our business, including muting the seasonal softness in ADV typically experienced in the summer months. As capacity comes in line with demand, historical seasonal patterns are expected to return.

Home Health Care			**2024**				**2023**	**2022**
Service Volumes	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Hours of service *(000's)*	**2,776.7**	**2,732.5**	**2,639.7**	2,590.5	2,518.8	2,466.3	2,343.8	2,349.8
ADV	**30,181**	**30,027**	**29,007**	28,158	27,378	27,102	26,043	25,542
Change over prior year period	**10.2 %**	**10.8 %**	**11.4 %**	10.2 %	9.3 %	7.7 %	6.1 %	(1.0)%
Sequential quarterly change	**0.5 %**	**3.5 %**	**3.0 %**	2.8 %	1.0 %	4.1 %	2.0 %	2.0 %

Managed Services

The table set out below provides information in respect of the third-party clients, including the Joint Ventures, receiving services from Extendicare Assist and SGP at the end of each period for the past eight quarters. For Extendicare Assist, the key performance indicators reflect those homes and beds under our management contracts offering, and exclude those homes that receive consulting and other services.

As at September 30, 2024, Extendicare Assist has management contacts with 70 LTC homes with capacity for 9,717 residents, including 1,039 private pay retirement beds, and provides a further 52 homes with consulting and other services.

SGP continues to grow its market share, increasing its third-party, including joint-venture, beds served by 11.4% at the end of Q3 2024 from Q3 2023, and 1.9% from Q2 2024.

In August 2023, the completion of the Revera Transactions added 56 homes and 6,990 beds to our Extendicare Assist fully managed services and SGP group purchasing services divisions, including 25 LTC homes owned by Axium JV II. Separately, we also entered into new full-service management contracts with two additional homes representing 340 beds that were former third-party managed clients of Revera. In Q1 2024, we opened Countryside, a new 256-bed LTC home within Axium JV, bringing the total LTC homes in operation in the Joint Ventures to 26.

As well, certain of Extendicare Assist's clients moved to self-management, changed their contracted scope of services or ceased operations during 2023 and 2024, and while they are no longer counted as management contract homes in our key performance indicators, a significant portion of them remain as consulting and other services clients of Extendicare Assist. There is minimal impact on SGP, as substantially all of the homes that moved to self-management are continuing as customers of SGP.

			2024				2023	2022
Managed Services	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Extendicare Assist Management Contracts								
Homes at period end								
Third party	**44**	**45**	**45**	47	48	50	50	50
Joint venture	**26**	**26**	**26**	25	25	—	—	—
Total homes at period end	**70**	**71**	**71**	72	73	50	50	50
Resident capacity								
Third party	**6,279**	**6,339**	**6,339**	6,601	6,780	5,959	5,959	5,959
Joint venture	**3,438**	**3,438**	**3,438**	3,182	3,182	—	—	—
Total resident capacity	**9,717**	**9,777**	**9,777**	9,783	9,962	5,959	5,959	5,959
Change over prior year period	**(2.5)%**	**64.1 %**	**64.1 %**	64.2 %	59.1 %	(4.9)%	(4.9)%	(4.9)%
Sequential quarterly change	**(0.6)%**	**— %**	**(0.1)%**	(1.8)%	67.2 %	— %	— %	(4.9)%
SGP Clients								
Third-party and joint-venture beds	**143,547**	**140,937**	**138,250**	136,164	128,901	115,455	111,772	109,725
Change over prior year period	**11.4 %**	**22.1 %**	**23.7 %**	24.1 %	20.5 %	12.9 %	13.1 %	17.7 %
Sequential quarterly change	**1.9 %**	**1.9 %**	**1.5 %**	5.6 %	11.6 %	3.3 %	1.9 %	2.6 %

SELECT QUARTERLY FINANCIAL INFORMATION

The following is a summary of select quarterly financial information for the past eight quarters.

			2024				2023	2022
(thousands of dollars unless otherwise noted)	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**
Revenue	**359,061**	**348,482**	**367,095**	350,181	322,529	307,535	324,712	310,393
Net operating income[1]	**50,117**	**52,807**	**44,743**	42,778	35,210	28,470	44,564	21,686
NOI margin[1]	***14.0%***	***15.2%***	***12.2%***	*12.2%*	*10.9%*	*9.3%*	*13.7%*	*7.0%*
Adjusted EBITDA[1]	**36,107**	**38,611**	**30,132**	28,663	20,770	14,776	30,978	9,160
Adjusted EBITDA margin[1]	***10.1%***	***11.1%***	***8.2%***	*8.2%*	*6.4%*	*4.8%*	*9.5%*	*3.0%*
Share of profit (loss) from investment in joint ventures	**431**	**265**	**1,130**	(578)	598	—	—	—
Earnings (loss) from continuing operations	**16,295**	**25,890**	**13,096**	8,620	11,831	1,951	11,580	(7,704)
per basic share *($)*	**0.20**	**0.30**	**0.16**	0.10	0.14	0.02	0.14	(0.09)
per diluted share *($)*	**0.19**	**0.29**	**0.15**	0.10	0.14	0.02	0.14	(0.09)
Loss from operating activities of discontinued operations	**—**	**—**	**—**	—	—	—	—	(306)
Gain on sale of discontinued operations, net of income taxes	**—**	**—**	**—**	—	—	—	—	6,317
Net earnings (loss)	**16,295**	**25,890**	**13,096**	8,620	11,831	1,951	11,580	(1,693)
per basic share *($)*	**0.20**	**0.30**	**0.16**	0.10	0.14	0.02	0.14	(0.02)
per diluted share *($)*	**0.19**	**0.29**	**0.15**	0.10	0.14	0.02	0.14	(0.02)
AFFO[1]	**23,125**	**23,073**	**17,630**	19,050	12,290	9,037	20,839	1,889
per basic share *($)*	**0.28**	**0.27**	**0.21**	0.23	0.14	0.11	0.24	0.02
per diluted share *($)*	**0.25**	**0.25**	**0.20**	0.21	0.14	0.11	0.23	0.02
Maintenance capex	**4,093**	**4,829**	**3,411**	4,988	4,895	2,728	2,047	6,630
Cash dividends declared	**10,016**	**10,013**	**9,988**	10,000	10,122	10,104	10,178	10,275
per share *($)*	**0.120**	**0.120**	**0.120**	0.120	0.120	0.120	0.120	0.120
Weighted Average Number of Shares *(000's)*								
Basic	**84,237**	**84,305**	**84,062**	84,297	85,009	85,212	85,437	86,678
Diluted	**95,556**	**95,248**	**95,146**	95,507	95,870	96,009	96,229	97,604

There are a number of factors affecting the trend of the Company's quarterly results from continuing operations. The financial impacts of COVID-19 that had impacted the Company since Q1 2020 had largely abated by the end of 2023, including government prevention and containment funding, which ended in March 2023 in Ontario and Manitoba, and in June 2023 in Alberta.

With respect to the core operations, while year-over-year quarterly comparisons will generally remain comparable, sequential quarters can vary materially for seasonal and other reasons. The significant factors that impact the results from period to period, are as follows:

- Ontario long-term care funding tied to flow-through funding envelopes requires revenue be deferred until it is matched with the related costs for resident care in the periods in which the costs are incurred, resulting in a fluctuation in revenue and operating expenses by quarter, with both generally being at their lowest in Q1 and at their highest in Q4;
- Ontario long-term care providers generally receive annual flow-through funding increases and case mix index adjustments effective April 1st and increases in preferred accommodation premiums effective July 1st; Alberta long-term care providers generally receive annual rate increases and acuity-based funding adjustments on April 1st and accommodation funding increases effective July 1st, and changes in home health care billing rates for Ontario and Alberta government contracts generally take effect April 1st;
- salary and wage increases for non-unionized staff are generally implemented on January 1st, with increases for unionized staff occurring throughout the year based on agreements in effect;
- home health care volumes are impacted by seasonal patterns with volumes in the summer months generally lower, impacting Q3 volumes; also, statutory holidays vary between quarters which can have an impact on the comparability of sequential quarterly NOI and NOI margins;
- maintenance capex spending, which impacts AFFO, fluctuates on a quarterly basis with the timing of projects and seasonality and is generally at its lowest in Q1 and its highest in Q4;
- utility costs are generally at their highest in Q1 and their lowest in Q2 and Q3; and
- certain line items that are reported separately due to their transitional nature that would otherwise distort the comparability of the historical trends, being "other income or expense" and "fair value adjustments".

Reconciliations of Adjusted EBITDA and Net Operating Income

The following table provides a reconciliation of "earnings (loss) from continuing operations before income taxes" to Adjusted EBITDA and "net operating income", which excludes discontinued operations. Refer to the discussion under "Non-GAAP Measures".

	2024				2023					2022
(thousands of dollars)	**Q3**	**Q2**	**Q1**	**YTD Q3**	**Q4**	**Q3**	**Q2**	**Q1**	**YTD Q3**	**Q4**
Earnings (loss) from continuing operations before income taxes	**22,657**	**32,892**	**17,593**	**73,142**	12,264	13,668	3,105	15,766	32,539	(10,364)
Add (Deduct):										
Depreciation and amortization	**8,635**	**8,049**	**8,155**	**24,839**	8,678	9,023	7,173	7,351	23,547	7,692
Net finance costs	**4,164**	**3,627**	**3,608**	**11,399**	4,429	3,725	3,096	4,243	11,064	3,081
Other expense (income)	**1,082**	**(5,692)**	**1,906**	**(2,704)**	2,714	(5,048)	1,402	3,618	(28)	8,751
Share of (profit) loss from investment in joint ventures	**(431)**	**(265)**	**(1,130)**	**(1,826)**	578	(598)	—	—	(598)	—
Adjusted EBITDA	**36,107**	**38,611**	**30,132**	**104,850**	28,663	20,770	14,776	30,978	66,524	9,160
Administrative costs	**14,010**	**14,196**	**14,611**	**42,817**	14,115	14,440	13,694	13,586	41,720	12,526
Net operating income	**50,117**	**52,807**	**44,743**	**147,667**	42,778	35,210	28,470	44,564	108,244	21,686

STATEMENT OF EARNINGS

The following provides the consolidated statement of earnings for the periods ended September 30, 2024 and 2023.

	Three months ended September 30,			Nine months ended September 30,		
(thousands of dollars unless otherwise noted)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Revenue	**359,061**	322,529	36,532	**1,074,638**	954,776	119,862
Operating expenses	**308,944**	287,319	21,625	**926,971**	846,532	80,439
Net operating income(1)	**50,117**	35,210	14,907	**147,667**	108,244	39,423
Administrative costs	**14,010**	14,440	(430)	**42,817**	41,720	1,097
Adjusted EBITDA(1)	**36,107**	20,770	15,337	**104,850**	66,524	38,326
Depreciation and amortization	**8,635**	9,023	(388)	**24,839**	23,547	1,292
Other expense (income)	**1,082**	(5,048)	6,130	**(2,704)**	(28)	(2,676)
Share of profit from investment in joint ventures	**(431)**	(598)	167	**(1,826)**	(598)	(1,228)
Earnings before net finance costs and income taxes	**26,821**	17,393	9,428	**84,541**	43,603	40,938
Interest expense (net of capitalized interest)	**5,020**	5,099	(79)	**15,236**	15,602	(366)
Interest revenue	**(1,863)**	(1,266)	(597)	**(5,238)**	(4,694)	(544)
Accretion	**306**	381	(75)	**904**	1,128	(224)
Fair value adjustments	**701**	(489)	1,190	**497**	(972)	1,469
Net finance costs	**4,164**	3,725	439	**11,399**	11,064	335
Earnings before income taxes	**22,657**	13,668	8,989	**73,142**	32,539	40,603
Income Tax Expense						
Current	**7,794**	1,035	6,759	**22,352**	5,387	16,965
Deferred	**(1,432)**	802	(2,234)	**(4,491)**	1,790	(6,281)
Total income tax expense	**6,362**	1,837	4,525	**17,861**	7,177	10,684
Net earnings	**16,295**	11,831	4,464	**55,281**	25,362	29,919
Net earnings	**16,295**	11,831	4,464	**55,281**	25,362	29,919
Add (Deduct)(i)**:**						
Fair value adjustments	**515**	(359)	874	**365**	(714)	1,079
Other expense (income)	**795**	(5,727)	6,522	**(3,622)**	(2,037)	(1,585)
Earnings from continuing operations before separately reported items, net of taxes(1)	**17,605**	5,745	11,860	**52,024**	22,611	29,413

(i) The separately reported items being added to or deducted from earnings from continuing operations are net of income taxes.

2024 THIRD QUARTER FINANCIAL REVIEW

The following is an analysis of the consolidated results from operations for Q3 2024, as compared to Q3 2023.

Revenue

Revenue of $359.1 million increased by $36.5 million or 11.3% from $322.5 million in Q3 2023. Higher revenue was driven primarily by LTC funding enhancements, including out-of-period LTC funding of $1.8 million recognized in Q3 2024, improved occupancy, growth in home health care ADV of 10.2%, higher billing rates, and growth in managed services.

Operating Expenses

Operating expenses of $308.9 million increased by $21.6 million or 7.5% from Q3 2023. This increase was driven by higher labour costs across the business segments, reflecting staffing increases to support higher home health care volumes and increased hours of care in LTC, and labour rate increases, partially offset by lower utility costs.

Net Operating Income

Net operating income increased by $14.9 million or 42.3% to $50.1 million (14.0% of revenue) from $35.2 million (10.9% of revenue) in Q3 2023. Excluding out-of-period LTC funding of $1.8 million, NOI increased to $48.3 million (13.5% of revenue) from $35.2 million (10.9% of revenue) in Q3 2023. The 37.1% increase in NOI reflects LTC funding enhancements, higher occupancy, growth in home health care ADV of 10.2%, higher billing rates, and growth in managed services, partially offset by higher operating costs across all business segments.

Administrative Costs

Administrative costs decreased by $0.4 million to $14.0 million in Q3 2024, primarily due to lower technology costs.

Adjusted EBITDA

Adjusted EBITDA increased by $15.3 million to $36.1 million (10.1% of revenue) from $20.8 million (6.4% of revenue) in Q3 2023, reflecting the increase in NOI and lower administrative costs. Excluding the out-of-period LTC funding of $1.8 million recognized in Q3 2024, Adjusted EBITDA increased by $13.5 million to $34.3 million (9.6% of revenue) in Q3 2024 from $20.8 million (6.4% of revenue) in Q3 2023.

Depreciation and Amortization

Depreciation and amortization costs declined by $0.4 million to $8.6 million.

Other (Income) Expense

Other expense of $1.1 million in Q3 2024 related to strategic transformation costs in connection with the Revera and Axium Transactions. Other income of $5.0 million in Q3 2023 related to a gain on sale of assets to Axium JV of $9.1 million, partially offset by strategic transformation costs of $4.1 million. Refer to *Note 10* of the unaudited interim condensed consolidated financial statements.

Share of Profit From Investment in Joint Ventures

Share of profit from joint ventures was $0.4 million in Q3 2024, compared to $0.6 million in Q3 2023. Refer to *Note 5* of the unaudited interim condensed consolidated financial statements.

Net Finance Costs

Net finance costs increased by $0.4 million in Q3 2024, reflecting a decrease of $1.2 million in the fair value of interest rate swaps, partially offset by higher interest from cash on hand.

Income Taxes

The income tax provision of $6.4 million for Q3 2024 represented an effective tax rate of 28.1%, as compared to a tax provision of $1.8 million and an effective tax rate of 13.4% in Q3 2023. Excluding the impact of separately reported "other (income) expense", which in 2023 included capital gains largely sheltered by capital losses that had not been tax benefited and "fair value adjustments", the effective tax rate was 28.0% in Q3 2024, compared to 29.3% in Q3 2023.

Net Earnings

The Company reported net earnings of $16.3 million ($0.20 per basic share) compared to $11.8 million ($0.14 per basic share) in Q3 2023. The increase in net earnings of $4.5 million largely resulted from the increase in Adjusted EBITDA of $15.3 million, partially offset by the decline in contribution from other (income) expense of $6.1 million ($6.5 million net of tax).

Summary of Results of Operations by Segment

The following summarizes the Company's segmented "revenue", "operating expenses" and "net operating income", followed by an analysis of the operating performance of each of the Company's operating segments.

Three months ended September 30 *(thousands of dollars unless otherwise noted)*	**Long-term Care**	**Home Health Care**	**Managed Services**	**Total**
2024				
Revenue	**201,810**	**138,426**	**18,825**	**359,061**
Operating expenses	**177,182**	**122,844**	**8,918**	**308,944**
Net operating income(1)	**24,628**	**15,582**	**9,907**	**50,117**
NOI margin(1)	***12.2%***	***11.3%***	***52.6%***	***14.0%***
2023				
Revenue	191,679	118,132	12,718	322,529
Operating expenses	175,086	106,535	5,698	287,319
Net operating income(1)	16,593	11,597	7,020	35,210
NOI margin(1)	*8.7%*	*9.8%*	*55.2%*	*10.9%*
Change				
Revenue	10,131	20,294	6,107	36,532
Operating expenses	2,096	16,309	3,220	21,625
Net operating income(1)	8,035	3,985	2,887	14,907

LONG-TERM CARE OPERATIONS

Revenue from LTC operations increased by $10.1 million or 5.3% to $201.8 million in Q3 2024. Excluding $1.8 million in out-of-period funding recognized in Q3 2024, revenue increased by $8.3 million, largely driven by funding increases and timing of spend, including $3.1 million in higher Ontario flow-through funding and improved occupancy. The out-of-period funding of $1.8 million recorded in the quarter related to funding increases in Alberta and Manitoba retroactive to April 1, 2024.

Net operating income from LTC operations increased by $8.0 million or 48.4% to $24.6 million in Q3 2024 as compared to $16.6 million in Q3 2023, with NOI margins of 12.2% and 8.7%, respectively. Excluding the out-of-period funding of $1.8 million, NOI improved to $22.8 million (11.4% of revenue) in Q3 2024 from $16.6 million (8.7% of revenue) in the prior year period, reflecting funding enhancements, timing of spend and increased occupancy, partially offset by higher operating costs.

HOME HEALTH CARE OPERATIONS

Revenue from home health care operations increased by $20.3 million or 17.2% to $138.4 million in Q3 2024 from $118.1 million in Q3 2023, driven by 10.2% growth in ADV and billing rate increases.

Net operating income from home health care operations increased by $4.0 million to $15.6 million (11.3% of revenue) in Q3 2024 from $11.6 million (9.8% of revenue) in Q3 2023, reflecting higher ADV and rate increases, partially offset by increased wages and benefits.

MANAGED SERVICES

Revenue from managed services increased by $6.1 million or 48.0% to $18.8 million in Q3 2024 compared to Q3 2023, largely due to the addition of the Revera and the Joint Ventures' homes and new SGP clients, partially offset by Extendicare Assist clients that reduced their scope of services. Refer to the discussion under "Key Performance Indicators – Managed Services".

Net operating income from managed services increased by $2.9 million or 41.1% to $9.9 million in Q3 2024 compared to Q3 2023, with NOI margins of 52.6% and 55.2%, respectively, reflecting revenue growth, partially offset by higher operating expenses to support the growth in clients served and changes in the mix of Extendicare Assist consulting services.

2024 NINE MONTH FINANCIAL REVIEW

The following is an analysis of the consolidated results from operations for the nine months ended September 30, 2024, as compared to the same period in 2023.

Revenue

Revenue of $1,074.6 million increased by $119.9 million or 12.6% from $954.8 million for the nine months ended September 30, 2023. Higher revenue was driven primarily by LTC funding enhancements, including increased out-of-period LTC funding of $7.3 million, improved occupancy, growth in home health care ADV of 10.8%, higher billing rates, $13.6 million in retroactive funding, and growth in managed services, partially offset by COVID-19 funding of $28.7 million recognized in 2023.

Operating Expenses

Operating expenses of $927.0 million increased by $80.4 million or 9.5% from $846.5 million for the nine months ended September 30, 2023. This increase was driven by higher labour costs across the business segments, reflecting staffing increases to support higher home health care volumes and increased hours of care in LTC, and labour rate increases, partially offset by lower utility costs and the impact in 2023 of estimated costs related to COVID-19 of $16.6 million. Labour costs in Q1 2024 included $13.6 million of one-time compensation for home health care staff supported by retroactive funding.

Net Operating Income

Net operating income increased by $39.4 million or 36.4% to $147.7 million (13.7% of revenue) for the nine months ended September 30, 2024. Excluding the year-over-year reduction in NOI of $4.7 million related to the net recovery of estimated COVID-19 costs of $12.1 million recognized in 2023, partially offset by an increase in out-of-period funding of $7.3 million, NOI increased to $133.7 million (12.8% of revenue) for the nine months ended September 30, 2024, from $89.6 million (9.7% of revenue) in the prior year period. The NOI improvement of $44.2 million, or 49.3%, reflects LTC funding enhancements, higher occupancy, growth in home health care ADV of 10.8%, higher billing rates, and growth in managed services, partially offset by higher operating costs across all segments.

Administrative Costs

Administrative costs increased by $1.1 million or 2.6% to $42.8 million for the nine months ended September 30, 2024, primarily due to higher labour costs and professional fees.

Adjusted EBITDA

Adjusted EBITDA increased by $38.3 million to $104.9 million (9.8% of revenue) from $66.5 million (7.0% of revenue) for the nine months ended September 30, 2023, reflecting the increase in NOI, partially offset by higher administrative costs. Excluding the year-over-year reduction in NOI of $4.7 million related to the out-of-period items, Adjusted EBITDA increased to $90.9 million (8.7% of revenue) for the nine months ended September 30, 2024, from $47.9 million (5.2% of revenue) in the prior year period.

Depreciation and Amortization

Depreciation and amortization costs increased by $1.3 million to $24.8 million for the nine months ended September 30, 2024, primarily due to the implementation of key cloud-based IT platforms and amortization of operational entitlements in connection with the Revera Transactions.

Other (Income) Expense

Other income of $2.7 million for the nine months ended September 30, 2024 related to gains on the sale of assets of $7.5 million, partially offset by strategic transformation costs in connection with the Revera and Axium Transactions of $4.8 million. Other income for the nine months ended September 30, 2023 was nominal, related to a gain on sale of assets to Axium JV of $9.1 million offset by strategic transformation costs. The strategic transformation costs incurred include IT integration and management transition costs in both years, and in 2023 such costs also included transaction, legal and regulatory costs. The Company estimates remaining strategic transformation costs of approximately $4.0 million, which, with those incurred to date in 2024, will be within the original estimate of between $7.0 and $9.0 million. These costs are anticipated to be incurred through to the end of Q1 2025. Refer to *Note 10* of the unaudited interim condensed consolidated financial statements.

Share of Profit From Investment in Joint Ventures

Share of profit from joint ventures was $1.8 million for the nine months ended September 30, 2024, including approximately $0.7 million from out-of-period amounts, compared to $0.6 million in the prior year period. Refer to *Note 5* of the unaudited interim condensed consolidated financial statements.

Net Finance Costs

Net finance costs increased by $0.3 million for the nine months ended September 30, 2024, reflecting a decrease of $1.5 million in the fair value of interest rate swaps, partially offset by lower interest expense related to a decline in long-term debt, reduced accretion costs, and higher interest revenue from cash on hand.

Income Taxes

The income tax provision of $17.9 million for the nine months ended September 30, 2024 represented an effective tax rate of 24.4%, as compared to a tax provision of $7.2 million and an effective tax rate of 22.1% for the nine months ended September 30, 2023. Excluding the impact of separately reported "other (income) expense", which included capital gains largely sheltered by capital losses that had not been tax benefited, and "fair value adjustments", the effective tax rate was 26.7% for the nine months ended September 30, 2024, compared to 28.3% for the same 2023 period.

Net Earnings

The Company reported net earnings of $55.3 million ($0.66 per basic share) for the nine months ended September 30, 2024, as compared to $25.4 million ($0.30 per basic share) for the prior year period. The increase in net earnings of $29.9 million largely resulted from the improvement in Adjusted EBITDA of $38.3 million, contribution from other (income) expense of $2.7 million ($1.6 million net of tax), and the share of profit from joint ventures of $1.8 million, partially offset by higher depreciation and amortization costs.

Summary of Results of Operations by Segment

The following summarizes the Company's segmented "revenue", "operating expenses" and "net operating income", followed by an analysis of the operating performance of each of the Company's operating segments.

Nine months ended September 30 *(thousands of dollars unless otherwise noted)*	**Long-term Care**	**Home Health Care**	**Managed Services**	**Total**
2024				
Revenue	**602,502**	**418,256**	**53,880**	**1,074,638**
Operating expenses	**526,935**	**374,802**	**25,234**	**926,971**
Net operating income(1)	**75,567**	**43,454**	**28,646**	**147,667**
NOI margin(1)	***12.5%***	***10.4%***	***53.2%***	***13.7%***
2023				
Revenue	581,667	341,886	31,223	954,776
Operating expenses	517,447	313,803	15,282	846,532
Net operating income(1)	64,220	28,083	15,941	108,244
NOI margin(1)	*11.0%*	*8.2%*	*51.1%*	*11.3%*
Change				
Revenue	20,835	76,370	22,657	119,862
Operating expenses	9,488	60,999	9,952	80,439
Net operating income(1)	11,347	15,371	12,705	39,423

LONG-TERM CARE OPERATIONS

Revenue from LTC operations increased by $20.8 million or 3.6% to $602.5 million for the nine months ended September 30, 2024. Excluding a reduction of $27.7 million in funding related to COVID-19, revenue increased by $48.5 million largely driven by funding increases and timing of spend, including $15.7 million in higher Ontario flow-through funding, improved occupancy and an increase of approximately $7.3 million in out-of-period funding. The year-over-year increase in out-of-period funding reflects $13.9 million for the nine months ended September 30, 2024, including $11.3 million of one-time funding to support Ontario and Alberta homes with capital or operating needs and $1.5 million to support Manitoba prior year wage settlements previously incurred, partially offset by $6.6 million recorded in the prior year period.

Net operating income from LTC operations increased by $11.3 million or 17.7% to $75.6 million for the nine months ended September 30, 2024, from $64.2 million in the prior year, reflecting NOI margins of 12.5% and 11.0%, respectively. Excluding the year-over-year reduction in NOI of $4.7 million related to the net recovery of COVID-19 costs of $12.1 million recognized in 2023, partially offset by out-of-period funding of $7.3 million, NOI improved to $61.6 million (10.5% of revenue) for the nine months ended September 30, 2024, from $45.6 million (8.3% of revenue) in the prior year period, reflecting funding enhancements and increased occupancy, partially offset by higher operating costs.

HOME HEALTH CARE OPERATIONS

Revenue from home health care operations increased by $76.4 million or 22.3% to $418.3 million for the nine months ended September 30, 2024, from $341.9 million in the prior year, driven by 10.8% growth in ADV and billing rate increases, including $13.6 million of retroactive funding recognized in Q1 2024 to support one-time compensation costs incurred in the same period.

Net operating income from home health care operations increased by $15.4 million to $43.5 million (10.4% of revenue) for the nine months ended September 30, 2024, from $28.1 million (8.2% of revenue) in the prior year, reflecting higher ADV and rate increases, partially offset by higher wages and benefits. Excluding $13.6 million of one-time compensation costs and offsetting funding incurred in Q1 2024, the NOI margin was 10.7% for the nine months ended September 30, 2024.

MANAGED SERVICES

Revenue from managed services increased by $22.7 million or 72.6% to $53.9 million for the nine months ended September 30, 2024, largely due to the addition of the Revera and the Joint Ventures' homes and growth in SGP clients, partially offset by Extendicare Assist clients that reduced their scope of services. Refer to the discussion under "Key Performance Indicators – Managed Services".

Net operating income from managed services increased by $12.7 million or 79.7% to $28.6 million (53.2% of revenue) for the nine months ended September 30, 2024, reflecting revenue growth, partially offset by higher operating expenses to support the growth in clients served and changes in the mix of Extendicare Assist consulting services.

FUNDS FROM OPERATIONS AND ADJUSTED FUNDS FROM OPERATIONS

Reconciliations of FFO to Net Earnings

The following table provides a reconciliation of "net earnings" to FFO, which the Company believes is the most comparable GAAP measure to FFO. In addition, the table includes a reconciliation from FFO to AFFO as supplemental information. Refer to the discussion under "Non-GAAP Measures".

	Three months ended September 30,			**Nine months ended September 30,**		
(thousands of dollars unless otherwise noted)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Net earnings	**16,295**	11,831	4,464	**55,281**	25,362	29,919
Add (Deduct):						
Depreciation and amortization	**8,635**	9,023	(388)	**24,839**	23,547	1,292
Depreciation for FFEC (maintenance capex)	**(1,959)**	(3,455)	1,496	**(5,872)**	(7,945)	2,073
Depreciation for office leases	**(741)**	(791)	50	**(2,167)**	(2,388)	221
Other expense (income)	**1,082**	(5,048)	6,130	**(2,704)**	(28)	(2,676)
Fair value adjustments	**701**	(489)	1,190	**497**	(972)	1,469
Current income tax recovery on other expense and fair value adjustments	**(287)**	(679)	392	**(918)**	(2,009)	1,091
Deferred income tax (recovery) expense	**(1,432)**	802	(2,234)	**(4,491)**	1,790	(6,281)
FFO adjustments for joint ventures(i)	**423**	218	205	**1,282**	218	1,064
FFO	**22,717**	11,412	11,305	**65,747**	37,575	28,172
Amortization of deferred financing costs	**533**	354	179	**1,225**	1,072	153
Accretion costs	**306**	381	(75)	**904**	1,128	(224)
Non-cash share-based compensation	**1,082**	940	142	**621**	1,970	(1,349)
Principal portion of government capital funding	**396**	534	(138)	**1,255**	2,037	(782)
Additional maintenance capex	**(1,863)**	(1,240)	(623)	**(5,597)**	(1,525)	(4,072)
AFFO adjustments for joint ventures(i)	**(46)**	(91)	45	**(327)**	(91)	(236)
AFFO	**23,125**	12,290	10,835	**63,828**	42,166	21,662
Per Basic Share *($)*						
FFO	**0.27**	0.13	0.14	**0.78**	0.44	0.34
AFFO	**0.28**	0.14	0.14	**0.76**	0.49	0.27
Per Diluted Share *($)*						
FFO	**0.26**	0.13	0.13	**0.74**	0.44	0.30
AFFO	**0.25**	0.14	0.11	**0.70**	0.47	0.23
Dividends						
Declared	**10,016**	10,122	(106)	**30,017**	30,404	(387)
Declared per share *($)*	**0.12**	0.12	—	**0.36**	0.36	—
Weighted Average Number of Shares						
Basic *(000's)*	**84,237**	85,009		**84,202**	85,218	
Diluted *(000's)*	**95,556**	95,870		**95,537**	96,106	
Current income tax expense included in FFO	**8,081**	1,714	6,367	**23,270**	7,396	15,874
FFO effective tax rate	***26.2 %***	*13.1 %*		***26.1 %***	*16.4 %*	

(i) Refer to the additional information provided under "FFO and AFFO Adjustments for Joint Ventures".

Reconciliations of AFFO to Net Cash From Operating Activities

The following table provides a reconciliation of AFFO to "net cash from operating activities", which the Company believes is the most comparable GAAP measure to AFFO. Refer to the discussion under "Non-GAAP Measures".

	Three months ended September 30,			Nine months ended September 30,		
(thousands of dollars)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Net cash from operating activities	**42,518**	7,223	35,295	**126,089**	4,244	121,845
Add (Deduct):						
Net change in operating assets and liabilities, including interest and taxes	**(16,829)**	5,901	(22,730)	**(56,553)**	39,935	(96,488)
Other expense	**1,082**	4,072	(2,990)	**4,810**	9,092	(4,282)
Current income tax on items excluded from AFFO	**(287)**	(679)	392	**(918)**	(2,009)	1,091
Depreciation for office leases	**(741)**	(791)	50	**(2,167)**	(2,388)	221
Depreciation for FFEC (maintenance capex)(i)	**(1,959)**	(3,455)	1,496	**(5,872)**	(7,945)	2,073
Additional maintenance capex(i)	**(1,863)**	(1,240)	(623)	**(5,597)**	(1,525)	(4,072)
Principal portion of government capital funding	**396**	534	(138)	**1,255**	2,037	(782)
Adjustments for joint ventures(ii)	**808**	725	83	**2,781**	725	2,056
AFFO	**23,125**	12,290	10,835	**63,828**	42,166	21,662
Total maintenance capex(i)	**4,093**	4,895	(802)	**12,333**	9,670	2,663

(i) Total maintenance capex represents the aggregate of the items classified as "depreciation for FFEC" and "additional maintenance capex", and includes \$0.3 million and \$0.9 million in respect of the Company's 15% managed interest in joint ventures for the three and nine months ended September 30, 2024, respectively. An amount equivalent to depreciation for FFEC, or furniture, fixtures, equipment and computers, is deducted in determining FFO, and the difference from the actual total maintenance capex incurred is adjusted for in determining AFFO.

(ii) Refer to the additional information provided under "FFO and AFFO Adjustments for Joint Ventures".

AFFO 2024 Third Quarter Financial Review

In Q3 2024, AFFO increased by \$10.8 million to \$23.1 million (\$0.28 per basic share) from \$12.3 million (\$0.14 per basic share) in Q3 2023, largely reflecting the improvement in Adjusted EBITDA and lower maintenance capex, partially offset by increased current income taxes. Excluding the out-of-period LTC funding recognized in Q3 2024, AFFO improved by \$9.5 million to \$21.8 million (\$0.26 per basic share).

A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under "2024 Third Quarter Financial Review".

AFFO 2024 Nine Month Financial Review

For the nine months ended September 30, 2024, AFFO increased by \$21.7 million to \$63.8 million (\$0.76 per basic share) from \$42.2 million (\$0.49 per basic share) in the prior year period, largely reflecting the improvement in Adjusted EBITDA and share of profit from joint ventures, partially offset by increased current income taxes, higher maintenance capex and a decline in the adjustment for non-cash share-based compensation. Excluding a \$2.8 million year-over-year reduction in AFFO related to a net recovery of COVID-19 costs in 2023, partially offset by out-of-period LTC funding and share of profit from joint ventures, AFFO improved by \$24.5 million to \$52.9 million (\$0.63 per basic share) from \$28.4 million (\$0.33 per basic share) in the prior year period.

A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under "2024 Nine Month Financial Review".

Dividends declared as a percentage of AFFO for the nine months ended September 30, 2024 represented a payout ratio of 47%. In addition to cash on hand of \$154.3 million as at September 30, 2024, and ongoing cash generated from operations, the Company had available undrawn credit facilities totalling \$76.8 million as at September 30, 2024 (refer to the discussion under "Liquidity and Capital Resources"). Subsequent to quarter end, the Company entered into a new \$275.0 million Senior Secured Credit Facility that includes a new \$145.0 million Revolving Facility to replace the existing \$112.3 million demand credit facilities, thereby increasing the available undrawn credit by \$32.7 million (refer to the discussion under "Significant Developments – Established a New \$275 million Senior Secured Credit Facility" and "Liquidity and Capital Resources".

The current income tax expense included in AFFO was \$23.3 million for the nine months ended September 30, 2024, compared to \$7.4 million in the prior year period, representing effective tax rates on FFO of 26.1% and 16.4%, respectively. The determination of FFO includes a deduction for current income tax expense and does not include deferred income tax expense. As a result, the effective tax rates on FFO can be impacted by: adjustments to estimates of annual deferred timing differences, particularly when dealing with cash-based tax items versus accounting accruals; changes in the proportion of earnings between taxable and non-taxable entities; book-to-file adjustments for prior year filings; and the ability to utilize loss carryforwards. For 2024, the Company expects the effective tax rate on FFO will be in the range of 22% to 25%.

Including the Company's 15% managed interest in joint ventures, maintenance capex was \$4.1 million for Q3 2024 compared to \$4.9 million for Q3 2023 and to \$4.8 million for Q2 2024, representing 1.1%, 1.5% and 1.3% of revenue, respectively. For the nine months ended September 30, 2024, maintenance capex was \$12.3 million compared to \$9.7

million in the prior year, representing 1.1% and 1.0% of revenue, respectively. These costs fluctuate on a quarterly and annual basis with the timing of projects and seasonality. In 2024, the Company expects to spend in the range of $16.0 to $18.0 million in maintenance capex, including approximately $1.1 million in connection with the Company's 15% managed interest in joint ventures.

The following provides a reconciliation of "Adjusted EBITDA" to AFFO as supplemental information. Refer to the discussion under "Non-GAAP Measures".

	Three months ended September 30,			Nine months ended September 30,		
(thousands of dollars)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Adjusted EBITDA	**36,107**	20,770	15,337	**104,850**	66,524	38,326
Add (Deduct):						
Depreciation for FFEC (maintenance capex)	**(1,959)**	(3,455)	1,496	**(5,872)**	(7,945)	2,073
Depreciation for office leases	**(741)**	(791)	50	**(2,167)**	(2,388)	221
Accretion costs	**(306)**	(381)	75	**(904)**	(1,128)	224
Interest expense	**(5,020)**	(5,099)	79	**(15,236)**	(15,602)	366
Interest revenue	**1,863**	1,266	597	**5,238**	4,694	544
FFO adjustments for joint ventures	**854**	816	38	**3,108**	816	2,292
	30,798	13,126	17,672	**89,017**	44,971	44,046
Current income tax expense	**8,081**	1,714	6,367	**23,270**	7,396	15,874
FFO	**22,717**	11,412	11,305	**65,747**	37,575	28,172
Amortization of deferred financing costs	**533**	354	179	**1,225**	1,072	153
Accretion costs	**306**	381	(75)	**904**	1,128	(224)
Non-cash share-based compensation	**1,082**	940	142	**621**	1,970	(1,349)
Principal portion of government capital funding	**396**	534	(138)	**1,255**	2,037	(782)
Additional maintenance capex	**(1,863)**	(1,240)	(623)	**(5,597)**	(1,525)	(4,072)
AFFO adjustments for joint ventures	**(46)**	(91)	45	**(327)**	(91)	(236)
AFFO	**23,125**	12,290	10,835	**63,828**	42,166	21,662

FFO and AFFO Adjustments for Joint Ventures

The following tables provide additional information in respect of the adjustments to FFO and AFFO for joint ventures. Refer to the discussion under "Non-GAAP Measures".

	Three months ended September 30,			Nine months ended September 30,		
(thousands of dollars)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Depreciation and amortization	**510**	274	236	**1,528**	274	1,254
Depreciation for FFEC (maintenance capex)	**(87)**	(56)	(31)	**(246)**	(56)	(190)
FFO adjustments for joint ventures	**423**	218	205	**1,282**	218	1,064
Principal portion of government capital funding	**138**	53	85	**291**	53	238
Additional maintenance capex	**(184)**	(144)	(40)	**(618)**	(144)	(474)
AFFO adjustments for joint ventures	**(46)**	(91)	45	**(327)**	(91)	(236)

	Three months ended September 30,			Nine months ended September 30,		
(thousands of dollars)	**2024**	**2023**	**Change**	**2024**	**2023**	**Change**
Net cash from operating activities	**1,294**	1,093	201	**4,600**	1,093	3,507
Net change in operating assets and liabilities, including interest and taxes	**(355)**	(221)	(134)	**(1,246)**	(221)	(1,025)
Other expense	**2**	—	2	**—**	—	—
Depreciation for FFEC (maintenance capex)	**(87)**	(56)	(31)	**(246)**	(56)	(190)
Additional maintenance capex	**(184)**	(144)	(40)	**(618)**	(144)	(474)
Principal portion of government capital funding	**138**	53	85	**291**	53	238
Adjustments for joint ventures	**808**	725	83	**2,781**	725	2,056
Total maintenance capex for joint ventures	**271**	200	71	**864**	200	664

(thousands of dollars)	Three months ended September 30, 2024	2023	Change	Nine months ended September 30, 2024	2023	Change
Adjusted EBITDA	**1,294**	1,093	201	**4,600**	1,093	3,507
Depreciation for FFEC (maintenance capex)	**(87)**	(56)	(31)	**(246)**	(56)	(190)
Other expense	**2**	—	2	**—**	—	—
Interest expense	**(602)**	(323)	(279)	**(1,734)**	(323)	(1,411)
Interest revenue	**247**	102	145	**488**	102	386
FFO adjustments for joint ventures	**854**	816	38	**3,108**	816	2,292
Principal portion of government capital funding	**138**	53	85	**291**	53	238
Additional maintenance capex	**(184)**	(144)	(40)	**(618)**	(144)	(474)
AFFO adjustments for joint ventures	**(46)**	(91)	45	**(327)**	(91)	(236)

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

The following summarizes the sources and uses of cash for the nine months ended September 30, 2024 and 2023.

(thousands of dollars)	Nine months ended September 30, 2024	2023
Net cash from operating activities	**126,089**	4,244
Net cash used in investing activities	**(1,145)**	(65,259)
Net cash used in financing activities	**(45,830)**	(10,014)
Increase (decrease) in cash and cash equivalents	**79,114**	(71,029)

As at September 30, 2024, the Company had cash and cash equivalents on hand of $154.3 million, reflecting an increase in cash of $79.1 million from the beginning of the year. Cash flow from operating activities of $126.1 million for the nine months ended September 30, 2024, was in excess of cash dividends paid of $30.0 million.

Net cash from operating activities was a source of cash of $126.1 million for the nine months ended September 30, 2024, up $121.8 million from a source of cash of $4.2 million in the prior year, reflecting the increase in earnings and favourable changes in operating assets and liabilities between periods. Fluctuations in operating assets and liabilities between periods are primarily attributable to the volatility and timing of cash receipts related to funding changes and flow-through funding, and the timing of payroll cycles.

Net cash used in investing activities was a use of cash of $1.1 million for the nine months ended September 30, 2024 as compared to a use of cash of $65.3 million in the prior year. The 2024 activity included proceeds of $20.5 million from the sale of assets to Axium JV, proceeds of $5.3 million from the sale of the vacated LTC home in Sudbury, the collection of other assets of $1.3 million and distributions from investments in joint ventures of $0.7 million, partially offset by purchases of property, equipment and other intangible assets of $28.5 million and investments in joint ventures of $0.4 million. The 2023 activity included purchases of property, equipment and other intangible assets of $109.2 million and investments in the Joint Ventures of $25.4 million, partially offset by proceeds of $66.9 million from the sale of assets to Axium JV, including assumed debt, the collection of other assets of $2.0 million and distributions from investments in the Joint Ventures of $0.3 million.

The table that follows summarizes the additions to property, equipment and other intangibles, allocated between growth and maintenance capex. Growth capex relates to the LTC redevelopment projects, building improvements, investments in transitioning key IT platforms to cloud-based solutions, or other capital projects, all of which are aimed at earnings growth. Maintenance capex relates to the capital additions incurred to sustain and upgrade existing property and equipment.

(thousands of dollars)	Nine months ended September 30, 2024	2023
Growth capex	**16,829**	72,163
Maintenance capex	**11,469**	9,470
	28,298	81,633

Management monitors and prioritizes the capital expenditure requirements of its properties throughout the year, taking into account the urgency and necessity of the expenditure. Growth capex in 2024 will be focused primarily on the LTC projects under construction, redevelopment activities and continued investments in technology to support growth initiatives (refer to "Other Contractual Obligations and Contingencies – Commitments"). The level of future growth capex will primarily be impacted by the timing of redevelopment projects advancing to construction, which is dependent on future enhancements to the Capital Funding Program in Ontario, any potential redevelopment programs that are introduced in Alberta and Manitoba, and whether such projects are sold to Axium JV.

Net cash used in financing activities was a use of cash of $45.8 million for the nine months ended September 30, 2024, an increase of $35.8 million from a use of cash of $10.0 million in the prior year. The 2024 activity included cash dividends paid of $30.0 million and debt and lease liability repayments of $14.9 million. The 2023 activity included cash dividends paid of $30.4 million, debt and lease liability repayments of $15.0 million and purchase of shares for cancellation of $5.6 million, partially offset by draws on LTC construction financings of $39.0 million.

Capital Structure

SHAREHOLDERS' EQUITY

Total shareholders' equity as at September 30, 2024, was $113.7 million as compared to $87.9 million at December 31, 2023, reflecting the contributions from net earnings and comprehensive income, offset by dividends declared of $30.0 million.

As at September 30, 2024, the Company had 83,466,978 Common Shares issued and outstanding (carrying value – $469.3 million), as compared to 83,158,315 Common Shares (carrying value – $467.3 million) as at December 31, 2023, reflecting 308,663 Common Shares issued under the Company's equity-based compensation plan.

Share Information *(000's)*	**November 11, 2024**	**September 30, 2024**	**December 31, 2023**
Common Shares (TSX symbol: EXE)(i)	**83,467.0**	**83,467.0**	83,158.3

(i) Closing market value per TSX on November 11, 2024, was $9.57.

As at November 12, 2024, the Company had an aggregate of 3,575,948 Common Shares reserved and available for issuance pursuant to the Company's long-term incentive plan, of which there were in aggregate 2,363,122 performance share units and deferred share units outstanding as at September 30, 2024 (refer to *Note 7* of the unaudited interim condensed consolidated financial statements).

As at November 12, 2024, the Company had $126.5 million in aggregate principal amount of the 2025 Debentures outstanding that mature in April 2025, which in the aggregate are convertible into 10,326,531 Common Shares. The Company announced on November 12, 2024, that it is redeeming the 2025 Debentures in full on December 16, 2024, using the Delayed Draw Facility under the new Senior Secured Credit Facility (refer to the discussion below under "– Long-term Debt – Credit Facilities").

Dividends

The Company declared cash dividends of $0.36 per share in the nine months ended September 30, 2024, consistent with that declared in 2023, representing $30.0 million and $30.4 million in each period, respectively.

Normal Course Issuer Bid

In June 2024, the Company received approval from the TSX to renew its normal course issuer bid ("NCIB") to purchase for cancellation up to 7,159,997 Common Shares, representing 10% of its public float, through the facilities of the TSX and/or through alternative Canadian trading systems, in accordance with TSX rules. The NCIB commenced on July 2, 2024, and provides the Company with flexibility to purchase Common Shares for cancellation until July 1, 2025, or on such earlier date as the NCIB is complete. The actual number of Common Shares purchased under the NCIB and the timing of any such purchases will be at the Company's discretion. Subject to the TSX's block purchase exception, daily purchases will be limited to 33,143 Common Shares. The Company has entered into an automatic purchase plan with its designated broker in connection with its NCIB to facilitate the purchase of Common Shares during times when the Company would ordinarily not be active in the market. The Board authorized the NCIB because it believes that, from time to time, the market price of the Common Shares may be such that their purchase may be an attractive and appropriate use of corporate funds. Decisions regarding the quantity and timing of purchases of Common Shares are based on market conditions, share price and the outlook for capital needs, including LTC redevelopment needs and other factors. As at November 11, 2024, the Company had not acquired any Common Shares under its renewed NCIB.

During the nine months ended September 30, 2024, the Company did not purchase any Common Shares under its NCIB program. In 2023, the Company purchased for cancellation 1,749,131 Common Shares under its NCIB program at a cost of $11.1 million, representing a weighted average price per share of $6.34. Since June 2022, the Company has purchased for cancellation 6,760,311 Common Shares under its NCIB program at a cost of $46.1 million, representing a weighted average price per share of $6.82.

Long-term Debt

Long-term debt totalled $321.7 million as at September 30, 2024, as compared to $334.5 million as at December 31, 2023, representing a decrease of $12.8 million, reflecting regular debt and lease liability repayments of $14.9 million, partially offset by new lease liabilities and changes in accretion and deferred financing costs. The current portion of long-term debt as at September 30, 2024, was $163.0 million and included $125.8 million of the 2025 Debentures with a face value of $126.5 million maturing in April 2025. The Company announced on November 12, 2024, that it is redeeming the 2025 Debentures in full on December 16, 2024, using the Delayed Draw Facility under the new Senior Secured Credit Facility (refer to the discussion below under "Credit Facilities").

Additionally, subsequent to the quarter, the Company used cash on hand to purchase for approximately $30.0 million, 9 Class A Ontario LTC homes that had been under long-term leases. The purchase price represents the balance of the remaining lease payments plus accrued interest and other costs, and fully satisfies the remaining lease liability (carrying interest rates from 6.4% to 7.2%).

The Company is subject to debt service coverage covenants on certain of its loans and was in compliance with all of these covenants as at September 30, 2024. Details of the components, maturities dates, terms and conditions of long-term debt are provided in *Note 6* of the unaudited interim condensed consolidated financial statements.

CMHC MORTGAGES

In March 2024, the Company extended the maturity date of its $20.0 million variable rate mortgage to July 1, 2027. The mortgage is insured through the Canada Mortgage and Housing Corporation ("CMHC") program and is secured by a Canadian financial institution at a variable rate based on the lender's cost of funds plus 225 basis points.

CREDIT FACILITIES

As at September 30, 2024, the Company had two demand credit facilities of $112.3 million, one of which was secured by 14 Class C LTC homes in Ontario and the other by the assets of the home health care business. As at September 30, 2024, $23.2 million of the facilities secured the Company's legacy defined benefit pension plan obligations, $10.9 million secured the Company's obligation to fund capital contributions to the Joint Ventures in connection with construction of LTC redevelopment projects within the Joint Ventures, and $1.4 million was used in connection with obligations relating to LTC homes, leaving $76.8 million of undrawn capacity on the demand facilities. In November 2024, these two demand credit facilities were replaced with a $145.0 million Revolving Facility, thereby increasing the available undrawn credit by $32.7 million, as discussed below.

On November 8, 2024, the Company entered into a new $275.0 million Senior Secured Credit Facility for a term of three years, consisting of the Revolving Facility ($145.0 million) and Delayed Draw Facility ($130.0 million). The Senior Secured Credit Facility is secured by 21 LTC homes in Ontario and is subject to customary financial and non-financial covenants and other terms. The Revolving Facility is available for working capital and general corporate purposes, including capital expenditures and acquisitions. The Senior Secured Credit Facility includes provisions for consecutive one-year extensions of the initial three-year term, and the ability to increase the Revolving Facility by up to $50.0 million, subject in each case to satisfying certain conditions and lender approval. As announced on November 12, 2024, the Delayed Draw Facility is being used to fund the redemption of the 2025 Debentures in full on December 16, 2024, at par, plus accrued and unpaid interest, for a total of approximately $127.3 million. Borrowings under the Senior Secured Credit Facility can take place by way of direct borrowings at either the prime rate plus an applicable margin ranging from 0.70% to 1.95%, or the Canadian Overnight Repo Rate Average ("CORRA") plus an applicable margin ranging from 1.70% to 2.95%, or through letters of credit. Refer to the discussions under "Established a New $275 million Senior Secured Credit Facility" and "Early Redemption of 2025 Debentures" under the heading "Significant Developments" and to *Note 6* of the unaudited interim condensed consolidated financial statements.

LONG-TERM DEBT KEY METRICS

Management has limited the amount of debt that may be subject to changes in interest rates, with $20.0 million of mortgage debt at variable rates. The Company's term loan of $28.0 million as at September 30, 2024, has effectively been converted to fixed-rate financings with interest rate swaps over the full term. As at September 30, 2024, the interest rate swaps were valued as a liability at $0.4 million.

The following summarizes key metrics of consolidated long-term debt as at September 30, 2024, and December 31, 2023.

	September 30, 2024			**December 31, 2023**		
(thousands of dollars unless otherwise noted)	**Before Adjustments for Joint Ventures**	**Adjustments for Joint Ventures**[ii]	**Adjusted for Joint Ventures**	**Before Adjustments for Joint Ventures**	**Adjustments for Joint Ventures**[ii]	**Adjusted for Joint Ventures**
Weighted average interest rate of long-term debt outstanding	**5.3%**		**5.5%**	5.4%		5.7%
Weighted average term to maturity of long-term debt outstanding	**4.5 yrs**		**5.7 yrs**	5.2 yrs		6.2 yrs
Trailing twelve months consolidated interest coverage ratio[i] [1]	**7.1 X**		**6.1 X**	4.2 X		4.0 X
Debt to Gross Book Value (GBV)						
Total assets (carrying value)	**727,976**	**91,855**	**819,831**	672,731	72,825	745,556
Accumulated depreciation on property and equipment	**327,066**	**3,299**	**330,365**	312,906	5,950	318,856
Accumulated amortization on other intangible assets	**48,033**	**798**	**48,831**	41,814	798	42,612
GBV	**1,103,075**	**95,952**	**1,199,027**	1,027,451	79,573	1,107,024
Debt[iii]	**324,476**	**71,207**	**395,683**	338,831	55,578	394,409
Debt to GBV	**29.4%**		**33.0%**	33.0%		35.6%

(i) Capitalized interest included in the calculation of the interest coverage ratio before adjustments for joint ventures was nil for the trailing twelve months ended September 30, 2024 (nil for the nine months ended September 30, 2024). The calculation adjusted for joint ventures includes the Company's 15% share of the joint ventures' Adjusted EBITDA and interest expense of $4.8 million and $3.8 million, respectively, inclusive of $1.6 million of capitalized interest for the trailing twelve months ended September 30, 2024 ($1.3 million for the nine months ended September 30, 2024).

(ii) The adjustments to GBV represent the Company's 15% share of the joint ventures' GBV of $122.0 million less the Company's carrying value in the joint ventures of $26.1 million. The adjustment for debt represents the Company's 15% share of the joint ventures' mortgages at carrying amount, excluding deferred financing costs.

(iii) Debt includes the Company's 2025 Debentures at face value of $126.5 million and excludes deferred financing costs.

Future Liquidity and Capital Resources

The Company's consolidated cash and cash equivalents on hand was $154.3 million as at September 30, 2024, as compared with $75.2 million as at December 31, 2023, representing an increase of $79.1 million. In addition, the Company had access to a further $76.8 million in undrawn demand credit facilities. Cash and cash equivalents exclude restricted cash of $1.1 million.

As discussed above under "– Long-term Debt – Credit Facilities", the new $275.0 million Senior Secured Credit Facility includes a $145.0 million Revolving Facility to replace the Company's former $112.3 million demand credit facilities, thereby increasing the available undrawn credit by $32.7 million. In addition, it includes a Delayed Draw Facility of $130.0 million to fund the redemption of the 2025 Debentures in full on December 16, 2024.

Additionally, subsequent to the quarter, the Company used cash on hand to purchase for approximately $30.0 million, 9 Class A Ontario LTC homes that had been under long-term leases. The purchase price represents the balance of the remaining lease payments plus accrued interest and other costs, and fully satisfies the remaining lease liability (carrying interest rates from 6.4% to 7.2%).

The Company had a working capital deficiency (current liabilities less current assets) of $160.0 million as at September 30, 2024, including the current portion of long-term debt of $163.0 million. Current liabilities include $125.8 million of the 2025 Debentures with a face value of $126.5 million maturing in April 2025. The Company expects to redeem the maturing 2025 Debentures with existing liquidity or other secured debt facilities, subject to market conditions.

Management believes that the current cash and cash equivalents on hand, cash from operating activities, available funds from credit facilities and future debt financings will be sufficient to support the Company's ongoing business operations, including required working capital, maintenance capex and debt repayment obligations and the Company's share of capital requirements, in partnership with Axium, to support our long-term care redevelopment program. Growth through redevelopment of the LTC homes over the next few years, strategic acquisitions and developments may necessitate the raising of funds through debt, equity financings and/or other means. Decisions will be made on a specific transaction basis and will depend on market and economic conditions at the time.

Inflationary impacts on operating costs, rising interest rates such that capital and credit markets and industry sentiment are adversely affected, ongoing pressures of funding and rate increases not keeping pace with cost increases, health care staffing constraints and the potential for another pandemic, epidemic or outbreak may make it more difficult for the Company to access the necessary capital or credit markets or if able to do so, at a higher cost or less advantageous terms than existing borrowings. In addition, reduced revenue and higher operating costs due to inflationary impacts and rising interest rates may result in reductions or early prepayments of existing financings if covenants are unable to be met (refer to "Risks and Uncertainties").

OTHER CONTRACTUAL OBLIGATIONS AND CONTINGENCIES

Commitments

As at September 30, 2024, the Company had outstanding commitments in connection with construction contracts for its LTC redevelopment projects of $84.2 million, including a fixed-price construction agreement for a new 256-bed LTC home in St. Catharines, Ontario. The Company also had outstanding commitments of $15.1 million in connection with various IT service and license agreements to support the transition of key IT platforms to cloud-based solutions in support of the Company's growth initiatives.

In December 2023, the Company entered into an agreement to sell the Kingston Class C LTC home following the opening of the new Axium JV home in the same community (Limestone Ridge). Pursuant to an amended purchase agreement, the home will be sold for proceeds of $3.7 million, yielding estimated net proceeds after closing costs of $3.5 million and a net after-tax gain of $3.1 million. The sale is anticipated to close in 2024 when the corresponding redevelopment project opens.

For further details on the above commitments and sales transactions, refer to the discussion under "Significant Developments – Ontario LTC Redevelopment Activities" and to *Notes 10 and 12* of the unaudited interim condensed consolidated financial statements).

Guarantees

The Company provides unsecured guarantees related to certain credit facilities held by the Joint Ventures; namely, construction loans and letter of credit facilities in support of ongoing construction of joint venture LTC redevelopment projects and term loans and lease-up credit facilities for operating joint venture LTC homes. As at September 30, 2024, 25 LTC homes within the Joint Ventures have existing credit facilities available of up to $703.2 million. The guarantees provided by the Company vary depending upon the joint venture and the project, but are typically either on a joint and several basis for 50% of the loan amount or on a several basis for 15% of the loan amount or some lesser portion thereof. The amount of the guarantees will vary as borrowings increase on projects under construction and reduce as homes move into operations when guarantee requirements are generally lower. As at September 30, 2024, the Company has provided unsecured guarantees of $153.6 million in support of the credit facilities held by the Joint Ventures (refer to *Note 12* of the unaudited interim condensed consolidated financial statements).

The Joint Ventures are subject to debt service coverage covenants on certain of their respective credit facilities. The Joint Ventures were in compliance with the covenants as at September 30, 2024.

Legal Proceedings and Regulatory Actions

In the ordinary course of business, the Company is involved in and potentially subject to legal proceedings brought against it from time to time in connection with its operations. The COVID-19 pandemic has increased the risk that litigation or other legal proceedings, regardless of merit, will be commenced against the Company.

In April 2021, the Company was served with a statement of claim filed in the Court of Queen's Bench for Saskatchewan alleging negligence, breach of fiduciary duty, breach of contract and breach of the required standard of care by the Company and certain unnamed defendants in respect of all residents of Company LTC homes and retirement communities located in Saskatchewan as well as their family members. The claim seeks an order certifying the action as a class action and unspecified damages.

In January 2022, four active class actions against the Company in Ontario were consolidated into one action pursuant to the *Class Proceedings Act* (Ontario). The consolidated claim is in respect of all Ontario LTC homes owned, operated, licensed and/or managed by the Company and its affiliates and names as defendants the Company, certain of its affiliates and the owners of any such managed LTC homes and alleges negligence, gross negligence, breach of fiduciary duty, breach of contract, unjust enrichment, wrongful death in respect of all persons who contracted COVID-19 at the residence or subsequently contracted COVID-19 from such persons and breach of section 7 of the *Canadian Charter of Rights and Freedoms*. The consolidated claim seeks damages in the aggregate of $110.0 million. On March 7, 2024, the consolidated claim was certified against the Company with a gross negligence cause of action.

The Company is vigorously defending itself against these claims, and these claims are subject to insurance coverage maintained by the Company. However, given the status of the proceedings, the Company is unable to assess their potential outcome and they could have a materially adverse impact on the Company's business, results of operations and financial condition (see "Risks and Uncertainties").

In December 2020, the Government of Ontario passed Bill 218, *Supporting Ontario's Recovery Act* (Ontario), which provides targeted liability protection against COVID-19 exposure-related claims against any individual, corporation, or other entity that made a "good faith" or "honest" effort to act in accordance with public health guidance and laws relating to COVID-19 and did not otherwise act with "gross negligence". The protection under Bill 218 is retroactive to March 17, 2020, when Ontario first implemented emergency measures as part of its response to the COVID-19 pandemic. Similar legislation has been passed in other provincial jurisdictions, including Saskatchewan.

In October 2021, the Supreme Court of Canada dismissed an application for leave to appeal by the Attorney General of Ontario which sought to challenge the decision issued by the previous presiding court that ruled in favour of certain unions in respect of a legal challenge to a 2016 Pay Equity Tribunal decision. The unions argued that new pay equity adjustments were required in order to maintain pay equity with municipal LTC homes where PSWs and other direct care workers in other industries are included in determining pay equity. The matter has now been referred back to the Pay Equity Tribunal to settle the matter between the participating LTC homes, unions and the Government and establish a framework for pay equity suitable for the sector. The Company, along with other participants in the LTC sector, including the Government of Ontario, are working to resolve the matter. Given the uncertainty of the matter and the various stakeholders involved, and as a result the wide range of possible settlement outcomes and related funding changes the Company is unable to determine a reliable estimate of the potential outcome and it could have a materially adverse impact on the Company's business, results of operations and financial condition.

ACCOUNTING POLICIES AND ESTIMATES

Critical Accounting Policies and Estimates

A full discussion of the Company's critical accounting policies and estimates was provided in the MD&A and the accompanying notes to the audited consolidated financial statements for the year ended December 31, 2023, contained in the Company's 2023 Annual Report. The disclosures in such report have not materially changed since that report was filed, and to the extent there have been any changes in management's estimates, they are discussed under "Significant Developments".

New Accounting Policies

During the nine months ended September 30, 2024, the Company adopted IAS® amendments to IAS 1 *Presentation of Financial Statements*, which clarified the criteria of classification of liabilities as current or non-current. The adoption of these amendments to IAS 1 did not have a material impact on the consolidated financial statements (refer to *Note 2* of the unaudited interim condensed consolidated financial statements.

NON-GAAP MEASURES

Certain measures used in this MD&A listed below, including any related per share amounts, used by management to measure, compare and explain the operating results and financial performance of the Company, are not measures recognized under GAAP and do not have standardized meanings prescribed by GAAP. These measures may differ from similar computations as reported by other issuers and, accordingly, may not be comparable to similarly titled measures as reported by such issuers. These measures are not intended to replace earnings (loss) from continuing operations, net earnings (loss), cash flow, or other measures of financial performance and liquidity reported in accordance with GAAP. Such measures are presented in this document because management believes that they are relevant measures of Extendicare's operating performance and ability to pay cash dividends.

Management uses these measures to exclude the impact of certain items, because it believes doing so provides investors a more effective analysis of underlying operating and financial performance and improves comparability of underlying financial performance between periods. The exclusion of certain items does not imply that they are non-recurring or not useful to investors.

These measures are defined below and reconciliations to the most comparable GAAP measure are referenced, as applicable.

"**Net operating income**", or "**NOI**", is defined as revenue less operating expenses, and this value represents the underlying performance of the operating business segments.

"**NOI margin**" is defined as NOI as a percentage of revenue.

"**EBITDA**" is defined as earnings (loss) from continuing operations before net finance costs, income taxes, depreciation and amortization.

"**Adjusted EBITDA**" is defined as EBITDA adjusted to exclude the line items "share of profit from investment in joint ventures" and "other (income) expense", and as a result, is equivalent to the line item "earnings before depreciation, amortization, and other" reported on the consolidated statements of earnings. Management believes that certain lenders, investors and analysts use EBITDA, Adjusted EBITDA and Adjusted EBITDA margin to measure a company's ability to service debt and meet other payment obligations, and as a common valuation measurement.

"**Adjusted EBITDA Margin**" is defined as Adjusted EBITDA as a percentage of revenue.

Reconciliations of "net operating income" and "Adjusted EBITDA" to "earnings (loss) from continuing operations before income taxes" are provided under "Select Quarterly Financial Information – Reconciliations of Adjusted EBITDA and Net Operating Income".

"**Earnings (loss) from continuing operations before separately reported items, net of tax**" is defined as earnings (loss) from continuing operations, excluding the following separately reported line items: "fair value adjustments" and "other (income) expense". These line items are reported separately and excluded from certain performance measures, because they are transitional in nature and would otherwise distort historical trends. "Fair value adjustments" relate to the change in the fair value of or gains and losses on interest rate agreements. "Other (income) expense" relates to gains or losses on the disposal or impairment of assets and early retirement of debt, transaction and integration costs in connection with acquisitions, restructuring and transformation charges, and proxy related costs. The above separately reported line items are reported on a pre-tax and on an after-tax basis as a means of deriving earnings (loss) from operations and related earnings per share excluding such items.

Reconciliations of "earnings (loss) from continuing operations before separately reported items" to "earnings (loss) from continuing operations" are provided under "Statement of Earnings".

"**Funds From Operations**", or "**FFO**", is defined as net earnings before income taxes, depreciation and amortization and fair value adjustments, and the line item "other (income) expense", less depreciation for furniture, fixtures, equipment and computers, or "depreciation for FFEC", depreciation for office leases, accretion costs, net interest expense and current income taxes (excluding current income taxes in respect of "fair value adjustments" and "other (income) expense" that are not otherwise included in FFO). The Company determines and includes its 15% share of FFO from its joint ventures on this same basis. Depreciation for FFEC is considered representative of the amount of maintenance (non-growth) capital expenditures, or "maintenance capex", to be used in determining FFO, as the depreciation term is generally in line with the life of these assets. FFO is a recognized earnings measure that is widely used by public real estate entities, particularly by those entities that own and/operate income-producing properties. Management believes that certain investors and analysts use FFO, and as such has included FFO to assist with their understanding of the Company's operating results.

Reconciliations of FFO to "earnings from continuing operations" are provided under "Funds From Operations and Adjusted Funds From Operations – Reconciliations of FFO to Net Earnings".

"**Adjusted Funds From Operations**", or "**AFFO**", is defined as FFO plus: i) the reversal of non-cash deferred financing and accretion costs; ii) the reversal of non-cash share-based compensation; iii) the principal portion of government capital funding; iv) amounts received from income support arrangements; and v) the reversal of income or loss of the captive insurance company that was included in the determination of FFO, as those operations were funded through investments held for the former U.S. self-insured liabilities, which are not included in the Company's reported cash and cash equivalents. In addition, AFFO is further adjusted to account for the difference in total maintenance capex incurred from the amount deducted in the determination of FFO. Since the Company's actual maintenance capex spending fluctuates on a quarterly basis with the timing of projects and seasonality, the adjustment to AFFO for these expenditures from the amount of depreciation for FFEC already deducted in determining FFO, may result in an increase to AFFO in the interim periods reported. The Company determines and includes its 15% share of AFFO from its joint ventures on this same basis. Management considers AFFO a relevant measure of the ability of the Company to earn cash and pay cash dividends to shareholders.

"**Payout ratio**" is defined as the ratio of dividends declared to AFFO. Management considers this a useful metric to evaluate the Company's dividend capacity.

Both FFO and AFFO are subject to other adjustments, as determined by management in its discretion, that are not representative of the Company's operating performance.

Reconciliations of "net cash from operating activities" to "AFFO" are provided under "Funds From Operations and Adjusted Funds From Operations – Reconciliations of AFFO to Net Cash From Operating Activities".

"**Interest coverage ratio**" and "**net interest coverage ratio**" are defined as the ratio of Adjusted EBITDA to interest expense, including interest capitalized and excluding financing prepayment costs and the amortization of deferred financing costs, and in the case of 'net interest', including interest revenue. Management considers these relevant measures as they indicate the Company's ability to meet its interest cost obligations on a trailing twelve-month basis.

RISKS AND UNCERTAINTIES

There are certain risks inherent in an investment in securities and activities of the Company, which investors should carefully consider before investing in the Company. Risks and uncertainties are disclosed in the Company's 2023 Annual Information Form, including without limitation, "Risks Related to a Pandemic, Epidemic or Outbreak of a Contagious Illness, such as COVID-19", "Risks Related to Inflationary Pressures and Supply Chain Interruptions", "Risks Related to Liability and Insurance" and "Risks Related to Government Oversight, Funding and Regulatory Changes" found under the section "Risk Factors – Risks Related to the Business". To the extent there have been any changes to those risks or uncertainties as of the date of this MD&A, they are discussed under "Forward-looking Statements" and "Significant Developments".

Endnote

(1) This is a non-GAAP financial measure. Refer to the discussion under "Non-GAAP Measures".

Interim Condensed Consolidated Financial Statements

Q3 2024

Extendicare Inc.
Dated: November 12, 2024

Extendicare Inc.
Interim Condensed Consolidated Financial Statements

Three and nine months ended September 30, 2024 and 2023

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Extendicare Inc.
Interim Condensed Consolidated Statements of Financial Position
(Unaudited)

(thousands of dollars)	***notes***	**September 30, 2024**	**December 31, 2023**
Assets			
Current assets			
Cash and cash equivalents		**154,298**	75,184
Restricted cash		**1,125**	729
Accounts receivable		**84,260**	88,370
Income taxes recoverable		**71**	2,656
Other assets		**17,113**	20,199
Total current assets		**256,867**	187,138
Non-current assets			
Property and equipment	***3***	**281,852**	295,897
Goodwill and other intangible assets	***4***	**123,672**	124,307
Other assets		**33,739**	34,977
Deferred tax assets		**5,774**	5,885
Investment in joint ventures	***5***	**26,072**	24,527
Total non-current assets		**471,109**	485,593
Total assets		**727,976**	672,731
Liabilities and Equity			
Current liabilities			
Accounts payable and accrued liabilities		**236,705**	203,259
Income taxes payable		**17,108**	3,248
Current portion of long-term debt	***6***	**163,010**	19,879
Total current liabilities		**416,823**	226,386
Non-current liabilities			
Long-term debt	***6***	**158,732**	314,637
Provisions		**9,453**	10,343
Other long-term liabilities		**23,838**	23,351
Deferred tax liabilities		**5,448**	10,094
Total non-current liabilities		**197,471**	358,425
Total liabilities		**614,294**	584,811
Share capital	***8***	**469,328**	467,347
Equity portion of convertible debentures		**7,085**	7,085
Contributed surplus		**12,710**	13,087
Accumulated deficit		**(369,190)**	(393,471)
Accumulated other comprehensive loss		**(6,251)**	(6,128)
Shareholders' equity		**113,682**	87,920
Total liabilities and equity		**727,976**	672,731

See accompanying notes to the unaudited interim condensed consolidated financial statements.
Commitments and Contingencies (*Note 12),* Subsequent Events *(Notes 6, 16).*

Extendicare Inc.
Interim Condensed Consolidated Statements of Earnings
(Unaudited)

(thousands of dollars except for per share amounts)	***notes***	**Three months ended September 30, 2024**	**Three months ended September 30, 2023**	**Nine months ended September 30, 2024**	**Nine months ended September 30, 2023**
Revenue		**359,061**	322,529	**1,074,638**	954,776
Operating expenses		**308,944**	287,319	**926,971**	846,532
Administrative costs		**14,010**	14,440	**42,817**	41,720
Total expenses	***9***	**322,954**	301,759	**969,788**	888,252
Earnings before depreciation, amortization, and other		**36,107**	20,770	**104,850**	66,524
Depreciation and amortization		**8,635**	9,023	**24,839**	23,547
Other expense (income)	***10***	**1,082**	(5,048)	**(2,704)**	(28)
Share of profit from investment in joint ventures	***5***	**(431)**	(598)	**(1,826)**	(598)
Earnings before net finance costs and income taxes		**26,821**	17,393	**84,541**	43,603
Net finance costs	***11***	**4,164**	3,725	**11,399**	11,064
Earnings before income taxes		**22,657**	13,668	**73,142**	32,539
Current income tax expense		**7,794**	1,035	**22,352**	5,387
Deferred income tax (recovery) expense		**(1,432)**	802	**(4,491)**	1,790
Total income tax expense		**6,362**	1,837	**17,861**	7,177
Net earnings		**16,295**	11,831	**55,281**	25,362
Basic Earnings per Share					
Net earnings		**$0.20**	$0.14	**$0.66**	$0.30
Diluted Earnings per Share					
Net earnings		**$0.19**	$0.14	**$0.63**	$0.30

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Extendicare Inc.
Interim Condensed Consolidated Statements of Comprehensive Income
(Unaudited)

	Three months ended September 30,		Nine months ended September 30,	
(thousands of dollars)	**2024**	**2023**	**2024**	**2023**
Net earnings	**16,295**	11,831	**55,281**	25,362
Other Comprehensive (Loss) Income, Net of Taxes				
Items that will not be reclassified to profit or loss:				
Defined benefit plan actuarial (losses) gains	**(509)**	4,106	**(167)**	4,895
Tax recovery (expense) on changes in defined benefit plan	**135**	(1,088)	**44**	(1,297)
Other comprehensive (loss) income, net of taxes	**(374)**	3,018	**(123)**	3,598
Total comprehensive income	**15,921**	14,849	**55,158**	28,960

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Extendicare Inc.

Interim Condensed Consolidated Statements of Changes in Equity

(Unaudited)

(thousands of dollars, except for number of shares)	***notes***	***Number of Shares***	**Share Capital**	**Equity Portion of Convertible Debentures**	**Contributed Surplus**	**Accumulated Deficit**	**Accumulated Other Comprehensive Loss**	**Shareholders' Equity**
Balance at January 1, 2023		*84,728,744*	475,415	7,085	10,619	(384,620)	(7,798)	100,701
Purchase of shares for cancellation	*8*	*(875,800)*	(4,921)	—	—	(677)	—	(5,598)
Share-based compensation	*7*	*178,702*	1,761	—	924	(715)	—	1,970
Net earnings		—	—	—	—	25,362	—	25,362
Dividends declared	*8*	—	—	—	—	(30,404)	—	(30,404)
Other comprehensive income		—	—	—	—	—	3,598	3,598
Balance at September 30, 2023		*84,031,646*	472,255	7,085	11,543	(391,054)	(4,200)	95,629

(thousands of dollars, except for number of shares)	***notes***	***Number of Shares***	**Share Capital**	**Equity Portion of Convertible Debentures**	**Contributed Surplus**	**Accumulated Deficit**	**Accumulated Other Comprehensive Loss**	**Shareholders' Equity**
Balance at January 1, 2024		***83,158,315***	**467,347**	**7,085**	**13,087**	**(393,471)**	**(6,128)**	**87,920**
Share-based compensation	***7***	***308,663***	**1,981**	**—**	**(377)**	**(983)**	**—**	**621**
Net earnings		**—**	**—**	**—**	**—**	**55,281**	**—**	**55,281**
Dividends declared	***8***	**—**	**—**	**—**	**—**	**(30,017)**	**—**	**(30,017)**
Other comprehensive loss		**—**	**—**	**—**	**—**	**—**	**(123)**	**(123)**
Balance at September 30, 2024		***83,466,978***	**469,328**	**7,085**	**12,710**	**(369,190)**	**(6,251)**	**113,682**

See accompanying notes to the unaudited interim condensed consolidated financial statements.

Extendicare Inc.
Interim Condensed Consolidated Statements of Cash Flows
(Unaudited)

		Three months ended September 30,		Nine months ended September 30,	
(thousands of dollars)	***notes***	**2024**	**2023**	**2024**	**2023**
Operating Activities					
Net earnings		**16,295**	11,831	**55,281**	25,362
Adjustments for:					
Share-based compensation		**1,082**	940	**621**	1,970
Depreciation and amortization	***3, 4***	**8,635**	9,023	**24,839**	23,547
Net finance costs	***11***	**4,164**	3,725	**11,399**	11,064
Current taxes		**7,794**	635	**21,995**	4,987
Deferred taxes		**(1,432)**	802	**(4,491)**	1,790
Defined benefit plan expenses		**250**	312	**748**	934
Defined benefit plan contributions		**(85)**	—	**(1,087)**	(1,096)
Gain on sale of assets to joint venture, net of tax		**—**	(8,720)	**(2,707)**	(8,720)
Gain on sale of Class C LTC assets, net of tax		**—**	—	**(4,450)**	—
Share of profit from investment in joint ventures	***5***	**(431)**	(598)	**(1,826)**	(598)
		36,272	17,950	**100,322**	59,240
Net change in operating assets and liabilities					
Accounts receivable		**(2,586)**	(1,047)	**4,233**	(20,148)
Other assets		**289**	(4,800)	**2,538**	(4,718)
Accounts payable and accrued liabilities		**8,712**	(4,304)	**30,847**	(15,743)
		42,687	7,799	**137,940**	18,631
Interest paid, net		**(778)**	(1,478)	**(5,947)**	(7,122)
Income taxes received (paid), net		**609**	902	**(5,904)**	(7,265)
Net cash from operating activities		**42,518**	7,223	**126,089**	4,244
Investing Activities					
Purchase of property, equipment and other intangible assets	***3, 4***	**(9,691)**	(43,926)	**(28,482)**	(109,192)
Change in other assets		**396**	534	**1,255**	2,037
Proceeds from sale of assets to joint venture		**—**	66,927	**20,482**	66,927
Proceeds from sale of Class C LTC assets		**—**	—	**5,337**	—
Investment in joint ventures	***5***	**—**	(25,373)	**(435)**	(25,373)
Distributions from investment in joint ventures	***5***	**248**	342	**698**	342
Net cash used in investing activities		**(9,047)**	(1,496)	**(1,145)**	(65,259)
Financing Activities					
Issuance of long-term debt	***6***	**—**	15,306	**—**	38,962
Repayment of long-term debt and lease liabilities	***6***	**(5,180)**	(4,785)	**(14,884)**	(14,974)
Change in restricted cash		**(133)**	2,387	**(396)**	2,102
Purchase of shares for cancellation	***8***	**—**	(1,471)	**—**	(5,598)
Dividends paid	***8***	**(10,016)**	(10,114)	**(30,004)**	(30,432)
Financing costs	***6***	**(247)**	(71)	**(546)**	(74)
Net cash (used in) from financing activities		**(15,576)**	1,252	**(45,830)**	(10,014)
Increase (decrease) in cash and cash equivalents		**17,895**	6,979	**79,114**	(71,029)
Cash and cash equivalents at beginning of period		**136,403**	89,273	**75,184**	167,281
Cash and cash equivalents at end of period		**154,298**	96,252	**154,298**	96,252

See accompanying notes to the unaudited interim condensed consolidated financial statements.

1. GENERAL INFORMATION AND NATURE OF THE BUSINESS

The common shares (the "Common Shares") of Extendicare Inc. ("Extendicare" or the "Company") are listed on the Toronto Stock Exchange ("TSX") under the symbol "EXE". The Company and its predecessors have been in operation since 1968. The Company is a leading provider of care and services for seniors across Canada, operating under the Extendicare, ParaMed, Extendicare Assist and SGP Purchasing Network ("SGP") brands and is committed to delivering quality care to meet the needs of a growing seniors' population, inspired by its mission to provide people with the care they need, wherever they call home. The registered office of the Company is located at 3000 Steeles Avenue East, Suite 400, Markham, Ontario, Canada, L3R 4T9.

2. BASIS OF PREPARATION

a) Statement of Compliance

The unaudited interim condensed consolidated financial statements (the "consolidated financial statements") have been prepared in accordance with IAS 34 *Interim Financial Reporting* as issued by the International Accounting Standards Board ("IASB"), and were approved by the board of directors (the "Board") of the Company on November 12, 2024.

The consolidated financial statements do not include all of the information required for full annual consolidated financial statements, and should be read in conjunction with the Company's 2023 annual audited consolidated financial statements. These consolidated financial statements follow the same accounting policies and methods of application as the consolidated financial statements for the year ended December 31, 2023.

b) Basis of Measurement

The consolidated financial statements are presented in Canadian dollars, which is the Company's functional currency. All financial information presented in dollars has been rounded to the nearest thousand, unless otherwise noted.

c) Accounting Standards Adopted during the Period

During the nine months ended September 30, 2024, the Company adopted the following amendment to IFRS® Accounting Standards as issued by the IASB:

CLASSIFICATION OF LIABILITIES AS CURRENT OR NON-CURRENT

On January 1, 2024, the Company adopted IAS® amendments to IAS 1 *Presentation of Financial Statements*, which clarified the criteria of classification of liabilities as current or non-current. The adoption of these amendments to IAS 1 did not have a material impact on the consolidated financial statements.

3. PROPERTY AND EQUIPMENT

	Land & Land Improve-ments	Buildings & Leasehold Improvements	Right-of-use Assets	Furniture & Equipment	Construction in Progress ("CIP")	Projects in Progress ("PIP")	Total
Cost							
January 1, 2023	37,188	335,268	105,992	66,413	120,665	11,083	676,609
Additions	628	2,252	1,251	5,969	62,951	10,600	83,651
Derecognition	—	(1)	(803)	(80)	—	—	(884)
Sale of assets to joint venture *(Note 5)*	—	—	—	—	(150,573)	—	(150,573)
Transfers	948	6,782	—	6,536	—	(14,266)	—
December 31, 2023	38,764	344,301	106,440	78,838	33,043	7,417	608,803
Additions	**—**	**222**	**529**	**231**	**11,198**	**11,063**	**23,243**
Derecognition	**—**	**—**	**(471)**	**—**	**—**	**—**	**(471)**
Write-offs	**—**	**—**	**—**	**—**	**(479)**	**—**	**(479)**
Sale of assets to joint venture (*Note 5*)	**—**	**—**	**—**	**—**	**(16,059)**	**(257)**	**(16,316)**
Sale of Class C LTC assets (*Note 10*)	**(415)**	**(4,041)**	**—**	**(1,406)**	**—**	**—**	**(5,862)**
Transfers	**50**	**8,002**	**—**	**3,321**	**2,521**	**(13,894)**	**—**
September 30, 2024	**38,399**	**348,484**	**106,498**	**80,984**	**30,224**	**4,329**	**608,918**

	Land & Land Improve-ments	Buildings & Leasehold Improvements	Right-of-use Assets	Furniture & Equipment	CIP	PIP	Total
Accumulated Depreciation and Impairment Losses							
January 1, 2023	6,081	198,910	48,218	34,681	—	—	287,890
Depreciation	531	11,153	5,932	8,023	—	—	25,639
Derecognition	—	(1)	(577)	(45)	—	—	(623)
December 31, 2023	6,612	210,062	53,573	42,659	—	—	312,906
Depreciation	**432**	**8,324**	**4,456**	**5,840**	**—**	**—**	**19,052**
Derecognition	**—**	**—**	**(256)**	**—**	**—**	**—**	**(256)**
Sale of Class C LTC assets (*Note 10*)	**(150)**	**(3,669)**	**—**	**(817)**	**—**	**—**	**(4,636)**
September 30, 2024	**6,894**	**214,717**	**57,773**	**47,682**	**—**	**—**	**327,066**
Carrying Amounts							
December 31, 2023	32,152	134,239	52,867	36,179	33,043	7,417	295,897
September 30, 2024	**31,505**	**133,767**	**48,725**	**33,302**	**30,224**	**4,329**	**281,852**

4. GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill	Operational Entitlements	Software and Other Intangible Assets	Total
Cost				
January 1, 2023	45,850	—	86,442	132,292
Additions	—	20,809	13,020	33,829
December 31, 2023	45,850	20,809	99,462	166,121
Additions	**—**	**—**	**5,584**	**5,584**
September 30, 2024	**45,850**	**20,809**	**105,046**	**171,705**

	Goodwill	Operational Entitlements	Software and Other Intangible Assets	Total
Accumulated Amortization				
January 1, 2023	—	—	35,228	35,228
Amortization	—	550	6,036	6,586
December 31, 2023	—	550	41,264	41,814
Amortization	**—**	**989**	**5,230**	**6,219**
September 30, 2024	**—**	**1,539**	**46,494**	**48,033**
Carrying Amounts				
December 31, 2023	45,850	20,259	58,198	124,307
September 30, 2024	**45,850**	**19,270**	**58,552**	**123,672**

5. JOINT VENTURES

Axium Extendicare LTC II LP

Axium Extendicare LTC II LP (“Axium JV II”) owns 19 Class A long-term care (“LTC”) homes located in Ontario and six homes in Manitoba, consisting of approximately 3,000 funded LTC beds, and one LTC home under construction in Ontario. The Company has a 15% managed interest in the joint venture, with the remaining 85% interest owned by Axium LTC Limited Partnership (with its affiliates, “Axium”). Extendicare is operating the homes in consideration for a customary management fee.

Axium Extendicare LTC LP

Axium Extendicare LTC LP ("Axium JV") is jointly redeveloping certain of Extendicare's existing Ontario Class C homes. Axium owns an 85% interest and Extendicare has the remaining 15% managed interest. The Company has undertaken all development activities in respect of the joint venture homes and will operate the homes upon completion of construction. In 2023, Extendicare sold four of its redevelopment projects to Axium JV (the "Axium Transaction").

Axium JV owns five LTC homes located in Ontario, one of which is operational and four of which are under construction.

The Company has accounted for its investments in the joint ventures above using the equity method:

	September 30, 2024	December 31, 2023
Interest in Axium JV II - 15% ownership	**17,888**	16,637
Interest in Axium JV - 15% ownership	**8,184**	7,890
Total	**26,072**	24,527

The assets and liabilities of the joint ventures for the periods below including fair value adjustments at acquisition and a reconciliation to the carrying amount of Extendicare's interest are as follows:

	September 30, 2024	December 31, 2023
Current assets (including cash and cash equivalents - $52,923)	**64,653**	41,873
Non-current assets	**721,525**	607,142
Total assets	**786,178**	649,015
Current liabilities (Current portion of long-term debt - $129,872)	**270,621**	195,841
Long-term debt	**344,843**	292,362
Total liabilities	**615,464**	488,203
Total net assets (100%)	**170,714**	160,812
Company share of net assets (15%)	**25,579**	24,527
Difference between investment carrying amount and underlying equity in net assets[i]	**493**	—
Carrying amount of investment in joint ventures	**26,072**	24,527

[i]Relates primarily to provincial land transfer taxes.

	September 30, 2024	December 31, 2023
Investment in joint ventures as at January 1	**24,527**	—
Investment in joint ventures	**417**	25,373
Distributions from investment in joint ventures	**(698)**	(866)
Share of profit from investment in joint ventures	**1,826**	20
Investment in joint ventures as at end of period	**26,072**	24,527

Financial information of the joint ventures for the period are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
Revenue	**99,627**	52,571	**289,793**	52,571
Operating expenses	**90,960**	45,276	**258,857**	45,276
Administrative costs	**47**	6	**283**	6
Earnings before depreciation, amortization, and net finance costs	**8,620**	7,289	**30,653**	7,289
Depreciation and amortization	**3,380**	1,829	**10,186**	1,829
Net finance costs	**2,372**	1,474	**8,302**	1,474
Net income (100%)	**2,868**	3,986	**12,165**	3,986
Company share of net income (15%)	**431**	598	**1,826**	598

6. LONG-TERM DEBT

	Interest Rate	Year of Maturity	September 30, 2024	December 31, 2023
Convertible unsecured subordinated debentures	5.00%	2025	**125,769**	124,867
CMHC mortgages, fixed rate	2.65% - 7.70%	2026 - 2037	**37,527**	39,878
CMHC mortgage, variable rate	Variable	2027	**20,047**	20,507
Non-CMHC mortgages and loans	3.49% - 5.64%	2025 - 2038	**96,359**	99,499
Lease liabilities	3.53% - 7.19%	2024 - 2029	**44,043**	52,447
Total debt			**323,745**	337,198
Deferred financing costs			**(2,003)**	(2,682)
Total debt, net of deferred financing costs			**321,742**	334,516
Less: current portion			**(163,010)**	(19,879)
Long-term debt			**158,732**	314,637

Principal Repayments

	Convertible	Mortgages and Loans		Lease	
	Debentures	Regular	Maturity	Liabilities	Total
2024 remaining	—	2,278	—	3,896	6,174
2025	126,500	7,489	17,109	15,123	166,221
2026	—	7,565	—	14,145	21,710
2027	—	5,500	44,058	7,284	56,842
2028	—	5,712	—	2,154	7,866
Thereafter	—	56,349	7,873	7,338	71,560
Total debt principal and lease liability repayments	126,500	84,893	69,040	49,940	330,373
Unamortized accretion of 2025 convertible debentures	(731)	—	—	—	(731)
Interest on lease liabilities	—	—	—	(5,897)	(5,897)
Principal and lease liabilities, after accretion and interest	125,769	84,893	69,040	44,043	323,745

Long-term Debt Continuity

	September 30, 2024	December 31, 2023
As at January 1	**334,516**	383,974
Issuance of long-term debt	**—**	38,962
New lease liabilities	**529**	1,251
Accretion and other	**902**	1,148
Repayments	**(5,951)**	(7,983)
Payment of lease liabilities	**(8,933)**	(12,306)
Increase in deferred financing costs	**(546)**	(85)
Amortization of deferred financing costs	**1,225**	1,805
Assumed debt related to the Axium Transaction	**—**	(72,250)
As at end of period	**321,742**	334,516

Convertible Unsecured Subordinated Debentures

In April 2018, the Company issued $126.5 million aggregate principal amount of 5.00% convertible unsecured subordinated debentures due April 30, 2025 (the "2025 Debentures"), with a conversion price of $12.25 per Common Share. The initial offering for $110.0 million of the 2025 Debentures closed on April 17, 2018, and the exercise of the over-allotment option for $16.5 million debentures closed on April 25, 2018. The debt and equity components of the 2025 Debentures were bifurcated as the financial instrument is considered a compound instrument with $119.2 million classified as a liability and the residual $7.3 million classified as equity attributable to the conversion option. The liability portion of the 2025

Debentures is recorded at amortized cost. The fees and transaction costs allocated to the debt component are amortized over the term of the 2025 Debentures using the effective interest rate method and are recognized as part of net finance costs.

Interest on the 2025 Debentures is payable semi-annually in April and October. On and after May 1, 2023, these debentures may be redeemed by the Company in whole at any time or in part from time to time, at a price equal to the principal amount thereof plus accrued and unpaid interest, on a notice of not more than 60 days and not less than 30 days prior.

Upon the occurrence of a change of control, whereby more than 66.67% of the Common Shares are acquired by any person, or group of persons acting jointly, each holder of the 2025 Debentures may require the Company to purchase their debentures at 101% of the principal plus accrued and unpaid interest. If 90% or more of the debenture holders do so, the Company has the right, but not the obligation, to redeem all the remaining outstanding 2025 Debentures.

Subsequent to the third quarter of 2024, the Company announced that it has exercised its option to redeem all of the outstanding 2025 Debentures on December 16, 2024 using funds from a new delayed draw facility (*Note 16*).

CMHC Mortgages

The Company has one variable rate mortgage, insured through the Canada Mortgage and Housing Corporation ("CMHC") program, that is secured by a Canadian financial institution at a variable rate based on the lender's cost of funds plus 225 basis points. In the first quarter of 2024, the Company extended the maturity date of the mortgage to July 1, 2027.

Lease Liabilities

Subsequent to the third quarter of 2024, the Company used cash on hand to purchase for approximately $30.0 million, 9 Class A Ontario LTC homes that had been under long-term leases. The purchase price represents the balance of the remaining lease payments plus accrued interest and other costs, and fully satisfies the remaining lease liability (carrying interest rates from 6.4% to 7.2%) *(Note 16).*

Credit Facilities

The Company has two demand credit facilities totalling $112.3 million. One is secured by 14 Class C LTC homes in Ontario and the other is secured by the assets of the home health care business. Neither of these facilities has financial covenants but do contain normal and customary terms. As at September 30, 2024, $23.2 million of the facilities secure the Company's defined benefit pension plan obligations (December 31, 2023 – $27.3 million), $10.9 million secures the Company's obligation to fund capital contributions to the joint ventures in connection with construction of LTC redevelopment projects within the joint ventures (December 31, 2023 – $8.0 million), and $1.4 million was used in connection with obligations relating to LTC homes (December 31, 2023 – $6.1 million), leaving $76.8 million unutilized (December 31, 2023 – $70.9 million).

Subsequent to the third quarter of 2024, these two demand credit facilities were replaced with a new $145.0 million revolving credit facility as part of a new $275.0 million senior secured credit facility, thereby increasing the available undrawn credit by $32.7 million (*Note 16*).

Financial Covenants

The Company is subject to debt service coverage covenants on certain of its mortgages and loans. The Company was in compliance with all of these covenants as at September 30, 2024.

7. SHARE-BASED COMPENSATION

Equity-settled Long-term Incentive Plan

The Company's long-term incentive plan ("LTIP") provides for a share-based component of executive and director compensation designed to encourage a greater alignment of the interests of the Company's executives and directors with its shareholders, in the form of deferred share units ("DSUs") for non-employee directors and preferred share units ("PSUs") for employees.

DSUs and PSUs granted under the LTIP do not carry any voting rights. DSUs vest immediately upon grant and PSUs vest with a term of not less than 24 months and not more than 36 months from the date of grant. The Company settled DSUs and PSUs as follows:

	DSUs and PSUs	
	Nine months ended September 30,	
(number of units)	**2024**	**2023**
Settled in Common Shares issued from treasury	**308,663**	178,702
Settled in cash	**346,655**	164,650
DSUs and PSUs settled during the period	**655,318**	343,352

During the three and nine months ended September 30, 2024, the Company's DSUs and PSUs were an expense of $1.1 million and $3.2 million, respectively (September 30, 2023 – $0.9 million and $3.0 million, respectively), recorded in administrative costs.

The carrying amounts of the Company's DSUs and PSUs are recorded in the consolidated statements of financial position as follows:

	September 30, 2024	December 31, 2023
Contributed surplus – DSUs	**5,838**	6,240
Contributed surplus – PSUs	**6,872**	6,847
Total	**12,710**	13,087

As at September 30, 2024, an aggregate of 3,575,948 (December 31, 2023 – 3,884,611) Common Shares were reserved and available for issuance pursuant to the LTIP.

DSU and PSU activity was as follows:

	DSUs		PSUs	
(number of units)	**Nine months ended September 30, 2024**	**Year ended December 31, 2023**	**Nine months ended September 30, 2024**	**Year ended December 31, 2023**
Units outstanding, beginning of period	**857,813**	670,671	**1,486,841**	1,302,586
Granted	**78,262**	133,874	**526,913**	541,178
Reinvested dividend equivalents	**39,480**	53,268	**72,821**	102,286
Change due to performance and forfeiture	**—**	—	**(43,690)**	(100,194)
Settled	**(179,214)**	—	**(476,104)**	(359,015)
Units outstanding, end of period	**796,341**	857,813	**1,566,781**	1,486,841
Weighted average fair value of units granted during the period at grant date	**$8.01**	$6.64	**$7.96**	$6.35

DSUs are fair valued at the date of grant using the previous day's closing trading price of the Common Shares. The grant date values of PSUs awarded were based on the fair values of one award comprised of two equal components being the adjusted funds from operations ("AFFO") and total shareholder return ("TSR"). The fair values of the AFFO component were measured using the previous day's closing trading price of the Common Shares. The fair values of the TSR component were measured using the Monte Carlo simulation method.

PSUs granted and the assumptions used to determine the grant date values are as follows:

	Nine months ended September 30, 2024		Year ended December 31, 2023		
Grant date	**August 22, 2024**	**March 19, 2024**	November 21, 2023	August 22, 2023	March 14, 2023
Vesting date	**March 19, 2027**	**March 19, 2027**	March 14, 2026	March 14, 2026	March 14, 2026
PSUs granted	**28,065**	**498,848**	9,288	2,088	529,802
Fair value of AFFO component	**$4.20**	**$3.81**	$3.25	$3.30	$3.16
Fair value of TSR component	**$4.75**	**$4.09**	$3.34	$3.25	$3.19
Grant date fair value	**$8.95**	**$7.90**	$6.59	$6.55	$6.35
Expected volatility of the Company's Common Shares	**20.66 %**	**18.43 %**	18.48 %	17.79 %	19.18 %
Expected volatility of the Index	**16.17 %**	**15.85 %**	16.94 %	16.06 %	16.43 %
Risk-free rate	**3.24 %**	**3.94 %**	4.32 %	4.68 %	3.50 %
Dividend yield	**nil**	**nil**	nil	nil	nil

8. SHARE CAPITAL

Common Shares

Each Common Share is transferable, represents an equal and undivided beneficial interest in the assets of the Company and entitles the holder to one vote at all meetings of shareholders of the Company. Shareholders are entitled to receive dividends from the Company when declared by the Board. During the three and nine months ended September 30, 2024 and 2023, the Company declared cash dividends of $0.12 per share and $0.36 per share, respectively.

In June 2024, the Company received approval from the TSX to renew its normal course issuer bid ("NCIB") to purchase for cancellation up to 7,159,997 Common Shares, representing 10% of its public float, through the facilities of the TSX and/or through alternative Canadian trading systems, in accordance with TSX rules. The NCIB commenced on July 2, 2024, and provides the Company with flexibility to purchase Common Shares for cancellation until July 1, 2025, or on such earlier date as the NCIB is complete. The actual number of Common Shares purchased under the NCIB and the timing of any such purchases will be at the Company's discretion. Subject to the TSX's block purchase exception, daily purchases will be limited to 33,143 Common Shares.

Under its prior NCIB that commenced on June 30, 2023 and ended on June 29, 2024, the Company purchased 1,121,631 Common Shares at a cost of $7.0 million, representing a weighted average price per share of $6.23. There were no purchases under this NCIB during the three and nine months ended September 30, 2024.

9. EXPENSES BY NATURE

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**(i)	**2024**	**2023**(i)
Employee wages and benefits	**282,623**	260,578	**847,817**	760,743
Food, drugs, supplies and other variable costs	**15,099**	17,645	**44,911**	48,201
Property based and leases	**11,109**	10,833	**35,316**	38,953
Other	**14,123**	12,703	**41,744**	40,355
Total operating expenses and administrative costs	**322,954**	301,759	**969,788**	888,252

(i)Certain comparative information has been reclassified to conform to the current year presentation.

10. OTHER INCOME AND EXPENSE

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
Strategic transformation costs	**1,082**	4,072	**4,810**	9,092
Gain on sale of assets to joint venture	**—**	(9,120)	**(2,862)**	(9,120)
Gain on sale of Class C LTC assets	**—**	—	**(4,652)**	—
Total other expense (income)	**1,082**	(5,048)	**(2,704)**	(28)

Strategic Transformation Costs

During the three and nine months ended September 30, 2024, the Company incurred costs related to the strategic transformation of the Company. Costs incurred include transaction, legal, regulatory, IT integration and management transition costs of $1.1 million and $4.8 million, respectively (September 30, 2023 – $4.1 million and $9.1 million, respectively).

Gain on Sale of Assets to Joint Venture

In the second quarter of 2024, the Company completed the sale to Axium JV of its 256-bed LTC home currently under construction in Orleans, Ontario, which resulted in a gain of $2.9 million.

Gain on Sale of Class C LTC Assets

In the second quarter of 2024, the Company completed the sale of the land and building associated with its vacated Sudbury (Falconbridge) Class C LTC home, which resulted in a gain of $4.7 million.

11. NET FINANCE COSTS

	Three months ended September 30,		Nine months ended September 30,	
	2024	**2023**	**2024**	**2023**
Interest expense	**5,020**	5,099	**15,236**	15,602
Interest revenue	**(1,863)**	(1,266)	**(5,238)**	(4,694)
Accretion	**306**	381	**904**	1,128
Other	**701**	(489)	**497**	(972)
Net finance costs	**4,164**	3,725	**11,399**	11,064

12. COMMITMENTS AND CONTINGENCIES

Commitments

As at September 30, 2024, the Company has outstanding commitments in connection with construction contracts for its LTC redevelopment projects. The Company also has outstanding commitments in connection with various IT service and licence agreements to support the transition of key IT platforms to cloud-based solutions in support of the Company's growth initiatives. The expected payments towards those obligations are due as follows:

	Construction Commitments	Technology Commitments	Total
2024	8,974	6,006	14,980
2025	37,471	6,571	44,042
2026 and thereafter	37,719	2,523	40,242
Total	84,164	15,100	99,264

On September 16, 2024, the Company entered into a $72.3 million fixed-price construction agreement in connection with the construction of a new 256-bed LTC home in St. Catharines, Ontario.

In December 2023, the Company entered into agreements to sell the land and buildings associated with its Sudbury (Falconbridge) and Kingston Class C LTC homes, (collectively, the "Dispositions"). The Sudbury (Countryside) redevelopment project in Axium JV opened in the first quarter of 2024; the sale of the Sudbury (Falconbridge) assets closed on April 30, 2024 (*Note 10*). The Kingston (Limestone Ridge) redevelopment project in Axium JV is expected to open in the fourth quarter of 2024; the sale is expected to close shortly thereafter. The Dispositions are subject to certain conditions. Proceeds from the Dispositions, before transaction costs and taxes, are expected to be $3.7 million in respect of Kingston.

Guarantees

The Company provides unsecured guarantees related to certain credit facilities held by its joint ventures; namely, construction loans and letter of credit facilities in support of ongoing construction of joint venture LTC redevelopment projects and term loans and lease-up credit facilities for operating joint venture LTC homes. As at September 30, 2024, 25 LTC homes within the joint ventures have existing credit facilities available of up to $703.2 million. The guarantees provided by the Company vary depending upon the joint venture and the project, but are typically either on a joint and several basis for 50% of the loan amount or on a several basis for 15% of the loan amount or some lesser portion thereof. The amount of the guarantees will vary as borrowings increase on projects under construction and reduce as homes move into operations when guarantee requirements are generally lower. As at September 30, 2024, the Company has provided unsecured guarantees of $153.6 million in support of the credit facilities held by its joint ventures.

The joint ventures are subject to debt service coverage covenants on certain of its credit facilities. The joint ventures were in compliance with the covenants as at September 30, 2024.

Legal Proceedings and Regulatory Actions

In the ordinary course of business, the Company is involved in and potentially subject to legal proceedings brought against it from time to time in connection with its operations. The COVID-19 pandemic has increased the risk that litigation or other legal proceedings, regardless of merit, will be commenced against the Company.

In April 2021, the Company was served with a statement of claim filed in the Court of Queen's Bench for Saskatchewan alleging negligence, breach of fiduciary duty, breach of contract and breach of the required standard of care by the Company and certain unnamed defendants in respect of all residents of Company LTC homes and retirement communities located in Saskatchewan as well as their family members. The claim seeks an order certifying the action as a class action and unspecified damages.

In January 2022, four active class actions against the Company in Ontario were consolidated into one action pursuant to the *Class Proceedings Act* (Ontario). The consolidated claim is in respect of all Ontario LTC homes owned, operated, licensed and/or managed by the Company and its affiliates and names as defendants the Company, certain of its affiliates and the owners of any such managed LTC homes and alleges negligence, gross negligence, breach of fiduciary duty, breach of contract, unjust enrichment, wrongful death in respect of all persons who contracted COVID-19 at the residence or subsequently contracted COVID-19 from such persons and breach of section 7 of the *Canadian Charter of Rights and Freedoms*. The consolidated claim seeks damages in the aggregate of $110.0 million. On March 7, 2024, the consolidated claim was certified against the Company with a gross negligence cause of action.

The Company is vigorously defending itself against these claims, and these claims are subject to insurance coverage maintained by the Company. However, given the status of the proceedings, the Company is unable to assess their potential outcome and they could have a materially adverse impact on the Company's business, results of operations and financial condition.

In December 2020, the Government of Ontario passed Bill 218, *Supporting Ontario's Recovery Act* (Ontario), which provides targeted liability protection against COVID-19 exposure-related claims against any individual, corporation, or other entity that made a "good faith" or "honest" effort to act in accordance with public health guidance and laws relating to COVID-19 and did not otherwise act with "gross negligence". The protection under Bill 218 is retroactive to March 17, 2020, when Ontario first implemented emergency measures as part of its response to the COVID-19 pandemic. Similar legislation has been passed in other provincial jurisdictions, including Saskatchewan.

In October 2021, the Supreme Court of Canada dismissed an application for leave to appeal by the Attorney General of Ontario which sought to challenge the decision issued by the previous presiding court that ruled in favour of certain unions in respect of a legal challenge to a 2016 Pay Equity Tribunal decision. The unions argued that new pay equity adjustments were required in order to maintain pay equity with municipal LTC homes where personal support workers and other direct care workers in other industries are included in determining pay equity. The matter has now been referred back to the Pay Equity Tribunal to settle the matter between the participating LTC homes, unions and the Government and establish a framework for pay equity suitable for the sector. The Company, along with other participants in the LTC sector, including the Government of Ontario, are working to resolve the matter. Given the uncertainty of the matter and the various stakeholders involved, and as a result the wide range of possible settlement outcomes and related funding changes the Company is unable to determine a reliable estimate of the potential outcome. Therefore, the Company did not record a provision with respect to this matter as at September 30, 2024. This matter could have a materially adverse impact on the Company's business, results of operations and financial condition.

13. FINANCIAL INSTRUMENTS

Fair Values of Financial Instruments

The following table presents the fair value and fair value hierarchy of the Company's financial instruments and excludes financial instruments measured at amortized cost that are short-term in nature. The carrying amounts of the Company's financial instruments approximate their fair values except for items presented below.

As at September 30, 2024	**Carrying Amount**	**Fair Value**	**Fair Value Hierarchy**
Financial assets			
Construction funding subsidy receivable(i)	**28,347**	**27,535**	Level 2
	28,347	**27,535**	
Financial liabilities			
Long-term debt(i)(ii)	**153,933**	**153,729**	Level 2
Convertible unsecured subordinated debentures	**125,769**	**126,184**	Level 1
	279,702	**279,913**	

As at December 31, 2023	**Carrying Amount**	**Fair Value**	**Fair Value Hierarchy**
Financial assets			
Construction funding subsidy receivable(i)	29,602	28,268	Level 2
	29,602	28,268	
Financial liabilities			
Long-term debt(i)(ii)	159,884	157,679	Level 2
Convertible unsecured subordinated debentures	124,867	123,970	Level 1
	284,751	281,649	

(i) Includes current portion.
(ii) Excludes leases, convertible debentures and netting of deferred financing costs.

14. RELATED PARTY TRANSACTIONS

Transactions with Joint Ventures

Related party transactions occur between the Company and its joint ventures. These related party 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 between the related parties. Except as disclosed elsewhere in these consolidated financial statements, the related party balances are included in accounts receivable and accounts payable, revenue, and other income, as applicable.

In the second quarter of 2024, the Company completed the sale to Axium JV of its 256-bed LTC home currently under construction in Orleans, Ontario (*Note 10*).

As at September 30, 2024, $2.4 million (September 30, 2023 – $1.9 million) of the Company's accounts receivable is related to its joint ventures, and $3.4 million (September 30, 2023 – $2.7 million) of the Company's other long-term liabilities is related to unrealized gain. For the three and nine months ended September 30, 2024, $4.7 million and $13.0 million, respectively (September 30, 2023 – $2.3 million) of its revenue related to the joint ventures.

There were $0.3 million and $0.7 million, respectively, of distributions from the joint ventures to the Company for the three and nine months ended September 30, 2024 (September 30, 2023 – $0.3 million).

15. SEGMENTED INFORMATION

The Company reports on the following segments: i) long-term care; ii) home health care; iii) managed services, composed of our Extendicare Assist and SGP divisions; and iv) the corporate functions, including the Company's joint venture interests, and any intersegment eliminations as "corporate".

The long-term care segment represents the 52 long-term care homes that the Company owns and operates in Canada. Through the Company's wholly owned subsidiary ParaMed, ParaMed's home health care operations provide complex nursing care, occupational, physical and speech therapy, and assistance with daily activities to accommodate those living at home.

The Company's managed services are composed of its management, consulting and group purchasing divisions. Through the Extendicare Assist division, the Company provides management, consulting and other services to third parties and joint ventures to which the Company is a party; and through the SGP division, the Company offers cost-effective purchasing contracts to other senior care providers for food, capital equipment, furnishings, cleaning and nursing supplies, and office products.

	Three months ended September 30, 2024				
	Long-term Care	**Home Health Care**	**Managed Services**	**Corporate**	**Total**
Revenue	**201,810**	**138,426**	**18,825**	**—**	**359,061**
Operating expenses	**177,182**	**122,844**	**8,918**	**—**	**308,944**
Net operating income	**24,628**	**15,582**	**9,907**	**—**	**50,117**
Administrative costs				**14,010**	**14,010**
Earnings before depreciation, amortization, and other					**36,107**
Depreciation and amortization				**8,635**	**8,635**
Other expense				**1,082**	**1,082**
Share of profit from investment in joint ventures				**(431)**	**(431)**
Earnings before net finance costs and income taxes					**26,821**
Net finance costs				**4,164**	**4,164**
Earnings before income taxes					**22,657**
Current income tax expense				**7,794**	**7,794**
Deferred income tax recovery				**(1,432)**	**(1,432)**
Total income tax expense				**6,362**	**6,362**
Net earnings					**16,295**

	Three months ended September 30, 2023				
	Long-term Care	**Home Health Care**	**Managed Services**	**Corporate**	**Total**
Revenue	191,679	118,132	12,718	—	322,529
Operating expenses	175,086	106,535	5,698	—	287,319
Net operating income	16,593	11,597	7,020	—	35,210
Administrative costs				14,440	14,440
Earnings before depreciation, amortization, and other					20,770
Depreciation and amortization				9,023	9,023
Other income				(5,048)	(5,048)
Share of profit from investment in joint ventures				(598)	(598)
Earnings before net finance costs and income taxes					17,393
Net finance costs				3,725	3,725
Earnings before income taxes					13,668
Current income tax expense				1,035	1,035
Deferred income tax expense				802	802
Total income tax expense				1,837	1,837
Net earnings					11,831

	Nine months ended September 30, 2024				
	Long-term Care	**Home Health Care**	**Managed Services**	**Corporate**	**Total**
Revenue	**602,502**	**418,256**	**53,880**	**—**	**1,074,638**
Operating expenses	**526,935**	**374,802**	**25,234**	**—**	**926,971**
Net operating income	**75,567**	**43,454**	**28,646**	**—**	**147,667**
Administrative costs				**42,817**	**42,817**
Earnings before depreciation, amortization, and other					**104,850**
Depreciation and amortization				**24,839**	**24,839**
Other income				**(2,704)**	**(2,704)**
Share of profit from investment in joint ventures				**(1,826)**	**(1,826)**
Earnings before net finance costs and income taxes					**84,541**
Net finance costs				**11,399**	**11,399**
Earnings before income taxes					**73,142**
Current income tax expense				**22,352**	**22,352**
Deferred income tax recovery				**(4,491)**	**(4,491)**
Total income tax expense				**17,861**	**17,861**
Net earnings					**55,281**

	Nine months ended September 30, 2023				
	Long-term Care	Home Health Care	Managed Services	Corporate	Total
Revenue	581,667	341,886	31,223	—	954,776
Operating expenses	517,447	313,803	15,282	—	846,532
Net operating income	64,220	28,083	15,941	—	108,244
Administrative costs				41,720	41,720
Earnings before depreciation, amortization, and other					66,524
Depreciation and amortization				23,547	23,547
Other income				(28)	(28)
Share of profit from investment in joint ventures				(598)	(598)
Earnings before net finance costs and income taxes					43,603
Net finance costs				11,064	11,064
Earnings before income taxes					32,539
Current income tax expense				5,387	5,387
Deferred income tax expense				1,790	1,790
Total income tax expense				7,177	7,177
Net earnings					25,362

16. SUBSEQUENT EVENTS

New Senior Secured Credit Facility and Repayment of Lease Liabilities

On November 8, 2024, the Company entered into a new senior secured credit facility for $275.0 million (the "Senior Secured Credit Facility") with a syndicate of Canadian chartered banks, for a term of three years, consisting of a revolving credit facility for up to $145.0 million (the "Revolving Facility") and a delayed draw term loan facility in an amount up to $130.0 million (the "Delayed Draw Facility"). The Senior Secured Credit Facility is secured by 21 LTC homes in Ontario and is subject to certain customary financial and non-financial covenants and other terms. The Revolving Facility is available for working capital and general corporate purposes, including capital expenditures and acquisitions. The Senior Secured Credit Facility includes provisions for consecutive one-year extensions of the initial three-year term, and the ability to increase the Revolving Facility by up to $50.0 million, subject in each case to satisfying certain conditions and lender approval. The Delayed Draw Facility is available until April 30, 2025 to repay the 2025 Debentures. Borrowings under the Senior Secured Credit Facility can take place by way of direct borrowings at either the prime rate plus an applicable margin ranging from 0.70% to 1.95%, or the Canadian Overnight Repo Rate Average ("CORRA") plus an applicable margin ranging from 1.70% to 2.95%, or through letters of credit.

Additionally, the Company used cash on hand to purchase for approximately $30.0 million, 9 Class A Ontario LTC homes that had been under long-term leases. The purchase price represents the balance of the remaining lease payments plus accrued interest and other costs, and fully satisfies the remaining lease liability (carrying interest rates from 6.4% to 7.2%).

Early Redemption of 2025 Debentures

On November 12, 2024, the Company announced that it has exercised its option to redeem all of the outstanding 2025 Debentures on December 16, 2024 (the "Redemption Date") using funds from the Delayed Draw Facility. The 2025 Debentures will be redeemed at par, plus accrued and unpaid interest up to but excluding the Redemption Date, for a total of approximately $127.3 million. All interest on the 2025 Debentures will cease from and after the Redemption Date and the 2025 Debentures will be delisted from the facilities of the TSX at the close of markets on December 16, 2024.

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