EXTENDICARE®

... helping people live better

SHAREHOLDERS' QUARTERLY REPORT

Q1 **Three Months Ended March 31, 2019**

Extendicare Inc.
Dated: May 14, 2019

EXTENDICARE®
... helping people live better

MANAGEMENT'S DISCUSSION AND ANALYSIS

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Management's Discussion and Analysis

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TABLE OF CONTENTS

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 700, Markham, Ontario, Canada, L3R 9W2.

The Company and its predecessors have been in operation since 1968, helping Canadians live better through a commitment to quality care. The Company is the largest private-sector operator of long-term care centres in Canada and we believe is the largest private-sector provider of publicly funded home health care services in Canada through its wholly owned subsidiary ParaMed Inc. (ParaMed). In addition, the Company owns and operates retirement living communities under the Esprit Lifestyle Communities brand, provides contract operations management and consulting services to third-party owners of long-term care (LTC) centres and retirement living communities through its Extendicare Assist division, and provides group purchasing services to third-party clients through its SGP Purchasing Partner Network, or SGP, division. The Company's qualified and highly trained workforce of approximately 23,000 individuals is passionate about providing high quality services to help people live better.

The Company has prepared this MD&A to provide information to current and prospective investors of the Company to assist them to understand the Company's financial results for the three months ended March 31, 2019. This MD&A should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2019, and the notes thereto, together with the annual MD&A and the audited consolidated financial statements for the year ended 2018, and the notes thereto, prepared in accordance with International Financial Reporting Standards (IFRS), found in the Company's 2018 Annual Report. The accompanying unaudited interim condensed consolidated financial statements for the three months ended March 31, 2019, including the notes thereto, have been prepared in accordance with International Accounting Standard (IAS) 34 "Interim Financial Reporting", as issued by the International Accounting Standards Board (IASB). The annual and interim MD&A, financial statements and notes thereto are available on the Company's website at www.extendicare.com. All currencies are in Canadian dollars unless otherwise indicated. Except as otherwise specified, references to years indicate the fiscal year ended December 31, 2018, or December 31 of the year referenced.

The discussion and analysis in this MD&A are based upon information available to management as of May 14, 2019. This MD&A should not be considered all-inclusive, as it excludes 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.

Effective January 1, 2019, the Company adopted IFRS 16 "Leases", as described under "Accounting, Policies and Estimates – New Accounting Policies Adopted". The Company has applied IFRS 16 using the modified retrospective approach, under which the comparative information presented has not been restated and continues to be reported under International Accounting Standard (IAS) 17 "Leases". Certain practical expedients were selected on transition. The transition did not result in any retrospective adjustment to opening retained earnings on January 1, 2019.

Lease costs for the prior year have been reclassified under administrative costs to conform with the current year presentation. The impact of adopting this standard on net earnings and overall cash flow is neutral; however, the principal payment of the lease liabilities is presented in financing activities (previously reflected as operating activities).

In connection with the adoption of IFRS 16, the Company has amended its definition of funds from operations (FFO) by including a deduction for "depreciation for office leases". As a result, the impact of the adoption of IFRS 16 on the determination of FFO and adjusted funds from operations (AFFO) is not material.

ADDITIONAL INFORMATION

Additional information about the Company, including its latest Annual Information Form, may be found on SEDAR's website at www.sedar.com under the Company's issuer profile and on the Company's website at www.extendicare.com. A copy of this and other public documents of the Company are available upon request to the Corporate Secretary of the Company.

FORWARD-LOOKING STATEMENTS

Information provided by the Company from time to time, including in this Quarterly Report, contains or may contain forward-looking statements concerning anticipated future events, results, circumstances, economic performance or expectations with respect to the Company, including, without limitation: statements regarding its business operations, business strategy, growth strategy, results of operations and financial condition; statements relating to the expected annual revenue, net operating income yield (NOI Yield) to be derived from development projects and AFFO to be derived from acquisitions and development projects; and statements relating to indemnification provisions in respect of disposed operations. Forward-looking statements can be identified by the expressions "anticipate", "believe", "estimate", "expect", "intend", "objective", "plan", "project", "will" 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.

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, the following: changes in the overall health of the economy and government; the 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; changes in labour relations and costs; 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 home health care volumes; changes in competition; changes in demographics and local environment economies; changes in foreign exchange and 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 dispositions, acquisitions and development projects, including risks relating to completion; and those other risks, uncertainties and other factors identified in the Company's other public filings with the Canadian securities regulators available on SEDAR's website at www.sedar.com under the Company's issuer profile.

The forward-looking statements contained in this Quarterly Report are expressly qualified by this cautionary statement. Given these risks and uncertainties, readers are cautioned not to place undue reliance on the forward-looking statements of the Company. The forward-looking statements speak only as of the date of this Quarterly Report. 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.

NON-GAAP MEASURES

The Company assesses and measures operating results and financial position based on performance measures referred to as "net operating income", "net operating income margin", "EBITDA", "Adjusted EBITDA", "Adjusted EBITDA margin", "earnings before depreciation, amortization, and other expense", "earnings (loss) from continuing operations before separately reported items, net of taxes", "Funds from Operations", and "Adjusted Funds from Operations". These measures are commonly used by the Company and its investors as a means of assessing the performance of the core operations in comparison to prior periods. They are presented by the Company on a consistent basis from period to period, thereby allowing for consistent comparability of its operating performance. In addition, the Company assesses its return on investment in development activities using the non-GAAP financial measure "NOI Yield". These measures are not recognized under GAAP and do not have standardized meanings prescribed by GAAP. These non-GAAP measures are presented in this document because either: (i) management believes that they are a relevant measure for users of the Company's financial statements to assess the Company's operating performance and ability to pay cash dividends; or (ii) certain ongoing rights and obligations of the Company may be calculated using these measures. Such non-GAAP 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. They 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.

References to "net operating income", or "NOI", in this document are to revenue less operating expenses, and this value represents the underlying performance of the operating business segments. References to "net operating income margin" are to net operating income as a percentage of revenue.

References to "EBITDA" in this document are to earnings (loss) from continuing operations before net finance costs, income taxes, depreciation and amortization. References to "Adjusted EBITDA" in this document are to EBITDA adjusted to exclude the line item "other expense", and as a result, is equivalent to the line item "earnings before depreciation, amortization, and other expense" reported on the consolidated statements of earnings. References to "Adjusted EBITDA Margin" are to Adjusted EBITDA as a percentage of revenue. Management believes that certain lenders, investors and analysts use EBITDA and Adjusted EBITDA to measure a company's ability to service debt and meet other payment obligations, and as a common valuation measurement in the long-term care industry. For example, certain of the Company's debt covenants use Adjusted EBITDA in their calculations.

References to "earnings (loss) from continuing operations before separately reported items, net of tax" in this document are to earnings (loss) from continuing operations, excluding the following separately reported line items: "foreign exchange and fair value adjustments" and "other 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. They relate to the change in the fair value of, or gains and losses on termination of, convertible debentures, and interest rate agreements, as well as gains or losses on the disposal or impairment of assets and investments, and foreign exchange gains or losses on capital items. In addition, these line items may include acquisition related costs, restructuring charges, proxy contest costs, and the write-off of unamortized deferred financing costs on early retirement of debt. 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.

"Funds from Operations", or "FFO", is defined as Adjusted EBITDA 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. Depreciation for FFEC is considered representative of the amount of maintenance (non-growth) capital expenditures, or "maintenance capex", to be used in determining "Funds from Operations", 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.

"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 are funded through investments held for U.S. self-insured liabilities, which are not included in the Company's reported cash and short-term investments. 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. Management believes that AFFO is a relevant measure of the ability of the Company to earn cash and pay cash dividends to shareholders.

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.

References to "payout ratio" in this document are to the ratio of dividends declared per share to AFFO per basic share.

References to "NOI Yield" in this document are to a financial measure used by the Company to assess its return on investment in development activities. NOI Yield is defined by the Company as the estimated stabilized NOI of a development property in the first year it achieves expected stabilized occupancy divided by the estimated Adjusted Development Costs, as defined below. Management believes that this is a relevant measure of the Company's total economic return of a development project.

"Adjusted Development Costs" is defined as development costs on a GAAP basis (which includes the cost of land, hard and soft development costs, furniture, fixtures and equipment) plus/minus cumulative net operating losses/earnings generated by the development property prior to achieving expected stabilized occupancy, plus an estimated imputed cost of capital during the development period through to the expected stabilized occupancy.

Reconciliations of "earnings (loss) from continuing operations before income taxes" to "Adjusted EBITDA" and "net operating income" are provided under "2019 Selected Quarterly Information", and "2019 First Quarter Financial Review".

Reconciliations of "earnings from continuing operations" to "FFO" and "AFFO" are provided under "Adjusted Funds from Operations".

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

BUSINESS STRATEGY

Our vision is to be the leading provider of care and services to seniors in Canada. We strive to provide quality, person-centred care through compassionate caregivers across the continuum of care – offering the services Canadian seniors need wherever they need it as they age and their care needs change – and to be an employer of choice in the communities in which we operate.

Our core long-term care services are complemented by a market leading home health care platform operating under the ParaMed brand and a private-pay retirement business operating under the Esprit Lifestyle Communities brand. We also provide contract operations management and consulting services to a growing list of third-party LTC centres and retirement living communities, through our Extendicare Assist division. Both our owned centres and third-party customers are supported by our SGP Purchasing Partner Network division. We continue to grow Esprit Lifestyle Communities through new developments and expansions and to pursue private-pay home health care opportunities with the intent to diversify our revenue streams to achieve a better balance between government and privately funded activities.

We believe that the effective execution of this strategy will provide an appropriate and consistent return to our shareholders who have demonstrated their belief in our mission by investing in the Company.

SIGNIFICANT 2019 EVENTS AND DEVELOPMENTS

Projects Under Construction

We currently have a 124-suite retirement project under construction in Barrie, Ontario, that is scheduled to open in the fourth quarter of 2019. The Adjusted Development Costs for this project are estimated to be $38.5 million, with an expected stabilized occupancy of 92% in the 2022 second quarter, an estimated stabilized NOI of $3.2 million and a corresponding NOI Yield of 8.2%.

Financing Activity

Subsequent to March 31, 2019, the Company secured a Canadian Mortgage and Housing Corporation (CMHC) insured mortgage in the amount of $16.0 million, inclusive of fees, on one of its retirement living communities, Lynde Creek Manor retirement living community, that had been acquired in April 2018. The mortgage carries a fixed rate of 2.81% per annum, maturing in September 2029.

ParaMed – Transformation

Our home health care business, ParaMed, accounted for 37% of our revenue for the three months ended March 31, 2019. Demand for home health care services in Canadian markets is continuing to increase, but legacy information technology systems and processes are preventing us from fully capitalizing on this opportunity. Our legacy scheduling technology has impaired our ability to give our staff full time hours, adversely impacting staff retention. This, coupled with competition for personal support workers (PSWs) and nurses, has prevented us from accepting growing client referrals.

We are investing over $12 million to transform ParaMed's business (the "ParaMed Transformation"), including the implementation of a new cloud-based system to optimize scheduling and automate work processes. This will improve scheduling for our valued staff, reduce turnover, increase capacity and allow for more care referrals to be accepted. We continue to make progress with the system implementation which remains on track to be completed by the end of 2019.

The following table summarizes the costs incurred in respect of the ParaMed Transformation, including the ongoing costs of the three legacy systems to be decommissioned once the new system is implemented in all ParaMed offices. For the three months ended March 31, 2019, Adjusted EBITDA was impacted by approximately $1.7 million ($0.7 million at the NOI level), as compared to approximately $0.6 million ($0.4 million at the NOI level) for the three months ended March 31, 2018. Management anticipates that the costs associated with the completion of the ParaMed Transformation during 2019 will total approximately $7.0 million ($2.4 million at the NOI level).

ParaMed Transformation Costs	**Three months ended March 31**			**Year**
(millions of dollars)	**2019**	**2018**	**2018**	**2017**
Operating expenses [1]	**0.7**	0.4	2.3	1.6
Administrative costs	**1.0**	0.2	1.0	–
Adjusted EBITDA	**1.7**	0.6	3.3	1.6

(1) The operating expenses reflect the impact on net operating income.

The Company expects this investment will drive increased revenue growth and ultimately improve margins in the business. Management is focused on scaling this approach to all of ParaMed's offices by the end of this year and anticipates business volumes and margins will begin increasing by the end of 2019.

ParaMed – B.C. Contract Expiration

As previously announced in March 2019, the Company received notice from Fraser Health and Vancouver Coastal Health, both regional health authorities in British Columbia (the "Health Authorities"), that the Health Authorities will be bringing their home support services in-house, and as a result will not be renewing contracts with private sector home support agencies, including ParaMed. Consequently, ParaMed's contracts with the B.C. Health Authorities will expire in March 2020 (the "ParaMed B.C. Contract Expiration").

ParaMed is working closely with the Health Authorities in an effort to make the transition as smooth as possible to provide continuity of care for clients and continuity of employment for home support staff throughout the transition. Labour adjustment provisions in ParaMed's collective agreements will be utilized and the transition is expected to occur no later than the expiry of ParaMed's current contracts. In connection with the expiration of the contracts, the Company is taking a charge of $1.4 million this quarter, primarily for facilities related costs.

For the three months ended March 31, 2019, ParaMed's B.C. operations contributed revenue of $11.6 million and a net operating loss of $0.3 million, as compared to revenue of $11.0 million and a net operating loss of less than $0.1 million for the three months ended March 31, 2018. For the year ended December 31, 2018, ParaMed's B.C. operations contributed revenue of $45.5 million and a net operating loss of $0.1 million.

BUSINESS OVERVIEW

As at March 31, 2019, the Company owned and operated 58 LTC centres and 10 retirement living communities, through its Extendicare and Esprit Lifestyle Communities divisions, respectively, and provided contract operations management services to 54 LTC centres and retirement living communities for third parties through Extendicare Assist. In total, Extendicare operated a network of 122 LTC centres and retirement living communities across four provinces in Canada, with capacity for 15,723 residents, with a significant presence in Ontario and Alberta, which accounted for approximately 77% and 11% of residents served, respectively.

In addition to the Company's owned centres, SGP supports third-party clients representing approximately 57,000 senior residents across Canada, as at March 31, 2019. For the trailing twelve months ended March 31, 2019, ParaMed delivered approximately 10.8 million hours of home health care services from 35 locations across six provinces (29 in Ontario, 1 in British Columbia, 2 in Alberta, 1 in Manitoba, 1 in Nova Scotia, and 1 in Quebec).

The following table summarizes the LTC centres and retirement living communities operated by the Company as at March 31, 2019, including those in respect of which we provide contract operations management services for third parties. Included are nine LTC centres in Ontario that the Company operates under 25-year lease arrangements, with full ownership obtained at the end of the leases, which expire between 2026 and 2028. In addition to the centres listed in the following table, the Company owns land adjacent to its retirement residence at Lynde Creek in Whitby, Ontario, on which there is an enclave of 113 townhomes, known as Lynde Creek Village, that are leased by the Company to seniors under life leases.

	Long-term Care		**Retirement Living**		**Chronic Care Unit**		**Total**	
By Province	**No. of Centres**	**Resident Capacity**	**No. of Centres**	**Resident Capacity**	**No. of Centres**	**Resident Capacity**	**No. of Centres**	**Resident Capacity**
Owned/Leased								
Ontario	34	5,207	6	584	–	–	40	5,791
Alberta	14	1,519	–	–	–	–	14	1,519
Saskatchewan	5	649	4	341	–	–	9	990
Manitoba	5	762	–	–	–	–	5	762
	58	8,137	10	925	–	–	68	9,062
Managed								
Ontario	43	5,502	6	660	1	120	50	6,282
Alberta	1	102	1	109	–	–	2	211
Manitoba	2	168	–	–	–	–	2	168
	46	5,772	7	769	1	120	54	6,661
Total	**104**	**13,909**	**17**	**1,694**	**1**	**120**	**122**	**15,723**

(1) The centres are categorized based on the predominant level of care provided, the type of licensing and the type of funding provided. For example, two LTC centres with retirement wings have been categorized as LTC centres. In addition, government-funded supportive living suites have been categorized as LTC centres due to the nature of the regulatory oversight and government-determined fee structure.

The following reflects the change in operating capacity of the LTC centres and retirement living communities during the first three months of 2019 and the 2018 year.

	Three months ended March 31, 2019		**Year 2018**	
LTC and Retirement Living	**No. of Centres**	**Resident Capacity**	**No. of Centres**	**Resident Capacity**
As at beginning of year	**120**	**15,447**	116	15,004
Managed contracts added	**1**	**164**	4	524
Managed contracts ceased	**–**	**–**	(1)	(243)
Retirement living	**1**	**112**	1	138
LTC addition	**–**	**–**	–	24
As at end of period	**122**	**15,723**	120	15,447

Operating Segments

The Company reports the following segments within its Canadian operations: i) long-term care; ii) retirement living; iii) home health care; iv) contract operations management, consulting and group purchasing as “other Canadian operations”; and v) the Canadian corporate functions and any intersegment eliminations as “corporate Canada”. For financial reporting purposes, the Company’s owned and operated centres are reported under the “long-term care” or the “retirement living” operating segment based on the predominate level of care provided. The Company’s managed centres are reported under the “other Canadian operations” segment, as the revenue from those operations is earned on a fee-for-service basis.

The Company continues to group its remaining U.S. operations as one segment, consisting of its wholly owned Bermuda-based captive insurance company, Laurier Indemnity Company, Ltd. (the “Captive”) that insured the Company’s U.S. general and professional liability risks up to the date of the sale of the Company’s U.S. business in 2015 (the “U.S. Sale Transaction”). The Captive’s expense incurred or release of reserves for self-insured liabilities as well as the disposed U.S. businesses are presented as discontinued operations; while the Captive’s costs to administer and manage the settlement of the remaining claims are reported as continuing operations within the U.S. segment.

The following summarizes the contribution of the business segments to the Company’s consolidated revenue and net operating income for the first three months of each of 2019 and 2018 and the 2018 year.

	Three months ended March 31, 2019		Three months ended March 31, 2018		Year 2018	
Operating Segments	**Revenue**	**NOI**	**Revenue**	**NOI**	**Revenue**	**NOI**
Long-term care	57.0%	55.4%	56.3%	54.5%	56.5%	54.5%
Retirement living	3.5%	8.5%	2.6%	5.6%	3.0%	6.7%
Home health care	37.4%	24.9%	39.2%	29.4%	38.5%	28.4%
Other Canadian operations	2.1%	11.2%	1.9%	10.4%	2.0%	10.1%
Remaining U.S. operations	–	–	–	0.1%	–	0.3%

The following describes the continuing businesses and operating segments of the Company.

LONG-TERM CARE

The Company owns and operates for its own account 58 LTC centres with capacity for 8,137 residents, inclusive of a stand-alone designated supportive living centre (140 suites) and a designated supportive living wing (60 suites) in Alberta, and two retirement wings (76 suites) in Ontario.

In Canada, provincial legislation and regulations closely control all aspects of operation and funding of LTC centres, and government-funded supportive living centres, including the fee structure, subsidies, the adequacy of physical centres, 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 portion to be paid by the resident. Nobody is refused access to long-term care due to an inability to pay. A government subsidy, generally based on an income test, is available for residents who are unable to afford the resident co-payment. In Alberta, designated supportive living centres provide an alternative setting for residents not yet requiring the needs of a more expensive LTC centre. Such centres are licensed, regulated and funded by Alberta Health Services (AHS) in a similar manner to LTC centres, including a government-determined fee structure.

In Ontario, 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. LTC operators are permitted to designate up to 60% of the resident capacity of a centre as preferred accommodation and charge higher accommodation rates that vary according to the structural classification of the LTC centre.

The following summarizes the composition of the owned/leased LTC centres operated by the Company in Ontario, as at March 31, 2019, as well as the maximum preferred differential rates for each classification of bed.

		Composition of Beds				
Ontario Owned/Leased	**No. of Centres**	**Private $26.04 premium**	**Private $18.74 premium**	**Semi-private $8.33 premium**	**Basic/Other**	**Total**
New	13	1,106	–	–	741	1,847
Class C (1)	21	–	476	1,396	1,412	3,284
	34	1,106	476	1,396	2,153	5,131

(1) Beds in operation of 3,284 exclude 3 beds held in abeyance.

RETIREMENT LIVING

Under the Esprit Lifestyle Communities brand, the Company owned and operated ten retirement living communities with 925 suites as at March 31, 2019. Four of these communities (341 suites) are located in Saskatchewan and six communities (584 suites) are located in Ontario. A new retirement living community (124 suites) is presently under construction in Barrie, Ontario, and plans are under way for a 59-suite expansion of the Company's 63-suite Empire Crossing Retirement Community in Port Hope, Ontario.

The Company's retirement communities provide accommodation and services to private-pay residents at rates set by the Company based on the services provided and market conditions. The monthly fees vary depending on the type of accommodation, level of care and services chosen by the resident, and the location of the retirement community. Residents are able to choose the living arrangements best suited to their personal preference and needs, as well as the level of care and support they receive as their needs evolve over time.

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 98% of its revenue from contracts tendered by locally administered provincial agencies, with the remainder coming from private-pay clients. For the trailing twelve months ended March 31, 2019, ParaMed delivered approximately 10.8 million hours of service, of which approximately 83% were provided in Ontario, 11% in British Columbia, 4% in Alberta, and the balance were provided in Manitoba, Nova Scotia and Quebec. As previously announced, ParaMed's contracts with the B.C. Health Authorities will expire in March 2020, (refer to the discussion under "Significant 2019 Events and Developments – ParaMed – B.C. Contract Expiration").

OTHER CANADIAN OPERATIONS

The Company's other Canadian operations are composed of its contract operations management and consulting services provided by Extendicare Assist, and group purchasing services provided by SGP Purchasing Partner Network.

Contract Operations Management and Consulting Services

Through its Extendicare Assist division, the Company leverages its expertise in operating LTC centres and retirement living communities in providing a wide range of contract operations management and consulting services to third parties. Extendicare Assist partners with not-for-profit and for-profit organizations, hospitals and municipalities seeking to improve their management practices, quality of care practices and operating efficiencies. Extendicare Assist provides a broad range of services aimed at meeting the needs of its partners, from operational consulting to overall facility management. The management service offering can include a broad spectrum of services, including: financial administration, record keeping, regulatory compliance and purchasing. In addition, Extendicare Assist provides consulting services to third parties for the development and redevelopment of LTC centres.

As a skilled manager and operator for third parties, Extendicare Assist's managed portfolio consisted of 54 LTC centres and retirement living communities with capacity for 6,661 residents as at March 31, 2019 (December 31, 2018 – 53 centres with capacity for 6,497 residents).

Group Purchasing Services

Through its SGP Purchasing Partner Network 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 and 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 March 31, 2019, SGP provided services to third parties representing approximately 57,000 senior residents across Canada (December 31, 2018 – 51,100 seniors).

U.S. REMAINING OPERATIONS – CAPTIVE INSURANCE COMPANY

Prior to the U.S. Sale Transaction, the Company self-insured certain risks related to general and professional liability of its disposed U.S. operations through the Captive. The obligation to settle such claims relating to the period prior to the closing of the U.S. Sale Transaction, including claims incurred but yet to be reported, remains with the Company, which continue to be funded through the Captive. The majority of the risks that the Company self-insured relating to the U.S. operations are long-term in nature, and accordingly, claim payments for any particular policy year can occur over a long period of time. Any expense incurred or release of reserves for U.S. self-insured liabilities are presented as discontinued operations; while the costs to administer and manage the settlement of the remaining claims are reported as continuing operations within the U.S. segment.

As at March 31, 2019, the accrual for U.S. self-insured general and professional liabilities was $25.7 million (US$19.3 million) compared to $37.1 million (US$27.2 million) as at December 31, 2018, and the investments held for U.S. self-insured liabilities totalled $58.7 million (US$44.0 million) compared to $67.9 million (US$49.8 million) as at December 31, 2018, with the decline in each primarily reflecting the "run off" of these operations and release of reserves. During the three months ended March 31, 2019, the Company released $1.9 million (US$1.4 million) of reserves for self-insured liabilities. Subsequent to March 31, 2019, the Captive transferred US$10.0 million of cash previously held for investment to the Company for general corporate use. For further information on the self-insured liabilities, refer to the discussion under "Accrual for U.S. Self-insured Liabilities" found within the "Liquidity and Capital Resources" section of this MD&A.

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 continuing 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 from continuing operations.

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

"Occupancy" is measured as the percentage of the number of earned resident days (or the number of occupied suites in the case of a retirement living community) relative to the total available resident days. Total available resident days is the number of beds (or suites in the case of a retirement living community) available for occupancy multiplied by the number of days in the period;

"Stabilized" is the classification by the Company of a centre or community that has achieved and sustained its expected stabilized occupancy level for three consecutive months, which level varies from project to project;

"Non same-store" or "NSS", generally refers to those centres, communities or businesses that were not continuously operated by the Company since the beginning of the previous fiscal year or have been classified as held for sale; and

"Same-store" or "SS" generally refers to those centres, communities or businesses that were continuously operated by the Company since the beginning of the previous fiscal year, and which are not classified as held for sale.

Long-term Care

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

Long-term Care Centres	**2019**				**2018**			**2017**
Average Occupancy *(%)*	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Total LTC	**96.9%**	97.6%	97.8%	97.2%	96.4%	97.7%	98.2%	97.6%
Ontario LTC								
Total operations	**97.5%**	98.2%	98.3%	97.7%	97.1%	98.2%	98.5%	98.2%
Preferred Accommodation (1)								
"New" centres – private	**95.3%**	96.6%	97.6%	96.7%	96.3%	98.1%	98.3%	98.0%
"C" centres – private	**96.2%**	97.6%	97.8%	97.3%	97.4%	98.8%	97.8%	98.3%
"C" centres – semi-private	**65.3%**	66.1%	66.5%	65.7%	65.2%	66.5%	67.3%	65.7%

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

The average occupancy at the Company's LTC centres was 96.9% for the three months ended March 31, 2019, compared to 96.4% for the three months ended March 31, 2018, and 97.6% for the three months ended December 31, 2018. In terms of the quarterly trends throughout the year, slightly lower occupancy levels are to be expected during the winter months as a result of outbreaks, which can lead to a temporary freeze on admissions. In addition, occupancy levels for the three months ended March 31, 2018, were impacted by the fill-up of a 24-bed addition to one of the LTC centres that opened in February 2018, yet achieved stabilized occupancy levels in April 2018.

In Ontario, overall government funding is occupancy-based, but once the average occupancy level of 97% or higher for the calendar year is achieved, operators receive government funding based on 100% occupancy. In 2018, the Company's LTC centres in Ontario achieved an overall average occupancy of 97.8%, with all but two of the centres achieving the 97% occupancy threshold.

In addition, the Company's Ontario LTC centres receive premiums for preferred accommodation. The average occupancy of private beds in the "New" centres was 95.3% for the three months ended March 31, 2019, as compared to 96.3% for the three months ended March 31, 2018, and compared to 96.6% for the three months ended December 31, 2018. The average occupancy of the private beds at the Company's Class C centres was 96.2% for the three months ended March 31, 2019, as compared to 97.4% for the three months ended March 31, 2018, and compared to 97.6% for the three months ended December 31, 2018.

Retirement Living

The following table summarizes the composition of the Company's ten retirement living communities in operation as at March 31, 2019. Four of the retirement living communities were in lease-up and two of the retirement living communities were classified as non same-store.

Retirement Living Communities	Location	Total	Stabilized	Lease-up	Same-store	Non Same-store
Cedar Crossing	Simcoe, ON	68	68		68	
Empire Crossing	Port Hope, ON	63	63		63	
Harvest Crossing	Tillsonburg,	100	100		100	
Stonebridge Crossing	Saskatoon, SK	116	116		116	
Riverbend Crossing	Regina, SK	67	67		67	
Lynde Creek Manor	Whitby, ON	93	93			93
Bolton Mills	Bolton, ON	112		112		112
Douglas Crossing	Uxbridge, ON	148		148	148	
West Park Crossing	Moose Jaw, SK	79		79	79	
Yorkton Crossing	Yorkton, SK	79		79	79	
Total suites		**925**	**507**	**418**	**720**	**205**
Total communities		**10**	**6**	**4**	**8**	**2**

AS AT OCCUPANCY

The following table provides the combined occupancy of the Company's stabilized and lease-up retirement living communities at the end of each quarter in 2019 and 2018, and at the end of 2017.

	2019				2018	2017
Retirement Living Communities	**Mar. 31**	**Dec. 31**	**Sept. 30**	**Jun. 30**	**Mar. 31**	**Dec. 31**
As at Occupancy *(%)* – total	**80.9%**	88.6%	89.5%	86.0%	80.8%	78.6%
Stabilized communities	**94.7%**	95.7%	93.9%	92.1%	87.7%	88.9%
Lease-up communities	**64.1%**	76.8%	80.8%	73.9%	69.7%	62.1%

The occupancy of the stabilized communities was 94.7% as at March 31, 2019, as compared to 95.7% on December 31, 2018. In terms of the quarterly trends throughout the year, lower occupancy levels can be expected during the winter months as a result of higher attrition. The occupancy of the four lease-up communities was 64.1% as at March 31, 2019, with the decline from 76.8% on December 31, 2018, primarily due to the opening of Bolton Mills (112 suites) in January 2019. In addition, the slight decline experienced as at December 31, 2018, was due to the completion of the 45-suite addition at Douglas Crossing in November 2018.

AVERAGE OCCUPANCY

The following table provides the average occupancy of the retirement living communities in total and for each of the stabilized and lease-up groupings for the past eight quarters. The average occupancy of the stabilized communities improved to 95.4% for the three months ended March 31, 2019, from 94.5% for the three months ended December 31, 2018, and up from 88.8% for the three months ended March 31, 2018. The decline in the average occupancy of the lease-up communities experienced in the three months ended December 31, 2018 and the three months ended March 31, 2019, from the respective sequential quarters reflects the impact of the opening of the 45-suite addition at Douglas Crossing in November 2018, and Bolton Mills (112 suites) in January 2019.

	2019				**2018**			**2017**
Retirement Living Communities	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Average Occupancy *(%)* – total	**79.3%**	88.4%	87.9%	84.4%	80.4%	75.9%	71.9%	66.6%
Stabilized communities	**95.4%**	94.5%	92.3%	90.0%	88.8%	87.9%	86.8%	83.1%
Lease-up communities	**59.9%**	77.7%	79.3%	73.7%	67.1%	54.0%	49.4%	41.7%

Home Health Care

The following table provides the service volumes of the Company's home health care operations for the past eight quarters.

Home Health Care	**2019**				**2018**			**2017**
Service Volumes	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Hours of service *(000's)*	**2,595.3**	2,750.0	2,708.6	2,734.8	2,705.0	2,818.4	2,833.6	2,859.1
Hours per day	**28,837**	29,891	29,441	30,053	30,055	30,634	30,800	31,418

Revenue from provincial programs represented approximately 98% of the Company's home health care revenue for the three months ended March 31, 2019 (2018 year – 98%). ParaMed's average daily hours of service decreased in the three months ended March 31, 2019, by 4.1% over the three months ended March 31, 2018, and by 3.5% over the three months ended December 31, 2018, largely due to the challenges experienced with ParaMed's Ontario operations. Competition for PSWs and nurses, coupled with weather conditions adversely impacted business volumes this quarter. We continue efforts to build capacity to address these challenges and to take advantage of the significant organic growth opportunity that exists across Canada (refer to the discussion under "Significant 2019 Events and Developments – ParaMed – Transformation").

2019 SELECTED QUARTERLY INFORMATION

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

	2019				2018			2017
(thousands of dollars unless otherwise noted)	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Revenue	**274,269**	288,793	280,302	279,488	271,424	281,398	273,230	273,845
Net operating income	**30,386**	32,863	35,492	36,307	29,322	35,622	34,729	33,867
NOI margin	***11.1%***	*11.4%*	*12.7%*	*13.0%*	*10.8%*	*12.7%*	*12.7%*	*12.4%*
Adjusted EBITDA	**19,552**	22,538	24,393	27,330	19,977	27,555	24,025	24,588
Adjusted EBITDA margin	***7.1%***	*7.8%*	*8.7%*	*9.8%*	*7.4%*	*9.8%*	*8.8%*	*9.0%*
Earnings (loss) from continuing operations	**1,057**	(9,055)	7,598	5,975	3,566	10,301	6,545	9,919
Earnings (loss) from discontinued operations	**1,901**	15,562	975	5,852	1,265	3,333	–	(32,913)
Net earnings (loss)	**2,958**	6,507	8,573	11,827	4,831	13,634	6,545	(22,994)
Earnings (loss) from continuing operations per basic share ($)	**0.01**	(0.10)	0.08	0.07	0.04	0.11	0.07	0.09
Net earnings (loss) per basic share ($)	**0.03**	0.07	0.10	0.14	0.05	0.15	0.07	(0.26)
AFFO	**12,615**	12,570	13,379	17,133	14,669	15,713	15,646	14,448
per basic share *($)*	**0.142**	0.142	0.151	0.194	0.166	0.178	0.176	0.162
Maintenance Capex	**916**	4,202	3,639	3,783	1,051	3,271	2,777	1,858
Cash dividends declared	**10,634**	10,612	10,591	10,570	10,578	10,623	10,642	10,666
per share *($)*	**0.120**	0.120	0.120	0.120	0.120	0.120	0.120	0.120
Weighted Average Number of Shares								
Basic	**88,825**	88,612	88,412	88,208	88,379	88,633	88,844	88,938
Diluted	**99,186**	98,962	98,788	98,595	99,688	99,916	100,123	100,244

The following is a reconciliation of "earnings (loss) from continuing operations before income taxes" to Adjusted EBITDA and "net operating income".

	2019				2018			2017
(thousands of dollars)	**Q1**	**Q4**	**Q3**	**Q2**	**Q1**	**Q4**	**Q3**	**Q2**
Earnings (loss) from continuing operations before income taxes	**1,813**	(12,327)	10,135	9,131	5,380	13,212	9,874	12,763
Add (Deduct):								
Depreciation and amortization	**9,427**	10,184	9,014	8,235	7,837	8,170	7,766	7,911
Net finance costs	**6,883**	8,039	5,244	6,591	6,580	6,173	6,385	3,914
Other expense	**1,429**	16,642	–	3,373	180	–	–	–
Adjusted EBITDA	**19,552**	22,538	24,393	27,330	19,977	27,555	24,025	24,588
Add (Deduct):								
Administrative costs	**10,834**	10,325	11,099	8,977	9,345	8,067	10,704	9,279
Net operating income	**30,386**	32,863	35,492	36,307	29,322	35,622	34,729	33,867

There are a number of factors affecting the trend of the Company's quarterly results from continuing operations. 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 trends. 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, and they are generally at their lowest in the first quarter and at their highest in the fourth quarter;
- Ontario long-term care providers generally receive annual flow-through funding increases and case mix index adjustments effective April 1st and accommodation funding increases effective July 1st, and Alberta long-term care providers generally receive annual inflationary rate increases and acuity-based funding adjustments on April 1st, and accommodation funding increases effective July 1st;
- 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 the first quarter and its highest in the fourth quarter;
- utility costs are generally at their highest in the first quarter and their lowest in the second and third quarters; 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 expense" and "foreign exchange and fair value adjustments".

2019 FIRST QUARTER FINANCIAL REVIEW

The following provides a breakdown of consolidated statement of earnings between the Canadian and remaining U.S. operations.

							Three months ended March 31
			2019			**2018**	**Total**
(thousands of dollars)	**Canada**	**U.S.**	**Total**	**Canada**	**U.S.**	**Total**	**Change**
Revenue	**274,269**	**–**	**274,269**	271,385	39	271,424	2,845
Operating expenses	**243,883**	**–**	**243,883**	242,102	–	242,102	1,781
Net operating income	**30,386**	**–**	**30,386**	29,283	39	29,322	1,064
Administrative costs	**10,612**	**222**	**10,834**	9,062	283	9,345	1,489
Adjusted EBITDA	**19,774**	**(222)**	**19,552**	20,221	(244)	19,977	(425)
Depreciation and amortization	**9,427**	**–**	**9,427**	7,837	–	7,837	1,590
Other expense	**1,429**	**–**	**1,429**	180	–	180	1,249
Earnings (loss) before net finance costs and income taxes	**8,918**	**(222)**	**8,696**	12,204	(244)	11,960	(3,264)
Interest expense (net of capitalized interest)	**6,882**	**–**	**6,882**	7,081	–	7,081	(199)
Interest revenue	**(864)**	**–**	**(864)**	(1,035)	–	(1,035)	171
Accretion	**302**	**234**	**536**	329	335	664	(128)
Foreign exchange and fair value adjustments	**1,829**	**(1,500)**	**329**	(879)	749	(130)	459
Net finance costs (income)	**8,149**	**(1,266)**	**6,883**	5,496	1,084	6,580	303
Earnings (loss) from continuing operations before income taxes	**769**	**1,044**	**1,813**	6,708	(1,328)	5,380	(3,567)
Income tax expense (recovery)							
Current	**1,524**	**–**	**1,524**	583	–	583	941
Deferred	**(768)**	**–**	**(768)**	1,231	–	1,231	(1,999)
Total income tax expense	**756**	**–**	**756**	1,814	–	1,814	(1,058)
Earnings (loss) from continuing operations	**13**	**1,044**	**1,057**	4,894	(1,328)	3,566	(2,509)
Earnings from discontinued operations	**–**	**1,901**	**1,901**	–	1,265	1,265	636
Net earnings (loss)	**13**	**2,945**	**2,958**	4,894	(63)	4,831	(1,873)
Earnings (loss) from continuing operations	**13**	**1,044**	**1,057**	4,894	(1,328)	3,566	(2,509)
Add (Deduct) (1)**:**							
Foreign exchange and fair value adjustments	**1,461**	**(1,500)**	**(39)**	(817)	749	(68)	29
Other expense	**1,353**	**–**	**1,353**	132	–	132	1,221
Earnings (loss) from continuing operations before separately reported items, net of taxes	**2,827**	**(456)**	**2,371**	4,209	(579)	3,630	(1,259)

(1) The separately reported items being added to or deducted from earnings (loss) from continuing operations are net of income taxes, and are non-GAAP measures. Refer to the discussion of non-GAAP measures.

The following provides a reconciliation of "earnings from continuing operations before income taxes" to "Adjusted EBITDA" and "net operating income".

							Three months ended March 31
			2019			**2018**	**Total**
(thousands of dollars)	**Canada**	**U.S.**	**Total**	**Canada**	**U.S.**	**Total**	**Change**
Earnings (loss) from continuing operations before income taxes	**769**	**1,044**	**1,813**	6,708	(1,328)	5,380	(3,567)
Add (Deduct):							
Depreciation and amortization	**9,427**	**–**	**9,427**	7,837	–	7,837	1,590
Net finance costs (income)	**8,149**	**(1,266)**	**6,883**	5,496	1,084	6,580	303
Other expense	**1,429**	**–**	**1,429**	180	–	180	1,249
Adjusted EBITDA	**19,774**	**(222)**	**19,552**	20,221	(244)	19,977	(425)
Add (Deduct):							
Administrative costs	**10,612**	**222**	**10,834**	9,062	283	9,345	1,489
Net operating income	**30,386**	**–**	**30,386**	29,283	39	29,322	1,064

The following is an analysis of the consolidated results from operations for the three months ended March 31, 2019, as compared to the first three months of March 31, 2018. Refer to the discussion that follows under "Summary of Results of Operations by Segment" for an analysis of the revenue and net operating income by operating segment, including the components of non same-store revenue and net operating income.

Revenue

Revenue grew by $2.9 million or 1.0% to $274.3 million for the three months ended March 31, 2019, driven primarily by LTC funding enhancements, expansion of the retirement living operations, and growth in contract operations management, consulting and group purchasing services, partially offset by a decline in home health care volumes.

Operating Expenses

Operating expenses increased by $1.8 million or 0.7% to $243.9 million for the three months ended March 31, 2019, and included lower costs of approximately $1.6 million due to the timing of Good Friday, which was observed in March last year. Operating costs were otherwise higher by approximately $3.4 million driven by increased costs of resident care, expansion of the retirement living operations, and higher labour costs, partially offset by the impact of lower home health care volumes delivered. ParaMed Transformation costs were $0.7 million for the three months ended March 31, 2019, as compared to $0.4 million for the three months ended March 31, 2018. Total labour costs declined by $0.4 million over the three months ended March 31, 2018, and represented 86.0% and 86.5% of operating expenses in the first quarters of 2019 and 2018, respectively, and as a percentage of revenue were 76.5% and 77.1%, respectively.

Net Operating Income

Net operating income improved by $1.1 million or 3.6% to $30.4 million for the three months ended March 31, 2019, and represented 11.1% of revenue compared to 10.8% for the three months ended March 31, 2018. Net operating income was favourably impacted by one less statutory holiday this quarter, funding enhancements, and growth of the retirement living and contract operations management, consulting and group purchasing operations, partially offset by lower home health care volumes and incremental ParaMed Transformation costs of $0.3 million.

Administrative Costs

Administrative costs increased by $1.5 million, or 15.9%, to $10.8 million for the three months ended March 31, 2019. Excluding the reduction of $0.7 million in lease costs upon the adoption of IFRS 16, administrative costs increased by $2.2 million and were impacted by incremental ParaMed Transformation costs of $0.8 million to $1.0 million for the three months ended March 31, 2019, as compared to $0.2 million for the three months ended March 31, 2018, and higher compensation costs and professional fees.

Adjusted EBITDA

Adjusted EBITDA declined by $0.4 million to $19.6 million for the three months ended March 31, 2019, and represented 7.1% of revenue compared to 7.4% for the three months ended March 31, 2018, reflecting the $1.1 million improvement in net operating income offset by higher administrative costs of $1.5 million. Adjusted EBITDA was impacted by higher ParaMed Transformation costs of $1.1 million ($1.7 million for the three months ended March 31, 2019, as compared to $0.6 million for the same prior year period), and a reduction of $0.7 million for the three months ended March 31, 2019, due to the adoption of IFRS 16.

Depreciation and Amortization

Depreciation and amortization costs increased by $1.6 million to $9.4 million for the three months ended March 31, 2019, of which $0.7 million was a result of the adoption of IFRS 16, and the balance was due to higher capital expenditures.

Other Expense

Other expense of $1.4 million for the three months ended March 31, 2019, related to the ParaMed B.C. Contract Expiration costs. Other expense of $0.2 million for the three months ended March 31, 2018, related to transaction costs in connection with the acquisition of a retirement community.

Net Finance Costs

Net finance costs increased by $0.3 million to $6.9 million for the three months ended March 31, 2019, primarily due to a net change in foreign exchange and fair value adjustments related to the Captive's investments and interest rate swaps aggregating $0.5 million, partially offset by slightly lower net interest costs associated with a lower weighted average interest rate, due in part to the lower interest rate in connection with the refinancing of the convertible debentures and decline in net debt levels. The adoption of IFRS 16 resulted in a $0.1 million increase in interest expense for the three months ended March 31, 2019.

Income Taxes

The income tax provision was $0.8 million for the three months ended March 31, 2019, representing an effective tax rate of 41.7%, as compared to a provision of $1.8 million and an effective tax rate of 33.7% for the three months ended March 31, 2018. The effective tax rate of the Canadian operations was 98.3% for the three months ended March 31, 2019, as compared to 27.0% for the three months ended March 31, 2018, and was impacted by, among other things, foreign exchange and fair value adjustments, and other expense items that have been separately reported. The effective tax rate of the Canadian operations excluding the impact of separately reported items was 29.8% compared to 30.0%.

Earnings from Continuing Operations

Earnings from continuing operations of $1.1 million ($0.01 per basic share) for the three months ended March 31, 2019, was down by $2.5 million from $3.6 million for the three months ended March 31, 2018, largely impacted by the above noted incremental ParaMed Transformation costs, ParaMed B.C. Contract Expiration costs, and lower ParaMed business volumes.

Discontinued Operations

Earnings from discontinued operations relate to the former U.S. operations. The after-tax earnings of $1.9 million for the three months ended March 31, 2019, related to a release of the Captive's reserves. The after-tax earnings of $1.3 million for the three months ended March 31, 2018, related to the favourable impact of a discount rate adjustment on the Captive's reserves.

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 March 31 *(thousands of dollars)*	**Long-term Care**	**Retirement Living**	**Home Health Care**	**Other Canadian Operations**	**Corporate Canada**	**Total Canada**	**Total U.S.**	**Total**
2019 – Total								
Revenue	**156,221**	**9,508**	**102,665**	**5,875**	**–**	**274,269**	**–**	**274,269**
Operating expenses	**139,383**	**6,929**	**95,112**	**2,459**	**–**	**243,883**	**–**	**243,883**
Net operating income	**16,838**	**2,579**	**7,553**	**3,416**	**–**	**30,386**	**–**	**30,386**
NOI margin %	***10.8%***	***27.1%***	***7.4%***	***58.1%***	***–***	***11.1%***	***–***	***11.1%***
2018 – Total								
Revenue	152,805	6,971	106,464	5,142	3	271,385	39	271,424
Operating expenses	136,844	5,339	97,835	2,084	–	242,102	–	242,102
Net operating income	15,961	1,632	8,629	3,058	3	29,283	39	29,322
NOI margin %	*10.4%*	*23.4%*	*8.1%*	*59.5%*	*100.0%*	*10.8%*	*100.0%*	*10.8%*
Change in Total								
Revenue	3,416	2,537	(3,799)	733	(3)	2,884	(39)	2,845
Operating expenses	2,539	1,590	(2,723)	375	–	1,781	–	1,781
Net operating income	877	947	(1,076)	358	(3)	1,103	(39)	1,064

LONG-TERM CARE OPERATIONS

Net operating income from the long-term care operations was $16.8 million for the three months ended March 31, 2019, as compared to $15.9 million for the three months ended March 31, 2018, an increase of $0.9 million or 5.5%. The NOI margin was10.8% for the three months ended March 31, 2019, up from 10.4% for the same prior year period. Revenue grew by $3.4 million, or 2.2%, of which approximately $1.8 million related to the Ontario flow-through funding envelopes, and was therefore directly offset by increased costs of resident care, and the balance was from other funding enhancements. Operating expenses increased by $2.5 million, or 1.9%, and included the impact of higher labour and food costs, and was favourably impacted by approximately $0.5 million due to one less statutory holiday this quarter. Total labour costs, as a component of total operating expenses, increased by $2.1 million over the three months ended March 31, 2018, and represented 82.9% of operating expenses, consistent with the same prior year period.

RETIREMENT LIVING OPERATIONS

The following table summarizes the breakdown of the same-store and non same-store operating results of the retirement living operations. Net operating income from the retirement living operations was $2.6 million for the three months ended March 31, 2019, as compared to $1.7 million for the three months ended March 31, 2018, an increase of $0.9 million or 58.0%. The increase was driven by growth from same-store operations, reflecting an increase in average occupancy to 89.6% in the three months ended March 31, 2019, as compared to 80.4% for the same prior year period.

Retirement Living	**Three months ended March 31**		
(thousands of dollars)	**2019**	**2018**	**Change**
Same-store			
Revenue	**8,210**	6,971	1,239
Operating expenses	**5,583**	5,246	337
Net operating income	**2,627**	1,725	902
NOI margin %	***32.0%***	*24.7%*	
Average occupancy	***89.6%***	*80.4%*	
Non Same-store			
Revenue	**1,298**	–	1,298
Operating expenses	**1,346**	93	1,253
Net operating loss	**(48)**	(93)	45
Average occupancy	***43.2%***	-	
Total			
Revenue	**9,508**	6,971	2,537
Operating expenses	**6,929**	5,339	1,590
Net operating income	**2,579**	1,632	947
NOI margin %	***27.1%***	*23.4%*	
Average occupancy	***79.3%***	*80.4%*	

HOME HEALTH CARE OPERATIONS

Net operating income from the home health care operations was $7.5 million for the three months ended March 31, 2019, as compared to $8.6 million for the three months ended March 31, 2018, a decrease of $1.1 million or 12.5% . The NOI margin was 7.4% for the three months ended March 31, 2019, as compared to 8.1% for the same prior year period. Net operating income was favourably impacted by $1.1 million as a result of one less statutory holiday during the three months ended March 31, 2019, as compared to the same prior year period. Net operating income otherwise declined by $2.2 million primarily due to a 4.1% decline in volumes, higher operating costs and the impact of an incremental $0.3 million of ParaMed Transformation costs incurred in the three months ended March 31, 2019, as compared to the same prior year period ($0.7 million as compared to $0.4 million). Total labour costs declined by $2.9 million and represented 92.5% of operating expenses compared to 92.9% for the three months ended March 31, 2018.

OTHER CANADIAN OPERATIONS

Net operating income from the contract operations management, consulting and group purchasing operations was $3.4 million for the three months ended March 31, 2019, as compared to $3.0 million for the three months ended March 31, 2018, an increase of $0.4 million or 11.7%, due primarily to the growth in clients served.

ADJUSTED FUNDS FROM OPERATIONS

The following provides a reconciliation of "net earnings" to FFO and AFFO. A reconciliation of "net cash from operating activities" to AFFO is also provided under "Reconciliation of Net Cash from Operating Activities to AFFO".

	Three months ended March 31		
(thousands of dollars unless otherwise noted)	**2019**	**2018**	**Change**
Net earnings	**2,958**	4,831	(1,873)
Add (Deduct):			
Depreciation and amortization	**9,427**	7,837	1,590
Depreciation for FFEC (maintenance capex) (1)	**(1,641)**	(1,910)	269
Depreciation for office leases (2)	**(673)**	–	(673)
Other expense (continuing operations)	**1,429**	180	1,249
Other expense (income) (discontinued operations)	**(1,901)**	(1,265)	(636)
Foreign exchange and fair value adjustments	**329**	(130)	459
Current income tax recovery on other expense, fair value adjustments, and gain/loss on foreign exchange and investments (3)	**53**	273	(220)
Deferred income tax expense (recovery)	**(825)**	958	(1,783)
FFO	**9,156**	10,774	(1,618)
Amortization of deferred financing costs	**385**	397	(12)
Accretion costs	**536**	664	(128)
Non-cash share-based compensation	**219**	434	(215)
Principal portion of government capital funding	**1,372**	1,300	72
Amounts offset through investments held for self-insured liabilities (4)	**222**	241	(19)
Additional maintenance capex (1)	**725**	859	(134)
AFFO	**12,615**	14,669	(2,054)
Per Basic Share *($)*			
FFO	**0.103**	0.122	(0.019)
AFFO	**0.142**	0.166	(0.024)
Per Diluted Share *($)*			
FFO	**0.103**	0.122	(0.019)
AFFO	**0.138**	0.161	(0.023)
Dividends *($)*			
Declared	**10,634**	10,578	56
Declared per share *($)*	**0.120**	0.120	–
Weighted Average Number of Shares *(thousands)*			
Basic	**88,825**	88,379	
Diluted	**99,186**	99,688	
Total maintenance capex (1)	**916**	1,051	(135)

(1) The aggregate of the items "depreciation for FFEC" and "additional maintenance capex" represents total actual maintenance capex incurred in the period. 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.

(2) Represents depreciation recognized on adoption of IFRS 16 related to office leases.

(3) Represents current income tax with respect to items that are excluded from the computation of FFO and AFFO, such as foreign exchange and fair value adjustments, and other expense.

(4) Represents AFFO of the Captive that decreases/(increases) the Captive's investments held for self-insured liabilities not impacting the Company's reported cash and short-term investments.

AFFO 2019 First Quarter Financial Review

AFFO declined by $2.1 million, or 14.0%, to $12.6 million ($0.142 per basic share) for the three months ended March 31, 2019, from $14.7 million ($0.166 per basic share) for the three months ended March 31, 2018. The decrease is primarily a result of an increase in current income taxes of $0.9 million and the decline in Adjusted EBITDA, in part due to the increased spending on ParaMed Transformation costs and reduced volumes and NOI from the ParaMed operations, for the three months ended March 31, 2019, as compared to the same prior year period. A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under "2019 First Quarter Financial Review".

The effective tax rate on FFO was 14.3% for the three months ended March 31, 2019, as compared to 5.1% for the three months ended March 31, 2018. The Company's current income taxes benefitted in 2018 from favourable timing differences, and the utilization of tax loss carryforwards. For the 2019 year, we anticipate the effective tax rate on FFO will be in the range of 17% to 19%. 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.

Maintenance capex was $0.9 million for the three months ended March 31, 2019, as compared to $1.1 million for the three months ended March 31, 2018, and as compared to $4.2 million for the three months ended December 31, 2018, representing 0.3%, 0.4% and 1.5% of revenue, respectively. These costs fluctuate on a quarterly and annual basis with the timing of projects and seasonality. Management monitors and prioritizes the capital expenditure requirements of its properties throughout the year, taking into account the urgency and necessity of the expenditure. In 2019, we are expecting to spend in the range of $10 million to $12 million in maintenance capex, as compared to $12.7 million in 2018.

Reconciliation of Net Cash from Operating Activities to AFFO

The following provides a reconciliation of "net cash from operating activities" to AFFO.

	Three months ended March 31	
(thousands of dollars)	**2019**	**2018**
Net cash from operating activities	**12,512**	10,439
Add (Deduct):		
Net change in operating assets and liabilities, including interest, taxes and payments for U.S. self-insured liabilities	**45**	3,467
Current income tax on items excluded from AFFO (1)	**53**	273
Depreciation for office leases (2)	**(673)**	–
Depreciation for FFEC (maintenance capex) (3)	**(1,641)**	(1,910)
Additional maintenance capex (3)	**725**	859
Principal portion of government capital funding	**1,372**	1,300
Amounts offset through investments held for self-insured liabilities (4)	**222**	241
AFFO	**12,615**	14,669

(1) Represents current income tax with respect to items that are excluded from the computation of AFFO, such as foreign exchange and fair value adjustments, and other expense.

(2) Represents depreciation recognized on adoption of IFRS 16 related to office leases.

(3) The aggregate of the items "depreciation for FFEC" and "additional maintenance capex" represents total actual maintenance capex incurred in the period. 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.

(4) Represents AFFO of the Captive that decreases/(increases) its investments held for self-insured liabilities not impacting the Company's reported cash and short-term investments.

LIQUIDITY AND CAPITAL RESOURCES

Sources and Uses of Cash

The following summarizes the sources and uses of cash between continuing and discontinued operations for each of the three months ended March 31, 2019 and 2018.

	Three months ended March 31, 2019			Three months ended March 31, 2018		
(thousands of dollars unless otherwise noted)	**Continuing**	**Discontinued**	**Total**	**Continuing**	**Discontinued**	**Total**
Cash provided by operating activities, before working capital changes and interest and income taxes	**19,770**	–	**19,770**	20,411	–	20,411
Net change in operating assets and liabilities						
Accounts receivable	**5,963**	–	**5,963**	2,415	–	2,415
Other assets	**984**	–	**984**	107	–	107
Accounts payable and accrued liabilities	**1,785**	–	**1,785**	5,597	–	5,597
	8,732	–	**8,732**	8,119	–	8,119
Interest, taxes and claims payments						
Interest paid	**(4,948)**	–	**(4,948)**	(9,071)	–	(9,071)
Interest received	**867**	–	**867**	1,040	–	1,040
Income taxes paid	**(3,015)**	–	**(3,015)**	(5,871)	–	(5,871)
Payments for U.S. self-insured liabilities	–	**(8,894)**	**(8,894)**	–	(4,189)	(4,189)
	(7,096)	**(8,894)**	**(15,990)**	(13,902)	(4,189)	(18,091)
Net cash from (used in) operating activities	**21,406**	**(8,894)**	**12,512**	14,628	(4,189)	10,439
Net cash from (used in) investing activities	**(4,296)**	**8,894**	**4,598**	(6,823)	4,189	(2,634)
Net cash from (used in) financing activities	**(12,066)**	–	**(12,066)**	(18,796)	–	(18,796)
Foreign exchange gain (loss) on U.S. cash held	**(437)**		**(437)**	873	–	873
Increase (decrease) in cash and short-term investments	**4,607**	–	**4,607**	(10,118)	–	(10,118)
Cash and short-term investments at beginning of year	**65,893**		**65,893**	128,156		128,156
Cash and short-term investments at end of period	**70,500**	–	**70,500**	118,038	–	118,038
Average U.S./Canadian dollar exchange rate			**1.3295**			1.2647

As at March 31, 2019, the Company had cash and short-term investments on hand of $70.5 million reflecting an increase in cash of $4.6 million from the beginning of the year. Cash flow generated from the operating activities of the continuing operations of $21.4 million was in excess of cash dividends paid of $9.4 million and was used to support maintenance capex and principal debt repayments.

Discontinued operations reflect the payment of claims for U.S. self-insured liabilities as a component of net cash from operating activities, which payments are funded by the Captive's investments held for self-insured liabilities. Changes in the Captive's investments are reported as a component of net cash from investing activities, as those invested funds are not included in cash and short-term investments.

Net cash from operating activities of the continuing operations for the three months ended March 31, 2019, was a source of cash of $21.4 million, up $6.8 million or 46.3%, as compared to a source of cash of $14.6 million for the three months ended March 31, 2018. The increase was primarily due to a change in timing of semi-annual interest payments on the convertible debentures that were refinanced in 2018, and $0.6 million of the increase was due to the adoption of IFRS 16, whereby payments of the principal portion of lease liabilities are now reported within financing activities as a "repayment of long-term debt".

Net cash from investing activities of the continuing operations for the three months ended March 31, 2019, was a use of cash of $4.3 million, down $2.5 million or 37%, as compared to a use of cash of $6.8 million for the three months ended March 31, 2018. The decrease in cash used in investing activities was primarily attributable to lower purchases of property, equipment and other intangible assets, as set out in the following table, partially offset by the collection of other assets. Growth capex, excluding acquisitions, relates to the construction of new beds, building improvements or other capital costs, all of which are aimed at earnings growth. Maintenance capex relates to the actual capital expenditures incurred to sustain and upgrade existing property and equipment. Management monitors and prioritizes the capital expenditure requirements of its properties throughout the year, taking into account the urgency and necessity of the expenditure. In 2019, we are projecting to spend in the range of $10 million to $12 million in maintenance capex, and in the range of $25 million to $40 million in growth capex related primarily to the retirement development and LTC redevelopment projects.

	Three months ended March 31	
(thousands of dollars)	**2019**	**2018**
Growth capex	**5,336**	5,960
Deduct: capitalized interest	**(214)**	(298)
Growth capex, excluding capitalized interest	**5,122**	5,662
Maintenance capex	**916**	1,051
	6,038	6,713

Net cash from financing activities of the continuing operations for the three months ended March 31, 2019, was a use of cash of $12.1 million, down $6.7 million or 35.8%, as compared to a use of cash of $18.8 million for the three months ended March 31, 2018. The 2019 activity included debt repayments of $7.7 million, cash dividends paid of $9.4 million, partially offset by draws on construction financing of $5.2 million. The 2018 activity included debt repayments of $5.5 million, cash dividends paid of $9.4 million, and Common Shares acquired for cancellation under a normal course issuer bid at a cost of $6.3 million, partially offset by draws on construction financing of $2.5 million. For information on the change in long-term debt, refer to "– Long-term Debt".

Capital Structure

SHAREHOLDERS' EQUITY

The following summarizes shareholders' equity for the three months ended March 31, 2019 and the 2018 year.

(thousands of dollars unless otherwise noted)	**Three months ended March 31, 2019**	**Year 2018**
Shareholders' Equity		
Common Shares	**493,335**	492,064
Equity portion of convertible debentures	**7,085**	7,085
Contributed surplus	**2,924**	2,706
	503,344	501,855
Accumulated deficit at beginning of year	**(368,147)**	(365,084)
Adoption of new standard on financial instruments	**–**	4,334
Net earnings for the period	**2,958**	31,738
Dividends declared	**(10,634)**	(42,351)
Equity portion of redeemed convertible debentures	**–**	5,573
Purchase of Common Shares in excess of book value and other	**–**	(2,357)
Accumulated deficit at end of period	**(375,823)**	(368,147)
Accumulated other comprehensive loss	**(9,621)**	(7,717)
Shareholders' equity	**117,900**	125,991
U.S./Canadian dollar exchange rate at end of period	**1.3349**	1.3637

Share Information *(thousands)*	**May 13, 2019**	**March 31, 2019**	December 31, 2018
Common Shares (TSX symbol: EXE) (1)	**88,734.7**	**88,673.7**	**88,490.0**

(1) Closing market value per the TSX on May 13, 2019, was $8.00.

DIVIDENDS

The declaration and payment of dividends by the Company is at the discretion of the board of directors (the "Board") as to the amount and timing of dividends to be declared and paid, after consideration of a number of factors including results of operations, requirements for capital expenditures and working capital, future financial prospects of the Company, debt covenants and obligations, and any other factors deemed relevant by the Board. If the Board determines that it would be in the Company's best interests, it may modify the amount and frequency of dividends to be distributed to holders of Common Shares.

For the three months ended March 31, 2019, the Company declared cash dividends of $10.6 million, or $0.12 per share, consistent with the cash dividends declared in the same prior year period. The portion of dividends paid in cash for the three months ended March 31, 2019, was $9.3 million, and $1.3 million was by way of 183,762 Common Shares issued under its dividend reinvestment plan (the "DRIP"), as compared to $9.4 million in cash and $1.2 million by way of 143,581 Common Shares issued under the DRIP for the three months ended March 31, 2018.

For the three months ended March 31, 2019, dividends declared of $10.6 million as compared to the AFFO of $12.6 million represented a payout ratio of approximately 84%, as compared to 72% for the three months ended March 31, 2018. The increase in the payout ratio was primarily due to the decline in earnings for the three months ended March 31, 2019, and the benefit of lower current income taxes for the three months ended March 31, 2018. For further information on AFFO, refer to the discussion under "Adjusted Funds from Operations".

During 2018, the Company declared cash dividends of $42.3 million, or $0.48 per share. The portion distributed in cash during 2018 was $37.4 million, and $4.9 million was by way of 650,361 Common Shares issued under the DRIP. Compared to AFFO of $57.8 million in 2018, dividends declared of $42.3 million represented a payout ratio of 73%.

NORMAL COURSE ISSUER BID

In January 2019, the Company received the approval of the TSX to renew its normal course issuer bid (the "Bid") to purchase for cancellation up to 8,830,000 Common Shares (approximately 10% of the public float) through the facilities of the TSX, and on alternative Canadian trading systems. The Bid commenced on January 15, 2019, and provides the Company with flexibility to purchase Common Shares for cancellation until January 14, 2020, or on such earlier date as the Bid is complete. Subject to the TSX's block purchase exception, on any trading day, purchases under the Bid will not exceed 54,852 Common Shares. The price that the Company will pay for any Common Shares purchased under the Bid will be the prevailing market price at the time of purchase and any Common Shares purchased will be cancelled. As at May 14, 2019, the Company has not acquired any Common Shares under the Bid.

During 2018, under a normal course issuer bid that commenced on January 15, 2018 and ended on January 14, 2019, the Company acquired and cancelled 703,585 Common Shares at a weighted average price of $8.89 per share, for a total cost of $6.3 million.

Long-term Debt

CONTINUITY OF LONG-TERM DEBT

Long-term debt totalled $532.8 million as at March 31, 2019, as compared with $529.0 million as at December 31, 2018, representing an increase of $3.8 million, that included an increase in lease liabilities of $5.8 million recognized on adoption of IFRS 16, and draws on construction loans, partially offset by debt repayments. The long-term debt activity for 2018 included a $10.5 million mortgage financing secured on a retirement community and the refinancing of $126.5 million of convertible debentures for seven years to 2025 (the "2025 Debentures"), draws on construction loans, partially offset by debt repayments. The Company and its subsidiaries are in compliance with all of their respective financial covenants as at March 31, 2019. Details of the components, terms and conditions of long-term debt are provided in *Note 7* of the unaudited interim condensed consolidated financial statements.

The following summarizes the changes in the carrying amounts of long-term debt for three months ended March 31, 2019, and the 2018 year.

(millions of dollars)	**Three months ended March 31, 2019**	**Year 2018**
Long-term debt at beginning of year, prior to deferred financing costs	**537.4**	541.8
Issue of long-term debt		
Construction loans	**5.2**	23.0
Mortgages	**–**	10.5
2025 Debentures at face value	**–**	126.5
Lease liabilities on adoption of IFRS 16	**5.8**	–
Redemption of 2019 Debentures at face value	**–**	(126.5)
Repayment of long-term debt	**(7.7)**	(32.4)
Change in equity component of convertible debentures and other	**0.1**	(5.5)
	540.8	537.4
Deferred financing costs at end of period	**(8.0)**	(8.4)
Long-term debt at end of period	**532.8**	529.0
Less: current portion	**(81.3)**	(74.7)
	451.5	454.3

CREDIT FACILITIES

The Company's wholly owned subsidiary, ParaMed Inc., has a demand credit facility in the amount of $65.0 million (the "ParaMed Credit Facility") that is secured by the assets of its home health care business, and is available for general corporate purposes by the Company. The ParaMed Credit Facility has no financial covenants, but does contain normal and customary terms. The entire $65.0 million was available and unutilized as at March 31, 2019.

Extendicare Inc. has a demand credit facility in the amount of $47.3 million (the "Extendicare Credit Facility") that is secured by 13 Class C LTC centres in Ontario and is guaranteed by certain Canadian subsidiaries of Extendicare. As at March 31, 2019, the Company had letters of credit totalling $45.0 million issued under the Extendicare Credit Facility, of which $38.0 million secure the defined benefit pension plan obligations and the balance were issued in connection with obligations relating to recently acquired centres and those centres under development. The letter of credit to secure the pension plan obligations renews annually in May based on an actuarial valuation, and on May 1, 2019, it increased to $38.1 million. The Extendicare Credit Facility has no financial covenants, but does contain normal and customary terms including annual re-appraisals of the centres that could limit the maximum amount available.

LONG-TERM DEBT MATURITIES AND WEIGHTED AVERAGE INTEREST RATES

The following table presents the principal, or notional, amounts and related weighted average interest rates by year of maturity, of the Company's long-term debt obligations as at March 31, 2019. The Company had an aggregate of $58.0 million drawn on construction loans as at March 31, 2019, which are repayable on demand and, in any event, are to be fully repaid by the earlier of achieving stabilized occupancy as defined by the agreements and specified dates between late 2019 and 2023. Consequently, these loans are reflected as current and due in 2019 in the following table. Permanent financing for each of the communities may be sought upon maturity of the construction financing.

(millions of dollars)	**To the end of 2019**	**2020**	**2021**	**2022**	**2023**	**After 2023**	**Total**
Convertible debentures (at face value)	–	–	–	–	–	126.5	**126.5**
Mortgages (CMHC and non-CMHC)	11.6	60.1	15.1	58.6	45.7	88.8	**279.9**
Construction loans	58.0	–	–	–	–	–	**58.0**
Lease obligations	6.4	10.3	10.6	9.4	9.5	36.7	**82.9**
	76.0	70.4	25.7	68.0	55.2	252.0	**547.3**

Management has limited the amount of debt that may be subject to changes in interest rates, with all of the debt currently at fixed rates, other than the construction loans of $58.0 million. The Company's variable-rate mortgages and term loan, aggregating $84.2 million at the end of March, have effectively been converted to fixed rate financing with interest rate swaps over the full term. As at March 31, 2019, the net carrying value of the interest rate swaps was an asset of $0.7 million.

The following summarizes key metrics of consolidated long-term debt as at March 31, 2019, and December 31, 2018.

	March 31, 2019	December 31, 2018
Weighted average interest rate of long-term debt outstanding	**4.8%**	4.9%
Weighted average term to maturity of long-term debt outstanding	**7.1 yrs**	7.4 yrs
Trailing twelve months consolidated net interest coverage ratio(1)	**3.7 X**	3.7 X
Trailing twelve months consolidated interest coverage ratio(2)	**3.3 X**	3.2 X
Debt to Gross Book Value (GBV)		
Total assets (carrying value)	**888,634**	896,324
Accumulated depreciation on property and equipment	**230,953**	226,417
Accumulated amortization on other intangible assets	**18,482**	18,509
GBV	**1,138,069**	1,141,250
Debt (3)	**547,332**	544,111
Debt to GBV	**48.1%**	47.7%

(1) Net interest coverage ratio is defined as Adjusted EBITDA divided by net interest (interest expense before reduction of capitalized interest, net of interest revenue). The adoption of IFRS 16 has not had a material impact on the interest coverage ratios.

(2) Interest coverage ratio is defined as Adjusted EBITDA divided by interest expense before reduction of capitalized interest. The adoption of IFRS 16 has not had a material impact on the interest coverage ratios.

(3) Debt includes convertible debentures at face value of $126.5 million, and excludes deferred financing costs.

Future Liquidity and Capital Resources

The Company's consolidated cash and short-term investments on hand was $70.5 million as at March 31, 2019, as compared with $65.9 million as at December 31, 2018, and excluded restricted cash of $2.4 million, and $58.7 million (US$44.0 million) of investments held by the Captive to support the accrual for U.S. self-insured liabilities of $25.7 million (US$19.3 million). Subsequent to March 31, 2019, the Company repatriated US$10.0 million of cash from the Captive for general corporate use. In addition, the Company has $65.0 million available to draw under its ParaMed Credit Facility.

Subsequent to March 31, 2019, the Company secured a CMHC-insured mortgage of $16.0 million, inclusive of fees, on Lynde Creek Manor retirement living community, that matures in September 2029, with a fixed rate of 2.81% per annum.

As at March 31, 2019, the Company has construction financings in the aggregate of up to $77.7 million which are secured on three retirement living communities (Douglas Crossing, Bolton and Barrie), of which $49.1 million was drawn as at March 31, 2019. As at March 31, 2019, the Company had incurred approximately $83.7 million of the estimated $104.9 million of Adjusted Development Costs for these three retirement communities.

Management believes that cash from operating activities and future debt financings will be available and sufficient to support the Company's ongoing business operations, maintenance capex, and debt repayment obligations. Growth through redevelopment of the LTC centres over the next few years, strategic acquisitions and developments will necessitate the raising of funds through debt financings and the capital markets. Decisions will be made on a specific transaction basis and will depend on market and economic conditions at the time.

OTHER CONTRACTUAL OBLIGATIONS AND CONTINGENCIES

Property and Equipment Commitments

As at March 31, 2019, the Company had outstanding commitments of $12.4 million in connection with the development of retirement living communities that are anticipated to be incurred by the end of 2019.

Defined Benefit Pension Plan Obligations

The Company has defined benefit registered and supplementary plans covering certain executives, both of which have been closed to new entrants since 2000. The accrued benefit liability on the statement of financial position as at March 31, 2019, was $37.6 million (2018 – $36.1 million). The registered defined benefit plan was in an actuarial deficit of $2.8 million with plan assets of $5.3 million and accrued benefit obligations of $8.1 million as at March 31, 2019 (2018 – an actuarial deficit of $2.6 million with plan assets of $5.1 million and accrued benefit obligations of $7.7 million). The accrued benefit obligations of the supplementary plan were $34.8 million as at March 31, 2019 (2018 – $33.5 million). We do not set aside assets in connection with the supplementary plan and the benefit payments will be paid from cash from operations. The benefit obligations under the supplementary plan are secured by a letter of credit totalling $38.0 million as at March 31, 2019 (2018 – $38.0 million). This letter of credit renews annually in May based on an actuarial valuation of the pension obligations, and on May 1, 2019, it increased to $38.1 million. The annual benefit payments under the supplementary pension plan to be funded from cash from operations over the next five years are expected to be in the range of $2.0 million to $2.2 million, and the annual contributions to the registered pension plan over the next five years are expected to be less than $0.1 million. Since the majority of the accrued benefit obligations represent obligations under the non-registered supplementary plan, which is not required to be funded, changes in future market conditions are not expected to have a material adverse effect on the Company's cash flow requirements with respect to its pension obligations, or on its pension expense.

Accrual for U.S. Self-insured Liabilities

The obligation to settle U.S. self-insured general and professional liability claims relating to the period prior to the closing of the U.S. Sale Transaction, including claims incurred but yet to be reported, remains with the Company, which continue to be funded through the Captive. Consequently, the balance of the accrual for self-insured liabilities and the related investments held for self-insured liabilities remain on the consolidated statement of financial position. However, any expense incurred or release of reserves for U.S. self-insured liabilities are presented as discontinued operations; while the Captive's costs to administer and manage the settlement of the remaining claims are reported as continuing operations within the U.S. segment.

Management regularly evaluates and semi-annually engages an independent third-party actuary to provide a report to determine the appropriateness of the carrying value of this liability. The most recent independent actuarial review was conducted at the end of 2018, which confirmed the adequacy of the Company's reserves.

As at March 31, 2019, the accrual for U.S. self-insured general and professional liabilities was $25.7 million (US$19.3 million) compared to $37.1 million (US$27.2 million) at the beginning of the year. The decline of US$7.9 million reflected claim payments of US$6.7 million, a release of reserves of US$1.4 million, partially offset by accretion of the discounted liability.

During 2018, payments for self-insured liabilities were $15.2 million (US$11.8 million) and $13.0 million (US$9.9 million) in reserves were released and reflected in discontinued operations.

Most of the risks that the Company self-insures are long-term in nature, and accordingly, claim payments for any particular policy year occur over a long period of time. However, management estimates and allocates a current portion of the accrual for self-insured liabilities on the statement of financial position. As at March 31, 2019, management estimated that approximately $5.1 million of the accrual for self-insured general and professional liabilities will be paid within the next year. The timing of payments is not directly within management's control; therefore, estimates could change in the future.

The Captive holds investments sufficient to support the accrual for self-insured liabilities and to meet required statutory solvency and liquidity ratios. These invested funds are reported in other assets and totalled $58.7 million (US$44.0 million) as at March 31, 2019, as compared to $67.9 million (US$49.8 million) at the beginning of the year. Subsequent to March 31, 2019, the Captive transferred US$10.0 million of cash previously held for investment to the Company for general corporate use. Management believes there are sufficient invested funds held to meet estimated current claims payment obligations.

Legal Proceedings, Claims and Regulatory Actions

The Company and its consolidated subsidiaries are defendants in various actions and proceedings that are brought against them from time to time in connection with their operations.

As previously disclosed, in April 2018, the Company was served with a statement of claim alleging negligence by the Company in the operation of its long-term care centres and its provision of care to residents and seeking $150.0 million in damages. The claim sought an order certifying the claim as a class action pursuant to the *Class Proceedings Act* (Ontario). By order of the Ontario Superior Court of Justice the class proceeding was discontinued on October 25, 2018. Following the discontinuance, the plaintiff who commenced the class proceeding still has the option to pursue a claim on her own behalf while others may also do so separately on their own behalf. The Company intends to defend itself against any and all such individual claims and does not believe the outcome on any or all such claims would have a material adverse impact on its business, results of operations or financial condition and in any event believes that any potential liability would be resolved within the limits of its insurance coverage.

On September 19, 2018, the Company was served with a statement of claim that seeks an order certifying the claim as a class action pursuant to the *Class Proceedings Act* (Ontario). The claim alleges that the Company failed to properly apply certain required medical equipment sterilization protocols at one or more of its home health care clinics and seeks

$20.0 million in damages. The Company does not believe that the lawsuit or the damages sought have merit. The Company intends to vigorously defend itself against the claim and does not believe the outcome will have a material adverse impact on its business, results of operations or financial condition and in any event believes that any potential liability would be resolved within the limits of its insurance coverage.

The provision of health care services is subject to complex government regulations. Every effort is made by the Company to prevent deficiencies in the quality of patient care through quality assurance strategies and to remedy any such deficiencies cited by government inspections within the applicable prescribed period of time. The Company accrues for costs that may result from investigations, or any possible related litigation, to the extent that an outflow of funds is probable and a reliable estimate of the amount of the associated costs can be made.

UPDATE OF REGULATORY AND FUNDING CHANGES AFFECTING RESULTS

In Canada, provincial legislation and regulations closely control all aspects of operation and funding of long-term care centres and publicly funded home health care services, including the fee structure, subsidies, the adequacy of physical centres, 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 portion to be paid by residents or clients. Each province has a different system for managing the services provided. In some provinces, the government has delegated responsibility for the funding and administration of health care programs, such as to LTC and home health care, to regional health authorities. As a result, there can be significant variability in the regulations governing the provision of and reimbursement for care from location to location. The Company is unable to predict whether governments will adopt changes in their funding or regulatory programs, and if adopted and implemented, the impact, if any, such changes will have on the Company's business, results of operations and financial condition.

In most provinces, a license must be obtained from the applicable provincial ministry of health in order to operate LTC centres and retirement living communities. In general, the issuance of new licenses for LTC beds is infrequent because of the funding implications for the provincial governments, while the issuance of licenses for retirement centres is less restrictive as the funding for these services is generally private-pay. In addition to, or in some provinces in place of, the license procedure, LTC operators in Alberta, Manitoba, Ontario and Saskatchewan are required to sign service contracts that incorporate service expectations with the applicable provincial health authority.

The People's Health Care Act, 2019 (Bill 74)

In April 2019, Bill 74, *The People's Health Care Act, 2019* (Ontario), received Royal Assent, resulting in the creation of the Ontario Health agency to act as a central point of accountability and oversight for the province's public health care system. Organizations to be integrated into Ontario Health include Cancer Care Ontario, Health Quality Ontario, eHealth Ontario, Health Shared Services Ontario, and the Local Health Integrated Networks (LHINs). The government has indicated that the transition will roll out in phases to ensure continuity of care.

Bill 74 also introduces the creation of Ontario Health Teams (OHTs), which are groups of health care providers, such as primary care and hospitals, home care and long-term care, and mental health and addictions supports, who will be ultimately clinically and fiscally responsible for delivering the full continuum of care to patients. In April 2019, the government provided a guidance document for interested applicants, *Ontario Health Teams: Guidance for Health Care Providers and Organization*, that provides an overview of the intended structure of the OHTs, recognizing that the framework will be further developed as the new health care model becomes operational.

As all of ParaMed's government funded business in Ontario is currently obtained through contracts with the LHINs, these contracts may be impacted by the integration of the LHINs into the new agency with the same having to be assigned or reissued by Ontario Health or its assigns.

Although the mechanisms by which contracts would be integrated is not yet known, and while any change in home care contracting and associated government operating models would represent a significant change, the underlying market demand is such that it is likely that there would be minimal disruption to ParaMed's business service provision; however, the Company is unable to predict the nature and extent such changes will have on the Company's business, results of operations and financial condition.

Ontario LTC Redevelopment and Expansion

In Ontario, the Company's largest LTC market, management seeks to advance the redevelopment of its 21 Class C LTC centres (3,287 beds) in Ontario under the MOHLTC's redevelopment program. The license terms for these 21 Class C LTC Centres are set to expire in June 2025, unless they are redeveloped to the government's new design standards. The significant backlog in demand for long-term care and the lack of alternative care environments makes it likely that licenses will be extended until redevelopment can be completed; however, there can be no assurance that will be the case.

As part of the 2019 Ontario Budget, released in April 2019, the government announced $1.75 billion in additional funding over the next five years to add 15,000 new LTC beds and to redevelop 15,000 existing LTC beds. We are encouraged by the importance the new Ontario Government has put on LTC, and we will continue to apply for allocations of new beds to leverage the redevelopment of our older centres and to initiate new campus of care opportunities.

As previously announced, the Company has completed the planning process for the redevelopment of its Stittsville and Sudbury centres, both of which house 256 beds, and has a further five applications that have advanced past the initial stage of the MOHLTC's review process.

Each of the Company's 21 redevelopment projects is unique, with the overall program involving a combination of new construction and retrofits. Factors such as escalating construction costs and the timing of project approvals will affect the sequencing and the duration of the redevelopment program. Management is working closely with the MOHLTC with a goal to accelerating the Company's redevelopment projects, which once completed, are expected to realize the benefit of improved performance and extended license terms. Each project is being carefully appraised to ensure strong economic fundamentals prior to proceeding with construction.

Ontario Long-term Care Funding

Ontario is the Company's largest market for its senior care services. Funding for LTC centres in Ontario is based on reimbursement for the level of care assessed to be required by the residents, in accordance with scheduled rates. The MOHLTC allocates funds through "funding envelopes", specifically: nursing and personal care (NPC); programs and support services (PSS); and accommodation (which includes a sub-envelope for raw food). The funding for the NPC and PSS envelopes is generally adjusted annually based on the acuity of residents as determined by a classification assessment of resident care needs. The NPC, PSS and food envelopes are "flow-through" envelopes, whereby any deviation in actual costs from scheduled rates is either absorbed by the provider (if actual costs exceed funding allocations) or is returned to the MOHLTC (if actual costs are below funding allocations). With respect to the accommodation envelope, providers retain any excess funding received over costs incurred. The province sets the rates for standard accommodation, as well as the maximum amounts that a provider can charge for semi-private and private accommodation (preferred accommodation). LTC operators are permitted to designate up to 60% of the resident capacity of a centre as preferred accommodation and charge a higher accommodation rate that varies according to the structural classification of the LTC centre. The provider is permitted to bill and retain the premiums charged for preferred accommodation. The accommodation rates are substantially paid for by the resident; however, the province guarantees funding for standard accommodation through resident subsidies. Overall government funding is occupancy-based, but once the average occupancy level of 97% or higher for the calendar year is achieved, operators receive government funding based on 100% occupancy.

The MOHLTC has yet to announce the 2019 funding adjustments that are generally implemented each April 1st to the government funded flow-through envelopes and July 1st to the accommodation envelope.

Alberta Long-term Care Funding

Alberta is the Company's second largest market for its senior care services. Since April 2010, AHS has been using an activity-based funding system for continuing care centres that includes the measurement of a resident's acuity through the use of a resident assessment instrument – minimum data set, or RAI-MDS, to determine the resident's level of care and resources required. The Alberta Continuing Care Association is actively engaged in discussions with the Alberta Government and AHS to further enhance care funding to accommodate higher expenses within continuing care, and to revise the existing funding model used within continuing care. It was anticipated that a revised care funding model would have been implemented during 2016; however, following receipt of public input to inform new or revised legislation, the provincial government has yet to release its strategy related to continuing care and its approach to long-term care for the future.

AHS has yet to announce funding adjustments for providers of long-term care and designated supportive living that typically take effect on April 1st each year.

The July 1, 2019 annual accommodation charge adjustments (the portion paid directly by residents of long-term care and designated supportive living centres) will increase by 1.6%, based on inflation as reflected by Alberta's CPI. The Company estimates that the 1.6% increase represents additional annual revenue of approximately $0.5 million.

Ontario Home Health Care Funding

Ontario is ParaMed's largest market, representing approximately 83% of its annual service volumes, of which approximately 98% are received from government-funded contracts at specified rates, making ParaMed the largest private-sector provider of publicly funded home health care in the province. ParaMed's government-funded business in Ontario is currently obtained through evergreen contracts with the LHINs. In 2019, the Ontario government announced plans to integrate the LHINs into a newly created Ontario Health agency to act as a central point of accountability and oversight for the province's public health system. For further information, refer to the discussion above under "– The People's Health Care Act, 2019 (Ontario) (Bill 74)".

The enactment of Bill 148, the *Fair Workplaces, Better Jobs Act, 2017* (Ontario) in November 2017, resulted in a number of amendments to the *Employment Standards Act* (ESA) that included: an increase in the minimum wage, and revisions to vacation, public holiday pay and personal leave entitlements that took effect January 1, 2018. Bill 148 necessitated changes in the manner in which the Company managed its workforce and had a significant financial impact on the Company's home health care operations, some of which was subsequently reduced with the enactment of Bill 47, *Making Ontario Open for Business Act, 2018* (Ontario) in November 2018.

In response to increased costs associated with Bill 148, the Ontario government provided enhanced funding to its contracted service providers for the three months ended March 31, 2018, of which ParaMed received $2.0 million. While the government has yet to announce continued enhanced funding post March 31, 2018, it has indicated its intentions to continue to engage with the LHINs, contracted service provider organizations, and home care employer associations to evaluate the legislation and to assess the costs associated with Bill 148 for fiscal 2018/2019. The Company believes that the funding it has accrued for the period April 1, 2018 to March 31, 2019, of $4.1 million is a reasonable estimation. There can, however, be no assurance that any such government funding will be received, or to the extent any funding is received that it will be commensurate with the Company's additional costs resulting from such legislative changes.

In shaping the delivery of health care to Canadians, both the federal and provincial governments have stated that home health care is an area that merits further investment to ensure that more health care services are available in the home. As part of its initiative to improve and make the health care system more efficient, the Ontario government has noted that insufficient capacity in the health care system, like home care, is contributing to the problem of hallway health care in the province. In the 2019 Ontario Budget, released this past April, the government announced an additional $267 million for home and community care, focused on increasing front-line care delivery, such as personal support services, nursing, therapy and other professional services at home and in the community, in an effort to reduce waitlists for long-term care. As governments continue to recognize the benefits of this segment of the Canadian health care system, management believes that ParaMed is well-positioned to take advantage of the significant organic growth opportunity that exists today, and that steps we are taking to position ParaMed as the employer of choice for caregivers will further enhance the Company's position. In addition, ParaMed continues to assess private-pay home health care opportunities that may enable it to further leverage its platform.

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 2018 Annual Information Form and in the Company's 2018 Annual Report. To the extent there have been any changes to those risk factors or uncertainties as of the date of this MD&A, they are discussed under "Significant 2019 Events and Developments", and "Other Contractual Obligations and Contingencies".

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, 2018, contained in the Company's 2018 Annual Report. The disclosures in such report have not materially changed since that report was filed, with the exception of the new accounting policies adopted as described below under "New Accounting Policies Adopted", and to the extent there have been any changes in management's estimates, they are discussed under "Significant 2019 Events and Developments".

New Accounting Policies Adopted

The following new standards were adopted effective January 1, 2019, and have been applied in preparing the financial results for the three months ended March 31, 2019. These accounting standards are summarized below, and are more fully described in *Note 3* of the unaudited interim condensed consolidated financial statements.

LEASES

Effective January 1, 2019, the Company adopted IFRS 16 "Leases", which supersedes IAS 17 "Leases" and related interpretations. This new standard requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value, using a single accounting model, thereby eliminating the distinction between operating and finance leases. The nature and timing of the related expense has changed as IFRS 16 replaces the straight-line lease costs with a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Lease costs for the prior year have been reclassified under administrative costs to conform with the current year presentation. The impact of adopting this standard on net earnings and overall cash flow is neutral; however, the principal payment of the lease liabilities is presented in financing activities (previously reflected as operating activities).

The Company has applied IFRS 16 using the modified retrospective approach, under which the comparative information presented has not been restated. Certain practical expedients were selected on transition. The transition did not result in any retrospective adjustment to opening retained earnings on January 1, 2019.

Transition

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental weighted average borrowing rate as at January 1, 2019, of 4.86%. For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use assets and the lease liability as at January 1, 2019, was the carrying amount of the lease assets and lease liability immediately before the date of initial application. These are accounted for using IFRS 16 from that date.

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term;
- applied the exemption not to recognize right-of-use assets and liabilities for leases that are of low value;
- excluded initial direct costs from measuring the right-of-use asset as at January 1, 2019; and
- used hindsight as at January 1, 2019, when determining the lease term if the contract contains options to extend or terminate the lease.

Impacts on Financial Statements

i. Impacts on transition

On transition to IFRS 16, the Company recognized additional right-of-use assets and lease liabilities of $5.8 million.

ii. Impacts for the period

For the three months ended March 31, 2019, the Company recognized $0.7 million of depreciation expense and $0.1 million of interest expense related to the leases impacted by the adoption of IFRS 16.

INCOME TAXES

On June 7, 2017, the IASB issued IFRIC Interpretation 23 "Uncertainty over Income Tax Treatments". The interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. Effective January 1, 2019, the Company adopted the IFRIC Interpretation 23, with no material impact on the interim condensed consolidated financial statements.

INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS AND NOTES

Q1 Three Months Ended
March 31, 2019 and 2018

Extendicare Inc.
Dated: May 14, 2019

Extendicare Inc.

Interim Condensed Consolidated Statements of Financial Position

(unaudited)

(in thousands of Canadian dollars)	***notes***	**March 31, 2019**	**December 31, 2018**
Assets			
Current assets			
Cash and short-term investments		**70,500**	65,893
Restricted cash		**2,443**	2,290
Accounts receivable		**44,603**	50,570
Income taxes recoverable		**17,495**	17,316
Other assets	*5*	**20,469**	21,465
Total current assets		**155,510**	157,534
Non-current assets			
Property and equipment	*3, 4*	**518,425**	514,849
Goodwill and other intangible assets		**94,165**	95,200
Other assets	*5*	**107,261**	118,996
Deferred tax assets		**13,273**	9,745
Total non-current assets		**733,124**	738,790
Total assets		**888,634**	896,324
Liabilities and Equity			
Current liabilities			
Accounts payable and accrued liabilities		**138,979**	133,654
Income taxes payable		**75**	1,073
Long-term debt	*3, 7*	**81,303**	74,626
Provisions	*6*	**10,347**	17,621
Total current liabilities		**230,704**	226,974
Non-current liabilities			
Long-term debt	*3, 7*	**451,493**	454,344
Provisions	*6*	**37,643**	42,595
Other long-term liabilities	*8*	**37,275**	35,077
Deferred tax liabilities		**13,619**	11,343
Total non-current liabilities		**540,030**	543,359
Total liabilities		**770,734**	770,333
Share capital	*10*	**493,335**	492,064
Equity portion of convertible debentures		**7,085**	7,085
Contributed surplus		**2,924**	2,706
Accumulated deficit		**(375,823)**	(368,147)
Accumulated other comprehensive loss		**(9,621)**	(7,717)
Shareholders' equity		**117,900**	125,991
Total liabilities and equity		**888,634**	896,324

See accompanying notes to unaudited interim condensed consolidated financial statements.

Commitments and contingencies (note 16).

Subsequent event (note 7).

Extendicare Inc.

Interim Condensed Consolidated Statements of Earnings

(unaudited)

(in thousands of Canadian dollars except for per share amounts)	*notes*	Three months ended March 31, 2019	2018
CONTINUING OPERATIONS			
Revenue	18	**274,269**	271,424
Operating expenses		**243,883**	242,102
Administrative costs	3	**10,834**	9,345
Total expenses	11	**254,717**	251,447
Earnings before depreciation, amortization, and other expense		**19,552**	19,977
Depreciation and amortization	3	**9,427**	7,837
Other expense	12	**1,429**	180
Earnings before net finance costs and income taxes		**8,696**	11,960
Interest expense	3	**6,882**	7,081
Interest revenue		**(864)**	(1,035)
Accretion		**536**	664
Foreign exchange and fair value adjustments	13	**329**	(130)
Net finance costs		**6,883**	6,580
Earnings before income taxes		**1,813**	5,380
Income tax expense (recovery)			
Current		**1,524**	583
Deferred		**(768)**	1,231
Total income tax expense		**756**	1,814
Earnings from continuing operations		**1,057**	3,566
DISCONTINUED OPERATIONS			
Earnings from discontinued operations, net of income taxes	15	**1,901**	1,265
Net earnings		**2,958**	4,831
Basic and Diluted Earnings per Share			
Earnings from continuing operations	14	**0.01**	0.04
Net earnings	14	**0.03**	0.05

See accompanying notes to unaudited interim condensed consolidated financial statements.

Extendicare Inc.

Interim Condensed Consolidated Statements of Comprehensive Income

(unaudited)

(in thousands of Canadian dollars)	Three months ended March 31, 2019	Three months ended March 31, 2018
Net earnings	**2,958**	4,831
Other comprehensive income (loss), net of income taxes		
Items that will not be reclassified to profit or loss:		
Defined benefit plan actuarial losses	**(1,739)**	(576)
Tax recovery on defined benefit plan actuarial losses	**461**	152
Defined benefit plan actuarial losses, net of taxes	**(1,278)**	(424)
Items that are or may be reclassified subsequently to profit or loss:		
Net change in foreign currency translation adjustment	**(626)**	684
Other comprehensive income (loss), net of tax	**(1,904)**	260
Total comprehensive income	**1,054**	5,091

See accompanying notes to unaudited interim condensed consolidated financial statements.

Extendicare Inc.
Interim Condensed Consolidated Statements of Changes in Equity
(unaudited)

(in thousands of Canadian dollars)	notes	Number of Shares	Share capital	Equity portion of convertible debentures	Contributed surplus	Accumulated deficit	Accumulated other comprehensive income (loss)	Shareholders' equity
Balance at January 1, 2019		***88,489,984***	**492,064**	**7,085**	**2,706**	**(368,147)**	**(7,717)**	**125,991**
DRIP		***183,762***	**1,271**	**–**	**–**	**–**	**–**	**1,271**
Share-based compensation	*9*	**–**	**–**	**–**	**218**	**–**	**–**	**218**
Net earnings		**–**	**–**	**–**	**–**	**2,958**	**–**	**2,958**
Dividends declared		**–**	**–**	**–**	**–**	**(10,634)**	**–**	**(10,634)**
Other comprehensive loss		**–**	**–**	**–**	**–**	**–**	**(1,904)**	**(1,904)**
Balance at March 31, 2019		***88,673,746***	**493,335**	**7,085**	**2,924**	**(375,823)**	**(9,621)**	**117,900**

(in thousands of Canadian dollars)	notes	Number of Shares	Share capital	Equity portion of convertible debentures	Contributed surplus	Accumulated deficit	Accumulated other comprehensive income (loss)	Shareholders' equity
Balance at January 1, 2018, previously		*88,523,290*	490,881	5,573	2,437	(365,084)	(4,851)	128,956
Adoption of new standard (1)		–	–	–	–	4,334	(4,334)	–
Balance at January 1, 2018		*88,523,290*	490,881	5,573	2,437	(360,750)	(9,185)	128,956
DRIP		*143,581*	1,212	–	–	–	–	1,212
Purchase of shares for cancellation	*10*	*(703,585)*	(3,903)	–	–	(2,358)	–	(6,261)
Share-based compensation	*9*	*5,032*	44	–	386	–	–	430
Net earnings		–	–	–	–	4,831	–	4,831
Dividends declared		–	–	–	–	(10,578)	–	(10,578)
Other comprehensive income		–	–	–	–	–	260	260
Balance at March 31, 2018		*87,968,318*	488,234	5,573	2,823	(368,855)	(8,925)	118,850

See accompanying notes to unaudited interim condensed consolidated financial statements.

(1) Adoption of new standard on financial instruments – IFRS 9.

Extendicare Inc.

Interim Condensed Consolidated Statements of Cash Flows

(unaudited)

		Three months ended March 31,	
(in thousands of Canadian dollars)	*notes*	**2019**	**2018**
Operating Activities			
Net earnings		**2,958**	4,831
Adjustments for:			
Depreciation and amortization	*3*	**9,427**	7,837
Share-based compensation		**218**	434
Deferred taxes		**(825)**	958
Current taxes		**1,581**	856
Net finance costs	*3*	**6,554**	6,710
Other expense (income)		**(472)**	(1,085)
Foreign exchange and fair value adjustments		**329**	(130)
		19,770	20,411
Net change in operating assets and liabilities			
Accounts receivable		**5,963**	2,415
Other assets		**984**	107
Accounts payable and accrued liabilities		**1,785**	5,597
		28,502	28,530
Payments for self-insured liabilities		**(8,894)**	(4,189)
Interest paid		**(4,948)**	(9,071)
Interest received		**867**	1,040
Income taxes paid		**(3,015)**	(5,871)
Net cash from operating activities	*3*	**12,512**	10,439
Investing Activities			
Purchase of property, equipment and other intangible assets		**(6,038)**	(6,713)
Decrease in investments held for self-insured liabilities		**9,266**	2,779
Decrease in other assets		**1,370**	1,300
Net cash from (used in) investing activities		**4,598**	(2,634)
Financing Activities			
Issuance of long-term debt		**5,183**	2,514
Repayment of long-term debt	*3*	**(7,741)**	(5,534)
Increase in restricted cash		**(153)**	(130)
Purchase of securities for cancellation		**–**	(6,258)
Dividends paid		**(9,355)**	(9,388)
Net cash used in financing activities		**(12,066)**	(18,796)
Increase (decrease) in cash and short-term investments		**5,044**	(10,991)
Cash and short-term investments at beginning of period		**65,893**	128,156
Foreign exchange gain (loss) on cash held in foreign currency		**(437)**	873
Cash and short-term investments at end of period		**70,500**	118,038

See accompanying notes to unaudited interim condensed consolidated financial statements.

Notes to Unaudited Interim Condensed Consolidated Financial Statements

THREE MONTHS ENDED MARCH 31, 2019 AND 2018

(Amounts in thousands of Canadian dollars, unless otherwise noted)

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". Extendicare and its predecessors have been operating since 1968, providing care and services to seniors throughout Canada. Following the sale of its U.S. business in 2015, the Company has repositioned itself as a leading provider of care and services across Canada, committed to delivering quality care throughout the health continuum to meet the needs of a growing seniors population.

References to "Extendicare", the "Company", "we", "us" and "our" or similar terms refer to Extendicare Inc., either alone, or together with its subsidiaries. The registered office of Extendicare is located at 3000 Steeles Avenue East, Suite 700, Markham, Ontario, Canada, L3R 9W2.

2. BASIS OF PREPARATION

a) Statement of Compliance

The interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standards (IAS) 34 "Interim Financial Reporting", as issued by the International Accounting Standards Board (IASB), and were approved by the board of directors of Extendicare Inc. (the "Board") on May 14, 2019.

The interim condensed consolidated financial statements do not include all of the information required for full annual financial statements, and should be read in conjunction with Extendicare Inc.'s 2018 annual consolidated financial statements prepared in accordance with International Financial Reporting Standards (IFRS). These interim condensed consolidated financial statements follow the same accounting policies and methods of application as the consolidated financial statements as at and for the year ended December 31, 2018, except for those identified in *note 3*. Certain comparative information has been reclassified to conform to the current year presentation.

b) Basis of Measurement

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for financial assets and liabilities classified at fair value through profit or loss.

The interim condensed 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) Use of Estimates and Judgement

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the reporting period. Estimates and underlying assumptions are reviewed on an ongoing basis.

Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The more subjective of such estimates are:

- determination of the lease term for leases that include renewal options and the appropriate discount rate used to recognize lease liability (*note 3*);
- valuation of indemnification provisions (*note 6*);
- valuation of self-insured liabilities (*note 6*);
- valuation of equity portion of convertible debentures;
- valuation of financial assets and liabilities (*note 17(b)*);
- valuation of share-based compensation (*note 9*);
- determination of the recoverable amount of cash generating units (CGUs) subject to an impairment test; and
- accounting for tax uncertainties and the tax rates used for valuation of deferred taxes.

In addition, the assessment of contingencies (*note 16*) is subject to judgement. The recorded amounts for such items are based on management's best available information and are subject to assumptions and judgement, which may change as time progresses; accordingly, actual results could differ from estimates.

3. NEW ACCOUNTING POLICIES ADOPTED

Leases

Effective January 1, 2019, the Company adopted IFRS 16 "Leases", which supersedes IAS 17 "Leases" and related interpretations. This new standard requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value, using a single accounting model, thereby eliminating the distinction between operating and finance leases. The nature and timing of the related expense has changed as IFRS 16 replaces the straight-line lease costs with a depreciation charge for right-of-use assets and interest expense on lease liabilities.

Lease costs for the prior year have been reclassified under administrative costs to conform with the current year presentation. The impact of adopting this standard on net earnings and overall cash flow is neutral; however, the principal payment of the lease liabilities is presented in financing activities (previously reflected as operating activities).

The Company has applied IFRS 16 using the modified retrospective approach, under which the comparative information presented has not been restated. Certain practical expedients were selected on transition. The transition did not result in any retrospective adjustment to opening retained earnings on January 1, 2019.

TRANSITION

At transition, for leases classified as operating leases under IAS 17, lease liabilities were measured at the present value of the remaining lease payments, discounted at the Company's incremental weighted average borrowing rate as at January 1, 2019, of 4.86%. Right-of-use assets were measured at an amount equal to the lease liability. For leases that were classified as finance leases under IAS 17, the carrying amount of the right-of-use assets and the lease liability as at January 1, 2019, was the carrying amount of the lease assets and lease liability immediately before the date of initial application. These are accounted for using IFRS 16 from that date.

The Company used the following practical expedients when applying IFRS 16 to leases previously classified as operating leases under IAS 17:

- applied the exemption not to recognize right-of-use assets and liabilities for leases with less than 12 months of lease term;
- applied the exemption not to recognize right-of-use assets and liabilities for leases that are of low value;
- excluded initial direct costs from measuring the right-of-use asset as at January 1, 2019; and
- used hindsight as at January 1, 2019, when determining the lease term if the contract contains options to extend or terminate the lease.

IMPACTS ON FINANCIAL STATEMENTS

i. Impacts on transition

On transition to IFRS 16, the Company recognized additional right-of-use assets and lease liabilities of $5.8 million.

ii. Impacts for the period

For the three months ended March 31, 2019, the Company recognized $0.7 million of depreciation expense and $0.1 million of interest expense related to the leases impacted by the adoption of IFRS 16.

Income Taxes

On June 7, 2017, the IASB issued IFRIC Interpretation 23 "Uncertainty over Income Tax Treatments". The interpretation provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. Effective January 1, 2019, the Company adopted the IFRIC Interpretation 23, with no material impact on the interim condensed consolidated financial statements.

4. PROPERTY AND EQUIPMENT

	March 31, 2019	December 31, 2018
Land and land improvements	**57,918**	58,280
Buildings	**594,524**	587,161
Furniture and equipment	**61,787**	63,047
Leasehold improvements	**1,143**	1,927
Construction in progress	**34,006**	30,851
	749,378	741,266
less: accumulated depreciation	**(230,953)**	(226,417)
	518,425	514,849

The right-of-use assets included in buildings were $86.8 million (December 31, 2018 ─ $81.0 million) with accumulated depreciation of $33.5 million (December 31, 2018 ─ $32.2 million).

For the three months ended March 31, 2019, the Company capitalized $0.2 million of borrowing costs related to development projects under construction at an average capitalization rate of 4.5% (2018 ─ $0.3 million at 5.6%).

5. OTHER ASSETS

	March 31, 2019	December 31, 2018
Investments held for self-insured liabilities	**58,705**	67,938
Amounts receivable and other assets	**67,525**	69,967
Interest rate swaps	**1,500**	2,556
	127,730	140,461
less: current portion	**20,469**	21,465
	107,261	118,996

Investments Held for Self-insured Liabilities

After the sale of our U.S. business in 2015 (the "U.S. Sale Transaction"), as part of its continuing operations, Extendicare retained its wholly owned Bermuda-based captive insurance company, Laurier Indemnity Company, Ltd. (the "Captive"), which, along with third-party insurers, insured Extendicare's U.S. general and professional liability risks up to the date of the U.S. Sale Transaction.

Extendicare holds U.S. dollar-denominated investments within the Captive for settlements of the self-insured liabilities that are subject to insurance regulatory requirements (*note 6*).

As at March 31, 2019, the investment portfolio comprises cash of $3.2 million (December 31, 2018 – $5.8 million), money market funds of $55.5 million (December 31, 2018 – $53.8 million), and no investment-grade corporate securities (December 31, 2018 – $8.3 million). Certain of these investments in the amount of $24.0 million (December 31, 2018 – $35.1 million), have been pledged as collateral for letters of credit issued by the banker of the Captive in favour of ceding companies. As at March 31, 2019, all investments were carried at fair value, with changes in fair value reflected in earnings (*note 13*).

Amounts Receivable and Other Assets

Amounts receivable and other assets include discounted amounts receivable due from the government of Ontario with respect to construction funding subsidies for long-term care centres, totalling $52.0 million (December 31, 2018 – $53.3 million) of which $5.6 million (December 31, 2018 – $5.5 million) is current. These subsidies represent funding for a portion of long-term care centre construction costs over a 20-year or 25-year period. The weighted average remaining term of this funding is 15 years.

Also included in amounts receivable and other assets is a $1.4 million receivable as at March 31, 2019 (December 31, 2018 – $2.0 million), resulting from the U.S. Sale Transaction, as well as prepaid expenses and deposits.

Interest Rate Swaps

The interest rate swaps include swap contracts relating to mortgages, totalling $84.2 million, to lock in the rates between 3.11% and 5.04% for the full term of the loans being five to ten years (*note 7*).

All interest rate swap contracts are measured at fair value through profit or loss, and hedge accounting has not been applied. Changes in fair value are recorded in the statements of earnings (*note 13)*. As at March 31, 2019, the interest rate swaps were valued as a net asset of $0.7 million, including a liability of $0.8 million (*notes 7 and 8*) (December 31, 2018 – net asset of $2.0 million, including a liability of $0.5 million).

6. PROVISIONS

	March 31, 2019	December 31, 2018
Accrual for self-insured liabilities	**25,752**	37,138
Indemnification provisions	**12,831**	13,713
Decommissioning provisions	**9,407**	9,365
Total provisions	**47,990**	60,216
Less: current portion	**(10,347)**	(17,621)
	37,643	42,595

Accrual for Self-Insured Liabilities

The obligation to settle U.S. self-insured general and professional liability claims relating to the period prior to the closing of the U.S. Sale Transaction, including claims incurred but yet to be reported, remains with Extendicare, which it intends to fund through the Captive. Consequently, the balance of the accrual for self-insured liabilities and the related investments held for self-insured liabilities (*note 5*) remain on the consolidated statement of financial position. However, any expense incurred or release of reserves for U.S. self-insured liabilities are presented as discontinued operations; while the Captive's costs to administer and manage the settlement of the remaining claims are reported as continuing operations within the U.S. segment.

The accrual for self-insured liabilities is based on management's best estimate of the ultimate cost to resolve general and professional liability claims. Actual results can differ materially from the estimates made due to a number of factors including the assumptions used by management and other market forces.

As at March 31, 2019, the accrual for self-insured general and professional liabilities was $25.7 million (US$19.3 million) compared to $37.1 million (US$27.2 million) as at December 31, 2018. The decline represented mainly claim payments and the release of reserves (*note 15*).

Indemnification Provisions

As a result of the U.S. Sale Transaction, the Company agreed to indemnify certain obligations of the U.S. operations related to tax, a corporate integrity agreement (the "CIA"), and other items. Any revisions to these estimates are reflected as part of other expense in discontinued operations (*note 15*). As at March 31, 2019, the remaining provisions totalled $12.8 million (US$9.6 million) (2018 – $13.7 million or US$10.1 million). Actual results can differ materially from the estimates made due to a number of factors including the assumptions used by management and other market forces.

Decommissioning Provisions

The decommissioning provisions relate to possible asbestos remediation of Extendicare's pre-1980 constructed centres. An estimated undiscounted cash flow amount of approximately $11.0 million was discounted using a rate of 1.98% over an estimated time to settle of 7 years. This represents management's best estimate and actual amounts may differ.

7. LONG-TERM DEBT

	Interest Rate	Year of Maturity	March 31, 2019	December 31, 2018
Convertible unsecured subordinated debentures	5.0%	2025	**119,995**	119,775
CMHC mortgages	2.93% - 7.7%	2020 - 2037	**111,539**	114,083
Non-CMHC mortgages	3.11% - 5.637%	2020 - 2038	**168,352**	169,670
Construction loans	variable	on demand	**58,049**	52,866
Lease obligations	2.28% - 7.19%	2019 - 2028	**82,892**	80,992
			540,827	537,386
Deferred financing costs			**(8,031)**	(8,416)
Total debt, net of deferred financing costs			**532,796**	528,970
Less: current portion			**81,303**	74,626
Long-term debt, net of deferred financing costs			**451,493**	454,344

A summary of significant changes in long-term debt since December 31, 2018, is provided below.

CMHC Mortgages

Subsequent to March 31, 2019, the Company secured a CMHC-insured mortgage of $16.0 million, inclusive of fees, on the Lynde Creek Manor retirement living community, that matures in September 2029, with a fixed rate of 2.81% per annum.

Construction Loans

Construction financings totalling $87.6 million for four retirement development projects in Simcoe, Bolton, Uxbridge, and Barrie are available and provide for additional letter of credit facilities of $0.5 million, $0.8 million, $0.8 million, and $1.0 million respectively, at rates ranging from 2.25% to 2.5% if utilized. Loan payments are interest-only based on a variable rate of 30-day banker's acceptance (BA) plus 2.25% to 2.5%, with no standby fee.

The construction loans are repayable on demand and, in any event, are to be fully repaid: by the earlier of achieving stabilized occupancy as defined by the agreements and specified dates between late 2019 and 2022 for Simcoe, Bolton and Uxbridge; and by the earlier of September 2023 and three months following stabilized occupancy as defined by the agreement for Barrie.

All these financings have been reflected as current. Permanent financing for each of the communities will be sought upon maturity of the construction financing.

As at March 31, 2019, an aggregate of $58.0 million was drawn on the construction loans, leaving $29.6 million available; in addition, letters of credit totalling $1.2 million were issued under credit facilities, leaving $1.8 million undrawn.

Lease Obligations

Lease obligations outstanding as at March 31, 2019 include leases on long-term care centres, customized cloud-based software, and the liability related to office leases (*note 3*). The Company operates nine Ontario long-term care centres, which were built between 2001 and 2003, under 25-year lease arrangements. The software balance will be amortized over the contract term of five years. The liability associated with the office lease obligation will be amortized over the remaining lease terms ranging up to five years.

Credit Facilities

The Company has two demand credit facilities totalling $112.3 million, secured by either 13 Class C long-term care centres in Ontario or the assets of the home health care business. Neither of these facilities has financial covenants, but do contain normal and customary terms. As at March 31, 2019, $38.0 million of the facilities secure the Company's defined benefit pension plan obligations, $7.0 million was issued in connection with obligations relating to centres that were recently acquired and under development, leaving $67.3 million undrawn.

Deferred Financing Costs

Deferred financing costs are deducted against long-term debt and are amortized using the effective interest rate method over the term of the debt.

Below is a summary of the deferred financing costs:

	March 31, 2019	December 31, 2018
Convertible unsecured subordinated debentures	**4,581**	4,774
CMHC mortgages	**1,922**	2,017
Non-CMHC mortgages	**1,330**	1,419
Lease obligations	**198**	206
Total deferred financing costs	**8,031**	8,416
Less: current portion	**1,399**	1,404
	6,632	7,012

Interest Rates

The weighted average interest rate of all long-term debt as at March 31, 2019, was approximately 4.8% (December 31, 2018 – 4.9%). As at March 31, 2019, 89.3% of the long-term debt, including interest rate swaps, was at fixed rates (December 31, 2018 – 90.2%).

8. OTHER LONG-TERM LIABILITIES

	March 31, 2019	December 31, 2018
Accrued pension plan obligation	**34,978**	33,486
Interest rate swaps (*notes 5 and 7*)	**827**	523
Other	**1,470**	1,068
	37,275	35,077

9. SHARE-BASED COMPENSATION

The Company's share-based compensation, which includes deferred share units (DSUs) and performance share units (PSUs), and prior to 2019, share appreciation rights (SARs) was an expense of $0.2 million for 2019 (2018 – $0.4 million).

The carrying amounts of the Company's share-based compensation arrangements are recorded in the consolidated statements of financial position as follows:

	March 31, 2019	December 31, 2018
Contributed surplus – DSUs	**2,065**	1,914
Contributed surplus – PSUs	**859**	792

Equity-settled Long-term Incentive Plan

The Company's long-term incentive plan (the "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 PSUs for employees and DSUs for non-employee directors.

PSUs and DSUs granted under the LTIP do not carry any voting rights. DSUs vest immediately upon grant and PSUs vest three years from the date of grant. An aggregate of 4,387,974 Common Shares are reserved and available for issuance pursuant to the LTIP.

A summary of the Company's DSU and PSU activity is as follows:

	Deferred Share Units		Performance Share Units	
	Three months ended March 31, 2019	Twelve months ended December 31, 2018	Three months ended March 31, 2019	Twelve months ended December 31, 2018
Units outstanding, beginning of period	**239,725**	134,369	**188,909**	342,944
Granted	**19,987**	109,744	**–**	192,116
Reinvested dividend equivalents	**4,063**	10,498	**3,009**	26,007
Forfeited	**–**	–	**(34,900)**	(367,126)
Settled	**–**	(14,886)	**–**	(5,032)
Units outstanding, end of period	**263,775**	239,725	**157,018**	188,909
Weighted average fair value of units granted during the period at grant date	**$7.54**	$7.36	**–**	$9.33

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.

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

	Twelve months ended December 31, 2018
Grant date	March 15, 2018
Vesting date	March 15, 2021
PSUs granted	192,116
Fair value of AFFO component	$4.36
Fair value of TSR component	4.97
Grant date fair value	$9.33
Expected volatility of Extendicare's Common Shares	23.66%
Expected volatility of the Index	12.20%
Risk-free rate	1.84%
Dividend yield	nil

10. SHARE CAPITAL

Dividend Reinvestment Plan

The Company has a Dividend Reinvestment Plan (DRIP) pursuant to which shareholders who are Canadian residents may elect to reinvest their cash distributions in additional Common Shares. During the three months ended March 31, 2019, the Company issued 183,762 Common Shares at a value of $1.3 million in connection with the DRIP (2018 – 143,581 Common Shares at a value of $1.2 million).

Normal Course Issuer Bid

In January 2019, Extendicare received the approval of the TSX to renew its normal course issuer bid (the "Bid") to purchase for cancellation up to 8,830,000 Common Shares (approximately 10% of the public float) through the facilities of the TSX, and on alternative Canadian trading platforms. The Bid commenced on January 15, 2019, and provides Extendicare with flexibility to purchase Common Shares for cancellation until January 14, 2020, or on such earlier date as the Bid is complete. Subject to the TSX's block purchase exception, on any trading day, purchases under the Bid will not exceed 54,852 Common Shares. The price that Extendicare will pay for any Common Shares purchased under the Bid will be the prevailing market price at the time of purchase and any Common Shares purchased will be cancelled.

During the three months ended March 31, 2019, the Company did not purchase any Common Shares under the Bid. During the three months ended March 31, 2018, under the normal course issuer bid that commenced on January 15, 2018 and ended on January 14, 2019, the Company acquired and cancelled 703,585 Common Shares at an average price of $8.89 per share, for a total cost of $6.3 million.

11. EXPENSES BY NATURE

	Three months ended March 31,	
	2019	**2018**
Employee wages and benefits	**215,256**	214,209
Food, drugs, supplies and other variable costs	**12,271**	11,817
Property based and other	**26,177**	23,794
Lease costs (*note 3*)	**1,013**	1,627
Total operating expenses and administrative costs	**254,717**	251,447

12. OTHER EXPENSE

	Three months ended March 31,	
	2019	**2018**
Acquisition costs	**–**	180
Termination of B.C. market home health care contracts	**1,429**	–
	1,429	180

On March 13, 2019, the Company received notice from Fraser Health and Vancouver Coastal Health, both regional health authorities in British Columbia (the "Health Authorities"), that the Health Authorities will be bringing their home support services in-house, and as a result will not be renewing contracts with private sector home support agencies, including ParaMed Inc. (ParaMed), the Company's home health care operations. Consequently, ParaMed's contracts with the B.C. Health Authorities will expire in March 2020. The Company recognized a $1.4 million provision in the first quarter of 2019 for costs to be incurred in connection with the contract expiration.

In April 2018, the Company acquired the Lynde Creek Retirement Community, and incurred transaction costs of $0.2 million during the three months ended March 31, 2018.

13. FOREIGN EXCHANGE AND FAIR VALUE ADJUSTMENTS

Foreign exchange and fair value adjustments for the three months ended March 31, 2019, was a loss of $0.3 million for 2019 (2018 – gain of $0.1 million). These include: (1) foreign exchange gains or losses related to balances in connection with the U.S. Sale Transaction that are denominated in U.S. dollars; (2) fair value adjustments to interest rate swap contracts that lock in the interest rates for certain mortgages (*notes 5 and 8*); and (3) fair value adjustments on investments held for self-insured liabilities (*note 5*).

14. EARNINGS PER SHARE

Basic earnings per share (EPS) is calculated by dividing the net earnings for the period by the weighted average number of shares outstanding during the period, including vested DSUs awarded that have not settled. Diluted EPS is calculated by adjusting the net earnings and the weighted average number of shares outstanding for the effects of all dilutive instruments. The Company's potentially dilutive instruments include the convertible debentures and equity-settled compensation arrangements. The number of shares included with respect to the PSUs is computed using the treasury stock method. The convertible debentures and equity-settled compensation arrangements would be antidilutive and as such, these are not included in the calculation of diluted EPS.

The following table reconciles the numerator and denominator of the basic and diluted earnings per share computation.

	Three months ended March 31,	
	2019	**2018**
Numerator for Basic and Diluted Earnings per Share		
Earnings from continuing operations		
Net earnings for basic earnings per share	**2,958**	4,831
Less: earnings from discontinued operations, net of tax	**1,901**	1,265
Earnings from continuing operations for basic earnings per share	**1,057**	3,566
Add: after-tax interest on convertible debt	**1,524**	1,821
Earnings from continuing operations for diluted earnings per share	**2,581**	5,387
Net earnings		
Net earnings for basic earnings per share	**2,958**	4,831
Add: after-tax interest on convertible debt	**1,524**	1,821
Net earnings for diluted earnings per share	**4,482**	6,652
Denominator for Basic and Diluted Earnings per Share		
Actual weighted average number of shares	**88,583,070**	88,243,066
Vested equity-settled compensation	**242,007**	135,540
Weighted average number of shares for basic earnings per share	**88,825,077**	88,378,606
Shares issued if all convertible debt was converted	**10,326,531**	11,244,444
Dilutive effect of equity-settled compensation	**34,313**	65,200
Total for diluted earnings per share	**99,185,921**	99,688,250

	Three months ended March 31,	
	2019	2018
Basic and Diluted Earnings per Share *(in dollars)*		
Earnings from continuing operations	**0.01**	0.04
Earnings from discontinued operations	**0.02**	0.01
Net earnings	**0.03**	0.05

15. DISCONTINUED OPERATIONS

Earnings from discontinued operations for the three months ended March 31, 2019, included the release of a portion of the accrual for self-insured liabilities of $1.9 million (US$1.4 million). For the three months ended March 31, 2018, an adjustment of $1.3 million (US$1.0 million) related to the discount rate applied, reducing the accrual for self-insured liabilities.

16. COMMITMENTS AND CONTINGENCIES

Property and Equipment Commitments

The Company has outstanding commitments of $12.4 million at March 31, 2019, in connection with private-pay retirement communities under development in Ontario, which will be substantially financed with a combination of construction financing and cash on hand. These are expected to be incurred over the next year.

Legal Proceedings and Regulatory Actions

Extendicare and its consolidated subsidiaries are defendants in various actions and proceedings that are brought against them from time to time in connection with their operations.

As previously disclosed, in April 2018, the Company was served with a statement of claim alleging negligence by the Company in the operation of its long-term care centres and its provision of care to residents and seeking $150.0 million in damages. The claim sought an order certifying the claim as a class action pursuant to the *Class Proceedings Act* (Ontario). By order of the Ontario Superior Court of Justice, a request from the plaintiff for discontinuance of the class proceeding was approved on October 25, 2018. Following the discontinuance, the plaintiff who commenced the class proceeding still has the option to pursue a claim on her own behalf while others may also do so separately on their own behalf. The Company intends to defend itself against any and all such individual claims and does not believe the outcome on any or all such claims would have a material adverse impact on its business, results of operations or financial condition and in any event believes that any potential liability would be resolved within the limits of its insurance coverage.

On September 19, 2018, the Company was served with a statement of claim that seeks an order certifying the claim as a class action pursuant to the *Class Proceedings Act* (Ontario). The claim alleges that the Company failed to properly apply certain required medical equipment sterilization protocols at one or more of its home health care clinics and seeks $20.0 million in damages. The Company does not believe that the lawsuit or the damages sought have merit. The Company intends to vigorously defend itself against the claim and does not believe the outcome will have a material adverse impact on its business, results of operations or financial condition and in any event believes that any potential liability would be resolved within the limits of its insurance coverage.

The provision of health care services is subject to complex government regulations. Every effort is made by the Company to prevent deficiencies in the quality of patient care through quality assurance strategies and to remedy any such deficiencies cited by government inspections within any applicable prescribed time period. Extendicare accrues for costs that may result from investigations (or any possible related litigation) to the extent that an outflow of funds is probable and a reliable estimate of the amount of the associated costs can be made.

17. MANAGEMENT OF RISKS AND FINANCIAL INSTRUMENTS

(a) Management of Risks

LIQUIDITY RISK

Liquidity risk is the risk that the Company will encounter difficulty in meeting its contractual obligations. We manage our liquidity risk through the use of budgets and forecasts. Cash requirements are monitored regularly based on actual financial results and actual cash flows to ensure that there are sufficient resources to meet operational requirements. In addition, since there is a risk that current borrowings and long-term debt may not be refinanced or may not be refinanced on as favourable terms or with interest rates as favourable as those of the existing debt, we attempt to appropriately structure the timing of contractual long-term debt renewal obligations and exposures. In April 2018, the Company successfully refinanced the 2019 Debentures by issuing a new series of 2025 debentures.

In addition to cash generated from its operations and cash on hand, the Company has available undrawn credit facilities totalling $67.3 million (*note 7*).

CURRENCY RISK

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Cross-border transactions are subject to exchange rate fluctuations that may result in realized gains or losses as and when payments are made.

As a result of the U.S. Sale Transaction, our exposure to foreign currency risk has been significantly reduced. The following table outlines the net asset exposure to both the U.S. continuing operations and other items retained from the U.S. Sale Transaction as at March 31, 2019.

		March 31, 2019
	US$	**C$**
Assets		
Current assets	*15,867*	**21,183**
Investments held for self-insured liabilities	*43,979*	**58,705**
Liabilities		
Current liabilities	*5,013*	**6,691**
Indemnification provisions	*9,610*	**12,831**
Non-current liabilities	*15,504*	**20,696**
Net asset exposure	*29,719*	**39,670**

INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

To mitigate interest rate risk, the Company's long-term care debt portfolio includes fixed-rate debt and variable-rate debt with interest rate swaps in place. At March 31, 2019, construction loans of $58.0 million are variable-rate debt, which do not have interest rate swaps in place. The Company's credit facility, and future borrowings, may be at variable rates which would expose the Company to the risk of interest rate volatility (*note 7*).

Although the majority of the Company's long-term debt is effectively at fixed rates, there can be no assurance that as debt matures, renewal rates will not significantly impact future income and cash flow. The Company does not account for any fixed-rate liabilities at FVTPL; consequently, changes in interest rates have no impact on our fixed-rate debt and therefore, would not impact net earnings.

Below is the interest rate profile of our interest-bearing financial instruments, which reflects the impact of the interest rate swaps (*notes 5*, *8 and 13*):

	Carrying Amount	
	March 31, 2019	**December 31, 2018**
Fixed-rate instruments:		
Long-term debt [(1)]	**482,778**	484,520
Total liability in fixed-rate instruments	**482,778**	484,520
Variable-rate instruments:		
Long-term debt [(1)]	**58,049**	52,866
	58,049	52,866

[(1)] Includes current portion and excludes netting of deferred financing costs.

Fair Value Sensitivity Analysis for Variable-rate Instruments

All long-term debt with variable rates are classified as other financial liabilities, which are measured at amortized cost using the effective interest method of amortization; therefore, changes in interest rates would not affect OCI or net earnings with respect to variable-rate debt. As at March 31, 2019, long-term debt with variable rates represented 10.7% of total debt. The value of the interest rate swaps is subject to fluctuations in interest rates, changes in fair value of these swaps are recognized in net earnings (*notes 5 and 13*).

Cash Flow Sensitivity Analysis for Variable-rate Instruments

An increase of 100 basis points in interest rates would have decreased net earnings by $0.1 million and a decrease of 100 basis points in interest rates would have increased net earnings by $0.1 million. This analysis assumes that all other variables, in particular foreign currency rates, remains constant, and excludes variable interest rate debt that is locked in through interest rate swaps.

(b) Fair values of Financial Instruments

As at March 31, 2019	**Amortized Cost**	**Fair Value through Profit and Loss**	**Total Carrying Amount**	**Fair Value**	**Fair Value Hierarchy**
Financial assets:					
Cash and short-term investments	**70,500**	**–**	**70,500**	**70,514**	
Restricted cash	**2,443**	**–**	**2,443**	**2,443**	
Invested assets [(1)]	**442**	**–**	**442**	**442**	
Accounts receivable	**44,603**	**–**	**44,603**	**44,603**	
Interest rate swaps	**–**	**1,500**	**1,500**	**1,500**	Level 2
Amounts receivable and other assets [(2)] [(3)]	**51,971**	**–**	**51,971**	**54,390**	Level 2
Investments held for self-insured liabilities	**3,173**	**55,532**	**58,705**	**58,705**	Level 1
	173,132	**57,032**	**230,164**	**232,597**	
Financial liabilities:					
Accounts payable	**4,656**	**–**	**4,656**	**4,656**	
Interest rate swaps	**–**	**827**	**827**	**827**	
Long-term debt excluding convertible debentures [(3)] [(4)]	**420,832**	**–**	**420,832**	**443,843**	Level 2
Convertible debentures	**119,995**	**–**	**119,995**	**128,271**	Level 1
	545,483	**827**	**546,310**	**577,597**	

As at December 31, 2018	**Amortized Cost**	**Fair Value through Profit and Loss**	**Total Carrying Amount**	**Fair Value**	**Fair Value Hierarchy**
Financial assets:					
Cash and short-term investments	65,893	–	65,893	65,907	
Restricted cash	2,290	–	2,290	2,290	
Invested assets [(1)]	442	–	442	442	
Accounts receivable	50,570	–	50,570	50,570	
Interest rate swaps	–	2,556	2,556	2,556	Level 2
Amounts receivable and other assets [(2)] [(3)]	53,341	–	53,341	55,142	Level 2
Investments held for self-insured liabilities	5,834	62,104	67,938	67,938	Level 1
	178,370	64,660	243,030	244,845	
Financial liabilities:					
Accounts payable	6,239	–	6,239	6,239	
Interest rate swaps	–	523	523	523	
Long-term debt excluding convertible debentures [(3)] [(4)]	417,611	–	417,611	443,277	Level 2
Convertible debentures	119,775	–	119,775	125,551	Level 1
	543,625	523	544,148	575,590	

[(1)] Included in other assets.
[(2)] Includes primarily amounts receivable from government.
[(3)] Includes current portion.
[(4)] Excludes netting of deferred financing costs.

BASIS FOR DETERMINING FAIR VALUES

The following summarizes the significant methods and assumptions used in estimating the fair values of financial instruments reflected in the previous table.

Fair values for investments designated as FVTPL are based on quoted market prices. Accounts receivable are recorded at amortized cost. The carrying values of accounts receivable approximate fair values due to their short-term maturities, with the exception of the amounts receivable due from government of Ontario, which are valued at discounted future cash flows using current applicable rates for similar instruments of comparable maturity and credit quality (*note 5*). The fair values of convertible debentures are based on the closing price of the publicly traded convertible debentures on each reporting date, and the fair values of mortgages and other debt are estimated based on discounted future cash flows using discount rates that reflect current market conditions for instruments with similar terms and risks.

FAIR VALUE HIERARCHY

We use a fair value hierarchy to categorize the type of valuation techniques from which fair values are derived: Level 1 – use of quoted market prices; Level 2 – internal models using observable market information as inputs; and Level 3 – internal models without observable market information as inputs.

The fair value hierarchy for the fair values of financial instruments where carrying value is not a reasonable approximation of fair value, are indicated above.

18. SEGMENTED INFORMATION

The Company reports the following segments: i) long-term care; ii) retirement living; iii) home health care; iv) management, consulting and group purchasing as "other Canadian operations"; and v) the Canadian corporate functions and any intersegment eliminations as "corporate Canada". The continuing U.S. operations consist of the Captive.

The long-term care segment represents the 58 long-term care centres that the Company owns and operates in Canada. The retirement living segment includes seven acquired retirement communities, and three communities that were constructed. The retirement communities provide accommodation and services to private-pay residents at rates set by Extendicare based on the services provided and market conditions. Through our 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 other Canadian operations are composed of its contract operations management, consulting and group purchasing operations. Through our Extendicare Assist division, we provide management and consulting services to third-party owners; and through our SGP Purchasing Partner Network division, we offer cost-effective purchasing contracts to other senior care providers for food, capital equipment, furnishings, cleaning and nursing supplies, and office products.

The Company continues to group its former and remaining U.S. operations as one segment. The Captive's expense incurred for self-insured liabilities related to the Company's U.S. general and professional liability risks up to the date of the U.S. Sale Transaction as well as the disposed U.S. businesses are presented as discontinued operations; while the Captive's costs to administer and manage the settlement of the remaining claims are reported as continuing operations within the U.S. segment.

	Three months ended March 31, 2019							
(in thousands of Canadian dollars)	**Long-term Care**	**Retirement Living**	**Home Health Care**	**Other Canadian Operations**	**Corporate Canada**	**Total Canada**	**Total U.S.**	**Total**
CONTINUING OPERATIONS								
Revenue	**156,221**	**9,508**	**102,665**	**5,875**	**–**	**274,269**	**–**	**274,269**
Operating expenses	**139,383**	**6,929**	**95,112**	**2,459**	**–**	**243,883**	**–**	**243,883**
Net operating income	**16,838**	**2,579**	**7,553**	**3,416**	**–**	**30,386**	**–**	**30,386**
Administrative costs					**10,612**	**10,612**	**222**	**10,834**
Earnings (loss) before depreciation, amortization, and other expense						**19,774**	**(222)**	**19,552**
Depreciation and amortization					**9,427**	**9,427**	**–**	**9,427**
Other expense					**1,429**	**1,429**	**–**	**1,429**
Earnings (loss) before net finance costs and income taxes						**8,918**	**(222)**	**8,696**
Net interest costs					**6,320**	**6,320**	**234**	**6,554**
Foreign exchange and fair value adjustments					**1,829**	**1,829**	**(1,500)**	**329**
Net finance costs (income)					**8,149**	**8,149**	**(1,266)**	**6,883**
Earnings before income taxes						**769**	**1,044**	**1,813**
Income tax expense (recovery)								
Current					**1,524**	**1,524**	**–**	**1,524**
Deferred					**(768)**	**(768)**	**–**	**(768)**
Total income tax expense					**756**	**756**	**–**	**756**
Earnings from continuing operations						**13**	**1,044**	**1,057**
DISCONTINUED OPERATIONS								
Earnings from discontinued operations, net of income taxes					**–**	**–**	**1,901**	**1,901**
Net earnings						**13**	**2,945**	**2,958**

(in thousands of Canadian dollars)	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
								Three months ended March 31, 2018
CONTINUING OPERATIONS								
Revenue	152,805	6,971	106,464	5,142	3	271,385	39	271,424
Operating expenses	136,844	5,339	97,835	2,084	–	242,102	–	242,102
Net operating income	15,961	1,632	8,629	3,058	3	29,283	39	29,322
Administrative costs					9,062	9,062	283	9,345
Earnings (loss) before depreciation, amortization, and other expense						20,221	(244)	19,977
Depreciation and amortization					7,837	7,837	–	7,837
Other expense					180	180	–	180
Earnings (loss) before net finance costs and income taxes						12,204	(244)	11,960
Net interest costs					6,375	6,375	335	6,710
Foreign exchange and fair value adjustments					(879)	(879)	749	(130)
Net finance costs					5,496	5,496	1,084	6,580
Earnings (loss) before income taxes						6,708	(1,328)	5,380
Income tax expense								
Current					583	583	–	583
Deferred					1,231	1,231	–	1,231
Total income tax expense					1,814	1,814	–	1,814
Earnings (loss) from continuing						4,894	(1,328)	3,566
DISCONTINUED OPERATIONS								
Earnings from discontinued operations, net of income taxes					–	–	1,265	1,265
Net earnings (loss)						4,894	(63)	4,831

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