



## **SHAREHOLDERS' QUARTERLY REPORT**

# Q2 2019

Extencare Inc.  
Dated: August 14, 2019





## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

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# Management’s Discussion and Analysis

Thee and six months ended June 30, 2019

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## BASIS OF PRESENTATION

This Management’s Discussion and Analysis (MD&A) provides information on Extencicare Inc. and its subsidiaries, and unless the context otherwise requires, references to “Extencicare”, the “Company”, “we”, “us” and “our” or similar terms refer to Extencicare 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 Extencicare 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 services and consulting to third-party long-term care (LTC) centres and retirement living communities through its Extencicare 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 and six months ended June 30, 2019. This MD&A should be read in conjunction with the Company’s unaudited interim condensed consolidated financial statements for the three and six months ended June 30, 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 and six months ended June 30, 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.extencicare.com](http://www.extencicare.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 August 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](http://www.sedar.com) under the Company’s issuer profile and on the Company’s website at [www.extendicare.com](http://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 changes in 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; the ability of the Company to renew its government licenses and contracts; 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](http://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 related 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 “Select Quarterly Financial Information”, “2019 Second Quarter Financial Review” and “2019 Six Month 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 services and consulting to a growing list of third-party LTC centres and retirement living communities through our Extencicare 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 fourth quarter of 2021, an estimated stabilized annual NOI of \$3.2 million and a corresponding NOI Yield of 8.2%.

### **Financing Activity**

In April 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.

In June 2019, the Company renewed its corporate head office lease for a term of 10 years with renewal options, resulting in the recognition of a right-of-use asset and lease obligation of \$10.3 million, in accordance with IFRS 16.

## ParaMed – Bill 148 Funding Update

Subsequent to March 31, 2019, the Company received confirmation from the Local Health Integration Networks (LHINs) of the amount of additional funding they would provide to offset increased costs associated with Bill 148, the *Fair Workplaces, Better Jobs Act, 2017* (Ontario) in 2018. The incremental funding was in excess of that estimated by the Company for the period ended December 31, 2018, resulting in a \$2.2 million increase in the Company's accrued revenue estimates, which was recorded in the three months ended June 30, 2019. For further information, refer to the discussion under "Update of Regulatory and Funding Changes Affecting Results – Ontario Home Health Care Funding".

## ParaMed – Transformation

Our home health care business, ParaMed, accounted for 37.8% of our revenue for the six months ended June 30, 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 substantially 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 six months ended June 30, 2019, Adjusted EBITDA was impacted by approximately \$3.3 million (\$1.3 million at the NOI level), as compared to approximately \$1.3 million (\$0.9 million at the NOI level) for the six months ended June 30, 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 <i>(millions of dollars)</i>	Three months ended June 30		Six months ended June 30		Year	
	2019	2018	2019	2018	2018	2017
Operating expenses <sup>(1)</sup>	0.6	0.5	1.3	0.9	2.3	1.6
Administrative costs	1.0	0.2	2.0	0.4	1.0	–
<b>Adjusted EBITDA</b>	<b>1.6</b>	<b>0.7</b>	<b>3.3</b>	<b>1.3</b>	<b>3.3</b>	<b>1.6</b>

(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 substantially all of ParaMed's offices by the end of this year and anticipates business volumes 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").

The Company continues to make progress with ParaMed's exit from the B.C. home health care market. Final dates for the transfer of the operations to the B.C. Health Authorities have not been finalized; however, we expect it to occur no later than the first quarter of 2020. In connection with the expiration of the contracts, the Company recorded a charge of \$1.4 million in the three months ended March 31, 2019, primarily for facilities related costs.

For the three months ended June 30, 2019, ParaMed's B.C. operations contributed revenue of \$12.6 million and a net operating loss of \$0.3 million, as compared to revenue of \$11.4 million and net operating income of less than \$0.1 million for the three months ended June 30, 2018. For the six months ended June 30, 2019, ParaMed's B.C. operations contributed revenue of \$24.2 million and a net operating loss of \$0.5 million, as compared to revenue of \$22.4 million and break-even operating income for the six months ended June 30, 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 June 30, 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 services to 53 LTC centres and retirement living communities for third parties through Extendicare Assist. In total, Extendicare operated or provided contract services to a network of 121 LTC centres and retirement living communities across four provinces in Canada, with capacity for 15,663 residents. The majority of these centres are in Ontario and Alberta, which accounted for approximately 77% and 11% of residents served, respectively.

In addition to providing group purchasing services to the Company's owned centres, SGP supports third-party clients representing approximately 58,700 senior residents across Canada, as at June 30, 2019. With respect to the Company's home health care operations, for the trailing twelve months ended June 30, 2019, ParaMed delivered approximately 10.7 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 and those for which it provided contract services to, as at June 30, 2019. 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.

By Province	Long-term Care		Retirement Living		Chronic Care Unit		Total	
	No. of Centres	Resident Capacity	No. of Centres	Resident Capacity	No. of Centres	Resident Capacity	No. of Centres	Resident Capacity
<b>Owned/Leased</b>								
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
<b>Contract Services</b>								
Ontario	42	5,442	6	660	1	120	49	6,222
Alberta	1	102	1	109	–	–	2	211
Manitoba	2	168	–	–	–	–	2	168
	45	5,712	7	769	1	120	53	6,601
<b>Total</b>	<b>103</b>	<b>13,849</b>	<b>17</b>	<b>1,694</b>	<b>1</b>	<b>120</b>	<b>121</b>	<b>15,663</b>

(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 six months of 2019 and the 2018 year. In January 2019, the Company welcomed its first resident to its recently constructed Bolton Mills Retirement Community (112 suites) in Bolton, Ontario.

LTC and Retirement Living	Six months ended June 30, 2019		Year 2018	
	No. of Centres	Resident Capacity	No. of Centres	Resident Capacity
As at beginning of year	120	15,447	116	15,004
Contract services added	1	164	4	524
Contract services ceased	(1)	(60)	(1)	(243)
Retirement living	1	112	1	138
LTC addition	–	–	–	24
<b>As at end of period</b>	<b>121</b>	<b>15,663</b>	<b>120</b>	<b>15,447</b>

## 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 services, 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 three and six months ended June 30, 2019 and 2018.

Operating Segments	Three months ended June 30				Six months ended June 30			
	2019		2018		2019		2018	
	Revenue	NOI	Revenue	NOI	Revenue	NOI	Revenue	NOI
Long-term care	56.3%	55.0%	55.8%	49.9%	56.6%	55.2%	56.0%	51.9%
Retirement living	3.5%	8.2%	2.9%	6.5%	3.5%	8.3%	2.8%	6.1%
Home health care	38.1%	27.7%	39.3%	34.6%	37.8%	26.4%	39.3%	32.3%
Other Canadian	2.1%	9.1%	2.0%	8.9%	2.1%	10.1%	1.9%	9.6%
Remaining U.S.	0.0%	0.0%	0.0%	0.1%	0.0%	0.0%	0.0%	0.1%

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 June 30, 2019, as well as the maximum preferred differential rates per diem for each classification of bed that took effect July 1, 2019.

Ontario Owned/Leased	No. of Centres	Composition of Beds				
		Private \$26.64 premium	Private \$19.17 premium	Semi-private \$8.52 premium	Basic/Other	Total
New	13	1,106	–	–	741	1,847
Class C <sup>(1)</sup>	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 June 30, 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 June 30, 2019, ParaMed delivered approximately 10.7 million hours of service, of which approximately 82% were provided in Ontario, 12% 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 services and consulting provided by Extencicare Assist, and group purchasing services provided by SGP Purchasing Partner Network.

### *Contract Services and Consulting*

Through its Extencicare Assist division, the Company leverages its expertise in operating LTC centres and retirement living communities in providing a wide range of contract services and consulting to third parties. Extencicare 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. Extencicare Assist provides a broad range of services aimed at meeting the needs of its partners, including: financial administration, record keeping, regulatory compliance and purchasing. In addition, Extencicare Assist provides consulting services to third parties for the development and redevelopment of LTC centres.

Extencicare Assist's contract services portfolio consisted of 53 LTC centres and retirement living communities with capacity for 6,601 residents as at June 30, 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 June 30, 2019, SGP provided services to third parties representing approximately 58,700 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 June 30, 2019, the accrual for U.S. self-insured general and professional liabilities was \$19.7 million (US\$15.1 million) as 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 \$41.6 million (US\$31.8 million) as 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 six months ended June 30, 2019, the Company released \$4.7 million (US\$3.5 million) of reserves for self-insured liabilities, and transferred \$13.4 million (US\$10.0 million) of cash previously held for investment by the Captive to the Company for general corporate use. The Company is in the process of repatriating a further US\$10.0 million from the Captive before the end of 2019. 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 Average Occupancy (%)	2019				2018		2017	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Total LTC	97.5%	96.9%	97.6%	97.8%	97.2%	96.4%	97.7%	98.2%
Ontario LTC								
Total operations	98.2%	97.5%	98.2%	98.3%	97.7%	97.1%	98.2%	98.5%
Preferred Accommodation <sup>(1)</sup>								
“New” centres – private	96.5%	95.3%	96.6%	97.6%	96.7%	96.3%	98.1%	98.3%
“C” centres – private	93.8%	96.2%	97.6%	97.8%	97.3%	97.4%	98.8%	97.8%
“C” centres – semi-private	65.6%	65.3%	66.1%	66.5%	65.7%	65.2%	66.5%	67.3%

(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 97.5% for the three months ended June 30, 2019, as compared to 97.2% for the three months ended June 30, 2018, and 96.9% for the three months ended March 31, 2019. 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 96.5% for the three months ended June 30, 2019, as compared to 96.7% for the three months ended June 30, 2018, and as compared to 95.3% for the three months ended March 31, 2019. The average occupancy of the private beds at the Company’s Class C centres was 93.8% for the three months ended June 30, 2019, as compared to 97.3% for the three months ended June 30, 2018, and as compared to 96.2% for the three months ended March 31, 2019.

## Retirement Living

The following table summarizes the composition of the Company’s ten retirement living communities in operation as at June 30, 2019, which remained unchanged from 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, ON	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	
<b>Total suites</b>		<b>925</b>	<b>507</b>	<b>418</b>	<b>720</b>	<b>205</b>
<b>Total communities</b>		<b>10</b>	<b>6</b>	<b>4</b>	<b>8</b>	<b>2</b>

## 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 of the past eight quarters.

Retirement Living Communities	2019				2018			2017
	Jun. 30	Mar. 31	Dec. 31	Sept. 30	Jun. 30	Mar. 31	Dec. 31	Sept. 30
<b>As at Occupancy (%) – total</b>	<b>83.8%</b>	<b>80.9%</b>	88.6%	89.5%	86.0%	80.8%	78.6%	76.1%
Stabilized communities	<b>93.3%</b>	<b>94.7%</b>	95.7%	93.9%	92.1%	87.7%	88.9%	83.4%
Lease-up communities	<b>72.2%</b>	<b>64.1%</b>	76.8%	80.8%	73.9%	69.7%	62.1%	57.0%

The occupancy of the stabilized communities was 93.3% as at June 30, 2019, as compared to 94.7% on March 31, 2019, and to 95.7% as at 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 72.2% as at June 30, 2019, as compared to 64.1% as at March 31, 2019. The decline in occupancy of the lease-up communities as at December 31, 2018 and March 31, 2019, from the respective sequential quarters reflects the impact of the completion of the 45-suite addition at Douglas Crossing in November 2018, and the opening of Bolton Mills (112 suites) in January 2019.

## 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 was 94.0% for the three months ended June 30, 2019, as compared to 90.0% for the same prior year period. Those communities still in lease-up experienced sequential growth in average occupancy to 67.4% for the three months ended June 30, 2019, from 59.9% for the three months ended March 31, 2019. 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.

Retirement Living Communities	2019				2018			2017
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
<b>Average Occupancy (%) – total</b>	<b>82.0%</b>	<b>79.3%</b>	88.4%	87.9%	84.4%	80.4%	75.9%	71.9%
Stabilized communities	<b>94.0%</b>	<b>95.4%</b>	94.5%	92.3%	90.0%	88.8%	87.9%	86.8%
Lease-up communities	<b>67.4%</b>	<b>59.9%</b>	77.7%	79.3%	73.7%	67.1%	54.0%	49.4%

## 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 Service Volumes	2019				2018			2017
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Hours of service (000's)	<b>2,660.4</b>	<b>2,595.3</b>	2,750.0	2,708.6	2,734.8	2,705.0	2,818.4	2,833.6
Hours per day	<b>29,236</b>	<b>28,837</b>	29,891	29,441	30,053	30,055	30,634	30,800

Revenue from provincial programs represented approximately 98% of the Company's home health care revenue for the six months ended June 30, 2019 (2018 year – 98%). ParaMed's average daily hours of service for the three months ended June 30, 2019, improved by 1.4% over the three months ended March 31, 2019. In comparison to the three months ended June 30, 2018, ParaMed's average daily hours of service declined by 2.7% this quarter, largely due to the challenges experienced with ParaMed's Ontario operations. 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").

## SELECT QUARTERLY FINANCIAL INFORMATION

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

<i>(thousands of dollars unless otherwise noted)</i>	2019		2018				2017	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
Revenue	284,053	274,269	288,793	280,302	279,488	271,424	281,398	273,230
Net operating income	35,320	30,386	32,863	35,492	36,307	29,322	35,622	34,729
<i>NOI margin</i>	12.4%	11.1%	11.4%	12.7%	13.0%	10.8%	12.7%	12.7%
Adjusted EBITDA	24,973	19,552	22,538	24,393	27,330	19,977	27,555	24,025
<i>Adjusted EBITDA margin</i>	8.8%	7.1%	7.8%	8.7%	9.8%	7.4%	9.8%	8.8%
Earnings (loss) from continuing operations	5,854	1,057	(9,055)	7,598	5,975	3,566	10,301	6,545
Earnings from discontinued operations	2,471	1,901	15,562	975	5,852	1,265	3,333	–
Net earnings	8,325	2,958	6,507	8,573	11,827	4,831	13,634	6,545
Earnings (loss) from continuing operations per basic share (\$)	0.07	0.01	(0.10)	0.08	0.07	0.04	0.11	0.07
Net earnings per basic share (\$)	0.10	0.03	0.07	0.10	0.14	0.05	0.15	0.07
AFFO	14,926	12,615	12,570	13,379	17,133	14,669	15,713	15,646
per basic share (\$)	0.168	0.142	0.142	0.151	0.194	0.166	0.178	0.176
Maintenance Capex	2,312	916	4,202	3,639	3,783	1,051	3,271	2,777
Cash dividends declared	10,657	10,634	10,612	10,591	10,570	10,578	10,623	10,642
per share (\$)	0.120	0.120	0.120	0.120	0.120	0.120	0.120	0.120
Weighted Average Number of Shares								
Basic	89,039	88,825	88,612	88,412	88,208	88,379	88,633	88,844
Diluted	99,415	99,186	98,962	98,788	98,595	99,688	99,916	100,123

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

<i>(thousands of dollars)</i>	2019		2018				2017	
	Q2	Q1	Q4	Q3	Q2	Q1	Q4	Q3
<b>Earnings (loss) from continuing operations before income taxes</b>	8,057	1,813	(12,327)	10,135	9,131	5,380	13,212	9,874
<b>Add (Deduct):</b>								
Depreciation and amortization	9,705	9,427	10,184	9,014	8,235	7,837	8,170	7,766
Net finance costs	6,236	6,883	8,039	5,244	6,591	6,580	6,173	6,385
Other expense	975	1,429	16,642	–	3,373	180	–	–
<b>Adjusted EBITDA</b>	24,973	19,552	22,538	24,393	27,330	19,977	27,555	24,025
<b>Add (Deduct):</b>								
Administrative costs	10,347	10,834	10,325	11,099	8,977	9,345	8,067	10,704
<b>Net operating income</b>	35,320	30,386	32,863	35,492	36,307	29,322	35,622	34,729

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 1<sup>st</sup> and accommodation funding increases effective July 1<sup>st</sup>, and Alberta long-term care providers generally receive annual inflationary rate increases and acuity-based funding adjustments on April 1<sup>st</sup>, and accommodation funding increases effective July 1<sup>st</sup>;
- 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 SECOND QUARTER FINANCIAL REVIEW

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

<i>(thousands of dollars)</i>	Three months ended June 30						
	2019			2018			Total Change
	Canada	U.S.	Total	Canada	U.S.	Total	
<b>Revenue</b>	<b>284,053</b>	–	<b>284,053</b>	279,437	51	279,488	4,565
Operating expenses	<b>248,733</b>	–	<b>248,733</b>	243,181	–	243,181	5,552
<b>Net operating income</b>	<b>35,320</b>	–	<b>35,320</b>	36,256	51	36,307	(987)
Administrative costs	<b>10,168</b>	<b>179</b>	<b>10,347</b>	8,704	273	8,977	1,370
<b>Adjusted EBITDA</b>	<b>25,152</b>	<b>(179)</b>	<b>24,973</b>	27,552	(222)	27,330	(2,357)
Depreciation and amortization	<b>9,705</b>	–	<b>9,705</b>	8,235	–	8,235	1,470
Other expense	<b>975</b>	–	<b>975</b>	3,373	–	3,373	(2,398)
<b>Earnings (loss) before net finance costs and income taxes</b>	<b>14,472</b>	<b>(179)</b>	<b>14,293</b>	15,944	(222)	15,722	(1,429)
Interest expense (net of capitalized interest)	<b>7,030</b>	–	<b>7,030</b>	7,089	–	7,089	(59)
Interest revenue	<b>(901)</b>	–	<b>(901)</b>	(898)	–	(898)	(3)
Accretion	<b>293</b>	<b>235</b>	<b>528</b>	367	473	840	(312)
Foreign exchange and fair value adjustments	<b>881</b>	<b>(1,302)</b>	<b>(421)</b>	(65)	(375)	(440)	19
<b>Net finance costs (income)</b>	<b>7,303</b>	<b>(1,067)</b>	<b>6,236</b>	6,493	98	6,591	(355)
<b>Earnings (loss) from continuing operations before income taxes</b>	<b>7,169</b>	<b>888</b>	<b>8,057</b>	9,451	(320)	9,131	(1,074)
<b>Income tax expense (recovery)</b>							
Current	<b>3,029</b>	–	<b>3,029</b>	2,886	–	2,886	143
Deferred	<b>(826)</b>	–	<b>(826)</b>	270	–	270	(1,096)
Total income tax expense	<b>2,203</b>	–	<b>2,203</b>	3,156	–	3,156	(953)
<b>Earnings (loss) from continuing operations</b>	<b>4,966</b>	<b>888</b>	<b>5,854</b>	6,295	(320)	5,975	(121)
Earnings from discontinued operations	–	<b>2,471</b>	<b>2,471</b>	–	5,852	5,852	(3,381)
<b>Net earnings</b>	<b>4,966</b>	<b>3,359</b>	<b>8,325</b>	6,295	5,532	11,827	(3,502)
<b>Earnings (loss) from continuing operations</b>	<b>4,966</b>	<b>888</b>	<b>5,854</b>	6,295	(320)	5,975	(121)
<b>Add (Deduct)<sup>(1)</sup>:</b>							
Foreign exchange and fair value adjustments	<b>696</b>	<b>(1,302)</b>	<b>(606)</b>	(84)	(375)	(459)	(147)
Other expense	<b>717</b>	–	<b>717</b>	2,880	–	2,880	(2,163)
<b>Earnings (loss) from continuing operations before separately reported items, net of taxes</b>	<b>6,379</b>	<b>(414)</b>	<b>5,965</b>	9,091	(695)	8,396	(2,431)

(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 (loss) from continuing operations before income taxes” to “Adjusted EBITDA” and “net operating income”.

<i>(thousands of dollars)</i>	Three months ended June 30						
	2019			2018			Total Change
	Canada	U.S.	Total	Canada	U.S.	Total	
<b>Earnings (loss) from continuing operations before income taxes</b>	<b>7,169</b>	<b>888</b>	<b>8,057</b>	9,451	(320)	9,131	(1,074)
<b>Add (Deduct):</b>							
Depreciation and amortization	<b>9,705</b>	–	<b>9,705</b>	8,235	–	8,235	1,470
Net finance costs (income)	<b>7,303</b>	<b>(1,067)</b>	<b>6,236</b>	6,493	98	6,591	(355)
Other expense	<b>975</b>	–	<b>975</b>	3,373	–	3,373	(2,398)
<b>Adjusted EBITDA</b>	<b>25,152</b>	<b>(179)</b>	<b>24,973</b>	27,552	(222)	27,330	(2,357)
<b>Add (Deduct):</b>							
Administrative costs	<b>10,168</b>	<b>179</b>	<b>10,347</b>	8,704	273	8,977	1,370
<b>Net operating income</b>	<b>35,320</b>	–	<b>35,320</b>	36,256	51	36,307	(987)

The following is an analysis of the consolidated results from operations for the three months ended June 30, 2019, as compared to the three months ended June 30, 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.

## Summary of Factors Impacting Comparability

To assist in the analysis, the following is a summary of factors impacting the comparability of results from operations between periods:

- revenue was favourably impacted in the three months ended June 30, 2019, by the recognition of an increase in accrued home health care revenue estimates of \$2.2 million for 2018 related to Bill 148, based on final confirmation from the LHINs;
- operating expenses were higher by approximately \$1.7 million due to an additional statutory holiday this period (\$0.4 million impacting long-term care operations and \$1.3 million impacting home health care operations);
- operating expenses were higher by \$0.1 million due to higher ParaMed Transformation costs of \$0.6 million for the three months ended June 30, 2019, as compared to \$0.5 million for the same prior year period;
- administrative costs were higher by \$0.8 million due to higher ParaMed Transformation costs of \$1.0 million for the three months ended June 30, 2019, as compared to \$0.2 million for the same prior year period; and
- the adoption of IFRS 16 in 2019 reduced administrative costs by \$0.7 million and increased depreciation costs by \$0.7 million for the three months ended June 30, 2019.

The net impact of the above items was an increase in net operating income of \$0.4 million and Adjusted EBITDA of \$0.3 million for the three months ended June 30, 2019, as compared to the same prior year period.

## Revenue

Revenue grew by \$4.5 million or 1.6% to \$284.0 million for the three months ended June 30, 2019. Excluding the factors impacting comparability discussed above, revenue increased by \$2.3 million, or 0.9%, driven primarily by LTC funding enhancements, expansion of the retirement living operations, and growth in other Canadian operations, partially offset by a decline in home health care volumes.

## Operating Expenses

Operating expenses increased by \$5.5 million or 2.3% to \$248.7 million for the three months ended June 30, 2019. Total labour costs increased by \$3.8 million over the three months ended June 30, 2018, and represented 86.1% and 86.5% of operating expenses in the second quarters of 2019 and 2018, respectively, and as a percentage of revenue were 75.4% and 75.2%, respectively. Excluding the factors impacting comparability discussed above, operating expenses were higher by \$3.7 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.

## Net Operating Income

Net operating income declined by \$1.0 million or 2.7% to \$35.3 million for the three months ended June 30, 2019, and represented 12.4% of revenue as compared to 13.0% for the three months ended June 30, 2018. Excluding the factors impacting comparability previously noted, net operating income declined by \$1.4 million to \$35.4 million for the three months ended June 30, 2019, and represented 12.6% of revenue as compared to \$36.8 million, or 13.2% of revenue for the same prior year period, reflecting funding enhancements, and growth of the retirement living and other Canadian operations, offset by lower home health care volumes and increased operating costs.

## Administrative Costs

Administrative costs increased by \$1.4 million, or 15.3%, to \$10.3 million for the three months ended June 30, 2019. Excluding the factors impacting comparability discussed above, administrative costs increased by \$1.3 million, primarily due to higher compensation costs and professional fees.

## **Adjusted EBITDA**

Adjusted EBITDA declined by \$2.4 million to \$25.0 million for the three months ended June 30, 2019, and represented 8.8% of revenue as compared to 9.8% for the three months ended June 30, 2018, reflecting the \$1.0 million decline in net operating income and higher administrative costs of \$1.4 million. Excluding the factors impacting comparability discussed above, Adjusted EBITDA declined by \$2.7 million to \$25.4 million, or 9.0% of revenue for the three months ended June 30, 2019, as compared to \$28.1 million, or 10.0% of revenue for the same prior year period, reflecting growth in LTC and retirement living operations, offset by lower volumes and net operating income in the home health care operations and increased administrative costs.

## **Depreciation and Amortization**

Depreciation and amortization costs increased by \$1.5 million to \$9.7 million for the three months ended June 30, 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 \$1.0 million for the three months ended June 30, 2019, related to costs incurred in connection with the representation and standstill agreement that the Company entered into on April 22, 2019 with the Sandpiper group (the "Sandpiper Agreement") pursuant to which two nominees of the Sandpiper group were appointed to the Company's board of directors (the "Board"), and certain standstill covenants were provided in favour of the Company. Other expense of \$3.4 million for the three months ended June 30, 2018, related to costs associated with the redemption of convertible debentures and the acquisition of a retirement community.

## **Net Finance Costs**

Net finance costs declined by \$0.4 million to \$6.2 million for the three months ended June 30, 2019, primarily due to lower accretion costs in connection with the decline in the accrual for U.S. self-insured liabilities. The adoption of IFRS 16 resulted in an increase in interest expense of less than \$0.1 million for the three months ended June 30, 2019.

## **Income Taxes**

The income tax provision was \$2.2 million for the three months ended June 30, 2019, representing an effective tax rate of 27.3%, as compared to a provision of \$3.2 million and an effective tax rate of 34.6% for the three months ended June 30, 2018. The effective tax rate of the Canadian operations was 30.7% for the three months ended June 30, 2019, as compared to 33.4% for the three months ended June 30, 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 29.3% for the three months ended June 30, 2019, as compared to 28.7% for the same prior year period.

## **Earnings from Continuing Operations**

Earnings from continuing operations of \$5.9 million (\$0.07 per basic share) for the three months ended June 30, 2019, was down slightly by \$0.1 million from \$6.0 million (\$0.07 per basic share) for the three months ended June 30, 2018, largely impacted by the above noted additional statutory holiday, costs associated with the Sandpiper Agreement, higher ParaMed Transformation costs, and lower ParaMed business volumes, partially offset by the prior period funding adjustment.

## **Discontinued Operations**

Earnings from discontinued operations relate to the former U.S. operations and were \$2.5 million for the three months ended June 30, 2019, as compared to \$5.8 million for the three months ended June 30, 2018. Earnings for the three months ended June 30, 2019 and 2018, included releases of the Captive's reserves of \$2.8 million and \$5.8 million, respectively. The balance of the earnings related to the impact of discount rate adjustments 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 June 30 <i>(thousands of dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>2019 – Total</b>								
Revenue	159,936	10,006	108,217	5,894	–	284,053	–	284,053
Operating expenses	140,506	7,089	98,443	2,695	–	248,733	–	248,733
Net operating income	19,430	2,917	9,774	3,199	–	35,320	–	35,320
<i>NOI margin %</i>	<i>12.1%</i>	<i>29.2%</i>	<i>9.0%</i>	<i>54.3%</i>	–	<i>12.4%</i>	–	<i>12.4%</i>
<b>2018 – Total</b>								
Revenue	155,833	8,242	109,852	5,510	–	279,437	51	279,488
Operating expenses	137,716	5,896	97,287	2,282	–	243,181	–	243,181
Net operating income	18,117	2,346	12,565	3,228	–	36,256	51	36,307
<i>NOI margin %</i>	<i>11.6%</i>	<i>28.5%</i>	<i>11.4%</i>	<i>58.6%</i>	–	<i>13.0%</i>	<i>100.0%</i>	<i>13.0%</i>
<b>Change in Total</b>								
Revenue	4,103	1,764	(1,635)	384	–	4,616	(51)	4,565
Operating expenses	2,790	1,193	1,156	413	–	5,552	–	5,552
Net operating income	1,313	571	(2,791)	(29)	–	(936)	(51)	(987)

### LONG-TERM CARE OPERATIONS

Net operating income from the long-term care operations was \$19.4 million for the three months ended June 30, 2019, as compared to \$18.1 million for the three months ended June 30, 2018, an increase of \$1.3 million or 7.2%. The NOI margin was 12.1% for the three months ended June 30, 2019, up from 11.6% for the same prior year period. Revenue grew by \$4.1 million, or 2.6%, of which approximately \$2.2 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 \$2.8 million, or 2.0%, due primarily to higher labour and food costs, including approximately \$0.4 million due to one additional statutory holiday this quarter. Total labour costs, as a component of total operating expenses, increased by \$2.1 million over the three months ended June 30, 2018, and represented 83.0% of operating expenses for the three months ended June 30, 2019, as compared to 83.2% for 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.

Retirement Living <i>(thousands of dollars unless otherwise noted)</i>	Three months ended June 30				
	2019		2018		Change
<b>Same-store</b>					
Revenue	8,584		7,215		1,369
Operating expenses	5,713		5,130		583
Net operating income / margin %	2,871 33.4%		2,085 28.9%		786
<i>Average occupancy / weighted average available suites</i>	<i>91.7% 720</i>		<i>83.2% 676</i>		<i>44</i>
<b>Non Same-store</b>					
Revenue	1,422		1,027		395
Operating expenses	1,376		766		610
Net operating income / margin %	46 3.2%		261 25.4%		(215)
<i>Average occupancy / weighted average available suites</i>	<i>47.6% 205</i>		<i>94.0% 83</i>		<i>122</i>
<b>Total</b>					
Revenue	10,006		8,242		1,764
Operating expenses	7,089		5,896		1,193
Net operating income / margin %	2,917 29.2%		2,346 28.5%		571
<i>Average occupancy / weighted average available suites</i>	<i>82.0% 925</i>		<i>84.4% 759</i>		<i>166</i>

Net operating income from the retirement living operations was \$2.9 million for the three months ended June 30, 2019, as compared to \$2.3 million for the three months ended June 30, 2018, an increase of \$0.6 million or 24.3%. This improvement was driven primarily by growth in average occupancy from same-store operations to 91.7% for the three months ended June 30, 2019, as compared to 83.2% for the same prior year period, partially offset by a decline in the contribution from non same-store operations of \$0.2 million, due to increased lease-up losses from a retirement community (112 suites) that opened in January 2019, and pre-opening losses from a retirement community due to open later this year.

### **HOME HEALTH CARE OPERATIONS**

Net operating income from the home health care operations was \$9.8 million for the three months ended June 30, 2019, as compared to \$12.6 million for the three months ended June 30, 2018, a decrease of \$2.8 million or 22.2%. The NOI margin was 9.0% for the three months ended June 30, 2019, as compared to 11.4% for the same prior year period. Total labour costs as a component of total operating expenses increased by \$0.6 million and represented 92.4% of operating expenses for the three months ended June 30, 2019, as compared to 92.8% for the same prior year period. Excluding the factors discussed under “– Summary of Factors Impacting Comparability”, net operating income declined by \$3.6 million to \$9.5 million, or 8.9% of revenue, for the three months ended June 30, 2019, as compared to \$13.1 million, or 11.9% of revenue, for the same prior year period, primarily due to a 2.7% decline in volumes and higher operating costs.

Net operating income from the home health care operations improved by \$2.3 million to \$9.8 million for the three months ended June 30, 2019, from \$7.5 million for the three months ended March 31, 2019, and represented 9.0% and 7.4% of revenue, respectively. Excluding the factors discussed under “– Summary of Factors Impacting Comparability”, and \$0.7 million of ParaMed Transformation costs that impacted results for the three months ended March 31, 2019, net operating income grew by \$1.3 million or 15.3% to \$9.5 million, or 8.9% of revenue, for the three months ended June 30, 2019, as compared to \$8.2 million, or 8.0% of revenue, for the three months ended March 31, 2019, primarily due to a 1.4% growth in volumes.

### **OTHER CANADIAN OPERATIONS**

Net operating income from the contract services, consulting and group purchasing operations was unchanged at \$3.2 million for the three months ended June 30, 2019, as compared to the three months ended June 30, 2018, due to growth in clients served, offset by increased costs to support operations.

## **2019 SIX MONTH FINANCIAL REVIEW**

The following is an analysis of the consolidated results from operations for the six months ended June 30, 2019, as compared to the six months ended June 30, 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.

### **Summary of Factors Impacting Comparability**

To assist in the analysis, the following is a summary of items impacting the comparability of results from operations between periods:

- revenue was favourably impacted in the six months ended June 30, 2019, by the recognition of an increase in accrued home health care revenue estimates of \$2.2 million for 2018 related to Bill 148, based on final confirmation from the LHINs;
- operating expenses were higher by \$0.4 million due to higher ParaMed Transformation costs of \$1.3 million for the six months ended June 30, 2019, as compared to \$0.9 million for the same prior year period;
- administrative costs were higher by \$1.6 million due to higher ParaMed Transformation costs of \$2.0 million for the six months ended June 30, 2019, as compared to \$0.4 million for the same prior year period; and
- the adoption of IFRS 16 in 2019 reduced administrative costs by \$1.4 million and increased depreciation costs by \$1.3 million for the six months ended June 30, 2019.

The net impact of the above items was an increase in net operating income of \$1.8 million and Adjusted EBITDA of \$1.6 million for the six months ended June 30, 2019, as compared to the same prior year period.

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

<i>(thousands of dollars)</i>	Six months ended June 30						
	2019			2018			Total Change
	Canada	U.S.	Total	Canada	U.S.	Total	
<b>Revenue</b>	558,322	–	558,322	550,822	90	550,912	7,410
Operating expenses	492,616	–	492,616	485,283	–	485,283	7,333
<b>Net operating income</b>	65,706	–	65,706	65,539	90	65,629	77
Administrative costs	20,780	401	21,181	17,766	556	18,322	2,859
<b>Adjusted EBITDA</b>	44,926	(401)	44,525	47,773	(466)	47,307	(2,782)
Depreciation and amortization	19,132	–	19,132	16,072	–	16,072	3,060
Other expense	2,404	–	2,404	3,553	–	3,553	(1,149)
<b>Earnings (loss) before net finance costs and income taxes</b>	23,390	(401)	22,989	28,148	(466)	27,682	(4,693)
Interest expense (net of capitalized interest)	13,912	–	13,912	14,170	–	14,170	(258)
Interest revenue	(1,765)	–	(1,765)	(1,933)	–	(1,933)	168
Accretion	595	469	1,064	696	808	1,504	(440)
Foreign exchange and fair value adjustments	2,710	(2,802)	(92)	(944)	374	(570)	478
<b>Net finance costs (income)</b>	15,452	(2,333)	13,119	11,989	1,182	13,171	(52)
<b>Earnings (loss) from continuing operations before income taxes</b>	7,938	1,932	9,870	16,159	(1,648)	14,511	(4,641)
<b>Income tax expense (recovery)</b>							
Current	4,553	–	4,553	3,469	–	3,469	1,084
Deferred	(1,594)	–	(1,594)	1,501	–	1,501	(3,095)
Total income tax expense	2,959	–	2,959	4,970	–	4,970	(2,011)
<b>Earnings (loss) from continuing operations</b>	4,979	1,932	6,911	11,189	(1,648)	9,541	(2,630)
Earnings from discontinued operations	–	4,372	4,372	–	7,117	7,117	(2,745)
<b>Net earnings (loss)</b>	4,979	6,304	11,283	11,189	5,469	16,658	(5,375)
<b>Earnings (loss) from continuing operations Add (Deduct)<sup>(1)</sup>:</b>							
Foreign exchange and fair value adjustments	2,157	(2,802)	(645)	(901)	374	(527)	(118)
Other expense	2,070	–	2,070	3,012	–	3,012	(942)
<b>Earnings (loss) from continuing operations before separately reported items, net of taxes</b>	9,206	(870)	8,336	13,300	(1,274)	12,026	(3,690)

(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 (loss) from continuing operations before income taxes” to “Adjusted EBITDA” and “net operating income”.

<i>(thousands of dollars)</i>	Six months ended June 30						
	2019			2018			Total Change
	Canada	U.S.	Total	Canada	U.S.	Total	
<b>Earnings (loss) from continuing operations before income taxes</b>	7,938	1,932	9,870	16,159	(1,648)	14,511	(4,641)
<b>Add (Deduct):</b>							
Depreciation and amortization	19,132	–	19,132	16,072	–	16,072	3,060
Net finance costs (income)	15,452	(2,333)	13,119	11,989	1,182	13,171	(52)
Other expense	2,404	–	2,404	3,553	–	3,553	(1,149)
<b>Adjusted EBITDA</b>	44,926	(401)	44,525	47,773	(466)	47,307	(2,782)
<b>Add (Deduct):</b>							
Administrative costs	20,780	401	21,181	17,766	556	18,322	2,859
<b>Net operating income</b>	65,706	–	65,706	65,539	90	65,629	77

## Revenue

Revenue grew by \$7.4 million or 1.3% to \$558.3 million for the six months ended June 30, 2019. Excluding the factors impacting comparability discussed above, revenue increased by \$5.2 million, or 0.9%, driven primarily by LTC funding enhancements, expansion of the retirement living operations, and growth in other Canadian operations, partially offset by a decline in home health care volumes.

## Operating Expenses

Operating expenses increased by \$7.3 million or 1.5% to \$492.6 million for the six months ended June 30, 2019. Total labour costs increased by \$4.3 million over the six months ended June 30, 2018, and represented 86.1% and 86.5% of operating expenses for the six months ended June 30, 2019 and 2018, respectively, and as a percentage of revenue were 75.9% and 76.2%, respectively. Excluding the factors impacting comparability discussed above, operating expenses were higher by \$6.9 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.

## Net Operating Income

Net operating income increased slightly by \$0.1 million or 0.1% to \$65.7 million for the six months ended June 30, 2019, and represented 11.8% of revenue as compared to 11.9% for the six months ended June 30, 2018. Excluding the factors impacting comparability discussed above, net operating income declined by \$1.7 million to \$64.8 million, or 11.6% of revenue, for the six months ended June 30, 2019, as compared to \$66.5 million, or 12.1% of revenue, for the same prior year period, reflecting funding enhancements, and growth of the retirement living and other Canadian operations, offset by lower home health care volumes.

## Administrative Costs

Administrative costs increased by \$2.9 million, or 15.6%, to \$21.2 million for the six months ended June 30, 2019. Excluding the factors impacting comparability discussed above, administrative costs increased by \$2.7 million, primarily due to higher compensation costs and professional fees.

## Adjusted EBITDA

Adjusted EBITDA declined by \$2.8 million to \$44.5 million for the six months ended June 30, 2019, and represented 8.0% of revenue as compared to 8.6% for the six months ended June 30, 2018, reflecting the \$0.1 million increase in net operating income offset by higher administrative costs of \$2.9 million. Excluding the factors impacting comparability discussed above, Adjusted EBITDA declined by \$4.4 million to \$44.2 million, or 7.9% of revenue, for the six months ended June 30, 2019, as compared to \$48.6 million, or 8.8% of revenue, for the same prior year period, reflecting growth in all other business segments, offset by lower volumes and net operating income of the home health care operations and increased administrative costs.

## Depreciation and Amortization

Depreciation and amortization costs increased by \$3.1 million to \$19.1 million for the six months ended June 30, 2019, of which \$1.3 million was a result of the adoption of IFRS 16, and the balance was due to higher capital expenditures.

## Other Expense

Other expense of \$2.4 million for the six months ended June 30, 2019, related to costs associated with the ParaMed B.C. Contract Expiration of \$1.4 million and the Sandpiper Agreement of \$1.0 million. Other expense of \$3.6 million for the six months ended June 30, 2018, related to costs associated with the redemption of convertible debentures and the acquisition of a retirement community.

## Net Finance Costs

Net finance costs declined slightly by \$0.1 million to \$13.1 million for the six months ended June 30, 2019, primarily due to the 2018 refinancing of the convertible debentures at a lower rate and lower accretion costs in connection with the decline in the accrual for U.S. self-insured liabilities, partially offset by a net change in foreign exchange and fair value adjustments related to the Captive's investments and interest rate swaps aggregating to \$0.5 million. The adoption of IFRS 16 resulted in an increase in interest expense of \$0.1 million for the six months ended June 30, 2019.

## Income Taxes

The income tax provision was \$3.0 million for the six months ended June 30, 2019, representing an effective tax rate of 30.0%, as compared to a provision of \$5.0 million and an effective tax rate of 34.2% for the six months ended June 30, 2018. The effective tax rate of the Canadian operations was 37.3% for the six months ended June 30, 2019, as compared to 30.8% for the six months ended June 30, 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 29.5% for the six months ended June 30, 2019, as compared to 29.1% for the same prior year period.

## Earnings from Continuing Operations

Earnings from continuing operations of \$6.9 million (\$0.08 per basic share) for the six months ended June 30, 2019, was down by \$2.6 million from \$9.5 million (\$0.11 per basic share) for the six months ended June 30, 2018, largely impacted by the above noted ParaMed B.C. Contract Expiration costs, costs associated with the Sandpiper Agreement, higher ParaMed Transformation costs, and lower ParaMed business volumes, partially offset by the prior period home health care funding adjustment.

## Discontinued Operations

Earnings from discontinued operations relate to the former U.S. operations and were \$4.4 million for the six months ended June 30, 2019, as compared to \$7.1 million for the six months ended June 30, 2018. Both periods included a release of the Captive's reserves of \$4.7 million and \$5.8 million, respectively. The balance of the earnings related to the impact of discount rate adjustments 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.

Six months ended June 30 <i>(thousands of dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>2019 – Total</b>								
Revenue	316,157	19,514	210,882	11,769	–	558,322	–	558,322
Operating expenses	279,889	14,018	193,555	5,154	–	492,616	–	492,616
Net operating income	36,268	5,496	17,327	6,615	–	65,706	–	65,706
<i>NOI margin %</i>	<i>11.5%</i>	<i>28.2%</i>	<i>8.2%</i>	<i>56.2%</i>	–	<i>11.8%</i>	–	<i>11.8%</i>
<b>2018 – Total</b>								
Revenue	308,638	15,213	216,316	10,652	3	550,822	90	550,912
Operating expenses	274,560	11,235	195,122	4,366	–	485,283	–	485,283
Net operating income	34,078	3,978	21,194	6,286	3	65,539	90	65,629
<i>NOI margin %</i>	<i>11.0%</i>	<i>26.1%</i>	<i>9.8%</i>	<i>59.0%</i>	<i>100.0%</i>	<i>11.9%</i>	<i>100.0%</i>	<i>11.9%</i>
<b>Change in Total</b>								
Revenue	7,519	4,301	(5,434)	1,117	(3)	7,500	(90)	7,410
Operating expenses	5,329	2,783	(1,567)	788	–	7,333	–	7,333
Net operating income	2,190	1,518	(3,867)	329	(3)	167	(90)	77

## LONG-TERM CARE OPERATIONS

Net operating income from the long-term care operations was \$36.3 million for the six months ended June 30, 2019, as compared to \$34.1 million for the six months ended June 30, 2018, an increase of \$2.2 million or 6.4%. The NOI margin was 11.5% for the six months ended June 30, 2019, up from 11.0% for the same prior year period. Revenue grew by \$7.5 million, or 2.4%, of which approximately \$4.0 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 \$5.3 million, or 1.9%, due primarily to higher labour and food costs. Total labour costs, as a component of total operating expenses, increased by \$4.2 million over the six months ended June 30, 2018, and represented 82.9% of operating expenses for the six months ended June 30, 2019, as compared to 83.0% for 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.

Retirement Living <i>(thousands of dollars unless otherwise noted)</i>	Six months ended June 30				
	2019		2018		Change
<b>Same-store</b>					
Revenue	<b>16,794</b>		14,186		2,608
Operating expenses	<b>11,296</b>		10,375		921
Net operating income / margin %	<b>5,498</b>	<b>32.7%</b>	3,811	26.9%	1,687
<i>Average occupancy / weighted average available suites</i>	<b>90.7%</b>	<b>720</b>	81.8%	676	44
<b>Non Same-store</b>					
Revenue	<b>2,720</b>		1,027		1,693
Operating expenses	<b>2,722</b>		860		1,862
Net operating income (loss) / margin %	<b>(2)</b>	<b>(0.1)%</b>	167	16.3%	(169)
<i>Average occupancy / weighted average available suites</i>	<b>45.4%</b>	<b>205</b>	94.0%	42	163
<b>Total</b>					
Revenue	<b>19,514</b>		15,213		4,301
Operating expenses	<b>14,018</b>		11,235		2,783
Net operating income / margin %	<b>5,496</b>	<b>28.2%</b>	3,978	26.1%	1,518
<i>Average occupancy / weighted average available suites</i>	<b>80.7%</b>	<b>925</b>	82.5%	718	207

Net operating income from the retirement living operations was \$5.5 million for the six months ended June 30, 2019, as compared to \$4.0 million for the six months ended June 30, 2018, an increase of \$1.5 million or 38.2%. This improvement was driven primarily by growth in average occupancy from same-store operations to 90.7% for the six months ended June 30, 2019, as compared to 81.8% for the same prior year period, partially offset by a decline in contribution from non same-store operations of \$0.2 million, due to lease-up losses from a retirement community that opened in January 2019, and pre-opening losses from a retirement community due to open later this year.

## HOME HEALTH CARE OPERATIONS

Net operating income from the home health care operations was \$17.3 million for the six months ended June 30, 2019, as compared to \$21.2 million for the six months ended June 30, 2018, a decrease of \$3.9 million or 18.2%. The NOI margin was 8.2% for the six months ended June 30, 2019, as compared to 9.8% for the same prior year period. Total labour costs as a component of total operating expenses decreased by \$2.3 million and represented 92.4% of operating expenses compared to 92.9% for the six months ended June 30, 2018. Excluding the factors discussed under “– Summary of Factors Impacting Comparability”, net operating income declined by \$5.7 million to \$16.4 million, or 7.9% of revenue, for the six months ended June 30, 2019, as compared to \$22.1 million, or 10.2% of revenue, for the same prior year period, primarily due to a 3.4% decline in volumes and higher operating costs, which included the impact of increased back office administrative staff during the latter half of 2018.

## OTHER CANADIAN OPERATIONS

Net operating income from the contract services, consulting and group purchasing operations was \$6.6 million for the six months ended June 30, 2019, as compared to \$6.3 million for the six months ended June 30, 2018, an increase of \$0.3 million or 5.2%, due to growth in clients served, partially offset by increased costs to support operations.

## 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”.

<i>(thousands of dollars unless otherwise noted)</i>	Three months ended			Six months ended		
	2019	2018	Change	2019	2018	Change
<b>Net earnings</b>	<b>8,325</b>	11,827	(3,502)	<b>11,283</b>	16,658	(5,375)
<b>Add (Deduct):</b>						
Depreciation and amortization	<b>9,705</b>	8,235	1,470	<b>19,132</b>	16,072	3,060
Depreciation for FFEC (maintenance capex) <sup>(1)</sup>	<b>(1,692)</b>	(1,807)	115	<b>(3,333)</b>	(3,717)	384
Depreciation for office leases <sup>(2)</sup>	<b>(656)</b>	–	(656)	<b>(1,329)</b>	–	(1,329)
Other expense (continuing operations)	<b>975</b>	3,373	(2,398)	<b>2,404</b>	3,553	(1,149)
Other income (discontinued operations)	<b>(2,471)</b>	(5,852)	3,381	<b>(4,372)</b>	(7,117)	2,745
Foreign exchange and fair value adjustments	<b>(421)</b>	(440)	19	<b>(92)</b>	(570)	478
Current income tax recovery on other expense, foreign exchange and fair value adjustments <sup>(3)</sup>	<b>(333)</b>	–	(333)	<b>(280)</b>	273	(553)
Deferred income tax expense (recovery)	<b>(747)</b>	270	(1,017)	<b>(1,572)</b>	1,228	(2,800)
<b>FFO</b>	<b>12,685</b>	15,606	(2,921)	<b>21,841</b>	26,380	(4,539)
Amortization of deferred financing costs	<b>478</b>	553	(75)	<b>863</b>	950	(87)
Accretion costs	<b>528</b>	840	(312)	<b>1,064</b>	1,504	(440)
Non-cash share-based compensation	<b>305</b>	599	(294)	<b>524</b>	1,033	(509)
Principal portion of government capital funding	<b>1,372</b>	1,300	72	<b>2,744</b>	2,600	144
Amounts offset through investments held for self-insured liabilities <sup>(4)</sup>	<b>179</b>	211	(32)	<b>401</b>	452	(51)
Additional maintenance capex <sup>(1)</sup>	<b>(620)</b>	(1,976)	1,356	<b>105</b>	(1,117)	1,222
<b>AFFO</b>	<b>14,927</b>	17,133	(2,206)	<b>27,542</b>	31,802	(4,260)
<b>Per Basic Share (\$)</b>						
FFO	<b>0.143</b>	0.177	(0.034)	<b>0.246</b>	0.299	(0.053)
AFFO	<b>0.168</b>	0.194	(0.026)	<b>0.310</b>	0.360	(0.050)
<b>Per Diluted Share (\$)</b>						
FFO	<b>0.143</b>	0.177	(0.034)	<b>0.246</b>	0.299	(0.053)
AFFO	<b>0.161</b>	0.188	(0.027)	<b>0.299</b>	0.349	(0.050)
<b>Dividends (\$)</b>						
Declared	<b>10,656</b>	10,570	87	<b>21,290</b>	21,148	142
Declared per share (\$)	<b>0.120</b>	0.120	–	<b>0.240</b>	0.240	–
<b>Weighted Average Number of Shares (thousands)</b>						
Basic	<b>89,039</b>	88,208		<b>88,933</b>	88,293	
Diluted	<b>99,415</b>	98,595		<b>99,312</b>	98,680	
<b>Current income tax expense included in FFO</b>	<b>3,283</b>	2,886	397	<b>4,811</b>	3,469	1,342
<b>Total maintenance capex <sup>(1)</sup></b>	<b>2,312</b>	3,783	(1,471)	<b>3,228</b>	4,834	(1,606)

(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 Financial Review

For the three months ended June 30, 2019, AFFO declined by \$2.2 million, or 12.9%, to \$14.9 million (\$0.168 per basic share) from \$17.1 million (\$0.194 per basic share) for the three months ended June 30, 2018.

For the six months ended June 30, 2019, AFFO declined by \$4.3 million, or 13.4%, to \$27.5 million (\$0.310 per basic share) for the six months ended June 30, 2019, from \$31.8 million (\$0.360 per basic share) for the six months ended June 30, 2018.

The decreases in AFFO over the prior year periods were primarily due to the decline in Adjusted EBITDA, partly driven by reduced volumes and lower net operating income in the home health care operations and higher administrative costs, and an increase in current income taxes, partially offset by lower maintenance capex. A discussion of the factors impacting net earnings and Adjusted EBITDA can be found under “2019 Second Quarter Financial Review” and “2019 Six Month Financial Review”.

The effective tax rate on FFO was 18.1% for the six months ended June 30, 2019, as compared to 11.6% for the six months ended June 30, 2018. The Company’s current income taxes for 2018 benefitted from favourable timing differences, and the utilization of tax loss carryforwards. For the 2019 year, the Company expects 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 \$2.3 million for the three months ended June 30, 2019, as compared to \$3.8 million for the three months ended June 30, 2018, and as compared to \$0.9 million for the three months ended March 31, 2019, representing 0.8%, 1.4% and 0.3% of revenue, respectively. Maintenance capex was \$3.2 million for the six months ended June 30, 2019, as compared to \$4.8 million for the six months ended June 30, 2018, representing 0.6% and 0.9% 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, the Company expects 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		Six months ended	
	June 30		June 30	
<i>(thousands of dollars)</i>	2019	2018	2019	2018
<b>Net cash from operating activities</b>	<b>(680)</b>	<b>13,981</b>	<b>11,832</b>	<b>24,420</b>
<b>Add (Deduct):</b>				
Net change in operating assets and liabilities, including interest, taxes and payments for U.S. self-insured liabilities	<b>17,357</b>	5,424	<b>17,402</b>	8,891
Current income tax on items excluded from AFFO <sup>(1)</sup>	<b>(333)</b>	–	<b>(280)</b>	273
Depreciation for office leases <sup>(2)</sup>	<b>(656)</b>	–	<b>(1,329)</b>	–
Depreciation for FFEC (maintenance capex) <sup>(3)</sup>	<b>(1,692)</b>	(1,807)	<b>(3,333)</b>	(3,717)
Additional maintenance capex <sup>(3)</sup>	<b>(620)</b>	(1,976)	<b>105</b>	(1,117)
Principal portion of government capital funding	<b>1,372</b>	1,300	<b>2,744</b>	2,600
Amounts offset through investments held for self-insured liabilities <sup>(4)</sup>	<b>179</b>	211	<b>401</b>	452
<b>AFFO</b>	<b>14,927</b>	<b>17,133</b>	<b>27,542</b>	<b>31,802</b>

(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 six months ended June 30, 2019 and 2018.

<i>(thousands of dollars unless otherwise noted)</i>	Six months ended June 30, 2019			Six months ended June 30, 2018		
	Continuing	Discontinued	Total	Continuing	Discontinued	Total
Cash provided by operating activities, before working capital changes and interest and income taxes	45,049	–	45,049	48,337	–	48,337
Net change in operating assets and liabilities						
Accounts receivable	2,100	–	2,100	(730)	–	(730)
Other assets	528	–	528	300	–	300
Accounts payable and accrued liabilities	(6,365)	–	(6,365)	4,463	–	4,463
	(3,737)	–	(3,737)	4,033	–	4,033
Interest, taxes and claims payments						
Interest paid	(13,267)	–	(13,267)	(14,481)	–	(14,481)
Interest received	1,768	–	1,768	1,872	–	1,872
Income taxes paid	(5,657)	–	(5,657)	(9,386)	–	(9,386)
Payments for U.S. self-insured liabilities	–	(12,324)	(12,324)	–	(5,955)	(5,955)
	(17,156)	(12,324)	(29,480)	(21,995)	(5,955)	(27,950)
<b>Net cash from (used in) operating activities</b>	<b>24,156</b>	<b>(12,324)</b>	<b>11,832</b>	<b>30,375</b>	<b>(5,955)</b>	<b>24,420</b>
<b>Net cash from (used in) investing activities</b>	<b>1,204</b>	<b>12,324</b>	<b>13,528</b>	<b>(55,314)</b>	<b>5,955</b>	<b>(49,359)</b>
<b>Net cash from (used in) financing activities</b>	<b>(6,193)</b>	<b>–</b>	<b>(6,193)</b>	<b>(39,364)</b>	<b>–</b>	<b>(39,364)</b>
Foreign exchange gain (loss) on U.S. cash held	(654)	–	(654)	969	–	969
<b>Increase (decrease) in cash and short-term investments</b>	<b>18,513</b>	<b>–</b>	<b>18,513</b>	<b>(63,334)</b>	<b>–</b>	<b>(63,334)</b>
Cash and short-term investments at beginning of year	65,893	–	65,893	128,156	–	128,156
<b>Cash and short-term investments at end of period</b>	<b>84,406</b>	<b>–</b>	<b>84,406</b>	<b>64,822</b>	<b>–</b>	<b>64,822</b>
Average U.S./Canadian dollar exchange rate			1.3336			1.2781

As at June 30, 2019, the Company had cash and short-term investments on hand of \$84.4 million reflecting an increase in cash of \$18.5 million from the beginning of the year. Cash flow generated from the operating activities of the continuing operations of \$24.2 million was in excess of cash dividends paid of \$18.7 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 six months ended June 30, 2019, was a source of cash of \$24.2 million, down \$6.2 million or 20.5%, as compared to a source of cash of \$30.4 million for the six months ended June 30, 2018. The decrease was primarily due to a decline in the net change in operating assets and liabilities of \$7.8 million between periods primarily due to timing of payroll remittances, partially offset by the adoption of IFRS 16, whereby payments of the principal portion of lease liabilities of \$1.3 million are now reported within financing activities as a "repayment of long-term debt".

**Net cash from investing activities** of the continuing operations for the six months ended June 30, 2019, was a source of cash of \$1.2 million, up \$56.5 million, as compared to a use of cash of \$55.3 million for the six months ended June 30, 2018. The 2019 activity included the repatriation of cash of \$13.4 million (US\$10.0 million) from the Captive, while the 2018 activity included an acquisition of a retirement community for \$33.8 million. The balance of the increase in cash from investing activities of \$9.3 million was primarily attributable to lower purchases of property, equipment and other intangible assets, as set out in the following table and 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 \$26 million to \$33 million in growth capex related primarily to the retirement development and LTC redevelopment projects.

<i>(thousands of dollars)</i>	<b>Six months ended June 30</b>	
	<b>2019</b>	<b>2018</b>
<b>Growth capex</b>	<b>12,657</b>	18,549
Deduct: capitalized interest	<b>(459)</b>	(642)
<b>Growth capex, excluding capitalized interest</b>	<b>12,198</b>	17,907
<b>Maintenance capex</b>	<b>3,228</b>	4,834
	<b>15,426</b>	22,741

**Net cash from financing activities** of the continuing operations for the six months ended June 30, 2019, was a use of cash of \$6.2 million, down \$33.2 million, as compared to a use of cash of \$39.4 million for the six months ended June 30, 2018. The 2019 activity included debt repayments of \$14.0 million, cash dividends paid of \$18.7 million, partially offset by the issuance of a \$16.0 million mortgage on a retirement community and draws on construction financing of \$11.8 million. The 2018 activity included debt repayments of \$11.9 million, cash dividends paid of \$18.7 million, Common Shares acquired for cancellation under a normal course issuer bid at a cost of \$6.3 million and financing costs primarily in connection with the issuance and redemption of convertible debentures, partially offset by draws on construction financing of \$4.1 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 six months ended June 30, 2019 and the 2018 year.

<i>(thousands of dollars unless otherwise noted)</i>	<b>Six months ended June 30, 2019</b>	<b>Year 2018</b>	
<b>Shareholders' Equity</b>			
Common Shares	<b>494,985</b>	492,064	
Equity portion of convertible debentures	<b>7,085</b>	7,085	
Contributed surplus	<b>2,928</b>	2,706	
	<b>504,998</b>	501,855	
Accumulated deficit at beginning of year	<b>(368,147)</b>	(365,084)	
Adoption of new standard on financial instruments	–	4,334	
Net earnings for the period	<b>11,283</b>	31,738	
Dividends declared	<b>(21,290)</b>	(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	<b>(378,154)</b>	(368,147)	
Accumulated other comprehensive loss	<b>(11,195)</b>	(7,717)	
<b>Shareholders' equity</b>	<b>115,649</b>	125,991	
U.S./Canadian dollar exchange rate at end of period	<b>1.3095</b>	1.3637	
	<b>August 13, 2019</b>	<b>June 30, 2019</b>	December 31, 2018
<b>Share Information</b> <i>(thousands)</i>			
Common Shares (TSX symbol: EXE) <sup>(1)</sup>	<b>88,915.7</b>	<b>88,863.7</b>	<b>88,490.0</b>

(1) Closing market value per the TSX on August 13, 2019, was \$8.47.

## **DIVIDENDS**

The declaration and payment of dividends by the Company is at the discretion of 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 six months ended June 30, 2019, the Company declared cash dividends of \$0.24 per share, consistent with that declared in the same prior year period, representing \$21.3 million and \$21.1 million in dividends for each period respectively. The portion of dividends paid in cash for the six months ended June 30, 2019, was \$18.7 million, and \$2.6 million was by way of 358,775 Common Shares issued under the Company's dividend reinvestment plan (the "DRIP"), as compared to \$18.7 million in cash and \$2.4 million by way of 305,253 Common Shares issued under the DRIP for the six months ended June 30, 2018.

Compared to AFFO of \$27.5 million for the six months ended June 30, 2019, dividends declared of \$21.3 million represented a payout ratio of 77%, as compared to a payout ratio of 67% for the six months ended June 30, 2018. The increase in the payout ratio was primarily due to the decline in earnings for the six months ended June 30, 2019, and the benefit of lower current income taxes for the six months ended June 30, 2018. For further information on AFFO, refer to the discussion under "Adjusted Funds from Operations".

## **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 August 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, which purchases were made during the three months ended of March 31, 2018.

## **Long-term Debt**

### **CONTINUITY OF LONG-TERM DEBT**

Long-term debt totalled \$558.3 million as at June 30, 2019, as compared with \$529.0 million as at December 31, 2018, representing an increase of \$29.3 million, that included an increase in lease obligations of \$16.1 million related to the renewal of the corporate head office lease (\$10.3 million) and the adoption of IFRS 16 (\$5.8 million), a \$16.0 million retirement community mortgage financing and draws on construction loans, partially offset by debt repayments. The long-term debt activity for 2018 included a \$10.5 million retirement community mortgage financing 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 June 30, 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 the six months ended June 30, 2019, and the 2018 year.

<i>(millions of dollars)</i>	<b>Six months ended June 30, 2019</b>	<b>Year 2018</b>
<b>Long-term debt at beginning of year, prior to deferred financing costs</b>	<b>537.4</b>	541.8
Issue of long-term debt		
Construction loans	<b>11.8</b>	23.0
Mortgages	<b>16.0</b>	10.5
2025 Debentures at face value	–	126.5
Lease obligations on adoption of IFRS 16	<b>5.8</b>	–
Lease obligations	<b>10.3</b>	–
Redemption of 2019 Debentures at face value	–	(126.5)
Repayment of long-term debt	<b>(14.0)</b>	(32.4)
Change in equity component of convertible debentures and other	<b>(0.4)</b>	(5.5)
	<b>566.9</b>	537.4
Deferred financing costs at end of period	<b>(8.6)</b>	(8.4)
<b>Long-term debt at end of period</b>	<b>558.3</b>	529.0
Less: current portion	<b>(88.5)</b>	(74.7)
	<b>469.8</b>	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 June 30, 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 June 30, 2019, the Company had letters of credit totalling \$43.6 million issued under the Extendicare Credit Facility, of which \$38.1 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. 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 by year of maturity, of the Company’s long-term debt obligations as at June 30, 2019. The Company had an aggregate of \$64.7 million drawn on construction loans as at June 30, 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.

<i>(millions of dollars)</i>	<b>To the end of 2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>After 2023</b>	<b>Total</b>
Convertible debentures (at face value)	–	–	–	–	–	126.5	<b>126.5</b>
Mortgages (CMHC and non-CMHC)	7.9	60.5	15.6	59.1	46.2	102.6	<b>291.9</b>
Construction loans	64.7	–	–	–	–	–	<b>64.7</b>
Lease obligations	3.9	10.5	10.8	9.9	10.0	45.0	<b>90.1</b>
	<b>76.5</b>	<b>71.0</b>	<b>26.4</b>	<b>69.0</b>	<b>56.2</b>	<b>274.1</b>	<b>573.2</b>

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 \$64.7 million. The Company’s variable-rate mortgages and term loan, aggregating \$83.5 million at the end of June, have effectively been converted to fixed rate financing with interest rate swaps over the full term. As at June 30, 2019, the net carrying value of the interest rate swaps was less than \$0.1 million.

The following summarizes key metrics of consolidated long-term debt as at June 30, 2019, and December 31, 2018.

	June 30, 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 <sup>(1)</sup>	3.7 X	3.7 X
Trailing twelve months consolidated interest coverage ratio <sup>(2)</sup>	3.2 X	3.2 X
<b>Debt to Gross Book Value (GBV)</b>		
Total assets (carrying value)	898,197	896,324
Accumulated depreciation on property and equipment	238,001	226,417
Accumulated amortization on other intangible assets	20,292	18,509
GBV	1,156,490	1,141,250
Debt <sup>(3)</sup>	573,243	544,111
<b>Debt to GBV</b>	<b>49.6%</b>	<b>47.7%</b>

(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 \$84.4 million as at June 30, 2019, as compared with \$65.9 million as at December 31, 2018, representing an increase of \$18.5 million. Cash and short-term investments exclude restricted cash of \$2.6 million, and \$41.6 million (US\$31.8 million) of investments held by the Captive to support the accrual for U.S. self-insured liabilities of \$19.7 million (US\$15.1 million). During the three months ended June 30, 2019, the Company repatriated \$13.4 million of cash from the Captive, and is in the process of repatriating a further US\$10.0 million before the end of 2019. In addition, the Company had \$65.0 million available to draw under its ParaMed Credit Facility.

As at June 30, 2019, the Company had 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 \$55.7 million was drawn. As at June 30, 2019, the Company had incurred approximately \$89.5 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 and equity financings. 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 June 30, 2019, the Company had outstanding commitments of \$7.0 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 June 30, 2019, was \$38.1 million (2018 – \$36.1 million). The registered defined benefit plan was in an actuarial deficit of \$3.0 million with plan assets of \$5.3 million and accrued benefit obligations of \$8.3 million as at June 30, 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 \$35.1 million as at June 30, 2019 (2018 – \$33.5 million). The Company does 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 \$38.1 million as at June 30, 2019 (2018 – \$38.0 million). This letter of credit renews annually in May based on an actuarial valuation of the pension obligations. 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 approximately \$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 June 2019, which confirmed the adequacy of the Company's reserves.

As at June 30, 2019, the accrual for U.S. self-insured general and professional liabilities was \$19.7 million (US\$15.1 million) as compared to \$37.1 million (US\$27.2 million) at the beginning of the year. The decline of US\$12.1 million reflected claim payments of US\$9.2 million, a release of reserves of US\$3.5 million, partially offset by accretion of the discounted liability and change in discount factor applied.

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 June 30, 2019, management estimated that approximately \$4.3 million of the accrual for self-insured general and professional liabilities will be paid within the next twelve months. 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 \$41.6 million (US\$31.8 million) as at June 30, 2019, as compared to \$67.9 million (US\$49.8 million) at the beginning of the year. During the six months ended June 30, 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. In July 2019, certain individual plaintiffs served the Company with statements of claim alleging negligence by the Company in the operation of certain of its long-term care centres and its provision of care to certain residents. 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 in order to operate LTC centres and retirement living communities. In Ontario, license terms for LTC centres are issued for a fixed term of not more than 30 years, after which the license may or may not be renewed. License terms for Class B and C centres in Ontario are set to expire in June 2025, unless they are redeveloped to the government's new design standards, as discussed further below under "– Ontario LTC Redevelopment and Expansion". 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 communities 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. A failure of the Company's operating licences or contracts to be renewed or conditionally renewed may have a material adverse impact on the business, results of operations and financial condition of the Company.

### **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 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 Organizations*, 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.

Groups of providers interested in becoming an OHT were invited to submit self-assessments to the Ministry of Long-Term Care (MOLTC) in May. Extencicare participated in 21 submissions, of which 10 were selected to submit full applications and 11 were slated for further development. It is not known to what degree these initiatives will result in additional business for the Company.

As all of ParaMed's government funded business in Ontario is currently governed by contracts with the LHINs. These contracts may be impacted by the integration of the LHINs into the new agency, and will have 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) under the MOLTC 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. Given the significant backlog in demand for long-term care and the lack of alternative care environments, management is of the view that it is 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.

In May 2019, the Ontario government announced updates to the *Construction Funding Subsidy Policy for Long-Term Care Homes, 2019*, which among other things, increased the base per diem funding from \$16.65 to \$18.03 for LTC centres with 161 or more beds. LTC centres with between 40% and 60% of beds designated as basic accommodation are eligible to receive an additional per diem subsidy of up to \$3.50. Where variances from design requirements are permitted, reductions in the per diem subsidy may apply.

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 Ontario government with the goal of getting the Company's redevelopment projects under way. Projects are in various stages of planning and approvals, but none are under construction at present.

Once completed, redeveloped centres 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. The extent to which such redevelopment plans are not implemented or proceed on significantly different timing, terms or government funding, could have an adverse effect on the business, results of operations and financial condition of the Company.

## **Ontario LTC 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 MOLTC 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 MOLTC (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.

In May 2019, the MOLTC announced the following funding changes for long-term care providers: an overall funding increase of 1% for the flow-through and accommodation envelopes, retroactive to April 1<sup>st</sup>; and beginning October 1, 2019, the elimination of structural compliance premium (SCP) funding of \$5.00, \$2.50 and \$1.00 per diem for eligible Class A, B, and C beds, respectively. The net effect of these government funding changes represents a reduction in the accommodation envelope (non-flow through) revenue for the Company of approximately \$0.3 million annually.

In addition, effective July 1, 2019, the MOLTC implemented a 2.3% increase in the maximum preferred accommodation premiums that may be charged by long-term care providers. For older LTC beds that are not classified as “New” or “A” beds, the maximum daily preferred accommodation premiums increased to \$8.52 and \$19.17 for semi-private and private rooms, respectively. For newer LTC beds that are classified as “New” or “A” beds, the maximum daily preferred accommodation premiums increased to \$12.78 and \$26.64 for semi-private and private rooms, respectively. Refer to the table under “Business Overview – Operating Segments – Long-term Care” for a summary of the classification of the Company’s LTC beds in Ontario.

## **Alberta LTC 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 1<sup>st</sup> 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 indicated its intention to provide enhanced funding to its contracted service providers, such as ParaMed. During 2018, the Company received \$2.0 million of additional funding for the three months ended March 31, 2018, and continued to estimate an accrual for incremental funding beyond that date. Subsequent to March 31, 2019, the Company received confirmation from the LHINs of the amount of additional funding they would provide. The incremental funding was in excess of that estimated by the Company for the period ended December 31, 2018, resulting in a \$2.2 million increase in the Company’s accrued revenue estimates, which was recorded in the three months ended June 30, 2019.

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 six months ended June 30, 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 and six months ended June 30, 2019, the Company recognized \$0.7 million and \$1.3 million of depreciation expense, respectively, and less than \$0.1 million and \$0.1 million of interest expense, respectively, 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**

**Q2 2019**

Extendicare Inc.  
Dated: August 14, 2019



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

<i>(in thousands of Canadian dollars)</i>	<i>notes</i>	<b>June 30, 2019</b>	<b>December 31, 2018</b>
<b>Assets</b>			
Current assets			
Cash and short-term investments		84,406	65,893
Restricted cash		2,575	2,290
Accounts receivable		48,465	50,570
Income taxes recoverable		17,794	17,316
Other assets	5	21,028	21,465
<b>Total current assets</b>		<b>174,268</b>	<b>157,534</b>
Non-current assets			
Property and equipment	3, 4	530,061	514,849
Goodwill and other intangible assets		92,046	95,200
Other assets	5	88,213	118,996
Deferred tax assets		13,609	9,745
<b>Total non-current assets</b>		<b>723,929</b>	<b>738,790</b>
<b>Total assets</b>		<b>898,197</b>	<b>896,324</b>
<b>Liabilities and Equity</b>			
Current liabilities			
Accounts payable and accrued liabilities		130,729	133,654
Income taxes payable		904	1,073
Long-term debt	3, 7	88,565	74,626
Provisions	6	9,454	17,621
<b>Total current liabilities</b>		<b>229,652</b>	<b>226,974</b>
Non-current liabilities			
Long-term debt	3, 7	469,777	454,344
Provisions	6	32,087	42,595
Other long-term liabilities	8	38,000	35,077
Deferred tax liabilities		13,032	11,343
<b>Total non-current liabilities</b>		<b>552,896</b>	<b>543,359</b>
<b>Total liabilities</b>		<b>782,548</b>	<b>770,333</b>
Share capital	10	494,985	492,064
Equity portion of convertible debentures		7,085	7,085
Contributed surplus		2,928	2,706
Accumulated deficit		(378,154)	(368,147)
Accumulated other comprehensive loss		(11,195)	(7,717)
<b>Shareholders' equity</b>		<b>115,649</b>	<b>125,991</b>
<b>Total liabilities and equity</b>		<b>898,197</b>	<b>896,324</b>

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

*Commitments and contingencies (note 16).*

**Extendicare Inc.**  
**Interim Condensed Consolidated Statements of Earnings**  
(unaudited)

<i>(in thousands of Canadian dollars except for per share amounts)</i>	<i>notes</i>	Three months ended June 30,		Six months ended June 30,	
		2019	2018	2019	2018
<b>CONTINUING OPERATIONS</b>					
<b>Revenue</b>	<i>18</i>	<b>284,053</b>	279,488	<b>558,322</b>	550,912
Operating expenses		<b>248,733</b>	243,181	<b>492,616</b>	485,283
Administrative costs	<i>3</i>	<b>10,347</b>	8,977	<b>21,181</b>	18,322
<b>Total expenses</b>	<i>11</i>	<b>259,080</b>	252,158	<b>513,797</b>	503,605
<b>Earnings before depreciation, amortization, and other expense</b>		<b>24,973</b>	27,330	<b>44,525</b>	47,307
Depreciation and amortization	<i>3</i>	<b>9,705</b>	8,235	<b>19,132</b>	16,072
Other expense	<i>12</i>	<b>975</b>	3,373	<b>2,404</b>	3,553
<b>Earnings before net finance costs and income taxes</b>		<b>14,293</b>	15,722	<b>22,989</b>	27,682
Interest expense	<i>3</i>	<b>7,030</b>	7,089	<b>13,912</b>	14,170
Interest revenue		<b>(901)</b>	(898)	<b>(1,765)</b>	(1,933)
Accretion		<b>528</b>	840	<b>1,064</b>	1,504
Foreign exchange and fair value adjustments	<i>13</i>	<b>(421)</b>	(440)	<b>(92)</b>	(570)
Net finance costs		<b>6,236</b>	6,591	<b>13,119</b>	13,171
<b>Earnings before income taxes</b>		<b>8,057</b>	9,131	<b>9,870</b>	14,511
<b>Income tax expense (recovery)</b>					
Current		<b>3,029</b>	2,886	<b>4,553</b>	3,469
Deferred		<b>(826)</b>	270	<b>(1,594)</b>	1,501
Total income tax expense		<b>2,203</b>	3,156	<b>2,959</b>	4,970
<b>Earnings from continuing operations</b>		<b>5,854</b>	5,975	<b>6,911</b>	9,541
<b>DISCONTINUED OPERATIONS</b>					
Earnings from discontinued operations, net of income taxes	<i>15</i>	<b>2,471</b>	5,852	<b>4,372</b>	7,117
<b>Net earnings</b>		<b>8,325</b>	11,827	<b>11,283</b>	16,658
<b>Basic and Diluted Earnings per Share</b>					
Earnings from continuing operations	<i>14</i>	<b>0.07</b>	0.07	<b>0.08</b>	0.11
Net earnings	<i>14</i>	<b>0.10</b>	0.14	<b>0.13</b>	0.19

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

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

	Three months ended June 30,		Six months ended June 30,	
<i>(in thousands of Canadian dollars)</i>	2019	2018	2019	2018
<b>Net earnings</b>	<b>8,325</b>	11,827	<b>11,283</b>	16,658
<b>Other comprehensive income (loss), net of income taxes</b>				
Items that will not be reclassified to profit or loss:				
Defined benefit plan actuarial losses	(786)	(272)	(2,525)	(848)
Tax recovery on defined benefit plan actuarial losses	208	72	669	224
Defined benefit plan actuarial losses, net of taxes	(578)	(200)	(1,856)	(624)
Items that are or may be reclassified subsequently to profit or loss:				
Net change in foreign currency translation adjustment	(996)	585	(1,622)	1,269
Other comprehensive income (loss), net of tax	(1,574)	385	(3,478)	645
<b>Total comprehensive income</b>	<b>6,751</b>	12,212	<b>7,805</b>	17,303

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

# Extencicare Inc.

## Interim Condensed Consolidated Statements of Changes in Equity

(unaudited)

<i>(in thousands of Canadian dollars)</i>	<i>notes</i>	<i>Number of Shares</i>	<i>Share capital</i>	<i>Equity portion of convertible debentures</i>	<i>Contributed surplus</i>	<i>Accumulated deficit</i>	<i>Accumulated other comprehensive income (loss)</i>	<i>Shareholders' equity</i>
<b>Balance at January 1, 2019</b>		<b>88,489,984</b>	<b>492,064</b>	<b>7,085</b>	<b>2,706</b>	<b>(368,147)</b>	<b>(7,717)</b>	<b>125,991</b>
<b>DRIP</b>		<b>358,775</b>	<b>2,619</b>	–	–	–	–	<b>2,619</b>
<b>Share-based compensation</b>	<b>9</b>	<b>14,909</b>	<b>302</b>	–	<b>222</b>	–	–	<b>524</b>
<b>Net earnings</b>		–	–	–	–	<b>11,283</b>	–	<b>11,283</b>
<b>Dividends declared</b>		–	–	–	–	<b>(21,290)</b>	–	<b>(21,290)</b>
<b>Other comprehensive loss</b>		–	–	–	–	–	<b>(3,478)</b>	<b>(3,478)</b>
<b>Balance at June 30, 2019</b>		<b>88,863,668</b>	<b>494,985</b>	<b>7,085</b>	<b>2,928</b>	<b>(378,154)</b>	<b>(11,195)</b>	<b>115,649</b>

<i>(in thousands of Canadian dollars)</i>	<i>notes</i>	<i>Number of Shares</i>	<i>Share capital</i>	<i>Equity portion of convertible debentures</i>	<i>Contributed surplus</i>	<i>Accumulated deficit</i>	<i>Accumulated other comprehensive income (loss)</i>	<i>Shareholders' equity</i>
Balance at January 1, 2018, previously reported		88,523,290	490,881	5,573	2,437	(365,084)	(4,851)	128,956
Adoption of new standard <sup>(1)</sup>		–	–	–	–	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		305,253	2,453	–	–	–	–	2,453
Purchase of shares for cancellation	<b>10</b>	<b>(703,585)</b>	<b>(3,903)</b>	–	–	<b>(2,357)</b>	–	<b>(6,260)</b>
Share-based compensation	<b>9</b>	<b>19,918</b>	<b>158</b>	–	<b>872</b>	–	–	<b>1,030</b>
Redemption of convertible debentures		–	–	<b>(5,573)</b>	–	<b>5,573</b>	–	–
Issuance of convertible debentures		–	–	<b>7,085</b>	–	–	–	<b>7,085</b>
Net earnings		–	–	–	–	<b>16,658</b>	–	<b>16,658</b>
Dividends declared		–	–	–	–	<b>(21,148)</b>	–	<b>(21,148)</b>
Other comprehensive income		–	–	–	–	–	<b>645</b>	<b>645</b>
Balance at June 30, 2018		<b>88,144,876</b>	<b>489,589</b>	<b>7,085</b>	<b>3,309</b>	<b>(362,024)</b>	<b>(8,540)</b>	<b>129,419</b>

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)

<i>(in thousands of Canadian dollars)</i>	<i>notes</i>	Three months ended June 30,		Six months ended June 30,	
		2019	2018	2019	2018
<b>Operating Activities</b>					
Net earnings		8,325	11,827	11,283	16,658
Adjustments for:					
Depreciation and amortization	3	9,705	8,235	19,132	16,072
Share-based compensation	9	306	596	524	1,030
Deferred taxes		(747)	270	(1,572)	1,228
Current taxes		2,950	2,886	4,531	3,742
Net finance costs	3	6,657	7,031	13,211	13,741
Other income		(1,496)	(2,479)	(1,968)	(3,564)
Foreign exchange and fair value adjustments		(421)	(440)	(92)	(570)
		<b>25,279</b>	27,926	<b>45,049</b>	48,337
Net change in operating assets and liabilities					
Accounts receivable		(3,863)	(3,145)	2,100	(730)
Other assets		(456)	193	528	300
Accounts payable and accrued liabilities		(8,150)	(1,134)	(6,365)	4,463
		<b>12,810</b>	23,840	<b>41,312</b>	52,370
Payments for self-insured liabilities		(3,430)	(1,766)	(12,324)	(5,955)
Interest paid		(8,319)	(5,410)	(13,267)	(14,481)
Interest received		901	832	1,768	1,872
Income taxes paid		(2,642)	(3,515)	(5,657)	(9,386)
<b>Net cash from (used in) operating activities</b>	3	<b>(680)</b>	13,981	<b>11,832</b>	24,420
<b>Investing Activities</b>					
Purchase of property, equipment and other intangible assets		(9,388)	(16,028)	(15,426)	(22,741)
Acquisitions		–	(33,767)	–	(33,767)
Decrease in investments held for self-insured liabilities		16,944	1,918	26,210	4,697
Decrease in other assets		1,374	1,152	2,744	2,452
<b>Net cash from (used in) investing activities</b>		<b>8,930</b>	(46,725)	<b>13,528</b>	(49,359)
<b>Financing Activities</b>					
Issuance of long-term debt		22,596	128,119	27,779	130,633
Repayment of long-term debt	3	(6,299)	(133,521)	(14,040)	(139,055)
Increase in restricted cash		(132)	(131)	(285)	(261)
Purchase of securities for cancellation		–	–	–	(6,258)
Dividends paid		(9,301)	(9,321)	(18,656)	(18,709)
Financing costs		(991)	(5,714)	(991)	(5,714)
<b>Net cash from (used in) financing activities</b>		<b>5,873</b>	(20,568)	<b>(6,193)</b>	(39,364)
Increase (decrease) in cash and short-term investments		14,123	(53,312)	19,167	(64,303)
Cash and short-term investments at beginning of period		70,500	118,038	65,893	128,156
Foreign exchange gain (loss) on cash held in foreign currency		(217)	96	(654)	969
<b>Cash and short-term investments at end of period</b>		<b>84,406</b>	64,822	<b>84,406</b>	64,822

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



# Notes to Unaudited Interim Condensed Consolidated Financial Statements

THREE AND SIX MONTHS ENDED JUNE 30, 2019 AND 2018

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

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## 1. GENERAL INFORMATION AND NATURE OF THE BUSINESS

The common shares (the “Common Shares”) of Extencicare Inc. (“Extencicare” or the “Company”) are listed on the Toronto Stock Exchange (TSX) under the symbol “EXE”. Extencicare 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 “Extencicare”, the “Company”, “we”, “us” and “our” or similar terms refer to Extencicare Inc., either alone, or together with its subsidiaries. The registered office of Extencicare 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 Extencicare Inc. (the “Board”) on August 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 Extencicare 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*

The Company recognized \$0.7 million of depreciation expense and \$0.1 million of interest expense for the three months ended June 30, 2019, and \$1.3 million and \$0.1 million, respectively, for the six months ended June 30, 2019, 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

	June 30, 2019	December 31, 2018
Land and land improvements	58,026	58,280
Buildings	607,565	587,161
Furniture and equipment	62,361	63,047
Leasehold improvements	1,173	1,927
Construction in progress	38,937	30,851
	<b>768,062</b>	741,266
less: accumulated depreciation	<b>(238,001)</b>	(226,417)
	<b>530,061</b>	514,849

The right-of-use assets included in buildings were \$97.1 million (December 31, 2018 – \$81.0 million) with accumulated depreciation of \$34.7 million (December 31, 2018 – \$32.2 million).

During the six months ended June 30, 2019, the Company renewed the lease for its corporate office for 10 years with renewal options. As a result, the Company recognized \$10.3 million of right-of-use asset and lease liability, in accordance with IFRS 16.

For the six months ended June 30, 2019, the Company capitalized \$0.5 million of borrowing costs related to development projects under construction at an average capitalization rate of 4.5% (2018 – \$0.6 million at 4.8%).

#### 5. OTHER ASSETS

	June 30, 2019	December 31, 2018
Investments held for self-insured liabilities	41,620	67,938
Amounts receivable and other assets	66,634	69,967
Interest rate swaps	987	2,556
	<b>109,241</b>	140,461
less: current portion	<b>(21,028)</b>	(21,465)
	<b>88,213</b>	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 June 30, 2019, the investment portfolio comprises cash of \$3.5 million (December 31, 2018 – \$5.8 million), money market funds of \$38.1 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 June 30, 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 \$50.6 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 14 years.

Also included in amounts receivable and other assets is a \$1.3 million receivable as at June 30, 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 \$83.4 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 June 30, 2019, the interest rate swaps were valued at a nominal net liability, including an asset of \$1.0 million (*notes 7 and 8*) (December 31, 2018 – net asset of \$2.0 million, including a liability of \$0.5 million).

## 6. PROVISIONS

	June 30, 2019	December 31, 2018
Accrual for self-insured liabilities	19,730	37,138
Indemnification provisions	12,361	13,713
Decommissioning provisions	9,450	9,365
Total provisions	41,541	60,216
Less: current portion	(9,454)	(17,621)
	<b>32,087</b>	<b>42,595</b>

### 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 Extencicare, 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 June 30, 2019, the accrual for self-insured general and professional liabilities was \$19.7 million (US\$15.1 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 June 30, 2019, the remaining provisions totalled \$12.4 million (US\$9.4 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 Extencicare'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	June 30, 2019	December 31, 2018
Convertible unsecured subordinated debentures	5.0%	2025	120,218	119,775
CMHC mortgages	2.81% - 7.7%	2020 - 2037	124,940	114,083
Non-CMHC mortgages	3.11% - 5.637%	2020 - 2038	167,012	169,670
Construction loans	variable	on demand	64,663	52,866
Lease obligations	2.28% - 7.19%	2019 - 2034	90,128	80,992
			<b>566,961</b>	537,386
Deferred financing costs			<b>(8,619)</b>	(8,416)
Total debt, net of deferred financing costs			<b>558,342</b>	528,970
Less: current portion			<b>(88,565)</b>	(74,626)
Long-term debt, net of deferred financing costs			<b>469,777</b>	454,344

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

### CMHC Mortgages

In April 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 June 30, 2019, an aggregate of \$64.7 million was drawn on the construction loans, leaving \$22.9 million available; in addition, letters of credit totalling \$1.2 million were issued under credit facilities, leaving \$1.8 million available.

### Lease Obligations

Lease obligations outstanding as at June 30, 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 obligations will be amortized over the remaining lease terms ranging up to fifteen 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 June 30, 2019, \$38.1 million of the facilities secure the Company's defined benefit pension plan obligations, \$5.5 million was issued in connection with obligations relating to centres that were recently acquired or are under development, leaving \$68.7 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:

	June 30, 2019	December 31, 2018
Convertible unsecured subordinated debentures	4,388	4,774
CMHC mortgages	2,796	2,031
Non-CMHC mortgages	1,245	1,405
Lease obligations	190	206
Total deferred financing costs	8,619	8,416
Less: current portion	(1,495)	(1,404)
	<b>7,124</b>	<b>7,012</b>

## Interest Rates

The weighted average interest rate of all long-term debt as at June 30, 2019, was approximately 4.8% (December 31, 2018 – 4.9%). As at June 30, 2019, 88.6% of the long-term debt, including interest rate swaps, was at fixed rates (December 31, 2018 – 90.2%).

## 8. OTHER LONG-TERM LIABILITIES

	June 30, 2019	December 31, 2018
Accrued pension plan obligation	35,517	33,486
Interest rate swaps ( <i>notes 5 and 7</i> )	1,000	523
Other	1,483	1,068
	<b>38,000</b>	<b>35,077</b>

## 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 \$0.3 million for the three months ended June 30, 2019 (2018 – expense of \$0.4 million), and \$0.5 million for the six months ended June 30, 2019 (2018 – expense of \$0.8 million).

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

	June 30, 2019	December 31, 2018
Contributed surplus – DSUs	2,246	1,914
Contributed surplus – PSUs	682	792
	<b>2,928</b>	<b>2,706</b>

### 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. During the six months ended June 30, 2019, the Company settled PSUs totalling 18,902, of which 3,993 were settled in cash to cover withholding taxes payable and 14,909 were settled with Common Shares issued from treasury.

An aggregate of 4,373,065 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	
	Six months ended	Twelve months ended	Six months ended	Twelve months ended
	June 30, 2019	December 31, 2018	June 30, 2019	December 31, 2018
Units outstanding, beginning of period	239,725	134,369	188,909	342,944
Granted	41,661	109,744	292,581	192,116
Reinvested dividend equivalents	7,848	10,498	6,705	26,007
Forfeited	–	–	(34,900)	(367,126)
Settled	–	(14,886)	(18,902)	(5,032)
Units outstanding, end of period	289,234	239,725	434,393	188,909
Weighted average fair value of units granted during the period at grant date	\$7.96	\$7.36	\$9.62	\$9.33

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

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

	Six months ended	Twelve months ended
	June 30, 2019	December 31, 2018
Grant date	May 31, 2019	March 15, 2018
Vesting date	May 31, 2022	March 15, 2021
PSUs granted	292,581	192,116
Fair value of AFFO component	\$4.04	\$4.36
Fair value of TSR component	5.58	4.97
Grant date fair value	\$9.62	\$9.33
Expected volatility of Extencicare's Common Shares	20.49%	23.66%
Expected volatility of the Index	9.42%	12.20%
Risk-free rate	1.40%	1.84%
Dividend yield	nil	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 six months ended June 30, 2019, the Company issued 358,775 Common Shares at a value of \$2.6 million in connection with the DRIP (2018 – 305,253 Common Shares at a value of \$2.5 million).

### Normal Course Issuer Bid

In January 2019, Extencicare 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 Extencicare 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 Extencicare 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 six months ended June 30, 2019, the Company did not purchase any Common Shares under the Bid. During the six months ended June 30, 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		Six months ended	
	June 30,		June 30,	
	2019	2018	2019	2018
Employee wages and benefits	219,687	214,473	434,943	428,682
Food, drugs, supplies and other variable costs	13,359	12,641	25,630	24,458
Property based and other	25,042	23,376	51,219	47,170
Lease costs (note 3)	992	1,668	2,005	3,295
<b>Total operating expenses and administrative costs</b>	<b>259,080</b>	<b>252,158</b>	<b>513,797</b>	<b>503,605</b>

## 12. OTHER EXPENSE

	Three months ended		Six months ended	
	June 30,		June 30,	
	2019	2018	2019	2018
Other costs	975	–	975	–
Termination of B.C. market home health care contracts	–	–	1,429	–
Loss on early redemption of convertible debt	–	2,511	–	2,511
Acquisition costs	–	862	–	1,042
	<b>975</b>	<b>3,373</b>	<b>2,404</b>	<b>3,553</b>

During the three months ended June 30, 2019, the Company incurred other costs of \$1.0 million in connection with a representation and standstill agreement it entered into dated April 22, 2019 (the “Sandpiper Agreement”), with Sandpiper Real Estate Fund 2 Limited Partnership, Sandpiper Real Estate Fund 3 Limited Partnership, Sandpiper GP 2 Inc., and Sandpiper GP 3 Inc., (collectively, the “Sandpiper Group”).

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.

Upon the early redemption of the 2019 Debentures on April 30, 2018, the unaccreted liability of \$1.4 million and the associated unamortized finance costs of \$1.1 million were expensed.

In April 2018, the Company acquired the Lynde Creek Retirement Community, and incurred transaction costs of \$1.0 million, most of which was incurred during the 2018 second quarter.

## 13. FOREIGN EXCHANGE AND FAIR VALUE ADJUSTMENTS

Foreign exchange and fair value adjustments was a net gain of \$0.4 million for the three months ended June 30, 2019 (2018 – gain of \$0.4 million), and was a gain of \$0.1 million for the six months ended June 30, 2019 (2018 – gain of \$0.6 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		Six months ended	
	June 30,		June 30,	
	2019	2018	2019	2018
<b>Numerator for Basic and Diluted Earnings per Share</b>				
<i>Earnings from continuing operations</i>				
Net earnings for basic earnings per share	8,325	11,827	11,283	16,658
Less: earnings from discontinued operations, net of tax	(2,471)	(5,852)	(4,372)	(7,117)
Earnings from continuing operations for basic earnings per share	5,854	5,975	6,911	9,541
Add: after-tax interest on convertible debt	1,527	1,601	3,051	3,422
Earnings from continuing operations for diluted earnings per share	7,381	7,576	9,962	12,963
<i>Net earnings</i>				
Net earnings for basic earnings per share	8,325	11,827	11,283	16,658
Add: after-tax interest on convertible debt	1,527	1,601	3,051	3,422
Net earnings for diluted earnings per share	9,852	13,428	14,334	20,080
<b>Denominator for Basic and Diluted Earnings per Share</b>				
Actual weighted average number of shares	88,772,174	88,051,546	88,678,144	88,146,777
Vested equity-settled compensation	266,919	156,308	254,531	145,982
Weighted average number of shares for basic earnings per share	89,039,093	88,207,854	88,932,675	88,292,759
Shares issued if all convertible debt was converted	10,326,531	10,326,531	10,326,531	10,326,531
Equity-settled compensation	49,869	60,464	53,174	60,464
Total for diluted earnings per share	99,415,493	98,594,849	99,312,380	98,679,754
<b>Basic and Diluted Earnings per Share (in dollars)</b>				
Earnings from continuing operations	0.07	0.07	0.08	0.11
Earnings from discontinued operations	0.03	0.07	0.05	0.08
Net earnings	0.10	0.14	0.13	0.19

## 15. DISCONTINUED OPERATIONS

Earnings from discontinued operations included the release of a portion of the accrual for self-insured liabilities of \$2.8 million (US\$2.1 million) for the three months ended June 30, 2019 (2018 – \$5.8 million (US\$4.5 million)), and \$4.7 million (US\$3.5 million) for the six months ended June 30, 2019 (2018 – \$5.8 million (US\$4.5 million)). The balance of the earnings related to the impact of discount rate adjustments on the Captive's reserves.

## 16. COMMITMENTS AND CONTINGENCIES

### Property and Equipment Commitments

The Company has outstanding commitments of \$7.0 million at June 30, 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 remaining year.

### Legal Proceedings and Regulatory Actions

Extencicare 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. In July 2019, certain individual plaintiffs served the Company with statements of claim alleging negligence by the Company in the operation of certain of its long-term care centres and its provision of care to certain residents. 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. Extencare 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 \$68.7 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 June 30, 2019.

	<b>June 30, 2019</b>	
	<i>US\$</i>	<i>C\$</i>
<b>Assets</b>		
Current assets	9,512	12,456
Investments held for self-insured liabilities	31,783	41,620
<b>Liabilities</b>		
Current liabilities	4,444	5,819
Indemnification provisions	9,437	12,361
Non-current liabilities	11,811	15,466
<b>Net asset exposure</b>	<b>15,603</b>	<b>20,430</b>

### 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 debt portfolio includes fixed-rate debt and variable-rate debt with interest rate swaps in place. As at June 30, 2019, construction loans of \$64.7 million were 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*):

	<b>Carrying Amount</b>	
	<b>June 30, 2019</b>	<b>December 31, 2018</b>
<b>Fixed-rate instruments:</b>		
Long-term debt <sup>(1)</sup>	502,298	484,520
<b>Total liability in fixed-rate instruments</b>	<b>502,298</b>	<b>484,520</b>
<b>Variable-rate instruments:</b>		
Long-term debt <sup>(1)</sup>	64,663	52,866
	<b>64,663</b>	<b>52,866</b>

<sup>(1)</sup> 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 June 30, 2019, long-term debt with variable rates represented 11.4% 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, 8 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 \$0.2 million and a decrease of 100 basis points in interest rates would have increased net earnings by \$0.2 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**

<b>As at June 30, 2019</b>	<b>Amortized Cost</b>	<b>Fair Value through Profit and Loss</b>	<b>Total Carrying Amount</b>	<b>Fair Value</b>	<b>Fair Value Hierarchy</b>
Financial assets:					
Cash and short-term investments	84,406	–	84,406	84,420	Level 2
Restricted cash	2,575	–	2,575	2,575	
Invested assets <sup>(1)</sup>	371	–	371	371	
Accounts receivable	48,465	–	48,465	48,465	
Interest rate swaps	–	987	987	987	Level 2
Amounts receivable and other assets <sup>(2)(3)</sup>	50,597	–	50,597	54,965	Level 2
Investments held for self-insured liabilities	3,528	38,092	41,620	41,620	Level 1
	189,942	39,079	229,021	233,403	
Financial liabilities:					
Accounts payable	4,563	–	4,563	4,563	
Interest rate swaps	–	1,000	1,000	1,000	
Long-term debt excluding convertible debentures <sup>(3)(4)</sup>	446,743	–	446,743	466,721	Level 2
Convertible debentures	120,218	–	120,218	129,663	Level 1
	571,524	1,000	572,524	601,947	
<b>As at December 31, 2018</b>	<b>Amortized Cost</b>	<b>Fair Value through Profit and Loss</b>	<b>Total Carrying Amount</b>	<b>Fair Value</b>	<b>Fair Value Hierarchy</b>
Financial assets:					
Cash and short-term investments	65,893	–	65,893	65,907	Level 2
Restricted cash	2,290	–	2,290	2,290	
Invested assets <sup>(1)</sup>	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 <sup>(2)(3)</sup>	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 <sup>(3)(4)</sup>	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	

<sup>(1)</sup> Included in other assets.

<sup>(2)</sup> Includes primarily amounts receivable from government.

<sup>(3)</sup> Includes current portion.

<sup>(4)</sup> 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 the 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) contract services, 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 Extencicare 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 services, consulting and group purchasing divisions. Through our Extencicare Assist division, we provide contract services and consulting to third parties; 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 June 30, 2019							
<i>(in thousands of Canadian dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>CONTINUING OPERATIONS</b>								
Revenue	159,936	10,006	108,217	5,894	–	284,053	–	284,053
Operating expenses	140,506	7,089	98,443	2,695	–	248,733	–	248,733
<b>Net operating income</b>	<b>19,430</b>	<b>2,917</b>	<b>9,774</b>	<b>3,199</b>	<b>–</b>	<b>35,320</b>	<b>–</b>	<b>35,320</b>
Administrative costs					10,168	10,168	179	10,347
<b>Earnings (loss) before depreciation, amortization, and other expense</b>						<b>25,152</b>	<b>(179)</b>	<b>24,973</b>
Depreciation and amortization					9,705	9,705	–	9,705
Other expense					975	975	–	975
<b>Earnings (loss) before net finance costs and income taxes</b>						<b>14,472</b>	<b>(179)</b>	<b>14,293</b>
Net interest costs					6,422	6,422	235	6,657
Foreign exchange and fair value adjustments					881	881	(1,302)	(421)
Net finance costs (income)					7,303	7,303	(1,067)	6,236
<b>Earnings before income taxes</b>						<b>7,169</b>	<b>888</b>	<b>8,057</b>
<b>Income tax expense (recovery)</b>								
Current					3,029	3,029	–	3,029
Deferred					(826)	(826)	–	(826)
Total income tax expense					2,203	2,203	–	2,203
<b>Earnings from continuing operations</b>						<b>4,966</b>	<b>888</b>	<b>5,854</b>
<b>DISCONTINUED OPERATIONS</b>								
Earnings from discontinued operations, net of income taxes					–	–	2,471	2,471
<b>Net earnings</b>						<b>4,966</b>	<b>3,359</b>	<b>8,325</b>

	Six months ended June 30, 2019							
<i>(in thousands of Canadian dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>CONTINUING OPERATIONS</b>								
Revenue	316,157	19,514	210,882	11,769	–	558,322	–	558,322
Operating expenses	279,889	14,018	193,555	5,154	–	492,616	–	492,616
<b>Net operating income</b>	<b>36,268</b>	<b>5,496</b>	<b>17,327</b>	<b>6,615</b>	<b>–</b>	<b>65,706</b>	<b>–</b>	<b>65,706</b>
Administrative costs					20,780	20,780	401	21,181
<b>Earnings (loss) before depreciation, amortization, and other expense</b>						<b>44,926</b>	<b>(401)</b>	<b>44,525</b>
Depreciation and amortization					19,132	19,132	–	19,132
Other expense					2,404	2,404	–	2,404
<b>Earnings (loss) before net finance costs and income taxes</b>						<b>23,390</b>	<b>(401)</b>	<b>22,989</b>
Net interest costs					12,742	12,742	469	13,211
Foreign exchange and fair value adjustments					2,710	2,710	(2,802)	(92)
Net finance costs (income)					15,452	15,452	(2,333)	13,119
<b>Earnings before income taxes</b>						<b>7,938</b>	<b>1,932</b>	<b>9,870</b>
<b>Income tax expense (recovery)</b>								
Current					4,553	4,553	–	4,553
Deferred					(1,594)	(1,594)	–	(1,594)
Total income tax expense					2,959	2,959	–	2,959
<b>Earnings from continuing operations</b>						<b>4,979</b>	<b>1,932</b>	<b>6,911</b>
<b>DISCONTINUED OPERATIONS</b>								
Earnings from discontinued operations, net of income taxes					–	–	4,372	4,372
<b>Net earnings</b>						<b>4,979</b>	<b>6,304</b>	<b>11,283</b>

	Three months ended June 30, 2018							
<i>(in thousands of Canadian dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>CONTINUING OPERATIONS</b>								
Revenue	155,833	8,242	109,852	5,510	–	279,437	51	279,488
Operating expenses	137,716	5,896	97,287	2,282	–	243,181	–	243,181
<b>Net operating income</b>	18,117	2,346	12,565	3,228	–	36,256	51	36,307
Administrative costs					8,704	8,704	273	8,977
<b>Earnings (loss) before depreciation, amortization, and other expense</b>						27,552	(222)	27,330
Depreciation and amortization					8,235	8,235	–	8,235
Other expense					3,373	3,373	–	3,373
<b>Earnings (loss) before net finance costs and income taxes</b>						15,944	(222)	15,722
Net interest costs					6,558	6,558	473	7,031
Foreign exchange and fair value adjustments					(65)	(65)	(375)	(440)
Net finance costs					6,493	6,493	98	6,591
<b>Earnings (loss) before income taxes</b>						9,451	(320)	9,131
<b>Income tax expense</b>								
Current					2,886	2,886	–	2,886
Deferred					270	270	–	270
Total income tax expense					3,156	3,156	–	3,156
<b>Earnings (loss) from continuing</b>						6,295	(320)	5,975
<b>DISCONTINUED OPERATIONS</b>								
Earnings from discontinued operations, net of income taxes					–	–	5,852	5,852
<b>Net earnings</b>						6,295	5,532	11,827

	Six months ended June 30, 2018							
<i>(in thousands of Canadian dollars)</i>	Long-term Care	Retirement Living	Home Health Care	Other Canadian Operations	Corporate Canada	Total Canada	Total U.S.	Total
<b>CONTINUING OPERATIONS</b>								
Revenue	308,638	15,213	216,316	10,652	3	550,822	90	550,912
Operating expenses	274,560	11,235	195,122	4,366	–	485,283	–	485,283
<b>Net operating income</b>	34,078	3,978	21,194	6,286	3	65,539	90	65,629
Administrative costs					17,766	17,766	556	18,322
<b>Earnings (loss) before depreciation, amortization, and other expense</b>						47,773	(466)	47,307
Depreciation and amortization					16,072	16,072	–	16,072
Other expense					3,553	3,553	–	3,553
<b>Earnings (loss) before net finance costs and income taxes</b>						28,148	(466)	27,682
Net interest costs					12,933	12,933	808	13,741
Foreign exchange and fair value adjustments					(944)	(944)	374	(570)
Net finance costs					11,989	11,989	1,182	13,171
<b>Earnings (loss) before income taxes</b>						16,159	(1,648)	14,511
<b>Income tax expense</b>								
Current					3,469	3,469	–	3,469
Deferred					1,501	1,501	–	1,501
Total income tax expense					4,970	4,970	–	4,970
<b>Earnings (loss) from continuing</b>						11,189	(1,648)	9,541
<b>DISCONTINUED OPERATIONS</b>								
Earnings from discontinued operations, net of income taxes					–	–	7,117	7,117
<b>Net earnings</b>						11,189	5,469	16,658



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