

# **StorageVault Canada Inc.**

## **Interim Consolidated Financial Statements**

For the Three and Six Months ended June 30, 2016 and 2015

(Unaudited)

### **NOTICE OF NO AUDITOR REVIEW OF UNAUDITED INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, subsection 4.3(3)(a), if an auditor has not performed a review of the unaudited interim consolidated financial statements, they must be accompanied by a notice indicating that the consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited interim consolidated financial statements of the StorageVault Canada Inc. have been prepared by and are the responsibility of the Corporation's management.

The Corporation's independent auditor has not performed a review of these unaudited interim consolidated financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim consolidated financial statements by an entity's auditor.

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**StorageVault Canada Inc.****Unaudited Interim Consolidated Statements of Financial Position**

	June 30 2016	December 31 2015
<b>Assets</b>		
<b>Current</b>		
Cash and short term deposits (Note 4)	\$ 5,873,019	\$ 2,381,390
Short term investments	-	1,384,253
Accounts receivable	839,208	560,828
Prepaid expenses and other current assets	934,644	270,590
	<b>\$ 7,646,871</b>	<b>\$ 4,597,061</b>
Property and equipment (Note 6)	170,634,138	165,284,002
Goodwill and intangible assets (Note 7)	1,604,214	1,605,414
	<b>\$ 179,885,223</b>	<b>\$ 171,486,477</b>
<b>Liabilities and Shareholders' Equity</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 1,995,137	\$ 982,551
Unearned revenue	335,282	320,884
Current portion of long term debt (Note 8)	4,136,553	3,942,906
	<b>6,466,972</b>	<b>5,246,341</b>
Long term debt (Note 8)	111,876,380	107,676,218
	<b>118,343,352</b>	<b>112,922,559</b>
<b>Shareholders' Equity</b>		
Share capital (Note 9)	72,280,532	66,867,412
Contributed surplus (Note 9)	1,034,865	1,034,865
Dividends	(440,398)	-
Deficit	(11,333,128)	(9,338,359)
	<b>61,541,871</b>	<b>58,563,918</b>
	<b>\$ 179,885,223</b>	<b>\$ 171,486,477</b>
Commitments and Contingencies (Note 15)		
Subsequent Event (Note 16)		

**Approved on behalf of the Board:**

"signed" Steven Scott  
Director

"signed" Iqbal Khan  
Director

*The accompanying notes are an integral part of these unaudited interim consolidated financial statements.*

## StorageVault Canada Inc.

### Unaudited Interim Consolidated Statements of Changes in Equity

	Three months ended June 30		Six months ended June 30	
	2016	2015	2016	2015
<b>Common Share Capital</b>				
Balance, beginning of the period	\$ 72,352,582	\$ 7,421,324	\$ 66,867,412	\$ 7,421,324
Common shares issued, net of issuance costs	-	11,450,756	5,485,170	11,450,756
Common shares repurchased	(72,050)	-	(72,050)	-
Balance, end of the period	72,280,532	18,872,080	72,280,532	18,872,080
<b>Contributed Surplus</b>				
Balance, beginning of the period	\$ 1,034,865	\$ 592,728	\$ 1,034,865	\$ 573,408
Stock based compensation (Note 9)	-	240,194	-	259,514
Balance, end of the period	1,034,865	832,922	1,034,865	832,922
<b>Dividends</b>				
Balance, beginning of the period	\$ -	\$ -	\$ -	\$ -
Dividends declared on June 15th (Note 9)	(440,398)	-	(440,398)	-
Balance, end of the period	(440,398)	-	(440,398)	-
<b>Deficit</b>				
Balance, beginning of the period	\$ (10,669,364)	\$ (5,137,621)	\$ (9,338,359)	\$ (4,763,149)
Net loss	(663,764)	(677,127)	(1,994,769)	(1,051,599)
Balance, end of the period	(11,333,128)	(5,814,748)	(11,333,128)	(5,814,748)

The accompanying notes are an integral part of these unaudited interim consolidated financial statements.

# StorageVault Canada Inc.

## Unaudited Interim Consolidated Statements of Income (Loss) & Comprehensive Income (Loss)

	Three months ended June 30		Six months ended June 30	
	2016	2015	2016	2015
<b>Revenue</b>				
Storage and related services	\$ 6,320,322	\$ 2,111,281	\$ 11,617,292	\$ 3,207,794
<b>Expenses</b>				
Operating costs	2,557,410	1,180,098	4,785,009	1,720,052
Acquisition and integration costs	202,827	113,040	521,652	192,160
Selling, general and administrative	577,300	272,634	1,013,155	450,162
Stock based compensation	-	240,194	-	259,514
Depreciation and amortization (Notes 6, 7)	2,327,520	606,910	4,668,027	986,645
Interest	1,319,029	375,532	2,624,218	650,860
	<b>6,984,086</b>	<b>2,788,408</b>	<b>13,612,061</b>	<b>4,259,393</b>
Net income (loss) and Comprehensive income (loss)	\$ (663,764)	\$ (677,127)	\$ (1,994,769)	\$ (1,051,599)
Net income (loss) per common share				
Basic	\$ (0.004)	\$ (0.012)	\$ (0.012)	\$ (0.022)
Diluted	\$ (0.004)	\$ (0.012)	\$ (0.012)	\$ (0.022)
Weighted average number of common shares outstanding				
Basic	172,656,949	57,604,718	172,662,502	47,204,659
Diluted	172,656,949	57,604,718	172,662,502	47,204,659

**StorageVault Canada Inc.**  
**Unaudited Interim Consolidated Statements of Cash Flows**

	Six months ended June 30	
	2016	2015
<b>Cash provided by (used for) the following activities:</b>		
<b>Operating activities</b>		
Net income (loss)	\$ (1,994,769)	\$ (1,051,599)
Adjustment for non-cash items:		
Depreciation and amortization (Notes 6, 7)	4,668,027	986,645
Amortization of deferred financing costs	181,295	35,986
Amortization of bond premiums	5,252	5,963
Stock based compensation (Note 9)	-	259,514
Stock dividend classified as interest	-	56,052
Cash flow from operations before non-cash working capital balances	2,859,805	292,561
Net change in non-cash working capital balances		
Accounts receivable	46,217	(41,721)
Prepaid expenses and other current assets	(664,054)	(112,741)
Accounts payable and accrued liabilities	572,188	776,361
Unearned revenue	14,398	78,891
	2,828,554	993,351
<b>Financing activities</b>		
Common shares issued, net of issuance costs (Note 9)	5,485,170	11,224,954
Repurchase of common shares	(72,050)	-
Advances from long term debt	5,528,527	33,000,000
Repayment of long term debt	(1,316,013)	(18,428,603)
Redemption of short term investments	1,379,000	-
	11,004,634	25,796,351
<b>Investing activities</b>		
Acquisition (Note 5)	(9,218,000)	(26,475,000)
Additions to property and equipment (Note 6)	(1,107,097)	(283,614)
Non-operating accounts receivable	(324,597)	
Proceeds on disposal of property and equipment	308,135	20,775
	(10,341,559)	(26,737,839)
Increase in cash and short term deposits	3,491,629	51,863
Cash and short term deposits balance, beginning of period	2,381,390	454,468
Cash and short term deposits balance, end of period	5,873,019	506,331

*The accompanying notes are an integral part of these unaudited interim consolidated financial statements.*

## **StorageVault Canada Inc.**

### **Notes to the Interim Consolidated Financial Statements**

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)*

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#### **1. Description of Business**

The interim consolidated financial statements of StorageVault Canada Inc. and its subsidiary (the "Corporation") as at and for the three and six months ended June 30, 2016 were authorized for issuance by the Board of Directors of the Corporation on August 12, 2016. The Corporation is incorporated under the Business Corporations Act of Alberta and is domiciled in Canada. Its shares are publicly traded on the TSX Venture Exchange ("Exchange"). The address of its registered office is 1000 – 250 2<sup>nd</sup> Street SW, Calgary, AB, T2P 0C1.

The Corporation's primary business is owning, operating and renting self storage and portable storage to individual and commercial customers across Canada.

#### **2. Basis of Presentation**

These interim consolidated financial statements and the notes thereto present the Corporation's financial results of operations and financial position under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") as at and for the three and six months ended June 30, 2016, including 2015 comparative periods. They have been prepared in accordance with International Accounting Standard ("IAS") 34 "Interim Financial Reporting" and accordingly these interim consolidated financial statements do not include all the necessary annual disclosures in accordance with IFRS.

These interim consolidated financial statements should be read in conjunction with the Corporation's annual audited consolidated financial statements for the year ended December 31, 2015. The accounting policies and methods of computation followed in the preparation of these interim consolidated financial statements are consistent with those used in the preparation of the most recent annual report.

The interim consolidated financial statements have been prepared under the historical cost method, except for the revaluation of certain financial assets and financial liabilities to fair value. The interim consolidated financial statements were prepared on a going concern basis, and are presented in Canadian dollars, which is the Corporation's functional currency.

#### **3. Accounting policies**

##### *Basis of Consolidation*

The interim consolidated financial statements include the accounts of StorageVault Canada Inc. and the consolidated entity 1712066 Alberta Ltd. ("1712066"), both of which are headquartered in Regina, SK. The financial statements for the consolidated entity are prepared for the same reporting period as StorageVault Canada Inc. using consistent accounting policies. All intercompany transactions and balances have been eliminated in the preparation of these interim consolidated financial statements.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 3 – Continued

##### *Consolidated Entity*

StorageVault Canada Inc. established 1712066 for the purpose of refinancing a mortgage on its Regina, SK property using a defeasance process. StorageVault Canada Inc. does not have any direct or indirect shareholdings in 1712066. An entity is consolidated if, based on an evaluation of the substance of its relationship with StorageVault Canada Inc. it is determined that StorageVault Canada Inc. has rights, either directly through ownership or indirectly through contractual arrangements, to direct the relevant activities of the other entity. 1712066 was established under terms that impose strict limitations on the decision making powers of its management and that result in StorageVault Canada Inc. receiving the majority of the benefits related to its operations and net assets, being exposed to the majority of the risks incident to its activities, and retaining the majority of the residual or ownership risks related to its assets.

##### *Revenue Recognition*

Revenue comprises all rendering of services and sales of goods at the fair value of consideration received or receivable after the deduction of any trade discounts and excluding sales taxes. Revenue is recognized when it can be measured reliably and the significant risks and rewards of ownership are transferred to the customer.

Storage units are rented to customers pursuant to rental agreements which provide for weekly or monthly rental terms with non-refundable rental payments. The rental agreements may be terminated by the customer without further obligation or cost upon vacating the storage unit. Revenue from rental agreements is recognized over the rental term pursuant to the rental agreement. Non-refundable customer deposits, which are received to hold a unit for rent at a future date, are deferred and recognized as revenue upon commencement of the rental agreement. Receipts of rental fees for future periods are deferred and recognized as revenue when each respective monthly period commences. Provision is made for expected allowances as necessary.

Revenue from the sale of merchandise, including locks, boxes, packing supplies and equipment, is recognized when the merchandise is delivered to the customer. Revenue from investments is recognized when earned.

##### *Business Combinations*

All business combinations are accounted for by applying the acquisition method. On acquisition, the assets (including intangible assets), liabilities and contingent liabilities of an acquired entity are measured at their fair value. The Corporation recognizes intangible assets as part of business combinations at fair value at the date of acquisition. The determination of these fair values is based upon management's judgment and includes assumptions on the timing and amount of future incremental cash flows generated by the assets acquired and the selection of an appropriate cost of capital. Acquisition costs are recognized in profit or loss as incurred.

Goodwill represents the excess of the cost of an acquisition over the fair value of the Corporation's share of the net assets/net liabilities of the acquired entity at the date of acquisition. If the cost of acquisition is less than the fair value of the Corporation's share of the net assets/net liabilities of the acquired entity (i.e.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 3 – Continued

a discount on acquisition) the difference is credited to the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) in the period of acquisition. At the acquisition date, goodwill acquired is recognized as an asset and is allocated to each cash-generating unit (“CGU”) expected to benefit from the business combination’s synergies and to the lowest level at which management monitors the goodwill.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Corporation reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period, or additional assets or liabilities are recognized, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognized as of that date. The measurement period is the period from the date of acquisition to the date the Corporation obtains complete information about facts and circumstances that existed as of the acquisition date up to a maximum of one year.

#### *Significant Accounting Estimates and Judgments*

The preparation of the interim consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year include, but are not necessarily limited to:

- Property and equipment – The Corporation determines the carrying value of its property and equipment based on policies that incorporate estimates, assumptions and judgments relative to the useful lives and residual values of the assets. Estimates of future cash flows are based on the most recent available market and operating data at the time the estimate is made.
- Purchase price allocations – Estimates are made in determining the fair value of assets and liabilities, including the valuation of separately identifiable intangibles acquired as part of an acquisition. These estimates may be further based on management’s best assessment of the related inputs used in valuation models, such as future cash flows and discount rates.
- Bad debts – The Corporation estimates potential bad debts based on an analysis of historical collection activity and specific identification of overdue accounts. Actual bad debts may differ from estimates made.
- Income taxes - Income taxes are subject to measurement uncertainty due to the possibility of changes in tax legislation or changes in the characterization of income sources.



## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 3 – Continued

- Compound financial instruments – Certain compound financial instruments contain both a liability component and an equity component pursuant to IFRS. The determination of the amount attributable to each component is subject to assumptions made, and valuation models used, at the time the financial instrument is issued.
- Stock based compensation – Compensation costs accrued for stock based compensation plans are subject to the estimation of the ultimate payout using pricing models such as the Black-Scholes model which is based on significant assumptions such as volatility, dividend yield and expected term.

Management judgments that may affect reported amounts of assets and liabilities, income and expenses include but are not necessarily limited to:

- For the purpose of assessing impairment of tangible and intangible assets, assets are grouped at the lowest level of separately identified cash inflows which make up the CGU. Determination of what constitutes a CGU is subject to management judgment. The asset composition of the CGU can directly impact the recoverability of the assets included within the CGU.
- The determination of which entities require consolidation is subject to management judgment regarding levels of control, assumptions of risk and other factors that may ultimately include or exclude an entity from the classification of a subsidiary or other entity requiring consolidation.
- For the purpose of recording asset acquisitions, management must exercise judgment to determine if the acquisition meets the definition of a Business Combination. Such determination may affect the recorded amounts of specific assets and liabilities, goodwill and/or transaction costs.

#### *Cash and Short Term Deposits*

Cash and short term deposits on these Interim Consolidated Statements of Financial Position are comprised of cash at bank and on hand, and short term, highly liquid deposits with an original maturity of 3 months or less. For the purpose of these Interim Consolidated Statements of Cash Flows, cash and short term deposits are defined as above, net of outstanding bank overdrafts, except where no right of set-off exists.

#### *Short Term Investments*

Short term investments consist of Government of Canada bonds with maturities greater than three months.

#### *Property and Equipment*

Property and equipment are stated at historical cost less accumulated depreciation and any impairment in value. Historical cost includes expenditures that are directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Corporation and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repairs and maintenance are charged to the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) during the financial period in which they are incurred. Once an asset is available for use in the location and condition intended by management, it is depreciated to its residual value using the appropriate depreciation rate set forth by management.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 3 – Continued

Land is not depreciated. Depreciation is calculated using the declining balance method to depreciate the cost of property and equipment to their residual values over their estimated useful lives, as follows:

Land, Yards, Buildings & Improvements -	Buildings	4%
	Leasehold improvements	20%
	Business operating equipment	10%
	Fences and parking lots	8%
Storage Containers –	Storage containers	10%
Vehicles -	Vehicles	30% to 40%
	Truck decks and cranes	20%
Office and Computer Equipment -	Furniture and equipment	20%
	Computer equipment	45%

The residual value and useful lives of property and equipment are reviewed, and adjusted if appropriate, at each Interim Consolidated Statement of Financial Position date. An asset's carrying value is written down to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. These impairment losses are recognized in the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). Following the recognition of an impairment loss, the depreciation charge applicable to the asset is adjusted prospectively in order to systematically allocate the revised carrying amount, net of any residual value, over the remaining useful life.

#### *Goodwill and Other Intangible Assets*

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable assets and liabilities of the acquiree at the date of acquisition. Goodwill is carried at cost less accumulated impairment losses. Goodwill is reviewed for impairment at least annually by assessing the recoverable amount of each CGU to which the goodwill relates. The recoverable amount is the higher of fair value less costs to sell, and value in use. When the recoverable amount of the CGU is less than the carrying amount, an impairment loss is recognized. Any impairment is recognized immediately in the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) and is not subsequently reversed.

Other intangible assets are carried at cost less accumulated amortization and accumulated impairment losses. Amortization begins when an asset is available for use and is calculated on a straight-line basis to allocate the cost of assets over their estimated useful lives as follows: Franchise Agreements - 10 years; Tenant Relationships - 15 months; Website Development Costs – 12 months. The cost of intangible assets acquired in a business combination is the fair value at acquisition date.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 3 – Continued

##### *Leases*

A lease is defined as an agreement whereby the lessor conveys to the lessee, in return for a payment or a series of payments, the right to use a specific asset for an agreed period of time. Where the Corporation is a lessee and has substantially all the risks and rewards of ownership of an asset, the arrangement is considered a finance lease. Assets held under a finance lease are recognized as assets of the Corporation within property and equipment at the inception of the lease at the lower of fair value and the present value of the minimum lease payments. Assets held under finance leases are amortized on a basis consistent with similar owned assets. Payments made under finance leases are apportioned between capital repayments and interest expense charged to the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). Other leases where the Corporation is a lessee are treated as operating leases. Payments made under operating leases are recognized in the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) on a straight-line basis over the term of the lease.

Where the Corporation is a lessor and has transferred substantially all the risks and rewards of ownership of an asset to a lessee, the arrangement is considered a finance lease. For finance leases, capital amounts due from lessees are recognized as financial assets of the Corporation within trade and other receivables at the inception of the lease at the amount of the net investment in the lease after making provision for bad and doubtful debts. Payments received under finance leases are apportioned between capital repayments and interest income credited to the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). Other leases where the Corporation is a lessor are treated as operating leases. For operating leases, the asset is capitalized within property and equipment and amortized over its useful economic life. Payments received under operating leases are recognized in the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) on a straight-line basis over the term of the lease.

##### *Impairment of Non-Financial Assets*

The carrying values of all non-current assets are reviewed for impairment when events or changes in circumstances indicate that their carrying amounts may not be recoverable. Additionally, goodwill and intangible assets with indefinite useful lives are tested for impairment annually. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is defined as the higher of fair value less costs of disposal or the present value of future cash flows expected to be derived from the asset. Any provision for impairment is charged to the Interim Consolidated Statement of Income (Loss) and Comprehensive Income (Loss) in the period concerned. Impairments of goodwill are not reversed. Impairment losses on other non-current assets are only reversed if there has been a change in estimates used to determine recoverable amounts and only to the extent that the revised recoverable amounts do not exceed the carrying values that would have existed, net of depreciation or amortization, had no impairments been recognized.

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three and Six Months Ended June 30, 2016 and 2015  
(Unaudited)

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**Note 3 – Continued**

*Income Taxes*

Income tax is comprised of current tax and deferred tax. Income tax is recognized in the Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax is the tax expected to be payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognized using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized on the initial recognition of assets or liabilities in a transaction that is not a business combination. In addition, deferred tax is not recognized for taxable temporary differences arising on the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

*Stock Based Compensation*

The fair value of stock options issued to directors and consultants under the Corporation's stock option plan is estimated at the date of issue using the Black-Scholes option pricing model, and charged to operations and contributed surplus. Each tranche in an award is considered a separate award with its own vesting period and grant date fair value. On the exercise of options, the cash consideration received and the fair value of the option previously credited to contributed surplus are credited to share capital.

The fair value of agent options issued to advisors in conjunction with financing transactions is estimated at the date of issue using the fair value of the goods and services received first, if determinable, then by the Black-Scholes option pricing model, and charged to share capital and contributed surplus over the vesting period. On the exercise of agent options, the cash consideration received and the fair value of the option previously credited to contributed surplus are credited to share capital.

Where stock options are cancelled, it is treated as if the stock options had vested on the date of cancellation and any expense not yet recognized for the award is recognized immediately. However, if a new option is substituted for the cancelled option and is designated as a replacement option on the date

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
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(Unaudited)

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**Note 3 – Continued**

that it is granted, the cancelled and the new options are treated as if they were a modification of the original option.

Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate and, therefore, the existing models do not necessarily provide a reliable single measure of the fair value of the Corporation's share purchase options. Forfeitures are estimated for each reporting period and adjusted as required to reflect actual forfeitures that have occurred in the period.

*Income (Loss) per Share*

Basic income (loss) per common share is computed by dividing the net income (loss) by the weighted average number of common shares outstanding during the period. Diluted net income (loss) per share is calculated by dividing the net earnings by the weighted average number of shares outstanding as adjusted for the potential dilution that would occur if outstanding stock options, subordinated debentures, preferred shares or other potentially dilutive financial instruments were exercised or converted to common shares. The weighted average number of diluted shares is calculated in accordance with the treasury stock method. The treasury stock method assumes that the proceeds received from the exercise of all potentially dilutive instruments are used to repurchase common shares at the average market price.

*Share Capital*

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of shares are shown in equity as a deduction from the proceeds received.

*Segment Reporting*

An operating segment is a component of the Corporation that engages in business activities from which it may earn revenues and incur expenses. All operating segments' operating results are reviewed regularly by the Corporation's CEO in order to make decisions regarding the allocation of resources to the segment. Segment results include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

*Financial Instruments*

Financial assets can be classified as "fair value through profit or loss" ("FVTPL"), "loans and receivables", "available-for-sale" or "held-to-maturity". Financial liabilities can be classified as FVTPL or "other financial liabilities".

All financial instruments are initially measured at fair value plus transaction costs on initial recognition of the instrument with the exception of financial instruments classified at FVTPL, which are measured at fair value and any associated transaction costs are expensed as incurred.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

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(Unaudited)

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#### Note 3 – Continued

Financial assets and liabilities are offset and the net amount is presented in the Consolidated Statements of Financial Position when, and only when, the Corporation has a legal right to offset the amounts and intends either to settle on a net basis or to realize the asset and settle the liability simultaneously.

The effective interest method is used for financial instruments measured at amortized cost and allocates interest over the relevant period. The effective interest rate is the rate that discounts estimated future cash flows (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums and discounts) through the expected life of the instrument, to the net carrying amount on initial recognition.

#### Financial assets at FVTPL

Financial assets are classified as FVTPL when acquired principally for the purpose of trading, if so designated by management, or if they are derivative assets. Financial assets classified as FVTPL are measured at fair value, with changes recognized in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss).

The Corporation's FVTPL assets consist of cash and short term deposits.

#### Loans and receivables

Trade receivables, loans and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as loans and receivables. Such assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition loans and receivables are measured at amortized cost using the effective interest method, less any impairment losses.

The Corporation's loans and receivables consist of accounts receivable.

#### Available for sale financial assets

Available for sale financial assets are non-derivative financial assets that are designated as available for sale and that are not classified in any other category. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses, are recognized in other comprehensive income and presented within equity in the fair value reserve. When an available for sale financial asset is derecognized, the cumulative gain or loss in other comprehensive income is transferred to profit or loss.

The Corporation currently has no assets which are designated as available for sale.

#### Held to maturity financial assets

If the Corporation has the positive intent and ability to hold certain financial assets to maturity, then such financial assets are classified as held to maturity. Held to maturity financial assets are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition they are measured at amortized cost using the effective interest method, less any impairment losses.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)*

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#### **Note 3 – Continued**

The Corporation's held to maturity financial assets consist of short term investments. These investments are comprised of Government of Canada bonds and cash substituted for mortgage security under defeasance arrangements.

#### Financial liabilities at FVTPL

Financial assets are classified as FVTPL if they are designated as such by management, or they are derivatives. Financial liabilities classified as FVTPL are measured at fair value, with changes recognized in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss).

The Corporation does not have any financial liabilities at FVTPL at the end of year.

#### Other financial liabilities

Other financial liabilities are financial liabilities that are not classified as FVTPL. Such financial liabilities are recognized initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, other financial liabilities are measured at amortized cost using the effective interest method. Financing fees and other costs incurred in connection with debt financing are deducted from the cost of the debt and amortized using the effective interest method.

The Corporation's other financial liabilities consist of accounts payable and accrued liabilities, and long term debt.

#### *Adopted and Future Accounting Policies*

The IASB or the International Financial Reporting Interpretations Committee have issued a number of new or revised standards or interpretations that will become effective for future periods and have a potential implication for the Corporation. There have been no pronouncements in addition to those disclosed in the December 31, 2015 annual audited financial statements.

#### **4. Cash and Short Term Deposits**

Cash represents balances on deposit at a Canadian Chartered Bank. Term deposits, when used, are short term, highly liquid deposits with an original maturity of 3 months or less.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### 5. Acquisition

During the six months ended June 30, 2016, the Corporation completed the below transactions that met the definition of business combinations under *IFRS 3 – Business Combinations*. These acquisitions have been accounted for based on our Business Combinations policy (Note 3) and by using the acquisition method with the results of the operations being included in the interim consolidated financial statements of the Corporation since the date of acquisition. Details of the acquisitions are:

##### Acquisition 1:

On March 18, 2016 the Corporation completed the acquisition of one self storage location for \$978,000 (subjected to customary adjustments). The acquisition was an arm's length transaction. The purchase price was paid for by cash on hand.

A summary of the assets and liabilities acquired are as follows:

Buildings and related business operating equipment	\$ 973,000
Chattels	5,000
Net Assets Acquired	<u>978,000</u>

Consideration paid for the net assets acquired was obtained from the following:

Cash	978,000
	<u>978,000</u>

Selected information for the acquisition, since its acquisition date:

Revenue	263,966
Operating costs	<u>194,826</u>
	69,140
Amortization	24,450
Interest	-
Net income (loss)	<u>\$ 44,690</u>



**StorageVault Canada Inc.****Notes to the Interim Consolidated Financial Statements**

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)*

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**Note 5 – Continued**Acquisition 2:

On June 17, 2016 the Corporation completed the acquisition of one self storage location for \$8,240,000 (subjected to customary adjustments). The acquisition was an arm's length transaction. The purchase price was paid for by advances from long term debt and cash on hand.

A summary of the assets and liabilities acquired are as follows:

Land	\$ 3,500,000
Buildings and related business operating equipment	4,715,000
Chattels	25,000
Net Assets Acquired	<u>8,240,000</u>

Consideration paid for the net assets acquired was obtained from the following:

Advances from long-term debt	5,360,000
Cash	2,880,000
	<u>8,240,000</u>

Selected information for the acquisition, since its acquisition date:

Revenue	70,157
Operating costs	44,546
	25,611
Amortization	-
Interest	25,873
Net income (loss)	<u>\$ (262)</u>

**StorageVault Canada Inc.****Notes to the Interim Consolidated Financial Statements**

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)***6. Property and Equipment**

	<b>Land, Yards, Buildings &amp; Improvements</b>	<b>Storage Containers</b>	<b>Vehicles</b>	<b>Office &amp; Computer Equipment</b>	<b>Total</b>
<b>COST</b>					
December 31, 2014	24,439,540	3,954,430	2,374,603	235,316	31,003,889
Additions	703,271	1,264,781	221,751	171,571	2,361,374
Business acquisitions	132,557,800	8,950,000	1,975,000	388,200	143,871,000
December 31, 2015	157,700,611	14,169,211	4,571,354	795,087	177,236,263
Additions	859,289	-	188,660	59,148	1,107,097
Disposals	(15,995)	(547,755)	(218,720)	-	(782,470)
Business acquisitions	9,188,000	-	-	30,000	9,218,000
June 30, 2016	167,731,905	13,621,456	4,541,294	884,235	186,778,890
<b>ACCUMULATED DEPRECIATION</b>					
December 31, 2014	2,821,883	2,307,096	1,191,230	148,512	6,468,721
Depreciation	4,289,281	502,845	604,396	87,018	5,483,540
December 31, 2015	7,111,164	2,809,941	1,795,626	235,530	11,952,261
Depreciation	3,828,114	348,280	425,408	65,025	4,666,827
Disposals	(14,627)	(265,016)	(194,693)	-	(474,336)
June 30, 2016	10,924,651	2,893,205	2,026,341	300,555	16,144,752
<b>NET BOOK VALUE</b>					
December 31, 2015	150,589,447	11,359,270	2,775,728	559,557	<b>165,284,002</b>
June 30, 2016	156,807,254	10,728,251	2,514,953	583,680	<b>170,634,138</b>

Included in Land, Yards, Buildings & Improvements is Land at a value of \$50,939,371 (December 31, 2015 - \$47,348,171).

**StorageVault Canada Inc.****Notes to the Interim Consolidated Financial Statements**

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)***7. Goodwill and Intangible Assets**

	<u>Goodwill</u>	<u>Franchise Agreements</u>	<u>Tenant Relationships</u>	<u>Website Development</u>	<u>Total</u>
<b>COST</b>					
December 31, 2014	1,601,414	20,000	606,000	23,172	2,250,586
Capital expenditures	-	-	-	-	-
December 31, 2015	1,601,414	20,000	606,000	23,172	2,250,586
Capital expenditures	-	-	-	-	-
June 30, 2016	1,601,414	20,000	606,000	23,172	2,250,586
<b>ACCUMULATED AMORTIZATION</b>					
December 31, 2014	-	13,600	606,000	23,172	642,772
Amortization	-	2,400	-	-	2,400
December 31, 2015	-	16,000	606,000	23,172	645,172
Amortization	-	1,200	-	-	1,200
June 30, 2016	-	17,200	606,000	23,172	646,372
<b>NET BOOK VALUE</b>					
December 31, 2015	1,601,414	4,000	-	-	1,605,414
June 30, 2016	1,601,414	2,800	-	-	1,604,214

The goodwill asset relates to properties purchased in the prior year by the Corporation and is allocated to the individual properties. The value of goodwill was tested by means of comparing the recoverable amount of the asset to its carrying value. The recoverable amount is the greater of its value in use or its fair value less costs of disposal. Recoverable amount was estimated from the present value of future cash flows expected from the properties and capitalization rates observed for comparable assets. Values assigned to the key assumptions represent management's best estimates and have been based on data from both external and internal sources.

No impairment has been identified on goodwill as of June 30, 2016, and management considers reasonably foreseeable changes in key assumptions are unlikely to produce a goodwill impairment.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

#### 8. Long Term Debt

	June 30, 2016			December 31, 2015		
	Rate Range	Weighted Average	Balance	Rate Range	Weighted Average	Balance
<b><u>Mortgages</u></b>						
Fixed Rate	3.46% to 5.05%	4.16%	91,906,131	3.81% to 5.05%	4.21%	48,269,282
	<i>Maturity: March 2018 to June 2021</i>			<i>Maturity: March 2018 to August 2020</i>		
Variable Rate	Prime plus 1.00% or BA plus 2.75%	4.35%	23,634,809	Prime plus 1.00% or BA plus 2.75%	4.34%	62,999,553
	<i>Maturity: October 2017 to November 2020</i>			<i>Maturity: October 2017 to November 2020</i>		
<b><u>Other</u></b>						
Defeasance Obligation	1.09%	1.09%	1,379,400	1.09%	1.09%	1,438,991
	<i>Maturity: August 2016</i>			<i>Maturity: August 2016</i>		
Deferred financing costs net of accretion of \$441,108 (December 31, 2015 - \$259,813)			<u>(907,407)</u>			<u>(1,088,702)</u>
			116,012,933			111,619,124
Less current portion			<u>4,136,553</u>			<u>3,942,906</u>
			<u>111,876,380</u>			<u>107,676,218</u>

The bank Prime rate at June 30, 2016 was 2.70% (December 31, 2015 - 2.70%).

Mortgages are secured by a first mortgage charge on the property and equipment of the Corporation, general security agreements covering all assets of the Corporation, general assignment of rents and leases and assignments of insurance coverage over all assets of the Corporation. The Corporation must maintain certain financial ratios to comply with the facilities. These covenants include a fixed charge coverage ratio, a tangible net worth ratio, and a loan to value ratio. As of June 30, 2016, the Corporation is in compliance with all covenants.

The defeasance obligation is secured by Government of Canada bonds recorded as Short Term Investments.

In the fiscal year 2012, the Corporation completed the defeasance of a mortgage on one of its' property (the "Defeasance Obligation"). The result was a defeasance obligation (liability) of \$1,789,785 at December 31, 2012 being the present value of the remaining payments under the original mortgage at an effective

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 8 – Continued

interest rate of 1.09%. The payments will be fully funded by the principal and interest earnings of Short and Long Term Investments of \$1,764,247 in Government of Canada Bonds bearing interest rates ranging from 1.75% and 3.50% and maturities ranging from March 2013 to June 2016. Both the defeasance obligation and the Short Term Investments are held within 1712066 Alberta Ltd.

The deferred financing costs are made up of fees and costs incurred to obtain the related mortgage financing, less accumulated amortization.

Principal repayments on long term debt in each of the next five years are estimated as follows:

Year 1	\$	4,136,553
Year 2	\$	16,320,821
Year 3	\$	5,899,654
Year 4	\$	3,041,322
Year 5	\$	13,157,337
Thereafter	\$	74,364,653

#### 9. Share Capital

Authorized: Unlimited number of common, voting shares of no par value

Authorized: Unlimited number of preferred non-voting shares issuable in series at an issuance price of \$1 per share

*Common shares issued:*

	<u>Number of Shares</u>	<u>Amount</u>
Balance, December 31, 2014	36,689,044	\$ 7,421,324
Issued on asset acquisitions	89,696,085	38,395,282
Conversion of preferred shares	15,203,657	4,561,097
Private placement	26,337,034	17,119,072
Share issuance costs	-	(629,363)
Balance, December 31, 2015	<u>167,925,820</u>	<u>\$ 66,867,412</u>
Private placement	8,333,332	5,499,999
Share issuance costs	-	(14,829)
Common shares repurchased	(100,000)	(72,050)
Balance, June 30, 2016	<u><u>176,159,152</u></u>	<u><u>\$ 72,280,532</u></u>

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three and Six Months Ended June 30, 2016 and 2015  
(Unaudited)

**Note 9 - Continued**

*Contributed surplus:*

	<u>June 30, 2016</u>	<u>December 31, 2015</u>
Opening balance	1,034,865	573,408
Stock based compensation	-	461,457
Ending balance	<u>1,034,865</u>	<u>1,034,865</u>

*Stock Options and Warrants*

The Board of Directors of the Corporation may from time to time, in its discretion, and in accordance with the Exchange requirements, grant to directors, officers, employees and technical consultants of the Corporation, non-transferable options to purchase common shares provided that i) the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares; ii) the options are exercisable for a period of up to 10 years from the date of grant; iii) the number of common shares reserved for issuance to any individual director or officer will not exceed 5% of the issued and outstanding common shares; and iv) the number of common shares reserved for issuance to all technical consultants, if any, will not exceed 2% of the issued and outstanding shares. The exercise price for purchasing these shares cannot be less than the minimum exercise price as provided by Exchange rules. The following table summarizes information about stock options outstanding and exercisable as at:

	<u>June 30, 2016</u>		<u>December 31, 2015</u>	
	Weighted Average		Weighted Average	
	<u>Options</u>	<u>Exercise Price</u>	<u>Options</u>	<u>Exercise Price</u>
Opening	8,561,000	\$0.36	3,600,000	\$0.23
Granted	-	-	4,961,000	\$0.45
Closing and Exercisable	<u>8,561,000</u>	<u>\$0.36</u>	<u>8,561,000</u>	<u>\$0.36</u>

Stock options exercisable and outstanding are as follows:

Exercise Price	Vesting Date	Expiry Date	Outstanding June 30, 2016	Outstanding December 31, 2015
\$0.20	Nov 5, 2007	Nov 5, 2017	1,000,000	1,000,000
\$0.23	May 6, 2009	May 6, 2019	2,200,000	2,200,000
\$0.33	June 19, 2014	June 19, 2024	400,000	400,000
\$0.40	Jan 27, 2015	Jan 27, 2025	60,000	60,000
\$0.41	April 28, 2015	April 28, 2025	2,901,000	2,901,000
\$0.50	Sept 14, 2015	Sept 14, 2025	2,000,000	2,000,000
			<u>8,561,000</u>	<u>8,561,000</u>

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### Note 9 - Continued

Warrants exercisable and outstanding are as follows:

Exercise Price	Expiry Date	Outstanding June 30, 2016	Outstanding December 31, 2015
\$0.35	Feb 25, 2018	249,999	249,999
\$0.37	Feb 25, 2018	2,833,334	2,833,334
		3,083,333	3,083,333

#### Dividends

A dividend of \$0.0025 per share was declared on June 15, 2016.

#### 10. Income Taxes

The Corporation has non-capital losses at December 31, 2015 that expire as follows:

2027	63,854
2028	296,264
2029	272,049
2030	512,169
2031 and thereafter	11,178,416
	<u>\$ 12,322,752</u>

#### 11. Financial Risk Management and Fair Value

The Corporation is required to disclose certain information concerning its financial instruments, which are defined as contractual rights to receive or deliver cash or other financial assets. The fair values of the Corporation's cash and short term deposits, accounts receivable, and accounts payable and accrued liabilities approximate their carrying amount because of short period to scheduled receipt or payment of cash. The fair value of the Corporation's debt obligations is estimated based on discounted future cash flows using discount rates that reflect current market conditions for instruments with similar terms and risks. Such fair value estimates are not necessarily indicative of the amounts the Corporation might pay or receive in actual market transactions. The fair value of financial assets and liabilities were as follows:

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
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(Unaudited)

**Note 11 - Continued**

	<u>As at June 30, 2016</u>		<u>As at December 31, 2015</u>	
	<u>Carrying Amount</u>	<u>Fair Value</u>	<u>Carrying Amount</u>	<u>Fair Value</u>
<b>Financial Assets</b>				
Fair Value through Profit or Loss				
Cash and short term deposits	5,873,019	5,873,019	2,381,390	2,381,390
Loans and Receivables				
Accounts receivable	839,028	839,028	560,828	560,828
Held to Maturity				
Short term investments	-	-	1,384,253	1,384,253
<b>Financial Liabilities</b>				
Other Financial Liabilities				
Accounts payable & accrued liabilities	1,554,739	1,554,739	982,551	982,551
Long term debt	116,012,933	117,093,225	111,619,124	112,584,218

IFRS establishes a three tier fair value hierarchy to reflect the significance of the inputs used in measuring the fair value of the Corporation's financial instruments. The three levels are:

Level 1 – This level includes assets and liabilities measured at fair market value based on unadjusted quoted prices for identical assets and liabilities in active markets that the Corporation can access on the measurement date.

Level 2 – This level includes measurements based on directly or indirectly observable inputs other than quoted prices included in Level 1. Financial instruments in this category are measured using valuation models or other standard valuation techniques that rely on observable market inputs.

Level 3 – The measurements used in this level rest on inputs that are unobservable, unavailable, or whose observable inputs do not justify the largest part of the fair value instrument.

The following table presents information on the Corporation's assets and liabilities measured at fair value and indicates the fair value hierarchy of the valuation techniques used to determine this fair value.

<b>At June 30, 2016</b>	<b><u>Level 1</u></b>	<b><u>Level 2</u></b>	<b><u>Level 3</u></b>	<b><u>Total</u></b>
<b>Assets</b>				
Cash and short term deposits	\$5,873,019	-	-	\$5,873,019
At December 31, 2015				
<b>Assets</b>				
Cash and short term deposits	\$2,381,390	-	-	\$2,381,390



**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
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(Unaudited)

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**Note 11 - Continued**

Financial instruments may expose the Corporation to a number of financial risks including interest rate risk, credit risk and environmental risk.

- a) Interest rate risk – Interest rate risk arises from changes in market interest rates that may affect the fair value of future cash flows from the Corporation’s financial assets or liabilities. Interest rate risk may be partially mitigated by holding both fixed and floating rate debt, or by staggering the maturities of fixed rate debt. The Corporation is exposed to interest rate risk primarily relating to its long term debt. The Corporation will manage interest rate risk by utilizing fixed interest rates on its mortgages where possible, staggering maturities over a number of years to mitigate exposure to any single year, and by attempting to ensure access to diverse sources of funding.

There is interest rate risk associated with variable rate mortgages as interest expense is impacted by changes in the prime rate. The impact on the interim net income (loss) and comprehensive income (loss) if interest rates on variable rate debt had been 1% higher or lower for the three and six months ended June 30, 2016 would be approximately \$59,374 and \$118,174, respectively (June 30, 2015 - \$69,300 and \$114,200, respectively).

- b) Credit risk - Credit risk arises from the possibility that customers may experience financial difficulty and be unable to fulfill their financial obligations to the Corporation. The risk of incurring bad debts often arises if storage customers relocate and cannot be found to enforce payment, or if storage customers abandon their possessions. The extent of bad debts can be mitigated by quickly following up on any unpaid amounts shortly after the due date, enforcing late fees, denying access to any customers with delinquent accounts, and ultimately seizing the possessions of the customer. Additionally the Corporation typically rents to numerous customers, each of which constitutes significantly less than 5% of the Corporation’s monthly revenue. This diversification in the customer base reduces credit risk from any given tenant.

The following table sets forth details of accounts receivable and related allowance for doubtful accounts:

	<u>June 30, 2016</u>	<u>December 31, 2015</u>
Accounts receivable under 30 days aged	\$238,408	\$324,335
Accounts receivable over 30 days aged	662,919	298,612
Allowance for doubtful accounts	<u>(62,119)</u>	<u>(62,119)</u>
	\$839,208	\$560,828

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
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**Note 11 – Continued**

Change in the Corporation's allowance for doubtful accounts is as follows:

<b>Balance December 31, 2014</b>	\$54,657
Charges or adjustments during the year	7,462
Receivables written off during the year as uncollectible	-
<b>Balance December 31, 2015</b>	<u>\$62,119</u>
Charges or adjustments during the year	-
Receivables written off during the year as uncollectible	-
<b>Balance June 30, 2016</b>	<u>\$62,119</u>

The creation and release of the allowance for doubtful accounts has been included in property operating costs in these Interim Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

- c) Liquidity risk – Liquidity risk is the risk that the Corporation will be unable to meet its financial obligations as they fall due. The Corporation manages liquidity risk through cash flow forecasting and regular monitoring of cash requirements including anticipated investing and financing activities. Typically the Corporation ensures that it has sufficient cash or liquid investments available to meet expected operating expenses for a period of 30 days, excluding the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters. For the foreseeable future, the Corporation anticipates that cash flows from operations, working capital, and other sources of financing will be sufficient to meet its operating requirements, debt repayment obligations and will provide sufficient funding for anticipated capital expenditures. Maturities of long term financial liabilities are summarized in Note 8.
- d) Environmental risk – Environmental risk is inherent in the ownership of property. Various municipal, provincial and federal regulations can result in penalties or potential liability for remediation should hazardous materials enter the environment. The presence of hazardous substances could also impair the Corporation's ability to finance or sell the property, or it might expose the Corporation to civil law suits. To mitigate such risk, the Corporation will procure recent or updated environmental reports for all acquisitions. It also prohibits the storage of hazardous substances as a condition of the rental contract signed by customers.

Unless otherwise noted, it is management's opinion that the Corporation is not exposed to significant currency risk.

## StorageVault Canada Inc.

### Notes to the Interim Consolidated Financial Statements

For the Three and Six Months Ended June 30, 2016 and 2015

(Unaudited)

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#### 12. Related Party Transactions

During the three and six months ended June 30, 2016, the Corporation paid total management fees of \$203,787 and \$377,140, respectively (June 30, 2015 - \$15,757 and \$15,757, respectively) to Access Results Management Services Inc. ("ARMS"), a corporation controlled by Steven Scott and Iqbal Khan, who are directors and officers of the Corporation. Pursuant to a management agreement, ARMS is entitled to a base management fee of \$189,086 for fiscal 2016, as well as an annual performance fee of 4% of net operating income (NOI), defined as storage and related services revenue less property operating costs, if the Corporation attains 85% or greater of its annual board-approved budgeted NOI for that fiscal year.

During the three and six months ended June 30, 2016, the Corporation reimbursed operational wages of \$980,492 and \$1,882,227, respectively (June 30, 2015 - \$316,285 and \$316,285, respectively) and travel and related expenses of \$73,048 and \$129,137, respectively (June 30, 2015 - \$nil and \$nil, respectively) to ARMS. These expenses, reimbursed at cost, were undertaken exclusively for the benefit of the Corporation.

During the three and six months ended June 30, 2016, the Corporation paid loan guarantee fees of \$2,178 and \$4,356, respectively (June 30, 2015 - \$2,178 and \$4,356, respectively) to a director of the Corporation. As a condition of the assumption of a mortgage, the director was required to provide a personal guarantee for the entire outstanding principal balance of the mortgage. The loan guarantee fee is compensation for the provision of this guarantee and is paid on a monthly basis at the annual rate of 0.5% of the original mortgage principal.

The Corporation holds a Master Franchise from Canadian PUPS Franchises Inc. (CPFI) which provides the Corporation with the exclusive Canadian franchise rights for the development and operation of portable storage throughout Canada. CPFI is a corporation related to two directors and officers of the Corporation. The Corporation pays a monthly royalty of 3.5% on the gross sales. During the three and six months ended June 30, 2016, the Corporation paid \$45,838 and \$78,054, respectively (June 30, 2015 - \$9,233 and \$26,407, respectively) for royalties and \$547,800 and \$547,800, respectively (June 30, 2015- \$nil and \$nil) for storage containers and other equipment under the Master Franchise Agreement.

Included in accounts payable and accrued liabilities, relating to the previously noted transactions, at June 30, 2016 was \$nil (December 31, 2015 - \$44,502) payable to CPFI and \$294,498 (December 31, 2015 - \$365,483) payable to ARMS.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Corporation, directly and indirectly, and include directors. The remuneration of key management personnel for employment services rendered are as follows:

	Six months ended June 30, 2016	Six months ended June 30, 2015
Wages, management fees, bonuses and directors fees	\$ -	\$ 192,883
Stock based compensation	<u>                    </u>	<u>240,194</u>
	<u>\$ -</u>	<u>\$ 433,077</u>

## **StorageVault Canada Inc.**

### **Notes to the Interim Consolidated Financial Statements**

For the Three and Six Months Ended June 30, 2016 and 2015

*(Unaudited)*

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#### **13. Capital Risk Management**

The Corporation's objectives when managing capital are to safeguard the Corporation's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders. The Corporation defines capital as shareholders' equity excluding contributed surplus, and long term debt. The Corporation manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Corporation may attempt to issue new shares, issue new debt, acquire or dispose of assets, and adjust the amount of cash and short term deposits. The Board of Directors does not establish a quantitative return on capital criteria, but rather promotes year over year sustainable growth.

On an ongoing basis, the Corporation reviews and assesses its capital structure. The Corporation determines the appropriate mortgage debt to be placed on properties at the time a particular property is acquired or when an existing mortgage financing matures. Consideration is given to various factors including, but not limited to, interest rates, financing costs, the term of the mortgage and the strength of cash flow arising from the underlying asset. Mortgage debt is usually only secured by the underlying asset. The Corporation monitors its capital using a debt to fair value ratio.

Except for the debt covenants described in Note 8, the Corporation is not subject to any externally imposed capital requirements.

#### **14. Segmented Information**

The Corporation operates two reportable business segments. Each segment is a component of the Corporation for which separate discrete financial information is available for evaluation by the chief decision makers of the Corporation.

- Self Storage – involves the customer renting space at the Corporation's property for short or long term storage. Self storage may also include space for storing vehicles and use for small commercial operations.
- Portable Storage – this segment involves delivering a portable storage unit to the customer. The customer can opt to keep the portable storage unit at their location or have it moved to another location for further storage.

The Corporation evaluates performance and allocates resources based on earnings before interest, taxes, depreciation, amortization and stock based compensation. The accounting policies for the business segments are the same as those described in Note 3. Corporate costs are not allocated to the segments and are shown separately below.

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three and Six Months Ended June 30, 2016 and 2015  
(Unaudited)

**Note 14 – Continued**

**For the Three Months Ended June 30, 2016**

	Self Storage	Portable Storage	Corporate	Total
Revenue	\$ 4,930,067	\$ 1,390,255	\$ -	\$ 6,320,322
Operating expenses	1,748,783	808,627	-	2,557,410
Acquisition and integration	-	-	202,827	202,827
Selling, general & admin.	-	-	577,300	577,300
Interest expense	1,141,852	104,828	72,349	1,319,029
Stock based compensation	-	-	-	-
Depreciation & amortization	1,904,320	404,750	18,450	2,327,520
Net income/(loss)	<u>135,112</u>	<u>72,050</u>	<u>(870,926)</u>	<u>(663,764)</u>
Additions:				
Property & equip.	8,708,224	194,807	-	8,903,031

**For the Three Months Ended June 30, 2015**

	Self Storage	Portable Storage	Corporate	Total
Revenue	\$ 917,763	\$ 1,193,518	\$ -	\$ 2,111,281
Operating expenses	351,902	828,196	-	1,180,098
Acquisition and integration	-	-	113,040	113,040
Selling, general & admin.	-	-	272,634	272,634
Interest expense	270,004	50,142	55,386	375,532
Stock based compensation	-	-	240,194	240,194
Depreciation & amortization	336,919	268,566	1,425	606,910
Net income/(loss)	<u>(41,062)</u>	<u>46,614</u>	<u>(682,679)</u>	<u>(677,127)</u>
Additions:				
Property & equip.	15,646,971	10,977,654	684	26,625,309

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three and Six Months Ended June 30, 2016 and 2015  
(Unaudited)

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**Note 14 – Continued**

**For the Six Months Ended June 30, 2016**

	Self Storage	Portable Storage	Corporate	Total
Revenue	\$ 9,367,324	\$ 2,249,968	\$ -	\$ 11,617,292
Operating expenses	3,349,182	1,435,827	-	4,785,009
Acquisition and integration	-	-	521,652	521,652
Selling, general & admin.	-	-	1,013,155	1,013,155
Interest expense	2,314,984	209,080	100,154	2,624,218
Stock based compensation	-	-	-	-
Depreciation & amortization	3,805,281	825,847	36,899	4,668,027
Net income/(loss)	<u>(102,123)</u>	<u>(220,786)</u>	<u>(1,671,860)</u>	<u>(1,994,769)</u>
Additions:				
Property & equip.	10,126,243	198,854	-	10,325,097

**For the Six Months Ended June 30, 2015**

	Self Storage	Portable Storage	Corporate	Total
Revenue	\$ 1,555,028	\$ 1,652,766	\$ -	\$ 3,207,794
Operating expenses	621,616	1,098,436	-	1,720,052
Acquisition and integration	-	-	192,160	192,160
Selling, general & admin.	-	-	450,162	450,162
Interest expense	467,963	86,904	95,993	650,860
Stock based compensation	-	-	259,514	259,514
Depreciation & amortization	475,076	508,795	2,774	986,645
Net income/(loss)	<u>(9,627)</u>	<u>(41,369)</u>	<u>(1,000,603)</u>	<u>(1,051,599)</u>
Additions:				
Property & equip.	15,646,971	11,110,959	684	26,758,614

**StorageVault Canada Inc.**  
**Notes to the Interim Consolidated Financial Statements**  
For the Three and Six Months Ended June 30, 2016 and 2015  
(Unaudited)

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**Note 14 – Continued**

<b>Total Assets</b>				
	Self Storage	Portable Storage	Corporate	Total
As at June 30, 2016	\$ 159,966,081	\$ 15,702,460	\$ 4,216,682	\$ 179,885,223
As at December 31, 2015	\$ 151,443,965	\$ 15,105,555	\$ 4,936,957	\$ 171,486,477

**15. Commitments and Contingencies**

*Operating Lease Commitments*

The Corporation leases a building and lands in Winnipeg, MB and Kamloops, BC. The leases do not contain any contingent rent clauses. It does not include any provisions for transfer of title, nor does the Corporation participate in the residual value of the land. Therefore, these leases are considered operating leases as the risk and reward of ownership of the lands remain with the landlords. The leases expire between 2027 and 2054, with the lease that is expiring in 2027 having up to 20 years of renewals at the option of the Corporation after that time.

The future minimum lease payments, excluding incidental costs for which the Corporation is responsible, are as follows:

Less than one year	\$ 513,882
Between one and five years	2,064,914
More than five years	<u>12,694,320</u>
	\$ 15,273,116

During the three and six months ended June 30, 2016, the Corporation recognized as an expense \$139,437 and \$184,826, respectively (June 30, 2015 - \$15,628 and \$30,760, respectively) in operating lease payments.

*Contingency*

The Corporation has no legal contingency provisions at either June 30, 2016 or December 31, 2015.

**16. Subsequent Event**

On August 19, 2016, the Corporation issued 67,647,600 Common Shares at a price of \$0.85 per Common Share for gross proceeds of \$57,500,460.

## StorageVault Canada Inc.

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Toronto, ON

Rob Duguid  
Regina, SK

Alan Simpson  
Regina, SK

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### SVI