

StorageVault Canada Inc.
Consolidated Financial Statements

For the Years Ended December 31, 2019 and 2018



Independent Auditor's Report

To the Shareholders of StorageVault Canada Inc.:

Opinion

We have audited the consolidated financial statements of StorageVault Canada Inc. and its subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2019 and December 31, 2018, and the consolidated statements of income (loss) and other comprehensive income (loss), changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2019 and December 31, 2018, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards.

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audits of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis and the Annual Report (but does not include the consolidated financial statements and our auditor's report thereon).

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audits or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on the other information, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Company to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audits and significant audit findings, including any significant deficiencies in internal control that we identify during our audits.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

The engagement partner on the audit resulting in this independent auditor's report is Sean Du Plessis.

Calgary, Alberta
February 26, 2020

MNP LLP

Chartered Professional Accountants

MNP

StorageVault Canada Inc.
Consolidated Statements of Financial Position
As at December 31

	2019	2018
Assets		
Real estate and equipment, net (Note 5)	\$ 1,246,187,751	\$ 915,442,044
Goodwill and intangible assets, net (Note 6)	113,827,924	77,526,826
Cash and short term deposits	24,460,186	19,695,873
Prepaid expenses and other current assets	2,985,805	5,191,801
Accounts receivable (Note 9)	5,404,296	4,934,873
	\$ 1,392,865,962	\$ 1,022,791,417
Liabilities and Shareholders' Equity		
Debt (Note 7)	\$ 1,043,788,392	\$ 702,411,156
Interest rate swaps (Note 7)	9,291,210	-
Lease liability (Note 14)	25,491,060	-
Deferred tax liability (Note 10)	64,063,076	47,026,009
Accounts payable and accrued liabilities	12,458,892	7,394,616
Unearned revenue	7,025,354	5,033,079
	1,162,117,984	761,864,860
Shareholders' Equity		
Share capital (Note 8)	355,585,663	338,552,701
Dividends paid (Note 8)	(12,529,361)	(8,726,868)
Contributed surplus (Note 8)	8,812,227	5,218,589
Deficit	(121,120,551)	(74,117,865)
	230,747,978	260,926,557
	\$ 1,392,865,962	\$ 1,022,791,417

Commitments and Contingencies (Note 14)

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

Approved on behalf of the Board:

"signed" Steven Scott
 Director

"signed" Iqbal Khan
 Director

StorageVault Canada Inc.
Consolidated Statements of Changes in Equity
For the Years Ended December 31

	2019	2018
Share Capital		
Balance, beginning of the period	\$ 338,552,701	\$ 319,571,781
Common shares issued, net of issuance costs (Note 8)	17,032,962	18,980,920
Balance, end of the period	355,585,663	338,552,701
Dividends Paid		
Balance, beginning of the period	(8,726,868)	(5,070,304)
Dividends paid in the year	(3,802,493)	(3,656,564)
Balance, end of the period	(12,529,361)	(8,726,868)
Contributed Surplus		
Balance, beginning of the period	5,218,589	3,540,210
Redemption of stock options and warrants	-	(223,252)
Stock based compensation (Note 8)	3,593,638	1,901,631
Balance, end of the period	8,812,227	5,218,589
Deficit		
Balance, beginning of the period	(74,117,865)	(49,966,570)
IFRS 16 equity adjustment (Note 3)	(1,207,122)	-
Deferred tax recognized on adoption of IFRS 16 (Note 10)	322,905	-
Net income (loss) and comprehensive income (loss)	(46,118,469)	(24,151,295)
Balance, end of the period	\$ (121,120,551)	\$ (74,117,865)

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

StorageVault Canada Inc.
Consolidated Statements of Income (Loss) & Comprehensive Income (Loss)
For the Years Ended December 31

	2019	2018
Revenue		
Storage and related services	\$ 133,212,736	\$ 94,666,809
Management fees	1,750,304	1,716,790
	134,963,040	96,383,599
Expenses		
Operating costs	44,865,099	30,523,949
Acquisition and integration costs	6,982,983	2,248,751
Selling, general and administrative	11,214,718	6,192,383
Stock based compensation (Note 8)	3,593,638	1,901,631
Depreciation and amortization (Note 5)	79,206,355	58,857,132
Interest	42,189,684	28,875,906
Unrealized loss on interest rate swap contracts (Note 7)	9,291,210	-
	197,343,687	128,599,752
Net income (loss) and comprehensive income (loss) before tax	(62,380,647)	(32,216,153)
Deferred tax recovery (Note 10)	16,262,178	8,064,858
Net income (loss) and comprehensive income (loss)	\$ (46,118,469)	\$ (24,151,295)
Net income (loss) per common share		
Basic	\$ (0.128)	\$ (0.069)
Diluted	\$ (0.128)	\$ (0.069)
Weighted average number of common shares outstanding		
Basic	360,468,060	351,893,667
Diluted	360,468,060	351,893,667

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

StorageVault Canada Inc.
Consolidated Statements of Cash Flows
For the Years Ended December 31

	2019	2018
Cash provided by (used for) the following activities:		
Operating activities		
Net income (loss) and comprehensive income (loss)	\$ (46,118,469)	\$ (24,151,295)
Adjustment for non-cash items:		
Deferred tax recovery (Note 10)	(16,262,178)	(8,064,858)
Depreciation, amortization (Note 5)	79,206,355	58,857,132
Amortization of deferred financing costs	1,142,637	1,137,473
Stock based compensation (Note 8)	3,593,638	1,901,631
Unrealized loss on interest rate swap contracts (Note 7)	9,291,210	-
(Gain) loss on disposal of real estate and equipment	4,436	(352,184)
Cash flow from operations before non-cash working capital balances	30,857,629	29,327,899
Net change in non-cash working capital balances		
Accounts receivable	(469,424)	(1,022,548)
Prepaid expenses and other current assets	2,205,996	3,518,879
Accounts payable and accrued liabilities	5,064,278	(7,752,575)
Unearned revenue	1,992,275	651,190
	39,650,754	24,722,845
Financing activities		
Common shares issued, net of issuance costs (Note 8)	285,684	1,598,020
Dividends paid (Note 8)	(2,317,974)	(2,113,765)
Principal lease payments (Note 14)	(311,830)	-
Debt issuance costs	(2,504,247)	(1,397,298)
Advances from long term debt (Note 7)	536,106,032	420,840,336
Repayment of long term debt (Note 7)	(193,377,587)	(281,267,693)
	337,880,078	137,659,600
Investing activities		
Cash paid in business combinations (Note 4)	(335,246,364)	(140,263,193)
Additions to real estate and equipment (Note 5, 6)	(37,530,977)	(18,611,830)
Proceeds on disposal of real estate and equipment	10,822	36,023
	(372,766,519)	(158,839,000)
Increase in cash and short term deposits	4,764,313	3,543,445
Cash and short term deposits balance, beginning of period	19,695,873	16,152,428
Cash and short term deposits balance, end of period	\$ 24,460,186	\$ 19,695,873

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

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018

1. Description of Business

The consolidated financial statements of StorageVault Canada Inc. and its subsidiaries (the “Corporation”) as at and for the year ended December 31, 2019, were authorized for issuance by the Board of Directors of the Corporation on February 26, 2020. 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 2nd Street SW, Calgary, AB, T2P 0C1.

The Corporation’s primary business is owning, managing and renting self storage and portable storage space to individual and commercial customers. The Corporation also stores, shreds, and manages documents and records for customers.

2. Basis of Presentation

These 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 January 1, 2019.

The 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 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 consolidated financial statements include the accounts of StorageVault Canada Inc., its wholly owned subsidiaries, Sentinel Self-Storage Corporation and Spyhill Ltd., all of which are headquartered in Toronto, Ontario. The financial statements for the consolidated entities 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 consolidated financial statements.

Interest in Joint Venture

The Corporation had an interest in a joint venture, through its wholly owned subsidiary Sentinel Self-Storage Corporation, Spyhill Ltd. (“JV”), which was a jointly controlled entity. The Corporation recognized its interest in the JV using the equity method of accounting. As at February 1, 2018, the Corporation wholly owned the JV through the purchase of the remaining 50% of its shares.

Revenue Recognition

Revenue from the rendering of services and sales of goods are recognized at the fair value of consideration received or receivable after the deduction of any trade discounts and excluding sales taxes.

The Corporation’s revenue comprises the renting of storage units to customers, information and records management, managing storage facilities on behalf of third parties and sale of merchandise, including locks, boxes, packing supplies and equipment.

Note 3 – Continued

Revenue earned from the renting of storage units is accounted for under IFRS 16 – Leases. 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.

The Corporation earns a management fee based on a percentage of gross revenues of the operations for managing storage facilities for third parties. Revenue is recognized over time when the services are rendered.

Revenue for other storage related services is recognized in the month the respective services are provided. Receipts of fees for other storage related services for future periods are deferred and recognized as revenue when each respective monthly period commences. A provision is made for expected allowances as necessary.

Revenue from the sale of merchandise, including locks, boxes, packing supplies and equipment, is recognized at a point in time when the merchandise is delivered to the customer.

Business Combinations

All business combinations are accounted for by applying the acquisition method. Upon acquisition, the assets (including intangible assets), liabilities and contingent liabilities acquired 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 cash flows generated by the assets acquired and the selection of an appropriate discount rate. Acquisition and integration costs are recognized in profit or loss as incurred.

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

Note 3 – Continued

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.

Cash and Short Term Deposits

Cash and short term deposits on the 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 three months or less. For the purpose of the 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.

Real Estate and Equipment

Real estate 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 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. Land is not depreciated.

Depreciation is calculated using the declining balance method to depreciate the cost of real estate 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%

Note 3 – Continued

The residual value and useful lives of real estate and equipment are reviewed, and adjusted if appropriate, at each 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 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 Intangible Assets

Goodwill represents the excess of the cost of an acquisition over the fair value of the identifiable assets and liabilities acquired at the date of acquisition. Goodwill is carried at cost less accumulated impairment losses.

Finite life 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: Tenant Relationships - 22 to 180 months.

Indefinite life intangible assets, consisting of management contracts, are carried at cost and are not amortized. The useful life of indefinite life intangible assets are reviewed at each Consolidated Statements of Financial Position date.

Goodwill and indefinite life intangibles are reviewed for impairment annually by assessing the recoverable amount of each CGU to which it relates. The recoverable amount is the higher of fair value less costs of disposal, 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 Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). Any impairment recognized on goodwill is not subsequently reversed.

Income Taxes

Income tax is comprised of current tax and deferred tax. Income tax is recognized in the 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.

Note 3 – Continued

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 taxable 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, officers 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 the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss) 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 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.

When 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 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.

Note 3 – Continued

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 and/or CFO 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

a) Financial assets - Pursuant to IFRS 9, the classification of financial assets is based on the Corporation's assessment of its business model for holding financial assets. The classification categories are as follows:

- Financial assets measured at amortized cost: assets that are held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Corporation classifies the following financial assets as measured at amortized cost: cash and short term deposits and accounts receivable.
- Financial assets at fair value through other comprehensive income: assets that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Corporation has no financial assets classified in this category.
- Financial assets at fair value through profit or loss: assets that do not meet the criteria for amortized cost or fair value through other comprehensive income. The Corporation has no financial assets classified in this category.

Financial assets measured at amortized cost are measured at cost using the effective interest method. For assessing impairment of financial assets measure at amortized cost the Corporation applied the simplified approach and has calculated expected credit losses based on lifetime expected credit losses. Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amounts of the assets and the loss is recognized in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). When a trade receivable is uncollectible, it is written off against the allowance for expected credit losses.

Financial assets are derecognized when the contractual rights to the cash flows from the financial asset expire or when the contractual rights to those assets are transferred.

b) Financial liabilities - The classification of financial liabilities is determined by the Corporation at initial recognition. The classification categories are as follows:

Note 3 – Continued

- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs and are subsequently measured at amortized cost using the effective interest method. Interest expense is recognized in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). The Corporation classifies the following financial liabilities as measured at amortized cost: debt and accounts payable and accrued liabilities.
- Financial liabilities measured at fair value through profit or loss: financial liabilities measured at fair value with changes in fair value and interest expense recognized in the Consolidated Statements of Income (Loss) and Comprehensive Income (Loss). The Corporation classifies the following financial liabilities as measured at amortized cost: interest rate swap liability.

Financial liabilities are derecognized when the obligation is discharged, cancelled or expired.

Significant Accounting Estimates and Judgments

The preparation of the 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:

- Real estate and equipment - The Corporation determines the carrying value of its real estate and equipment based on policies that incorporate estimates, assumptions and judgments relative to the useful lives and residual values of the assets.
- Impairment of non-financial assets - Impairment exists when the carrying value of an asset or CGU exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for the disposal of the asset. The value in use calculation is based on a discounted cash flow model. The estimated future cash flows are derived from management estimates, budgets and past performance and do not include activities that the Corporation is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash flows and the growth rate used for extrapolation purposes.
- 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 a business combination. 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.

Note 3 – Continued

- Expected credit losses – Financial assets measured at amortized cost are stated after evaluation as to their collectability and an appropriate allowance for expected credit losses is provided where considered necessary. The Corporation uses a provision matrix to calculate expected credit losses for accounts receivable which is based on the Corporation’s historical credit loss experience adjusted for forward-looking factors specific to the debtors and the economic environment. Actual losses 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.
- 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. Management has identified each location as a separate CGU. 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. Such determination may affect the recorded amounts of specific assets and liabilities, goodwill and/or transaction costs.
- The Corporation applied judgment in determining control over the JV where the Corporation held 50% equity ownership. The judgment was based on a review of all contractual agreements to determine if the Corporation has control over the activities, projects, financial and operating policies of the JV. Through a shareholder agreement, the Corporation was guaranteed 50% of seats on the board of the JV and participated in all significant financial and operating decisions. Joint control was established by the shareholder arrangement that required unanimous agreement on decisions made on relevant activities.
- Management has applied judgment in assessing that the management contracts acquired have an indefinite useful life because the Corporation purchased a complete system to operationally manage its own business and that of other self storage businesses. The Corporation has acquired substantial know-how and expertise in managing stores owned by third parties, including long term relationships, which the Corporation will have the benefit of for an indefinite period of time. The management contracts have therefore been deemed to have an indefinite useful life.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 3 – Continued

Changes in Accounting Policies

The Corporation has adopted the following new and revised standards effective January 1, 2019:

IFRS 16 – Leases

The Corporation adopted the requirements of IFRS 16 - Leases as of January 1, 2019. IFRS 16 replaces IAS 17 - Leases and results in almost all leases, where the Corporation is the lessee, being recognized on the Consolidated Statement of Financial Position, as the distinction between operating and finance leases is removed. Under the new standard, an asset (the right to use the leased item) and a financial liability to pay rentals are recognized. The lease liability is measured at present value of the lease payments that are not paid at the balance date and is unwound over time using the interest rate implicit in the lease repayments where available, or the Corporation's incremental borrowing rate. Accounting for the lessors remains unchanged under the new standard.

The right-of-use asset comprises the initial lease liability amount, initial direct costs incurred when entering into the lease less any lease incentives received. The asset is depreciated over the term of the lease. The new standard replaces the Corporation's operating lease expense with an interest and depreciation expense.

The Corporation applied the new standard IFRS 16 using the "Modified Retrospective" approach which recognizes the cumulative effect of initial application as an adjustment to the opening balance of retained earnings at January 1, 2019, without having to adjust comparatives in the current year reporting. The Corporation recognized the right-of-use assets based on the value they would have been at the commencement date and the lease liabilities based on their value at the date of initial application, resulting in an adjustment to the retained earnings of \$1,207,122.

The Corporation elected to use the practical expedient to not recognize a right-of-use asset or a lease liability for leases for which the lease term ends within 12 months of the date of initial application. The Corporation has also elected not to recognize right-of-use assets and lease liabilities for short-term leases and leases of low-value assets. Options (extension/termination) on lease contracts are assessed on a case by case basis. The weighted average incremental borrowing rate at the date of initial application was 4.33%. This has been applied to the liabilities recognized at the date of initial application where there is no implicit rate.

As of January 1, 2019, the Corporation had \$18,174,269 of right-of-use leased assets and \$19,381,391 in lease liabilities.

A reconciliation of the operating lease commitments as of December 31, 2018 to the opening balance of lease liabilities at the date of adoption is as follows:

Operating lease commitments as of December 31, 2018	\$ 26,249,853
Lease liabilities recognized as of January 1, 2019	-
Effect of discounting using the incremental borrowing rate	(6,868,462)
Lease liabilities recognized as of January 1, 2019	<u><u>\$ 19,381,391</u></u>

StorageVault Canada Inc.
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4. Acquisitions

During the year ended December 31, 2019, the Corporation completed the below transactions that met the definition of a business under IFRS 3 - Business Combinations. These acquisitions have been accounted for using the acquisition method with the results of the operations being included in the consolidated financial statements of the Corporation since the dates of acquisition. Details of the acquisitions are:

First Quarter Acquisitions:

During the first quarter, the Corporation completed the acquisition of two self storage locations in Ontario for \$10,460,000 (subjected to customary adjustments). These acquisitions were arm's length transactions and have been accounted for as business combinations. The purchases were paid for by cash on hand.

A summary of the acquisitions are as follows:

	Two Self Storage Locations
Acquisition date:	February 20, 2019
Land, Yards, Buildings & Improvements	\$ 9,192,522
Tenant Relationships	1,267,478
Net assets acquired	<u>10,460,000</u>
Consideration paid for the net assets acquired was obtained from the following:	
Cash	<u>10,460,000</u>
Selected information for the acquisitions, since their acquisition dates:	
Revenue	1,197,635
Operating costs	<u>430,200</u>
	767,435
Amortization	709,939
Interest	307,718
Net income (loss)	<u>\$ (250,222)</u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018

Note 4 – Continued

Second Quarter Acquisitions:

During the second quarter, the Corporation completed the acquisition of 42 self storage locations and an information and records management business for \$336,000,000 (subjected to customary adjustments). These acquisitions consisted of both arm's length and non - arm's length transactions. The purchases were paid for by advances from long term debt, issuance of common shares, promissory notes and cash on hand.

A summary of the acquisitions are as follows:

	Three Self Storage Locations and RecordXpress	38 Self Storage Locations	One Self Storage Location	Total
Acquisition date:	April 12, 2019	April 15, 2019	May 29, 2019	
Land, Yards, Buildings & Improvements	\$ 24,339,429	\$ 252,446,366	\$ 25,827,893	\$ 302,613,688
Tenant Relationships	5,481,623	22,553,634	2,672,107	30,707,364
	<u>29,821,052</u>	<u>275,000,000</u>	<u>28,500,000</u>	<u>333,321,052</u>
Deferred tax	-	(33,622,150)	-	(33,622,150)
Goodwill	2,678,948	33,622,150	-	36,301,098
Net assets acquired	<u>32,500,000</u>	<u>275,000,000</u>	<u>28,500,000</u>	<u>336,000,000</u>

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

Issuance of common shares	8,300,000	-	7,000,000	15,300,000
Cash	-	38,000,000	500,000	38,500,000
Debt	7,086,364	237,000,000	16,000,000	260,086,364
Promissory note	17,113,636	-	5,000,000	22,113,636
	<u>32,500,000</u>	<u>275,000,000</u>	<u>28,500,000</u>	<u>336,000,000</u>

Selected information for the acquisitions, since their acquisition dates:

Revenue	3,499,397	15,237,951	1,350,274	20,087,622
Operating costs	2,316,143	5,906,083	457,182	8,679,408
	<u>1,183,254</u>	<u>9,331,868</u>	<u>893,092</u>	<u>11,408,214</u>
Amortization	2,165,429	14,739,720	777,739	17,682,888
Interest	1,091,016	6,386,195	678,054	8,155,265
Net income (loss)	<u>\$ (2,073,191)</u>	<u>\$ (11,794,047)</u>	<u>\$ (562,701)</u>	<u>\$ (14,429,939)</u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018

Note 4 – Continued

Fourth Quarter Acquisitions:

During the fourth quarter, the Corporation completed the acquisition of two self storage locations for \$26,200,000 (subjected to customary adjustments). These acquisitions were both arm's length transactions. The purchases were paid for by advances from long term debt and cash on hand.

A summary of the acquisitions are as follows:

	Two Self Storage Locations
Acquisition date:	October 1, 2019
Land, Yards, Buildings & Improvements	\$ 23,950,624
Tenant Relationships	2,249,376
Net assets acquired	<u>26,200,000</u>
Consideration paid for the net assets acquired was obtained from the following:	
Cash	24,200,000
Debt	2,000,000
	<u>26,200,000</u>
Selected information for the acquisitions, since their acquisition dates:	
Revenue	436,678
Operating costs	184,263
	<u>252,415</u>
Amortization	539,223
Interest	196,711
Net income (loss)	<u>\$ (483,519)</u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018

5. Real Estate and Equipment

	<u>Land, Yards, Buildings & Improvements</u>	<u>Storage Containers</u>	<u>Intangible Tenant Relationships</u>	<u>Vehicles</u>	<u>Office & Computer Equipment</u>	<u>Total</u>
COST						
December 31, 2017	\$ 743,997,212	\$ 12,703,190	\$ 82,261,527	\$ 4,893,080	\$ 1,808,595	\$ 845,663,604
Additions	11,524,966	6,026,887	-	205,573	854,404	18,611,830
Disposals	(10,648)	(17,500)	-	(28,159)	-	(56,307)
Business acquisitions	160,099,529	-	15,600,471	-	-	175,700,000
December 31, 2018	915,611,059	18,712,577	97,861,998	5,070,494	2,662,999	1,039,919,127
Additions	38,542,148	49,157	-	166,721	1,273,869	40,031,895
Disposals	(46,200)	(5,000)	-	(275,627)	-	(326,827)
Business acquisitions	335,756,834	-	34,224,218	-	-	369,981,052
December 31, 2019	\$ 1,289,863,841	\$ 18,756,734	\$ 132,086,216	\$ 4,961,588	\$ 3,936,868	\$ 1,449,605,247
ACCUMULATED DEPRECIATION						
December 31, 2017	\$ 34,153,525	\$ 4,119,032	\$ 23,673,335	\$ 3,059,396	\$ 633,565	\$ 65,638,853
Depreciation	34,427,544	1,257,998	22,178,673	581,547	411,370	58,857,132
Disposals	(213)	(271)	-	(18,418)	-	(18,902)
December 31, 2018	68,580,856	5,376,759	45,852,008	3,622,525	1,044,935	124,477,083
Depreciation	49,445,309	1,315,008	27,435,403	441,761	568,874	79,206,355
Disposals	(12,941)	(118)	-	(252,883)	-	(265,942)
December 31, 2019	\$ 118,013,224	\$ 6,691,649	\$ 73,287,411	\$ 3,811,403	\$ 1,613,809	\$ 203,417,496
NET BOOK VALUE						
December 31, 2018	847,030,203	13,335,818	52,009,990	1,447,969	1,618,064	915,442,044
December 31, 2019	1,171,850,617	12,065,085	58,798,805	1,150,185	2,323,059	1,246,187,751

Included in Land, Yards, Buildings & Improvements is Land at a value of \$412,304,800 (December 31, 2018 - \$298,882,932; December 31, 2017 - \$245,377,231).

Included in Land, Yards, Buildings & Improvements is \$16,102,351 (December 31, 2018 - \$7,770,200; December 31, 2017 - \$1,189,411) of construction in process that is not being depreciated.

Included in Land, Yards, Buildings & Improvements are right-of-use assets at a value of \$23,772,865 (December 31, 2018 - \$nil; December 31, 2017 - \$nil), net of accumulated depreciation of \$910,371 (December 31, 2018 - \$nil; December 31, 2017 - \$nil). The continuity of the right-of-use assets is as follows:

<u>Self Storage Properties</u>	
Balance, January 1, 2019	\$ 18,174,269
Additions	6,508,967
Depreciation charge for the year	(910,371)
Balance, December 31, 2019	<u>\$ 23,772,865</u>

StorageVault Canada Inc.
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6. Goodwill and Intangible Assets

	<u>Goodwill</u>	<u>Management Contracts</u>	<u>Total</u>
COST			
December 31, 2017	\$ 55,760,892	\$ 16,300,000	\$ 72,060,892
Business acquisitions	5,465,934	-	5,465,934
December 31, 2018	61,226,826	16,300,000	77,526,826
Business acquisitions	36,301,098	-	36,301,098
December 31, 2019	\$ 97,527,924	\$ 16,300,000	\$ 113,827,924

ACCUMULATED AMORTIZATION

December 31, 2017	\$ -	\$ -	\$ -
Amortization	-	-	-
December 31, 2018	-	-	-
Amortization	-	-	-
December 31, 2019	\$ -	\$ -	\$ -

NET BOOK VALUE

December 31, 2018	61,226,826	16,300,000	77,526,826
December 31, 2019	97,527,924	16,300,000	113,827,924

At December 31, 2019, the Corporation performed its annual impairment test on goodwill and its indefinite-life intangible assets. Goodwill is allocated to the group of CGU's that benefited from the synergies of the business combination on which the goodwill arose. The Corporation used the fair value less costs of disposal method to determine the recoverable amount of the CGUs. Based on the impairment test performed, the Corporation concluded that no impairment exists on its goodwill and indefinite-life intangible assets.

Information regarding each impairment test is as follows:

Manitoba and Saskatchewan group of CGU's

- The cash flow projection includes specific estimates based on the expected life of the properties, with a net operating income growth rate of 2% which is consistent with management's knowledge of the local market and is lower than the CGU's recent historical growth rate.
- Cash flows were discounted at a pre-tax rate of 5.98% based on management's judgement in this geographic region.

Note 6 – Continued

Kamloops, BC group of CGU's

- The cash flow projection includes specific estimates based on the expected life of the properties, with a net operating income growth rate of 4%. The Corporation has seven stores in the region and is able to disburse costs and operate more efficiently.
- Cash flows were discounted at a pre-tax rate of 6.89% based on management's experience in this geographic region and the fact that the properties are on leased land.

London, ON group of CGU's

- The cash flow projection includes specific estimates based on the expected life of the property, with a net operating income growth rate of 2% which is consistent with management's knowledge of the local market.
- Cash flows were discounted at a pre-tax rate of 5.98% based on management's experience in this geographic region.

Sentinel Self-Storage group of CGU's

- The cash flow projection includes specific estimates based on the expected life of the properties, with a net operating income growth rate of 4%. Given the location of the stores in this portfolio, over 20 stores in major markets and highly desirable locations in Canada, management believes that this growth rate is sustainable, and is consistent with the CGU's historical growth rate.
- Cash flows were discounted at a pre-tax rate of 4.80% based on management's experience and the superior quality and location of these properties.

Portable Storage group of CGU's

- The cash flow projection includes specific estimates based on the expected life of storage containers, with a net operating income growth rate of 4.6% based on management's experience and the exclusive marketing channels the Corporation has for this product type.
- Cash flows were discounted at a pre-tax rate of 6.39% based on management's experience in these markets.

Real Storage group of CGU's

- The cash flow projection includes specific estimates based on the expected life of the properties, with a net operating income growth rate of 5% during the first three years and 4% thereafter. Given the location of the stores in this portfolio and with SVI already operating in many of the 27 markets that the stores are located in, management believes that this growth rate is sustainable.
- Cash flows were discounted at a pre-tax rate of 5.00% based on management's experience and location of these properties.

StorageVault Canada Inc.
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Note 6 – Continued

Management Division CGU

- The cash flow projection includes specific estimates for five years with a terminal growth rate of 4%, which management feels would be representative of the future indefinite cash flows from this asset.
- Cash flows were discounted at a pre-tax rate of 20% based on what management deemed appropriate for the nature of this type of revenue stream.

RecordXpress Division CGU

- The cash flow projection includes specific estimates for five years with a growth rate of 1%, which management feels would be representative of the future cash flows from these assets.
- Cash flows were discounted at a pre-tax rate of 7.5% based on management's experience in the records management business.

The most sensitive inputs to the value in use model used for these group of CGU's are the growth rate and the discount rate:

- A 1% increase or decrease in the growth rate would not result in an impairment of these groups of CGU's.
- A 1% increase or decrease in the discount rate would not result in an impairment of these groups of CGU's.

Group of CGU's	Goodwill	Carrying Value
Manitoba and Saskatchewan	\$ 2,621,716	\$ 26,759,487
Kamloops, BC	76,470	7,844,970
London, ON	142,807	2,113,312
Sentinel Self-Storage	52,442,159	435,047,242
Portable Storage	2,578,968	14,502,185
Real Storage	33,622,150	260,260,280
Management Division	3,364,706	16,300,000
RecordXpress Division	2,678,948	7,934,692
	\$ 97,527,924	\$ 770,762,168

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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7. Debt

	December 31, 2019			December 31, 2018		
	Rate Range	Weighted Average	Balance	Rate Range	Weighted Average	Balance
<u>Mortgages</u>						
Fixed/Variable	3.18% to 5.00%	4.21%	662,333,188	3.18% to 5.20%	4.24%	555,183,118
	<i>Maturity: Jul 2020 to Nov 2029</i>			<i>Maturity: Jan 2019 to Dec 2028</i>		
Deferred financing costs, net of accretion of \$3,656,956 (Dec 31, 2018 - \$2,514,319)			(3,856,505)			(2,505,296)
			658,476,683			552,677,822
<u>Lines of Credit and Promissory Notes</u>						
Variable		4.78%	72,413,656		4.47%	149,733,334
	<i>Maturity: Aug 2020 to Dec 2022</i>			<i>Maturity: Jul 2019 to Apr 2021</i>		
Fixed		4.00%	312,898,053			-
	<i>Maturity: Feb 2020 to Apr 2022</i>					
		4.12%	385,311,709		4.47%	149,733,334
		4.18%	1,043,788,392		4.29%	702,411,156

Reconciliation of Debt

The following table reconciles the changes in cash flows from financing activities for the Corporation's debt:

	December 31, 2019	December 31, 2018
Debt, beginning of period	\$ 702,411,156	\$ 563,975,987
Advances from debt	536,106,032	420,840,336
Repayment of debt	(193,377,587)	(281,267,693)
Total cash flow from debt financing activities	342,728,445	139,572,643
Change in deferred financing costs	(1,351,209)	(1,137,474)
Debt, end of period	\$ 1,043,788,392	\$ 702,411,156

The bank prime rate at December 31, 2019 was 3.95% (December 31, 2018 – 3.95%).

Mortgages are secured by a first mortgage charge on the real estate 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 debt service coverage ratios, a fixed charge coverage ratio, a tangible net worth ratio, and a loan to value ratio. As of December 31, 2019, the Corporation is in compliance with all covenants.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2019 and 2018

Note 7 – Continued

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

Principal repayments on mortgages and lines of credit in each of the next five years are estimated as follows:

Year 1	\$	455,965,637 (includes lines of credit of \$372.4 million)
Year 2	\$	81,662,231
Year 3	\$	141,284,984
Year 4	\$	43,444,435
Year 5	\$	14,603,686
Thereafter	\$	310,683,924

The Corporation entered into interest rate swap contracts during the year in order to fix the interest rate on \$600 million of debt at a weighted average rate of 4.07%. The swaps mature between April 2026 and November 2029.

As at December 31, 2019, the swap had an unrealized fair value loss of \$9,291,210 (December 31, 2018 - \$nil) and a total fair value of \$9,291,210.

8. 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, 2017	345,226,934	\$ 319,571,781
Issued on asset acquisitions	6,313,955	15,661,727
Dividend reinvestment plan	613,694	1,497,892
Share option and warrant redemption	3,568,391	1,906,263
Share issuance costs	-	(84,962)
Balance, December 31, 2018	<u>355,722,974</u>	<u>338,552,701</u>
Issued on acquisitions	5,464,286	15,300,000
Dividend reinvestment plan	537,795	1,447,278
Share option redemption	1,080,000	350,350
Share issuance costs	-	(64,666)
Balance, December 31, 2019	<u><u>362,805,055</u></u>	<u><u>\$ 355,585,663</u></u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 8 – Continued

Dividend Reinvestment Plan

Represents common shares issued under the Corporation's dividend reinvestment plan ("DRIP") for holders of common shares approved on April 18, 2016. Under the terms of the DRIP, eligible registered holders of a minimum of 10,000 Common Shares (the "Shareholders") may elect to automatically reinvest their cash dividends, payable in respect to the common shares, to acquire additional common shares, which will be issued from treasury or purchased on the open market. The Corporation may initially issue up to 5,000,000 common shares under the DRIP, which may be increased upon Board of Directors approval, acceptance of the increase by the Exchange, and upon public disclosure of the increase.

Contributed surplus:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Opening balance	\$ 5,218,589	\$ 3,540,210
Stock based compensation	3,593,638	1,901,631
Redemption of stock options and warrants	-	(223,252)
Ending balance	<u>\$ 8,812,227</u>	<u>\$ 5,218,589</u>

Stock Options

The Board of Directors of the Corporation may from time to time, at 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>December 31, 2019</u>		<u>December 31, 2018</u>	
	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Options</u>	<u>Weighted Average Exercise Price</u>
Opening	13,537,450	\$1.36	11,555,850	\$1.01
Exercised/Expired	(1,095,000)	0.37	(1,018,400)	0.73
Granted	6,000,000	2.90	3,000,000	2.52
Closing and Exercisable	<u>18,442,450</u>	<u>\$1.92</u>	<u>13,537,450</u>	<u>\$1.36</u>

StorageVault Canada Inc.
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Note 8 – Continued

The fair value of options granted in 2019 was estimated on the date of the grant, as determined by using the Black-Scholes option pricing model with the following assumptions:

Dividend Yield	0.10%
Risk-Free Interest Rate	1.49%
Expected Life of Options	4 Years
Expected Volatility of the Corporation's Common Shares	19.20%

Stock options exercisable and outstanding are as follows:

Exercise Price	Vesting Date	Expiry Date	December 31, 2019	December 31, 2018
\$ 0.23	May 6, 2009	May 6, 2019	-	990,000
\$ 0.33	Jun. 19, 2014	Jun. 19, 2024	140,000	180,000
\$ 0.41	Apr. 28, 2015	Apr. 28, 2025	2,122,450	2,122,450
\$ 0.50	Sep. 14, 2015	Sep. 14, 2025	1,570,000	1,570,000
\$ 1.36	Dec. 21, 2016	Dec. 21, 2026	2,810,000	2,825,000
\$ 1.78	Mar. 16, 2017	Mar. 16, 2027	2,850,000	2,850,000
\$ 2.52	May 4, 2018	May 4, 2028	3,000,000	3,000,000
\$ 2.90	May 28, 2019	May 28, 2029	5,950,000	-
Options exercisable and outstanding			18,442,450	13,537,450

Equity Incentive Plan

Under the Corporation's Equity Incentive Plan passed on May 30, 2018 (the "Plan"), directors, employees and consultants are eligible to receive awards, in the form of Restricted Share Units ("RSU's"), Deferred Share Units ("DSU's") and Named Executive Officer Restricted Share Units ("Neo RSU's"), as and when granted by the Board, at its sole discretion. The maximum number of awards that may be issued under the Plan is 17,545,677. The maximum number of shares that may be reserved for issuance under the Plan, together with any of the Corporation's other share-based compensation arrangements, may not exceed 10% of the issued shares of the Corporation.

The RSU's and DSU's that are granted vest in equal annual amounts over three years. The Neo RSU's vest three years after the date of grant. RSU's, DSU's and Neo RSU's are entitled to be credited with dividend equivalents in the form of additional RSU's, DSU's and Neo RSU's, respectively.

With certain exceptions, the Plan provides that (i) the maximum number of awards that may be granted to any one participant together with any other share-based compensation arrangements, in any 12 month period, may not exceed 5% of the issued shares, and, in the case of any consultant, may not exceed 2% of the issued shares; and (ii) the total value of all securities that may be issued to any non-employee director under all of the Corporation's security based compensation arrangements may not exceed \$150,000 per annum.

Note 8 – Continued

The Corporation entered into total return swaps (“TRS”) as economic hedges of the Corporation’s DSUs and RSUs. Under the terms of the TRS, a bank has the right to purchase the Corporation’s shares in the marketplace as a hedge against the returns in the TRS. At December 31, 2019, 618,652 TRS units were outstanding.

At December 31, 2019, 100% of the combined DSU and RSU exposures were economically hedged (December 31, 2018 - nil%). Hedge accounting is not applied for the DSU/RSU hedging program.

Under the Plan, 240,980 common shares at a value of \$894,038 have been issued as at December 31, 2019.

Dividends

A cash dividend of \$0.002614 per common share was declared on March 15, 2019 and paid to shareholders of record on March 29, 2019.

A cash dividend of \$0.002627 per common share was declared on June 21, 2019 and paid to shareholders of record on June 28, 2019.

A cash dividend of \$0.002640 per common share was declared on September 16, 2019 and paid to shareholders of record on September 30, 2019.

A cash dividend of \$0.002653 per common share was declared on December 17, 2019 and payable to shareholders of record on December 31, 2019.

9. Financial Risk Management and Fair Value

The Corporation is required to disclose certain information concerning its financial instruments. The fair values of the Corporation’s cash and short term deposits, accounts receivable and accounts payable and accrued liabilities approximate their carrying amount due to the relatively short periods to maturity of these financial instruments. 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.

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.

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Note 9 – Continued

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 fair value of financial liabilities was as follows:

	Fair Value Hierarchy	As at December 31, 2019		As at December 31, 2018	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial Liabilities:					
Debt	Level 2	1,043,788,392	1,049,023,737	702,411,156	686,639,088

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, entering into interest rate swap contracts, 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 and lines of credit as interest expense is impacted by changes in the prime rate. The impact on the Statements of Income (Loss) and Comprehensive Income (Loss) if interest rates on variable rate debt had been 1% higher or lower for the year ended December 31, 2019 would have been approximately \$1,369,745 (December 31, 2018 - \$1,539,550).

- 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 Corporation has approximately \$670,000 of receivables from related parties at December 31, 2019. Management believes there is low credit risk associated with these related party balances due to the nature of the relationship and the historical loss rates.

Note 9 – Continued

Change in the Corporation’s allowance for expected credit losses is as follows:

Balance December 31, 2017	\$298,178
Charges or adjustments during the year	<u>(47,520)</u>
Balance December 31, 2018	250,658
Charges or adjustments during the year	<u>98,968</u>
Balance December 31, 2019	<u>\$349,626</u>

The creation and release of the allowance for expected credit losses has been included in operating costs in the 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. It is the Corporation’s intention to renew any debt coming due in the next fiscal year. The maturities of long term financial liabilities are summarized in Note 7.
- 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 may 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.

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10. Income Tax

	2019	2018
Loss before taxes	(62,380,647)	(32,216,153)
Combined federal and provincial statutory income tax rate	26.75%	26.75%
Income tax recovery calculated at statutory rate	(16,686,823)	(8,617,821)
Non-deductible items	2,325,303	502,554
Change in tax rate and other items	(1,900,658)	50,409
Income tax expense (recovery)	(16,262,178)	(8,064,858)

Movements in deferred tax assets (liabilities) related to temporary differences during the year are as follows:

	December 31, 2018	Recognized on acquisitions	IFRS 16 Transition Adjustment	Recognized in earnings	December 31, 2019
Property, plant and equipment	(59,768,535)	(27,607,095)	(4,861,617)	(4,078,485)	(96,315,732)
Goodwill and intangible assets	(4,868,083)	(6,015,055)	-	9,483,698	(1,399,440)
Long term debt	(641,839)	-	-	(362,210)	(1,004,049)
Interest rate swaps	-	-	-	2,456,596	2,456,596
Lease liability	-	-	5,184,522	1,555,314	6,739,836
Deferred tax assets not recognized	1,585,951	-	-	(77,904)	1,508,047
Non-capital loss carry forwards	16,666,497	-	-	7,285,169	23,951,666
Deferred tax asset (liability)	(47,026,009)	(33,622,150)	322,905	16,262,178	(64,063,076)

11. Related Party Transactions

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 Steven Scott and Iqbal Khan who are directors of the Corporation. The Corporation pays a monthly royalty of 3.5% on the gross sales. During the year ended December 31, 2019, the Corporation paid \$291,152 (December 31, 2018 - \$237,725) for royalties and \$82,585 (December 31, 2018 - \$920,071) 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 December 31, 2019 was \$73,783 (December 31, 2018 - \$22,461) payable to CPFI.

The Corporation has management agreements with Access Self Storage Inc. and related companies ("Access Group"). These companies are related to Steven Scott and Iqbal Khan who are directors of the Corporation. The Corporation invoices the Access Group for management fees as well as additional services it provides as part of the management agreements. During the year ended December 31, 2019, the Corporation received \$7,559,825 (December 31, 2018 - \$6,103,873) in payments and reimbursements related to the management agreement.

Included in accounts payable and accrued liabilities was \$292,132 (December 31, 2018 - \$517,993) payable to the Access Group. Included in accounts receivable was \$671,452 (December 31, 2018 - \$1,206,855) receivable from the Access Group.

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:

	<u>December 31, 2019</u>	<u>December 31, 2018</u>
Wages, management fees, bonuses and directors fees	\$ 539,196	\$ 390,194
Stock based compensation	<u>2,220,877</u>	<u>1,625,895</u>
	<u>\$ 2,760,073</u>	<u>\$ 2,016,089</u>

12. 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.

Note 12 – Continued

The Corporation reviews and assesses its capital structure on an ongoing basis. 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 7, the Corporation is not subject to any externally imposed capital requirements.

13. Segmented Information

The Corporation operates three 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 leasing space at the Corporation’s property for short or long term storage. Self storage may also include space for storing boxes, 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.
- Management Division – involves revenues generated from the management of stores owned by third parties.

The Corporation evaluates performance and allocates resources based on earnings before interest, taxes, depreciation, amortization and stock based compensation. Corporate costs are not allocated to the segments and are shown separately below.

StorageVault Canada Inc.
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Note 13 – Continued

For the Year Ended December 31, 2019

	Self Storage	Portable Storage	Management Division	Corporate	Total
Revenue	\$ 125,764,839	\$ 7,447,897	\$ 1,750,304	\$ -	\$ 134,963,040
Operating expenses	39,730,109	5,134,990	-	-	44,865,099
Net operating income	86,034,730	2,312,907	1,750,304	-	90,097,941
Acquisition and integration	-	-	-	6,982,983	6,982,983
Selling, general & admin.	-	-	-	11,214,718	11,214,718
Interest expense	42,189,684	-	-	-	42,189,684
Unrealized loss on swaps	-	-	-	9,291,210	9,291,210
Stock based compensation	-	-	-	3,593,638	3,593,638
Depreciation & amortization	76,804,172	1,867,949	365,308	168,926	79,206,355
Deferred tax recovery	-	-	-	(16,262,178)	(16,262,178)
Net income (loss)	<u>\$ (32,959,126)</u>	<u>\$ 444,958</u>	<u>\$ 1,384,996</u>	<u>\$ (14,989,297)</u>	<u>\$ (46,118,469)</u>
Additions:					
Real estate and equipment	409,430,685	334,753	-	247,509	410,012,947

For the Year Ended December 31, 2018

	Self Storage	Portable Storage	Management Division	Corporate	Total
Revenue	\$ 88,202,008	\$ 6,464,800	\$ 1,716,791	\$ -	\$ 96,383,599
Operating expenses	26,269,735	4,254,214	-	-	30,523,949
Net operating income	61,932,273	2,210,586	1,716,791	-	65,859,650
Acquisition and integration	-	-	-	2,248,751	2,248,751
Selling, general & admin.	-	-	-	6,192,383	6,192,383
Interest expense	28,875,906	-	-	-	28,875,906
Stock based compensation	-	-	-	1,901,631	1,901,631
Depreciation & amortization	56,755,567	1,953,230	-	148,335	58,857,132
Deferred tax recovery	-	-	-	(8,064,858)	(8,064,858)
Net income (loss)	<u>\$ (23,699,200)</u>	<u>\$ 257,356</u>	<u>\$ 1,716,791</u>	<u>\$ (2,426,242)</u>	<u>\$ (24,151,295)</u>
Additions:					
Real estate and equipment	187,602,427	6,232,460	-	476,943	194,311,830

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 13 – Continued

Total Assets					
	Self Storage	Portable Storage	Management Division	Corporate	Total
As at December 31, 2018	\$ 967,246,443	\$ 19,827,440	\$ 17,795,589	\$ 17,921,945	\$ 1,022,791,417
As at December 31, 2019	\$ 1,334,810,756	\$ 17,946,452	\$ 17,408,039	\$ 22,700,715	\$ 1,392,865,962

14. Commitments and Contingencies

Lease Liabilities

The Corporation leases buildings and lands in Kamloops, BC, Montreal, QC, Toronto, ON and Winnipeg, MB. The leases expire between 2023 and 2054, with the leases expiring in 2023 and 2027 having up to 15 years and 20 years of renewals, respectively, which are expected to be exercised by the Corporation.

The lease liabilities are measured at the present value of the lease payments that are not paid at the balance sheet date. Lease payments are apportioned between interest expense and a reduction of the lease liability using the Corporation's incremental borrowing rate to achieve a constant rate of interest on the remaining balances of the liability.

For the year ended December 31, 2019, the Corporation recognized \$1,019,236 (December 31, 2018 - \$nil) in interest expense related to its lease liabilities. As a result of the adoption of IFRS 16, for the year ended December 31, 2019, the Corporation recognized \$nil (December 31, 2018 - \$1,255,333) in operating lease payments.

A reconciliation of the lease liabilities from the date of adoption of IFRS 16 to December 31, 2019 is as follows:

	Self Storage Properties
Balance, January 1, 2019	\$ 19,381,391
Additions	6,508,967
Cash Payments	(1,418,534)
Interest	1,019,236
Balance, December 31, 2019	<u>\$ 25,491,060</u>

Contingency

The Corporation has no legal contingency provisions at either December 31, 2019 or December 31, 2018.

StorageVault Canada Inc.

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