

StorageVault Canada Inc.
Consolidated Financial Statements

For the Years Ended December 31, 2020 and 2019





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 subsidiary (the "Corporation"), which comprise the consolidated statements of financial position as at December 31, 2020 and December 31, 2019, and the consolidated statements of income (loss) and 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 Corporation as at December 31, 2020 and December 31, 2019, 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 Corporation 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
- The information, other than the consolidated financial statements and our auditor's report thereon, in the Annual Report.

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 this 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 Corporation'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 Corporation or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Corporation'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 Corporation'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 Corporation'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 Corporation 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.

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 23, 2021

MNP LLP
Chartered Professional Accountants

MNP

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

	2020	2019
Assets		
Real estate and equipment, net (Note 5)	\$ 1,439,920,819	\$ 1,246,187,751
Goodwill and intangible assets, net (Note 6)	113,925,773	113,827,924
Cash and short term deposits	25,527,533	24,460,186
Prepaid expenses and other current assets	3,446,585	2,985,805
Accounts receivable	4,559,229	5,404,296
	\$ 1,587,379,939	\$ 1,392,865,962
Liabilities and Shareholders' Equity		
Debt (Note 7)	\$ 1,179,739,132	\$ 1,053,079,602
Hybrid debentures (Note 8)	71,765,725	-
Lease liability (Note 15)	44,035,050	25,491,060
Deferred tax liability (Note 11)	53,200,017	64,063,076
Accounts payable and accrued liabilities	18,635,766	12,458,892
Unearned revenue	9,829,082	7,025,354
	1,377,204,772	1,162,117,984
Shareholders' Equity		
Share capital (Note 9)	365,886,912	355,585,663
Dividends paid (Note 9)	(16,439,355)	(12,529,361)
Contributed surplus (Note 9)	15,130,383	8,812,227
Deficit	(154,402,773)	(121,120,551)
	210,175,167	230,747,978
	\$ 1,587,379,939	\$ 1,392,865,962

Commitments and Contingencies (Note 15)

Subsequent Events (Note 16)

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

	2020	2019
Share Capital		
Balance, beginning of the period	\$ 355,585,663	\$ 338,552,701
Common shares issued, net of issuance costs (Note 9)	14,239,478	17,032,962
Common shares repurchased (Note 9)	(3,938,229)	-
Balance, end of the period	365,886,912	355,585,663
Dividends Paid		
Balance, beginning of the period	(12,529,361)	(8,726,868)
Dividends paid during the period (Note 9)	(3,909,994)	(3,802,493)
Balance, end of the period	(16,439,355)	(12,529,361)
Contributed Surplus		
Balance, beginning of the period	8,812,227	5,218,589
Stock based compensation (Note 9)	6,318,156	3,593,638
Balance, end of the period	15,130,383	8,812,227
Deficit		
Balance, beginning of the period	(121,120,551)	(74,117,865)
IFRS 16 equity adjustment (Note 3)	-	(1,207,122)
Deferred tax recognized on adoption of IFRS 16 (Note 11)	-	322,905
Net income (loss) and comprehensive income (loss)	(33,282,222)	(46,118,469)
Balance, end of the period	\$ (154,402,773)	\$ (121,120,551)

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

	2020	2019
Revenue		
Storage and related services	\$ 153,394,776	\$ 133,212,736
Management fees	2,069,146	1,750,304
	155,463,922	134,963,040
Expenses		
Operating costs	51,250,858	44,865,099
Acquisition and integration costs	7,402,034	6,982,983
Selling, general and administrative	15,550,356	11,214,718
Stock based compensation (Note 9)	6,318,156	3,593,638
Depreciation and amortization (Note 5)	82,558,426	79,206,355
Interest	45,820,583	42,189,684
Unrealized (gain) loss on interest rate swap contracts (Note 7)	(9,291,210)	9,291,210
	199,609,203	197,343,687
Net income (loss) and comprehensive income (loss) before tax	(44,145,281)	(62,380,647)
Deferred tax recovery (Note 11)	10,863,059	16,262,178
Net income (loss) and comprehensive income (loss) after tax	\$ (33,282,222)	\$ (46,118,469)
Net income (loss) per common share		
Basic	\$ (0.092)	\$ (0.128)
Diluted	\$ (0.092)	\$ (0.128)
Weighted average number of common shares outstanding		
Basic	363,469,712	360,468,060
Diluted	363,469,712	360,468,060

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

	2020	2019
Cash provided by (used for) the following activities:		
Operating activities		
Net income (loss) and comprehensive income (loss) after tax	\$ (33,282,222)	\$ (46,118,469)
Adjustment for non-cash items:		
Deferred tax recovery (Note 11)	(10,863,059)	(16,262,178)
Depreciation, amortization (Note 5)	82,558,426	79,206,355
Amortization of deferred financing costs	1,647,618	1,142,637
Accretion of lease liabilities (Note 15)	1,418,221	1,106,704
Stock based compensation (Note 9)	6,318,156	3,593,638
Unrealized loss (gain) on interest rate swap contracts (Note 7)	(9,291,210)	9,291,210
Loss on disposal of real estate and equipment	9,726	4,436
Cash flow from operations before non-cash working capital balances	38,515,656	31,964,333
Net change in non-cash working capital balances		
Accounts receivable	(3,895,199)	(6,185,007)
Prepaid expenses and other current assets	(460,780)	2,205,996
Accounts payable and accrued liabilities	6,176,874	5,064,278
Unearned revenue	2,803,728	1,992,275
	43,140,279	35,041,875
Financing activities		
Common shares issued, net of issuance costs (Note 9)	876,498	285,684
Dividends paid (Note 9)	(2,363,053)	(2,317,974)
Payments of lease obligation (Note 15)	(2,569,755)	(1,418,534)
Debt issuance costs	(1,318,507)	(2,504,247)
Cash advances from long term debt (Note 7)	226,104,998	536,106,032
Cash repayments of long term debt (Note 7)	(123,419,291)	(187,662,004)
Proceeds from debenture issuance, net of issuance costs (Note 8)	71,475,823	-
Repurchase of common shares (Note 9)	(3,938,229)	-
	164,848,484	342,488,957
Investing activities		
Cash additions to real estate and equipment (Note 5)	(27,317,977)	(37,530,977)
Cash paid in business combinations (Note 4)	(179,663,240)	(335,246,364)
Proceeds on disposal of real estate and equipment	59,801	10,822
	(206,921,416)	(372,766,519)
Increase in cash and short term deposits	1,067,347	4,764,313
Cash and short term deposits balance, beginning of period	24,460,186	19,695,873
Cash and short term deposits balance, end of period	\$ 25,527,533	\$ 24,460,186

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, 2020 and 2019

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, 2020, were authorized for issuance by the Board of Directors of the Corporation on February 23, 2021. 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 individual and commercial 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") and effective as at January 1, 2020.

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. and its wholly owned subsidiary Spyhill Ltd., both of which are headquartered in Toronto, Ontario. On January 1, 2020, the Corporation completed a vertical amalgamation with its wholly owned subsidiary, Sentinel Self-Storage Corporation, to form StorageVault Canada Inc. 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.

Revenue Recognition

Revenue from the rendering of services and sale 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.

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

Note 3 – Continued

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 the 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 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.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2020 and 2019

Note 3 – Continued

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%

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.

Note 3 – Continued

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, Website - 3 years, Trademarks - 10 years.

Indefinite life intangible assets, consisting of management contracts, are carried at cost and are not amortized. The useful lives 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 they relate. 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.

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.

Note 3 – Continued

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, 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 issuance 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

Note 3 – Continued

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. When assessing impairment of financial assets measured at amortized cost, the Corporation applied the simplified approach and has calculated expected credit losses based on lifetime expected credit losses. Under the simplified method 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. 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:
- Financial liabilities measured at amortized cost: financial liabilities initially measured at fair value less directly attributable transaction costs 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: certain debt facilities and accounts payable and accrued liabilities.

Note 3 – Continued

- 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 fair value: certain debt facilities and interest rate swaps.

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

Hybrid Debentures

When a contract contains an embedded derivative, the economic and risk characteristics of both the embedded derivative and host contract are analyzed to understand whether or not they are closely related and to decide whether the embedded derivative should be accounted for separately from the host contract.

The embedded features in the financial instrument issued by the Corporation are identified at inception. Each feature is evaluated separately and classified either as part of the host liability, as a separate embedded liability or as an equity instrument in accordance with the substance of the contractual arrangement.

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 to which the Corporation is not yet committed or significant future investments that will enhance the asset's performance in 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.

Note 3 – Continued

- 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.
- 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's 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's 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 determinations may affect the recorded amounts of specific assets and liabilities, goodwill and/or transaction costs.
- 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, of which the Corporation will have the benefit for an indefinite period of time. The management contracts have therefore been deemed to have an indefinite useful life.

StorageVault Canada Inc.
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4. Acquisitions

During the year ended December 31, 2020, 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:

Second Quarter Acquisitions:

During the second quarter, the Corporation completed the acquisition of three self storage locations for \$11,545,000 (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 debt, issuance of common shares, and cash on hand.

A summary of the acquisitions are as follows:

	<u>One Self Storage</u>	<u>Two Self Storage</u>	<u>Total</u>
	<u>Location</u>	<u>Locations</u>	
Acquisition date:	April 1, 2020	April 15, 2020	
Land, Yards, Buildings & Improvements	\$ 3,028,334	\$ 7,340,932	\$ 10,369,266
Tenant Relationships	671,666	504,068	1,175,734
Net assets acquired	<u>3,700,000</u>	<u>7,845,000</u>	<u>11,545,000</u>
Consideration paid for the net assets acquired was obtained from the following:			
Issuance of common shares	-	3,845,000	3,845,000
Cash	1,295,000	-	1,295,000
Debt	2,405,000	4,000,000	6,405,000
	<u>3,700,000</u>	<u>7,845,000</u>	<u>11,545,000</u>
Selected information for the acquisitions, since their acquisition dates:			
Revenue	327,298	416,466	743,764
Operating costs	147,873	126,792	274,665
	179,425	289,674	469,099
Amortization	249,685	355,093	604,778
Interest	56,475	92,192	148,667
Net income (loss)	<u>\$ (126,735)</u>	<u>\$ (157,611)</u>	<u>\$ (284,346)</u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2020 and 2019

Note 4 – Continued

Fourth Quarter Acquisitions:

During the fourth quarter, the Corporation completed the acquisition of 13 self storage locations for \$217,900,000 (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 debt, issuance of common shares, and cash on hand.

A summary of the acquisitions are as follows:

	<u>One Self Storage</u> <u>Location</u>	<u>Five Self Storage</u> <u>Locations</u>	<u>One Self Storage</u> <u>Locations</u>	<u>Six Self Storage</u> <u>Locations</u>	<u>Total</u>
Acquisition date:	October 15, 2020	December 1, 2020	December 1, 2020	December 4, 2020	
Land, Yards, Buildings & Improvements \$	1,244,658	\$ 120,514,236	\$ 56,426,783	\$ 26,625,717	\$204,811,394
Tenant Relationships	180,342	3,485,764	5,573,217	3,849,283	13,088,606
Mortgages Assumed	-	-	(29,270,018)	-	(29,270,018)
Net assets acquired	<u>1,425,000</u>	<u>124,000,000</u>	<u>32,729,982</u>	<u>30,475,000</u>	<u>188,629,982</u>
Consideration paid for the net assets acquired was obtained from the following:					
Issuance of common shares	-	-	2,000,000	6,000,000	8,000,000
Cash	1,400,000	27,358,337	20,729,982	501,195	49,989,514
Debt	25,000	96,641,663	10,000,000	23,973,805	130,640,468
	<u>1,425,000</u>	<u>124,000,000</u>	<u>32,729,982</u>	<u>30,475,000</u>	<u>188,629,982</u>
Selected information for the acquisitions, since their acquisition dates:					
Revenue	24,614	261,760	256,311	248,484	791,169
Operating costs	11,234	138,500	53,654	64,787	268,175
	<u>13,380</u>	<u>123,260</u>	<u>202,657</u>	<u>183,697</u>	<u>522,994</u>
Amortization	27,025	554,934	290,505	232,464	1,104,928
Interest	2,294	127,860	83,854	93,045	307,053
Net income (loss)	<u>\$ (15,939)</u>	<u>\$ (559,534)</u>	<u>\$ (171,702)</u>	<u>\$ (141,812)</u>	<u>\$ (888,987)</u>

StorageVault Canada Inc.
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5. Real Estate and Equipment

	Land, Yards, Buildings & Improvements	Storage Containers	Intangible Tenant Relationships	Vehicles	Office & Computer Equipment	Total
COST						
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
Additions	44,086,450	9,260	-	754,346	2,065,964	46,916,020
Disposals	(66,205)	-	-	-	(19,065)	(85,270)
Business acquisitions	215,180,660	-	14,264,340	-	-	229,445,000
December 31, 2020	<u>\$ 1,549,064,746</u>	<u>\$ 18,765,994</u>	<u>\$ 146,350,556</u>	<u>\$ 5,715,934</u>	<u>\$ 5,983,767</u>	<u>\$ 1,725,880,997</u>

ACCUMULATED DEPRECIATION

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
Depreciation	53,055,758	1,184,273	27,036,038	401,605	880,752	82,558,426
Disposals	(12,937)	-	-	-	(2,807)	(15,744)
December 31, 2020	<u>\$ 171,056,045</u>	<u>\$ 7,875,922</u>	<u>\$ 100,323,449</u>	<u>\$ 4,213,008</u>	<u>\$ 2,491,754</u>	<u>\$ 285,960,178</u>

NET BOOK VALUE

December 31, 2019	1,171,850,617	12,065,085	58,798,805	1,150,185	2,323,059	1,246,187,751
December 31, 2020	1,378,008,701	10,890,072	46,027,107	1,502,926	3,492,013	1,439,920,819

Included in Land, Yards, Buildings & Improvements is Land at a value of \$493,879,256 (December 31, 2019 - \$412,304,800).

Included in Land, Yards, Buildings & Improvements is \$29,840,095 (December 31, 2019 - \$16,102,351) of construction in process that is not being depreciated.

Included in Land, Yards, Buildings & Improvements are right-of-use assets at a value of \$41,641,031 (December 31, 2019 - \$23,772,865), net of accumulated depreciation of \$2,557,224 (December 31, 2019 - \$910,371). The continuity of the right-of-use assets is as follows:

Self Storage Properties

Balance, January 1, 2019	\$ 18,174,269
Additions	6,508,967
Depreciation charge for the year	(910,371)
Balance, December 31, 2019	\$ 23,772,865
Additions	19,515,019
Depreciation charge for the year	(1,646,853)
Balance, December 31, 2020	<u>\$ 41,641,031</u>

StorageVault Canada Inc.
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6. Goodwill and Intangible Assets

	Management					
	<u>Goodwill</u>	<u>Contracts</u>	<u>Trademarks</u>	<u>Website</u>	<u>Total</u>	
COST						
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	
Additions	-	-	31,478	66,371	97,849	
December 31, 2020	<u>\$ 97,527,924</u>	<u>\$ 16,300,000</u>	<u>\$ 31,478</u>	<u>\$ 66,371</u>	<u>\$ 113,925,773</u>	

ACCUMULATED AMORTIZATION

December 31, 2018	\$ -	\$ -	\$ -	\$ -	\$ -	
Amortization	-	-	-	-	-	
December 31, 2019	-	-	-	-	-	
Amortization	-	-	-	-	-	
December 31, 2020	<u>\$ -</u>					

NET BOOK VALUE

December 31, 2019	97,527,924	16,300,000	-	-	113,827,924
December 31, 2020	97,527,924	16,300,000	31,478	66,371	113,925,773

At December 31, 2020, 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 CGU's. 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.

StorageVault Canada Inc.

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2020 and 2019

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 distribute costs and operate more efficiently.
- Cash flows were discounted at a pre-tax rate of 6.78% 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 an average 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 3.75%. 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 4.75% 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 7% 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 6.64% 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 the Corporation already operating in many of the 27 markets in which these stores are located, management believes that this growth rate is sustainable.
- Cash flows were discounted at a pre-tax rate of 4.94% based on management's experience and location of these properties.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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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 4%, which management feels would be representative of the future cash flows from these assets.
- Cash flows were discounted at a pre-tax rate of 6.9% based on management's experience in the records management business.

The most sensitive inputs to the value in use model used for these groups 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	\$ 25,027,398
Kamloops, BC	76,470	6,488,583
London, ON	142,807	2,051,728
Sentinel Self-Storage	52,442,159	385,512,531
Portable Storage	2,578,968	13,418,541
Real Storage	33,622,150	248,962,861
Management Division	3,364,706	19,364,705
RecordXpress Division	2,678,948	7,948,404
	\$ 97,527,924	\$ 708,774,751

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7. Debt

	December 31, 2020			December 31, 2019		
	Rate Range	Weighted Average	Balance	Rate Range	Weighted Average	Balance
<u>Mortgages</u>						
At amortized cost - Fixed/Variable	3.18% to 4.99%	4.19%	382,219,232	3.18% to 5.00%	4.25%	362,374,897
	<i>Maturity: Apr 2021 to Apr 2028</i>			<i>Maturity: Jul 2020 to Apr 2028</i>		
At FVTPL - Variable			394,261,163			299,958,291
- Interest rate swap			31,912,305			8,478,824
		3.93%	426,173,468		4.17%	308,437,115
	<i>Maturity: Jan 2024 to Dec 2030</i>			<i>Maturity: May 2028 to Nov 2029</i>		
		4.05%	808,392,700		4.21%	670,812,012
<u>Lines of Credit and Promissory Notes</u>						
At amortized cost - Variable		3.54%	61,413,656		4.78%	72,413,656
	<i>Maturity: Dec 2022 to May 2024</i>			<i>Maturity: Aug 2020 to Dec 2022</i>		
At amortized cost - Fixed		4.25%	13,750,069		5.00%	12,898,053
	<i>Maturity: Jan 2021 to Dec 2023</i>			<i>Maturity: Feb 2020 to Oct 2021</i>		
At FVTPL - Variable			280,244,148			300,000,000
- Interest rate swap			19,755,852			812,386
		3.97%	300,000,000		3.97%	300,812,386
	<i>Maturity: Apr 2022</i>			<i>Maturity: Apr 2022</i>		
		3.84%	375,163,725		4.12%	386,124,095
Deferred financing costs, net of accretion of \$4,871,753 (Dec 31, 2019 - \$3,656,956)			(3,817,293)			(3,856,505)
		3.98%	1,179,739,132		4.18%	1,053,079,602

Reconciliation of Debt

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

	December 31, 2020	December 31, 2019
Debt, beginning of period	\$ 1,053,079,602	\$ 702,411,156
Advances from debt	264,041,758	536,106,032
Repayment of debt	(123,419,291)	(187,662,004)
Amounts offset against accounts receivable	(4,710,939)	(5,715,583)
Change in fair value of debt measured at FVTPL	(51,668,157)	-
Change in fair value of interest rate swaps	42,376,947	9,291,210
Total cash flow from debt financing activities	126,620,318	352,019,655
Change in deferred financing costs	39,212	(1,351,209)
Debt, end of period	\$ 1,179,739,132	\$1,053,079,602

The bank prime rate at December 31, 2020 was 2.45% (December 31, 2019 – 3.95%).

StorageVault Canada Inc.

Notes to the Consolidated Financial Statements

For the Years Ended December 31, 2020 and 2019

Note 7 – Continued

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, 2020, the Corporation is in compliance with all covenants.

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	\$	465,985,377 (includes lines of credit of \$361.4 million)
Year 2	\$	191,270,632
Year 3	\$	58,520,159
Year 4	\$	111,172,658
Year 5	\$	23,523,953
Thereafter	\$	333,083,646

The Corporation entered into interest rate swap contracts in order to fix the interest rate on \$726 million of debt at a weighted average rate of 3.94%. The swaps mature between April 2022 and December 2030.

8. Hybrid Debentures

On July 20, 2020, \$75 million of unsecured senior hybrid debentures were issued at a price of \$1,000 per debenture with a term of sixty-six months, due January 31, 2026. These debentures bear a fixed interest rate of 5.75% per annum, payable semi-annually in arrears on January 31 and July 31 of each year, commencing January 31, 2021.

On and after January 31, 2024 and prior to January 31, 2025, the debentures will be redeemable in whole or in part from time to time at the Corporation's option at a redemption price equal to 102.875% of the principal amount of the debentures redeemed plus accrued and unpaid interest, if any, up to but excluding the date set for redemption. On and after January 31, 2025 and prior to the maturity date, the debentures will be redeemable, in whole or in part, from time to time at the Corporation's option at par plus accrued and unpaid interest, if any, up to but excluding the date set for redemption.

On redemption or at maturity on January 31, 2026, the Corporation may elect to, in whole or part, convert the debentures into freely tradable common shares. In such event, payment will be satisfied by delivering for each \$1,000 due, that number of freely tradable shares obtained by dividing \$1,000 by 95% of the current

StorageVault Canada Inc.
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Note 8 – Continued

market price on the date fixed for redemption or maturity, as the case may be. Any accrued and unpaid interest will be paid in cash.

Each embedded feature was evaluated separately and it was determined that the economic and risk characteristics are closely related to the host contract and therefore were not accounted for as separate financial instruments. The debentures were recorded at a fair value of \$75 million net of deferred financing costs of \$3.2 million.

The debentures are subsequently measured at amortized cost using the effective interest method over the life of the debenture. The balance of the hybrid debentures is:

	<u>December 31, 2020</u>
Opening balance	\$ -
Additions during period	75,000,000
Less:	
Issuance costs	3,524,177
Accretion during period	<u>(289,902)</u>
Ending balance	<u>\$ 71,765,725</u>

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, 2018	355,722,974	\$ 338,552,701
Issued on asset acquisitions	5,464,286	15,300,000
Dividend reinvestment plan	537,795	1,447,278
Share option and warrant redemption	1,080,000	350,350
Share issuance costs	-	(64,666)
Balance, December 31, 2019	<u>362,805,055</u>	<u>355,585,663</u>
Issued on acquisitions	3,419,287	11,845,000
Dividend reinvestment plan	481,306	1,518,011
Share option redemption	782,800	901,588
Share issuance costs	-	(25,121)
Common shares repurchased	(1,233,622)	(3,938,229)
Balance, December 31, 2020	<u><u>366,254,826</u></u>	<u><u>\$ 365,886,912</u></u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 9 – 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, 2020</u>	<u>December 31, 2019</u>
Opening balance	\$ 8,812,227	\$ 5,218,589
Stock based compensation	<u>6,318,156</u>	<u>3,593,638</u>
Ending balance	<u>\$ 15,130,383</u>	<u>\$ 8,812,227</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, 2020</u>		<u>December 31, 2019</u>	
	<u>Options</u>	<u>Weighted Average Exercise Price</u>	<u>Options</u>	<u>Weighted Average Exercise Price</u>
Opening	18,442,450	\$1.92	13,537,450	\$1.36
Exercised/Expired	(802,800)	1.22	(1,095,000)	0.37
Granted	<u>6,000,000</u>	<u>3.98</u>	<u>6,000,000</u>	<u>2.90</u>
Closing and Exercisable	<u>23,639,650</u>	<u>\$2.47</u>	<u>18,442,450</u>	<u>\$1.92</u>

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 9 – Continued

The fair value of options granted in 2020 was estimated on the date of the grant, as determined by using the Black-Scholes option pricing model with the following assumptions:

Dividend Yield	0.01%
Risk-Free Interest Rate	0.39%
Expected Life of Options	4 Years
Expected Volatility of the Corporation's Common Shares	30.90%

Stock options exercisable and outstanding are as follows:

Exercise Price	Vesting Date	Expiry Date	December 31, 2020	December 31, 2019
\$ 0.33	Jun. 19, 2014	Jun. 19, 2024	140,000	140,000
\$ 0.41	Apr. 28, 2015	Apr. 28, 2025	1,660,650	2,122,450
\$ 0.50	Sep. 14, 2015	Sep. 14, 2025	1,550,000	1,570,000
\$ 1.36	Dec. 21, 2016	Dec. 21, 2026	2,785,000	2,810,000
\$ 1.78	Mar. 16, 2017	Mar. 16, 2027	2,810,000	2,850,000
\$ 2.52	May 4, 2018	May 4, 2028	2,825,000	3,000,000
\$ 2.90	May 28, 2019	May 28, 2029	5,869,000	5,950,000
\$ 3.98	Dec. 15, 2020	Dec. 15, 2030	6,000,000	-
Options exercisable and outstanding			23,639,650	18,442,450

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 9 – Continued

The Corporation entered into Total Return Swaps (“TRS”) as economic hedges of the Corporation’s DSU’s and RSU’s. 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, 2020, 1,533,556 TRS units were outstanding.

At December 31, 2020, 100% of the combined DSU and RSU exposures were economically hedged (December 31, 2019 - 100%). Hedge accounting is not applied for the DSU/RSU hedging program.

Under the Plan, 574,255 common shares at a value of \$2,150,636 have been issued as at December 31, 2020.

Dividends

A cash dividend of \$0.002667 per common share was declared on March 18, 2020 and paid to shareholders of record on March 31, 2020.

A cash dividend of \$0.002680 per common share was declared on June 16, 2020 and paid to shareholders of record on June 29, 2020.

A cash dividend of \$0.002693 per common share was declared on September 15, 2020 and paid to shareholders of record on September 30, 2020.

A cash dividend of \$0.002707 per common share was declared on December 15, 2020 and payable to shareholders of record on December 31, 2020.

10. 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.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2020 and 2019

Note 10 – 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, 2020		As at December 31, 2019	
		Carrying	Fair	Carrying	Fair
		Amount	Value	Amount	Value
Financial Liabilities:					
Debt - at amortized cost	Level 2	453,565,664	474,372,525	443,830,101	443,830,101
Debt - at FVTPL	Level 2	674,505,311	674,505,311	599,958,291	599,958,291
Interest rate swaps	Level 2	51,668,157	51,668,157	9,291,210	9,291,210

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 Consolidated 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, 2020 would have been approximately \$747,821 (December 31, 2019 - \$1,369,745).

- 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 \$350,000 of receivables from related parties at December 31, 2020. Management believes there is low credit risk associated with these related party balances due to the nature of the relationships and the historical loss rates.

Note 10 – Continued

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

Balance December 31, 2018	\$250,658
Charges or adjustments during the year	<u>98,968</u>
Balance December 31, 2019	349,626
Charges or adjustments during the year	<u>63,865</u>
Balance December 31, 2020	<u><u>\$413,491</u></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 lawsuits. 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.
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11. Income Tax

	2020	2019
Loss before taxes	(44,145,281)	(62,380,647)
Combined federal and provincial statutory income tax rate	26.50%	26.75%
Income tax recovery calculated at statutory rate	(11,698,499)	(16,686,823)
Non-deductible items	1,681,173	2,325,303
Change in tax rate and other items	(845,733)	(1,900,658)
Income tax expense (recovery)	(10,863,059)	(16,262,178)

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

	December 31, 2019	Recognized on acquisitions	Recognized in earnings	December 31, 2020
Property, plant and equipment	(96,315,732)	-	(8,224,597)	(104,540,329)
Goodwill and intangible assets	(1,399,440)	-	4,904,798	3,505,358
Long term debt	(1,004,049)	-	(826,063)	(1,830,112)
Interest rate swaps	2,456,596	-	(2,456,596)	-
Lease liability	6,739,836	-	4,702,035	11,441,871
Deferred tax assets not recognized	1,508,047	-	346,868	1,854,915
Non-capital loss carry forwards	23,951,666	-	12,416,614	36,368,280
Deferred tax asset (liability)	(64,063,076)	-	10,863,059	(53,200,017)

12. 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, 2020, the Corporation paid \$289,218 (December 31, 2019 - \$291,152) for royalties and \$nil (December 31, 2019 - \$82,585) 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, 2020 was \$25,231 (December 31, 2019 - \$73,783) 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. The Access Group will also invoice the Corporation for construction, maintenance and other services related to its day-to-day operations.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
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Note 12 – Continued

During the year ended December 31, 2020, the Corporation received \$5,877,719 (December 31, 2019 - \$7,559,825) in payments and reimbursements related to the management agreements. During the year ended December 31, 2020, the Corporation also incurred \$20,491,351 (December 31, 2019 - \$14,078,522) in expenditures related to construction, maintenance and other services related to its day-to-day operations.

Included in accounts payable and accrued liabilities as at December 31, 2020 was \$2,665,248 (December 31, 2019 - \$2,356,616) payable to the Access Group. Included in accounts receivable as at December 31, 2020 was \$349,185 (December 31, 2019 - \$671,452) 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, 2020</u>	<u>December 31, 2019</u>
Wages, management fees, bonuses and directors fees	\$ 629,644	\$ 539,196
Stock based compensation	<u>3,404,873</u>	<u>2,561,230</u>
	<u>\$ 4,034,517</u>	<u>\$ 3,100,426</u>

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.

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.

14. 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 renting space at the Corporation’s property for short or long term storage. Self storage also includes customers utilizing space for inventory storage for last mile delivery, small commercial operations, and vehicles.
- Portable Storage – 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.

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2020 and 2019

Note 14 – Continued

For the Year Ended December 31, 2020

	Self Storage	Portable Storage	Management Division	Corporate	Total
Revenue	\$ 145,591,137	\$ 7,803,639	\$ 2,069,146	\$ -	\$ 155,463,922
Operating expenses	45,926,537	5,324,321	-	-	51,250,858
Net operating income	99,664,600	2,479,318	2,069,146	-	104,213,064
Acquisition and integration	-	-	-	7,402,034	7,402,034
Selling, general & admin.	-	-	-	15,550,356	15,550,356
Interest expense	45,820,583	-	-	-	45,820,583
Unrealized loss (gain) on swaps	-	-	-	(9,291,210)	(9,291,210)
Stock based compensation	-	-	-	6,318,156	6,318,156
Depreciation & amortization	79,493,782	1,632,364	631,285	800,995	82,558,426
Deferred tax recovery	-	-	-	(10,863,059)	(10,863,059)
Net income (loss)	<u>\$ (25,649,765)</u>	<u>\$ 846,954</u>	<u>\$ 1,437,861</u>	<u>\$ (9,917,272)</u>	<u>\$ (33,282,222)</u>
Additions:					
Real estate and equipment	273,929,664	232,806	-	2,198,550	276,361,020

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

StorageVault Canada Inc.
Notes to the Consolidated Financial Statements
For the Years Ended December 31, 2020 and 2019

Note 14 – Continued

Total Assets

	Self Storage	Portable Storage	Management Division	Corporate	Total
As at December 31, 2019	\$ 1,334,810,756	\$ 17,946,452	\$ 17,408,039	\$ 22,700,715	\$ 1,392,865,962
As at December 31, 2020	\$ 1,529,514,473	\$ 16,019,542	\$ 17,492,262	\$ 24,353,662	\$ 1,587,379,939

15. Commitments and Contingencies

Lease Liabilities

The Corporation leases buildings and land in Kamloops, BC, Montreal, QC, Sudbury, ON, Toronto, ON, Kitchener, 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, 2020, the Corporation recognized \$1,418,221 (December 31, 2019 - \$1,019,236) in interest expense related to its lease liabilities.

A reconciliation of the lease liabilities from the date of adoption of IFRS 16 to December 31, 2020 is as follows:

Self Storage Properties

Balance, December 31, 2019	\$ 25,491,060
Additions	19,695,524
Cash Payments	(2,569,755)
Interest	1,418,221
Balance, December 31, 2020	<u>\$ 44,035,050</u>

Contingency

The Corporation has no legal contingency provisions at either December 31, 2020 or December 31, 2019.

Letters of Credit

The Corporation has various letters of credit in the amount of \$91,758 which expire on September 6, 2021, with automatic extensions of a year from any future expiration date.

16. Subsequent Events

On January 25, 2021, the Corporation announced that it has received conditional acceptance from the TSX Venture Exchange to renew its Normal Course Issuer Bid (“NCIB”) to purchase for cancellation, during the 12-month period starting January 25, 2021, up to 18,312,741 of the outstanding Common Shares of the Corporation. In addition, the Corporation has received conditional acceptance from the TSX Venture Exchange to commence a NCIB to purchase for cancellation, during the 12-month period starting January 25, 2021, outstanding senior unsecured hybrid debentures of the Corporation in the aggregate principal amount of \$3,750,000.

17. COVID-19 Pandemic

In March 2020, the World Health Organization declared a global pandemic related to COVID-19. As a result, and for the future benefit of the Corporation, we modified our operating platform to continue to meet the strong demand for our services. These changes included improving our virtual systems to offer a no-contact rental process, installation of plexiglass partitions and limiting the number of customers in our offices to one at a time. Our teams are fully employed and customers are able to safely store and access their valuables. We continue to be extremely proud of our team for continuing to adapt to new processes and for being committed to providing exceptional customer and community service.

As fiscal 2020 progressed, we experienced a significant increase in leads and rentals which has resulted in higher occupancies and rental rates across the portfolio. These positive trends resulted in the Corporation achieving strong revenue growth. While customers may be further impacted, including through unemployment, the Corporation has experienced no meaningful increases in accounts receivable.

Since the start of COVID-19, the Corporation continued to execute on our strategies to attract customers through search engine marketing, improving our online presence, virtual community connection programs and the development of a national platform and initiatives to fulfill last mile storage needs. These efforts have allowed us to attract customers who are leveraging our national footprint to offer a complete storage, inventory management and mobilization solution through our self and portable storage and records management infrastructures.

18. Comparative Figures

Certain comparative figures have been reclassified to comply with the current presentation.

StorageVault Canada Inc.

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Ben Harris
Bedford, NY

Iqbal Khan
Toronto, ON

Steven Scott
Toronto, ON

Alan Simpson
Regina, SK

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Iqbal Khan
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