

Condensed Interim Consolidated Financial Statements  
(Expressed in Canadian dollars)

**REALnorth Opportunities Fund**

For the Period Ended June 30, 2015

*Unaudited – prepared by Management*

## **UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS**

In accordance with National Instrument 51-102 released by the Canadian Securities Administrators, the Trust discloses that its auditors have not reviewed the unaudited condensed interim consolidated financial statements for the period ended June 30, 2015.

## REALnorth Opportunities Fund

Condensed Interim Consolidated Statement of Financial Position

Expressed in Canadian dollars

Unaudited

	June 30, 2015	December 31, 2014
<b>ASSETS</b>		
<b>Non-current assets</b>		
Investment property (note 5)	\$ 6,200,000	\$ 6,200,000
<b>Current assets</b>		
Inventories (note 6)	6,615,509	–
Prepaid expenses	11,389	7,379
Amounts receivable	19,387	80
Due from related parties (note 15)	1,990,472	273,881
Cash held in trust (note 8)	–	9,976,167
Cash	6,226,740	63,551
	<b>14,863,497</b>	<b>10,321,058</b>
<b>TOTAL ASSETS</b>	<b>\$ 21,063,497</b>	<b>\$ 16,521,058</b>
<b>LIABILITIES</b>		
<b>Non-current liabilities</b>		
Mortgages and loans payable (note 7)	\$ 4,397,791	\$ 4,449,218
<b>Current liabilities</b>		
Mortgages and loans payable – current portion (note 7)	2,334,192	116,177
Accounts payable and accrued liabilities	430,076	622,645
	<b>2,764,268</b>	<b>738,822</b>
<b>TOTAL LIABILITIES</b>	<b>7,162,059</b>	<b>5,188,040</b>
<b>UNITHOLDERS' EQUITY</b>		
Non-controlling interest (note 9)	2,064,819	1,574,447
Unitholders' equity (note 10)	11,836,619	9,758,571
<b>TOTAL LIABILITIES AND UNITHOLDERS' EQUITY</b>	<b>\$ 21,063,497</b>	<b>\$ 16,521,058</b>

See accompanying notes to condensed consolidated financial statements.

Approved on behalf of REALnorth Opportunities Fund by its Trustees:

“Antony Kalla” Trustee  
Antony Kalla

“Stephen J. Evans” Trustee  
Stephen J. Evans

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

**REALnorth Opportunities Fund**

Condensed Interim Consolidated Statement of Unitholders' Equity

Expressed in Canadian dollars

Unaudited

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		Trust units		Non-controlling interest		Total
	Units	Amount	Amount	Amount	Amount	
Balance, December 31, 2014	10,623	\$ 9,758,571	\$ 1,574,447	\$ 11,333,018		
Contributions	2,277	2,277,000	499,990	2,776,990		
Acquisition of non-controlling interest	–	–	100	100		
Offering costs	–	(182,160)	–	(182,160)		
Net loss for the period	–	(16,792)	(9,718)	(26,510)		
<b>Unitholders' equity, June 30, 2015</b>	<b>12,900</b>	<b>\$ 11,836,619</b>	<b>\$ 2,064,819</b>	<b>\$ 13,901,438</b>		

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There is no comparative information available for the six months ended June 30, 2014.

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

**REALnorth Opportunities Fund**

Condensed Interim Consolidated Statement of Loss and Comprehensive Loss

Expressed in Canadian dollars

Unaudited

	Six months ended June 30, 2015	Three months ended June 30, 2015
<b>REVENUES</b>		
Rental and recoveries	\$ 336,681	\$ 173,178
<b>OPERATING EXPENSES</b>		
Insurance	5,345	2,672
Management fees (note 15)	4,421	2,211
Property taxes	92,176	50,926
	101,942	55,809
<b>NET RENTAL INCOME</b>	234,739	117,369
<b>NET FINANCE INCOME (EXPENSES)</b>		
Interest income	56,453	27,112
Mortgage interest	(93,534)	(46,607)
	(37,081)	(19,495)
<b>NET OTHER INCOME (EXPENSES)</b>		
General and administrative	(146,452)	(118,981)
Asset management fees (note 15)	(64,003)	(35,499)
Fair value adjustments to investment property (note 5)	(13,713)	(6,857)
	(224,168)	(161,337)
<b>LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	(26,510)	(63,463)
<b>LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD ATTRIBUTABLE TO:</b>		
Unitholders	(16,792)	(48,357)
Non-controlling interest	(9,718)	(15,106)
<b>NET LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD</b>	\$ (26,510)	\$ (63,463)
<b>Earnings per unit</b>		
Basic and diluted	\$ (1.35)	\$ (3.75)
<b>Weighted average number of units</b>		
Basic and diluted	12,460	12,900

There is no comparative information available for the six months ended June 30, 2014.

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

## REALnorth Opportunities Fund

Condensed Interim Consolidated Statement of Cash Flow

Expressed in Canadian dollars

Unaudited

	<b>Six months ended June 30, 2015</b>
<b>Cash provided by (used in)</b>	
<b>OPERATIONS</b>	
Loss for the period	\$ (26,510)
Items not involving cash:	
Amortization of mortgage transaction costs	8,260
Interest income	(56,453)
Mortgage interest	85,274
Changes in non-cash working capital items:	
Increase in inventories	(4,615,509)
Increase in prepaid expenses	(4,010)
Increase in amounts receivable	(13,609)
Increase in due from related parties	(1,716,760)
Decrease in accounts payable and accrued liabilities	(192,184)
	<b>(6,531,501)</b>
<b>INVESTING</b>	
Cash assumed on acquisition of Western Canadian Properties Group VII Limited Partnership	100
Interest received	50,924
	<b>51,024</b>
<b>FINANCING</b>	
Mortgage interest paid	(85,659)
Loan proceeds received	216,111
Proceeds from issuance of units	2,277,000
Proceeds from non-controlling interest	499,990
Repayment of mortgages	(57,783)
Unit issuance costs	(182,160)
	<b>2,667,499</b>
<b>Change in cash and cash held in trust during the period</b>	<b>(3,812,978)</b>
<b>Cash and cash held in trust, beginning of period</b>	<b>10,039,718</b>
<b>CASH AND CASH HELD IN TRUST, END OF PERIOD</b>	<b>\$ 6,226,740</b>

There is no comparative information available for the six months ended June 30, 2014.

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**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

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**1. TRUST INFORMATION**

REALnorth Opportunities Fund (the “Trust”) is an unincorporated, open-ended investment trust formed pursuant to the Declaration of Trust dated August 27, 2014 under and governed by the laws of the Province of British Columbia and resident in Canada. The Trust’s head office is located at 910 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

The principal business of the Trust is to invest the proceeds from the issuance of Trust units in the acquisition of REALnorth Opportunities Master Limited Partnership (the “Master LP”) units.

The Master LP is a limited partnership formed pursuant to and governed by the laws of British Columbia and created by the Master LP agreement on July 31, 2014. The Master LP’s head office is located at 910 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

The general partner of the Master LP is REALnorth Opportunities Inc. (the “Master GP”), a corporation incorporated under the *Canada Business Corporations Act* in British Columbia on February 25, 2014, having its office at 910 – 925 West Georgia Street, Vancouver, British Columbia, V6C 3L2.

The principal business of the Master LP is to invest the proceeds from the issuance of Master LP units in:

- REALnorth Opportunities (Investments) Limited Partnership (the “Investments LP”) units. REALnorth Opportunities (Investments) GP Ltd. (the “Investments GP”) was incorporated under the *Business Corporations Act* (British Columbia) on June 19, 2014 and is engaged in identifying investment opportunities in revenue-producing real estate located in northwestern Canada. In order to take advantage of such investment opportunities, the Investments GP established the Investments LP on August 28, 2014 pursuant to the laws of British Columbia for the purposes of owning and operating a diversified portfolio of high quality, revenue-producing properties in northwestern Canada (or proportionate interests in such properties). The principal business of the Investments LP is to issue Investments LP units, to invest the proceeds from such issuance in the properties, and to own and operate such properties.
- REALnorth Opportunities (Developments) LP (the “Developments LP”) units. REALnorth Opportunities (Developments) GP Ltd. (the “Developments GP”) was incorporated under the *Business Corporations Act* (British Columbia) on August 29, 2014 and is engaged in identifying investment opportunities in developing real estate located in northwestern Canada. In order to take advantage of such investment opportunities, the Developments GP established the Developments LP on August 29, 2014 pursuant to the laws of British Columbia for the purposes of developing high quality real estate in northwestern Canada (or proportionate interests in such properties). The principal business of the Developments LP is to issue Developments LP units, to invest the proceeds from such issuance in the properties, and to develop such properties.

The allocation of the net proceeds received by the Master LP from the issuance of Master LP units between Investments LP units and Developments LP units is determined by the Master GP from time to time based upon the individual economic fundamentals of the prospective investment opportunities.

**2. BASIS OF PRESENTATION AND STATEMENT OF COMPLIANCE**

**A. Statement of compliance**

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting* (“IAS 34”), as issued by the International Accounting Standards Board (“IASB”).

These condensed interim consolidated financial statements for the period ended June 30, 2015 were authorized for issuance by the Board of Trustees (the “Board”) on August 31, 2015.

**B. Basis of measurement**

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for investment property which has been measured at fair value.

The preparation of these condensed interim consolidated financial statements requires the use of certain critical accounting estimates. It also requires management to exercise judgment in the process of applying the Trust’s accounting policies. Areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3(N) to the Trust’s audited consolidated financial statements for the period ended December 31, 2014.

**C. Functional and presentation currency**

These condensed interim consolidated financial statements are presented in Canadian dollars, which is the Trust’s functional currency.

**D. Presentation of financial statements**

The Trust uses a classified statement of financial position. The statement of financial position distinguishes between current and non-current assets and liabilities. Current assets and liabilities are those expected to be recovered or settled within twelve months of the reporting date and non-current assets and liabilities are those where the recovery or settlement is expected to occur more than twelve months from the reporting date. The Trust classifies the consolidated statements of income (loss) and comprehensive income (loss) using the function of expense method, which classifies expenses according to their functions, such as costs of operation or administrative activities.

**3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies applied by the Trust in these unaudited condensed interim consolidated financial statements are consistent with the significant accounting policies reported in the Trust’s audited annual consolidated financial statements for the period ended December 31, 2014 except as set out below. The accounting policies have also been applied consistently by group entities unless otherwise stated. Additional disclosures are required in annual financial statements; therefore, these unaudited condensed interim consolidated financial statements should be read in conjunction with the Trust’s audited consolidated financial statements for the period ended December 31, 2014.

**3. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**A. Accounting policy changes**

**a. Inventories**

Inventories comprise properties held for sale in the ordinary course of business, in the process of production for sale or materials and supplies to be consumed in the production process. Inventories are measured at the lower of cost and net realizable value, with cost assigned to properties by specific identification.

Inventories are written down to net realizable value when the cost of inventories is determined not to be recoverable. Write-downs are reversed when circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realizable value because of changed economic circumstances.

**B. Future accounting policy changes**

**a. Financial instruments: classification and measurement**

In July 2014, the IASB issued IFRS 9, *Financial Instruments* (“IFRS 9”), which replaces the current multiple classification and measurement models for financial assets and liabilities with a single model that has only two classification categories: amortized cost and fair value. The basis of classification depends on the entity’s business model and the contractual cash flow characteristics of the financial asset or liability. It also introduces additional changes relating to financial liabilities and aligns hedge accounting more closely with risk management. IFRS 9 is effective for fiscal years beginning on or after January 1, 2018 and is available for early adoption. The Trust has not yet reviewed the impact of IFRS 9 on the consolidated financial statements.

**b. Revenue recognition**

The IASB issued IFRS 15, *Revenue from Contracts with Customers* (“IFRS 15”), in May 2014. The new standard provides a comprehensive five-step revenue recognition model for all contracts with customers and requires management to exercise significant judgment and make estimates that affect revenue recognition. IFRS 15 is effective for annual periods beginning on or after January 1, 2018, with earlier adoption permitted. The Trust has not yet reviewed the impact of IFRS 15 on the consolidated financial statements.

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

**4. ACQUISITION OF MASTER LP AND WESTERN CANADIAN PROPERTIES GROUP VII LP**

**Acquisition of Master LP**

On December 30, 2014, the Trust completed its initial offering of units and acquired an interest of approximately 85% in the Master LP for the aggregate purchase price of \$10,623,000. The purchase price has been allocated to the assets acquired and liabilities assumed as follows:

Cost of units	\$	10,623,000
Less		
Investment property		6,200,000
Prepaid expenses		7,379
Amounts receivable		80
Due from related parties		273,881
Cash		62,633
Mortgage payable		(4,565,333)
Accounts payable and accrued liabilities		(401,532)
Non-controlling interest		(1,577,108)
Cash retained as working capital	\$	10,623,000

On February 5, 2015, the Trust completed its second offering of units and acquired an additional interest of approximately 2% in the Master LP for an aggregate purchase price of \$2,277,000. The cash was retained as working capital.

**Acquisition of Western Canadian Properties Group VII LP**

On May 8, 2015, the Developments LP purchased 262,500 units of Western Canadian Properties Group VII Limited Partnership ("WCPG VII LP") at \$1 per unit for a total of \$262,500, which resulted in the Developments LP having control of WCPG VII LP. Thus, the condensed interim consolidated financial statements for the period ended June 30, 2015 reflect the operating results and changes in cash flows of WCPG VII LP from May 8, 2015 to June 30, 2015. The purchase price was allocated to the assets acquired and liabilities assumed as follows:

Cost of units	\$	262,500
Less		
Cash		100
Non-controlling interest		(100)
Cash retained as working capital	\$	262,500

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

**5. INVESTMENT PROPERTY**

On September 12, 2014, the Master LP, through the Investments LP, completed the acquisition of 3851 22<sup>nd</sup> Avenue, Prince George, British Columbia (“22<sup>nd</sup> Avenue”), for a purchase price of \$6,200,000 plus standard closing costs and adjustments. 22<sup>nd</sup> Avenue is a 39,494 square foot industrial facility with a site area of approximately 10.1 acres.

The balance of the investment property as at June 30, 2015 is determined as follows:

	2015
Balance, January 1, 2015	\$ 6,200,000
Accrued rental revenue	13,713
Fair value adjustments to investment property	(13,713)
<b>Balance, June 30, 2015</b>	<b>\$ 6,200,000</b>

The fair value of the investment property has been determined based on market value. As set out in note 3 to the Trust’s audited consolidated financial statements for the period ended December 31, 2014, in arriving at their estimates of market values, management has used its market knowledge and professional judgment and did not rely solely on historical transactional comparisons.

Management estimates the fair value of the Trust’s investment property using the direct capitalization income method. The fair value is determined by applying a capitalization rate to stabilized net operating income. The result is further adjusted for potential leasing costs, capital expenditures, and costs to stabilize the income. Since significant adjustments are made to key inputs, including the capitalization rate and stabilized net operating income, the Trust measures the fair value of investment property under level 3 fair value hierarchy.

	June 30, 2015			December 31, 2014		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Investment property	\$ –	\$ –	\$6,200,000	\$ –	\$ –	\$6,200,000

The significant assumptions made relating to the valuation are set out below:

	June 30, 2015	December 31, 2014
	Weighted average	Weighted average
Capitalization rate	7.00%	7.00%

Valuations determined using the direct capitalization income method are sensitive to changes in capitalization rates. The table below summarizes the sensitivity of the fair value of investment property to changes in the capitalization rate as at June 30, 2015.

Change in capitalization rate	Fair value	Change in fair value	Percentage change
- 0.75%	\$ 6,910,000	\$ 710,000	11.45%
- 0.50%	6,640,000	440,000	7.10%
- 0.25%	6,390,000	190,000	3.06%
June 30, 2015	6,200,000	-	-
+ 0.25%	5,950,000	(250,000)	(4.03%)
+ 0.50%	5,750,000	(450,000)	(7.26%)
+ 0.75%	5,570,000	(630,000)	(10.16%)

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

**6. INVENTORIES**

On May 29, 2015, the Trust, through WCPG VII LP, acquired approximately 29 acres of residential property (“Garrison Landing”) in Fort St. John, British Columbia, for a purchase price of \$6,200,000 plus standard closing costs and adjustments. Garrison Landing is expected to be developed in five phases, and to generate, in aggregate, approximately 153 single family lots which will be offered for sale after servicing is complete. As at June 30, 2015, two phases comprising 55 lots are in the process of being serviced.

The acquisition of Garrison Landing was financed with cash and a vendor take-back mortgage of \$2,000,000. The mortgage is secured by the Trust’s inventories of \$6,615,509 comprising the Garrison Landing property.

The carrying amount of the Trust’s inventories is as follows:

	June 30, 2015	December 31, 2014
Unserviced land	\$ 4,124,378	\$ –
Work in progress	2,491,131	–
	<b>\$ 6,615,509</b>	<b>\$ –</b>

**7. MORTGAGES AND LOANS PAYABLE**

**A. Mortgages Payable**

On September 12, 2014, the Master LP, through the Investments LP, financed the acquisition of 22<sup>nd</sup> Avenue with cash and a term loan in the amount of \$4,650,000 bearing interest at 3.72% and maturing in 2019. The term loan is secured by a mortgage on the property.

On May 29, 2015, the Trust, through WCPG VII LP, entered into a vendor take-back mortgage agreement secured by Garrison Landing. The mortgage bears interest at 6.00%, matures in May 2016 and is repayable upon the sale of each single lot in the first phase of development being sold after construction financing has been paid.

The mortgages payable are recorded at amortized cost and bear a weighted effective interest rate of 4.46% as at June 30, 2015 (December 31, 2014 – 3.78%). The mortgages payable are secured by charges on the Trust’s investment property and inventories.

The amount of mortgages payable on June 30, 2015 was \$6,515,872 (December 31, 2014 – \$4,565,395). Included in mortgages payable are the related unamortized mortgage transaction costs of \$68,340 as at June 30, 2015 (December 31, 2014 – \$76,600), which are amortized over the term of the respective mortgages using the effective interest rate method.

Principal repayments, as of June 30, 2015, based on scheduled repayments to be made on the mortgages payable over the next five years are as follows:

Remaining in 2015	\$ 58,395
2016	2,120,529
2017	125,168
2018	129,870
2019	4,150,250
	<b>\$ 6,584,212</b>

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

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**7. MORTGAGES AND LOANS PAYABLE (continued)**

***B. Loans Payable***

On June 6, 2015, Ground Floor Capital Management Ltd. loaned \$216,111 to WCPG VII LP to meet working capital needs for Garrison Landing (note 15). The loan is due on demand and bears interest at 10%. As at June 30, 2015, the loan balance outstanding is \$216,111 (December 31, 2014 – \$nil).

**8. CASH HELD IN TRUST**

On December 30, 2014, the Trust received net proceeds from the initial public offering, which was temporarily held in a lawyer's trust account on behalf of the Trust. As at December 31, 2014, the balance of cash held in trust was \$9,976,167. The funds were released to the Trust in January 2015.

**9. NON-CONTROLLING INTEREST**

On December 30, 2014, the Trust purchased 10,623 limited partnership units of the Master LP at \$1,000 per unit for a total of \$10,623,000, which resulted in the Trust owning approximately 85% of the Master LP and having control of the Master LP. On February 5, 2015, the Trust purchased an additional 2,277 limited partnership units of the Master LP at \$1,000 per unit for a total of \$2,277,000, which increased the Trust ownership of the Master LP to approximately 87%.

On May 8, 2015, the Developments LP purchased 262,500 units of WCPG VII LP at \$1 per unit for a total of \$262,500, which resulted in the Developments LP owning approximately 89% of WCPG VII LP and having control of WCPG VII LP. On May 27, 2015, the Developments LP purchased a further 3,737,500 units of WCPG VII LP at \$1 per unit for a total of \$3,737,500 and maintained its ownership interest at approximately 89% of WCPG VII LP.

The initial limited partners of the Master LP, the general partner of the Master LP, the general partner of the Investments LP, the general partner of the Developments LP, the general partner of WCPG VII LP and the other limited partner of WCPG VII LP collectively represent the non-controlling interest of the Master LP.

**10. UNITHOLDERS' EQUITY**

On February 5, 2015, the Trust issued an additional 2,277 trust units at \$1,000 per unit for the gross proceeds of \$2,277,000. The proceeds were used to acquire Master LP units. There have been no other changes to the Trust's unitholders' equity since December 31, 2014. Please refer to the Trust's audited consolidated financial statements for the period ended December 31, 2014 for a discussion of the Trust's unitholders' equity.

During the six months ended June 30, 2015, total cash distributions of \$nil (period ended December 31, 2014 – \$nil) were paid to the trust unitholders.

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

**11. CAPITAL MANAGEMENT**

The Trust defines capital as the aggregate of unitholders' equity and mortgages payable. The Trust's objectives in managing capital are to maintain a level of capital that complies with investment and debt restrictions pursuant to the initial offering prospectus (the "Prospectus"), complies with existing debt covenants, funds its business strategies and builds long-term unitholders' value. The Trust's capital structure is approved by the Board through its periodic reviews.

On a monthly basis, the Trust monitors the "loan-to-value ratio", which is defined as overall mortgage loans divided by the purchase price of the properties plus the amount of any property improvement reserve account approved by the lenders as a whole and which serves as an indicator of the Trust's financial leverage. The overall loan-to-value ratio is targeted at not more than 70%, as indicated in the Trust's Prospectus dated December 22, 2014. However, if deemed appropriate by the Trust, having regard to all of the circumstances including the potential value of the properties identified for investment, the Trust may cause the overall loan-to-value ratio of the mortgage loans to exceed this threshold. The Trust's loan-to-value ratio was 53% as at June 30, 2015 (December 31, 2014 – 74%). The Trust was in compliance with all restrictions during the periods ended June 30, 2015 and December 31, 2014.

The capital structure consisted of the following components at June 30, 2015 and December 31, 2014:

	June 30, 2015	December 31, 2014	Change
Capital			
Mortgages payable	\$ 6,515,872	\$ 4,565,395	\$ 1,950,477
Unitholders' equity	11,836,541	9,758,571	2,077,970
<b>Total Capital</b>	<b>\$ 18,352,413</b>	<b>\$ 14,323,966</b>	<b>\$ 4,028,447</b>

During the six months ended June 30, 2015, the Trust's total capital increased due to the issuance of trust units, offset by offering costs and the net loss for the period.

**12. FINANCIAL INSTRUMENTS**

**Fair value of financial instruments**

For certain of the Trust's financial instruments, including cash, cash held in trust, amounts receivable, due from related parties, loans payable and accounts payable and accrued liabilities, the carrying amounts approximate their fair values due to the immediate or short-term maturity of these financial instruments.

The fair values of amounts due for mortgages payable are determined by discounting the future contractual cash flow under current financing arrangements at discount rates which represent borrowing rates presently available to the Trust for loans with similar terms and maturity and are measured under level 2 of the fair value hierarchy since the discount rates are either provided by the lenders or are observable on the open market.

**REALnorth Opportunities Fund**  
**Notes to Condensed Interim Consolidated Financial Statements**  
**Expressed in Canadian dollars**  
**Unaudited and for the period ended June 30, 2015**

**12. FINANCIAL INSTRUMENTS (continued)**

**Fair value of financial instruments (continued)**

The following table presents the carrying amounts and fair values of the Trust's financial instruments:

Financial instruments	Fair value hierarchy	June 30, 2015		December 31, 2014	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Mortgages payable	Level 2	\$ 6,515,872	\$ 6,584,212	\$ 4,565,395	\$ 4,641,995
Loans payable	Level 2	216,111	216,111	—	—
Accounts payable and accrued liabilities	Level 2	430,076	430,076	622,645	622,645
Amounts receivable	Level 2	19,387	19,387	80	80
Due from related parties	Level 2	1,990,382	1,990,382	273,881	273,881
Cash held in trust	Level 1	—	—	9,976,167	9,976,167
Cash	Level 1	6,226,740	6,226,740	63,551	63,551

**13. RISK MANAGEMENT**

The Board has the overall responsibility for the establishment and oversight of the Trust's risk management framework. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and in response to the Trust's activities. In the normal course of business, the Trust is exposed to a number of risks from its use of financial instruments. These risks include, but are not limited to, credit risk, interest rate risk, income tax risk, liquidity risk, currency risk, environmental risk, lease rollover risk and trust unit redemption risk.

There have been no changes to the Trust's assessment of its risk factors since December 31, 2014. Please refer to the Trust's audited consolidated financial statements for the period ended December 31, 2014 and management's discussion and analysis for the period ended June 30, 2015 for a discussion of risk factors that have been identified by the Trust.

**14. LEASES**

The Trust, through the Investments LP, has entered into a lease agreement with the tenant of 22<sup>nd</sup> Avenue. The lease is for seven years and the tenant has the option to renew for two terms of three years each at prevailing market rates. The Trust can recover property tax, insurance and management fees from the tenant. The management fee is 2.0% of the basic rent according to the lease agreement.

Future minimum rental revenue receivable under the non-cancellable operating lease is as follows:

	As at June 30, 2015
Within one year	\$ 449,477
After one year, but not more than five years	1,888,276
More than five years	594,090
	\$ 2,931,843

**15. RELATED PARTY TRANSACTIONS**

**Transactions with Pure Commercial Real Estate Advisors Inc.**

Pure Commercial Real Estate Advisors Inc. (“Pure Commercial”) is related to the Trust by virtue of having officers and directors/trustees in common. The Trust, through the Master LP, has entered into an asset management agreement with Pure Commercial, whereby Pure Commercial provides asset management, administrative and reporting services to the Trust. In consideration of these services, the Trust pays to Pure Commercial an annual asset management fee equal to 1.0% of net asset value plus any applicable taxes. Net asset value is equal to the greater of the total gross cash proceeds from all the Trust’s public offerings and the total purchase price of the properties including all fees, expenses and cash reserves, less outstanding mortgage debt. During the six months ended June 30, 2015, the Trust paid asset management fees of \$56,947 to Pure Commercial (period ended December 31, 2014 – \$nil). As at June 30, 2015, asset management fees of \$11,288 (December 31, 2014 – \$4,232) are included in accounts payable and accrued liabilities.

The Trust, through the Investments LP, entered into a property management agreement with Pure Commercial, whereby Pure Commercial provides property management services to the investment property and collects 2.0% of the basic annual rent as a property management fee. During the six months ended June 30, 2015, the Trust paid Pure Commercial property management fees of \$4,469 (period ended December 31, 2014 – \$nil). Property management fees of \$nil are included in accounts payable and accrued liabilities as at June 30, 2015 (December 31, 2014 – \$48).

**Transactions with Triple E Ventures Inc.**

Triple E Ventures Inc. (“Triple E”) is related to the Trust by virtue of having officers and directors/trustees in common. In September 2014, Triple E paid a deposit for the acquisition of 22<sup>nd</sup> Avenue and a commitment fee for the mortgage on 22<sup>nd</sup> Avenue in the aggregate amount of \$123,250. Triple E also advanced \$1,000 to the Trust to cover administration expenses. The total amount of \$124,250 is included in accounts payable and accrued liabilities as at June 30, 2015 (December 31, 2014 – \$124,250).

**Transactions with the Initial Limited Partners of the Master LP**

The initial limited partners of the Master LP are related to the Trust by virtue of the fact that three of initial limited partners are trustees of the Trust. According to the initial public offering Prospectus, the maximum expenses of the offering, inclusive of agents’ fees and expenses, are not to exceed 1.5% of the maximum offering or 2.0% of the minimum offering. Due to the size of the initial and second offerings, actual offering expenses exceeded the maximum amount. Certain of the initial limited partners of the Master LP agreed to pay the offering expenses above the maximum amount. The total of \$230,114 is included in due from related parties and is still outstanding as at June 30, 2015 (December 31, 2014 – \$135,896).

**Transactions with the Master GP**

The Master GP is related to the Trust by virtue of having officers and directors/trustees in common. The Master GP held cash on behalf of the Master LP before the Master LP opened its bank account. The total amount of \$137,985 was included in due from related parties as at December 31, 2014. The full amount was received by the Master LP in January 2015. During the six months ended June 30, 2015, the Trust paid a \$148 expense on behalf of the Master GP and the Master GP received interest on the funds held on the Master LP’s behalf in the amount of \$90. The Master LP received \$88 from the Master GP in April 2015. As at June 30, 2015, \$150 was still outstanding and included in due from related parties.

**15. RELATED PARTY TRANSACTIONS (continued)**

**Transactions with Ground Floor Capital Management Ltd.**

Ground Floor Capital Management Ltd. (“GFCM”) is the only other limited partner of WCPG VII LP and therefore represents the non-controlling interest of approximately 11% of WCPG VII LP. During the six months ended June 30, 2015, GFCM loaned \$216,111 to WCPG VII LP to fund working capital requirements. As at June 30, 2015, the full balance of \$216,111 remains outstanding and is included in mortgages and loans payable (December 31, 2014 – \$nil). As at June 30, 2015, interest on the loan totaling \$1,421 is included in accounts payable and accrued liabilities (December 31, 2014 – \$nil).

**Transactions with WCPG Southview Townhomes Ltd.**

WCPG Southview Townhomes Ltd. (“WCPG Southview”) is related to WCPG VII LP by virtue of having common ownership with GFCM. The Trust, through WCPG VII LP, has entered into a development management agreement whereby WCPG Southview provides development management services to Garrison Landing and collects development management fees as follows:

- \$100,000 upon completion of the purchase of Garrison Landing, which occurred on May 29, 2015;
- \$25,000 per month for 20 months following the purchase of Garrison Landing; and
- \$150,000 by way of equal payments upon the sale of the last lot within each phase of the development of Garrison Landing.

During the six months ended June 30, 2015, the Trust accrued development management fees of \$125,000 (period ended December 31, 2014 – \$nil), which are included in accounts payable and accrued liabilities as at June 30, 2015 (December 31, 2014 – \$nil). Interest on unpaid fees, inclusive of GST, is charged at a rate of 10%. During the six months ended June 30, 2015, WCPG Southview charged the Trust interest of \$1,129 (period ended December 31, 2014 – \$nil), which is included in accounts payable and accrued liabilities as at June 30, 2015 (December 31, 2014 – \$nil).

**Transactions with Western Canadian Construction Company Ltd.**

Western Canadian Construction Company Ltd. (“WCCC”) is related to WCPG VII LP by virtue of having common ownership with GFCM. During the six months ended June 30, 2015, the Trust paid \$61,298 to WCCC to cover invoices associated with the development of Garrison Landing which were paid by WCCC (period ended December 31, 2014 – \$nil). In June 2015, the Trust advanced \$1,760,207 to WCCC to cover a security deposit required by the City of Fort St. John in relation to the development of Garrison Landing. As at June 30, 2015, the full amount of \$1,760,207 was held by WCCC and included in due from related parties (December 31, 2014 – \$nil).

**16. SEGMENTED INFORMATION**

The Trust operates in one business segment, being the developing, owning and operating, as applicable, of investment and development properties in northwestern of Canada, holding Master LP units and paying distributions to unitholders. As at the date of this report, the Trust operates one investment property and is developing and subdividing one development property.

**17. SUBSEQUENT EVENTS**

On July 2, 2015, WCCC paid a security deposit of \$1,556,207 to the City of Fort St. John in relation to the development of Garrison Landing on the Trust’s behalf. On July 3, 2015, the Trust received \$204,000 from WCCC, representing the return of excess funds advanced to cover the security deposit.