



2024

Q2 REPORT

 **BRIDGEMARQ**<sup>®</sup>  
REAL ESTATE SERVICES



BRIDGEMARQ REAL ESTATE SERVICES INC.

## PROFILE

Bridgemarq Real Estate Services Inc. (“Bridgemarq” and, together with its subsidiaries, the “Company”) is a leading provider of services to residential real estate brokers and REALTORS® across Canada. The Company’s franchise operations generate revenue from franchise fees that are received from real estate brokerages and REALTORS® operating under the Royal LePage®, Via Capitale® and Johnston & Daniel® brands. The Company’s brokerage operations generate real estate sales commission income from home buyers and sellers at its Company-owned real estate brokerages operating under the Royal LePage, Proprio Direct®, Via Capitale and Johnston & Daniel Brands.

As at December 31, 2023, the Company’s franchise network consisted of 20,529 REALTORS® and participated in approximately 28% of all home resales in Canada during 2023. The Company’s brokerage operations currently provide services to approximately 2,800 REALTORS in Ontario, British Columbia and Quebec.

Bridgemarq is listed on the TSX and trades under the symbol “BRE”. For further information about the Company, please visit [www.bridgemarq.com](http://www.bridgemarq.com).

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The trademarks REALTOR®, REALTORS® and the REALTOR® logo are controlled by The Canadian Real Estate Association (CREA) and identify real estate professionals who are members of CREA.

# COMPANY OPERATIONS

The Company is a Canadian based real estate services firm that supplies brokerages and REALTORS® with information, tools and services to assist them in providing efficient and effective delivery of real estate sales services in the communities they serve. Through a portfolio of highly regarded real estate services brands, the Company caters to the diverse service requirements of regional real estate professionals, in virtually all significant population centres across Canada.

## ROYAL LEPAGE®

Serving Canadians since 1913, Royal LePage is the country's leading provider of services to real estate brokerages, with a network of more than 19,600 real estate professionals in over 670 locations nationwide. Since the mid-1990s, Royal LePage has more than tripled the size of its sales force. It offers its network of brokers and agents strong support with state-of-the-art marketing and lead generation tools, sophisticated business services, timely market data and analysis, as well as professional development through on-line and in-person training. Royal LePage is the only Canadian real estate company to have its own charitable foundation, the Royal LePage® Shelter Foundation™, which has been dedicated to supporting women's shelters and domestic violence prevention programs for more than 25 years.



## PROPRIO DIRECT®

Established in 1987, Proprio Direct operates one of the largest real estate brokerages in Quebec (based on REALTOR® count) from a single office located in the Greater Montreal Area. With approximately 750 real estate professionals, this unique, consumer-centric brokerage platform combines interactive and informative on-line education and planning tools and the support and experience of a REALTOR® with the flexibility for home sellers to source buyers for their property.



## JOHNSTON & DANIEL®

Founded in 1950, Johnston & Daniel is a leading residential real estate boutique firm with approximately 200 real estate professionals selling distinctive homes in southern Ontario. Johnston & Daniel operates as a division of Royal LePage Real Estate Services Ltd. and maintains its market leadership through a combination of rich training and development opportunities, strategic partnerships, in-house marketing services and powerful brand awareness.



## VIA CAPITALE®

Via Capitale's mission is to deliver the best possible service by focusing on the human aspect of each transaction, professionalism and innovation. Via Capitale has more than 910 sales representatives in 47 locations across the province of Quebec. It has launched numerous innovative, client-focused programs into the Quebec market through specialized web platforms, and has been a leading developer of real estate insurance programs for more than 20 years - making it the pioneer in this field and keeping the company at the forefront of the industry. Today, the Via Capitale name is synonymous with protection and innovation in the province of Quebec.



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

Highlights	2	Debt Facilities	19
Operating Results Summary	2	Liquidity	19
Organization	3	Cash and Capital Resources	21
Business of the Company	5	Commitments and Contingencies	21
Management Services Agreement	5	Off-Balance Sheet Arrangements	22
Acquisition of Real Estate Brokerages and Internalization of Management	6	Transactions with Related Parties	22
Company Revenues	7	Critical Accounting Estimates and Assumptions	23
Key Performance Drivers	7	Financial Instruments	24
Composition of the Company's revenue streams	7	Disclosure Controls and Internal Controls over Financial Reporting	24
Number of REALTORS® in the Franchise Network and at our Brokerage Operations	8	Outstanding Restricted Voting Shares	25
Transactional Dollar Volumes of the Canadian Market	9	Risk Factors	25
REALTOR® Productivity	11	Forward-Looking Statements	26
Products and services offered to REALTORS®	12	Supplemental Information	27
The Canadian Residential Real Estate Market	12	Glossary of Terms	29
Analysis of Second Quarter Operating Results	13	Interim Condensed Consolidated Financial Statements	31
Summary of Quarterly Results	18		

## Introduction

This management's discussion and analysis ("MD&A") of the interim consolidated financial results and financial condition of Bridgemarq Real Estate Services Inc. for the three and six months ended June 30, 2024, has been prepared as at August 12, 2024. The three months ended June 30, 2024 shall be referred to in this MD&A as the "Quarter" and the comparative period for the three months ended June 30, 2023 shall be referred to as the "Prior Year Quarter". The six-months ended June 30, 2024 shall be referred to as the "YTD" and the comparative period for the six-months ended June 30, 2023 shall be referred to as the "Prior Year Period". The financial information presented herein has been prepared on the basis of International Financial Reporting Standards ("IFRS") and is expressed in Canadian dollars unless otherwise stated.

The definitions of certain capitalized terms in this MD&A are provided in the Glossary of Terms commencing on page 29.

This MD&A provides the reader with an assessment of the Company's past performance as well as its financial position, performance objectives and future outlook. The information in this document should be read in conjunction with the Company's unaudited condensed consolidated financial statements for the three and six months ended June 30, 2024 and the audited financial statements for the year ended December 31, 2023, which are prepared in accordance with IFRS. Additional information relating to the Company, including its 2023 Annual Information Form, is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company's website at [www.bridgemarq.com](http://www.bridgemarq.com).

As discussed elsewhere in this MD&A, the Company recently internalized the management of the Company and acquired certain real estate brokerage operations in a transaction with Brookfield. As the acquisition of these businesses was completed on March 31, 2024, the results for the YTD include the operating results of the Acquired Business since March 31, 2024.

# 2023 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## HIGHLIGHTS

Highlights for the Quarter and YTD include:

- On March 25, 2024, the shareholders of Bridgemarq® approved a transaction to acquire the Brokerage Operations (which were previously owned by Brookfield), internalize the management of the Company and settle certain deferred payments owed to Brookfield. The Transaction was completed on March 31, 2024. The transaction documents provide for customary post-closing purchase price adjustments to be settled later in the year. As consideration for the Transaction, the Partnership issued 2,920,877 Exchangeable Units on March 31, 2024 and paid \$131,000 in cash during the Quarter representing the difference between the actual working capital acquired in Transaction and the working capital that was estimated on the closing date.
- Revenues for the Quarter amounted to \$110.1 million, compared to the \$12.8 million generated in the Prior Year Quarter. For the YTD, revenues increased from \$24.8 million to \$122.0 million. The increase in revenues is substantially due to the inclusion of gross commission income and other revenues of the Acquired Businesses. Franchise fees for the Quarter improved, driven by fee increases implemented on January 1, 2024 and improving market conditions, partly offset by the elimination of franchise fees received from the Acquired Businesses for the Quarter. The franchise fees received from the Acquired Businesses were treated as third party revenue prior to March 31, 2024.
- For the Quarter, the Company generated net earnings of \$10.6 million or \$1.12 per Share, compared to net earnings of \$1.1 million or \$0.12 per Share in the Prior Year Quarter. The higher earnings are largely driven by a gain of \$10.6 million on the valuation of the Exchangeable Units in the Quarter (compared to a loss of \$0.5 million in the Prior Year Quarter). The fair valuation adjustment on the Exchangeable Units is directly related to changes in the market price of Bridgemarq's Restricted Voting Shares.
- For the Quarter, cash provided by operating activities amounted to \$10.5 million, compared to \$3.7 million in the Prior Year Quarter. The increase of \$6.9 million includes approximately \$4.8 million increase in cash received that will ultimately be paid to sales representatives, positive cash flow from the Acquired Businesses and lower overall working capital balances partly offset by higher interest costs and a one-time increase in expenses related to the completion and approval of the Transaction.
- The board of directors of Bridgemarq (the "Board") declared cash dividends of \$0.34 per Restricted Voting Share during the Quarter, unchanged from the Prior Year Quarter.

## OPERATING RESULTS SUMMARY

(Unaudited) (in 000's) except per Share amounts	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Revenues	110,091	12,841	121,955	24,832
Expenses				
Commissions	(86,631)	-	(86,631)	-
Cost of other revenue	(2,311)	(345)	(2,463)	(571)
Operating Expenses	(12,311)	(5,835)	(18,163)	(11,055)
Interest on debt	(1,214)	(740)	(2,504)	(1,483)
Interest on lease obligation	(320)	-	(320)	-
Depreciation and amortization (and impairment)	(3,521)	(1,825)	(6,768)	(3,668)
Operating Income	\$ 3,783	\$ 4,095	\$ 5,106	\$ 8,055
Cash provided by operating activities	\$ 10,549	\$ 3,673	\$ 12,624	\$ 6,893
Dividends	\$ 3,201	\$ 3,201	\$ 6,402	\$ 6,402
Interest on Exchangeable Units	\$ 2,725	\$ 1,452	\$ 4,177	\$ 2,904
Net and comprehensive earnings (loss)	\$ 10,580	\$ 1,139	\$ 8,613	\$ (3,566)
Diluted earnings (loss) per Share	\$ 0.17	\$ 0.12	\$ 0.34	\$ (0.38)

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## ORGANIZATION

Bridgemarq's Restricted Voting Shares are listed on the Toronto Stock Exchange ("TSX") under the symbol "BRE". Through its limited partnership holdings, Bridgemarq owns the Brokerage Operations, and certain Franchise Agreements and Trademarks of real estate services Brands in Canada.

Bridgemarq directly owns a 61.5% interest in the Partnership which, in turn, owns VCLP. In addition, Bridgemarq directly owns a 75% interest in the General Partner. The Partnership and VCLP own and operate the assets from which Bridgemarq derives its revenue.

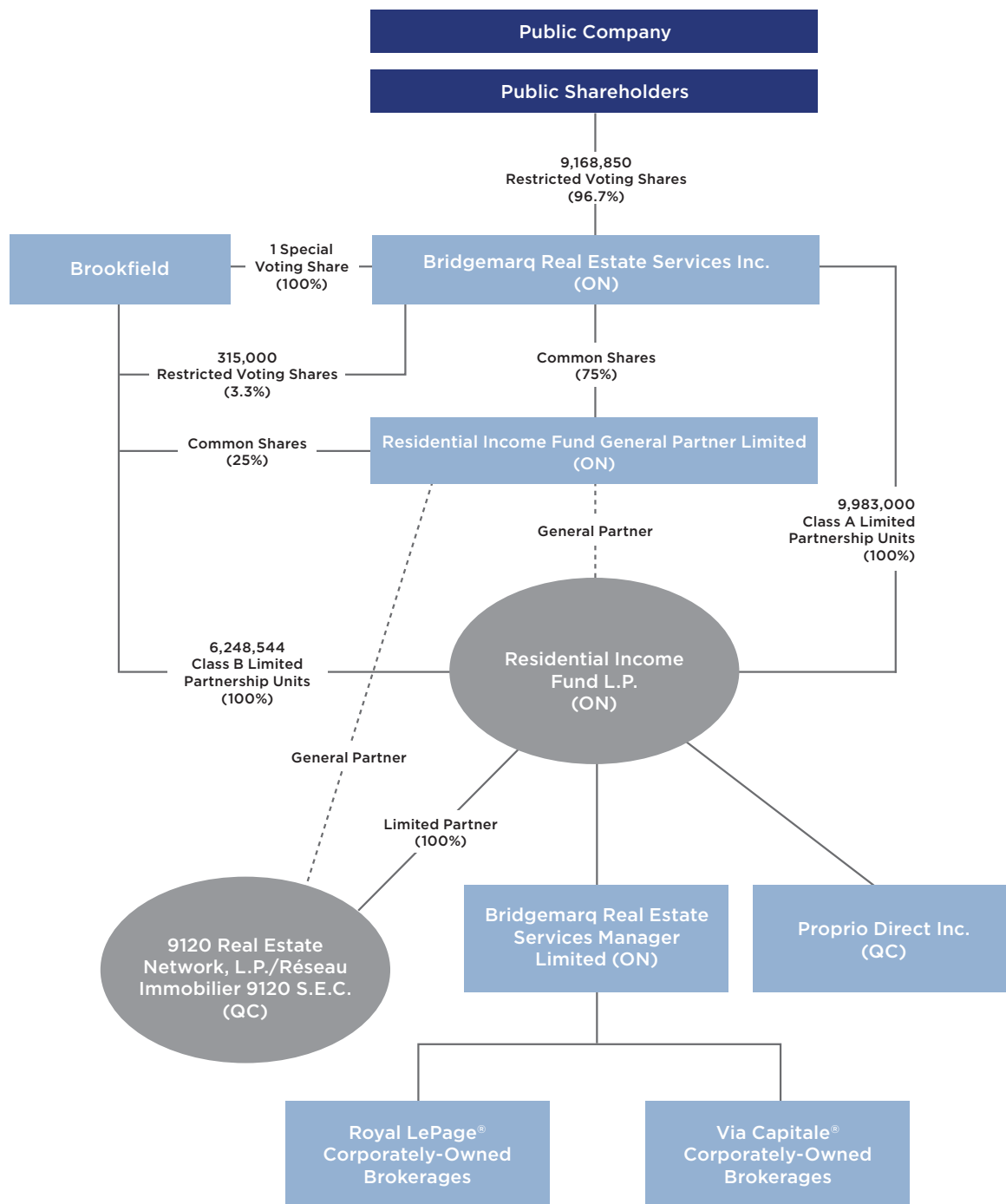
Brookfield owns the remaining 38.5% interest in the Partnership through its ownership of the Exchangeable Units, the remaining 25% interest in the General Partner through its ownership of 25 common shares in the General Partner and one Special Voting Share of Bridgemarq. The Special Voting Share entitles Brookfield to a number of votes at any meeting of the restricted voting shareholders equal to the number of Restricted Voting Shares that may be obtained upon the exchange of all the Exchangeable Units held by the holder and/or its affiliates, except that the holder of the Special Voting Share is not entitled to vote to approve or elect the directors elected by restricted voting shareholders. In addition to its ownership of the Exchangeable Units, the common shares of the General Partner and the Special Voting Share, Brookfield indirectly owns 315,000 Restricted Voting Shares.

Prior to March 31, 2024, the Company received certain management, administrative and support services from the Manager. As part of the Transaction, the Company has internalized the management of the Company by acquiring the Manager. As such, the employees of the Manager are now employees of the Company, eliminating all payments of management fees to external parties.

Starting in the Quarter, Bridgemarq generates revenue from two operating segments. The Franchise Operations derives its revenue from franchise fees and other ancillary services it provides to its franchisees and REALTORS®. The Brokerage Operations derives its revenue through the operation of full service real estate brokerage locations in British Columbia, Ontario and Québec operating under the Royal LePage®, Via Capitale®, Proprio Direct®, Johnston & Daniel® and Les Immeubles Mont-Tremblant real estate brands. The Brokerage Operations provide services to REALTORS® which are complementary to those services provided under the Company's Franchise Operations.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

The ownership structure of the Company subsequent to the completion of the Transaction is set out below:



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## BUSINESS OF THE COMPANY

The Company is a Canadian based real estate services firm that supplies REALTORS® with information, tools and services to assist them in providing efficient and effective delivery of real estate sales services in the communities they serve. Through a portfolio of prominent real estate services Brands, each of which offers a unique value proposition, the Company caters to the diverse service requirements of regional real estate professionals, in virtually all significant population centres across Canada. The Company operates in two distinct business segments:

- The Company's Brokerage Operations operate full-service real estate brokerages under the Royal LePage®, Proprio Direct®, Via Capitale®, Johnston & Daniel® and Les Immeubles Mont-Tremblant Brands. As at June 30, 2024, the Brokerage Operations were comprised of 2,751 REALTORS® operating out of 38 operating locations providing services to REALTORS® and their clients in the greater Toronto area, greater Vancouver and Quebec.
- The Company's Franchise Operations provide franchise services to Brokerages under the Royal LePage® Brand across Canada, the Via Capitale® Brand in the province of Quebec and Johnston & Daniel® in southern Ontario. As at June 30, 2024, the Franchise Network was comprised of 20,570 REALTORS® operating under 281 Franchise Agreements from 686 locations, including 2,055 REALTORS® and 37 locations operated by the Brokerage Operations.

The complementary nature of these two businesses allows Bridgemarq to generate revenues at various points in the real estate transaction including the sale and purchase of real estate, the generation and sale of leads to Brokerages and REALTORS®, and providing services to real estate practitioners through the franchising of the Company's brands.

The number of REALTORS® in the Franchise Network and at the Company's Brokerage Operations, the transaction volumes generated in the markets the Company serves, the transaction price of residential and commercial real estate, the success in attracting REALTORS® to the Company's Brands through their value propositions and the track record of the Company's Brands are all important factors in the Company's financial and operating performance. These factors, including, among others, general economic conditions and government and regulatory activity impact the Company's performance and are discussed in greater detail throughout this MD&A and in the Company's 2023 Annual Information Form, which is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company's website at [www.bridgemarq.com](http://www.bridgemarq.com).

The Company seeks to increase its revenues and cash flow by:

- increasing the number of REALTORS® in the Franchise Network through entering into new Franchise Agreements;
- attracting and retaining REALTORS® to the Franchise Network and its Brokerage Operations; and
- providing services and additional fee for service offerings, which increase the productivity of REALTORS®.

## MANAGEMENT SERVICES AGREEMENT

The Company was party to a Management Services Agreement (the "MSA"), which, prior to March 31, 2024, governed the management of the Company and the delivery of services to Brokers and REALTORS® by the Manager. The MSA had a term of ten years expiring on December 31, 2028.

Under the terms of the MSA, the Company paid a monthly management fee to the Manager comprised of:

- a fixed management fee of \$840,000, plus
- a variable management fee equal to the greater of a) 23.5% of Distributable Cash (as such term is defined in the MSA) or 0.342% of the market value of the Restricted Voting Shares on a diluted basis for the first five years of the initial term of the MSA and b) 25% of Distributable Cash or 0.375% of the market value of the Restricted Voting Shares on a diluted basis thereafter.

As a result of the capitalization of certain Franchise Agreements and other contracts transferred to the Company upon entering into the MSA, a portion of management fees paid to the Manager was allocated toward reducing the Company's contract transfer obligation and associated interest expense, with the remainder charged to the Company's consolidated statement of net and comprehensive loss. Management fees are no longer payable to a third party and the contract transfer obligation was settled upon closing of the Transaction.

The Company had deferred the payment of certain management fees to the Manager totaling \$5.6 million. These deferred payments were non-interest bearing and were due no later than 2025. These deferred payments have been settled as a result of the Transaction.



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## ACQUISITION OF REAL ESTATE BROKERAGES AND INTERNALIZATION OF MANAGEMENT

On December 14, 2023, the Company announced that it had entered into a share purchase agreement among Bridgemark, the Partnership and Brookfield to acquire all of the issued and outstanding shares in the capital of the Manager and Proprio Direct® from Brookfield and to settle certain deferred payments owing to Brookfield in consideration for the issuance of Exchangeable Units, subject to certain customary closing conditions.

Bridgemark was required to seek the approval of shareholders for the issuance of the Exchangeable Units pursuant to the Transaction in accordance with the rules of the TSX. At a meeting of shareholders held on March 25, 2024, the shareholders of Bridgemark approved the issuance of those Exchangeable Units. Brookfield was not entitled to vote at the meeting. The Transaction closed on March 31, 2024.

Upon closing of the Transaction, the Partnership acquired the Acquired Businesses and settled the deferred payments owing to Brookfield by issuing 2,920,877 Exchangeable Units, subject to certain customary purchase price adjustments. During the Quarter, the Company paid \$131,000 to Brookfield representing, among other inputs, the difference between the actual working capital acquired in the Transaction and the working capital that was estimated on the closing date for the Transaction. The total value of the Transaction is approximately \$40.9 million based on the closing price of Bridgemark's Restricted Voting Shares of \$13.97 on the TSX as of March 28, 2024 the last trading day prior to the closing of the Transaction. The value ascribed to the Transaction was apportioned between i) the acquisition of the brokerages and internalization of the management of the Company of \$40.0 million, and ii) the settlement of certain deferred fees owing to Brookfield of \$0.9 million. As a result of the Transaction, Brookfield's ownership interest in the Company (on a fully-diluted basis) increased from approximately 28.4% prior to the closing of the Transaction to approximately 41.7%.

As a result of the acquisition of the Brokerage Operations, the Company benefits from a broader revenue base and earns revenues from the Gross Revenue of the acquired brokerages in addition to the franchise fees and ancillary revenues it has historically generated from Franchisees. The completion of the Transaction adds to the Company's capability to capture future growth across a broader spectrum of the real estate industry through both organic growth and potential acquisition opportunities. In addition, the Transaction deleverages the business through the settlement of the deferred payments owing to the Manager and to Brookfield, and provides a simplified organizational structure, which eliminates the requirement to pay management fees to a third party.

The Company has consolidated the operating results of the Acquired Businesses starting on March 31, 2024.

The Company reviews the value of its intangible assets at each reporting period to determine whether the carrying value of those intangible assets is impaired. As a result of the acquisition of the Manager, the Company changed the methodology by which it allocates its expenses in determining the net recoverable amount of those intangible assets resulting in a \$1.7 million impairment charge during the YTD.

Prior to the completion of the Transaction, the Company owed certain deferred fees and other obligations to the Manager and to Brookfield. When the Manager was acquired, these obligations were effectively settled, resulting in settlement gains of \$1.3 million recorded in the first quarter of 2024.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## COMPANY REVENUES

The primary source of revenue earned by the Franchise Operations is franchise fees it receives from Franchisees. Fixed franchise fees represent approximately 70% of total franchise fees and are payable to the Company as a fixed monthly amount per REALTOR® without regard to transaction volumes generated by that REALTOR®. Variable franchise fees represent franchise fees that are payable to the Company based on the transaction volumes generated by REALTORS®, subject to a cap.

Fixed franchise fees are earned based on the number of REALTORS® in the Franchise Network. Royal LePage Franchisees pay a fixed monthly fee of \$139 per REALTOR® (2023 - \$136 per REALTOR®). An additional monthly fee of \$100 is charged for each REALTOR® who participates in the Royal LePage Commercial™ program. Fixed fees from Via Capitale Franchisees consist primarily of a fixed monthly fee of \$180 per REALTOR®.

Variable franchise fees are calculated as 1% of Gross Revenues earned by REALTORS® in the Royal LePage Franchise Network, subject to a cap of \$1,500 per year (2023 - \$1,450). Certain REALTORS® in the Royal LePage Network work as part of a Team. All REALTORS® who are members of a Team pay fixed franchise fees. However, for the purposes of the variable fee cap of \$1,500 (2023 - \$1,450), the Gross Revenues of all Team members are aggregated to one cap.

Other revenues earned by the Franchise Operations are derived from ancillary services provided to Franchisees outside of the services provided under the Franchise Agreements or amounts received from third parties and include the sale of leads and lead management fees received from Franchisees, conference and event registration fees and fees for referral services paid by third parties.

The Company's Brokerage operations generate revenue primarily from Gross Revenue (or gross commission income ("GCI")) received through serving as the broker at the closing of real estate transactions. The percentage of GCI paid to each sales representative is negotiated between the brokerage and the individual sales representative and is included in an agent agreement.

Other revenues earned by the Brokerage Operations include transaction processing fees, rent charged for sales representatives' office space, advertising and sponsorship and marketing support services.

## KEY PERFORMANCE DRIVERS

Key performance drivers of the Company's operating performance include:

1. The composition of the Company's revenue streams.
2. The number of REALTORS® in the Franchise Network and at our Brokerage Operations;
3. Transactional dollar volumes of the Canadian Market;
4. REALTOR® Productivity; and
5. Products and services offered to REALTORS®.

### Composition of the Company's revenue streams

As a result of the Transaction, the Company has broadened its business to capture additional revenue which is more closely correlated with the cyclicity of the Canadian real estate market. Gross commission income generated by the Brokerage Operations tends to increase or decrease depending on home sale activity. This revenue diversification complements the revenues of the Franchise Operations which are primarily fixed in nature and have provided a reliable base of cash flow to support the Company's operations, dividends and distributions to holders of Exchangeable Units. The Company estimates that for 2023, approximately 82% of its franchise fee revenues were fixed in nature which includes a substantial portion of variable franchise fees which were effectively fixed in nature. For those REALTORS® or Teams who reach the variable fee cap, the variable franchise fee is effectively fixed in nature, in that the variable franchise fee paid by the REALTOR® or Team does not change based on changes in the Canadian Market.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## Number of REALTORS® in the Franchise Network

The Franchise Network of 20,570 REALTORS® increased by 41 driven by the addition of 186 REALTORS® converted from competing brands partly offset by net attrition. In the Prior Year Period, the Company grew the Franchise Network by 66 REALTORS®.

As of December 31, except as noted	2019	2020	2021	2022	2023	2024
<b>Company Network</b>						
Opening REALTOR® Count	18,725	19,111	19,046	20,159	20,686	<b>20,529</b>
Net REALTOR® growth (attrition) for the period	386	(65)	1,113	527	(157)	<b>41</b>
Closing REALTOR® Count <sup>1</sup>	19,111	19,046	20,159	20,686	20,529	<b>20,570</b>
% Change in the period	2%	0%	6%	3%	-1%	<b>0%</b>
<b>Canadian REALTOR® Population<sup>2</sup></b>						
CREA REALTOR® Membership	133,242	136,605	151,087	160,064	164,598	<b>160,989</b>
% Change in the period	3%	3%	11%	6%	9%	<b>1%</b>

<sup>1</sup>2024 REALTOR® count is as at June 30, 2024

<sup>2</sup> Source: CREA, CREA Membership for 2024 is as at June 30, 2024

The Company strives to increase the number of REALTORS® in the Franchise Network through converting competing brokerages and REALTORS® to the Company's Brands and developing programs to increase REALTOR® growth. The number of REALTORS® in the Franchise Network increases when the Company enters into new Franchise Agreements with Franchisees and when existing Franchisees are successful in increasing the number of REALTORS® at their Brokerage either through recruitment efforts or acquisitions.

During the Quarter, no new Franchisees were converted compared to three in the Prior Year Quarter representing 120 REALTORS®.

During the YTD, the Company converted three new Franchisees (Prior Year Period - six) representing 186 REALTORS® (Prior Year Period - 195).

The Franchise Network is geographically dispersed. The Company strives to grow the Franchise Network in all regions of Canada targeting proportionate participation across the country.

As at June 30, 2024	Canadian <sup>1</sup> REALTOR® Population	Company REALTOR® Population
Ontario	59%	55%
British Columbia	16%	13%
Quebec	10%	18%
Alberta	9%	6%
Maritimes	3%	4%
Prairies	3%	3%
Total	100%	100%

<sup>1</sup> Source: CREA

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## FRANCHISE AGREEMENTS

Franchise Agreements are contracts between the Company and Franchisees, which govern matters such as use of the Trademarks, rights and obligations of Franchisees and the Company, renewal terms, services to be provided to Franchisees and franchise fees.

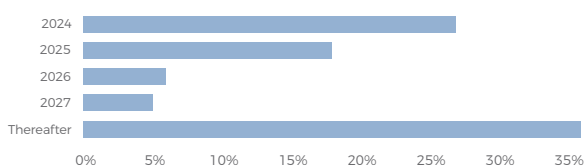
The Royal LePage Franchise Agreements, which represent 96% of REALTORS® in the Franchise Network, are for 10 to 20-year terms with a standard renewal term of ten years. These long-duration contracts exceed the industry standard of five years and thereby reduce agreement renewal risk. In addition, the Company regularly attempts to extend contract terms a further ten years in advance of renewal dates when opportunities present themselves.

The Via Capitale Franchise Agreements, which represent 4% of REALTORS® in the Franchise Network, are typically five years in duration with standard renewal terms extending five years.

A summary of the Company's agreement renewal profiles as at March 31, 2024 for the Franchise Network is shown below.

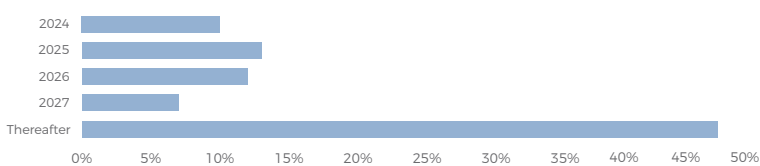
### % Of Franchise Agreements Up For Renewal

(by Number of REALTORS®)



### % Of Franchise Agreements Up For Renewal

(by Number of Agreements)



## RENEWALS

The Company has historically been able to achieve renewal success in more than 96% of Franchise Agreements as they come due, expressed as a percentage of the underlying number of REALTORS® associated with those agreements, over the past five years. Due to the ongoing success of the Company's Franchisees, a number of opportunities, such as increasing Franchisee locations, present themselves to renew Franchise Agreements before they come due.

During the Quarter, two (Prior Year Quarter - ten) Franchisees, representing 130 REALTORS® (Prior Year Quarter - 541), extended the term of their Franchise Agreements or renewed.

During the Quarter, one (Prior Year Quarter - one) Franchise Agreement was terminated - with all 20 REALTORS® transferring to another franchise (Prior Year Quarter - the majority of the REALTORS® transferred to other franchises).

### Number of REALTORS® Affiliated with the Brokerage Operations

For the Quarter, the Brokerage operations declined by 66 REALTORS®. The second quarter of each calendar year is when many provinces require sales representatives to renew their licenses and confirm completion of their professional development requirements, prompting some REALTORS® to leave the industry.

The Brokerage Operations employ a number of tools and techniques to recruit new and experienced REALTORS® into their operation. Of the 2,751 REALTORS® at the Brokerage operations, 2,055 also form part of the Franchise Network and benefit from recruiting programs offered by the Franchise Operations.

### Transactional Dollar Volumes of the Canadian Market

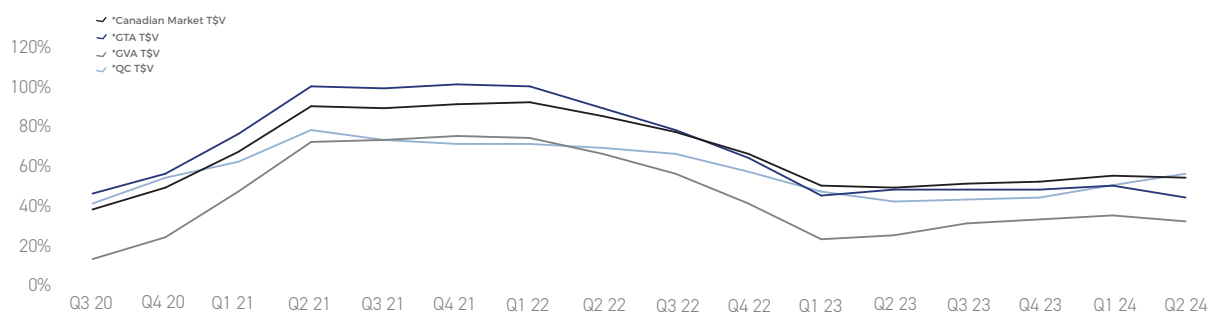
The charts below show the cumulative growth in the Canadian Market and select urban markets since the third quarter of 2020.



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## QUARTERLY ROLLING TWELVE-MONTH % CHANGE

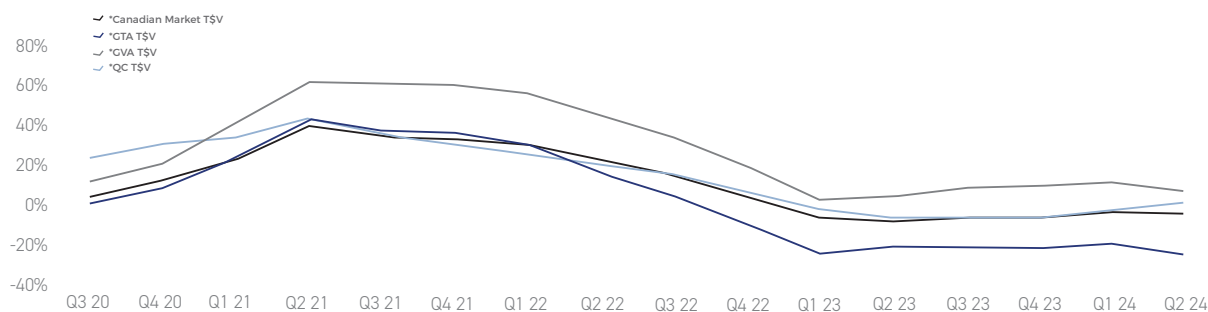
### Transaction Dollar Volume



During the last half of 2020, through the second quarter of 2021, activity across Canada rebounded dramatically (to record levels in many markets) as pent-up demand, low interest rates, changing work and commuting patterns, increasing requirements for people to work from home during the pandemic and other factors increased the demand for housing. Housing market activity tempered somewhat in the last half of 2021 but continued near historic highs supported by continued increases in selling prices. The first quarter of 2022 represented the strongest first quarter ever in the Canadian Market with transactional dollar volumes improving marginally over the first quarter of 2021. However, this increase was a result of a 12% drop in home sale volumes offset by increased prices. In the second quarter of 2022, the market began to retreat from its historic highs. Commencing in March 2022, the Bank of Canada embarked on a campaign to increase interest rates in an effort to curb inflationary pressures. Higher borrowing costs, as well as concerns over affordability in general, dampened consumer demand through the last three quarters of 2022. Overall for 2022, the Canadian Market dropped 24% compared to 2021, represented by a 25% reduction in home sale volumes and a 2% reduction in the selling price of homes. Borrowing costs climbed in 2022 and into 2023, as the Bank of Canada prioritized inflation control in tightening monetary policy. From March, 2022 to July, 2023, the bank rate increased from 0.5% to 5.25% pushing many would-be buyers to the sidelines and contributing to slowing increases in home prices. Transaction dollar volume was down 26% year-over-year for the first half of 2023, but was higher by 7% in the second half. Overall, transaction dollar volume in 2023 was down 14% from 2022 as a result of an 11% drop in volumes and a 4% drop in average selling price. During the first quarter, the Canadian Market saw a year-over-year increase in transactional dollar volume of 17%, albeit comparing to a very weak first quarter of 2023. Market growth tempered in the Quarter with year-over-year transaction volumes lower by 2% and prices lower by 3%.

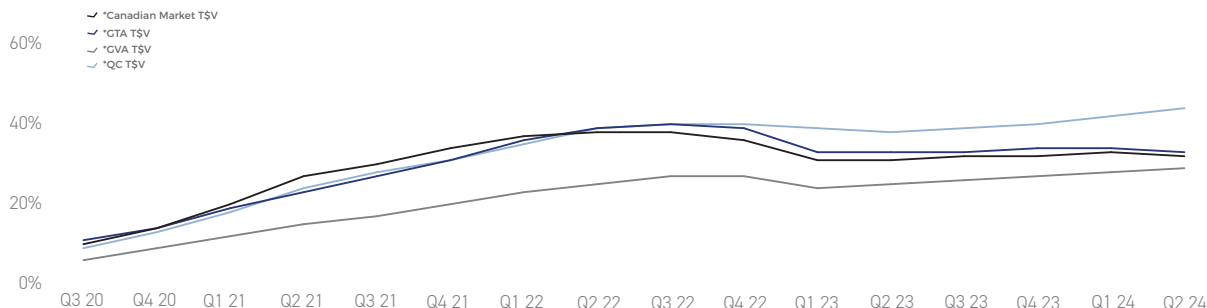
The Canadian Market is generally measured in terms of transactional dollar volume which is the gross value of all homes sold in Canada for given period. The charts below show the historical volume of homes sold in Canada and the average selling price on a quarterly basis.

### Residential Home Sales Volume



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## Average Home Selling Price



During the Quarter, the Canadian Market closed down 4%, at \$102.0 billion, as compared to the Prior Year Quarter at \$106.5 billion. The decrease in transactional dollar volume was driven by a decrease of 2% in the number of units sold and a 3% decrease in price.

During the Quarter, the Greater Toronto Area (“GTA”) market closed at \$23.5 billion, down 17% as compared to the Prior Year Quarter driven by a 15% decrease in the number of units sold and a 1% decrease in price.

During the Quarter, the Quebec market closed up 18%, at \$13.1 billion, as compared to the Prior Year Quarter, driven by an 11% increase in units sold and by a 6% increase in selling price.

During the Quarter, the Greater Vancouver market closed down 11%, at \$10.6 billion, as compared to the Prior Year Quarter, driven by a 13% decrease in units sold offset by a 3% increase in selling price.

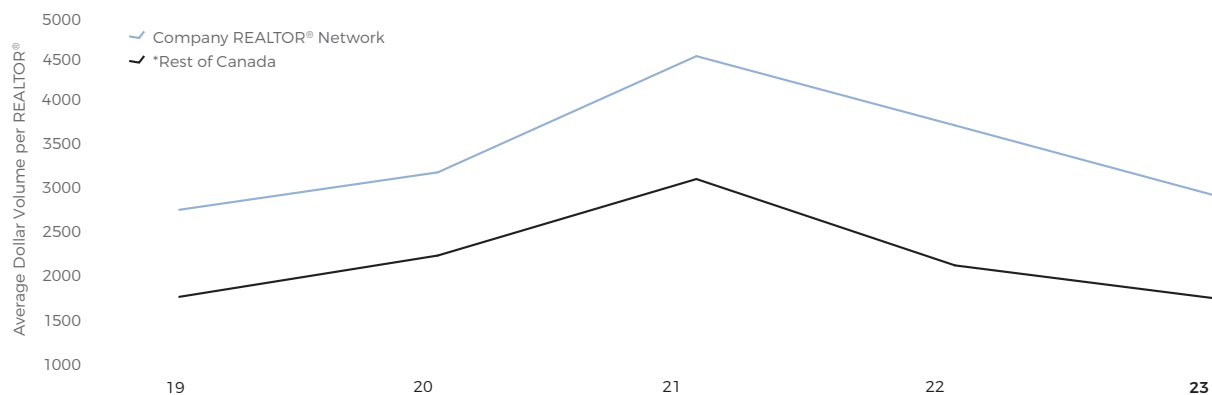
During the Quarter, the Greater Montreal Area market closed up 15%, at \$7.9 billion, as compared to the Prior Year Quarter, driven by a 10% increase in units sold and a 4% increase in selling price.

## REALTOR® Productivity

The average REALTOR® in the Franchise Network generated approximately \$2.9 million in transactional dollar volume for the twelve months ended December 31, 2023, compared to an estimated \$1.7 million in transactional dollar volume generated by an average Canadian REALTOR®, outside the Franchise Network. Management believes that the higher productivity of the Franchise Network makes the Company less prone to a loss of REALTORS® during a period of reduced transactional dollar volume. The average transactional dollar volume per REALTOR® for the past five calendar years is summarized in the chart below.

## CANADIAN RESIDENTIAL REAL ESTATE MARKET REALTOR® PRODUCTIVITY

(Average T\$V per REALTOR®, in ‘000 of Canadian dollars)



\*Source: CREA

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## Products and Services Provided to REALTORS®

The Company provides a broad array of innovative products and services to Franchisees and REALTORS®. Most of these products and services are provided in exchange for the franchise fees paid by the Company's Franchisees. These include, among others, the use of the Company's real estate Brands to promote their businesses, use of and access to internal and external communication tools including the Company's websites and intranets, education and learning services, recruiting support, business development coaching and consulting, and access to fully integrated technology tools to help them manage their business.

In addition to those products and services, the Company provides additional services, which are useful to REALTORS® and Franchisees, but are not provided under the Franchise Agreements. These include access to branded promotional materials, including office supplies and clothing, a lead referral service and mortgage referral services on behalf of certain financial institutions. Certain of these products and services provide incremental revenue to the Company.

During the Quarter, the Company concluded a successful spring training season for the robust suite of Royal LePage marketing tools, including the best-in-class, artificial intelligence ("AI")-driven digital ecosystem rlpSPHERE, as well as sales coaching and lead generation management courses, both in person and online. Ongoing support to members of the Johnston & Daniel brand continued with new training programs, including a comprehensive AI training series, featuring tips on using ChatGPT and prompting techniques, Chrome extension and video integration, and the latest AI tools.

Proprio Direct unveiled a new suite of comprehensive financial protection products, giving its network of real estate professionals a competitive edge in offering better value to their clients. The Quebec-based brand also rolled out further enhancements to its marketing program, including greater ability for customization of sales presentations and visibility of listings. In addition, Via Capitale continued to improve its offering of marketing materials for the brand's commercial real estate program and the brand's buyer and seller promotional packages.

## THE CANADIAN RESIDENTIAL REAL ESTATE MARKET

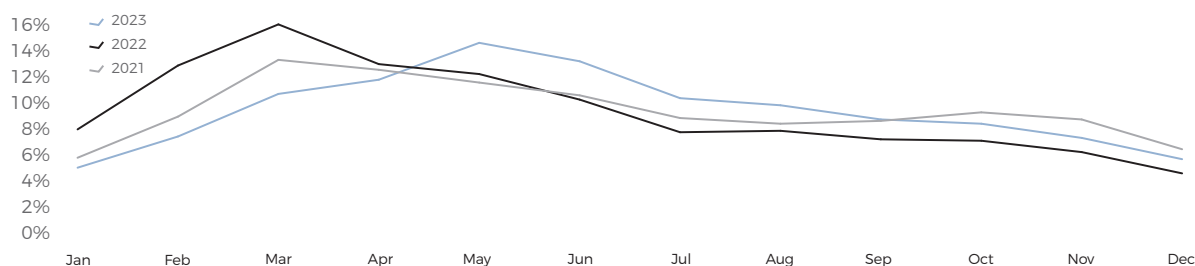
The Canadian residential real estate market contracted by 4% in the Quarter compared to the Prior Year Quarter.<sup>1</sup> According to the Canadian Real Estate Association, the national average selling price decreased modestly by 3% in the Quarter compared to the same period last year, as transactions recorded a decline of 2%. On a quarter-over-quarter basis, however, the average selling price rose 2% and total unit sales showed a seasonal increase of 40%.

While spring sales activity has not fully rebounded, some buyers who had been waiting on the sidelines during the period of rising borrowing costs appear to have begun re-entering the housing market in the second quarter of 2024, encouraged by interest rate cuts by the Bank of Canada.

For the first time in more than four years, the Bank of Canada reduced interest rates announcing two reductions to its overnight lending rate, which now sits at 4.5%.<sup>2</sup> As the unemployment rate rises and employment gains continue to slow, the central bank expects the Canadian economy will post modest gains in 2024, followed by more significant growth in 2025 and 2026. In June, Canada's Consumer Price Index was 2.7%, modestly lower than the inflation rate recorded in May and in line with historical norms.<sup>3</sup> The market is widely expecting that the Bank of Canada will cut rates further this year, increasing consumer confidence and encouraging housing market activity.

## CANADIAN RESIDENTIAL REAL ESTATE MARKET- SEASONALITY

(\*% Canadian Market T\$V by month)



\*Source: CREA

<sup>1</sup> CREA Canadian Housing Market Statistics

<sup>2</sup> Bank of Canada reduces policy rate by 25 basis points to 4.5%, July 24, 2024

<sup>3</sup> Consumer Price Index, June 2024, July 16, 2024

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

Historically, the second quarter of each year, often referred to as the "spring market", has seen the highest value of real estate traded in a given year. However, the pandemic fueled strength in the markets in 2021 and the first quarter of 2022 followed by a sharp increase in interest rates in 2022 and 2023 contributed to the first quarter of those years being unusually strong. Historical seasonality patterns re-emerged in 2023 with second quarter volumes being the strongest for the year.

## ANALYSIS OF SECOND QUARTER OPERATING RESULTS

(Unaudited)

(in 000's) except per Share amounts;

Restricted Voting Shares outstanding;

Exchangeable Units outstanding;

Number of REALTORS®

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Gross Commission Income	\$ 92,037	\$ -	\$ 92,037	\$ -
Franchise fees	11,776	11,755	22,852	22,934
Other revenue	6,278	1,086	7,066	1,898
Revenues	110,091	12,841	121,955	24,832
Less:				
Commissions	86,631	-	86,631	-
Cost of other revenue	2,311	345	2,463	571
Compensation	6,998	-	6,998	-
General and administration	1,874	948	2,985	1,315
Software, hosting and licensing	1,250	-	1,250	-
Premises	843	-	843	-
Marketing and communications	720	-	720	-
Other operating	626	-	625	-
Management fees	-	4,888	4,742	9,740
Interest on debt	1,214	740	2,504	1,483
Interest on lease obligation	320	-	320	-
	\$ 7,304	\$ 5,920	\$ 11,874	\$ 11,723
Impairment and write-off of intangible assets	(169)	(91)	(1,721)	(193)
Depreciation and amortization	(3,352)	(1,734)	(5,047)	(3,475)
Interest on Exchangeable Units	(2,725)	(1,452)	(4,177)	(2,904)
Gain (loss) on fair value of Exchangeable Units	10,622	(499)	7,960	(6,489)
Gain on settlement of deferred payments	-	-	1,224	-
Gain on settlement of contract transfer obligation	-	-	99	-
Loss on interest rate swap	-	(152)	-	(530)
Loss on debt facility amendment	-	-	-	(122)
Current income tax expense	(494)	(827)	(1,069)	(1,764)
Deferred income tax expense (recovery)	(606)	(26)	(530)	188
Net and comprehensive earnings (loss)	\$ 10,580	\$ 1,139	\$ 8,613	\$ (3,566)
Basic earnings (loss) per Restricted Voting Share	\$ 1.12	\$ 0.12	\$ 0.91	\$ (0.38)
Diluted earnings (loss) per Share	\$ 0.17	\$ 0.12	\$ 0.34	\$ (0.38)
Dividends paid per Restricted Voting Share	\$ 3,201.00	\$ 3,201.00	\$ 6,402.00	\$ 6,402.00
Interest expense per Exchangeable Unit	\$ 2,725.00	\$ 1,451.60	\$ 4,177.00	\$ 2,904.00
Restricted Voting Shares outstanding	9,483,850	9,483,850	9,483,850	9,483,850
Exchangeable Units outstanding	6,248,544	3,327,667	6,248,544	3,327,667
Number of REALTORS®	21,266	20,752	21,266	20,752

Cash Flow Information

(in 000's)

Cash provided by (used for):				
Operating activities	\$ 10,549	\$ 3,673	\$ 12,624	\$ 6,893
Investing activities	(789)	(712)	3,265	(931)
Financing activities	(4,274)	(3,206)	(7,552)	(6,465)



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

(in 000's) As at	June 30, 2024	December 31, 2023
Total assets	\$ 194,846	\$ 64,892
Total liabilities	\$ 249,755	\$ 122,012

## SECOND QUARTER OPERATING RESULTS AND CASH FLOWS

During the Quarter, the Company generated net earnings of \$10.6 million compared to net earnings of \$1.1 million in the Prior Year Quarter.

**Revenues** for the Quarter totaled \$110.1 million, compared to \$12.8 million for the Prior Year Quarter. The increase in revenues is substantially due to the inclusion of gross commission income and other revenues of the Acquired Businesses. Franchise fees for the Quarter improved, driven by fee increases implemented on January 1, 2024 and improving market conditions, partly offset by the elimination of franchise fees received from the Acquired Businesses for the Quarter. The franchise fees received from the Acquired Businesses were treated as third party revenue prior to March 31, 2024.

**Commissions expense** represents commissions paid to sales representatives who sell real estate in the Company's Brokerage Operations.

**Cost of other revenue** represents the direct costs associated with ancillary and other revenues.

**Compensation** represents compensation expense paid to employees. Prior to the completion of the Transaction, the Company had no employees. All management services were provided under the terms of the MSA prior to March 31, 2024.

**General and administration expenses** of \$1.9 million for the Quarter increased compared to the Prior Year Quarter due to the inclusion of costs of the Brokerage Operations and the Manager, which were acquired on completion of the Transaction.

**Software, hosting and licensing, premises, marketing and communications other operating expenses** represent the expenses incurred by the Acquired Businesses in the quarter. These represent the expenses of operating the Brokerage Operations as well as expenses that were previously incurred by the Manager in fulfilling their obligation to the Company under the terms of the MSA.

**Management fee expenses** are nil in the Quarter as management of the Company has been internalized as a result of the Transaction.

**Interest on debt** of \$1.2 million was higher than the Prior Year Quarter due to higher interest rates as borrowing levels are unchanged from the Prior Year Period.

**Interest on lease obligation** represents the interest charge related to the leased premises of the Brokerage Operations.

**Depreciation and amortization** for the Quarter of \$3.4 million increased by \$1.6 million compared to the Prior Year Quarter due to the acquisition of the Brokerage Operations. Under the Transaction, the Company acquired a number of sales agreements associated with the Brokerage Operations, which are amortized over a period of five years.

**Interest on Exchangeable Units** represents the distributions to Exchangeable Unitholders. For the Quarter, total distributions amounted to \$0.44 per Exchangeable Unit, unchanged from the Prior Year Quarter. Aggregate payments however, totaled \$2.7 million compared to \$1.5 million in the Prior Year Quarter due to the additional Exchangeable Units issued as consideration in the Transaction. Distributions to Exchangeable Unitholders are determined with reference to dividends paid on Bridgemarq's Restricted Voting Shares.

**Gain (loss) on fair value of Exchangeable Units** represents the change in the fair value of the Exchangeable Units. The Exchangeable Units are valued based on the market value of the Company's Restricted Voting Shares. At June 30, 2024, the Company's Restricted Voting Shares were valued at \$12.27 per share compared to \$13.97 at March 31, 2024, resulting in a gain of \$10.6 million for the Quarter. This gain represents a decrease in the obligation associated with the conversion features of the Exchangeable Units. For the Prior Year Quarter, the price of the Company's Restricted Voting Shares increased from \$14.64 per share at March 31, 2023 to \$14.79 at June 30, 2023 resulting in a loss of \$0.5 million.

**Loss on interest rate swap** was a non-cash item which represented the change in fair value of the Company's interest rate swaps. The interest rate swap matured in December 2023.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

**Income tax expense.** The effective income tax rate paid by the Company for the Quarter was 9% (Prior Year Quarter – 43%). The Company's effective income tax rate is significantly different than the Company's enacted income tax rate of 26.5%. The difference in the effective income tax rate is driven by a number of items that are included in the determination of net earnings but excluded from the determination of taxable income (including, among other things, non-deductible amortization of intangible assets, interest on Exchangeable Units and fair valuation adjustments on Exchangeable Units) as well as items that are excluded from the determination of net earnings but included in the determination of taxable income (including, among other things, payments associated with franchise agreement expenses).

**Cash provided by operating activities** increased by \$6.9 million compared to the Prior Year Quarter. The increase includes a \$4.8 million increase in cash received that will ultimately be paid to sales representatives, positive cash flow from the Acquired Businesses and lower overall working capital balances partly offset by higher interest costs and a one-time increase expenses related to the completion and approval of the Transaction.

**Cash used in investing activities** was consistent with the Prior Year Quarter.

**Cash used in financing activities** is comprised of dividends paid to shareholders and lease payments. The increase in cash spent on financing activities is due to the payment of office leases at the Brokerage Operations, which were assumed on completion of the Transaction.

## YEAR TO DATE OPERATING RESULTS AND CASH FLOWS

For the YTD, the Company generated net earnings of \$8.6 million compared to a net loss of \$3.6 million in the Prior Year Period.

**Revenues** for the YTD totaled \$122.0 million, compared to \$24.8 million for the Prior Year Period. The increase in revenues is substantially due to the inclusion of gross commission income and other revenues of the Acquired Businesses. Franchise fees for the YTD improved, driven by fee increases implemented on January 1, 2024 and improving market conditions, partly offset by the elimination of franchise fees received from the Acquired Businesses for the Quarter. The franchise fees received from the Acquired Businesses were treated as third party revenue prior to March 31, 2024.

**Commissions expense** represents commissions paid to sales representatives who sell real estate in the Company's Brokerage Operations.

**Cost of other revenue** represents the direct costs associated with ancillary and other revenues.

**Compensation** represents compensation expense paid to employees. Prior to the completion of the Transaction, the Company had no employees. All management services were provided under the terms of the MSA prior to March 31, 2024.

**General and administration expenses** of \$3.0 million for the YTD increased compared to the Prior Year Period due to the inclusion of costs of the Brokerage Operations and the Manager which were acquired on completion of the Transaction as well as professional fees incurred to complete the Transaction.

**Software, hosting and licensing, premises, marketing and communications other operating expenses** represent the expenses incurred by the Acquired Businesses in the quarter. These represent the expenses of operating the Brokerage Operations as well as expenses that were previously incurred by the Manager in fulfilling its obligation to the Company under the terms of the MSA.

**Management fee expenses** are lower than the Prior Year Period as management of the Company has been internalized effective March 31, 2024 as a result of the Transaction.

**Interest on debt** of \$2.5 million was higher than the Prior Year due to higher interest rates as borrowing levels are unchanged from the Prior Year Period.

**Interest on lease obligation** represents the interest charge related to the leased premises of the Brokerage Operations.

**Depreciation and amortization** for the YTD of \$5.0 million increased by \$1.6 million compared to the Prior Year Period due to the acquisition of the Brokerage Operations. Under the Transaction, the Company acquired a number of sales agreements associated with the Brokerage Operations which are amortized over a period of five years.

**Interest on Exchangeable Units** represents the distributions to Exchangeable Unitholders. For the YTD, total distributions amounted to \$4.2 million compared to \$2.9 million in the Prior Year Period due to the additional Exchangeable Units issued as consideration in the Transaction. Distributions to Exchangeable Unitholders are determined with reference to dividends paid on Bridgemarq's Restricted Voting Shares.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

**Gain (loss) on fair value of Exchangeable Units** represents the change in the fair value of the Exchangeable Units. The Exchangeable Units are valued based on the value of the Company's Restricted Voting Shares. At June 30, 2024, the Company's Restricted Voting Shares were valued at \$12.27 per share compared to \$13.17 at December 31, 2023, resulting in a gain of \$8.0 million for the YTD. This gain represents a decrease in the obligation associated with the conversion features of the Exchangeable Units. For the Prior Year Period, the price of the Company's Restricted Voting Shares increased from \$12.84 at December 31, 2022 to \$14.79 at June 30, 2023, resulting in a loss of \$6.5 million.

**Gains on settlement of deferred payments and contract transfer obligation** totaling \$1.3 million for the YTD were recorded when certain deferred fees and other obligations to the Manager and to Brookfield were effectively settled pursuant to the Transaction.

**Loss on interest rate swap** was a non-cash item which represented the change in fair value of the Company's interest rate swaps. The interest rate swap matured in December 2023.

**Income tax expense.** The effective income tax rate paid by the Company for the YTD was 16% (Prior Year Period – -79%). The Company's effective income tax rate is significantly different than the Company's enacted income tax rate of 26.5%. The difference in the effective income tax rate is driven by a number of items that are included in the determination of net earnings but excluded from the determination of taxable income (including, among other things, non-deductible amortization of intangible assets, interest on Exchangeable Units and fair valuation adjustments on Exchangeable Units) as well as items that are excluded from the determination of net earnings but included in the determination of taxable income (including, among other things, payments associated with franchise agreement expenses).

**Cash provided by operating activities** increased by \$5.7 million compared to the Prior Year Period. The increase includes a \$4.8 million increase in cash received that will ultimately be paid to sales representatives, positive cash flow from the Acquired Businesses and lower overall working capital balances partly offset by higher interest costs and a one-time increase expenses related to the completion and approval of the Transaction.

**Cash provided by investing activities** increased by \$4.2 million compared to the Prior Year Period primarily due to cash acquired on the Transaction of \$4.0 million.

**Cash used in financing activities** decreased by \$1.1 million due to lease payments of \$1.1 million as a result of the acquisition of the Brokerage Operations. Dividends paid to shareholders were consistent with the Prior Year Period.

## Variation of Operating Results for the Quarter Compared to the Prior Year Quarter

### Net earnings:

For the Quarter, the Company generated net earnings of \$10.6 million or \$0.17 per Share, compared to net earnings of \$1.1 million or \$0.12 per Share in the Prior Year Quarter.

The primary drivers of the increase in the net earnings compared to the Prior Year Quarter were:

- A gain of \$10.6 million on the fair valuation of the Exchangeable Units compared to a loss of \$0.5 million in the Prior Year Quarter; and
- A \$97.3 million increase in revenue less \$88.6 million in commission expense and cost of other revenue primarily due to the results of the Acquired Businesses being included for the Quarter; partly offset by
- A \$6.5 million increase in operating expenses resulting from the acquisition of the Manager and the Brokerage Operations and increased professional fees associated with the Transaction.
- A \$1.6 million increase in depreciation and amortization expense due to the amortization of intangible assets acquired in the Transaction.
- A \$1.3 million increase in interest on Exchangeable Units due to the additional Exchangeable Units issued as consideration in the Transaction.
- A \$0.8 million increase in interest expense due to higher interest rates and the inclusion of interest on lease obligations assumed on the acquisition of the Brokerage Operations.

### Total Assets:

Total assets as at end of the Quarter increased by \$130.0 million compared to December 31, 2023 primarily as a result of the assets acquired in the Transaction.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## Total Liabilities:

Total liabilities at the end of the Quarter increased by \$127.7 million compared to December 31, 2023. The main drivers of the net increase were:

- \$85.3 million in liabilities assumed as a result of the Transaction; and
- A \$40.8 million increase in the liability associated with the Exchangeable Units issued as consideration in the Transaction; partly offset by
- An \$8.0 million gain on the revaluation of Exchangeable Units.

The identifiable assets and liabilities acquired in the Transaction are as follows:

Fair value of Exchangeable Units issued	\$	39,909
Cash paid for working capital adjustment		131
Less:		
Cash acquired		4,146
Settlement of pre-existing relationships		6,328
Net Consideration	\$	29,566

Cash held in trust	\$	52,367
Accounts receivable		3,091
Other current assets		4,246
Property and equipment		2,599
Other non-current assets		217
Right-of-use assets		19,034
Deferred income taxes, net		1,265
Intangible assets		12,400
Goodwill		19,602
Accounts payable and accrued liabilities		(13,883)
Customer deposits		(52,367)
Lease liabilities		(19,005)
Net assets acquired	\$	29,566

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## SUMMARY OF QUARTERLY RESULTS

For three months ended,	2024			2023			2022	
(in 000's) except per Share amounts and number of REALTORS®;	June 30	Mar. 31	Dec. 31	Sept. 30	June 30	Mar. 31	Dec. 31	Sept. 30
Revenues								
Gross Commission Income	\$ 92,037	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Fixed franchise fees	11,776	11,076	10,059	11,852	11,755	11,179	9,694	11,184
Other revenue	6,278	691	766	945	1,086	812	730	1,041
	<b>110,091</b>	11,767	10,825	12,797	12,841	11,991	10,424	12,225
Less:								
Commissions	86,631	-	-	-	-	-	-	-
Cost of other revenue	2,311	152	193	266	345	226	315	353
Compensation	6,998	-	-	-	-	-	-	-
General and administration	1,874	1,111	1,060	510	948	367	210	335
Software, hosting and licensing	1,250	-	-	-	-	-	-	-
Premises	843	-	-	-	-	-	-	-
Marketing and communications	720	-	-	-	-	-	-	-
Other operating	626	-	-	-	-	-	-	-
Management fees	-	4,742	4,422	4,997	4,888	4,852	4,496	4,884
Interest on debt	1,214	1,193	738	746	740	743	759	754
Interest on lease obligation	320	-	-	-	-	-	-	-
	<b>7,304</b>	4,569	4,413	6,278	5,920	5,803	4,644	5,899
Impairment and write-off of intangible assets, net	(169)	(1,552)	-	(8)	(91)	(102)	-	(154)
Depreciation and amortization	(3,352)	(1,695)	(1,708)	(1,711)	(1,734)	(1,741)	(1,761)	(1,771)
Interest on Exchangeable units	(2,725)	(1,452)	(1,452)	(1,452)	(1,452)	(1,452)	(1,452)	(1,452)
Gain (loss) on fair value of Exchangeable Units	10,622	(2,662)	(1,364)	6,755	(499)	(5,990)	5,191	(3,028)
Gain on settlement of deferred payments	-	1,224	-	-	-	-	-	-
Gain on settlement of contract transfer obligation	-	99	-	-	-	-	-	-
Gain (loss) on interest rate swap	-	-	(436)	(420)	(152)	(378)	48	368
Loss on debt facility amendment	-	-	-	-	-	(122)	-	-
Earnings (loss) before income tax	11,680	(1,469)	(548)	9,442	1,992	(3,982)	6,670	(138)
Current income tax expense	494	575	642	990	827	937	668	911
Deferred income tax expense (recovery)	606	(76)	(151)	(149)	26	(214)	(3)	47
Net and comprehensive earnings (loss)	<b>\$ 10,580</b>	\$ (1,968)	\$ (1,039)	\$ 8,601	\$ 1,139	\$ (4,705)	\$ 6,005	\$ (1,096)
Basic earnings (loss) per Restricted Voting Share	<b>\$ 1.12</b>	\$ (0.21)	\$ (0.11)	\$ 0.91	\$ 0.12	\$ (0.50)	\$ 0.63	\$ (0.12)
Diluted earnings (loss) per Share	<b>\$ 0.17</b>	\$ (0.21)	\$ (0.11)	\$ 0.26	\$ 0.12	\$ (0.50)	\$ 0.18	\$ (0.12)
Number of REALTORS®	<b>21,266</b>	20,564	20,529	20,796	20,752	20,619	20,686	20,761

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## DEBT FACILITIES

Effective March 31, 2024, the Company agreed to certain amendments to the Company's debt facilities in connection with the Transaction, including an increase in the Operating Facility from \$5 million to \$10 million. As at June 30, 2024, the Company's \$95.0 million financing is comprised of the following three arrangements:

- A \$55.0 million non-revolving term facility (the "Term Facility");
- A \$30.0 million revolving acquisition facility (the "Acquisition Facility") to support acquisitions pursued by the Company. A standby fee of 0.15% applies on undrawn amounts under this facility; and
- A \$10.0 million revolving operating facility (the "Operating Facility") to meet the Company's day-to-day operating requirements

As at June 30, 2024, the Company has drawn \$55.0 million on the Term Facility, \$12 million on the Acquisition Facility and nil on the Operating Facility.

Borrowings under each of these arrangements bear interest at a variable rate of Banker's Acceptances ("BAs") +2.0% (2023 - BAs + 1.7%) or Prime + 0.8% (2023 - Prime + 0.5%) and are secured by a first ranking security interest in substantially all assets of the Company.

The covenants of this financing prescribe that the Company must maintain a ratio of Consolidated EBITDA to Senior Interest Expense at a minimum of 3:1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 4:1 as outlined in the loan agreement. Consolidated EBITDA is defined as earnings before income tax adjusted for amortization and net impairment or recovery of intangible assets, interest expense, hedging activities and fair value adjustments on the Exchangeable Units. Senior Indebtedness is defined as borrowings on the Company's debt facilities. Senior Interest Expense is defined as interest on Senior Indebtedness. The Company is compliant with these covenants for all periods presented.

## LIQUIDITY

Revenues from franchise fees and other services provided to Franchisees by the Franchise Operations have historically been the largest source of liquidity for the Company. Given that Franchisees are contractually obligated to pay franchise fees for up to ten years under the Franchise Agreements and given the high degree of success the Company has had in renewing its Franchise Agreements in the past when they come due, the Company believes that the existing portfolio of Franchise Agreements, along with its non-cash working capital and capital resources, will continue to generate strong cash flow for the Company. Following the closing of the Transaction, the Company benefits from the operating cash flows of the Brokerage Operations and believes that the cash flows from the Brokerage Operations and the Franchise Operations will be sufficient to allow it to meet its operating commitments.

The Company's ability to grow its revenues and cash flows from operating activities is dependent upon its ability to increase the size of the Franchise Network, which it may achieve by, a) supporting Franchisees in their efforts to recruit REALTORS® to their Brokerages, b) assisting Franchisees to acquire Brokerages from outside the Franchise Network and, c) entering into new Franchise Agreements. With the acquisition of the Brokerage Operations, the Company expects to add to its capability to capture future growth across a broader spectrum of the real estate industry through both organic growth and future acquisition opportunities. In addition, the Company has the opportunity to further grow its sources of other revenue and may consider other types of investments in the future. The Company has entered into the Acquisition Facility to provide capital resources for the Company to pursue growth opportunities.

During the Quarter, the Company generated cash from operating activities of \$10.6 million, compared to \$3.7 million in the Prior Year Quarter. The increase is due to cash received that will ultimately be paid to sales representatives, positive cash flow from the Acquired Businesses and lower overall working capital balances partly offset by higher interest costs and a one-time increase to expenses related to the completion and approval of the Transaction.

The Company paid dividends to shareholders and interest to holders of Exchangeable Units totaling \$5.9 million for the Quarter (Prior Year Quarter - \$4.7 million).

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## WORKING CAPITAL

Changes in the Company's net working capital are primarily driven by cash flow from operating activities, collections of accounts receivable, payments of accounts payable and payment of dividends and interest.

Overall, working capital decreased to a deficit of \$75.6 million as at June 30, 2024 compared to \$8.3 million as at June 30, 2023. The decrease in working capital resulted primarily from:

- The reclassification of Exchangeable Units from non-current liabilities to current liabilities; and
- The assumption of negative working capital on closing the Transaction;

The Exchangeable Units do not represent a liability that requires any payment of cash. The Exchangeable Units are exchangeable on a one-for-one basis for Restricted Voting Shares at the option of the holder. Only if a takeover bid is made for 25% or more of the outstanding Restricted Voting Shares of Bridgemarq and a contemporaneous identical offer is not made for the Exchangeable Units, the holder can exchange the Exchangeable Units at a ratio of 1.1 Restricted Voting Shares per Exchangeable Unit. They are classified as a current liability under IAS 1 notwithstanding the fact that, under no circumstance, can the holder exchange the Exchangeable Units for any asset other than restricted voting shares.

A summary of the Company's working capital is presented below:

(\$ 000's) As at	June 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Sept. 30, 2023	June 30, 2023	Mar. 31, 2023	Dec. 31, 2022	Sept. 30, 2022	Change in Quarter	Change in Year
<b>Current assets</b>										
Cash	\$14,080	\$ 8,594	\$ 5,743	\$ 6,943	\$ 5,915	\$ 6,160	\$ 6,419	\$ 7,603	\$ 5,486	\$ 8,165
Cash held in trust	61,564	52,367	-	-	-	-	-	-	9,197	61,564
Accounts receivable and current portion of notes receivable	7,104	7,570	3,781	4,253	4,497	4,345	3,523	3,821	(466)	2,607
Prepaid expenses and other current assets	4,359	4,415	805	385	362	371	406	342	(56)	3,997
Current income tax receivable	133	616	85	-	190	117	154	-	(483)	(57)
Interest rate swap asset	-	-	-	436	857	1,008	1,386	-	-	(857)
	<b>87,240</b>	73,562	10,414	12,017	11,821	12,001	11,888	11,766	13,678	75,419
<b>Current liabilities</b>										
Accounts payable and accrued liabilities	\$19,328	\$14,799	\$ 1,407	\$ 1,655	\$ 1,508	\$ 1,475	\$ 1,138	\$ 1,594	\$ 4,529	\$17,820
Customer deposits	61,564	52,367	-	-	-	-	-	-	9,197	61,564
Contract transfer obligation	-	-	356	419	481	542	602	595	-	(481)
Lease liabilities	3,265	3,731	-	-	-	-	-	-	(466)	3,265
Current income tax liability	-	-	-	73	-	-	-	-	-	-
Interest payable to Exchangeable Unitholders	909	484	484	484	484	484	484	484	425	425
Dividends payable to Restricted Voting shareholders	1,067	1,067	1,067	1,067	1,067	1,067	1,067	1,067	-	-
Debt facilities	-	-	-	-	-	-	66,959	-	-	-
Exchangeable Units	76,670	87,292	-	-	-	-	-	-	(10,622)	76,670
	<b>162,803</b>	159,740	3,314	3,698	3,540	3,568	70,250	3,740	3,063	159,263
Net working capital	<b>\$(75,563)</b>	\$(86,178)	\$ 7,100	\$ 8,319	\$ 8,281	\$ 8,433	\$(58,362)	\$ 8,026	\$ 10,615	\$(83,844)

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## CASH AND CAPITAL RESOURCES

A summary of cash and capital resources available to the Company as at June 30, 2024 and December 31, 2023 is presented below:

(in 000's) As at	June 30, 2024	December 31, 2023
Cash	\$ 14,080	\$ 5,743
Acquisition Facility	18,000	18,000
Operating Facility	10,000	5,000
Net borrowing capacity	\$ 28,000	\$ 23,000
Available resources	\$ 42,080	\$ 28,743

As at June 30, 2024, \$12.0 million of the Acquisition Facility has been drawn by the Company, leaving \$28.0 million of net borrowing capacity under the debt facilities.

In addition to the cash and capital resources included in the table above, the Company generates substantial cash flow from operating activities, which can be used to fund dividend payments and interest on Exchangeable Units and to repay amounts owing under the debt facilities, subject to working capital requirements and other investment opportunities.

## COMMITMENTS AND CONTINGENCIES

The estimated contractual liabilities and their dates of maturity are summarized in the chart below:

As at June 30,	2024	2025	2026	2027	2028	Beyond 2028	Total
Accounts payable and accrued liabilities	\$ 19,328	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,328
Customer deposits	61,564	-	-	-	-	-	\$ 61,564
Leases	1,423	2,819	2,486	2,136	2,078	10,497	\$ 21,439
Interest payable to Exchangeable Unitholders	909	-	-	-	-	-	\$ 909
Dividends payable to shareholders	1,067	-	-	-	-	-	\$ 1,067
Interest on long-term debt	2,392	4,784	4,784	-	-	-	\$ 11,960
Debt facilities	-	-	67,000	-	-	-	\$ 67,000
Exchangeable Units	-	-	-	-	-	76,670	\$ 76,670
Total	\$ 86,683	\$ 7,603	\$ 74,270	\$ 2,136	\$ 2,078	\$ 87,167	\$ 259,937

The Company and certain of the Brokerage Operations have been named as a defendant in two class-action lawsuits filed in April, 2021 and January, 2024, respectively, which include, among other things, allegations of anti-competitive behaviour and seek general and special damages in an amount to be proven at trial. The April, 2021 action initially named the Toronto Regional Real Estate Board, CREA, seven major real estate brokerages (including certain of the Brokerage Operations) and five franchisors (including the Company). The franchisors were removed as defendants pursuant to a motion to strike ruled on by the Federal Court of Canada in September, 2023; however, this ruling is being appealed and it is possible this ruling could be reversed. The January, 2024 action names CREA, numerous real estate boards across the provinces and territories, eight major real estate brokerages (excluding any of the Brokerage Operations) and eleven franchisors (including the Company). Neither of these actions has been certified as a class action and they remain in their early stages. The Company believes all allegations in both actions are entirely without merit and that the likelihood of any negative impact on the Company is remote.



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

As at the date of this MD&A, Brookfield controlled approximately 41.7% of the Company through its ownership of the Exchangeable Units of the Partnership and 315,000 Restricted Voting Shares.

Prior to the closing of the Transaction, the Manager operated 29 corporately-owned Royal LePage residential Brokerage locations serving more than 1,900 REALTORS® primarily in the GTA market and Greater Vancouver with a smaller office in Quebec. The Manager also operated three corporately owned Via Capitale residential Brokerages in the Greater Montreal Area of Quebec serviced by approximately 131 REALTORS®.

All of the corporately-owned operations operate under Franchise Agreements with standard fixed and variable franchise fees. The Franchise Agreements for the GTA are expected to be renewed during 2024. The Franchise Agreements for the Royal LePage Quebec locations are up for renewal in 2028. The Franchise Agreements for the Via Capitale Brokerages expire between 2024-2025.

The Company acquired all of the Royal LePage and Via Capitale Brokerages owned by Brookfield under the terms of the Transaction.

Prior to completion of the Transaction, the management of the Company was provided by the Manager under the terms of the MSA. The Manager was a company controlled by Brookfield. Under the MSA, the Manager provided certain management, administrative and support services to the Company and its subsidiaries and, in return, was paid a monthly fee equal to \$840,000 plus:

- a) during the first five years of the initial term of the MSA, the greater of:
  - (i) 23.5% of the Distributable Cash (as such term is defined in the MSA) of the Company; and
  - (ii) 0.342% of the Current Market Value (as such term is defined in the MSA), and
- b) after the first five years of the initial term of the MSA, the greater of:
  - (i) 25.0% of the Distributable Cash of the Company; and
  - (ii) 0.375% of the Current Market Value.

As a result of the capitalization of certain Franchise Agreements and other contracts transferred to the Company upon entering into the MSA, a portion of payments for management fees were allocated toward reducing the Company's contract transfer obligation and associated interest expense, with the remainder charged to the Company's interim condensed consolidated statement of net and comprehensive loss.

The Company acquired the Manager under the terms of the Transaction and, as a result, the management of the Company has been internalized and the MSA will no longer be required. In addition, the contract transfer obligation and certain deferred fees owing to the Manager were settled as a result of the Transaction.

The related party transactions entered into by the Company were transacted at contracted rates or at exchange amounts approximating fair market value. A summary of these amounts can be found in Note 13 of the interim condensed consolidated financial statements.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## CRITICAL ACCOUNTING ESTIMATES AND ASSUMPTIONS

Substantially all of the Company's activities are based on cash transactions, with revenue and expenditures based on contracted terms. The operating activities not based on contractual terms include bad debt expense (which is included in the Company's administration costs), and the amortization of intangible assets.

The Company's intangible assets are regularly monitored for indications of impairment and reversal of impairment in the carrying value of these assets. The Company's accounts receivables are regularly monitored to determine their collectability.

The preparation of financial statements requires management to select appropriate accounting policies and to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In particular, critical accounting policies and estimates utilized in the normal course of preparing the Company's consolidated financial statements require; the determination of cash generating units, estimating of future cash flows utilized in assessing the fair value and related net impairment or recovery of intangible assets, determining the useful life of intangible assets, assessing the recoverability of accounts receivable, measuring deferred income taxes, measuring the fair value of the Exchangeable Units and measuring fair values used for disclosure purposes.

In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. These estimates have been applied in a manner consistent with prior periods. While the Company believes that the potential impact of COVID-19 has lessened, it is possible that any future resurgence may affect the Company's future earnings, cash flows and financial condition and such effects are uncertain, including the nature, severity and duration of any resulting economic curtailment and the short to medium-term effect on Canadian real estate markets and the Canadian economy in general. Accordingly, estimates used in the preparation of the Company's financial statements including those associated with evaluations of intangible assets and collectability of accounts receivable may be subject to significant adjustments in future periods. The estimates are impacted by, among other things, movements in interest rates and cash flow forecasts, which involve judgements and are uncertain. The interrelated nature of these factors prevents the Company from quantifying the overall impact of these movements on the Company's consolidated financial statements in a meaningful way. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

## CRITICAL JUDGEMENTS IN APPLYING ACCOUNTING POLICIES

The following are the critical judgements that have been made in applying the Company's accounting policies and that have the most significant impact on the amounts recorded in the consolidated financial statements.

### IMPAIRMENT OF INTANGIBLE ASSETS AND RECOVERY OF IMPAIRMENT

The Company ensures that the carrying value of intangible assets is not higher than its recoverable amount (i.e. the higher of: a) fair value less costs of disposal; and. b) value-in-use). The Company reviews intangible assets at each reporting period to determine whether indicators of impairment or a reversal of impairment exist on Agent Agreements, individual Franchise Agreements, franchise agreement expenses, Brands and Trademarks. Determining whether the value of an intangible asset, cash generating unit or the portfolio of intangible assets is impaired or has increased requires considerable judgement. When reviewing indicators for impairment or recovery of previously impaired intangible assets, the Company considers certain factors including, financial performance of the business, revenues earned, term to maturity of relevant contractual arrangements, historical agent count, collectability of receivables, estimated future revenues expected to be earned and underlying market conditions. The estimation of future cash flows and other forward-looking information requires significant judgement and is highly uncertain.

### IMPAIRMENT OF GOODWILL

The Company annually reviews the carrying value of goodwill to determine if there is any impairment. Determining whether the value of goodwill is impaired requires considerable judgement. The assessment of impairment involves the use of accounting estimates and assumptions, changes in which could materially impact the financial condition or operating performance if actual results differ from such estimates and assumptions. Furthermore, significant negative industry or economic trends, disruptions to the business, unexpected significant changes or planned changes in use of the assets, a decrease in business results, growth rates that fall below management's assumptions, divestitures, or a significant loss in the number of sales representatives at a given brokerage may have a negative effect on the fair values and key valuation assumptions. The estimation of future cash flows and other forward-looking information requires significant judgement and is highly uncertain.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## ***FAIR VALUE OF ASSETS AND LIABILITIES IN A BUSINESS COMBINATION***

During the YTD, the Company acquired the shares of the Manager and Proprio Direct. The fair value of assets acquired and liabilities assumed in a business combination are estimated based on information available at the date of acquisition and involves considerable judgement in determining the fair values assigned to property, plant, equipment and intangible assets acquired and liabilities assumed on acquisition. The determination of these fair values involves analysis including the use of discounted cash flow models, estimated future margins, future growth rates and estimated future customer attrition. There is measurement uncertainty inherent in this analysis, particularly in the fair value measurement of contingent consideration, and actual results could differ from estimates.

## **FINANCIAL INSTRUMENTS**

The Company's financial instruments consist of cash, cash held in trust, accounts receivable, notes receivable, accounts payable and accrued liabilities, customer deposits, interest payable to Exchangeable Unitholders, dividends payable to holders of Restricted Voting Shares and debt facilities.

The Company is exposed to credit risk with respect to accounts and notes receivable to the extent that any Franchisees are unable to pay their fees or sales representatives do not pay amounts owing to the Brokerage Operations. The Company's credit risk is limited to the recorded amount of accounts and notes receivable. Management reviews the financial position of all Franchisees during the application process and closely monitors outstanding amounts receivable on an ongoing basis to evaluate the risk of a default occurring over the expected life of the accounts receivable. This monitoring includes evaluating the franchisee's historical payment patterns, the current financial health of the franchisee and expected or possible changes in future events or market conditions to determine whether an allowance for doubtful accounts should be recorded. Credit risk is also mitigated by the fact that the Brokerage Operations have the ability to deduct any amounts owing from sales representatives from the commission income they earn on their transactions with customers.

The Company was party to an interest rate swap agreement which swapped the variable interest rate obligation on the \$55.0 million Term Facility to a fixed rate obligation of 3.94% through to December 31, 2023.

The Company is now exposed to the risk of interest rate fluctuations on its \$55.0 million Term Facility, its \$30.0 million Acquisition Facility and its \$10.0 million Operating Facility as the interest rates on these facilities are based on Prime or BA interest rates.

## **DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Company takes all necessary steps to ensure that material information regarding the Company's reports filed or submitted under securities legislation fairly presents the financial information of the Company. Responsibility for this resides with management, including the President and Chief Executive Officer and the Chief Financial Officer. Management is responsible for establishing, maintaining and evaluating disclosure controls and procedures as well as internal control over financial reporting.

### ***DISCLOSURE CONTROLS AND PROCEDURES ("DC&P")***

The evaluation of the effectiveness of DC&P, as defined in National Instrument 52-109 *Certification of Disclosures in Issuers' Annual and Interim Filings*, was performed under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. They concluded that these DC&P were adequate and effective as at June 30, 2024. The Company's management can therefore provide reasonable assurance that it receives material information relating to the Company in a timely manner so that it can provide investors with complete and reliable information.

### ***INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")***

Management has designed ICFR to provide reasonable assurance that the Company's financial reporting is reliable and that the Company's consolidated financial statements were prepared in accordance with IFRS. The design and effectiveness of ICFR was evaluated as defined in National Instrument 52-109 under the supervision of the President and Chief Executive Officer and the Chief Financial Officer. Based on the evaluations, they conclude that ICFR is adequate and effective to provide such assurance as at June 30, 2024. The design of ICFR is undertaken in accordance with the 2013 COSO framework.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## OUTSTANDING RESTRICTED VOTING SHARES

Bridgemarq is authorized to issue an unlimited number of Restricted Voting Shares, an unlimited number of preferred shares and one Special Voting Share. As of August 12, 2024, Bridgemarq has issued 9,483,850 Restricted Voting Shares, no preferred shares and one Special Voting Share.

Each Restricted Voting Share represents a proportionate voting right in Bridgemarq, and holders of Bridgemarq's Restricted Voting Shares are entitled to dividends declared and distributed by Bridgemarq.

The Special Voting Share is owned by Brookfield and represents the proportionate voting rights of Exchangeable Unitholders in the Company. The Special Voting Share is not eligible to receive dividends and can be redeemed at \$0.01 per share.

## RISK FACTORS

Risks related to the real estate brokerage industry and the business of the Company are outlined in the Company's Annual Information Form, which is available at [www.sedarplus.ca](http://www.sedarplus.ca) and on the Company's website at [www.bridgemarq.com](http://www.bridgemarq.com) under *Investor Centre/Other Disclosure Reports*. Additional discussion regarding these risks as appropriate is provided in this MD&A.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## FORWARD-LOOKING STATEMENTS

This MD&A contains forward-looking information and other “forward-looking statements” within the meaning of applicable securities legislation. Words such as “allow”, “appear”, “assisting”, “attempts”, “attracting”, “be”, “believes”, “can”, “continue”, “could”, “could be”, “dependent”, “depending”, “drivers”, “driver”, “encouraging”, “entering”, “estimates”, “estimation”, “expects”, “expected”, “extend”, “further”, “future”, “grow”, “growth”, “increasing”, “increase”, “may”, “may be”, “objectives”, “opportunities”, “outlook”, “possible”, “potential”, “providing”, “pursue”, “retaining”, “seeks”, “should”, “supporting”, “to”, “uncertain”, “whether”, “will”, “will be”, and other expressions that are predictions of or could indicate future events and trends and that do not relate to historical matters, identify forward-looking statements. Reliance should not be placed on forward-looking statements because they involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of the Company to differ materially from anticipated future results, performance or achievement expressed or implied by such forward-looking statements. Factors that could cause actual results to differ materially from those indicated in the forward-looking statements include, but are not limited to: any resurgence of COVID-19 (including any impact of COVID-19 on the economy and the Company's business), changes in the supply or demand of houses for sale in Canada or in any particular region within Canada, changes in the selling price for houses in Canada or any particular region within Canada, changes in the Company's cash flow, changes in the Company's strategy with respect to and/or ability to pay dividends, changes in the productivity of the Company's REALTORS® or the commissions they charge their customers, changes in government policy, laws or regulations which could reasonably affect the housing markets in Canada or the economy in general, changes to any products or services developed or offered by the Company, consumer response to any changes in the housing markets in Canada or any changes in government policy, laws or regulations, changes in general economic conditions (including interest rates, consumer confidence and other general economic factors or indicators), changes in global and regional economic growth, changes in the demand for and prices of natural resources on local and international markets, the level of residential real estate transactions, competition from other real estate brokers or from discount and/or Internet-based real estate alternatives, the closing of existing real estate brokerage offices, other developments in the residential real estate brokerage industry or the Company that reduce the number of REALTORS® in the Company's network or revenue from the Company's network of REALTORS®, our ability to maintain brand equity through the use of trademarks, the methods used by shareholders or analysts to evaluate the value of the Company and its publicly-traded securities, changes in tax laws or regulations, and other risks detailed in the Company's annual information form, which is filed with securities commissions and posted on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Forward-looking information is based on various material factors or assumptions, which are based on information currently available to management. Material factors or assumptions that were applied in drawing conclusions or making estimates set out in the forward-looking statements include, but are not limited to: anticipated economic conditions, anticipated impact of government policies, anticipated financial performance, anticipated market conditions, business prospects, the successful execution of the Company's business strategies and recent regulatory developments, including as the foregoing relate to COVID-19. The factors underlying current expectations are dynamic and subject to change. Although the forward-looking statements contained in this MD&A are based upon what management believes are reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## SUPPLEMENTAL INFORMATION

### SHARE PERFORMANCE

(in Canadian dollars)

except shares outstanding  
and average daily volume  
For three months ended,

	June 30, 2024	Mar. 31, 2024	Dec. 31, 2023	Sept. 30, 2023	June 30, 2023	Mar. 31, 2023	Dec. 31, 2022	Sept. 30, 2022
Trading price range of units (TSX: "BRE")								
Close	\$ 12.27	\$ 13.97	\$ 13.17	\$ 12.76	\$ 14.79	\$ 14.64	\$ 12.84	\$ 14.40
High	\$ 14.00	\$ 14.35	\$ 13.38	\$ 15.93	\$ 15.15	\$ 14.86	\$ 15.13	\$ 14.70
Low	\$ 11.50	\$ 12.76	\$ 11.06	\$ 12.68	\$ 14.00	\$ 12.82	\$ 12.54	\$ 12.40
Average daily volume	6,963	7,750	10,669	6,692	8,087	11,698	12,131	11,454
Number of restricted voting shares outstanding at period end	9,483,850	9,483,850	9,483,850	9,483,850	9,483,850	9,483,850	9,483,850	9,483,850
Market capitalization (\$000's)	\$ 193,036	\$ 219,782	\$ 168,728	\$ 163,475	\$ 189,482	\$ 187,561	\$ 164,500	\$ 184,486

### CANADIAN RESIDENTIAL REAL ESTATE MARKET

For Three months ended	June 30 2024	Mar. 31 2024	Dec. 31 2023	Sept. 30 2023	June 30 2023	Mar. 31 2023	Dec. 31 2022	Sept. 30 2022
<b>Canada</b>								
Transaction dollar volume <sup>1</sup>	\$ 102,011	\$ 71,085	\$ 56,625	\$ 76,727	\$ 106,545	\$ 60,928	\$ 54,104	\$ 70,044
Average selling price	\$ 700,012	\$ 684,190	\$ 653,881	\$ 657,774	\$ 718,874	\$ 661,867	\$ 631,959	\$ 635,733
Number of units sold	145,728	103,896	86,599	116,647	148,211	92,054	85,613	110,178
Number of REALTORS® at period end <sup>2</sup>	160,989	160,012	164,598	164,453	163,188	160,586	160,064	158,905
Housing starts	60,925	49,568	57,954	62,229	63,264	40,066	60,801	67,146
<b>Greater Toronto Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 23,502	\$ 17,867	\$ 13,404	\$ 16,644	\$ 28,213	\$ 16,075	\$ 13,428	\$ 16,553
Average selling price	\$ 1,161,227	\$1,093,003	\$1,097,239	\$ 1,104,425	\$ 1,178,202	\$ 1,089,819	\$1,074,049	\$1,076,779
Number of units sold	20,239	16,347	12,216	15,070	23,946	14,750	12,502	15,373
Housing starts	10,381	12,148	7,448	14,212	15,665	10,103	12,209	13,380
<b>Greater Vancouver Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 10,574	\$ 7,607	\$ 6,422	\$ 8,446	\$ 11,837	\$ 6,646	\$ 5,864	\$ 6,647
Average selling price	\$ 1,333,354	\$1,290,786	\$1,280,989	\$1,285,690	\$1,295,055	\$ 1,233,197	\$1,208,656	\$1,209,223
Number of units sold	7,930	5,893	5,013	6,569	9,140	5,389	4,852	5,497
Housing starts	6,651	7,627	8,027	7,759	10,340	7,118	7,626	6,647
<b>Greater Montreal Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 7,883	\$ 6,083	\$ 4,153	\$ 5,091	\$ 6,839	\$ 4,717	\$ 4,243	\$ 4,644
Average selling price	\$ 606,929	\$584,539	\$ 578,468	\$ 597,045	\$ 581,647	\$ 540,979	\$ 554,311	\$ 567,804
Number of units sold	12,989	10,407	7,180	8,527	11,758	8,719	7,654	8,178
Housing starts	6,558	2,815	4,348	4,960	2,945	2,982	4,442	5,597
<b>Quebec</b>								
Transaction dollar volume <sup>1</sup>	\$ 13,072	\$ 10,218	\$ 7,340	\$ 8,744	\$ 11,091	\$ 8,021	\$ 7,116	\$ 8,111
Average selling price	\$ 501,928	\$478,886	\$ 463,921	\$ 477,517	\$ 473,461	\$ 438,759	\$439,600	\$450,042
Number of units sold	26,043	21,337	15,821	18,312	23,426	18,282	16,187	18,023
Housing starts	12,422	6,757	8,779	10,101	7,632	6,078	10,655	11,128

<sup>1</sup> (in millions Canadian dollars)

<sup>2</sup> CREA Membership data as of June 30, 2024

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

For Twelve months ended	June 30 2024	Mar. 31 2024	Dec. 31 2023	Sept. 30 2023	June 30 2023	Mar. 31 2023	Dec. 31 2022	Sept. 30 2022
<b>Canada</b>								
Transaction dollar volume <sup>1</sup>	\$ 306,449	\$ 310,983	\$ 300,825	\$ 298,304	\$ 291,620	\$ 295,753	\$ 350,719	\$ 395,614
Average selling price	\$ 676,682	\$ 682,948	\$ 678,282	\$ 674,095	\$ 668,768	\$ 666,073	\$ 703,875	\$ 718,277
Number of units sold	452,870	455,353	443,511	442,525	436,056	444,025	498,269	550,782
Housing starts	230,676	233,015	223,513	226,360	231,277	235,673	240,590	241,550
<b>Greater Toronto Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 71,417	\$ 76,128	\$ 74,336	\$ 74,359	\$ 74,269	\$ 72,156	\$ 89,405	\$ 104,597
Average selling price	\$ 1,118,126	\$ 1,126,505	\$ 1,126,604	\$ 1,122,102	\$ 1,115,638	\$ 1,123,087	\$ 1,189,850	\$ 1,197,613
Number of units sold	63,872	67,579	65,982	66,268	66,571	64,248	75,140	87,338
Housing starts	44,189	49,473	47,428	52,189	51,357	45,291	45,109	44,713
<b>Greater Vancouver Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 33,047	\$ 34,311	\$ 33,350	\$ 32,793	\$ 30,994	\$ 30,328	\$ 37,223	\$ 43,428
Average selling price	\$ 1,300,823	\$ 1,289,149	\$ 1,277,232	\$ 1,263,684	\$ 1,245,840	\$ 1,241,284	\$ 1,272,096	\$ 1,270,462
Number of units sold	25,405	26,615	26,111	25,950	24,878	24,433	29,261	34,183
Housing starts	30,064	33,753	33,244	32,843	31,731	28,793	25,983	23,884
<b>Greater Montreal Area</b>								
Transaction dollar volume <sup>1</sup>	\$ 23,211	\$ 22,167	\$ 20,800	\$ 20,890	\$ 20,442	\$ 22,065	\$ 24,727	\$ 27,512
Average selling price	\$ 593,589	\$ 585,306	\$ 574,845	\$ 569,848	\$ 563,001	\$ 572,883	\$ 581,490	\$ 582,059
Number of units sold	39,103	37,872	36,184	36,658	36,309	38,515	42,524	47,267
Housing starts	18,681	15,068	15,235	15,329	15,966	22,074	24,149	27,069
<b>Quebec</b>								
Transaction dollar volume <sup>1</sup>	\$ 39,374	\$ 37,393	\$ 35,197	\$ 34,973	\$ 34,340	\$ 36,363	\$ 40,287	\$ 44,204
Average selling price	\$ 483,036	\$ 473,957	\$ 464,085	\$ 458,918	\$ 452,325	\$ 458,758	\$ 463,888	\$ 464,319
Number of units sold	81,513	78,896	75,841	76,207	75,918	79,263	86,847	95,201
Housing starts	38,059	33,269	32,590	34,466	35,493	44,190	48,395	51,466

<sup>1</sup> (in millions Canadian dollars)  
Source: CREA, CMHC, TREB

# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

## GLOSSARY OF TERMS

“**Acquired Businesses**” means Brokerage Operations and the Manager acquired from Brookfield under the terms of the Transaction.

“**Agent Agreement**” means the agreement under which a real estate Brokerage agrees to provide certain services to a sales representative in exchange for a fee, generally determined as a percentage of the Gross Revenue earned by the sales representative.

“**Brands**” means the real estate services brands owned or controlled by Bridgemaq namely, Royal LePage, Johnston & Daniel, Via Capitale, Proprio Direct and Les Immeubles Mont-Tremblant.

“**Bridgemaq**” means Bridgemaq Real Estate Services Inc., a corporation incorporated under the laws of the Province of Ontario.

“**Broker**” means a REALTOR® who is licensed with the relevant regulatory body to manage a Brokerage.

“**Broker-Owner**” means the individual or a controlling group of individuals who have entered into Franchise Agreements to provide services under the Royal LePage, Johnston & Daniel or Via Capitale brands and are licensed with the relevant regulatory body to manage a Brokerage.

“**Brokerage**” means a real estate brokerage company, usually owned or controlled by a Broker, which may operate one or more offices or divisions.

“**Brokerage Operations**” means the real estate brokerage operations of the Company operating under the Royal LePage®, Johnston & Daniel®, Via Capitale®, Proprio Direct® and Les Immeubles Mont-Tremblant Brands.

“**Brookfield**” means Brookfield BBP (Canada) L.P., a limited partnership governed by the laws of Ontario and a subsidiary of Brookfield Business Partners LP, together with its affiliates but excluding the Manager and the subsidiaries of the Manager.

“**Canadian Market**” means the real estate market in Canada.

“**Company**” means Bridgemaq, together with its subsidiaries.

“**Exchangeable Units**” means the Class B subordinated limited partnership units of the Partnership, of which 6,248,544 are outstanding as of the date hereof and were issued by the Partnership at the inception of the Company to an affiliate of Brookfield in partial consideration for the Partnership's acquisition of the assets of the Partnership from that affiliate and as consideration for the Transaction. The Exchangeable Units, except as otherwise noted, have economic and voting rights equivalent in all material respects to the Class A limited partnership units of the Partnership which are owned by Bridgemaq. The Exchangeable Units are indirectly exchangeable, on a one-for-one basis, subject to adjustment, for Restricted Voting Shares.

“**Franchise**” means a residential real estate Brokerage franchise operated pursuant to a Franchise Agreement with the Manager's comprehensive systems consisting of proprietary technological, marketing, promotional, communication and support systems.

“**Franchise Agreements**” means the franchise agreements and addendums thereto pursuant to which Brokerage offices offer residential brokerage services to their REALTORS®, including use of the Trademarks.

“**Franchisees**” means Brokerages which pay franchise fees under the Franchise Agreements.

“**Franchise Network**” means collectively the Royal LePage Network and the Via Capitale Network.

“**Franchise Operations**” means the franchise real estate services operations of the Company operating under the Royal LePage®, Johnston & Daniel® and Via Capitale® Brands.

“**General Partner**” means Residential Income Fund General Partner Limited, a corporation incorporated under the laws of the Province of Ontario to be the general partner of the Partnership and a subsidiary of Bridgemaq.

“**Gross Revenue**” means, in respect of a Franchisee, the gross commission income (net of payments to cooperating Brokerages) earned in respect of the closings of residential resale real estate transactions through REALTORS® associated with such Franchisee.

“**International Financial Reporting Standards**” or “**IFRS**” means a set of accounting standards developed by an independent, not-for-profit organization called the International Accounting Standards Board (IASB). IFRS is a global framework that provides general guidance for the preparation of financial statements and its disclosure to the public to convey measurable and comparable financial information.



# 2024 MANAGEMENT'S DISCUSSION AND ANALYSIS OF RESULTS AND FINANCIAL CONDITION

**"Management Services Agreement" or "MSA"** means the fourth amended and restated management services agreement, made effective November 6, 2018, together with any amendments thereto, between the Company and the Manager pursuant to which, among other things, prior to the completion of the Transaction, the Manager provided management and administrative services to the Company including management of the assets of the Company.

**"Manager"** means Bridgemarq Real Estate Services Manager Limited, a corporation incorporated under the laws of the Province of Ontario and a subsidiary of Bridgemarq. Prior to the completion of the Transaction, the Manager was a subsidiary of Brookfield and provided management and administrative services to the Company, including management of the assets of the Company.

**"Network"** means the collection of Brokerages and REALTORS® which operate under one of the Brands controlled by the Company.

**"Partnership"** means Residential Income Fund L.P., a limited partnership established under the laws of the Province of Ontario, and a subsidiary of Bridgemarq.

**"Proprio Direct"** means Proprio Direct Inc., a corporation incorporated under the laws of Canada which operates a real estate brokerage in the Province of Quebec, and a subsidiary of Bridgemarq.

**"REALTOR®"** and **"REALTORS®"** are the exclusive designation for a member/members of The Canadian Real Estate Association and are defined as an individual/group of individuals licensed to trade in real estate.

**"Restricted Voting Share(s)"** means the restricted voting shares in the capital of Bridgemarq.

**"Royal LePage"** means a nationally recognized real estate Brand controlled by the Company.

**"Royal LePage Network"** means the network of Franchisees operating under the Royal LePage and Johnston & Daniel Brands.

**"Share"** means a Restricted Voting Share on a diluted basis, where such dilution represents the total number of shares of the Company that would be outstanding if holders of Exchangeable Units converted their Exchangeable Units into Restricted Voting Shares.

**"Special Voting Share"** means the share of Bridgemarq issued to the holder of the Exchangeable Units to represent voting rights in Bridgemarq proportionate to the number of votes the Exchangeable Unitholder would obtain if they converted their Exchangeable Units to Restricted Voting Shares.

**"SEDAR+"** means the System for Electronic Data Analysis and Retrieval +, a Canadian mandatory document filing and retrieval system for all Canadian public companies where documents such as prospectuses, financial statements and material change reports are filed and are accessible by the public to further the goal of transparency and full disclosure.

**"Team"** means a group of REALTORS® who work together and market themselves as part of a team rather than as individual REALTORS®.

**"Trademarks"** means the trade-mark rights related to Bridgemarq's business.

**"Transaction"** means the transaction under which the Company acquired certain real estate brokerage operations of Brookfield, internalized the management of the Company and settled certain deferred payments owing to Brookfield as further described in Acquisition of Real Estate Brokerages and Internalization of Management.

**"Via Capitale"** means a real estate Brand controlled by the Company which operates primarily in the province of Quebec.

**"Via Capitale Network"** means the network of Franchisees operating under the Via Capitale Brand.

**"VCLP"** means 9120 Real Estate Network, L.P./Réseau Immobilier 9120 S.E.C., a limited partnership established under the laws of the Province of Quebec, and a subsidiary of Bridgemarq.

*BRIDGEMARQ® & DESIGN / BRIDGEMARQ REAL ESTATE SERVICES®, VIA CAPITALE®, JOHNSTON & DANIEL® and PROPRIO DIRECT® are registered trademarks of Residential Income Fund L.P. and are used under licence. ROYAL LEPAGE® is a registered trademark of Royal Bank of Canada and is used under licence. Solely for convenience, certain trademarks, copyrights and trade names referred to in this MD&A may appear without the ®,™ or © symbol, but such references are not intended to indicate, in any way, that the Company will not assert, to the fullest extent under applicable law, its rights to these trademarks, copyrights and trade names.*

*The trademarks REALTOR®, REALTORS® and the REALTOR® logo are controlled by The Canadian Real Estate Association (CREA) and identify real estate professionals who are members of CREA.*

# INTERIM CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited) (In thousands of Canadian dollars)	Note	June 30, 2024	December 31, 2023
<b>Assets</b>			
Current assets			
Cash		\$ 14,080	\$ 5,743
Cash held in trust		61,564	-
Accounts receivable	5	6,853	3,494
Current portion of notes receivable	6	251	287
Current income tax receivable	11	133	85
Prepaid expenses and other current assets		4,359	805
		<b>87,240</b>	<b>10,414</b>
Non-current assets			
Notes receivable	6	214	61
Property and equipment	7	2,518	-
Right-of-use assets	8	21,184	-
Deferred income tax asset	11	8,785	6,232
Intangible assets	9	55,303	48,185
Goodwill	10	19,602	-
		<b>\$ 194,846</b>	<b>\$ 64,892</b>
<b>Liabilities and shareholders' deficit</b>			
Current liabilities			
Accounts payable and accrued liabilities		\$ 19,328	\$ 1,407
Customer deposits		61,564	-
Lease liabilities	8	3,265	-
Interest payable to Exchangeable Unitholders	14	909	484
Dividends payable to shareholders	16	1,067	1,067
Exchangeable Units	14	76,670	-
Contract transfer obligation	4	-	356
		<b>162,803</b>	<b>3,314</b>
Non-current liabilities			
Debt facilities	12	66,951	67,022
Lease liabilities	8	18,174	-
Deferred income tax liability	11	1,827	-
Deferred payments	3	-	6,235
Contract transfer obligation	4	-	1,616
Exchangeable Units	14	-	43,825
		<b>249,755</b>	<b>122,012</b>
Shareholders' deficit			
Restricted voting shares	16	140,076	140,076
Deficit		(194,985)	(197,196)
		<b>(54,909)</b>	<b>(57,120)</b>
		<b>\$ 194,846</b>	<b>\$ 64,892</b>

See accompanying notes to the interim condensed consolidated financial statements.

Approved on behalf of the Board



**Gail Kilgour**  
Director



**Lorraine Bell**  
Director

# INTERIM CONDENSED CONSOLIDATED STATEMENTS OF NET AND COMPREHENSIVE EARNINGS (LOSS)

(Unaudited) (In thousands of Canadian dollars,	Note	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
<b>Revenues</b>					
Gross Commission Income		\$ 92,037	\$ -	\$ 92,037	\$ -
Franchise fees		11,776	11,755	22,852	22,934
Other revenue		6,278	1,086	7,066	1,898
		<b>110,091</b>	<b>12,841</b>	<b>121,955</b>	<b>24,832</b>
<b>Expenses</b>					
Commissions		86,631	-	86,631	-
Cost of other revenue		2,311	345	2,463	571
Compensation		6,998	-	6,998	-
General and administration	5,17	1,874	948	2,985	1,315
Software, hosting and licensing		1,250	-	1,250	-
Premises		843	-	843	-
Marketing and communications		720	-	720	-
Other operating		626	-	625	-
Management fees	4,17	-	4,888	4,742	9,740
Interest on debt	4,12,17	1,214	740	2,504	1,483
Interest on lease obligation		320	-	320	-
Impairment and write-off of intangible assets	9	169	91	1,721	193
Depreciation and amortization	9	3,352	1,734	5,047	3,475
		<b>106,308</b>	<b>8,746</b>	<b>116,849</b>	<b>16,777</b>
<b>Operating income</b>		<b>3,783</b>	<b>4,095</b>	<b>5,106</b>	<b>8,055</b>
Interest on Exchangeable Units	14	(2,725)	(1,452)	(4,177)	(2,904)
Gain (loss) on fair value of Exchangeable Units	14	10,622	(499)	7,960	(6,489)
Gain on settlement of deferred payments	4,13	-	-	1,224	-
Gain on settlement of contract transfer obligation	4	-	-	99	-
Loss on interest rate swap		-	(152)	-	(530)
Loss on debt facility amendment		-	-	-	(122)
<b>Earnings (loss) before income tax</b>		<b>11,680</b>	<b>1,992</b>	<b>10,212</b>	<b>(1,990)</b>
Current income tax expense	11	494	827	1,069	1,764
Deferred income tax expense (recovery)	11	606	26	530	(188)
<b>Income tax expense</b>	11	<b>1,100</b>	<b>853</b>	<b>1,599</b>	<b>1,576</b>
<b>Net and comprehensive earnings (loss)</b>		<b>\$ 10,580</b>	<b>\$ 1,139</b>	<b>\$ 8,613</b>	<b>\$ (3,566)</b>
Basic earnings (loss) per share	16	\$ 1.12	\$ 0.12	\$ 0.91	\$ (0.38)
Weighted average number of shares outstanding used in computing basic earnings (loss) per share		<b>9,483,850</b>	9,483,850	<b>9,483,850</b>	9,483,850
Diluted earnings (loss) per share	16	\$ 0.17	\$ 0.12	\$ 0.34	\$ (0.38)
Weighted average number of shares outstanding used in computing diluted earnings (loss) per share		<b>15,732,394</b>	9,483,850	<b>14,288,183</b>	9,483,850

See accompanying notes to the interim condensed consolidated financial statements.

# INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' DEFICIT

(Unaudited) For the six months ended June 30, (In thousands of Canadian dollars)	Restricted Voting Shares	Deficit	Shareholders' Deficit
Balance, December 31, 2023	\$ 140,076	\$ (197,196)	\$ (57,120)
Net earnings	-	8,613	8,613
Dividends paid	-	(6,402)	(6,402)
<b>Balance, June 30, 2024</b>	<b>\$ 140,076</b>	<b>\$ (194,985)</b>	<b>\$ (54,909)</b>

(In thousands of Canadian dollars)	Restricted Voting Shares	Deficit	Shareholders' Deficit
Balance, December 31, 2022	\$ 140,076	\$ (188,390)	\$ (48,314)
Net earnings	-	(3,566)	(3,566)
Dividends paid	-	(6,402)	(6,402)
<b>Balance, June 30, 2023</b>	<b>\$ 140,076</b>	<b>\$ (198,358)</b>	<b>\$ (58,282)</b>

See accompanying notes to the interim condensed consolidated financial statements.

# INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited) (In thousands of Canadian dollars)	Note	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
<b>Cash provided by:</b>					
<b>Operating activities</b>					
Net earnings (loss) for the period		\$ 10,580	\$ 1,139	\$ 8,613	\$ (3,566)
Adjusted for					
Loss (gain) on fair value of Exchangeable Units	14	(10,622)	499	(7,960)	6,489
Interest expense	9	4,259	2,272	7,001	4,552
Interest paid		(3,526)	(2,293)	(5,818)	(4,499)
Interest income		(529)	(95)	(627)	(179)
Interest received		529	95	627	179
Current income tax expense	11	494	827	1,069	1,764
Income taxes paid		(821)	(900)	(1,571)	(1,800)
Deferred income tax (recovery) expense	11	606	26	530	(188)
Impairment and write-off and of intangible assets	9	169	91	1,721	193
Depreciation and amortization	7,8,9	3,599	1,887	5,425	3,767
Gain on settlement of deferred payments		-	-	(1,224)	-
Gain on settlement of contract transfer obligation		-	-	(99)	-
Loss on interest rate swap	12	-	152	-	530
Loss on debt facility amendment	12	-	-	-	122
Net changes in non-cash working capital		5,811	(28)	4,937	(470)
		10,549	3,673	12,624	6,893
<b>Investing activities</b>					
Additions to property and equipment and intangible assets		(658)	(562)	(746)	(634)
Cash acquired (disbursed) on acquisition	3	(131)	-	4,015	-
Repayment of contract transfer obligation	3	-	(150)	(4)	(297)
		(789)	(712)	3,265	(931)
<b>Financing activities</b>					
Financing fees	12	-	(5)	(77)	(63)
Lease payments	8	(1,073)	-	(1,073)	-
Dividends paid to shareholders	16,18	(3,201)	(3,201)	(6,402)	(6,402)
		(4,274)	(3,206)	(7,552)	(6,465)
<b>Increase (decrease) in cash during the period</b>		<b>5,486</b>	<b>(245)</b>	<b>8,337</b>	<b>(504)</b>
<b>Cash, beginning of the period</b>		<b>8,594</b>	<b>6,160</b>	<b>5,743</b>	<b>6,419</b>
<b>Cash, end of the period</b>		<b>\$ 14,080</b>	<b>\$ 5,915</b>	<b>\$ 14,080</b>	<b>\$ 5,915</b>

See accompanying notes to the interim condensed consolidated financial statements.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 1. ORGANIZATION

Bridgemarq Real Estate Services Inc. (“Bridgemarq” and, together with its subsidiaries the “Company”), is incorporated under the *Ontario Business Corporations Act*. Bridgemarq is listed on the Toronto Stock Exchange (“TSX”) under the symbol “BRE”. The registered and head office of the Company is located at 39 Wynford Drive, Suite 200, Toronto, Ontario, M3C 3K5. Through its ownership interest in Residential Income Fund L.P. (the “Partnership”), Bridgemarq owns certain real estate brokerage operations (“Brokerages”), franchise agreements (“Franchise Agreements”) and Trademark Rights (“Trademarks”) of residential real estate brands in Canada.

Bridgemarq directly owns a 61.5% interest in the Partnership which, in turn, directly or indirectly owns 100% of the following entities:

9120 Real Estate Network, L.P. (“VCLP”).  
Proprio Direct Inc.  
Bridgemarq Real Estate Services Manager Limited (“BRESML” or the “Manager”)  
10572314 Canada Inc.  
9106-2083 Quebec Inc.  
9106-1496 Quebec Inc.  
9333-0868 Quebec Inc.  
9371-7536 Quebec Inc.  
9120-5583 Quebec Inc.  
Credit Valley Real Estate Inc.  
RLPS GP Inc.  
Royal LePage Real Estate Services Ltd.  
Sequel Realty Ltd.

In addition, Bridgemarq directly owns a 75% interest in the general partner of the Partnership, Residential Income Fund General Partner Limited (“RIFGP”) The Partnership and VCLP own and operate the assets from which the Company derives its revenue.

Brookfield BBP (Canada) Holdings L.P. (“BBP”), a subsidiary of Brookfield Business Partners L.P, owns the remaining 38.5% interest in the Partnership through its ownership of exchangeable units of the Partnership (the “Exchangeable Units”), the remaining 25% interest in RIFGP through its ownership of 25 common shares in RIFGP and one special voting share of Bridgemarq. In addition, BBP indirectly owns 315,000 restricted voting shares. The special voting share entitles BBP to a number of votes at any meeting of the restricted voting shareholders equal to the number of restricted voting shares that would be obtained upon the exchange of all the Exchangeable Units held by the holder.

On March 31, 2024, the Company completed the acquisition of 100% of the outstanding shares of BRESML and Proprio Direct Inc. (“Proprio Direct”) which were previously owned by BBP (the “Acquisition”).

As a result of the Acquisition, effective March 31, 2024, the Company has two operating segments.

The brokerage operations (“Brokerage Operations”) operates full service real estate brokerage locations in British Columbia, Ontario and Quebec. The Brokerage Operations provide services to real estate sales representatives to support them in assisting businesses or residential customers who wish to buy or sell residential or commercial real estate in Canada.

The franchise services operations (the “Franchise Operations”) provides services to real estate brokerages across Canada.

Certain costs associated with services responsible for oversight of the Brokerage Operations and the Franchise Operations which are not reasonably allocable to those segments are included as unallocated costs. These include, among other expenses and services, certain executive compensation costs, public company expenses and directors’ fees.

Prior to the Acquisition, the Company received certain management, administrative and support services from BRESML which was acquired as part of the Acquisition (see Note 3 – Acquisition of Brokerage Operations and the Manager). The Company is party to an amended and restated Management Services Agreement (the “MSA”) with BRESML which governs the relationship between BRESML and the Company. The MSA has an initial term of ten-years expiring on December 31, 2028. As a result of the Acquisition, the MSA is no longer relevant and is eliminated on the consolidation of the operating results of BRESML into the Company as of April 1, 2024.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 2. MATERIAL ACCOUNTING POLICIES

### Basis of Presentation

These interim condensed consolidated financial statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*, issued by the International Accounting Standards Board using the accounting policies described herein and the accounting policies used to prepare the audited annual financial statements of the Company as of and for the year ended December 31, 2023. The Company has adopted additional accounting policies to reflect the operations of the companies acquired as a result of the Acquisition.

These interim condensed consolidated financial statements were authorized for issuance by the Board of Directors of the Company on August 12, 2024 and should be read in conjunction with the audited annual financial statements of the Company for the year ended December 31, 2023.

The interim condensed consolidated financial statements have been prepared on a going concern basis and include the accounts of the Company.

### Cash

Cash, and cash equivalents, comprise cash on hand and cash equivalents. Cash equivalents are short-term (generally with a maturity of three months or less) highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. Cash equivalents are held for meeting short-term cash requirements and not for investment purposes.

### Cash Held in Trust

Cash held in trust represents customer deposits held in trust accounts established pursuant to provincial regulations. The Company recognizes a corresponding customer deposit liability until the funds are released upon settlement of a real estate transaction.

### Accounts Receivable and Notes Receivable

Accounts receivables and notes receivable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less any allowance for uncollectable amounts.

### Leases

The Company leases certain of its operating premises and office equipment. Right-of-use assets represent the Company's right to use an underlying asset for the term of the lease and lease liabilities represent the Company's obligation to make lease payments under the terms of the lease. At the commencement of a lease arrangement, the Company records a liability for its lease obligation measured at the present value of the future lease payments adjusted for lease incentives and a right-of-use asset equal to the lease liability, adjusted for any prepayments and lease incentives received. The lease obligation is determined with reference to the term of the lease. Some leases include one or more options to renew or terminate the lease. The exercise of a lease renewal or termination option is assessed at the commencement of the lease and is reflected in the lease term if it is reasonably certain that the option will be exercised. The interest on the lease obligation is recorded as interest expense on leases and recognized using the effective interest method over the term of the lease.

In addition to the contractual rental payments owing under individual lease agreements used in determining the cost amount of right-of-use assets, the Company may be obligated to pay other ancillary costs associated with the leased assets. These include utilities at leased premises, operating costs and operating escalation, property taxes, cleaning services and maintenance for leased assets. These expenses which are not reflected in the carrying value of right-of-use assets are charged to the consolidated statement of net and comprehensive earnings (loss) as they are incurred.

### Property and Equipment

Property and equipment includes furniture, fixtures, office equipment and leasehold improvements. Property and equipment are recorded at their initial cost, less accumulated depreciation. Depreciation expense on furniture, fixtures and equipment is based on the estimated useful lives of the related assets which range from 3-5 years. Leasehold improvements are amortized over the lower of their estimated useful life or the term of the underlying lease.

### Intangible Assets

Intangible assets, consist of sales representative contracts between brokerages and their sales agents ("Agent Agreements"), Franchise Agreements, Trademarks, brands ("Brands") and franchise agreement expenses and are accounted for using the cost method. Brands are recorded at initial cost less accumulated impairment losses and are not amortized as they are considered to have an indefinite useful life. All other intangible assets are recorded at initial cost less accumulated amortization and accumulated net impairment losses.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

Agent agreements, while short-term in nature, are subject to a very high rate of renewal and are amortized on a straight-line basis over a five-year period. Franchise and other Agreements are amortized over the term of the agreements plus one renewal period using the straight-line method on an agreement-by-agreement basis. Trademarks are amortized on a straight-line basis over their expected useful lives of 30 years.

Franchise agreement expenses may be incurred prior to or concurrent with entering into Franchise Agreements and may include direct payments to franchisees or prospective franchisees as well as contract specific legal costs. The Company may also provide fee rebates to franchisees under certain circumstances. These costs and rebates (net of any amounts recovered from franchisees) are capitalized on an agreement-by-agreement basis and amortized over the same term as the agreement to which they relate or, where the underlying agreement is less than a year, charged to the consolidated statement of net and comprehensive loss. The amortization charge for these fee rebates and any franchise agreement expenses represented by cash payments or rebates to franchisees is recorded as a reduction in revenues.

The Company reviews intangible assets each reporting period to determine whether indicators of impairment or a reversal of impairment exists on Agent Agreements, Franchise Agreements and Trademarks. Brands are reviewed annually or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. When reviewing for indicators of impairment or reversal of impairment of Agent Agreements and Franchise Agreements, the Company considers certain factors including, the financial performance of the underlying business, revenues earned, term to maturity of the relevant agreement, historical REALTOR<sup>®</sup> count, collectability of receivables, estimated future revenues expected to be earned and underlying market conditions. Where indicators of impairment exist, the Company recognizes impairment charges if the carrying amount of an Agent Agreement or Franchise Agreement exceeds its recoverable amount (recoverable amount is determined as the higher of a) estimated fair value less costs of disposal and b) value-in-use). Where the counterparties of one or more Franchise Agreements combine their operations by way of a merger, acquisition or other combination subsequent to entering into the initial Franchise Agreement, the carrying value of the underlying intangible assets are combined for purposes of evaluating impairment. Under the terms of the MSA, management fees were not directly allocable to individual Franchise Agreements but, rather, were considered on an aggregate basis for purposes of evaluating impairment on the total portfolio of Franchise Agreements. As a result of the Acquisition and direct ownership of the Manager, the operating costs of the Manager are now allocated to individual Franchise Agreements for purposes of evaluating impairment.

If the carrying value of the intangible asset exceeds the recoverable amount, the intangible asset is written down to the recoverable amount and an impairment loss is charged to the consolidated statement of net and comprehensive loss in the period. When an intangible asset has been previously written down to its recoverable amount as a result of recording an impairment loss and the conditions causing such an impairment loss have become more favourable, the previously recorded impairment loss may be reversed. Where an impairment loss is reversed, the carrying value of the intangible asset is increased to its revised recoverable amount (the lesser of a) the revised estimate of its recoverable amount, and b) the carrying amount that would have been recorded had no impairment loss been recognized previously) and an impairment reversal is recognized as income in the period.

Intangible assets subject to early termination or non-renewal, are written off in the period of termination or when non-renewal becomes reasonably assured.

## Goodwill

Goodwill represents the excess of consideration paid over the fair value of the net tangible assets and identifiable intangible assets acquired in the Acquisition. Goodwill is not amortized, but is subject to impairment testing annually, or whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. The impairment assessment is performed at the individual brokerage level.

The assessment of goodwill impairment compares the carrying value of each cash generating unit, including the carrying value of the related goodwill to its respective recoverable amount, which is the higher of its fair value less costs of disposal and its value-in-use. Where the carrying value of the goodwill is in excess of its recoverable amount, an impairment charge for the excess is recorded in the Company's consolidated statements of net and comprehensive earnings (loss).

In determining the fair value less costs of disposal, the fair value of each cash-generating unit is estimated using the income approach, a discounted cash flow method. The fair value less costs of disposal of the Company's cash-generating units is determined utilizing the Company's annual operating plans, and long-term cash flow forecasts (including best estimates of future revenues and operating expenses, including commission expense) and terminal value assumptions as well as market and general economic conditions, trends in the industry. In addition, management uses other assumptions that management believes are reasonable including discount rates, cost of capital, trademark royalty rates, and long-term growth rates.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## Revenue Recognition Brokerage Operations

As the owner-operator of real estate brokerages, the Brokerage Operations assists home buyers and sellers in acquiring or selling residential and commercial real estate. Gross commission income is recognized at the point in time when a real estate transaction is closed and finalized by the REALTOR® and/or a lease is signed by the vendor or lessor. The commission expense that the Company pays to REALTORS® is recognized concurrently with the associated revenue.

Other revenues are earned by the Brokerage Operations and include amounts received from brokerages to conduct advertising campaigns and amounts received from REALTORS® for miscellaneous services provided by the brokerages such as rent and deal processing. Other revenue is recognized at the time when the service is provided to the REALTOR®. The direct costs associated with other revenues are recorded as cost of other revenue in the consolidated statements of net and comprehensive earnings (loss).

## Franchise Operations

The Franchise Operations provide information and services to REALTORS® and real estate brokers in Canada through a portfolio of highly regarded real estate services brands. Certain of these information and services (the "Service Offering") are provided in exchange for franchise fees received from franchisees. Franchisees who pay franchise fees under the Franchise Agreements cannot elect to purchase any service under the Service Offering individually or on a stand-alone basis.

Franchise fees include franchise fees which have both fixed and variable components. Fixed franchise fees are payable to the Company as a fixed monthly amount per REALTOR® and are recognized over time, which is when the control of the services and the right to use the Trademarks are transferred to the customer. Variable franchise fees are payable to the Company based on a percentage of a REALTORS®'s gross revenue, which is the gross commission income earned on a transaction, subject to a cap and are recognized at the point in time when a residential real estate transaction is closed and finalized by the REALTOR® and/or a lease is signed by the vendor or lessor.

In addition to the Service Offering, the Franchise Operations provides certain ancillary services to franchisees which can be purchased or utilized at the option of the franchisee independent of the Service Offering. These revenues include fees charged for awards, networking and other events, referral fees charged to external companies, lead management services provided to franchisees and other miscellaneous revenues. These revenues are recognized at the time the Company has completed its obligation under the relevant agreement or arrangement. The direct costs associated with lead management and other revenues are recorded as cost of other revenue in the consolidated statements of net and comprehensive loss.

The Company's revenues are affected by the seasonality of Canadian real estate markets, which historically have seen stronger transactional dollar volumes in the second and third quarters of each year. A worldwide pandemic and other changes in the economy in general impacted the Canadian real estate market, the home buying and selling behaviour of consumers and the seasonality of real estate transactions throughout 2022 and 2023. In 2022 and 2023, the seasonality of Canadian real estate markets were also impacted by changes in the Canadian interest rate environment. There can be no certainty that this historical seasonality pattern will recur in any future year.

## Exchangeable Units

Exchangeable Units represent the future distribution obligation of the Company in respect of Class B LP units of the Partnership, and are convertible, on a one-for-one basis, subject to adjustment, into restricted voting shares of Bridgemarq. These financial instruments are classified as a financial liability as the holder can "put" these instruments to the Company as well as by virtue of the Partnership Agreement, whereby the Partnership is required to distribute all of its income to the partners. The Company records any changes in the fair value of the Exchangeable Units through net and comprehensive earnings in the period the change occurs. The fair value of these financial liabilities is based on the market price of Bridgemarq's restricted voting shares and the number of Exchangeable Units outstanding at the reporting date. The Exchangeable Units are classified as a current liability under IAS 1 notwithstanding the fact they can only be settled through the issuance of restricted voting shares of Bridgemarq and not through the payment of cash.

## Critical Judgements and Estimates

The preparation of financial statements requires management to select appropriate accounting policies and to make judgements, estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. In particular, critical accounting policies and estimates utilized in the normal course of preparing the Company's consolidated financial statements require the determination of cash generating units, the estimation of future cash flows utilized in assessing the fair value and related net impairment or recovery of intangible assets, assessing the recoverability of accounts receivable, measuring deferred income taxes, measuring the fair value of the Exchangeable Units and measuring fair values of assets and liabilities used for disclosure purposes.



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

In making estimates, management relies on external information and observable conditions where possible, supplemented by internal analysis as required. These estimates have been applied in a manner consistent with prior periods. Estimates used in the preparation of our financial statements including those associated with evaluations of intangible assets and collectability of accounts receivable may be subject to significant adjustments in future periods. The estimates are impacted by, among other things, movements in interest rates, changes in Canadian housing markets, other changes in the Canadian economy and cash flow forecasts, which are judgements and are uncertain. The interrelated nature of these factors prevents the Company from quantifying the overall impact of these movements on the Company's consolidated financial statements as, the estimates used by the Company may not be indicative of actual results. These sources of estimation uncertainty relate in varying degrees to virtually all asset and liability account balances.

The following are the critical judgements that have been made in applying the Company's accounting policies and that have the most significant effect on the amounts in the consolidated financial statements:

## **Forward Looking Information for Accounts Receivable and Notes Receivable**

The measurement of estimated credit losses for accounts receivable and notes receivable and the assessment of increases in credit risk consider information about past events and current conditions as well as reasonable and supportable forecasts of future events and economic conditions. The estimation and application of forward-looking information requires significant judgement and is uncertain. In assessing the valuation of accounts receivable, the Company evaluates each franchisee's historical payment patterns, the current financial health of the franchisee and expected or possible changes in future events or market conditions to determine whether an allowance for doubtful accounts should be recorded or reversed.

## **Impairment of Intangible Assets and Recovery of Impairment**

The Company ensures that the carrying value of intangible assets is not higher than its recoverable amount (i.e. the higher of: a) fair value less costs of disposal; and. b) value-in-use). The Company reviews intangible assets at each reporting period to determine whether indicators of impairment or a reversal of impairment exist on Agent Agreements, Franchise Agreements, franchise agreement expenses and Trademarks while Brands are reviewed annually. Determining whether the value of an intangible asset is impaired or has increased requires considerable judgement. When reviewing indicators for impairment or recovery of previously impaired intangible assets, the Company considers certain factors including, financial performance of the underlying business, revenues earned, term to maturity of relevant contractual arrangements, historical agent count, collectability of receivables, estimated future revenues expected to be earned and underlying market conditions. The estimation of future cash flows and other forward-looking information requires significant judgement and is highly uncertain.

## **Impairment of Goodwill**

The Company annually reviews the carrying value of goodwill to determine if there is any impairment. Determining whether the value of goodwill is impaired requires considerable judgement. The assessment of impairment involves the use of accounting estimates and assumptions, changes in which could result in material differences between the actual financial condition or operating performance of the underlying business compared to the financial condition or operating performance implied using such estimates and assumptions. Furthermore, significant negative industry or economic trends, disruptions to the business, unexpected significant changes or planned changes in use of the assets, a decrease in business results, growth rates that fall below management's assumptions, divestitures, or a significant loss in the number of sales representatives at a given brokerage may have a negative effect on the fair values and key valuation assumptions. The estimation of future cash flows and other forward-looking information requires significant judgement and is highly uncertain.

## **Fair Value of Assets and Liabilities in a Business Combination**

On March 31, 2024, the Company acquired the shares of BRESML and Proprio Direct. The fair value of assets acquired and liabilities assumed in a business combination are estimated based on information available at the date of acquisition and involves considerable judgement in determining the fair values assigned to property and equipment and intangible assets acquired and liabilities assumed as a result of the Acquisition. The determination of these fair values involves analysis including the use of discounted cash flow models, estimated future margins, future growth rates and estimated future customer attrition. There is measurement uncertainty inherent in this analysis, particularly in the fair value measurement of contingent consideration, and actual results could differ from estimates.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## Standards and Interpretations Adopted

In October 2022, the International Accounting Standards Board (IASB) issued Non-current Liabilities with Covenants, which amended IAS 1 Presentation of Financial Statements. These amendments, among other things, clarify that a company can classify a liability as non-current only if it has a right to defer settlement of that liability for a period of at least twelve months after the reporting date. The Company's Exchangeable Units are classified as a liability under IAS 32 and are convertible into Restricted Voting Shares of Bridgemarq at the option of the holder. As the Company does not have the contractual ability to defer the settlement of any conversion of the Exchangeable Units, the Company has classified this liability as current commencing January 1, 2024, notwithstanding the fact that any settlement would be through the issuance of Restricted Voting Shares of Bridgemarq, and not through the payment of cash.

## Standards and Interpretations Not Yet Adopted

On April 4, 2024, the IASB published a new standard IFRS 18 "Presentation and Disclosure in Financial Statements" that will replace IAS 1 "Presentation of Financial Statements". IFRS 18 includes a number of changes including, among other things, prescribed sub-totals and classifications in the financial statements, guidance on whether information should be included in the financial statements or the notes to those financial statements and the introduction of disclosures on management-defined performance measures (MPM). The Company is currently assessing the impact of this standard as the implementation of IFRS 18 is expected to significantly affect the presentation of financial statements. This standard is effective for annual reporting periods beginning on or after January 1, 2027.

## 3. ACQUISITION OF BROKERAGE OPERATIONS AND THE MANAGER

On March 31, 2024, the Company completed the Acquisition and settled certain deferred payments owing to BBP. The Acquisition was completed by way of a purchase of the outstanding shares of BRESML and Proprio Direct from BBP and results in the company diversifying into the real estate brokerage business and simplifying its management structure.

Consideration to acquire these assets (subject to customary post closing adjustments) consisted of 2,856,792 Exchangeable Units, with a value of \$39,909 based on the closing price of Bridgemarq's restricted voting shares on March 28, 2024 and a cash payment of \$131 on June 26, 2024 to reflect the excess of the actual working capital acquired over the working capital estimated balances used at the time of closing the Acquisition. The settlement of the deferred payments to BBP was completed by way of the issuance of 64,085 Exchangeable Units on March 31, 2024 with a value of \$895.

The Company has accounted for the acquisition using the acquisition method in accordance with IFRS 3 *Business Combinations* and the results of the acquired businesses are consolidated with those of the Company from March 31, 2024.

The identifiable assets and liabilities acquired in the Transaction are as follows:

Fair value of Exchangeable Units issued	\$	39,909
Cash paid for working capital adjustment		131
Less:		
Cash acquired		4,146
Settlement of pre-existing relationships		6,328
Net Consideration	\$	29,566
Cash held in trust	\$	52,367
Accounts receivable		3,091
Other current assets		4,246
Property and equipment		2,599
Other non-current assets		217
Right-of-use assets		19,034
Deferred income taxes, net		1,265
Intangible assets		12,400
Goodwill		19,602
Accounts payable and accrued liabilities		(13,883)
Customer deposits		(52,367)
Lease liabilities		(19,005)
Net assets acquired	\$	29,566

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

The valuation of the net assets acquired as a result of the Acquisition are based on a provisional assessment of their fair values while the Company completes an independent valuation for those net assets. The value of net assets acquired is subject to adjustment based the determination of the final purchase price and completion of the independent valuation later in 2024. Management has preliminarily assessed that none of the goodwill acquired in the Acquisition will be deductible for income tax purposes.

The operating results of BRESML and Proprio Direct are included in the consolidated statement of net and comprehensive loss from April 1, 2024. On a pro forma basis, BRESML and Proprio Direct revenue and net earnings available to common shareholders for the three months ended March 31, 2024 would have amounted to \$56,779 and \$1,030, respectively. This pro forma information incorporates the effect of the Acquisition as if it had been completed on January 1, 2024.

## 4. MANAGEMENT SERVICES AGREEMENT

Under the terms of the MSA, prior to the Acquisition, the Manager provided certain management, administrative and support services to the Company. As a result of the Acquisition, the MSA is no longer relevant and is eliminated on the consolidation of the operating results of BRESML into the Company as of April 1, 2024.

The monthly fee payable to the Manager was equal to a fixed management fee of \$840 plus a variable management fee equal to a) the greater of i) 23.5% of the distributable cash (as defined in the MSA) of the Company before management fees or ii) 0.342% of the market value of the restricted voting shares on a diluted basis for the first five years of the term of the MSA, and b) the greater of i) 25% of the distributable cash (as defined in the MSA) of the Company before management fees or ii) 0.375% of the market value of the restricted voting shares on a diluted basis thereafter.

For the three months ended March 31, 2024, the Company incurred management fees of \$4,854 of which \$4,742 was charged to the consolidated statements of net and comprehensive earnings (loss) and \$112 was used to reduce the contract transfer obligation owing to the Manager, plus related interest. For the three and six months ended June 30, 2023, the Company incurred management fees of \$5,067 and \$10,098 respectively, of which, \$4,888 and 9,740 was charged to the consolidated statements of net and comprehensive earnings (loss) and \$179 and \$358 was used to reduce the contract transfer obligation owing to the Manager, plus related interest. The Company recorded a gain of \$99 when the contract transfer obligation was settled on March 31, 2024 as a result of the Acquisition.

## 5. ACCOUNTS RECEIVABLE

As at June 30, 2024, the Company had accounts receivable of \$6,853 (December 31, 2023 - \$3,494) net of an allowance for doubtful accounts of \$369 (December 31, 2023 - \$115). During three and six months ended June 30, 2024, administration expense included a bad debt expense of \$46 and \$128 respectively (2023 - \$12 and \$71).

Management reviews accounts receivable to determine whether an allowance for doubtful accounts is required by assessing the collectability of receivables owing from each individual debtor. This assessment takes into consideration certain factors including the aging of outstanding balances, debtor operating performance, historical payment patterns, current collection efforts, relevant forward looking information and the Company's security interests, if any.

The table below summarizes the aging of accounts receivable as at June 30, 2024 and December 31, 2023.

As at,	June 30, 2024	December 31, 2023
Current	\$ 4,974	\$ 2,860
30 days past due	819	418
60 days past due	523	188
90+ days past due	906	143
Subtotal	\$ 7,222	\$ 3,609
Allowance for doubtful accounts	(369)	(115)
Accounts receivable	\$ 6,853	\$ 3,494

The Company recognizes revenues in income to the extent that collection is reasonably assured at the time the revenue is earned.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 6. NOTES RECEIVABLE

Notes receivable represent formalized payment plans in respect of franchise fees due to the Company which were in arrears as well as financing provided to an affiliate brokerage related to an acquisition completed in a prior year. Amounts under franchise fee payment plans are due prior to December 2026 with those due greater than one year from the financial statement date being classified as non-current. The financing provided to an affiliate brokerage is non-interest bearing and has no fixed term. Monthly repayments are determined based on the profitability of the acquired brokerage.

## 7. PROPERTY AND EQUIPMENT

	Furniture, fixtures and equipment	Leasehold improvements	Total
<b>Cost</b>			
At December 31, 2023	\$ -	\$ -	\$ -
Additions related to business combination (note 3)	576	2,023	2,599
Additions	50	87	137
<b>At June 30, 2024</b>	<b>\$ 626</b>	<b>\$ 2,110</b>	<b>\$ 2,736</b>
<b>Accumulated Depreciation</b>			
At December 31, 2023	\$ -	\$ -	\$ -
Depreciation Expense	(87)	(131)	(218)
<b>At June 30, 2024</b>	<b>\$ (87)</b>	<b>\$ (131)</b>	<b>\$ (218)</b>
<b>Carrying Value</b>			
At December 31, 2023	\$ -	\$ -	\$ -
<b>At June 30, 2024</b>	<b>\$ 539</b>	<b>\$ 1,979</b>	<b>\$ 2,518</b>

## 8. RIGHT OF USE ASSETS AND LEASE LIABILITIES

The table below summarizes the Right of Use Assets as at June 30, 2024.

	Property	Equipment	Total
<b>Cost</b>			
At December 31, 2023	\$ -	\$ -	\$ -
Additions related to business combination (note 3)	18,784	250	19,034
Additions	3,187	-	3,187
<b>At June 30, 2024</b>	<b>\$ 21,971</b>	<b>\$ 250</b>	<b>\$ 22,221</b>
<b>Accumulated amortization</b>			
At December 31, 2023	\$ -	\$ -	\$ -
Amortization Expense	(985)	(52)	(1,037)
<b>At June 30, 2024</b>	<b>\$ (985)</b>	<b>\$ (52)</b>	<b>\$ (1,037)</b>
<b>Carrying value</b>			
At December 31, 2023	\$ -	\$ -	\$ -
<b>At June 30, 2024</b>	<b>\$ 20,986</b>	<b>\$ 198</b>	<b>\$ 21,184</b>

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

The table below summarizes the Lease Liabilities as at June 30, 2024.

As at,	June 30, 2024	December 31, 2023
Balance, beginning of period	\$ -	\$ -
Additions related to business combination (note 3)	19,005	-
Additions	3,187	-
Interest expense	320	-
Payment of lease liabilities	(1,073)	-
<b>Balance, end of period</b>	<b>\$21,439</b>	<b>\$ -</b>

	June 30, 2024	December 31, 2023
Current portion of lease liabilities	\$ 3,265	\$ -
Long-term portion of lease liabilities	18,174	-
<b>Total lease liabilities</b>	<b>\$ 21,439</b>	<b>\$ -</b>

## 9. INTANGIBLE ASSETS

Franchise agreement expenses are recorded as additions to intangible assets net of any recovery of previously paid franchise agreement expenses.

For the three months ended June 30, 2024, the Company identified five Franchise Agreements with a carrying amount in excess of their recoverable amount (2023 - three) resulting in a net impairment charge of \$169 (2023 - \$91).

For the six months ended June 30, 2024, the Company identified twenty Franchise Agreements with a carrying amount in excess of their recoverable amount (2023 - four) resulting in an impairment charge of \$1,721 (2023 - \$193).

A summary of intangible assets as at June 30, 2024 and December 31, 2023 is provided in the charts below.

	Franchise Agreements & Ancillary Agreements	Trademarks	Agent Contracts	Brands	Total
<b>Cost</b>					
At December 31, 2023	\$ 244,607	\$ 5,427	\$ -	\$ -	\$ 250,034
Additions from business combination (note 3)	-	-	9,900	2,500	12,400
Additions	609	-	-	-	609
Impairment and write-off	(4,327)	-	-	-	(4,327)
<b>At June 30, 2024</b>	<b>\$ 240,889</b>	<b>\$ 5,427</b>	<b>\$ 9,900</b>	<b>\$ 2,500</b>	<b>\$ 258,716</b>
<b>Accumulated amortization</b>					
At December 31, 2023	\$ (198,094)	\$ (3,755)	\$ -	\$ -	\$ (201,849)
Amortization expense	(3,587)	(95)	(488)	-	(4,170)
Impairment and write-off	2,606	-	-	-	2,606
<b>At June 30, 2024</b>	<b>\$ (199,075)</b>	<b>\$ (3,850)</b>	<b>\$ (488)</b>	<b>\$ -</b>	<b>\$ (203,413)</b>
<b>Carrying value</b>					
At December 31, 2023	\$ 46,513	\$ 1,672	\$ -	\$ -	\$ 48,185
<b>At June 30, 2024</b>	<b>\$ 41,814</b>	<b>\$ 1,577</b>	<b>\$ 9,412</b>	<b>\$ 2,500</b>	<b>\$ 55,303</b>

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 10. GOODWILL

As part of the Acquisition, the Company recorded goodwill of \$19,602 on March 31, 2024 (see Note 3 – Acquisition of Brokerage Operations).

## 11. INCOME TAXES

The Company uses the liability method of tax allocation in accounting for income taxes. Under this method, temporary differences between the carrying amount of balance sheet items and their corresponding tax basis result in either deferred income tax assets or liabilities. Deferred income taxes are computed using substantively enacted tax rates applicable to the years in which the temporary differences are expected to reverse.

A reconciliation of income taxes at Canadian statutory rates with reported income taxes is as follows:

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Earnings (loss) before income tax recovery for the period:	\$ 11,680	\$ 1,992	\$ 10,212	\$ (1,990)
Expected income tax expense (recovery) at statutory rate of 26.5% (2022 – 26.5%)	3,095	528	2,706	(527)
Increase (decrease) in income tax expense due to the following:				
Non-deductible amortization	235	117	347	242
Non-deductible loss (non-taxable gain) on fair value of Exchangeable Units	(2,815)	132	(2,110)	1,720
Non-deductible interest on Exchangeable Units	722	385	1,107	769
Non-deductible impairment and write-off of intangible assets, net	-	-	-	-
Income allocated to Exchangeable Unitholders	(398)	(294)	(712)	(612)
Recognition of deferred tax assets and other	261	(15)	262	(16)
<b>Total income tax expense</b>	<b>\$ 1,100</b>	<b>\$ 853</b>	<b>\$ 1,600</b>	<b>\$ 1,576</b>

The major components of income tax expense include the following:

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Current income tax expense	\$ 494	\$ 827	\$ 1,069	\$ 1,764
Deferred income tax expense (recovery)	606	26	530	(188)
<b>Total income tax expense</b>	<b>\$ 1,100</b>	<b>\$ 853</b>	<b>\$ 1,599</b>	<b>\$ 1,576</b>

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

The significant components of the Company's deferred tax assets are as follows:

	Opening Balance	Business Acquisition	Net Earnings	Total
<b>Deferred tax assets:</b>				
Intangible assets	\$ 5,820	\$ (2,247)	\$ 423	\$ 3,996
Lease liability	-	5,076	606	5,682
Tax loss carry forward	-	3,747	(988)	2,759
Other, net	412	148	(550)	10
<b>Deferred income tax liabilities:</b>				
Right-of-use assets	\$ -	\$ (5,050)	\$ (567)	\$ (5,617)
Property, plant and equipment	-	(409)	537	128
<b>Deferred tax asset</b>	<b>\$ 6,232</b>	<b>\$ 1,265</b>	<b>\$ (539)</b>	<b>\$ 6,958</b>

Classification in the Consolidated Financial Statements	June 30, 2024	December 31, 2023
Deferred income tax assets (liabilities):	\$ 8,785	\$ 6,232
Deferred income tax recovery (expense)	(1,827)	-
<b>Deferred tax asset</b>	<b>\$ 6,958</b>	<b>\$ 6,232</b>

## 12. DEBT FACILITIES

The Company's debt is comprised of the following debt facilities:

As at,	June 30, 2024	December 31, 2023
Term facility	\$ 55,000	\$ 55,000
Acquisition facility	12,000	12,000
	\$ 67,000	\$ 67,000
Debt facility amendment adjustments and financing fees	(49)	22
<b>Debt facilities</b>	<b>\$ 66,951</b>	<b>\$ 67,022</b>

The Company has \$95,000 (December 31, 2023 - \$90,000) in financing available under a borrowing agreement with a Canadian Chartered Bank which matures on December 31, 2026 ("Maturity"). Effective March 31, 2024, the Company agreed to certain amendments to the debt facilities in consideration of the Acquisition, including an increase in the Operating Facility from \$5,000 to \$10,000.

The debt facilities under this agreement are comprised of the following;

A \$55,000 non-revolving term variable rate facility (the "Term Facility"). Repayment of principal outstanding is due on Maturity.

A \$30,000 revolving acquisition facility (the "Acquisition Facility") is available to support acquisitions pursued by the Company. A standby fee of 0.15% applies on undrawn amounts under the Acquisition Facility. Repayment of principal outstanding is due on Maturity.

A \$10,000 revolving operating facility (the "Operating Facility") is available to meet the Company's day-to-day operating requirements. No amounts have been drawn on this facility at June 30, 2024.

Borrowings under each of these arrangements are secured by a first ranking security interest in substantially all assets of the Company and bear interest at a variable rate of Banker's Acceptances (BAs) +2.00% or Prime + 0.8%, (2023 - BAs + 1.70% or Prime + 0.5%) at the option of the Company.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

The Company's ability to borrow under these arrangements is subject to the Company maintaining certain financial covenants. Under these covenants, the Company must maintain a ratio of Consolidated EBITDA to Interest Expense on Senior Indebtedness at a minimum of 3.0 to 1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 4.0 to 1. The Company is obligated to make limited principal repayments under the Debt Facilities in circumstances where the ratio of Senior Indebtedness to Consolidated EBITDA exceeds 3.4:1. Such payments shall continue until the ratio of Senior Indebtedness to Consolidated EBITDA is less than 3.25:1.

Consolidated EBITDA is defined as operating income before deducting interest on debt, interest on lease obligation, impairment and write-off of intangible assets and depreciation and amortization. Senior Indebtedness is defined as borrowings on the Company's debt facilities. At June 30, 2024 and December 31, 2023, the Company complied with all covenants under the debt facilities.

The Company had entered into an interest rate swap agreement to swap the variable interest rate obligation on the \$55,000 Term Facility to a fixed rate obligation of 3.94% through to December 31, 2023. For the three and six months ended June 30, 2023, the Company recognized fair value losses of \$152 and \$530 respectively on the interest rate swap.

## 13. DEFERRED PAYMENTS

The Company owed certain management fees to the Manager and interest on Exchangeable Units to BBP totaling \$6,616 that were deferred in a prior year. The management fees owing to the Manager were effectively settled as a result of the Acquisition. The interest on Exchangeable Units owing to BBP were settled as a result of the issuance of 64,085 Exchangeable Units to BBP on March 31, 2024. These deferred payments were non-interest bearing. On initial recognition, the Company recorded these deferred payments at their fair value using an income approach to determine fair value. For the three months ended March 31, 2024, the Company recorded interest expense of \$62 (2023 - \$59) reflecting accretion of the carrying value of the deferred payments using the effective interest rate method. The Company recorded a gain of \$1,224 related to the fair value and settlement of the deferred payments as a result of the Acquisition.

## 14. EXCHANGEABLE UNITS

On March 31, 2024, the Company issued 2,920,877 Exchangeable Units to BBP pursuant to the Acquisition and the settlement of certain deferred payments owing to BBP (see Note 3 - Acquisition of Brokerage Operations and the Manager and Note 13 - Deferred Payments).

The Exchangeable Units are exchangeable on a one-for-one basis for restricted voting shares of Bridgemarq at the option of the holder. If a takeover bid is made for 25% or more of the outstanding restricted voting shares of Bridgemarq and a contemporaneous identical offer is not made for the Exchangeable Units, the holder can exchange the Exchangeable Units at a ratio of 1.1 restricted voting shares per Exchangeable Unit subject to adjustment in certain cases. Under no circumstance can the holder exchange the Exchangeable Units for any asset other than restricted voting shares.

The Company measures the Exchangeable Units at their fair value using the closing price of the Company's restricted voting shares listed on the TSX. At June 30, 2024, the Company used the closing market price of Bridgemarq's shares of \$12.27 (December 31, 2023 - \$13.17). During the three and six months ended June 30, 2024, the Company recorded a gain of \$10,622 and \$7,960 respectively related to the fair value of the Exchangeable Units (2023 - a loss of \$499 and \$6,489).

The Exchangeable Unitholders are entitled to cash distributions from the Partnership in respect of their economic interest in the Partnership as and when declared by the Board of Directors of RIFGP. Such distributions are made on a before tax basis and are directly taxable in the hands of the Exchangeable Unitholders. For the three and six months ended June 30, 2024, the Board of Directors of RIFGP declared distributions payable to the Exchangeable Unitholders of \$2,725 and \$4,177 respectively (2023 - \$1,452 and \$2,904).



# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 15. SHARE CAPITAL

Bridgemarq is authorized to issue an unlimited number of restricted voting shares, an unlimited number of preferred shares and one special voting share.

Each restricted voting share represents a proportionate voting right in Bridgemarq, and holders of the restricted voting shares are entitled to dividends declared and distributed by Bridgemarq. No additional restricted voting shares were issued during the six months ended June 30, 2024 or the year ended December 31, 2023.

No preferred shares were issued or outstanding as at June 30, 2024 or December 31, 2023.

The special voting share represents the proportionate voting rights of the Exchangeable Unitholders of the Partnership. The special voting share is redeemable by the holder at \$0.01 per share, and the holder is not entitled to dividends declared by Bridgemarq.

The following table summarizes the outstanding shares of Bridgemarq:

As at,	June 30, 2024	December 31, 2023
Restricted voting shares	9,483,850	9,483,850
Special voting share	1	1

## 16. EARNINGS PER SHARE

Basic and diluted earnings per share has been determined as follows:

(In thousands of Canadian dollars, except share and per share amounts)	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Net earnings (loss) available to restricted voting shareholders - basic	\$ 10,580	\$ 1,139	\$ 8,610	\$ (3,566)
Interest on Exchangeable Units	2,725	1,452	4,177	2,904
Loss (gain) on fair value of Exchangeable Units	(10,622)	499	(7,960)	6,489
Net earnings available to restricted voting shareholders - diluted	\$ 2,683	\$ 3,091	\$ 4,827	\$ 5,827
Weighted average number of shares outstanding used in computing basic earnings per share	9,483,850	9,483,850	9,483,850	9,483,850
Total outstanding Exchangeable Units	6,248,544	3,327,667	6,248,544	3,327,667
Weighted average number of shares outstanding used in computing diluted earnings per share	15,732,394	9,483,850	14,288,183	9,483,850
Basic earnings (loss) per share	\$ 1.12	\$ 0.12	\$ 0.91	\$ (0.38)
Diluted earnings (loss) per share	\$ 0.17	\$ 0.12	\$ 0.34	\$ (0.38)
Dividends declared	\$ 3,201	\$ 3,201	\$ 6,402	\$ 6,402
Restricted voting shares	9,483,850	9,483,850	9,483,850	9,483,850
Dividends per restricted voting share	\$ 0.34	\$ 0.34	\$ 0.68	\$ 0.68

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 17. RELATED PARTY TRANSACTIONS

In addition to transactions disclosed elsewhere in the interim condensed consolidated financial statements, the Company had the following transactions with parties related to the companies acquired in the Acquisition or the Exchangeable Unitholders during the three and six months ended June 30, 2024 and June 30, 2023. These transactions have been recorded at the exchange amount as agreed between the parties.

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
a) Revenues				
Fixed franchise fees	\$ -	\$ 723	\$ 742	\$ 1,439
Variable franchise fees	\$ -	\$ 245	\$ 267	\$ 512
Other revenue, net	\$ -	\$ 38	\$ 80	\$ 73
b) Expenses				
Cost of other revenue	\$ 13	\$ 78	\$ 25	\$ 157
Management fees	\$ -	\$ 4,888	\$ 4,742	\$ 9,740
Insurance premiums and other	\$ 8	\$ 8	\$ 17	\$ 16
Interest on contract transfer obligation	\$ -	\$ 29	\$ 24	\$ 61
c) Interest				
Interest to Exchangeable Unitholders	\$ 2,726	\$ 1,452	\$ 4,177	\$ 2,904

The following amounts due to/from related parties are included in the account balance as described;

As at,	June 30, 2024	December 31, 2023
d) Interest payable to Exchangeable Unitholders	\$ 909	\$ 484

Prior to March 31, 2024, the Company had no employees. As such, there was no compensation expense recorded in the results of the Company for the period ended March 31, 2024. In the three months ended June 30, 2024, compensation expense paid to key management personnel totaled \$296.

Certain members of the Company's board of directors are compensated for their services. During the three months and six months ended June 30, 2024, the Company incurred \$125 and \$207 respectively in directors' fees (2023 - \$320 and \$397). Directors' fees are included in administration expense.

## 18. FINANCIAL INSTRUMENTS

In the normal course of business, the Company is exposed to a number of financial risks that can affect its operating performance. These risks are outlined below:

### A) Credit Risk

Credit risk arises from the possibility debtors may not pay amounts owing to the Company. The Company's credit risk is limited to the recorded amount of accounts receivable and notes receivable.

All real estate transactions at the Brokerage Operations require the purchaser to pay a deposit which reduces the likelihood that a buyer will not complete the transaction. Credit risk also arises from the possibility that sales representatives may not pay amounts owing to the Brokerage Operations. Credit risk is mitigated by the fact that the Brokerage Operations has the ability to deduct any amounts owing from sales agents from the commission income they earn on their transactions with customers.

The Company reviews the financial position of all franchisees during the application process and closely monitors outstanding accounts receivable on an ongoing basis to evaluate the risk of a default occurring over the expected life of the accounts receivable. This monitoring includes evaluating the franchisee's historical payment patterns, the current financial

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

health of the franchisee and expected or possible changes in future events or market conditions to determine whether a provision should be recorded. The estimation and application of monitoring future events or market conditions requires significant judgment and is uncertain.

As at June 30, 2024, the Company has recorded an allowance for doubtful accounts related to accounts receivable and notes receivable of \$369 (December 31, 2023 - \$115).

## B) Liquidity Risk

The Company is exposed to liquidity risk in its ability to finance its working capital requirements and meet its cash flow needs, including paying dividends to shareholders of restricted voting shares and interest to Exchangeable Unitholders. The Company manages liquidity risk by maintaining conservative debt levels compared with those required by the covenants associated with the debt facilities. The Company has a \$30,000 Acquisition Facility, of which \$12,000 has been drawn, and a \$10,000 undrawn Operating Facility which mature on December 31, 2026.

Estimated contractual maturities of the Company's financial liabilities are as follows:

As at June 30,	2024	2025	2026	2027	2028	Beyond 2028	Total
Accounts payable and accrued liabilities	\$ 19,328	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,328
Customer deposits	61,564	-	-	-	-	-	\$ 61,564
Leases	1,423	2,819	2,486	2,136	2,078	10,497	\$ 21,439
Interest payable to Exchangeable Unitholders	909	-	-	-	-	-	\$ 909
Dividends payable to shareholders	1,067	-	-	-	-	-	\$ 1,067
Interest on long-term debt	2,392	4,784	4,784	-	-	-	\$ 11,960
Exchangeable Units	-	-	-	-	-	76,670	\$ 76,670
Debt facilities	-	-	67,000	-	-	-	\$ 67,000
<b>Total</b>	<b>\$ 86,683</b>	<b>\$ 7,603</b>	<b>\$ 74,270</b>	<b>\$ 2,136</b>	<b>\$ 2,078</b>	<b>\$ 87,167</b>	<b>\$ 259,937</b>

## C) Interest Rate Risk

The Company is exposed to the risk of interest rate fluctuations on its debt facilities as the interest rates on these facilities are based on the Prime rate and Banker's Acceptance rates.

The Acquisition Facility bears interest at a variable rate of BAs + 2.00% or Prime + 0.8%. Management has elected to pay interest at variable interest rates on its outstanding debt facilities and monitors this position on an ongoing basis. An increase of 1% in the Company's effective interest rate on its variable rate debt would result in an increase in its annual interest expense on the debt facilities of approximately \$670.

## D) Market Risk

The Company operates real estate brokerage offices in a number of markets across the country. The Brokerages Operations generates its revenue from its offices in the greater Toronto area, the Greater Vancouver area and throughout the province of Quebec. Real estate markets are cyclical and unpredictable which may contribute to volatility in the Company's cash flows. This market volatility is somewhat mitigated by the lower volatility associated with franchise fee revenues earned by the Franchise Operations and the geographic diversification of the Brokerage Operations.

## E) Fair Value

The fair value of certain of the Company's financial instruments, including cash, accounts receivable, notes receivable, accounts payable and accrued liabilities, interest payable to Exchangeable Unitholders and dividends payable to holders of restricted voting shares, are estimated by management to approximate their carrying values due to their short-term nature. The fair value of the Company's outstanding borrowings of \$67,000 approximate their carrying value of \$66,951 as a result of its floating rate terms.

## F) Fair Value Hierarchy

The Exchangeable Units are valued using level 1 valuation techniques. See Note 14 for disclosures related to fair values. There were no transfers between fair value hierarchy levels during the period.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

## 19. MANAGEMENT OF CAPITAL

The Company's capital is made up of its cash on hand, debt facilities, Exchangeable Units and shareholders' deficit.

The Company's objectives in managing its capital include; a) maintaining a capital structure that provides financing options to the Company while remaining compliant with the covenants associated with the debt facilities; b) maintaining financial flexibility to preserve its ability to meet financial obligations, including debt servicing and dividends to shareholders; and c) deploying capital to provide an appropriate investment return to its shareholders.

The Company's financial strategy is designed to maintain a flexible capital structure consistent with these objectives and to be in a position to respond to changes in economic conditions and investment opportunities as they arise.

The covenants of the debt facilities prescribe that the Company must maintain a ratio of Consolidated EBITDA to Senior Interest Expense on Senior Indebtedness at a minimum of 3.0 to 1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 4.0 to 1.

As at June 30, 2024 and December 31, 2023, the Company was compliant with all financial covenants. There were no changes in the Company's approach to capital management during the period.

## 20. SEGMENTED INFORMATION

As a result of the Acquisition, the Company reports its operations in two business segments. These segments are determined based on the nature of their operations, the products and services they provide and the nature of the customers they service.

Within the Brokerage Operations, there are a number of brokerage locations that operate in different geographical regions under different real estate brands. These brokerage locations have been grouped to form the Brokerage Operations due to the nature of their operations and the commonality in how they generate revenues. All of the brokerage locations in the Brokerage Operations operate in Canada.

The Franchise Operations provide information and services to REALTORS® and real estate brokerages in Canada through a portfolio of highly regarded real estate services brands. The economic characteristics are consistent across the Company's brands as they each provide services, similar in nature, in the Canadian residential real estate market.

The Company excludes certain corporate oversight expenses in the determination of each operating segment's performance. Unallocated costs include costs related to those activities and operations which are common to the other operating segments of the Company and include the elimination of transactions between the segments.

Management evaluates the operating results of each segment based upon revenue and EBITDA. EBITDA is defined as net earnings (loss) and total comprehensive earnings (loss) before deducting income tax expense, interest expense, interest on leases, loss on impairment, and depreciation and amortization. The Company's determination and presentation of EBITDA may not be comparable to similar measures used by other companies.

For the three-month period ended March 31, 2024, 100% of the operating results are attributable to the Franchise Operations. The operating results of the Brokerage Operations are included in the consolidated statement of net and comprehensive loss from April 1, 2024.

For the six-month period ended June 30, 2024, 92% of the operating results (based on EBITDA) are attributable to the Franchise Operations and 14% of the operating results are attributable to the Brokerage Operations.

The Brokerage Operations earned no revenue in the three or six months ended June 30 2023.

# NOTES TO THE INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the three and six months ended June 30, 2024 and 2023  
(Expressed in thousands of Canadian dollars, unless stated otherwise)

The table below reconciles net and comprehensive earnings (loss) as presented in the statement of net and comprehensive earnings (loss) to EBITDA used by management to evaluate the business segments of the Company:

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Net earnings (loss) and total comprehensive earnings	\$ 10,580	\$ 1,139	\$ 8,613	\$ (3,566)
Income tax expense (recovery)	1,100	(853)	1,599	(1,576)
Earnings (loss) before income taxes	11,680	1,992	10,212	(1,990)
Add: Interest expense	1,534	740	2,824	1,483
Impairment and write-off and of intangible assets	169	91	1,721	193
Depreciation and amortization	3,352	1,734	5,047	3,475
Interest on Exchangeable Units	2,725	1,452	4,177	2,904
Gain (loss) on fair value of Exchangeable Units	(10,622)	499	(7,960)	6,489
Gain (loss) on interest rate swap	-	152	-	530
Loss on debt facility amendment	-	-	-	122
Gain on settlement of deferred payments	-	-	(1,224)	-
Gain on settlement of contract transfer obligation	-	-	(99)	-
EBITDA	\$ 8,838	\$ 6,660	\$ 14,698	\$ 13,206

The tables below provide selected segment disclosure for certain financial statement balances.

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Segment EBITDA				
Brokerage Operations	\$ 2,008	\$ -	\$ 2,008	\$ -
Franchise Operations	7,730	6,660	13,590	13,206
Unallocated EBITDA	(900)	-	(900)	-
Total EBITDA	\$ 8,838	\$ 6,660	\$ 14,698	\$ 13,206

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Segment Revenue				
Brokerage Operations	\$ 95,787	\$ -	\$ 95,787	\$ -
Franchise Operations	15,407	12,841	27,271	24,832
Eliminations	(1,103)	-	(1,103)	-
Total Revenue	\$ 110,091	\$ 12,841	\$ 121,955	\$ 24,832

	Three months ended June 30, 2024	Three months ended June 30, 2023	Six months ended June 30, 2024	Six months ended June 30, 2023
Segment Depreciation and amortization				
Brokerage Operations	\$ 1,624	\$ -	\$ 1,623	\$ -
Franchise Operations	1,728	1,734	3,424	3,475
Total depreciation and amortization	\$ 3,352	\$ 1,734	\$ 5,047	\$ 3,475

As at,	June 30, 2024	December 31, 2023
Segment Assets		
Brokerage Operations	\$ 114,658	\$ -
Franchise Operations	80,188	64,892
Total assets	\$ 194,846	\$ 64,892



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