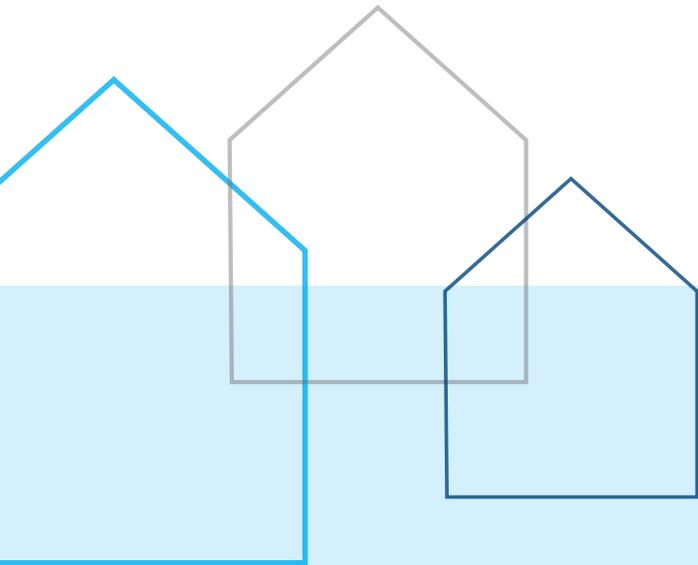


Brookfield

Real Estate Services Inc.



Q1 2018

Interim Report to Shareholders

Profile

Brookfield Real Estate Services Inc. (the “Company”), through its relationship with Brookfield Real Estate Services Manager Limited (the “Manager”), is a leading provider of services to residential real estate brokers and REALTORS^{®1} across Canada. The Company generates cash flow from fixed and variable fees that are received from real estate brokers and REALTORS[®] operating under the Royal LePage, Via Capitale and Johnston & Daniel brands. Approximately 73 per cent of the Company’s revenue is based on fees that are fixed in nature; this provides revenue stability and helps insulate cash flows from market fluctuation. Revenue streams are supported by long-term franchise agreements, with royalties predominantly driven by fixed fees based on the number of REALTORS[®] in the Company’s network. As at March 31, 2018, the Company network consisted of 18,708 REALTORS[®].

The Company network has an approximate one fifth share of the Canadian residential real estate market based on 2017 transactional dollar volume. The Company is listed on the TSX and trades under the symbol “BRE”. For further information about the Company, please visit www.brookfieldresinc.com.

¹REALTORS[®] is a trademark identifying real estate licensees in Canada who are members of the Canadian Real Estate Association.

Q1 2018

Management's Discussion and Analysis

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Introduction

This section of Brookfield Real Estate Services Inc.'s interim report includes management's discussion and analysis ("MD&A") of the financial results and financial condition of the Company for the three months ended March 31, 2018, and has been prepared as at May 7, 2018. The three months ended March 31, 2018, shall be referred to in this MD&A as the "Quarter". The comparative period of the three months ended March 31, 2017, shall be referred to in this MD&A as the "Prior Year Quarter". 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 terms capitalized in this MD&A are provided in the Glossary of Terms commencing on page 34.

This MD&A is intended to provide 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 section should be read in conjunction with the Company's unaudited interim condensed consolidated financial statements for the three months ended March 31, 2018 and the Company's audited financial statements for the year ended December 31, 2017, prepared in accordance with IFRS. Additional information relating to the Company, including its 2017 Annual Information Form, is available on SEDAR at www.sedar.com.

This MD&A makes reference to Cash Flow from Operations, or "CFFO", which does not have any standardized meaning under IFRS. Please see Cash Flow from Operating Activities reconciled to Cash Flow from Operations for a reconciliation of CFFO to cash flow from operating activities in the interim condensed consolidated statements of cash flows and further information about CFFO.

Management's Discussion and Analysis of Results and Financial Condition

Highlights

(Unaudited)
(in 000's) except REALTOR® count
For three months ended March 31,

	2018	2017
Royalties	\$ 10,470	\$ 10,409
Administration expenses	(354)	(537)
Management fee	(1,889)	(1,844)
Interest expense	(672)	(654)
CFFO	\$ 7,555	\$ 7,374
Dividends paid	\$ 3,201	\$ 3,081
Interest on Exchangeable Units paid	\$ 1,452	\$ 1,428
Net and comprehensive earnings (loss)	\$ (365)	\$ 1,279
Number of REALTORS®	18,708	18,077

	2018	2017
CFFO per Share	\$ 0.59	\$ 0.58
CFFO per Share, rolling twelve-month period ended March 31,	\$ 2.57	\$ 2.47
Dividends paid per Restricted Voting Share	\$ 0.34	\$ 0.32
Interest paid on Exchangeable Units per Exchangeable Unit	\$ 0.44	\$ 0.43
Net and comprehensive earnings (loss) per Share	\$ (0.04)	\$ 0.13

The table above sets out selected historical information and other data for the Company, which should be read in conjunction with the unaudited interim condensed consolidated financial statements of the Company for the Quarter and the audited consolidated financial statements of the Company for the year ended December 31, 2017.

- Net and comprehensive earnings for the Quarter were a net loss of \$0.4 million, or \$0.04 per Share, compared to net earnings of \$1.3 million or \$0.13 per Share for the Prior Year Quarter.
- Cash Flow from Operations ("CFFO") for the Quarter improved to \$7.6 million or \$0.59 per share on a diluted basis ("Share"), an increase of 3% as compared to \$7.4 million or \$0.58 per Share for the Prior Year Quarter.
- CFFO for the rolling twelve-month period ended March 31, 2018 was \$2.57 per Share as compared to \$2.47 per Share for the rolling twelve-month period ended March 31, 2017. The improvement in CFFO was driven by an increase in royalties as a result of an increase in the number of REALTORS® in the Company Network and lower cash operating expenses due to lower bad debt and other administration expenses as compared to the Prior Year Quarter.
- The board of directors of BRESI (the "Board") declared a cash dividend of \$0.1125 per Restricted Voting Share payable on June 29, 2018, to shareholders of record on May 31, 2018. This represents a targeted annual dividend of \$1.35 per Restricted Voting Share.

Organization

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

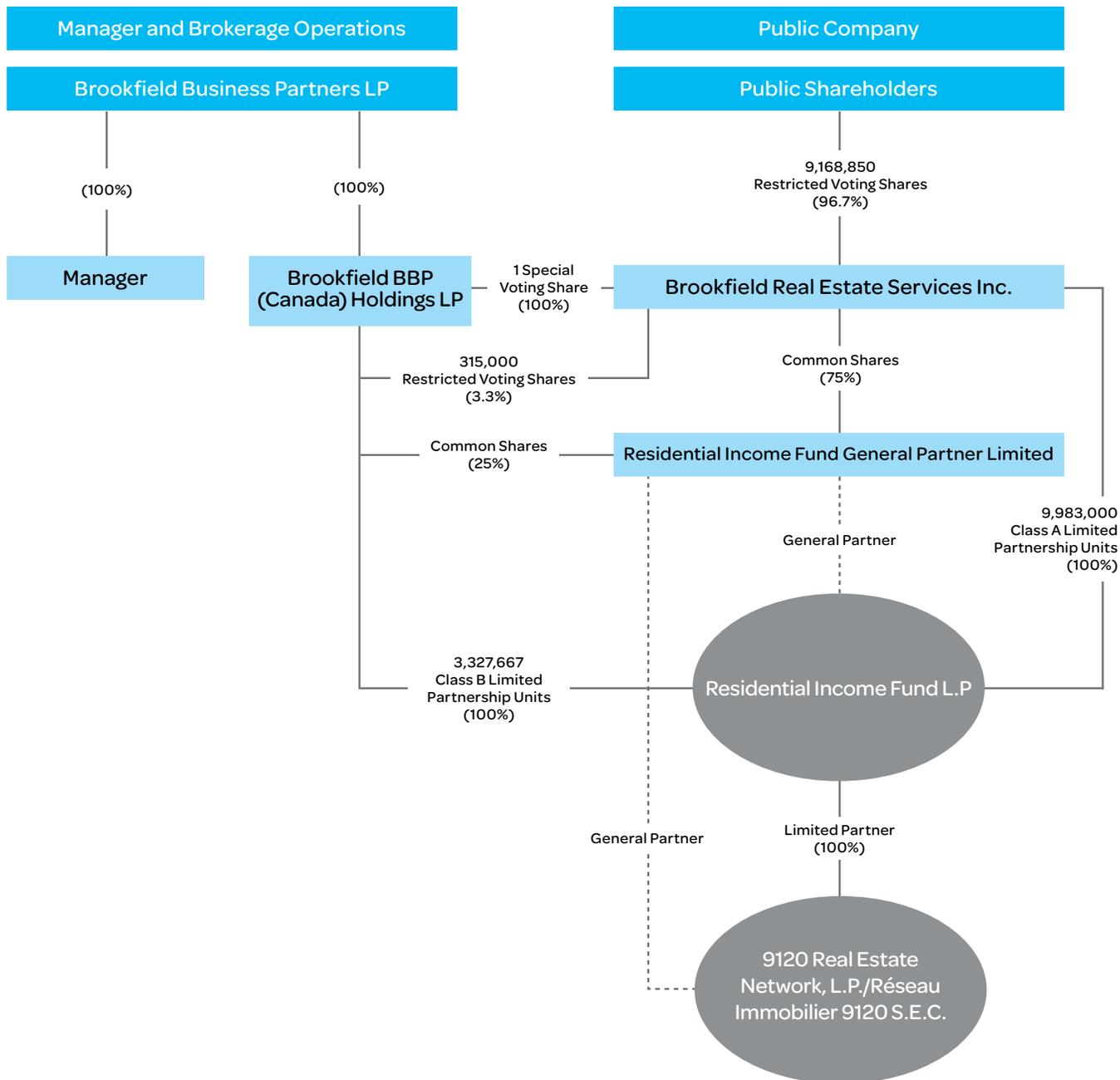
BRESI directly owns a 75% interest in the Partnership which, in turn, owns VCLP. In addition, BRESI directly owns a 75% interest in the General Partner. The Partnership and VCLP own and operate the assets from which BRESI derives its revenue.

Brookfield BBP (Canada) Holdings L.P. ("BBP"), a subsidiary of Brookfield Business Partners L.P, owns the remaining 25% interest in the Partnership through its ownership of exchangeable units of the Partnership (the "Exchangeable Units") and the remaining 25% interest in the General Partner through its ownership of 25 common shares in the General Partner. In addition to its ownership of the Exchangeable Units, BBP indirectly owns 315,000 Restricted Voting Shares and one Special Voting Share of BRESI. 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 may be obtained upon the exchange of all the Exchangeable Units held by the holder and/or its affiliates.

Management’s Discussion and Analysis of Results and Financial Condition

The Company receives certain management, administrative and support services from the Manager. BRESI derives 100% of its revenue from royalties it receives under certain Franchise Agreements it purchases from the Manager.

The ownership structure of the Company and the Manager is set out below:



Management's Discussion and Analysis of Results and Financial Condition

Business Strategy

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 highly regarded 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.

BRESI's objective is to provide its stakeholders with an investment vehicle that pays stable and growing dividends. The Company's revenue is driven primarily by royalties derived from long-term Franchise Agreements. These royalties are weighted toward fees that are fixed in nature. The Company believes that this has proven to be effective in moderating the variations in overall industry activity that can occur in the Canadian residential real estate market ("Canadian Market"). The Company is party to the Management Services Agreement, which governs the management of the Company and the delivery of services to Brokers and REALTORS[®] by the Manager.

The number of REALTORS[®] in the Company Network, the transaction volumes generated in the markets the Company serves, the manner in which the Company structures the contracted revenue streams, and the success in attracting REALTORS[®] to the 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 2017 Annual Information Form, which is available at www.sedar.com.

BRESI seeks to increase its Cash Flow from Operations by increasing the number of REALTORS[®] in the Company Network through the acquisition of Franchise Agreements and by attracting and retaining REALTORS[®] through the provision of services and additional fee for service offerings, which increases the productivity of the REALTORS[®].

Structure of Company Royalties

ROYALTY FEES

The Company generates revenue from royalties with both fixed and variable components. Fixed franchise fees represent royalty fees that are payable to the Company as a fixed monthly amount per REALTOR[®] without regard to transaction volumes generated by that REALTOR[®]. Approximately 66% of the Company's royalties during the Quarter (Prior Year Quarter – 64%) were derived from fixed franchise fees. Variable franchise fees represent royalty and other fees that are payable to the Company based on the transaction volumes generated by REALTORS[®], subject to a cap. Approximately 25% of the Company's royalties during the Quarter (Prior Year Quarter – 25%) were derived from variable franchise fees. Premium franchise fees are variable amounts paid by specific brokerage locations based on the transaction dollar volume generated by the REALTORS[®] who work out of those locations. Premium franchise fees are paid to the Company in addition to the variable franchise fees paid by those REALTORS[®]. Approximately 9% of the Company's royalties during the Quarter (Prior Year Quarter – 11%) were derived from premium franchise fees.

Approximately 73% of the Company's annual royalties were partly insulated from the fluctuations in the Canadian Market as they were not directly driven by transaction volumes. This includes a portion of Variable franchise fees which are effectively fixed in nature due to fact that Variable franchise fees are subject to a cap. The Company believes that the combination of a royalty stream based on the number of REALTORS[®] in the Network, increasing REALTOR[®] productivity and steady growth in the Canadian Market provides the base for strong and stable cash flows. A description of each type of royalty fee follows:

Fixed Franchise Fees are paid based on the number of REALTORS[®] in the Franchise Network. Fixed franchise fees from Royal LePage Franchisees consist of a fixed monthly fee of \$128 per REALTOR[®], while fixed fees from Via Capitale Franchisees consist primarily of a fixed monthly fee of \$170 per REALTOR[®].

On January 1, 2018, the Company increased the Royal LePage fixed fee from \$125 to \$128 per REALTOR[®].

Variable Franchise Fees are calculated as a percentage of Gross Revenues earned by the Franchisee's REALTORS[®]. Variable franchise fees are substantially all earned from from Royal LePage Franchisees, are driven by the transactional dollar volume transacted by the REALTORS[®] and are derived as 1% of each REALTOR[®]'s Gross Revenues, subject to a cap of \$1,350 per year. 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 \$1,350 variable fee cap, the Gross Revenues of all Team members are aggregated to one cap.

On January 1, 2018, the Company implemented an increase in the cap for the variable franchise fee from \$1,325 to \$1,350 per year.

Management's Discussion and Analysis of Results and Financial Condition

The amount of variable franchise fee paid by an individual REALTOR® can change depending upon, among other things, the total value of real estate they sell in a given year and increases or decreases in home prices. However, variable franchise fees are subject to a cap of \$1,350. For those REALTORS® or Teams who reach the cap, the variable franchise fee is effectively fixed in nature, in that the variable franchise fee paid by the REALTOR® will not change based on changes in the Canadian Market. In 2017, approximately 2,900 REALTORS® and 1,100 Teams (representing more than 3,000 REALTORS®) exceeded the \$1,325 cap and accounted for approximately 13% of the Gross Revenue earned by Royal LePage Franchisees.

Premium Franchise Fees have been paid by 21 of the Company's larger Royal LePage locations in the Greater Toronto Area (the "GTA"). Each of these Franchisees is obligated to pay premium franchise fees ranging from 1% to 5% of the location's Gross Revenue for terms ending upto August 2018. The obligation to pay premium fees for six of these locations expired during the Quarter. Of the remaining locations, 11 are operated by the Manager.

Premium franchise fees represented 9% of the royalties in the Quarter (Prior Year Quarter – 11%). The Company will no longer receive premium franchise fees after August 2018 when the obligation to pay those fees expires.

Classification of other franchise fees. Prior to 2018, the Company reported other franchise fees as a separate category of Royalty. These other franchise fees are comprised primarily of a fixed monthly technology fee for Royal LePage REALTORS®. Over the past several years the, Company has combined this technology fee with the fixed franchise fee as franchisees renew their Franchise Agreements and as new franchisees join the Company Network. As such, these other franchise fees are now being reported as fixed franchise fees or variable franchise fees based on the nature of the fee. Prior years' Royalties have been reclassified to comply with the current year presentation with 98% of other franchise fees reported in the Prior Year Quarter reclassified to fixed franchise fees.

Network Royalty Profile

As at March 31, 2018, the Company received royalties from 18,708 REALTORS® contracted with 343 Broker-Owners operating under 297 Franchise Agreements from 677 locations, providing services under the Royal LePage, Via Capitale and Johnston & Daniel brand names operating collectively as the Company Network, with an approximate one fifth share of the Canadian Market based on 2017 transactional dollar volume.

The Royal LePage Network:

The fees generated from the Royal LePage Network accounted for 97% of the Company's fees for the Quarter (Prior Year Quarter – 96%). Fees earned from the Royal LePage Network for the Quarter include:

- a fixed monthly franchise fee of \$128 per REALTOR® (Prior Year Quarter – \$125);
- a variable franchise fee equal to 1% of Gross Revenue up to a maximum annual amount of \$1,350 per REALTOR® or Team (Prior Year Quarter – \$1,325); and
- premium franchise fees per applicable location, as described above.

The Via Capitale Network:

The fees generated from the Via Capitale Network, which services the Quebec market, accounted for 3% of the Company's fees for the Quarter (Prior Year Quarter – 4%). These fees are primarily made up of a fixed monthly fee of \$170 per REALTOR®.

Management's Discussion and Analysis of Results and Financial Condition

Overview of First Quarter 2018 Operating Results

(Unaudited)
(in 000's) except per Share amounts;
Restricted Voting Shares outstanding;
Exchangeable Units outstanding;
Number of REALTORS®
For three months ended March 31,

	2018	2017
Royalties	\$ 10,470	\$ 10,409
Less:		
Administration expenses	354	537
Management fee	1,889	1,844
Interest expense	672	654
Cash Flow from Operations	\$ 7,555	\$ 7,374
Impairment and write-off of intangible assets	-	(52)
Amortization of intangible assets	(2,009)	(2,130)
Interest on Exchangeable Units	(1,452)	(1,428)
Loss on fair value of Exchangeable Units	(2,928)	(1,365)
Gain on interest rate swap	59	50
Loss on fair value of purchase obligation	(518)	(74)
Current income tax expense	(1,202)	(1,166)
Deferred income tax recovery	130	70
Net and comprehensive earnings (loss)	\$ (365)	\$ 1,279
Basic earnings (loss) per Restricted Voting Share	\$ (0.04)	\$ 0.13
Diluted earnings (loss) per Share	\$ (0.04)	\$ 0.13
Cash Flow from Operations per Share	\$ 0.59	\$ 0.58
Dividends paid per Restricted Voting Share	\$ 0.34	\$ 0.32
Interest paid per Exchangeable Unit	\$ 0.44	\$ 0.43
Restricted Voting Shares outstanding	9,483,850	9,483,850
Exchangeable Units outstanding	3,327,667	3,327,667
Number of REALTORS®	18,708	18,077

(Unaudited)
(in 000's)
As at

	March 31, 2018	December 31, 2017
Total assets	\$ 100,811	\$ 93,523
Total liabilities	\$ 135,641	\$ 124,901

VARIATION OF OPERATING RESULTS FOR THE QUARTER COMPARED TO THE PRIOR YEAR QUARTER

Royalties:

Royalty revenues have increased compared to Prior Year Quarter as a result of the increase in the number of REALTORS® in the Company Network, partly offset by lower variable franchise fees and lower premium franchise fees. The total value of real estate bought and sold in Canada decreased by 21% to \$48.3 billion in the Quarter as compared to the Prior Year Quarter. Nationally, the number of homes sold was down 15% while the average selling price of a home decreased by 6%. The GTA experienced a weak Quarter, contributing to the decrease in variable franchise fees and premium franchise fees. The Company's Network of REALTORS® increased by 573 REALTORS® in the Quarter, driven by 563 REALTORS® acquired by way of acquisition of Franchise Agreements and net growth of 10 REALTORS® across the Company Network.

Management's Discussion and Analysis of Results and Financial Condition

Net Earnings:

For the Quarter, the Company generated a net loss of \$0.4 million or \$0.04 per Share, compared to net earnings of \$1.3 million or \$0.13 per Share for the Prior Year Quarter.

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

- A loss on the determination of the fair value on the Exchangeable Units of \$2.9 million in the Quarter, compared to a loss of \$1.4 million during the Prior Year Quarter;
- A \$0.5 million loss on the fair value of the purchase obligation in the Year, compared to a loss of \$0.1 million in the Prior Year Quarter; partly offset by
- A \$0.2 million reduction in administration expenses mainly as a result of lower bad debt expense;
- A \$0.1 million reduction in amortization and impairment of intangible assets as a result of a number of Franchise Agreements being fully amortized and no impairment being recognized in the Quarter.

Total Assets:

Total assets increased by \$7.3 million during the Quarter, primarily as a result of the increase in the carrying value of intangible assets of \$7.0 million, (driven by the Company's acquisition of Franchise Agreements totaling \$8.8 million on January 1, 2018 partly offset by amortization charges of \$2.0 million) and an increase in accounts receivable of \$0.4 million (driven by an increase in royalties compared to the fourth quarter of 2017 and specific Franchisees who late-paid their March fees early in April), and an increase in sales tax receivable of \$0.6 million partly offset by \$0.8 million decline in cash.

Total Liabilities:

Total liabilities increased by \$10.7 million since December 31, 2017. The main drivers of the increase are as follows:

- A net increase in debt facilities of \$7.2 million to reflect borrowings to acquire Franchise Agreements during the Quarter;
- An increase of \$2.9 million in the liability associated with the Exchangeable Units, which is tied to the trading value of the Restricted Voting Shares (see further discussion under First Quarter Operating Results and Cash Flows – Loss on fair value of Exchangeable Units);
- A \$0.8 million increase in the purchase obligation as a result of the acquisition of Franchise Agreements on January 1, 2018; and
- A \$0.2 million increase in accounts payable and accrued liabilities as a result of higher managements fees payable to the Manager; partly offset by
- A \$0.4 million decrease in current income tax liability.

Key Performance Drivers

Key performance drivers of the Company's business include:

1. The stability of the Company's royalty stream;
2. The number of REALTORS® in the Company Network;
3. Transaction dollar volumes; and
4. The Company's growth opportunities.

Management’s Discussion and Analysis of Results and Financial Condition

Stability of the Company’s Royalty Stream

The stability of the Company’s royalty stream is derived from a number of factors, including the fixed-fee structure of the Company’s royalties, the ability to increase franchise fees under the terms of the Franchise Agreements, the geographic distribution of the Company Network, and the length and renewal of the Franchise Agreements owned by the Company.

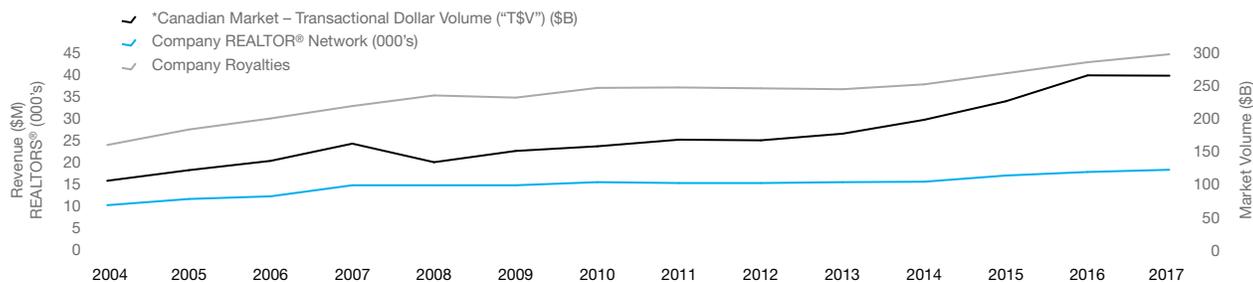
FIXED – FEE STRUCTURE

The Company estimates that approximately 73% of its royalties are fixed in nature. In addition to its fixed franchise fees, a substantial portion of the Company’s variable franchise fees are effectively fixed in nature.

The amount of variable franchise fee paid by an individual REALTOR® can change depending upon, among other things, the total value of real estate they sell in a given year and increases or decreases in home prices across Canada. However, variable franchise fees are subject to a cap of \$1,350 per REALTOR® or Team of REALTORS®. For those REALTORS® or Teams who reach the cap, the variable franchise fee is effectively fixed in nature, in that the variable franchise fee paid by the REALTOR® or Team will not change based on changes in the Canadian Market.

The chart below compares the Company’s annual royalties to the Canadian Market and the underlying number of REALTORS® in the Company Network. The quarterly changes in the Company’s royalty revenues and the Canadian Market is shown under “Transactional Dollar Volumes”.

ROYALTIES, MARKET AND REALTOR® TRENDS



*Source: Canadian Real Estate Association (“CREA”)

INCREASE IN FEES

Under the terms of the Franchise Agreements, the Company is permitted to increase the franchise fees it charges based on changes in the underlying consumer price index.

On January 1, 2016, the Royal LePage Network fixed monthly franchise fee increased from \$122 per REALTOR® to \$125 per REALTOR® and the maximum variable franchise fee payable based on 1% of each REALTOR®’s or Team’s Gross Revenue increased from \$1,300 annually to \$1,325. The increase in royalty fees was implemented to 85% of the Royal LePage Network on January 1, 2016 and to the other 15% on January 1, 2017.

On January 1, 2018, the Royal LePage Network fixed monthly franchise fee increased from \$125 per REALTOR® increase to \$128 per REALTOR® and the maximum variable franchise fee payable based on 1% of each REALTOR®’s or Team’s Gross Revenue increased from \$1,325 annually to \$1,350 for the entire Royal LePage Network.

Management’s Discussion and Analysis of Results and Financial Condition

GEOGRAPHIC DISTRIBUTION OF THE COMPANY NETWORK

As at March 31, 2018, the Company Network of 18,708 REALTORS® operated through 297 Franchisee Agreements, contracted with 343 Broker-Owners, providing services across the country through 677 locations. Of the Brokerages in the Company Network, approximately 64% operate with fewer than 50 REALTORS® and represent 14% of the REALTORS® in the Company Network. The Company’s smallest Franchisees have one REALTOR® while the largest has more than 1,900 REALTORS®.

The Company Network is geographically dispersed. As compared to the distribution of REALTORS® across Canada, the Company Network is under-represented in British Columbia and Alberta. The Company has a relatively strong presence in Ontario (as a result of a historical base there) and Quebec (due in part to operating under two separate brands).

As at March 31, 2018	Canadian ¹ REALTOR® Population	Company REALTOR® Population
Ontario	57%	59%
British Columbia	18%	13%
Quebec	10%	14%
Alberta	9%	6%
Maritimes	3%	4%
Prairies	3%	4%
Total	100%	100%

¹Source: CREA as at December 31, 2017

FRANCHISE AGREEMENTS

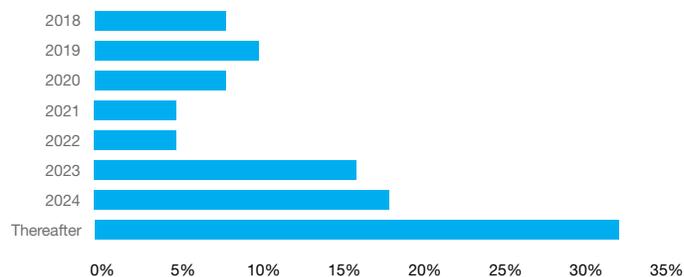
Franchise Agreements are contracts between the Company and Franchisees which govern matters such as use of the Trademarks, rights and obligations of Franchisees and the Company, renewal terms, services to be provided and franchise fees. Over the term of the Franchise Agreement, the Franchisee may undertake activities which require an amendment to the standard contract such as the opening of a new location. These changes are documented by way of an addendum to the standard contract and form part of the Franchise Agreement.

The Royal LePage Franchise Agreements, which represent 95% of the Company’s REALTORS®, 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 allow.

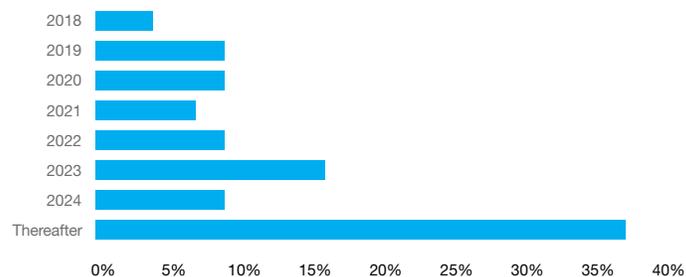
The Via Capitale Franchise Agreements, which represent 5% of the Company’s REALTORS®, are typically five years in duration with standard renewal terms extending five years.

A summary of the Company’s agreement renewal profiles as at March 31, 2018 for the Company Network is shown below.

% OF FRANCHISE AGREEMENTS UP FOR RENEWAL
(by Number of REALTORS®)



% OF FRANCHISE AGREEMENTS UP FOR RENEWAL
(by Number of Agreements)



Management's Discussion and Analysis of Results and Financial Condition

RENEWALS

The Company has historically been able to achieve renewal success in more than 95% of Franchise Agreements as they come due, expressed as a percentage of the underlying number of REALTORS® associated with those agreements. 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, three Franchise Agreements, representing 36 REALTORS® of the Company Network extended their term or renewed.

During the Quarter, two Franchise Agreements, representing 8 REALTORS® of the Company Network were terminated as one broker owner retired and ceased its operations and one brokerage left to join a competitor.

Number of REALTORS® in the Company Network

For the Quarter, the Company Network of 18,708 REALTORS® increased by 573 REALTORS®, compared to a net increase of 497 REALTORS® in the Prior Year Quarter. After taking into account the 563 REALTORS® added through the acquisition of Franchise Agreements and addendums on January 1, 2018 (January 1, 2017 – 568 REALTORS®), the Company experienced net growth of 10 REALTORS®, compared to net attrition of 71 REALTORS® in the Prior Year Quarter.

As at December 31,	2003 ² – 2009	2010	2011	2012	2013	2014	2015	2016	2017	2018 ³
Company Network										
Opening REALTOR® Count	9,238	14,631	15,308	15,061	15,086	15,310	15,377	16,794	17,580	18,135
Acquisition	2,882	417	247	217	516	493	1,577	459	568	563
Net Recruiting Growth (Attrition)	2,511	260	(494)	(192)	(292)	(426)	(160)	327	(13)	10
Closing REALTOR® Count	14,631	15,308	15,061	15,086	15,310	15,377	16,794	17,580	18,135	18,708
% Change in the period	58%	5%	(2%)	0%	1%	0%	9%	5%	3%	3%

Canadian REALTOR® Population ¹	2003 ² – 2009	2010	2011	2012	2013	2014	2015	2016	2017	2018 ³
CREA REALTOR® Membership	98,161	101,916	104,407	106,944	109,032	110,821	114,664	121,212	125,269	–
% Change in the period	38%	4%	2%	2%	2%	2%	3%	6%	2%	–

¹ Source: CREA, CREA Membership data as of March 31, 2018 not available as of MDA date.

² Opening Count as at August 2003

³ As at March 31, 2018

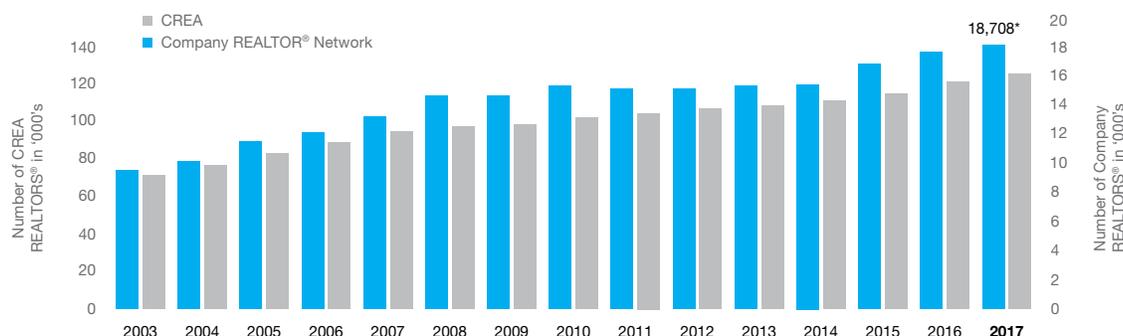
Management’s Discussion and Analysis of Results and Financial Condition

The increase in the number of Canadian REALTORS® since 2003 has in part been driven by the strong Canadian Markets, increases in discount brokerage offerings (which have attracted new entrants to the industry), and an apparent increase in market activity serviced by REALTORS® operating as Teams. Since 2003, the Company’s Network has grown at a 5% compound annual growth rate (“CAGR”), outperforming the 4% growth in the industry despite the addition of competitive offerings over the same time period.

The number of REALTORS® in the Company network increases when the Company purchases Franchise Agreements from the Manager. This generally occurs on January 1 of each year, unless additional purchases are approved by the Board of Directors of the Company. During those quarters where no Franchise Agreements are purchased, REALTOR® growth tends to be more modest, and can be negative, indicating periods of net attrition.

CANADIAN REAL ESTATE REALTORS®

(Years ended December 31)

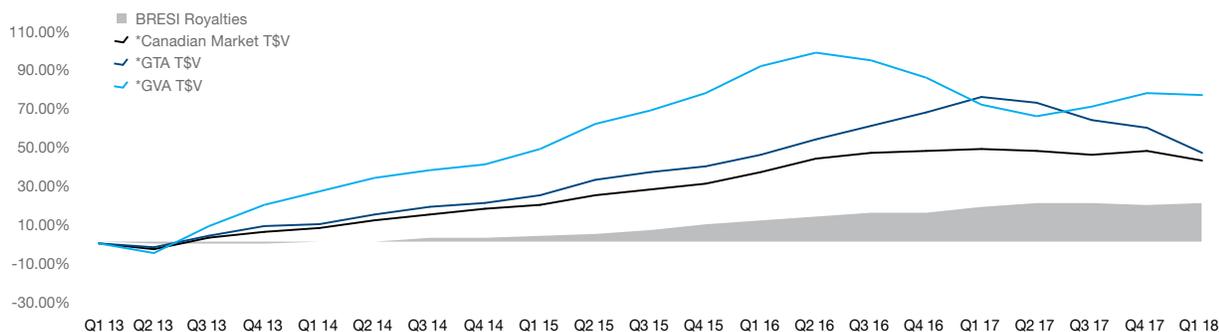


*As at March 31, 2018.

Transactional Dollar Volumes

The chart below shows the cumulative growth in the Canadian Market and select urban markets as compared to the growth in the Company’s royalty revenues since the first quarter of 2013.

ROLLING TWELVE-MONTH % CHANGE FROM PRIOR QUARTER



*Source: CREA

Transactional dollar volume of real estate in Canada has declined as real estate values and volumes have been weak, particularly in the GTA. Royalty revenues have grown despite the significant reduction in the transactional dollar volumes of the Canadian Market, due in part to the fixed nature of the Company’s royalty fees.

During the Quarter, the Canadian Market closed down 21%, at \$48.2 billion, as compared to the Prior Year Quarter, driven by a 6% decrease in price and 15% decrease in units sold.

Management's Discussion and Analysis of Results and Financial Condition

For the rolling twelve-month period ended March 31, 2018, the Canadian Market was down 6%, at \$250 billion, as compared to the rolling twelve-month period ended March 31, 2017, driven by an 8% decrease in units sold partly offset by a 2% increase in price.

During the Quarter, the greater Toronto area ("GTA") market encountered a significant market drop with a 43% reduction in transactional dollar volume driven by a 35% decrease in units sold and 12% decrease in price in comparison to the Prior Year Quarter.

For the rolling twelve-month period ended March 31, 2018, the GTA suffered a 28% decrease in number of units sold but average prices actually improved by 7% in comparison to the Prior Year Quarter.

During the Quarter, the greater Vancouver ("GV") market closed down 7%, driven by a 13% decrease in units sold offset by 7% increase in price.

For the rolling twelve-month period, the greater Vancouver ("GV") market closed up 4%, at \$37.2 billion, as compared to the Prior Year Quarter, driven by a 5% increase in price partly offset by a 2% decrease in units sold.

Company's Growth Opportunities

Growth in the Company's royalties is achieved through:

- Increasing the number of REALTORS® in the Company Network through recruitment growth;
- Acquiring Franchise Agreements from the Manager;
- Increasing the productivity of REALTORS®;
- Expanding the range of products and services supporting Franchisees and their REALTORS®; and
- Increasing the adoption of the Company's products and services.

The products and services offered by the Company are supported by ongoing training programs for Brokers and REALTORS®, which assist in leveraging the Company's competitive advantages to attract and retain REALTORS®.

GROWTH IN NUMBER OF REALTORS®

The Company strives to increase the number of REALTORS® in the Company Network through the continued momentum of converting competing brokerages and REALTORS® to the Company's Brands and developing programs to increase REALTOR® growth. This is generally achieved through acquisition of Franchise Agreements from the Manager.

Since the inception of the Company in August 2003 with 9,238 REALTORS®, the Company Network has increased by 103% (9,470 REALTORS®), of which 84% has been through acquisitions and 16% through net recruitment growth. This represents a CAGR of 5% in the Company Network.

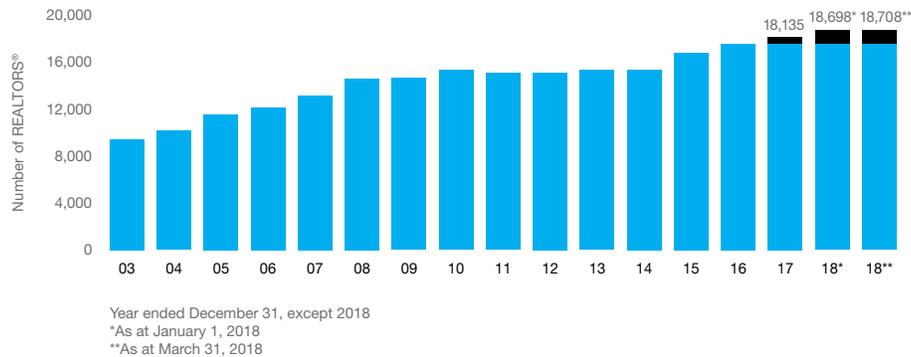
On January 1, 2017, the Company acquired 55 Franchise Agreements comprised of 568 REALTORS® operating under the Royal LePage and Via Capitale Brands. The estimated purchase price of these agreements was \$8.2 million, with an estimated annual royalty stream of \$1.2 million.

On January 1, 2018, the Company acquired 38 Franchise Agreements comprised of 563 REALTORS® operating under the Royal LePage and Via Capitale Brands. The estimated purchase price of these agreements was \$8.8 million, with an estimated annual royalty stream of \$1.3 million.

Management’s Discussion and Analysis of Results and Financial Condition

A summary of Company Network growth since inception is summarized in the chart below.

COMPANY GROWTH

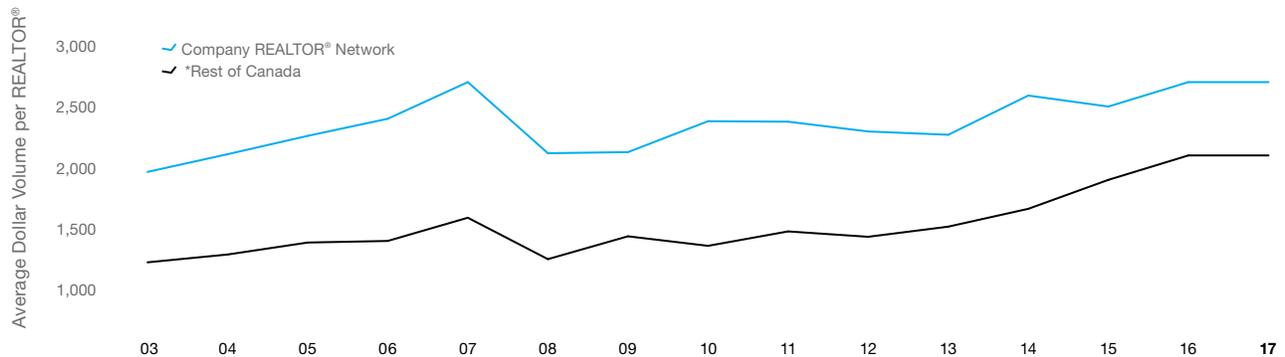


REALTOR® Productivity

The average Company Network REALTOR® generated approximately \$2.7 million in transactional dollar volume for the twelve months ended December 31, 2017, compared to an estimated \$2.1 million in transactional dollar volume generated by an average Canadian REALTOR®, outside the Company Network. Management believes that the higher productivity of the Company’s Network of REALTORS®, 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 years ended December 31, 2003, through 2017, 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

Management’s Discussion and Analysis of Results and Financial Condition

PRODUCTS AND SERVICES

The Manager, on behalf of the Company, has continued to develop new tools to assist REALTORS® in managing their businesses and has invested in recruitment and retention programs to help Franchisees efficiently attract and retain the best talent in the real estate industry. In the first quarter of 2018, our Royal LePage brand launched a lead management solution for its REALTORS®. This new tool is designed to improve lead conversion through automating best practices. The brand also launched a Facebook campaign for brokers that focuses on recruiting. During the quarter, Via Capitale launched Agence-vedette, a new tool to support brokerages with online promotion.

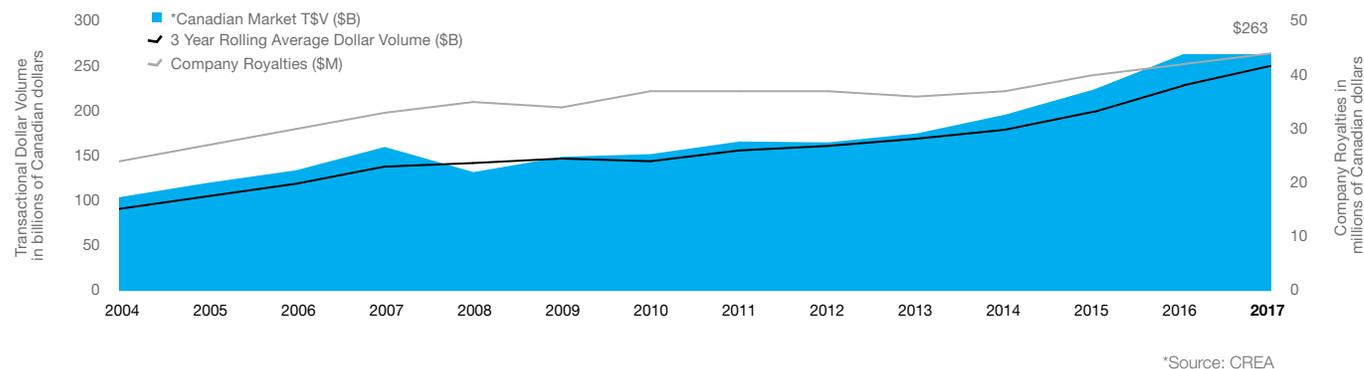
The Canadian Residential Real Estate Market

Since 2004, the Canadian Market has grown at a CAGR of 7% compared to our royalty revenues, which have grown at a rate of 5%. Our fee structure is biased towards fees that are fixed in nature, limiting our participation in significant increases or decreases in the Canadian Market.

Over the last three years, the Canadian Market has grown at a CAGR of 10% driven by a 2% increase in units sold and an 8% increase in selling price. In 2016 the Canadian Market experienced a CAGR of 16% driven by 10% increase in units sold and 6% increase in selling price. This momentum continued throughout first six months of 2017, with record sales recorded in Q1 2017, before the Canadian Market saw a decline in last six months of the Year. The slowdown in the market was partly the result of various government-mandated regulations including tightened mortgage rules, higher interest rates, and new taxes which targeted certain foreign buyers of residential real estate in Ontario and BC.

MARKET DOLLAR VOLUME – CANADIAN RESIDENTIAL REAL ESTATE MARKET

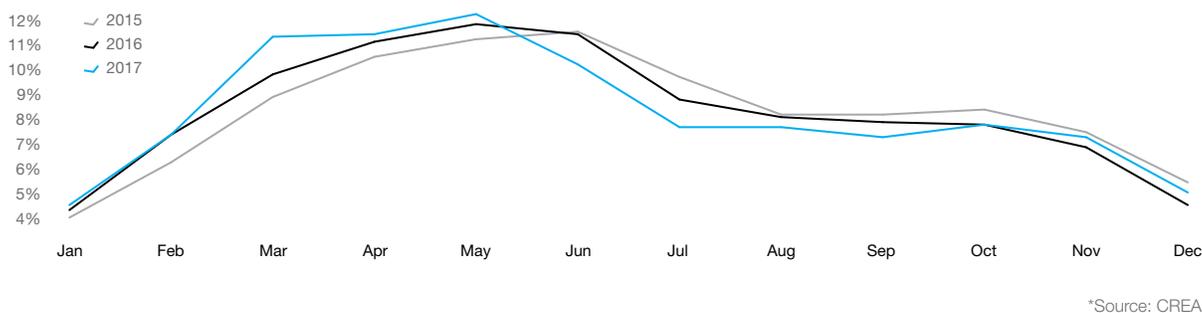
(2004–2017)



The Company’s royalty revenues are affected by the seasonality of the Canadian Market, which typically sees stronger transactional dollar volumes in the second and third quarters of each year, as summarized in the chart below. The impact of the seasonality of the Canadian Market is somewhat mitigated by the fixed-fee nature of the Company’s royalties and the acquisition of Franchise Agreements at the beginning of the Year. In the latter part of the year, variable franchise fees can be negatively impacted by the Royal LePage REALTORS® and Teams who have capped with respect to variable franchise fees.

CANADIAN RESIDENTIAL REAL ESTATE MARKET

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



Management's Discussion and Analysis of Results and Financial Condition

Canadian Market Outlook

A summary of key commentary on the Canadian Market, as reported by the Canadian Real Estate Association ("CREA"), the Toronto Real Estate Board ("TREB"), the Canada Mortgage and Housing Corporation ("CMHC") and the Bank of Canada ("BoC") follows:

From CREA¹: New mortgage rules announced late last year had been expected to cause homebuyers to advance their purchase decision before the new rules came into effect in January, with the "pull-forward" of sales activity resulting in fewer transactions in the first half of 2018. Evidence suggests the policy response was stronger than expected, with seasonally adjusted national home sales having shattered all previous monthly records last December before dropping sharply in the first two months of 2018.

Interest rates are widely expected to rise further this year. Higher interest rates make mortgage stress tests a more difficult hurdle for homebuyers that need mortgage financing.

Some homebuyers will likely to stay on the sidelines amid heightened housing market uncertainty and continue saving a larger down payment before purchasing, resulting in lower sales in the first half of 2018 followed by a modest rebound in the second half of 2018 as housing market uncertainty fades.

National sales activity is projected to decline by 7.1% to 479,400 units in 2018. The decline reflects weaker sales in B.C. and Ontario, amid heightened housing market uncertainty caused by provincial policy measures, high home prices, ongoing supply shortages and tightening mortgage stress tests as interest rates rise.

The national average price is projected to ease to \$498,100 this year, down 2.3% from 2017. Only Newfoundland and Labrador is expected to post a decline of that size, while half of all provinces see average price gains. The decline in the national average price reflects fewer transactions in B.C. and Ontario; by the same token, price declines in these provinces reflect fewer sales of higher-priced homes in Vancouver and Toronto.

Home prices in Eastern Ontario, Quebec, New Brunswick, Nova Scotia and Prince Edward Island are expected to continue to rise following years of steadily firming market conditions.

In 2019, national sales are forecast to rebound modestly to 496,500 units but remain below levels recorded in 2015, 2016 and 2017. The rebound reflects an expected partial recovery of sales over the second half of 2018 in Ontario and B.C. followed by a gradual softening in activity over 2019 as previously deferred activity wanes and interest rates continue to rise. This trend is also expected in other provinces but be more pronounced in B.C. and Ontario, where transactions have fallen sharply in early 2018 despite a supportive economic and demographic backdrop for housing demand.

The national average price is also forecast to rebound by 3.1% to \$513,300 in 2019, placing it roughly in line with the 2017 figure. The increase reflects expected modest price gains in a number of provinces and a partial rebound of sales activity in B.C. and Ontario.

From CMHC²: The growth in population and near-record growth in immigration will continue to have a positive effect on housing starts over the forecast horizon. Employment growth should stay positive and provide support to new housing market activity, but this effect should even out by the end of 2019. We project starts to decline in 2018 and 2019 compared to 2017 as there will be less stimulative economic conditions and gradually increasing mortgage rates.

As a result, residential construction is projected to level off by the end of 2019, but still represents an upward revision compared to our previous forecast. Housing starts are to range from 192,200 to 203,000 units in 2018 and from 192,300 to 203,800 units in 2019.

MLS[®] sales were at a record high in 2016 and are projected to lose momentum in 2017, before settling in 2018 and 2019 at levels that are more in line with the projected economic conditions. While there is evidence of overheating in the resale markets of many major CMAs, this has subsided in recent months as the supply of resale homes (listings) has increased relative to the demand (sales). The strong boost in international migration has provided support to sales in 2017, but this factor is expected to dissipate by 2019. Moreover, the projected gradual rise in mortgage rates by the end of the forecast horizon could restrain sales for existing homes. Therefore, MLS[®] sales are expected to be between 493,900 units and 511,400 units in 2017, between 485,600 units and 504,400 units in 2018, and between 484,700 and 509,900 in 2019.

¹ Source: CREA Updates National Resale Market Housing Forecast, published March 15, 2018

² Source: CMHC Housing Market Outlook, Canada Edition, Fall 2017

Management's Discussion and Analysis of Results and Financial Condition

From TREB³: Greater Toronto Area REALTORS® reported 7,228 residential transactions through TREB's MLS® System in March 2018. This result was down by 39.5 per cent compared to a record 11,954 sales reported in March 2017 and down 17.6 per cent relative to average March sales for the previous 10 years.

The effects of the Fair Housing Plan, the new OSFI-mandated stress test and generally higher borrowing costs have prompted some buyers to put their purchasing decision on hold. Home sales are expected to be up relative to 2017 in the second half of this year.

The MLS Home Price Index Composite Benchmark was down by 1.5 percent on a year-over-year basis for the TREB market area as a whole. The overall average selling price was down by 14.3 per cent compared to March 2017.

While the change in market conditions certainly played a role, the dip in the average selling price was also compositional in nature. Detached home sales, which generally represent the highest price points in a given area, declined much more than other home types. In addition, the share of high-end detached homes selling for over \$2 million in March 2018 was half of what was reported in March 2017, further impacting the average selling price.

From the BoC⁴: The global economy is on a modestly stronger track than forecast in January, with upward revisions to growth and potential output in a number of major advanced economies. The outlook for the U.S. economy has been further boosted by new government spending plans. However, escalating geopolitical and trade conflicts risk undermining the global expansion.

Inflation in Canada is close to 2 per cent as temporary factors that have been weighing on inflation have largely dissipated, as expected. Consistent with an economy operating with little slack, core measures of inflation have continued to edge up and are all now close to 2 per cent. The transitory impact of higher gasoline prices and recent minimum wage increases will likely cause inflation in 2018 to be modestly higher than the Bank expected in its January Monetary Policy Report (MPR), returning to the 2 per cent target for the rest of the projection horizon.

In Canada, GDP growth in the first quarter was weaker than the Bank had expected, but should rebound in the second quarter, resulting in 2 per cent average growth in the first half of 2018. The economy is projected to operate slightly above its potential over the next three years, with real GDP growth of about 2 per cent in both 2018 and 2019, and 1.8 per cent in 2020. This stronger profile for GDP incorporates new provincial and federal fiscal measures announced since January. It also reflects upward revisions to estimates of potential output growth, which suggest the Canadian economy has made some progress in building capacity.

Slower economic growth in the first quarter primarily reflects weakness in two areas. Housing markets responded to new mortgage guidelines and other policy measures by pulling forward transactions to late 2017. Exports also faltered, partly owing to transportation bottlenecks. Some of the weakness in housing and exports is expected to be unwound as 2018 progresses.

The Bank anticipates that Canadian exports will strengthen as foreign demand increases, but not sufficiently to recover the ground lost during recent quarters. Export growth is being increasingly limited by capacity constraints in some sectors. Continued gains in business investment should build additional capacity in those sectors and in the economy more generally. However, both exports and investment are being held back by ongoing competitiveness challenges and uncertainty about trade policies.

Growth in consumption remains robust, supported by strong labour income growth. Wages have continued to pick up as expected, even after factoring out recent minimum wage increases in Ontario and Alberta. The Bank will continue to assess labour market data for signs of remaining slack.

³ Source: TREB Market Watch, April 4, 2018

⁴ Source: BoC press release published April, 18 2018

Management's Discussion and Analysis of Results and Financial Condition

Some progress has been made on the key issues being watched closely by Governing Council, particularly the dynamics of inflation and wage growth. This progress reinforces Governing Council's view that higher interest rates will be warranted over time, although some monetary policy accommodation will still be needed to keep inflation on target. The Bank will also continue to monitor the economy's sensitivity to interest rate movements and the evolution of economic capacity. In this context, Governing Council will remain cautious with respect to future policy adjustments, guided by incoming data.

COMPANY MARKET OUTLOOK

First quarter sales activity fell both nationally and regionally year-over-year, in part due to an observed "pull-ahead" in transactions at the end of 2017. Buyers had sought to solidify home purchases before the new Office of the Superintendent of Financial Institutions' (OSFI) mortgage rules came into effect on January 1, 2018. As sales in the detached home market have dampened more significantly compared to the brisk condominium market, the decline in year-over-year average price appreciation is reflecting a higher volume of less valuable properties being sold compared to the Prior Year Quarter.

Buyers in the GTA hesitated in making purchases during the Quarter as they waited to gauge the effects of the new federal mortgage refinancing rules. This trend coupled with eroding affordability have contributed to a continued slowdown in the GTA market. As the GTA represents approximately 30% of the national market, the decline in unit sales depressed the overall performance of the Canadian residential market. The MLS® Home Price Index Composite Benchmark in March was down by 1.5% on a year-over-year basis for the GTA. Ontario's strong economy, low unemployment rate, low housing supply and population growth should contribute to improving sales activity later in the year.

British Columbia's 2018 budget announced on February 20, 2018 included new tax policy focusing on foreign buyers, homeowners of properties that have a value more than \$3 million and homeowners who reside outside of the province. For the Quarter, Greater Vancouver saw a double-digit decline in sales compared to last year. However, The MLS® Home Price Index composite benchmark price for all residential properties in Metro Vancouver for March 2018 showed a 16.1 per cent increase over March 2017 and a 1.1 per cent increase compared to February 2018. Low sales volume did not improve inventory as the region posted the lowest number of first quarter listings since 2013. Low inventory in both Greater Vancouver and the GTA are expected to be long-term drivers of national price appreciation.

During the Quarter, the Greater Montreal Area saw its 15th consecutive quarterly increase in sales volume and posted its highest first quarter sales volume in seven years. Data for all three housing segments provided by the local board showed price gains ranging from 3%-7%. The region's high level of buyer activity has continued to tighten inventory as the number of active listings decreased for the tenth consecutive quarter.

Management's Discussion and Analysis of Results and Financial Condition

First Quarter Operating Results and Cash Flows

(Unaudited)
(in 000's) except per Share amounts and
number of REALTORS®;
For three months ended March 31,

	2018	2017
Royalties		
Fixed franchise fees	\$ 6,911	\$ 6,651
Variable franchise fees	2,570	2,599
Premium franchise fees	989	1,159
	10,470	10,409
Less:		
Administration	354	537
Management fee	1,889	1,844
Interest expense	672	654
Cash Flow from Operations	7,555	7,374
Impairment and write-off of intangible assets	-	(52)
Amortization of intangible assets	(2,009)	(2,130)
Interest on Exchangeable units	(1,452)	(1,428)
Loss on fair value of Exchangeable Units	(2,928)	(1,365)
Gain on interest rate swap	59	50
Loss on fair value of purchase obligation	(518)	(74)
Earnings before income taxes	707	2,375
Current income tax expense	1,202	1,166
Deferred income tax recovery	(130)	(70)
Net and comprehensive earnings (loss)	\$ (365)	\$ 1,279
Basic earnings (loss) per Share	\$ (0.04)	\$ 0.13
Diluted earnings (loss) per Share	\$ (0.04)	\$ 0.13
Cash Flow from Operations per share on a diluted basis	\$ 0.59	\$ 0.58
Number of REALTORS®	18,708	18,077

Cash Flow Information
(in 000's)

Cash provided by (used for):		
Operating activities	\$ 3,721	\$ 3,409
Investing activities	(8,530)	(7,525)
Financing activities	3,999	4,319

Management's Discussion and Analysis of Results and Financial Condition

During the Quarter, the Company generated a net loss of \$0.4 million and CFFO of \$7.6 million, as compared to net earnings of \$1.3 million and CFFO of \$7.4 million for the Prior Year Quarter.

Royalties for the Quarter totaled \$10.5 million, compared to \$10.4 million for the Prior Year Quarter. Fixed franchise fees represented 66% of royalties for the Quarter (Prior Year Quarter – 64%). Royalties increased due primarily to an increase in the number of REALTORS® in the Company Network.

Fixed franchise fees for the Quarter increased by 4% as compared to the Prior Year Quarter, due to the increase in the REALTOR® base resulting from the acquisition of Franchise Agreements on January 1, 2018 representing 563 REALTORS®.

Variable franchise fees for the Quarter decreased by 1%, as a result of decrease in the transactional dollar volume of the Canadian Market driven by the weak GTA market, mainly as a result of significant decline in sales activity throughout GTA compared to the Prior Year Quarter. This significant decline was substantially offset by the larger REALTOR® base in the Quarter.

Premium franchise fees are derived from the 21 franchise locations servicing the GTA Market, which pay premium franchise fees ranging from 1% to 5% of the location's Gross Revenue. Premium franchise fees for the Quarter have decreased by 15%, compared to the Prior Year Quarter consistent with the decrease in the segments of the underlying GTA market serviced by those locations.

Administration expenses of \$0.4 million for the Quarter were lower than for the Prior Year Quarter primarily due to lower bad debt expense.

Management fee expense of \$1.9 million for the Quarter, calculated in accordance with the MSA, increased slightly in the Quarter as compared to the Prior Year Quarter, due to the increase in royalties and reduction in administration expense.

Interest expense was consistent with the Prior Year Quarter.

Amortization of Intangible Assets for the Quarter totaled \$2.0 million, a decrease of 6% compared to the Prior Year Quarter as a result of certain Franchise Agreements being fully amortized.

Interest on Exchangeable Units represents the distributions to Exchangeable Unitholders. For the Quarter, total distributions amounted to \$0.44 per Exchangeable Unit (Prior Year Quarter – \$0.43). Distributions to Exchangeable Unitholders are determined with reference to dividends paid on BRESI's Restricted Voting Shares.

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 March 31, 2018, the Company's Restricted Voting Shares were valued at \$17.40 per share compared to \$16.52 at December 31, 2017, resulting in a loss of \$2.9 million. This loss represents an increase in 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 \$15.77 at December 31, 2016 to \$16.18 at March 31, 2017, resulting in a loss of \$1.4 million.

Gain on interest rate swap of \$0.1 million is a non-cash item which represents the change in fair value of the Interest Rate Swap entered into on October 27, 2014 by the Company. The interest rate swap fixes the annual interest rate on the Company's Term Facility at 3.64%.

Loss on fair value of purchase obligation of \$0.5 million represents an increase in the liability to the Manager related to Franchise Agreements purchased on January 1, 2018. The increase in the liability is as a result of certain of those underlying franchisees increasing the number of REALTORS® operating under those Franchisee Agreements in excess of the number estimated on the date the Franchise Agreements were acquired.

Income Tax Expense The effective income tax rate paid by the Company for the Quarter was in excess of 100% (Prior Year Quarter– 46.2%). The Company's effective income tax rate in the interim condensed consolidated statement of net and comprehensive earnings (loss) 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 income but excluded from the determination of taxable income. Items included in determining net earnings that are not included in determining taxable income include, among other things, non-deductible amortization of intangible assets, interest on Exchangeable Units and fair valuation adjustments on Exchangeable Units.

Management's Discussion and Analysis of Results and Financial Condition

Cash provided by operating activities increased to \$3.7 million compared to \$3.4 million in the Prior Year Quarter due primarily to higher CFFO and a smaller increase in non-cash working capital.

Cash used in investing activities reflects higher amounts paid related to the acquisition of intangible assets in the Year as compared to Prior Year Quarter.

Cash provided by financing activities decreased by \$0.3 million compared to the Prior Year Quarter due to lower debt borrowings and higher dividend payments to holders of Restricted Voting Shares.

Summary of Quarterly Results and Cash Flow from Operations

(Unaudited)
(in 000's) except per Share amounts and
number of REALTORS®;

	2018			2017			2016		
For three months ended,	Mar. 31	Dec. 31	Sept. 30	June 30	Mar. 31	Dec. 31	Sept. 30	June 30	
Royalties									
Fixed franchise fees	\$ 6,911	\$ 6,704	\$ 6,741	\$ 6,720	\$ 6,651	\$ 6,414	\$ 6,393	\$ 6,365	
Variable franchise fees	2,570	1,420	3,226	3,608	2,599	1,549	3,757	3,041	
Premium franchise fees	989	1,342	2,268	1,800	1,159	1,639	2,417	1,463	
	10,470	9,466	12,235	12,128	10,409	9,602	12,567	10,869	
Less:									
Administration	354	110	163	6	537	308	252	203	
Management fee	1,889	1,750	2,288	2,296	1,844	1,734	2,331	2,003	
Interest expense	672	609	626	643	654	627	662	653	
Cash Flow from Operations	7,555	6,997	9,158	9,183	7,374	6,933	9,322	8,010	
Recovery / (impairment and write-off) of intangible assets, net	–	(61)	709	(52)	(52)	–	(77)	(34)	
Amortization of intangible assets	(2,009)	(1,959)	(1,989)	(2,059)	(2,130)	(2,155)	(2,318)	(2,505)	
Interest on Exchangeable units	(1,452)	(1,451)	(1,444)	(1,427)	(1,428)	(1,428)	(1,428)	(1,427)	
Gain / (loss) on fair value of Exchangeable Units	(2,928)	266	(333)	(1,064)	(1,365)	2,762	(5,391)	(1,531)	
Gain on interest rate swap	59	142	547	420	50	621	177	136	
Gain / (loss) on fair value of purchase obligation	(518)	113	213	(104)	(74)	(167)	311	(248)	
Earnings before income taxes	707	4,047	6,861	4,897	2,375	6,566	596	2,401	
Current income tax expense	1,202	1,100	1,516	1,498	1,166	1,063	1,524	1,270	
Deferred income tax expense / (recovery)	(130)	69	388	69	(70)	176	110	(31)	
Net and comprehensive earnings (loss)	\$ (365)	\$ 2,878	\$ 4,957	\$ 3,330	\$ 1,279	\$ 5,327	\$ (1,038)	\$ 1,162	
Basic earnings (loss) per Share	\$ (0.04)	\$ 0.30	\$ 0.52	\$ 0.35	\$ 0.13	\$ 0.56	\$ (0.11)	\$ 0.12	
Diluted earnings (loss) per Share	\$ (0.04)	\$ 0.30	\$ 0.52	\$ 0.35	\$ 0.13	\$ 0.31	\$ (0.11)	\$ 0.12	
Cash Flow from Operations per share on a diluted basis	\$ 0.59	\$ 0.55	\$ 0.71	\$ 0.72	\$ 0.58	\$ 0.54	\$ 0.73	\$ 0.63	
Number of REALTORS®	18,708	18,135	18,117	18,116	18,077	17,580	17,538	17,405	

Management's Discussion and Analysis of Results and Financial Condition

For the twelve months ended March 31, 2018, the Company generated CFFO of \$2.57 per Share, as compared to \$2.47 per Share generated during the twelve months ended March 31, 2017. A summary of the Company's CFFO generated over the last eight quarters on a rolling twelve months' basis is presented in the table below.

ROLLING TWELVE-MONTH CASH FLOW FROM OPERATIONS

(Unaudited)

For twelve months ended,

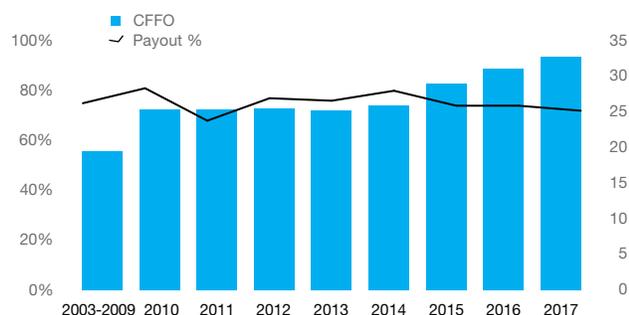
	2018		2017			2016		
(in 000's) except per Share amounts	Mar. 31	Dec. 31	Sept. 30	June 30	Mar. 31	Dec. 31	Sept. 30	June 30
Royalties	\$ 44,299	\$ 44,238	\$ 44,374	\$ 44,706	\$ 43,447	\$ 42,436	\$ 42,372	\$ 41,370
Less:								
Administration	633	816	1,014	1,103	1,300	1,058	1,002	1,098
Management fee	8,223	8,178	8,162	8,205	7,912	7,754	7,755	7,539
Interest expense	2,550	2,532	2,550	2,586	2,596	2,606	2,599	2,577
	32,893	32,712	32,648	32,812	31,639	31,018	31,016	30,156
Cash Flow from Operations per Share	\$ 2.57	\$ 2.55	\$ 2.55	\$ 2.56	\$ 2.47	\$ 2.42	\$ 2.42	\$ 2.35

The Company's operations have generated significant cash flows with \$363.7 million of CFFO generated since inception, of which \$273.8 million has been distributed to shareholders and Exchangeable Unitholders or used to pay current income taxes. The remaining \$89.9 million retained by the Company plus funds generated from working capital and net borrowings has been used to acquire Franchise Agreements, and to repurchase Restricted Voting Shares in 2008 and 2009.

The chart below presents a summary of the CFFO generated by the Company since inception and the percentage payout of these amounts to shareholders and the Exchangeable Unitholders of the Company (in the form of dividends to shareholders and interest to the Exchangeable Unitholders) and for income taxes.

CASH FLOW FROM OPERATIONS

(Years ended December 31, in \$ millions)



Management's Discussion and Analysis of Results and Financial Condition

The table below presents a reconciliation of cash flow from operating activities, as presented in the consolidated statements of cash flows, to cash flows from operations, a measure used by the management of the Company to assess performance.

CASH FLOW FROM OPERATING ACTIVITIES RECONCILED TO CASH FLOW FROM OPERATIONS

(Unaudited) (\$ 000's)	2018	2017				2016			
For three months ended,	Mar.31	Dec.31	Sept.30	June 30	Mar.31	Dec.31	Sept.30	June 30	
Cash flow from operating activities	\$ 3,721	\$ 4,415	\$ 6,695	\$ 6,541	\$ 3,409	\$ 4,732	\$ 7,077	\$ 5,005	
Add (deduct):									
Interest on Exchangeable Units	1,452	1,451	1,444	1,427	1,428	1,427	1,428	1,427	
Income taxes paid	1,602	1,225	1,225	1,304	1,561	1,122	1,102	1,265	
Changes in non-cash working capital items	790	(107)	(202)	(70)	987	(338)	(275)	332	
Interest expense	(2,093)	(2,044)	(2,051)	(2,039)	(2,031)	(2,032)	(2,043)	(2,023)	
Interest paid	2,083	2,057	2,047	2,020	2,020	2,022	2,033	2,004	
CFFO	\$ 7,555	\$ 6,997	\$ 9,158	\$ 9,183	\$ 7,374	\$ 6,933	\$ 9,322	\$ 8,010	

CFFO represents operating income before deducting amortization and net impairment or recovery of intangible assets.

CFFO does not have a standardized meaning under IFRS and, accordingly, may not be comparable to similar measures used by other companies. Management believes that CFFO is a useful supplemental measure of performance as it provides investors with an indication of the amount of pre-tax cash generated from operations and available to holders of Restricted Voting Shares and Exchangeable Unitholders, and to meet cash tax obligations. Investors are cautioned, however, that CFFO should not be interpreted as an alternative to using net earnings (as a measure of profitability) or cash provided by operating activities (as a measure for cash flows) to evaluate the Company's financial performance.

The Company has paid out, in the past, and could pay out, in any given period, cash in excess of net earnings to shareholders as a significant portion of the Company's operating expenses is made up of non-cash amortization of intangible assets and other non-cash charges to net earnings. Management does not view the payment of cash in excess of net earnings as an economic return of capital as these intangible assets and other non-cash charges are not expected to require a further cash outlay in the future. The value of intangible assets is dependent upon the Company's ability to retain and renew the underlying Franchise Agreements and to ensure the ongoing integrity of the Trademarks. The Company has not paid out all of the CFFO to shareholders as the cash generated in excess of these amounts has been used to fund the acquisition of Franchise Agreements, pay distributions to the Exchangeable Unitholders, fund the purchase of shares under normal course issuer bids and pay liabilities as they come due. It is management's expectation, at the discretion of the Board, that for the foreseeable future, cash distributions to shareholders in the form of dividends will continue, and the remaining cash flow will be used to fund acquisitions and pay distributions to the Exchangeable Unitholders.

Debt Facilities

As at March 31, 2018 the Company's \$78.0 million financing is comprised of the following three arrangements, maturing February 17, 2020.

- A \$53.0 million term facility (the "Term Facility"). The Term Facility bears interest at a variable rate of Banker's Acceptances ("BAs") +1.70% or Prime + 0.5%, which the Company has swapped to a fixed rate of 3.64%. The swap contract matures on October 28, 2019;
- A \$20.0 million acquisition facility (the "Acquisition Facility") to support acquisitions pursued by the Company, bearing interest at a variable rate of BAs +1.70% or Prime + 0.5%. A standby fee of 0.15% applies on undrawn amounts under this facility; and
- A \$5.0 million revolving operating facility (the "Operating Facility") to meet the Company's day-to-day operating requirements, bearing interest at a variable rate of BAs +1.70% or Prime + 0.5%.

Borrowings under each of these arrangements 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 5:1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 2.5:1 as defined under the loan agreement. Consolidated EBITDA is defined as operating income before deducting amortization and net impairment or recovery of intangible assets. Senior Indebtedness is defined as borrowings on the Company's debt facilities. Senior Interest Expense is defined as interest on Senior Indebtedness. As at March 31, 2018 the company is compliant with these covenants.

Management's Discussion and Analysis of Results and Financial Condition

Liquidity

Cash Flow from Operations is the largest source of liquidity for the Company. CFFO is derived substantially from royalties received under Franchise Agreements. Given that Franchisees are contractually obligated to pay royalties 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, will generate sufficient cash flow, along with its non-cash working capital and capital resources, for the Company to meet its operating commitments.

The Company's ability to grow its CFFO is dependent upon the ability of the Manager to increase the size of the Network, which it can do by, a) supporting Franchisees in their efforts to recruit REALTORS® to their Brokerages, b) assisting Franchisees to acquire Brokerages from outside the Network and, c) entering into new Franchise Agreements which can then be purchased by the Company under the terms of the MSA. Under the terms of the MSA the Company purchases new Franchise Agreements subject to a) the Franchise Agreements meeting specific criteria as outlined in the MSA, and b) the Company having sufficient liquidity to complete any purchase of Franchise Agreements. The Company has entered into the Acquisition Facility specifically to provide capital resources to purchase Franchise Agreements from the Manager. The Company meets regularly with the Manager during the year to determine the Manager's progress in entering into new Franchise Agreements.

For the Quarter, the Company funded the purchase of Franchise Agreements primarily through \$7.2 million in borrowings under its available debt facilities. The Company generated sufficient CFFO during the Quarter (after payment of dividends, distributions and its operating obligations) to pay \$1.5 million to settle the purchase obligation outstanding for Franchise Agreements acquired on January 1, 2017, under the Royal LePage and Via Capitale brand. The Company anticipates using its debt facilities to fund the purchase of Franchise Agreements in the future with repayments of any borrowings to be funded using CFFO.

WORKING CAPITAL

Changes in the Company's net working capital are primarily driven by Cash Flow from Operations, the recording of obligations arising from the purchase of Franchise Agreements and the settlement of these obligations and payment of dividends and interest.

Overall, working capital decreased by \$0.4 million from \$3.8 million as at December 31, 2017, to \$3.4 million as at March 31, 2018. The decrease in working capital resulted primarily from:

- A \$0.8 million decrease in cash;
- A \$0.4 million increase in accounts receivable as a result of higher royalties earned in the Quarter and specific Franchisees who late-paid their March fees early in April;
- A \$0.6 million increase in sales taxes receivable as a result of GST/HST filing relating to the current Quarter, which is yet to be received from Canada Revenue Agency;
- A \$0.4 million decrease in current income tax liability; partly offset by
- A \$0.8 million increase in the purchase obligation as a result of the acquisition of Franchise Agreements on January 1, 2018; and
- A \$0.2 million increase in accounts payable and accrued liabilities as a result of higher managements fees payable to the Manager.

Management's Discussion and Analysis of Results and Financial Condition

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

(Unaudited) (\$ 000's) As at	Mar. 31, 2018	Dec. 31, 2017	Sept. 30, 2017	June 30, 2017	Mar. 31, 2017	Dec. 31, 2016	Sept. 30, 2016	June 30, 2016	Change in Quarter	Change in Year
Current assets										
Cash	\$ 2,648	\$ 3,458	\$ 2,644	\$ 2,622	\$ 3,305	\$ 3,102	\$ 4,799	\$ 3,810	\$ (810)	\$ (657)
Accounts receivable and current portion of notes receivable	4,862	4,492	4,779	5,172	4,849	3,967	4,692	4,773	370	13
Prepaid expenses	164	153	156	147	141	147	142	167	11	23
Current income tax receivable	34	–	–	–	–	–	–	–	34	34
Sales tax receivable	579	–	–	–	–	–	–	–	579	579
	\$8,287	\$ 8,103	\$ 7,579	\$ 7,941	\$ 8,295	\$ 7,216	\$ 9,633	\$ 8,750	\$ 184	\$ (8)
Current liabilities										
Accounts payable and accrued liabilities	\$ 1,014	\$ 803	\$ 867	\$ 1,131	\$ 827	\$ 893	\$ 1,247	\$ 1,112	\$ 211	\$ 187
Purchase obligation	2,284	1,497	1,611	1,825	4,279	3,559	4,787	5,098	787	(1,995)
Current income tax liability	–	400	525	234	40	435	494	72	(400)	(40)
Interest payable to Exchangeable Unitholders	484	484	484	476	476	476	476	476	–	8
Dividends payable to Restricted Voting shareholders	1,067	1,067	1,067	1,027	1,027	1,027	1,027	1,027	–	40
	4,849	4,251	4,554	4,693	6,649	6,390	8,031	7,785	598	(1,800)
Net working capital	\$ 3,438	\$ 3,852	\$ 3,025	\$ 3,248	\$ 1,646	\$ 826	\$ 1,602	\$ 965	\$ (414)	\$ 1,792

Cash and Capital Resources

A summary of cash and capital resources available to the Company as at March 31, 2018 and December 31, 2017 is presented below:

(Unaudited) (in 000's) As at	March 31, 2018	December 31, 2017
Cash	\$ 2,648	\$ 3,458
Term Facility	–	–
Acquisition Facility	–	7,200
Operating Facility	5,000	5,000
Net borrowing capacity	\$ 5,000	\$ 12,200
Available resources	\$ 7,648	\$ 15,658

As at March 31, 2018, the Company has drawn \$20.0 million on the Acquisition Facility. This represents a decrease of \$7.2 million in net borrowing capacity as a result of the Company borrowing \$7.2 million on the Acquisition Facility on January 1, 2018 to fund the acquisition of certain Franchise Agreements from the Manager.

In addition to the capital resources included in the table above, the Company generates substantial CFFO which can be used to fund dividend payments and interest on Exchangeable Units, to acquire Franchise Agreements and to repay amounts owing under the debt facilities.

Management's Discussion and Analysis of Results and Financial Condition

Commitments

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

(Unaudited) As at March 31,	2018	2019	2020	2021	Beyond 2021	Total
Accounts payable and accrued liabilities	\$ 1,014	\$ –	\$ –	\$ –	\$ –	\$ 1,014
Purchase obligation	2,284	–	–	–	–	2,284
Interest payable to Exchangeable Unitholders	484	–	–	–	–	484
Dividends payable to shareholders	1,067	–	–	–	–	1,067
Interest on long-term debt	1,911	2,548	425	–	–	4,884
Debt facilities	–	–	73,000	–	–	73,000
Exchangeable Units	–	–	–	–	57,901	57,901
Total	\$ 6,760	\$ 2,548	\$ 73,425	\$ –	\$ 57,901	\$ 140,634

On January 1, 2018, the Company acquired 34 Franchise Agreements under the Royal LePage Brand and four Franchise Agreements under the Via Capitale Brand representing a total of 563 agents from the Manager for an estimated purchase price of \$8.8 million. A payment of \$7.1 million (approximating 80% of the estimated purchase price) plus applicable taxes was paid on January 3, 2018. The remainder is to be paid after the final purchase price is determined on October 31, 2018 (a "Determination Date").

During the first quarter of 2018, the Company finalized the purchase price with respect to the acquisitions of Franchise Agreements in 2017. In February, the Company paid \$1.5 million to the Manager related to those acquisitions.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Transactions with Related Parties

As at the date of this MD&A, BBP controlled approximately 28.4% of the Company through its ownership of the Exchangeable Units of the Partnership and 315,000 Restricted Voting Shares. The Exchangeable Units were issued by the Company at its inception to affiliates of BBP as consideration for certain assets purchased from those affiliates. These assets included the Trademarks and Franchise Agreements related to the business of its Royal LePage residential real estate brokerage franchise operations.

The Manager operates 23 corporately owned Royal LePage residential Brokerage locations. These locations are serviced by 1,965 REALTORS® with 1,349 REALTORS® operating out of 14 locations in the GTA market and 616 REALTORS® operating from 9 locations in the Greater Vancouver market. All of the Franchise Agreements associated with the corporately owned Brokerages have been purchased by the Company.

All of the corporately owned operations operate under Franchise Agreements with standard fixed and variable franchise fees. The GTA based locations are up for renewal in 2023, while the Greater Vancouver operations are up for renewal between 2023-2024. Included in the GTA based Franchise Agreement is an obligation to pay premium franchise fees ranging from 1% to 5% of Gross Revenue for 11 of the 14 locations until August 2018. Including amounts received from the corporately owned Brokerage, premium franchise fees represented 9% of royalties in the Quarter (Prior Year Quarter– 11%). The Company will no longer receive premium franchise fees after August 2018 when the obligation to pay those fees expires.

The management of the Company is provided by the Manager under the terms of the MSA. The Manager is a company controlled by the Exchangeable Unitholders. Under the MSA, the Manager provides certain management, administrative and support services to the Company and its subsidiaries and in return is paid a monthly fee equal to 20% of the distributable cash flow of the Company. The Manager can earn an additional fee for net organic recruitment growth, which closely aligns the Manager and the Company's goals with growing the underlying network of REALTORS®. The MSA also provides the manager with the ability to sell other branded Canadian franchisees that it may acquire to the Company based on a pre-determined formula. The MSA was effective January 1, 2014, with an initial five-year term expiring on December 31, 2018. On expiry, the MSA will automatically renew for an additional five-year term unless the Company or the Manager provide notice of their intention to terminate the MSA at least six months prior to expiry. Should the MSA not be renewed, the Company would be required to enter into an alternate arrangement for the provision of the services currently performed by the Manager.

Management's Discussion and Analysis of Results and Financial Condition

The MSA prescribes the conditions under which the Company purchases Franchise Agreements from the Manager and the formula for calculating the purchase price. The final purchase price for existing Brands is based on, among other things, the average annual royalties earned over a specified one-year period, with 80% of the purchase price payable upon acquisition and the remaining balance to be paid at a later date, subject to adjustment.

On January 1 of each year, (or such other time as the Board may deem appropriate), the Company may, subject to approval by the Board and meeting certain criteria detailed in the MSA, purchase Royal LePage and Via Capitale Franchise Agreements entered into by the Manager prior to October 31 of the previous year. The acquisition amount is determined in accordance with a formula detailed in the MSA. The acquisition costs may be satisfied by way of cash or issuance of Exchangeable Units or Restricted Voting Shares, at the option of the Company.

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 consolidated financial statements.

On January 1, 2017, the Company acquired 51 Franchise Agreements under the Royal LePage Brand and four Franchise Agreements under the Via Capitale Brand, representing a total of 568 REALTORS®, from the Manager for an estimated purchase price of \$8.2 million. A payment of \$6.6 million (approximating 80% of the estimated purchase price) plus applicable taxes was paid on January 6, 2017. The remainder is to be paid in 2018.

On January 1, 2018, the Company acquired 34 Franchise Agreements under the Royal LePage Brand and four Franchise Agreements under the Via Capitale Brand, representing a total of 563 REALTORS®, from the Manager for an estimated purchase price of \$8.8 million. A payment of \$7.1 million, approximating 80% of the estimated purchase price, plus applicable taxes was paid on January 3, 2018. The remainder is to be paid after the final purchase price is determined on October 31, 2018.

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 preparation of financial statements requires management to select appropriate accounting policies and to make judgments, 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 interim condensed consolidated financial statements require the determination 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 purchase obligations and 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 prepared in a manner consistent with prior periods, and management is not aware of any trends, commitments, events or uncertainties that will materially affect the methodology or assumptions utilized in these interim condensed consolidated financial statements. The estimates are impacted by, among other things, movements in interest rates, and cash flow forecasts, which are judgements and are uncertain. The interrelated nature of these factors prevents management from quantifying the overall impact of these movements on the Company's interim condensed 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 JUDGMENTS IN APPLYING ACCOUNTING POLICIES

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

Management's Discussion and Analysis of Results and Financial Condition

Accounting for Franchise Agreements

The critical judgment made in accounting for the acquisition of Franchise Agreements is determining whether the acquisition is considered the acquisition of assets or a business. In applying the guidance in IFRS 3, Business Combinations ("IFRS 3"), the Company must evaluate whether the acquisition includes both inputs and processes and whether the integration of acquired inputs and processes into current processes of the Company would meet the definition of a business. The Company has evaluated the criteria included in IFRS 3 and determined that the acquisition of Franchise Agreements is an acquisition of assets as no processes are acquired in respect of the Franchise Agreements. In addition, the Company must apply judgment with respect to the accounting for the purchase obligation in connection with the purchase of Franchise Agreements. The Company has determined that the purchase obligation is an embedded derivative instrument in a non-financial host contract, whereby the value changes in response to changes in the estimated royalty expected to be earned under the Franchise Agreement and the actual royalty earned during the determination period. The Company records any change in the fair value of this financial liability in the interim condensed consolidated statement of net and comprehensive earnings.

Impairment of Intangible Assets and recovery of impairment

Under IAS 36, Impairment of Assets, the Company ensures that the carrying value of intangible assets are not more than their recoverable amount (i.e. the higher of; a) fair value less costs of disposal, and b) value-in-use). The Company regularly reviews intangible assets to determine whether indicators of impairment exist on individual Franchise Agreements and Trademarks. When reviewing indicators of impairment for Franchise Agreements, the Company considers certain factors including, royalties earned, term to maturity, historical REALTOR® count, collectability of receivables and underlying market conditions. Where indicators of impairment exist, the Company recognizes impairment charges if the carrying amount of a Franchise Agreement exceeds its recoverable amount or if the recovery of the carrying amount is no longer reasonably assured. 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 and is recorded as a recovery of impairment.

Financial Instruments

The Company's financial instruments consist of cash, accounts receivable, notes receivable, accounts payable and accrued liabilities, purchase obligation, current income tax liability, interest payable to Exchangeable Unitholders, dividends payable to holders of Restricted Voting Shares, debt facilities, interest rate swap liability and Exchangeable Unit liability.

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. 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 impairment should be recorded.

On October 27, 2014, the Company entered into an interest rate swap arrangement to fix the interest rate on the Company's \$53.0 million Term Facility at 3.64% to October 28, 2019. The Company's Term Facility matures on February 17, 2020.

The Company is exposed to the risk of interest rate fluctuations on its \$20.0 million Acquisition Facility and \$5.0 million Operating Facility as the interest rates on these facilities are based on Prime or Banker's Acceptance interest rates. As at March 31, 2018, the Company has drawn \$20 million on the Acquisition Facility, and nil on the Operating Facility.

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 conclude that these DC&P were adequate and effective as at March 31, 2018. 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.

Management's Discussion and Analysis of Results and Financial Condition

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 interim condensed 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 March 31, 2018. The design of ICFR is undertaken in accordance with the 2013 COSO framework.

Outstanding Restricted Voting Shares

BRESI is authorized to issue an unlimited number of Restricted Voting Shares, an unlimited number of preferred shares and one Special Voting Share. As of May 7, 2018 BRESI 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 BRESI, and holders of BRESI's Restricted Voting Shares are entitled to dividends declared and distributed by BRESI.

The Special Voting Share is owned by BBP 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 residential real estate brokerage industry and the business of the Company are outlined in the Company's Annual Information Form, which is available at www.sedar.com and on the Company's website at www.brookfieldresinc.com under Investor Centre/Other Disclosure Reports. Additional discussion regarding these risks as appropriate is provided in this MD&A.

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 "anticipates", "attract", "are", "began", "believes", "boosted", "can", "continue(s)", "continued", "could", "decreasing", "escalating", "estimated", "estimates", "expected", "expects", "forecast(s)", "foreseeable", "further", "future", "generally", "grow", "growing", "growth", "improve", "improving", "increase", "objective(s)", "ongoing", "outlook", "may", "momentum", "potential", "project", "prompted", "projected", "projection", "provide(s)", "provided", "proving", "remain", "reflects", "responded", "retain", "seeks", "settling", "strives", "support", "tends", "typically", "uncertainty", "will", 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: a change in general economic conditions (including interest rates, consumer confidence, commodity prices, real estate legislation and regulations and other general economic factors or indicators), the level of residential real estate transactions, the availability of attractive investment opportunities, the average rate of commissions charged, 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 royalty revenue from the Company's Network, availability to generate sufficient cash flows in the future to pay dividends to holders of Restricted Voting Shares and interest to Exchangeable Unitholders, ability to acquire, renew and/or extend Franchise Agreements, the ability to increase fees, the 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, the availability of equity and debt financing, conversion of Exchangeable Units into Restricted Voting Shares, a change in tax law 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.sedar.com. 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, regulatory developments and the ability to obtain financing on acceptable terms. 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 forward-looking statements in this MD&A are made as of the date of this MD&A and 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.

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Supplemental Information – Dividends Declared History

(per Restricted Voting Share*)

Month Declared	2010	2011	2012	2013	2014	2015	2016	2017	2018
January	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1000	\$ 0.1083	\$ 0.1083	\$ 0.1125
February	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1000	\$ 0.1083	\$ 0.1083	\$ 0.1125
March	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1000	\$ 0.1083	\$ 0.1083	\$ 0.1125
April	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1000	\$ 0.1083	\$ 0.1083	
May	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1000	\$ 0.1083	\$ 0.1083	
June	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1083	
July	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1083	
August	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1125	
September	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1125	
October	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1125	
November	\$ 0.1170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1042	\$ 0.1083	\$ 0.1125	
December	\$ 0.3170	\$ 0.0920	\$ 0.0920	\$ 0.0920	\$ 0.1000	\$ 0.1083	\$ 0.1083	\$ 0.1125	
	\$ 1.6036	\$ 1.1040	\$ 1.1040	\$ 1.1040	\$ 1.2000	\$ 1.2335	\$ 1.2996	\$ 1.3206	\$ 0.3375

*Amounts declared prior to 2011 represent distributions declared to unitholders, prior to the Company's re-organization from an income trust to a corporate structure on December 31, 2010.

Supplemental Information – Share Performance

(in Canadian dollars)
except shares outstanding
and average daily volume
For three months ended,

	June 30, 2016	Sept. 30, 2016	Dec. 31, 2016	Mar. 31, 2017	June 30, 2017	Sept. 30, 2017	Dec. 31, 2017	Mar.31, 2018
Trading price range of units (TSX: "BRE")								
Close	\$ 14.98	\$ 16.60	\$ 15.77	\$ 16.18	\$ 16.50	\$ 16.60	\$ 16.52	\$ 17.40
High	\$ 15.70	\$ 16.98	\$ 16.72	\$ 16.60	\$ 16.68	\$ 17.60	\$ 16.95	\$ 18.25
Low	\$ 14.30	\$ 14.92	\$ 14.90	\$ 15.68	\$ 15.10	\$ 15.65	\$ 15.79	\$ 16.27
Average daily volume	7,030	9,733	7,623	10,954	11,867	11,144	14,044	13,445
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)	\$ 191,917	\$ 212,671	\$ 202,076	\$ 207,290	\$ 211,390	\$ 212,671	\$ 211,646	\$ 222,920

Management's Discussion and Analysis of Results and Financial Condition

Supplemental Information – Canadian Residential Real Estate Market

For Three months ended	June 30 2016	Sept. 30 2016	Dec. 31 2016	Mar. 31 2017	June 30 2017	Sept. 30 2017	Dec. 31 2017	Mar. 31 2018
Canada								
Transaction dollar volume ¹	\$ 90,569	\$ 65,643	\$ 49,891	\$ 60,948	\$ 88,349	\$ 59,298	\$ 53,860	\$ 48,272
Average selling price	\$ 506,921	\$ 470,259	\$ 480,891	\$ 522,528	\$ 531,057	\$ 478,947	\$ 500,451	\$ 489,959
Number of units sold	178,664	139,590	103,747	116,641	166,364	123,809	107,623	98,523
Number of REALTORS® at period end ²	117,839	119,514	121,212	122,158	123,395	124,041	125,269	–
Housing starts	49,222	49,573	46,250	40,811	50,669	55,486	55,318	42,105
Greater Toronto Area								
Transaction dollar volume ¹	\$ 28,032	\$ 21,403	\$ 17,990	\$ 22,088	\$ 25,600	\$ 13,701	\$ 14,622	\$ 12,576
Average selling price	\$ 746,505	\$ 725,771	\$ 747,559	\$ 873,774	\$ 866,793	\$ 747,096	\$ 759,900	\$ 767,271
Number of units sold	37,551	29,490	24,065	25,279	29,534	18,339	19,242	16,391
Housing starts	10,069	9,614	9,932	10,395	8,381	11,384	8,578	11,702
Greater Vancouver Area								
Transaction dollar volume ¹	\$ 15,150	\$ 7,446	\$ 5,708	\$ 7,416	\$ 12,899	\$ 9,064	\$ 8,381	\$ 6,906
Average selling price	\$ 1,058,700	\$ 912,612	\$ 908,628	\$ 969,893	\$1,075,331	\$1,008,187	\$1,051,173	\$1,040,372
Number of units sold	14,310	8,159	6,282	7,646	11,995	8,990	7,973	6,638
Housing starts	7,759	7,358	5,716	5,269	6,931	5,825	8,179	6,864
Greater Montreal Area								
Transaction dollar volume ¹	\$ 4,413	\$ 2,918	\$ 2,224	\$ 3,887	\$ 5,013	\$ 3,320	\$ 3,946	\$ 4,406
Average selling price	\$ 346,743	\$ 360,648	\$ 360,778	\$ 347,306	\$ 366,784	\$ 376,941	\$ 366,014	\$ 369,475
Number of units sold	12,727	8,091	6,091	11,191	13,668	8,808	10,781	12,311
Housing starts	4,719	5,748	4,576	4,703	5,102	5,981	8,970	4,475

¹ (in millions Canadian dollars)

² CREA Membership data as of March 31, 2018 not available as of MDA date.

Source: CREA, CMHC, TREB

Management's Discussion and Analysis of Results and Financial Condition

For Twelve months ended	June 30 2016	Sept. 30 2016	Dec. 31 2016	Mar. 31 2017	June 30 2017	Sept. 30 2017	Dec. 31 2017	Mar. 31 2018
Canada								
Transaction dollar volume ¹	\$ 254,227	\$ 261,202	\$ 262,963	\$ 267,051	\$ 264,831	\$ 258,486	\$ 262,455	\$ 249,779
Average selling price	\$ 476,205	\$ 485,295	\$ 490,495	\$ 495,786	\$ 503,155	\$ 506,278	\$ 510,179	\$ 503,263
Number of units sold	533,860	538,234	536,118	538,642	526,342	510,561	514,437	496,319
Housing starts	184,468	181,303	180,647	185,856	187,303	193,216	202,284	203,578
Greater Toronto Area								
Transaction dollar volume ¹	\$ 72,531	\$ 77,950	\$ 82,702	\$ 89,513	\$ 87,081	\$ 79,379	\$ 76,011	\$ 66,499
Average selling price	\$ 675,448	\$ 703,558	\$ 727,210	\$ 769,112	\$ 803,567	\$ 816,514	\$ 822,681	\$ 822,682
Number of units sold	107,382	110,794	113,725	116,385	108,368	97,217	92,394	83,506
Housing starts	42,545	39,659	39,027	40,010	38,322	40,092	38,738	40,045
Greater Vancouver Area								
Transaction dollar volume ¹	\$ 47,675	\$ 45,597	\$ 41,584	\$ 35,720	\$ 33,468	\$ 35,086	\$ 37,759	\$ 37,249
Average selling price	\$ 1,002,566	\$1,017,336	\$1,017,221	\$ 981,394	\$ 981,996	\$1,004,955	\$1,031,546	\$1,031,547
Number of units sold	47,553	44,820	40,880	36,397	34,082	34,913	36,604	35,596
Housing starts	25,765	27,825	27,914	26,102	25,274	23,741	26,204	27,799
Greater Montreal Area								
Transaction dollar volume ¹	\$ 13,356	\$ 13,634	\$ 13,078	\$ 13,442	\$ 14,042	\$ 14,444	\$ 16,166	\$ 16,685
Average selling price	\$ 342,400	\$ 345,628	\$ 348,654	\$ 352,801	\$ 359,671	\$ 363,298	\$ 364,510	\$ 364,511
Number of units sold	39,007	39,447	37,510	38,100	39,041	39,758	44,448	45,568
Housing starts	19,580	18,740	17,834	19,746	20,129	20,362	24,756	24,528

¹ (in millions Canadian dollars)
Source: CREA, CMHC, TREB

Management's Discussion and Analysis of Results and Financial Condition

Supplemental Information – Cash Flow from Operations

CASH FLOW FROM OPERATIONS AND ITS UTILIZATION SINCE COMPANY INCEPTION

(Unaudited) (\$ 000's)			Canadian GAAP			
	Total	Three months ended Mar. 31, 2018	Year ended Dec. 31, 2017	Year ended Dec. 31, 2016	Jan. 1, 2010 to Dec. 31, 2015	Aug. 7, 2003 to Dec. 31, 2009
Royalties	\$ 511,662	\$ 10,470	\$ 44,238	\$ 42,436	\$ 223,388	\$ 191,130
Less:						
Administration	15,673	354	816	1,058	9,053	4,392
Management fee	93,272	1,889	8,178	7,754	40,607	34,844
Interest Expense	39,032	672	2,532	2,606	17,790	15,432
Cash Flow from Operations	363,685	7,555	32,712	31,018	155,938	136,462
Less:						
Dividends to shareholders	176,565	3,201	12,485	12,325	71,683	76,871
Interest to Exchangeable Unitholders	69,982	1,452	5,750	5,710	31,243	25,827
Current Income tax expense	27,245	1,202	5,280	4,893	15,870	–
Total distributions and current income taxes	273,792	5,855	23,515	22,928	118,796	102,698
Cash Flow from Operations less total distributions and current income taxes	89,893	1,700	9,197	8,090	37,142	33,764
Less: Funding of acquisitions	98,715	8,561	10,137	9,429	45,444	25,144
Less: Purchase of units under NCIB	4,096	–	–	–	–	4,096
Cash Flow from Operations less funding of acquisitions	\$ (12,918)	\$ (6,861)	\$ (940)	\$ (1,339)	\$ (8,302)	\$ 4,524
Working capital and net borrowings	15,566	6,051	1,296	(1,204)	7,105	2,318
Change in Period	\$ 2,648	\$ (810)	\$ 356	\$ (2,543)	\$ (1,197)	\$ 6,842
Cash balance, beginning of Period	–	\$ 3,458	\$ 3,102	\$ 5,645	\$ 6,842	–
Cash balance, end of Period	\$ 2,648	\$ 2,648	\$ 3,458	\$ 3,102	\$ 5,645	\$ 6,842
Distributions payment rate ¹	75%	77%	72%	74%	76%	75%

¹ This represents the total distributions paid and current income taxes accrued as a percentage of Cash Flow from Operations.

CASH FLOW FROM OPERATING ACTIVITIES RECONCILED TO CASH FLOW FROM OPERATIONS

(Unaudited) (\$ 000's)			Canadian GAAP			
	Total	Year ended Mar. 31, 2018	Year ended Dec. 31, 2017	Year ended Dec. 31, 2016	Jan. 1, 2010 to Dec. 31, 2015	Aug. 7, 2003 to Dec. 31, 2009
Cash Flow from Operating activities	\$ 271,597	\$ 3,721	\$ 21,060	\$ 20,148	\$ 89,879	\$ 136,789
Add (deduct):						
Changes in non-cash working capital items	2,792	790	608	111	515	768
Interest on Exchangeable Units	44,155	1,452	5,750	5,710	31,243	–
Income taxes paid	31,428	1,602	5,315	5,098	19,413	–
Interest on Trust units	15,212	–	–	–	15,212	–
Change in accrued interest expense	(1,499)	(10)	(21)	(49)	(324)	(1,095)
Cash Flow From Operations	\$ 363,685	\$ 7,555	\$ 32,712	\$ 31,018	\$ 155,938	\$ 136,462

Management's Discussion and Analysis of Results and Financial Condition

Supplemental Information – Selected Operating Information

As at	June 30, 2016	Sept. 30, 2016	Dec. 31, 2016	Mar. 31, 2017	June 30, 2017	Sept. 30, 2017	Dec. 31, 2017	Mar. 31, 2018
Number of REALTORS®	17,405	17,538	17,580	18,077	18,116	18,117	18,135	18,708
Number of locations	670	668	667	675	669	662	658	677
Number of franchise agreements	303	302	297	302	297	294	293	297

Supplemental Information – Acquisitions

Year acquired by the Company (\$ millions) except number of REALTORS®	2018	2017	2016	2015	2014	2013	2012	2011	2010
Estimate purchase price									
Royal LePage	\$ 8.6	\$ 7.7	\$ 6.0	\$ 19.3	\$ 6.1	\$ 6.0	\$ 1.9	\$ 2.5	\$ 4.2
Via Capitale	0.2	0.5	0.6	0.7	0.2	0.7	1.0	1.0	1.0
	\$ 8.8	\$ 8.2	\$ 6.6	\$ 20.0	\$ 6.3	\$ 6.7	\$ 2.9	\$ 3.5	\$ 5.2
Actual purchase price									
Royal LePage	(a), (b)	\$ 7.6	\$ 6.2	\$ 21.3	\$ 7.1	\$ 5.8	\$ 1.9	\$ 2.5	\$ 4.2
Via Capitale	(a), (b)	0.5	0.6	0.6	0.1	0.9	0.8	0.8	1.1
	(a)	\$ 8.1	\$ 6.8	\$ 21.9	\$ 7.2	\$ 6.7	\$ 2.7	\$ 3.3	\$ 5.3
Acquired REALTORS®									
Royal LePage	548	542	419	1,530	484	462	145	188	343
Via Capitale	15	26	40	47	9	54	72	59	74
	563	568	459	1,577	493	516	217	247	417

(a) Actual purchase price to be determined at the end of the purchase price determination period in accordance with the MSA and applicable asset purchase agreement.

(b) Actual purchase price determined is subject to audit of incremental cash flows earned.

Management's Discussion and Analysis of Results and Financial Condition

GLOSSARY OF TERMS

"BBP" means Brookfield BBP (Canada) Holdings LP, 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.

"Brands" means the real estate services brands owned or controlled by BRESI namely, Royal LePage, Johnston & Daniel and Via Capitale.

"BRESI" means Brookfield 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.

"Cash Flow from Operations" or **"CFFO"** means operating income (adjusted to reflect interest expense paid) before deducting amortization and net impairment or recovery of intangible assets. CFFO is used by the Company to measure the amount of cash generated from operations, which is available to the Company's shareholders on a diluted basis, where such dilution represents the total number of shares of the Company that would be outstanding if Exchangeable Unitholders converted Class B LP units into Restricted Voting Shares. The Company uses CFFO to assess its operating results and the value of its business and believes that many of its shareholders and analysts also find this measure useful. CFFO does not have any standard meaning prescribed by IFRS and therefore may not be comparable to similar measures presented by other companies.

"Company" means BRESI, together with its subsidiaries.

"Company Network" means collectively the Royal LePage Network and the Via Capitale Network.

"Exchangeable Units" means the 3,327,667 Class B LP Units the Partnership issued at the inception of the Company to an affiliate of BBP in partial consideration for the Partnership's acquisition of the assets of the Partnership from that affiliate. The Class B LP Units, except as otherwise noted, have economic and voting rights equivalent in all material respects to the Class A LP Units. The Class B LP 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 the Royal LePage Network and the Via Capitale Network.

"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 BRESI.

"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.

"Interest Rate Swap" means the financial arrangement entered into with a Canadian Chartered Bank on October 27, 2014 to fix the interest rate on the Company's \$53.0 million Term Facility at 3.64% to October 28, 2019. The fluctuation of the fair value of the Interest Rate Swap is primarily driven by changes in the expected variable interest rate yield curve from the expected variable interest rate yield curve at the inception of the financial arrangement.

Management's Discussion and Analysis of Results and Financial Condition

"Management Services Agreement" or **"MSA"** means the third amended and restated management services agreement, made effective January 1, 2014 between the Company and the Manager, together with any amendments thereto, pursuant to which, among other things, the Manager provides management and administrative services to the Company, including management of the assets of the Company.

"Manager" means Brookfield Real Estate Services Manager Limited, a corporation incorporated under the laws of the Province of Ontario and an indirectly, wholly-owned subsidiary of BBP, together with its subsidiaries. The Manager provides management and administrative services to the Company, including management of the assets of the Company.

"Network" means the collection of Brokerages 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 BRESI.

"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 BRESI.

"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.

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

"System for Electronic Document Analysis and Retrieval" or **"SEDAR"** means 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 BRESI's business.

"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 BRESI.

Interim Condensed Consolidated Balance Sheets

(Unaudited) (In thousands of Canadian dollars)	Note	March 31, 2018	December 31, 2017
Assets			
Current assets			
Cash		\$ 2,648	\$ 3,458
Accounts receivable	4	4,757	4,389
Current portion of notes receivable	5	105	103
Current income tax receivable	8	34	–
Prepaid expenses		164	153
Sales tax receivable	4	579	–
		8,287	8,103
Non-current assets			
Notes receivable	5	52	72
Interest rate swap asset	9	104	45
Deferred income tax asset	8	6,524	6,435
Intangible assets	6, 7	85,844	78,868
		\$ 100,811	\$ 93,523
Liabilities and shareholders' deficit			
Current liabilities			
Accounts payable and accrued liabilities		\$ 1,014	\$ 803
Purchase obligation	6, 13	2,284	1,497
Current income tax liability	8	–	400
Interest payable to Exchangeable Unitholders	10, 13	484	484
Dividends payable to shareholders	12	1,067	1,067
		4,849	4,251
Non-current liabilities			
Debt facilities	9	72,891	65,677
Exchangeable Units	10	57,901	54,973
		135,641	124,901
Shareholders' deficit			
Restricted voting shares	11	140,076	140,076
Deficit		(174,906)	(171,454)
		(34,830)	(31,378)
		\$ 100,811	\$ 93,523

See accompanying notes to the interim condensed consolidated financial statements.

Approved on behalf of the Board


Simon Dean
Director

Lorraine Bell
Director

Interim Condensed Consolidated Statements of Net and Comprehensive Earnings (Loss)

(Unaudited)

For the three months ended March 31,

(In thousands of Canadian dollars, except share and per share amounts)

	Note	2018	2017
Royalties			
Fixed franchise fees		\$ 6,911	\$ 6,651
Variable franchise fees		2,570	2,599
Premium franchise fees		989	1,159
		10,470	10,409
Expenses			
Administration	13	354	537
Management fee	3, 13	1,889	1,844
Interest expense	9	672	654
Impairment and write-off of intangible assets	7	–	52
Amortization of intangible assets	7	2,009	2,130
		4,924	5,217
Operating income			
Interest on Exchangeable Units	10, 13	(1,452)	(1,428)
Loss on fair value of Exchangeable Units	10	(2,928)	(1,365)
Gain on interest rate swap	9	59	50
Loss on fair value of purchase obligation	6	(518)	(74)
		707	2,375
Earnings before income tax			
Current income tax expense		1,202	1,166
Deferred income tax recovery		(130)	(70)
		1,072	1,096
Income tax expense			
	8		
		1,072	1,096
Net and comprehensive earnings (loss)			
		\$ (365)	\$ 1,279
Basic earnings (loss) per share	12	\$ (0.04)	\$ 0.13
Weighted average number of shares outstanding used in computing basic earnings (loss) per Share		9,483,850	9,483,850
Diluted earnings (loss) per share	12	\$ (0.04)	\$ 0.13
Weighted average number of shares outstanding used in computing diluted earnings (loss) per share		12,811,517	12,811,517

See accompanying notes to the interim condensed consolidated financial statements.

Interim Condensed Consolidated Statements of Changes in Shareholders' Deficit

(Unaudited)

For the three months ended March 31,

(In thousands of Canadian dollars)

	Common Equity	Deficit	Total Deficit
Balance, December 31, 2017	\$ 140,076	\$ (171,454)	\$ (31,378)
Changes in accounting policy (Note 2)	–	114	114
Net loss	–	(365)	(365)
Dividends paid	–	(3,201)	(3,201)
Balance, March 31, 2018	\$ 140,076	\$ (174,906)	\$ (34,830)

(In thousands of Canadian dollars)

	Common Equity	Deficit	Total Deficit
Balance, December 31, 2016	\$ 140,076	\$ (171,374)	\$ (31,298)
Net earnings	–	1,279	1,279
Dividends paid	–	(3,081)	(3,081)
Balance, March 31, 2017	\$ 140,076	\$ (173,176)	\$ (33,100)

See accompanying notes to the interim condensed consolidated financial statements.

Interim Condensed Consolidated Statements of Cash Flows

(Unaudited)

For the three months ended March 31,
(In thousands of Canadian dollars)

	Note	2018	2017
Cash provided by (used for):			
Operating activities			
Net earnings (loss) for the period		\$ (365)	\$ 1,279
Adjusted for			
Loss on fair value of Exchangeable Units	10	2,928	1,365
Loss on fair value of purchase obligation	6	518	74
Gain on interest rate swap	9	(59)	(50)
Interest expense	13	2,093	2,031
Interest paid		(2,083)	(2,020)
Current income tax expense	8	1,202	1,166
Income taxes paid		(1,602)	(1,561)
Deferred income tax recovery	8	(130)	(70)
Impairment and write-off of intangible assets	7	-	52
Amortization of intangible assets	7	2,009	2,130
Changes in non-cash working capital		(790)	(987)
		3,721	3,409
Investing activity			
Purchase of intangible assets	6	(8,561)	(7,576)
Interest expense on purchase obligation	6, 13	31	51
		(8,530)	(7,525)
Financing activity			
Borrowings under debt facilities	9	7,200	7,400
Dividends paid to shareholders	12	(3,201)	(3,081)
		3,999	4,319
Increase / (decrease) in cash during the period		(810)	203
Cash, beginning of the period		3,458	3,102
Cash, end of the period		\$ 2,648	\$ 3,305

See accompanying notes to the interim condensed consolidated financial statements.

Notes to the Interim Condensed Consolidated Financial Statements

(Unaudited)

For the three months ended March 31, 2018 and 2017

(Expressed in thousands of Canadian dollars, unless stated otherwise)

1. Organization

Brookfield Real Estate Services Inc. (“BRESI” and, together with its subsidiaries the “Company”), is incorporated under the *Ontario Business Corporations Act*. BRESI is listed on the Toronto Stock Exchange (“TSX”) under the symbol “BRE”. Through its ownership interest in Residential Income Fund L.P. (the “Partnership”), BRESI owns certain Franchise Agreements (“Franchise Agreements”) and Trademark Rights (“Trademarks”) of residential real estate brands in Canada.

BRESI directly owns a 75% interest in the Partnership which, in turn, owns 9120 Real Estate Network, L.P. (“VCLP”). In addition, BRESI directly owns a 75% interest in the general partner of the Partnership, Residential Income Fund General Partner Limited (“RIFGP”) (Collectively, the Partnership, VCLP and RIFGP represent the Company’s “Subsidiaries” and each of them is a “Subsidiary”). The Partnership and VCLP (together the “Operating Subsidiaries”) 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 25% interest in the Partnership through its ownership of exchangeable units of the Partnership (the “Exchangeable Units”) and the remaining 25% interest in RIFGP through its ownership of 25 common shares in RIFGP. In addition to its ownership of the Exchangeable Units, BBP indirectly owns 315,000 restricted voting shares and one special voting share of BRESI. 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 may be obtained upon the exchange of all the Exchangeable Units held by the holder and/or its affiliates.

The Company receives certain management, administrative and support services from Brookfield Real Estate Services Manager Ltd. (“BRESML”, and together with its subsidiaries, the “Manager”), an indirect wholly owned subsidiary of BBP (see Note 13). The Company is party to a Management Services Agreement (“MSA”) with the Manager. The MSA governs the relationship between the Manager and the Company including the management services provided by the Manager and the acquisition of Franchise Agreements by the Company. The MSA has a term of five-years expiring on December 31, 2018. On expiry, the MSA automatically renews for an additional five-year term unless the Company or the Manager provides notice of their intention to terminate no later than six months prior to expiry. Should the the MSA not be renewed, the Company would be required to enter into an alternate arrangement for the provision of services currently performed by the Manager. The Company derives 100% of its revenue from royalties it receives under the Franchise Agreements.

2. Significant 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 Annual Financial Statements of the Company as of and for the year ended December 31, 2017.

These interim condensed consolidated financial statements have been authorized for issuance by the Board of Directors of the Company on May 7, 2018 and should be read in conjunction with the audited Annual Financial Statements of the Company for the year ended December 31, 2017.

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

The Company’s significant accounting policies are as follows:

CHANGES IN ACCOUNTING POLICIES

Effective January 1, 2018 the Company adopted IFRS 15, “Revenue from Contracts with Customers”. The Company has determined that certain costs associated with the acquisition of Franchise Agreements, which were expensed in prior years, must be capitalized under IFRS 15.

The Company has adopted the modified retrospective approach with the aggregate impact of any changes being reflected in the opening balance of deficit at the date of initial application. As a result, the Company has recorded an increase in the cost of intangible assets of \$155 and a net reduction in deficit of \$114, after tax as at January 1, 2018. (see Note 7)

Notes to the Interim Condensed Consolidated Financial Statements

(Unaudited)

For the three months ended March 31, 2018 and 2017

(Expressed in thousands of Canadian dollars, unless stated otherwise)

Prior to January 1, 2018, the Company reported other franchise fees as a separate category of Royalties. Other franchise fees are comprised primarily of a fixed monthly fee which is now combined with fixed franchise fees as Franchise Agreements are renewed or new Franchise Agreements are established. Other franchise fees are now being reported as fixed franchise fees or variable franchise fees based on the nature of the fee with substantially all of the other franchise fees now included in fixed franchise fees. Royalties presented in the financial statements of prior years have been reclassified to conform to the presentation in these interim condensed consolidated financial statements.

Effective January 1, 2018 the Company adopted IFRS 9, "Financial Instruments". The Company has determined that no adjustments to the financial statements are required as a result of adopting IFRS 9.

INTANGIBLE ASSETS

Intangible assets, consisting of Franchise Agreements and Trademarks, are accounted for using the cost method. Intangible assets are recorded at initial cost less accumulated amortization and accumulated net impairment losses.

Franchise 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 life.

The Company acquires Franchise Agreements periodically based on the terms of the MSA and recognizes the purchase on the date of acquisition (an "Acquisition Date") at cost. The calculation of the purchase price is prescribed in the MSA with reference to a) the cash flows earned during the twelve-month period (the "Determination Period") prior to the determination date (the "Determination Date") net of management fees paid to the Manager, b) the yield on the Company's shares prior to the start of the Determination Period; and c) income taxes. Under the terms of the MSA, 80% of the estimated purchase price is payable to the Manager on the Acquisition Date, and the remainder is deferred until after the final purchase price is determined on the Determination Date. The deferred 20% of the estimated purchase price represents the outstanding purchase obligation liability. The purchase obligation liability is updated each reporting period to reflect revisions to the estimated cash flows expected to be earned for each Franchise Agreement during the Determination Period. Subsequent changes to the value of the estimated purchase price and purchase obligation prior to the Determination Date are considered an earn-out provision representing a derivative instrument and are recognized as a fair value change in the interim condensed consolidated statements of net and comprehensive earnings (loss) in the period they arise.

The Company reviews intangible assets each reporting period to determine whether indicators of impairment or a reversal of impairment exists on individual Franchise Agreements and Trademarks. When reviewing indicators for impairment or recovery of Franchise Agreements, the Company considers certain factors including, the financial performance of the business, royalties earned, term to maturity, historical REALTOR® count, collectability of receivables and underlying market conditions. Where indicators of impairment exist, the Company recognizes impairment charges if the carrying amount of a Franchise Agreement (or cash-generating unit) 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 counter-parties of one or more Franchise Agreements combine their operations by way of a merger, acquisition or other combination subsequent to the acquisition of the underlying Franchise Agreement, the carrying value of the underlying intangible assets are combined 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 income 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.

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

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REVENUE RECOGNITION

The Company is in the business of providing information and services to REALTORS® and real estate brokers in Canada through a portfolio of highly regarded real estate services brands (the “Service Offering”). The Service Offering is offered as a complete suite of services. Franchisees who pay royalties under the Franchise Agreements cannot elect to purchase any service under the Service Offering individually or on a stand-alone basis.

Royalties include franchise fees which have both fixed and variable components. Fixed franchise fees represent royalties that are payable to the Company as a fixed monthly amount per REALTOR® without regard to transaction volumes generated by that REALTOR®. Fixed franchise fees are recognized over time, which is when the control of the services and the right to use the trademark are transferred to the customer.

Variable franchise fees represent royalties that are payable to the Company based on the transaction volumes generated by REALTORS®, subject to a cap. Variable franchise fees are a percentage of a REALTORS® gross revenue, which is the gross commission income earned on a transaction. Variable franchise fees 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.

Premium franchise fees are variable in nature and are calculated as a percentage of a REALTOR®’s gross commission income (ranging from 1% to 5%) for a select number of franchise locations. Premium franchise fees are recognized as revenue at point in time when a residential real estate transaction is closed and finalized or a lease is signed by the vendor or lessor.

The Company’s royalties are affected by the seasonality of Canadian real estate markets, which typically see stronger transactional dollar volumes in the second and third quarters of each year. The impact of the seasonality of Canadian real estate markets is somewhat mitigated by the fixed-fee nature of the Company’s royalties and the acquisition of Franchise Agreements at the beginning each 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 BRESI. 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 income in the period the change occurs. The fair value of these financial liabilities is based on the market price of the Company’s restricted voting shares and the number of Exchangeable Units outstanding at the reporting date.

EARNINGS (LOSS) PER SHARE

Earnings (loss) per share is based on the weighted average number of shares outstanding during the year. Diluted earnings (loss) per share is calculated to reflect the dilutive effect, if any, of the Exchangeable Unitholders exercising their right to exchange Class B LP units of the Partnership into restricted voting shares of BRESI.

FINANCIAL INSTRUMENTS

The Company classifies its financial instruments as follows:

Financial Statement Item:	Classification:	Measurement:
Cash	Amortized Cost	Amortized Cost
Accounts Receivable	Amortized Cost	Amortized Cost
Notes Receivable	Amortized Cost	Amortized Cost
Interest rate swap asset	FVTPL	Fair Value
Accounts payable and accrued liabilities	Amortized Cost	Amortized Cost
Purchase obligation	FVTPL	Fair Value
Interest payable to Exchangeable Unitholders	Amortized Cost	Amortized Cost
Debt Facilities	Amortized Cost	Amortized Cost
Exchangeable Units	FVTPL	Fair Value
Dividends payable to shareholders	Amortized Cost	Amortized Cost

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PURCHASE OBLIGATION

The Company's purchase obligation arises from the purchase of Franchise Agreements as discussed above under *Intangible Assets*. The earn-out provisions of the purchase obligation represent a derivative instrument embedded in a non-financial contract which is not closely related to the host contract. Purchase obligations are recorded in the interim condensed consolidated balance sheet at fair value with changes in the fair value recognized in the interim condensed consolidated statements of net and comprehensive earnings (loss) in the period they arise.

3. Management Services Agreement

The MSA, among other things, prescribes the conditions under which the Company purchases Franchise Agreements from the Manager and the formula for calculating the purchase price. The purchase price for existing brands is based on the average annual royalties earned over a twelve-month period, with 80% of the estimated purchase price payable upon acquisition and the remaining balance to be paid at a later date, subject to adjustment, if any, for the actual royalties earned over a twelve-month period. Further, an incentive fee is to be paid to the Manager for net REALTOR® growth, with the fee being calculated on similar terms. The MSA also provides the Manager with the ability to sell other Canadian branded franchises to the Company based on a predetermined formula and payment structure.

Under the MSA, the Manager provides certain management, administrative and support services to the Company and in return is paid a monthly fee equal to 20% of the distributable cash of the Company.

For the three months ended March 31, 2018, the Company incurred management fees of \$1,889 (2017 – \$1,844) for these services.

4. Accounts Receivable and Sales Tax Receivable

Accounts receivable represent royalties due from the Company's franchise network pursuant to Franchise Agreements and are valued initially at fair value, then subsequently measured at amortized cost less any provision for doubtful accounts. As at March 31, 2018, the Company had accounts receivable of \$4,757 (December 31, 2017 – \$4,389) net of an allowance for doubtful accounts of \$674 (December 31, 2017 – \$698). During the three months ended March 31, 2018, administration expenses included bad debt expense of \$163 (2017 – \$270).

Management analyses accounts receivable to determine the allowance for doubtful accounts by assessing the collectability of receivables under each individual Franchise Agreement. This assessment takes into consideration certain factors including the aging of outstanding fees, franchisee 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 March 31, 2018 and December 31, 2017.

As at,	March 31, 2018	December 31, 2017
Current	\$ 3,556	\$ 3,193
30 Days	696	623
60 Days	309	267
90+ Days	870	1,004
Subtotal	\$ 5,431	\$ 5,087
Allowance for Doubtful Accounts	(674)	(698)
Accounts Receivable	\$ 4,757	\$ 4,389

The Company recognizes royalty revenues in income to the extent that collection is reasonably assured at the time the royalty revenue is earned. During the three months ended March 31, 2018, the Company identified \$52 (2017 – \$29) of royalty revenues that were not recognized as income as collection was not reasonably assured at the time the revenue was earned. As at March 31, 2018, the Company had a cumulative amount of \$779 of royalty income that was not recognized as collectability was not reasonably assured at the time the revenue was earned (December 31, 2017 – \$727).

Sales tax receivable represents the net refund balance outstanding as at March 31, 2018 relating to GST and HST returns which include significant input tax credits paid on the acquisition of Franchise Agreements on January 1, 2018.

Notes to the Interim Condensed Consolidated Financial Statements

(Unaudited)

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5. Notes Receivable

The Company has certain franchisees with which it has entered into a signed formalized payment plan in respect of franchise fees due to the Company which were in arrears. Amounts under these payment plans which are due greater than one year from the financial statement date have been classified as non-current. The terms stipulated in the payment plan require the franchisees to repay the total outstanding balance in monthly payments plus interest based on a spread above the prime interest rate ("Prime"). As at March 31, 2018, the Company had notes receivable of \$157 (December 31, 2017 – \$175), of which \$105 was due within 12 months (December 31, 2017 – \$103) and \$52 was considered non-current (December 31, 2017 – \$72).

Scheduled contractual receipts under the terms of the notes receivable are as follows:

As at,	March 31, 2018	December 31, 2017
Current portion	\$ 105	\$ 103
Receivable in 13-24 months	52	72
Notes Receivable	\$ 157	\$ 175

6. Asset Acquisitions

On January 1, 2018, (an "Acquisition Date") the Company acquired 34 Franchise Agreements under the Royal LePage brand and four Franchise Agreements under the Via Capitale brand from the Manager for an estimated purchase price of \$8,830. A payment of \$7,064 (approximating 80% of the estimated purchase price) plus applicable taxes was paid on January 3, 2018. The remainder is to be paid after the final purchase price is determined on October 31, 2018 (a "Determination Date").

On January 1, 2017, (an "Acquisition Date") the Company acquired 51 Franchise Agreements under the Royal LePage brand and four Franchise Agreements under the Via Capitale brand from the Manager for an estimated purchase price of \$8,222. A payment of \$6,576 (approximating 80% of the estimated purchase price) plus applicable taxes was paid on January 6, 2017. The remainder was paid on February 26, 2018.

The unpaid balance due as of an Acquisition Date is subject to interest at the rate prescribed in the MSA of Prime plus 1%.

For the three months ended March 31, 2018, the Company recorded a loss of \$518 on the fair value of the purchase obligation (2017 – \$74).

For the three months ended March 31, 2018, the Company incurred \$31 of interest expense related to the outstanding purchase obligations (2017 – \$51).

Changes in the purchase obligation for the three months ended March 31, 2018 and the year ended December 31, 2017 were as follows:

As at,	March 31, 2018	December 31, 2017
Purchase obligation at beginning of the period	\$ 1,497	\$ 3,559
Current period's purchases	8,830	8,222
Adjustment to purchase obligation in the period	518	(147)
Payments made during the period	(8,561)	(10,137)
Purchase obligation at end of period	\$ 2,284	\$ 1,497

Notes to the Interim Condensed Consolidated Financial Statements

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(Expressed in thousands of Canadian dollars, unless stated otherwise)

7. Intangible Assets

For the three months ended March 31, 2018, there were no Franchise Agreements identified with a carrying amount in excess of their recoverable amount (2017 – impairment charge of \$14 related to one franchise agreement).

For the three months ended March 31, 2018, the Company identified two fully amortized Franchise Agreements that were subject to early termination or non-renewal. The write off associated with these Franchise Agreements was nil (2017 – \$38 related to one Franchise Agreement).

For the three months ended March 31, 2018, the Company recorded an expense of \$2,009 (2017 – \$2,130) related to the amortization of intangible assets.

A summary of intangible assets is provided in the chart below.

	Franchise Agreements	Trademarks	Total
Cost			
At December 31, 2017	\$ 229,089	\$ 5,427	\$ 234,516
Purchases	8,830	–	8,830
Changes in accounting policy (Note 2)	155	–	155
At March 31, 2018	\$ 238,074	\$ 5,427	\$ 243,501
Accumulated amortization			
At December 31, 2017	\$ (152,998)	\$ (2,650)	\$ (155,648)
Amortization expense	(1,963)	(46)	(2,009)
At March 31, 2018	\$ (154,961)	\$ (2,696)	\$ (157,657)
Carrying value			
At December 31, 2017	\$ 76,091	\$ 2,777	\$ 78,868
At March 31, 2018	\$ 83,113	\$ 2,731	\$ 85,844

As a result of adopting IFRS 15, the Company adjusted the cost of intangible assets to capitalize the historical legal costs associated with the acquisition of the Franchise Agreements and will amortize the cost over the term of the underlying agreements plus one renewal period using the straight-line method on an agreement-by-agreement basis. The carrying value of the contract cost as at March 31, 2018 is \$152 net of \$3 amortization.

Notes to the Interim Condensed Consolidated Financial Statements

(Unaudited)

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(Expressed in thousands of Canadian dollars, unless stated otherwise)

8. 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:

For the three months ended March 31,	2018	2017
Earnings before income tax for the period:	\$ 707	\$ 2,375
Expected income tax expense at statutory rate of 26.5% (2017 – 26.5%)	187	630
Increase (decrease) in income tax expense due to the following:		
Non-deductible amortization	145	133
Non-deductible loss on fair value of Exchangeable Units	776	362
Non-deductible interest on Exchangeable Units	385	378
Non-deductible impairment and write-off on intangible assets	–	4
Income allocated to Exchangeable Unitholders	(421)	(411)
Total income tax expense	\$ 1,072	\$ 1,096

The major components of income tax expense include the following:

For the three months ended March 31,	2018	2017
Current income tax expense	\$ 1,202	\$ 1,166
Deferred income tax recovery	(130)	(70)
Total income tax expense	\$ 1,072	\$ 1,096

Deferred tax assets have been reduced by \$41 to reflect the income tax impact of capitalizing certain costs associated with the acquisition of Franchise Agreements which were expensed in prior years.

Deferred income tax assets arise substantially from temporary differences between the income tax values of intangible assets and the interest rate swap liability as compared to their respective carrying values.

9. Debt Facilities

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

As at	March 31, 2018	December 31, 2017
Term facility	\$ 53,000	\$ 53,000
Acquisition facility	20,000	12,800
	\$ 73,000	\$ 65,800
Financing fees	(109)	(123)
Debt facilities	\$ 72,891	\$ 65,677

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(Unaudited)

For the three months ended March 31, 2018 and 2017

(Expressed in thousands of Canadian dollars, unless stated otherwise)

The Company has \$78,000 in financing available under a borrowing agreement with a Canadian Chartered Bank. The debt facilities under this agreement are comprised of the following, which mature February 17, 2020 ("Maturity"):

A \$53,000 non-revolving term variable rate facility (the "Term Facility"). Repayment of principal outstanding is due on Maturity.

A \$20,000 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. The Company made a draw on the facility of \$7,200 in January, 2018 to finance the purchase of Franchise Agreements.

A \$5,000 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 March 31, 2018.

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) +1.70% or Prime + 0.5%, at the option of the Company.

The Company's ability to borrow under these arrangements is subject to certain covenants. Under these covenants, the Company must maintain a ratio of Consolidated EBITDA to Interest Expense on Senior Indebtedness at a minimum of 5.00 to 1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 2.5 to 1. Consolidated EBITDA is defined as operating income before impairment and amortization of intangible assets. Senior Indebtedness is defined as borrowings on the Company's debt facilities. At March 31, 2018 and December 31, 2017, the Company complied with all covenants under the debt facilities.

In October, 2014, the Company entered into a five-year interest rate swap agreement to swap the variable interest obligation on the Term Facility to a fixed rate obligation of 3.64%. The interest rate swap is a financial instrument and is disclosed at its fair value with any change in that fair value record as a gain or loss in the Company's interim condensed consolidated statements of net and comprehensive earnings (loss). The fair value is determined using a discounted cash flow model using observable yield curves and applicable credit spreads at a credit adjusted rate. At March 31, 2018 the Company determined that the fair value of the interest rate swap represents an asset of \$104 (December 31, 2017 – \$45). For the three months ended March 31, 2018, the Company recognized a fair value gain of \$59 (2017 – \$50).

10. Exchangeable Units

The Exchangeable Units are exchangeable on a one-for-one basis for restricted voting shares of BRESI at the option of the holder.

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 March 31, 2018, the Company used the closing market price of BRESI's shares of \$17.40 (December 31, 2017 – \$16.52). During the three months ended March 31, 2018, the Company recorded a loss of \$2,928 related to the fair value of the Exchangeable Units (March 31, 2017 – \$1,365).

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 months ended March 31, 2018 the Board of Directors of RIFGP declared distributions payable to the Exchangeable Unitholders of \$1,452 (2017 – \$1,428).

Notes to the Interim Condensed Consolidated Financial Statements

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(Expressed in thousands of Canadian dollars, unless stated otherwise)

11. Share Capital

BRESI 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 BRESI, and holders of the restricted voting shares are entitled to dividends declared and distributed by BRESI.

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 BRESI.

No additional restricted voting shares were issued during the three months ended March 31, 2018 or the twelve months ended December 31, 2017.

No preferred shares were issued or outstanding as at March 31, 2018 or December 31, 2017.

The following table summarizes the outstanding shares of BRESI:

As at	March 31, 2018	December 31, 2017
Restricted voting shares	9,483,850	9,483,850
Special voting share	1	1

12. Earnings (Loss) Per Share

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

For the three months ended March 31,

(In thousands of Canadian dollars, except share and per share amounts)

	2018	2017
Net earnings (loss) available to restricted voting shareholders – basic	\$ (365)	\$ 1,279
Interest on Exchangeable Units	1,452	1,428
Loss on fair value of Exchangeable Units	2,928	1,365
Net earnings available to restricted voting shareholders – diluted	\$ 4,015	\$ 4,072
Weighted average number of shares outstanding used in computing basic earnings (loss) per share	9,483,850	9,483,850
Total outstanding Exchangeable Units	3,327,667	3,327,667
Weighted average number of shares outstanding used in computing diluted earnings (loss) per share	12,811,517	12,811,517
Basic earnings (loss) per share	\$ (0.04)	\$ 0.13
Diluted earnings (loss) per share	\$ (0.04)	\$ 0.13
Dividends declared	\$ 3,201	\$ 3,081
Restricted voting shares	9,483,850	9,483,850
Dividends per restricted voting share	\$ 0.34	\$ 0.32

Notes to the Interim Condensed Consolidated Financial Statements

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13. 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 Manager or the Exchangeable Unitholders during the three months ended March 31, 2018 and March 31, 2017. These transactions have been recorded at the exchange amount as agreed between the parties.

For the three months ended March 31,	2018	2017
a) Royalties		
Fixed franchise fees	\$ 730	\$ 696
Variable franchise fees	\$ 330	\$ 351
Premium franchise fees	\$ 872	\$ 991
b) Expenses		
Management fees	\$ 1,889	\$ 1,844
Insurance premiums and other	\$ 6	\$ 6
Interest on purchase obligations	\$ 31	\$ 51
c) Interest		
Interest to Exchangeable Unitholders	\$ 1,452	\$ 1,428

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

As at	March 31, 2018	December 31, 2017
d) Accounts receivable		
Franchise fees receivable and other	\$ 723	\$ 701
e) Accounts payable and accrued liabilities		
Management fees	\$ 733	\$ 644
Interest on purchase obligations	\$ 31	\$ 18
f) Interest payable to Exchangeable Unitholders	\$ 484	\$ 484
g) Purchase obligation	\$ 2,284	\$ 1,497

The members of the Company's board of directors are compensated for their services. During the three months ended March 31, 2018, the Company incurred \$55 (2017 – \$59) in directors' fees. These directors' fees are included in administration expense.

14. 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 that the franchisees 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. The Manager 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 health of the franchisee and expected or possible changes in future events or market conditions to determine whether an impairment should be recorded.

As at March 31, 2018, the Company has an allowance for doubtful accounts of \$674 (December 31, 2017 – \$698). In addition, as at March 31, 2018, the Company had a cumulative amount of \$779 royalty income that was not recognized as collectability was not reasonably assured at the time the revenue was earned (December 31, 2017 – \$727).

Notes to the Interim Condensed Consolidated Financial Statements

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(Expressed in thousands of Canadian dollars, unless stated otherwise)

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. Also, the Company has a \$20,000 Acquisition Facility, which has been fully drawn, and a \$5,000 unutilized Operating Facility (see Note 9-Debt Facilities).

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

As at March 31,	2018	2019	2020	2021	Beyond 2021	Total
Accounts payable and accrued liabilities	\$ 1,014	\$ –	\$ –	\$ –	\$ –	\$ 1,014
Purchase obligation	2,284	–	–	–	–	2,284
Interest payable to Exchangeable Unitholders	484	–	–	–	–	484
Dividends payable to shareholders	1,067	–	–	–	–	1,067
Interest on long-term debt	1,911	2,548	425	–	–	4,884
Debt facilities	–	–	73,000	–	–	73,000
Exchangeable Units	–	–	–	–	57,901	57,901
Total	\$ 6,760	\$ 2,548	\$ 73,425	\$ –	\$ 57,901	\$ 140,634

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.

As described in Note 9, the Company has entered into a five-year interest rate swap to fix the interest on the Company's \$53,000 Term Facility at 3.64% until October 28, 2019.

The Acquisition Facility bears variable interest at a rate of BAs + 1.70% or Prime + 0.5%. Management has elected to pay interest at variable interest rates on the Acquisition Facility and monitors this position on an ongoing basis. An increase of 1% in the Company's effective interest rate on its variable rate Acquisition Facility would result in an increase in its annual interest expense of approximately \$200.

D) 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 \$73,000 approximate their carrying value of \$72,891 as a result of their floating rate terms.

E) FAIR VALUE HIERARCHY

The following table summarizes the financial instruments measured at fair value in the interim condensed consolidated balance sheets as at March 31, 2018 and December 31, 2017, classified using the fair value hierarchy.

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(Unaudited)

For the three months ended March 31, 2018 and 2017

(Expressed in thousands of Canadian dollars, unless stated otherwise)

As at March 31, 2018	Level 1	Level 2	Level 3	Total
Financial asset:				
Interest rate swap asset	–	104	–	104
Total	\$ –	\$ 104	\$ –	\$ 104
Financial liability:				
Purchase obligation	–	–	2,284	2,284
Exchangeable Units	57,901	–	–	57,901
Total	\$ 57,901	\$ –	\$ 2,284	\$ 60,185
As at December 31, 2017				
Financial asset:				
Interest rate swap asset	–	45	–	45
Total	\$ –	\$ 45	\$ –	\$ 45
Financial liability:				
Purchase obligation	–	–	1,497	1,497
Exchangeable Units	54,973	–	–	54,973
Total	\$ 54,973	\$ –	\$ 1,497	\$ 56,470

See Note 6 for disclosures related to Level 3 fair values, Note 9 for disclosures related to Level 2 fair values and Note 10 for disclosures related to the Level 1 fair values. There were no transfers between fair value hierarchy levels during the period. The Level 3 fair values are calculated in accordance with the terms prescribed by the MSA as discussed in Note 2 under *Intangible Assets and Purchase Obligation*. The fair value of the purchase obligation is sensitive to the changes in the estimated cash flows to be earned during the Determination Period. All other inputs are observable and do not change after the Acquisition Date. A change in the estimated cash flows during the Determination Period causes a change in the fair value of the purchase obligation, determined in accordance with the formula for calculating the purchase price prescribed by the MSA.

15. 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.

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 5.00 to 1 and a ratio of Senior Indebtedness to Consolidated EBITDA at a maximum of 2.50 to 1.

Senior Indebtedness is defined as borrowings under the Company's debt facilities, as disclosed in Note 9 as at March 31, 2018 and December 31, 2017. The Company is compliant with all financial covenants. There were no changes in the Company's approach to capital management during the period.

16. Segmented Information

The Company has only one business segment which is providing information and services to REALTORS® and real estate brokers 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. Of the Company's royalty revenues for the three months ended March 31, 2018, 97% (2017 – 96%) are generated from the network of franchisees operating under the Royal LePage and Johnston and Daniel brands and 3% (2017 – 4%) are generated from the network of franchisees operating under the Via Capitale brand.

Brookfield

Real Estate Services Inc.

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