December 12, 2017

www.cibt.net

CIBT Education Group Inc. (TSX: MBA) – FY2017 Revenues Beat Expectations

Sector/Industry: Education Services

Fundamental

Investment Analysis for Intelligent Investors

Research Corp.

Highlights

- <u>CIBT's share price is down 27% from a high of \$0.93 per share in</u> <u>May 2017. We believe the recent softness offers investors an</u> <u>attractive entry point.</u>
- In FY2017, revenues increased by 48.5% YOY, to \$54 million, and significantly exceeded our forecasts.
- EBITDA was \$4.58 million in FY2017, versus -\$0.53 million in FY2016. Note that our estimates are different from the company's estimates as we have not accounted for any gain on investments.
- Rental revenues from the three operating real estate assets were \$8.62 million in the year, versus \$4.96 million in FY2016.
- Approximately 530 beds are currently in operation. Management expects to add over 310 beds by March 2018, with another 2,588 beds under development.
- Vancouver's rental market remains extremely tight with rental rates at historical highs, and vacancy remaining low.
- We are raising our FY2018 revenue estimate from \$69 million to \$77 million.
- Management is expecting to receive a Development Permit, and a Building Permit, for the Mega Center (Surrey) in the coming months. A Phase II \$38 million equity raise is currently ongoing, of which, the company has already raised \$8 million.

2019E

89.521.220

| EBITDA | 691,627 | (527,312) | 4,576,382 | 20,941,973 | 29,185,459 |
|-------------------------------|-----------------------|-------------------|--------------------|---------------------|------------|
| EBITDA Margin | 2.1% | -1.5% | 8.5% | 27.1% | 32.6% |
| Net Income | 6,000,774 | 9,215,414 | 8,122,442 | 33,100,859 | 37,278,323 |
| EPS (Basic) | 0.09 | 0.13 | 0.11 | 0.42 | 0.48 |
| Debt to Capital | 44.0% | 35.2% | 43.8% | 54.9% | 57.7% |
| ROE | 20.1% | 17.5% | 8.3% | 41.8% | 33.9% |
| *The net profit / loss figure | es include CIBT's sha | re of the net pro | ofit / loss and no | n-controlling inter | ests. |

2016

36.114.144

2017

53,622,229

2018E

77.294.661

Market Data (as of December 12, 2017)Current PriceC\$0.68Fair ValueC\$1.43Rating*BUY

| | 04100 |
|---------------|-------------------|
| Rating* | BUY |
| Risk* | 3 |
| 52 Week Range | C\$0.58 - C\$0.96 |
| Shares O/S | 78,402,350 |
| Market Cap | C\$53.31 mm |
| Current Yield | N/A |
| P/E (forward) | N/A |
| P/B | 1.8x |
| YoY Return | 13.3% |
| YoY TSX | 6.1% |

*See back of report for rating and risk definitions



2015

32.178.951

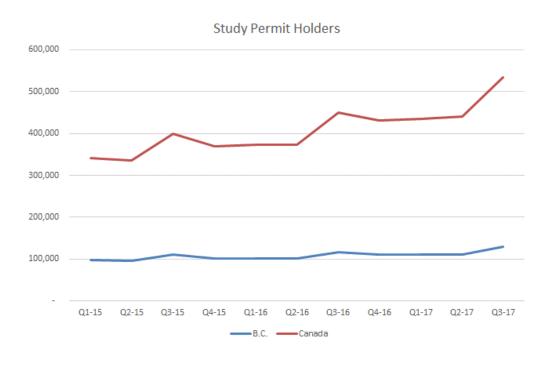
Key Financial Data (in C\$); YE - Aug 31

Revenues



Increasing International Students

According to Immigration, Refugees and Citizenship Canada ("IRCC"), the number of international students entering Canada increased by 22% in 2016. The following chart shows the increase in study permit holders since Q1-2015. From Q1-2015 to Q3-2017, study permit holders in B.C. were up 32%, to 130,140.



Source: IRCC

Update on the Vancouver RE Market

Vancouver's real estate market is in strong recovery mode. After experiencing a YoY decline in sales every month this year from January to July, the market saw a strong turnaround in August as sales increased by 22% YoY. September sales were up 25% YoY, and October sales were up 35% YoY.

| | Metro Vancouver Statistics | | | | | | | | | |
|----------------------|----------------------------|---------|------|---------|---------|------|---------|----------------|------|--|
| Metro Vancouver | Feb-16 | Feb-17 | YoY | Mar-16 | Mar-17 | YoY | Apr-16 | Apr-17 | YoY | |
| Residential Sales | 4,172 | 2,425 | -42% | 5,173 | 3,579 | -31% | 4,781 | 3,553 | -26% | |
| New Listings | 5,812 | 3,666 | -37% | 6,278 | 4,762 | -24% | 6,127 | 4 ,90 7 | -20% | |
| Active Listings | 7,299 | 7,594 | 4% | 7,358 | 7,586 | 3% | 7,550 | 7,813 | 3% | |
| Sales to Listings | 57.16% | 31.93% | | 70.30% | 47.18% | | 63.32% | 45.48% | | |
| MLS Home Price Index | 795,500 | 906,700 | 14% | 815,000 | 919,300 | 13% | 844,800 | 941,100 | 10% | |
| | | | | | | | | | | |



| Metro Vancouver | May-16 | May-17 | YoY | Jun-16 | Jun-17 | YoY | Jul-16 | Jul-17 | YoY |
|----------------------|---------|-----------|-----|---------|-----------|------|---------|-----------|-----|
| Residential Sales | 4,769 | 4,364 | -8% | 4,400 | 3,897 | -11% | 3,226 | 2,960 | -8% |
| New Listings | 6,289 | 6,044 | -4% | 5,875 | 5,721 | -3% | 5,241 | 5,256 | 0% |
| Active Listings | 7,726 | 8,186 | 19% | 7,812 | 8,515 | 9% | 8,351 | 9,194 | 10% |
| Sales to Listings | 61.73% | 53.31% | | 56.32% | 45.77% | | 38.63% | 32.19% | |
| MLS Home Price Index | 889,100 | 967,500 | 9% | 917,800 | 998,700 | 9% | 930,400 | 1,019,400 | 10% |
| | | | | | | | | | |
| | | | | | | | | | |
| Metro Vancouver | Aug-16 | Aug-17 | YoY | Sep-16 | Sep-17 | YoY | Oct-16 | Oct-17 | YoY |
| Residential Sales | 2,489 | 3,043 | 22% | 2,253 | 2,821 | 25% | 2,233 | 3,022 | 35% |
| New Listings | 4,293 | 4,245 | -1% | 4,799 | 5,375 | 12% | 3,981 | 4,539 | 14% |
| Active Listings | 8,506 | 8,807 | 4% | 9,354 | 9,466 | 1% | 9,143 | 9,137 | 0% |
| Sales to Listings | 29.26% | 34.55% | | 24.09% | 29.80% | 6 | 24.42% | 33.07% | |
| MLS Home Price Index | 933,100 | 1,029,700 | 10% | 926,600 | 1,037,300 | 12% | 919,300 | 1,042,300 | 13% |
| | | | | | | | | | |

Source: Real Estate Board of Greater Vancouver

As shown in the table above, property prices were rising even during a period of declining sales. The sales to active ratio was 33% in October 2017, versus 24% in October 2016. We consider this a positive development as it indicates market strength.

Vancouver's rental market remains extremely tight with rental rates at historical highs, and vacancy remaining low.

Vacancy and Rent

| | | | | v acai | псу анц | и кепи | · | | | | | |
|------------------------|----------|---------|-----------|---------|-----------|---------|-----------|---------|---------|---------|---------|---------|
| Vancouver CMA | | | | | | | | | | | | |
| | Bachelor | | 1 Bedroom | | 2 Bedroom | | 3 Bedroom | | | | | |
| | Oct-15 | Oct-16 | Oct-17 | Oct-15 | Oct-16 | Oct-17 | Oct-15 | Oct-16 | Oct-17 | Oct-15 | Oct-16 | Oct-17 |
| Vacancy Rate | 0.6% | 0.7% | 0.80% | 0.8% | 0.7% | 0.9% | 0.9% | 0.7% | 1.0% | 1.4% | 1.4% | 1.6% |
| Apartment Average Rent | \$937 | \$1,013 | \$1,060 | \$1,079 | \$1,159 | \$1,223 | \$1,368 | \$1,450 | \$1,552 | \$1,615 | \$1,631 | \$1,801 |
| YOY Change | | 8.1% | 4.6% | | 7.4% | 5.5% | | 6.0% | 7.0% | | 1.0% | 10.4% |

Source: CMHC

Immigration and foreign investment are expected to continue due to the city's global appeal, Canada's economic stability, and the weakness in the C\$. We expect these factors to continue to push demand for affordable housing, especially for students, and lower income households.

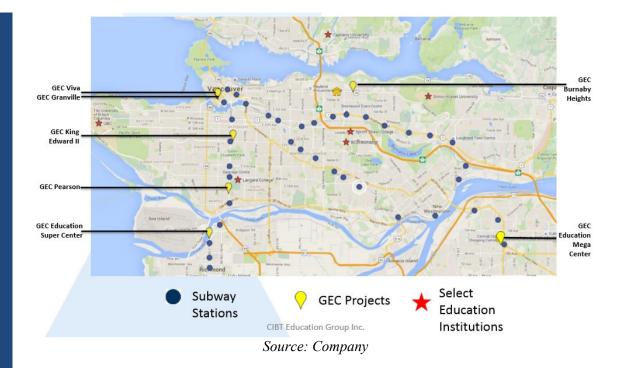
GEC's RE Portfolio

The table below shows an updated summary of the acquired projects and the projects under development.



| Project # | GEC Project 3 | GEC Project 5 | GEC Project 6 | GEC Project 2 | GEC Project 4 | GEC Project 1 | GEC Project 7 | | |
|---|---------------|---------------------|---|---|----------------|---|---|---------------|--|
| | Viva | Burnaby Heights | West King Edward II | Pearson | Granville | Super Center(Richmo nd) | Mega Center (Surrey) | Total | |
| Projected Annual Rental Income (FRC Est.) | \$3,500,000 | \$1 ,775,000 | \$1,836,204 | \$4,250,000 | \$6,400,000 | \$18,200,000 | \$23,000,000 | \$58,961,204 | |
| CIBT Ownership | 20.0% | 25.0% | 23.0% | 42.8% | 20.0% | 27.1% | 20.0% | | |
| CIBT Management Fee | 8.0% | 8.0% | 8.0% | 8.0% | 8.0% | 8.0% | 8.0% | | |
| Purchase Price / Construction Costs | \$35,000,000 | \$17,750,000 | \$18,362,041 | \$42,500,000 | \$39,000,000 | \$182,000,000 | \$230,000,000 | \$564,612,041 | |
| Beds | 225 | 84 | 188 | 310 | 225 | 1000 | 1400 | 3,432 | |
| Status | Operating | Operating | Under Development (operational by July 2018) | Under Construction (operational by early 2018) | Operating | In Planning Stages (expected completion in Spring 2020) | In Planning Stages (expected completion in Spring 2020) | | |
| NOI Estimate (FRC est.) | \$1,931,961 | \$887,373 | \$964,007 | \$2,231,250 | \$3,360,000 | \$10,920,000 | \$13,800,000 | \$34,094,591 | |
| Cap Rate (assumption) | 3.6% | 3.7% | 4.2% | 4.5% | 4.5% | 4.5% | 4.5% | | |
| Current Valuation (FRC est.) | \$54,110,000 | \$23,900,000 | \$23,000,000 | \$49,583,333 | \$74,666,667 | \$242,666,667 | \$306,666,667 | \$774,593,333 | |
| Gain (FRC Est.) | \$19,110,000 | \$6,150,000 | \$4,637,959 | \$7,083,333 | \$35,666,667 | \$60,666,667 | \$76,666,667 | \$209,981,292 | |
| *GEC Education Super/Mega Center * Our preliminary rental income estim | | | | | st price for e | ach project. | | | |
| | | Source: (| Company | and FRC | 7 | | | | |
| Approximately 530 beds are currently in operation. Management expects to have over 840 beds by March 2018, with another 2,588 beds under development. A map showing the company's seven projects is presented below. | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |
| | | | | | | | | | |





In November 2017, the company reported that its Mega Center (Surrey) received third reading approval by the Surrey City Council. The fourth and final reading is expected to be completed by Q1-2018. Management expects to receive a Development Permit and a Building Permit in the coming months. A Phase II / \$38 million equity raise is currently ongoing, of which, the company has already raised \$8 million.

In the recent MD&A, the company disclosed that they are planning to exit two undisclosed projects, and monetize their significant increase in property valuations.

Revenues up 48.5% YOY

In FY2017, revenues increased 48.5% YOY, to \$54 million, and significantly exceeded our forecasts. The table below summarizes the company's key divisions and their revenues.



| Revenues and Margins by Segment | | | | | | |
|---------------------------------|------------|---------------|--------|--|--|--|
| | 2016A | 2017A | YOY | | | |
| SSC + Others | | | | | | |
| Revenues | 25,421,075 | 36,048,802 | 41.8% | | | |
| Gross Margins | 57.40% | 53.6% | | | | |
| CIBT | | | | | | |
| Revenues | 2,208,235 | 1,726,461 | -21.8% | | | |
| Gross Margins | 41.70% | 45.6% | | | | |
| IRIX | | | | | | |
| Revenues | 775,266 | 998,824 | 28.8% | | | |
| Gross Margins | 79.2% | 75 .9% | | | | |
| Commissions + Referral Fees | | | | | | |
| Revenues | 1,036,372 | 852,172 | -17.8% | | | |
| Gross Margins | 34% | 41.6% | | | | |
| Global Education City | | | | | | |
| Revenues (rental) | 4,959,459 | 8,623,826 | 73.9% | | | |
| Gross Margins | 22.5% | 33.1% | | | | |
| Global Education City | | | | | | |
| Development fees | 1,713,737 | 5,372,144 | 213.5% | | | |
| Overall Revenues | 36,114,144 | 53,622,229 | 48.5% | | | |
| Overall Gross Margins | 53.5% | 54.9% | | | | |

Revenues and Margins by Segment

Source: Company Data

Revenue growth primarily came from the strong growth in rental revenues, development fees, and the acquisition of the Vancouver International College and KGIC.

- Educational revenues (excluding China) were \$36.05 million, up 42% (our forecast \$34.13 million).
- Development fees increased 214% YoY to \$5.37 million (our forecast \$5.62 million).
- The company reported rental revenues of \$8.62 million for the year (our forecast -\$6.94 million), versus \$4.96 million in FY2016. Revenues came from Viva Suites Hotel, Granville, and Burnaby Heights. Approximately 50% of Viva is currently operational, with renovation of the remaining 50% to be completed in Q1-2018.

We are raising our FY2018 revenue estimate from \$69 million to \$77 million. We are



also introducing our FY2019 estimate in this report, which is \$90 million.

Gross margins improved to 55% as rental operations started to stabilize as well as the significant increase in development fees (which have 100% margins), offset by a drop in margins from the educational business (53%). We are lowering our FY2018 margin forecast on the education business from 60% to 57%.

| | Margins | |
|--------|-------------------|-------|
| • | 20164 | 20174 |
| | 2016A | 2017A |
| Gross | 53.5% | 54.9% |
| EBITDA | -1.5% | 8.5% |
| EBIT | -3.9% | 6.1% |
| EBT | -5.8% | 4.5% |
| Net | -9.9% | 0.9% |
| Sou | rce: Company Data | |

General and administrative ("G&A") expenses increased by 25% YOY to \$25 million, and were in line with our estimates.

EBITDA was \$4.58 million in FY2017 versus -\$0.53 million in FY2016.

The total gain in the valuation of properties was \$10.47 million in FY2017, versus \$9.78 million in FY2016. Since inception of the real estate business, the company has reported total gains of \$27.86 million. The table on page 5 shows our estimates of the expected increase in valuations of the three operating assets, Pearson and West King Edward II. We estimate a total valuation gain of \$43 million on Pearson and Granville, which is likely to be reported in FY2018/FY2019.

CIBT reported net income of \$8.12 million (EPS: \$0.11) in FY2017, versus \$9.22 million (EPS: \$0.13) in FY2016. After deducting non-controlling interests, CIBT reported net income of \$2.23 million (EPS: \$0.03) in FY2017, versus \$3.91 million (EPS: \$0.06) in FY2016. The higher net profit last year was a result of the \$3.83 million gain in sale of the Acsenda School of Management.

We are adjusting our FY2018 net income estimate from \$11.95 million / EPS: \$0.15 to \$15.67 million / EPS: \$0.20. Our FY2019 estimate is \$18.63 million / EPS: \$0.24. Note that these figures are net of non-controlling interests.

Cash Flows Operating cash flows were \$11 million in FY2017, versus -\$0.64 million in FY2016.



| Summary of Cash Flows | | |
|--------------------------|------------|----------|
| (C\$, mm) | 2016A | 2017A |
| Operating | -\$0.64 | \$11.00 |
| Investing | -\$7.10 | -\$46.00 |
| Financing | \$9.76 | \$37.53 |
| Effects of Exchange Rate | \$0.03 | \$0.01 |
| Net | \$2.05 | \$2.54 |
| Source: Com | ipany Data | |

Balance Sheet At the end of FY2017, the company had \$7.13 million in cash. Debt to capital was at 43%.

| Liquidity & Capital Structure (C\$) | 2016A | 2017A |
|--|--------------|---------------|
| Cash + Restricted Cash | \$4,489,971 | \$7,129,892 |
| Working Capital | -\$3,994,904 | -\$40,534,349 |
| Current Ratio | 0.76 | 0.32 |
| Debt/Capital | 35.21% | 43.78% |
| EBIT Interest Coverage | (1.0) | 1.2 |
| Source: Com | pany Data | |

Working capital and the current ratio were -\$40.53 million and 0.3x, respectively. The negative working capital was due to \$33.36 million in mortgages, and \$18.45 million in deferred revenues.

The company had total debt of \$58.83 million, including \$55.30 million in mortgages on three properties (Viva / Burnaby Heights / West King Edward II), \$1.18 million in convertible debentures, and \$2.35 million from a credit facility. Subsequent to the year end, \$19.50 million in new mortgages were added, including \$10 million on the Super Center, and \$9.50 million on West King Edward II.

Stock Options and Warrants The company had 1.64 million options (weighted average exercise price - \$0.71), and 3.69 million warrants (weighted average exercise price - \$0.75) outstanding. 0.32 million options are currently in the money.

Valuation and Rating We are raising our fair value estimate to \$1.43 from \$1.40 per share. The following table summarizes our valuation.



| Valuation | Fair Value | Fair Value per Share |
|------------------------------|---------------|----------------------|
| Education Management | | |
| * Discounted Cash Flow @ 10% | \$65,449,222 | \$0.8 |
| * EV / Revenue @ 1.5x | \$82,091,991 | \$1.0 |
| Average | \$73,770,607 | \$0.94 |
| Student Housing (GEC) | | |
| | \$38,196,678 | \$0.49 |
| Fair Value Estimate | \$111,967,285 | \$1.43 |
| So | urce: FRC | |

Risks

The following risks may cause our estimates to differ from actual results (not exhaustive):

- Competition in the private education business in Canada is high.
- Real estate development and financing risks associated with GEC.
- Health of the rental market in Vancouver.
- The company's profitability is highly dependent on the health of the student housing real estate market in the Greater Vancouver area.
- Although the company has been able to pursue cheap acquisitions in the past, there is no guarantee they would be able to continue to do so going forward.
- Exchange rate risks exist, but are not significant as revenues from China account for less than 10% of total revenues.



Appendix

| CONSOLIDATED STATEMENTS OF OPERATIONS | \$ | | | |
|---|------------------------|---------------------------|-------------------------|-----------------------|
| (in CS) | 20164 | 20174 | 20185 | 2010 |
| | 2016A | 2017A | 2018F | 20191 |
| REVENUES | | | | |
| Educational | 27,629,310 | 37,775,263 | 52,827,057 | 55,432,84 |
| Rental | 4,959,459 | 8,623,826 | 12,216,667 | 17,765,00 |
| Commissions + Referral Fees | 1,036,372 | 852,172 | 852,172 | 852,17 |
| Design and advertising IRIX | 775,266 | 998,824 | 1.048.765 | 1,101,20 |
| Development fees | 1,713,737 | 5,372,144 | 10,350,000 | 14,370,00 |
| Total Revenues | 36,114,144 | 53,622,229 | 77,294,661 | 89,521,22 |
| | | | | |
| DIRECT COSTS | | | | |
| Educational | 12,100,972 | 17,653,341 | 22,673,781 | 23,787,90 |
| Commissions + Referral Fees | 679,513 | 497,650 | 489,999 | 489,99 |
| Rental | 3,844,123 | 5,766,940 | 6,719,167 | 8,882,50 |
| Design and advertising IRIX | 161,204 | 240,809 | 262,191 | 275,30 |
| Total Direct Costs | 16,785,812 | 24,158,740 | 30,145,138 | 33,435,70 |
| Gross Profit | 19,328,332 | 29,463,489 | 47.149.523 | 56,085,51 |
| | 19,320,332 | 29,403,409 | 47,149,525 | 30,003,31 |
| EXPENSES | | | | |
| Stock-based compensation | 26,758 | 194,365 | 280,171 | 324,48 |
| General and administrative | 19,828,886 | 24,692,742 | 25,927,379 | 26,575,56 |
| Business development costs/others | | | | |
| Total Expenses | 19,855,644 | 24,887,107 | 26,207,550 | 26,900,052 |
| EBITDA | (527,312) | 4,576,382 | 20,941,973 | 29,185,459 |
| Amortization | 070 276 | 1 200 220 | 1 722 110 | 1.746.02 |
| EBIT | 870,376 (1,397,688) | 1,290,329 3,286,053 | 1,732,110 19,209,863 | 1,746,03 27,439,42 |
| EDIT | (1,397,000) | 3,200,033 | 19,209,003 | 27,439,42 |
| Interest / Finance Cost | (1,394,171) | (2,640,046) | (5,663,387) | (7,560,27 |
| Interest Income | 645,861 | 1,781,861 | | |
| Foreign exchange (loss) gain | 39,345 | (40,288) | | |
| Loss on disposal of property, plant and equipment | (8,363) | 34,771 | - | - |
| EBT | (2,115,016) | 2,422,351 | 13,546,476 | 19,879,154 |
| | | | | |
| Loss of investment in associates | (820,662) | (1.268.036) | | |
| Gain on Change of Property Fair Value | 9,779,146 | (1,268,036) 10,470,322 | 21,375,000 | 21,375,00 |
| Gain on sale of discontinued operations / others | 3,827,120 | (1,611,113) | 21,575,000 | 21,575,00 |
| Net Profit (Loss) before tax | 10,670,588 | 10,013,524 | 34,921,476 | 41,254,15 |
| Ter For (2053) sciore tax | 10,070,000 | 10,010,024 | 54,721,470 | 41,204,10 |
| Taxes | 1,455,174 | 1,891,082 | 1,820,617 | 3,975,83 |
| Net Profit (Loss) | 9,215,414 | 8,122,442 | 33,100,859 | 37,278,32 |
| EPS | 0.13 | 0.11 | 0.42 | 0.4 |
| X7 . #* * | | | | |
| Non-controlling interests | (5,309,450) | (5,896,938) | (17,432,733) | (18,644,89 |
| Net Profit (Loss) to CIBT shareholders | 3,905,964 | 2,225,504 | 15,668,126 | 18,633,42 |
| EPS | 0.06 | 0.03 | 0.20 | 0.1 |
| | | | | |



| | 2016A | 2017A | 2018F | 2019 |
|--|---|--|---|---|
| ASSETS | | | | |
| CURRENT | | | | |
| Cash and short-term investments | 4,489,971 | 7,129,892 | 19,565,638 | 32,523,54 |
| Cash in escrow / trust | .,, | ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | | ,, |
| Accounts receivable | 6,795,474 | 9,271,204 | 22.003.156 | 25,483,64 |
| Prepaids and other | 695,716 | 1,285,875 | 1,693,363 | 1,961,22 |
| Others | - | 930,149 | 930.149 | 930,14 |
| Inventory | 363,293 | 584,392 | 584,392 | 584,39 |
| Total Current Assets | 12,344,454 | 19,201,512 | 44,776,698 | 61,482,95 |
| | | | | |
| Due from Related Parties | 2,329,947 | 2,776,320 | 2,776,320 | 2,776,32 |
| Property and Equipment | 2,103,147 | 4,142,299 | 5,147,597 | 6,239,50 |
| Intangible Assets | 8,182,067 | 13,178,800 | 12,312,745 | 11,439,72 |
| Goodwill | 5,721,907 | 7,056,274 | 7,056,274 | 7,056,27 |
| Future Income Tax | 2,091,845 | 2,046,307 | 2,046,307 | 2,046,30 |
| Deferred Cur. Dev. Costs & Other Assets | 1,522,116 | 1,854,124 | 1,854,124 | 1,854,12 |
| Investment property | 49,900,000 | 101,010,000 | 255,985,000 | 400,610,00 |
| Refundable deposits + Investment | 18,151,058 | 15,416,361 | 15,416,361 | 15,416,36 |
| Assets held for Sale/Cash held in trust | | - | - | - |
| Total Assets | 102,346,541 | 166,681,997 | 347,371,426 | 508,921,56 |
| LIABILITIES | | | | |
| LIABILITIES CURRENT | | | | |
| CURRENT Accounts payable and accrued liabilities | 3,000,520 | 6,451,858 | 9,799,611 | 10,869,31 |
| CURRENT | 3,000,520 11,548,744 | 6,451,858 18,452,047 | 9,799,611 28,812,693 | 33,370,31 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision | | | | 33,370,31 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable | 11,548,744 | 18,452,047 | 28,812,693 | 33,370,31 193,93 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable | 11,548,744 164,795 | 18,452,047 193,933 | 28,812,693 193,933 273,212 33,362,364 | 33,370,31 193,93 273,21 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt | 11,548,744 164,795 114,836 | 18,452,047 193,933 273,212 | 28,812,693 193,933 273,212 | 33,370,31 193,93 273,21 33,362,36 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties | 11,548,744 164,795 114,836 493,638 | 18,452,047 193,933 273,212 33,362,364 | 28,812,693 193,933 273,212 33,362,364 | 33,370,31 193,93 273,21 33,362,36 1,002,44 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision | 11,548,744 164,795 114,836 493,638 1,016,825 | 18,452,047 193,933 273,212 33,362,364 1,002,447 | 28,812,693 193,933 273,212 33,362,364 1,002,447 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY Share capital | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY Share capital Contributed surplus | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 49,024,991 5,669,832 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 52,190,322 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 52,190,322 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 52,190,32 6,346,16 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 49,024,991 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 52,190,322 5,741,510 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 52,190,322 6,021,681 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 52,190,32 6,346,16 243,76 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY Share capital Contributed surplus Accumulated Comprehensive loss Non-controlling interests | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 49,024,991 5,669,832 237,890 30,875,531 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 52,190,322 5,741,510 243,766 47,280,963 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 52,190,322 6,021,681 243,766 91,433,696 | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 52,190,32 6,346,16 243,76 129,798,59 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY Share capital Contributed surplus Accumulated Comprehensive loss | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 49,024,991 5,669,832 237,890 | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 52,190,322 5,741,510 243,766 | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 52,190,322 6,021,681 243,766 | 10,869,31 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 52,190,32 6,346,16 243,76 129,798,59 5,658,15 194,237,00 |
| CURRENT Accounts payable and accrued liabilities Deferred revenue Lease obligation + provision Income Tax Payable Current portion of the long-term debt Due to related parties Total Current Liabilities Lease Obligation Long-term Debt Liabilities held for Sale Future Income Tax Liabilities SHAREHOLDERS EQUITY Share capital Contributed surplus Accumulated Comprehensive loss Non-controlling interests Deficit | 11,548,744 164,795 114,836 493,638 1,016,825 16,339,358 324,009 28,344,426 2,399,401 49,024,991 5,669,832 237,890 30,875,531 (30,868,897) | 18,452,047 193,933 273,212 33,362,364 1,002,447 59,735,861 584,579 25,462,933 4,085,456 52,190,322 5,741,510 243,766 47,280,963 (28,643,393) | 28,812,693 193,933 273,212 33,362,364 1,002,447 73,444,260 584,579 132,342,933 4,085,456 52,190,322 6,021,681 243,766 91,433,696 (12,975,267) | 33,370,31 193,93 273,21 33,362,36 1,002,44 79,071,58 584,57 230,942,93 4,085,45 52,190,32 6,346,16 243,76 129,798,59 5,658,15 |



| | 2016A | 2017A | 2018F | 2019 |
|--|--------------|--------------|---------------|--------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | | |
| Net Profit (Loss) for the year | 9,215,414 | 8,122,442 | 33,100,859 | 37,278,323 |
| Adjusted for items not involving cash: | -,, | -,, | ,, | |
| amortization | 1,386,170 | 2,044,159 | 1,732,110 | 1,746,034 |
| stock-based compensation | 26,758 | 194,365 | 280,171 | 324,488 |
| loss on disposal of property, plant and equipment | (3,818,757) | (34,771) | | - |
| gain from changes in ownership investment interests | 820,662 | 1,268,036 | - | - |
| -development fees | (242,418) | | | |
| gain on fair value changes in investment properties | (9,779,146) | (10,470,322) | (21,375,000) | (21,375,000 |
| finance fees | 550,664 | 766,267 | | |
| future/current income tax provision/others | 761,211 | 2,046,497 | | |
| Funds From Operations | (1,079,442) | 3,936,673 | 13,738,140 | 17,973,846 |
| | (1,0/2,442) | 0,00,070 | 10,700,140 | 1,040 |
| Net changes in non-cash working capital items | 441,927 | 7,060,989 | 568,959 | 1,878,984 |
| NET CASH USED IN OPERATING ACTIVITIES | (637,515) | 10,997,662 | 14,307,099 | 19,852,830 |
| | | | | |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | | |
| PP&E | (458,527) | (1,782,241) | (1,871,353) | (1,964,921 |
| investment Properties | (925,265) | (35,148,261) | | |
| Deposits on real estate properties | (6,725,000) | (500,000) | | |
| Acquisitions | (1,956,845) | (8,297,361) | (133,600,000) | (123,250,000 |
| Disposal of business assets | 2,887,352 | (169,892) | | |
| Promissory Note Receivables | | | | |
| Restricted cash | 79,563 | (101,507) | | |
| Funds held in escrow/Cash held in trust | | | | |
| NET CASH USED IN INVESTING ACTIVITIES | (7,098,722) | (45,999,262) | (135,471,353) | (125,214,921 |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | | |
| Cash from equity and debt issuances | 84.413 | 5,096,956 | | |
| Acquisition of the Company's shares into treasury, net | (351,474) | (661,512) | - | - |
| Advances (to) from related parties | (2,848,753) | (2,855,956) | | |
| Lease obligation repayments | (219,526) | (137,259) | | |
| Non controlling interest capital contribution | 10,374,000 | 10,510,050 | 26,720,000 | 19,720,000 |
| Non-controlling interest draws | | | | |
| Loan principal payments | (14,585,142) | (899,738) | | |
| Long-term debt advances | 19,914,554 | 29,476,661 | 106,880,000 | 98,600,000 |
| Funds from loan advances | (1,897,308) | (2,478,747) | ,, | ,, |
| Deferred finance fees | (706,786) | (521,927) | - | - |
| NET CASH FROM FINANCING ACTIVITIES | 9,763,978 | 37,528,528 | 133,600,000 | 118,320,000 |
| | | | | |
| Foreign Exchange / Others | 27,198 | 11,486 | | |
| | | | | |



Fundamental Research Corp. Equity Rating Scale:

Buy – Annual expected rate of return exceeds 12% or the expected return is commensurate with risk

Hold – Annual expected rate of return is between 5% and 12%

Sell - Annual expected rate of return is below 5% or the expected return is not commensurate with risk

Suspended or Rating N/A— Coverage and ratings suspended until more information can be obtained from the company regarding recent events.

Fundamental Research Corp. Risk Rating Scale:

1 (Low Risk) - The company operates in an industry where it has a strong position (for example a monopoly, high market share etc.) or operates in a regulated industry. The future outlook is stable or positive for the industry. The company generates positive free cash flow and has a history of profitability. The capital structure is conservative with little or no debt.

2 (Below Average Risk) - The company operates in an industry where the fundamentals and outlook are positive. The industry and company are relatively less sensitive to systematic risk than companies with a Risk Rating of 3. The company has a history of profitability and has demonstrated its ability to generate positive free cash flows (though current free cash flow may be negative due to capital investment). The company's capital structure is conservative with little to modest use of debt.

3 (Average Risk) - The company operates in an industry that has average sensitivity to systematic risk. The industry may be cyclical. Profits and cash flow are sensitive to economic factors although the company has demonstrated its ability to generate positive earnings and cash flow. Debt use is in line with industry averages, and coverage ratios are sufficient.

4 (Speculative) - The company has little or no history of generating earnings or cash flow. Debt use is higher. These companies may be in start-up mode or in a turnaround situation. These companies should be considered speculative.

5 (Highly Speculative) - The company has no history of generating earnings or cash flow. They may operate in a new industry with new, and unproven products. Products may be at the development stage, testing, or seeking regulatory approval. These companies may run into liquidity issues, and may rely on external funding. These stocks are considered highly speculative.

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