

# **CIM International Group Inc.**

## **Condensed Interim Consolidated Financial Statements**

**For the Three Months Ended March 31, 2019  
and March 31, 2018**

**(Expressed in Canadian Dollars)**

**(Unaudited)**

**CIM International Group Inc.**  
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(Expressed in Canadian Dollars)  
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## **Management's Responsibility for Financial Reporting**

The accompanying unaudited condensed interim consolidated financial statements of CIM International Group Inc. (the "Company") and other information contained in the Management's Discussion and Analysis are the responsibility of management and have been approved by the Board of Directors of the Company. The accompanying unaudited condensed interim consolidated financial statements have been prepared by management in accordance with International Financial Reporting Standards. Management acknowledges responsibility for the preparation and presentation of the consolidated financial statements including responsibility for significant accounting judgments and estimates and the choice of accounting principles and methods that are appropriate to the Company's circumstances. The significant accounting policies of the Company are summarized in Note 3 to the consolidated financial statements.

Management has established processes, which are in place to provide them with sufficient knowledge to support management representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as at and for the periods presented by the consolidated financial statements and (ii) the consolidated financial statements fairly present in all materials respects the consolidated financial condition and results of operations of the Company, as at and for the periods presented by the consolidated financial statements.

The Board of Directors is responsible for ensuring that management fulfills its financial reporting responsibilities and for reviewing and approving the consolidated financial statements together with other information. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited consolidated financial statements together with other information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations and for maintaining proper standards of conduct for its activities.

(Signed) "Jiubin Feng"  
Chief Executive Officer

(Signed) "Dan Fuoco"  
Chief Financial Officer

Toronto, Ontario  
May 30, 2019

## **NOTICE TO READER**

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2019 and March 31, 2018 have not been reviewed by the Company's auditors.

**CIM International Group Inc.**  
**Condensed Interim Consolidated Statements of Financial Position**  
As at March 31, 2019 and December 31, 2018  
(Expressed in Canadian Dollars)  
(Unaudited)

	<u>As at March 31, 2019</u>	<u>As at December 31, 2018</u>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash	\$ 10,690	\$ 10,618
Other receivables (Note 4)	3,484,163	3,490,804
Due from related parties (Note 15)	1,188,356	754,606
Asset held for sale (Note 8)	2,267,727	2,072,727
Prepaid expenses	2,726	2,726
	6,953,662	6,331,481
<b>Non-current assets</b>		
Loan receivable (Note 5)	10,000,000	10,000,000
Property and equipment (Note 6)	551,318	84,156
Investments (Note 7)	10,642,220	10,352,400
Investment in associates (Note 9)	3,712,500	3,577,500
Deferred tax asset	483,987	473,946
	25,390,025	24,488,002
<b>Total Assets</b>	<b>\$ 32,343,687</b>	<b>\$ 30,819,483</b>
<b>LIABILITIES &amp; SHAREHOLDERS' EQUITY</b>		
<b>Liabilities</b>		
<b>Current liabilities</b>		
Accounts payable and accrued liabilities (Note 14)	\$ 1,269,758	\$ 845,484
Due to related parties (Note 15)	9,598,370	8,803,413
Deferred gain (Note 7)	242,926	971,700
Financial lease payable - current portion (Note 11)	231,041	17,572
	11,342,095	10,638,169
<b>Non-current liabilities</b>		
Debentures (Note 10)	10,000,000	10,000,000
Debt issue costs (Note 10)	(517,241)	(579,661)
Financial lease payable (Note 11)	290,591	21,724
Other liabilities (Note 3 (e))	63,846	63,846
	9,837,196	9,505,909
	21,179,291	20,144,078
<b>Shareholders' Equity</b>		
Share capital (Note 12)	13,972,597	13,972,597
Other capital reserves (Note 13)	624,183	624,183
Other comprehensive income (loss) (Note 7)	247,598	(270,996)
Deficit	(3,679,982)	(3,650,379)
<b>Total Shareholders' Equity</b>	<b>11,164,396</b>	<b>10,675,405</b>
<b>Total Liabilities and Shareholders' Equity</b>	<b>\$ 32,343,687</b>	<b>\$ 30,819,483</b>

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

Approved by the Board of Directors:

(Signed) "Jiubin Feng"

Jiubin Feng, Director

(Signed) "Paul Lin"

Paul Lin, Director

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

**CIM International Group Inc.****Condensed Interim Consolidated Statements of Income and Comprehensive Income**

For the Three Months Ended March 31, 2019 and March 31, 2018

(Expressed in Canadian Dollars)

(Unaudited)

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
	(Three Months Ended)	(Three Months Ended)
<b>Revenue (Notes 7 and 15)</b>	\$ 993,151	\$ 927,850
<b>Total Revenues</b>	993,151	927,850
<b>Operating expenses</b>		
General and administrative (Note 16)	10,419	101,560
Professional fees	18,984	14,234
Wages and benefits (Note 16)	113,812	579,356
Depreciation (Note 6)	71,056	14,218
Listing and filing fees	10,909	2,811
	225,180	712,179
Share of loss of associates (Note 9)	-	(1,113)
Interest expense (Notes 10,15)	807,615	300,035
Total Expenses	1,032,795	1,011,101
Gain on sale of investments (Note 8)	-	-
Net income (loss) before income taxes	(39,644)	(83,251)
Income tax provision	(10,041)	(87,751)
Net income (loss) for the period	(29,603)	4,500
Fair value change of investment (Note 7)	518,594	220,020
<b>Total comprehensive income for the period</b>	\$ 488,991	\$ 224,520
<b>Income Per Share (Note 12)</b>		
Basic	\$ 0.01	\$ 0.00
Diluted	\$ 0.01	\$ 0.00
<b>Weighted Average Number of Common Shares (Note 12)</b>		
Basic	46,132,616	46,132,616
Diluted	46,505,878	46,505,878

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

## CIM International Group Inc.

### Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

For the Three Months Ended March 31, 2019 and March 31, 2018

(Expressed in Canadian Dollars)

(Unaudited)

	Share Capital	Other Capital Reserves	Other Comprehensive Income/(Loss)	Deficit	Total Shareholders' Equity
<b>Balance - January 1, 2018</b>	\$ 13,972,597	\$ 624,183	\$ (269,828)	\$ (4,084,420)	\$ 10,242,532
Change in fair value of investment (Note 7)	-	-	220,020	-	220,020
Net income (loss) for the period	-	-	-	4,500	4,500
<b>Balance - March 31, 2018</b>	\$ 13,972,597	\$ 624,183	\$ (49,808)	\$ (4,079,920)	\$ 10,467,052
<b>Balance - January 1, 2019</b>	\$ 13,972,597	\$ 624,183	\$ (270,996)	\$ (3,650,379)	\$ 10,675,405
Change in fair value of investment (Note 7)	-	-	518,594	-	518,594
Net income (loss) for the period	-	-	-	(29,603)	(29,603)
<b>Balance - March 31, 2019</b>	\$ 13,972,597	\$ 624,183	\$ 247,598	\$ (3,679,982)	\$ 11,164,396

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

**CIM International Group Inc.**  
**Condensed Interim Consolidated Statements of Cash Flows**  
For the Three Months Ended March 31, 2019 and March 31, 2018  
(Expressed in Canadian Dollars)  
(Unaudited)

	<b>March 31, 2019</b>	<b>March 31, 2018</b>
	(Three Months Ended)	(Three Months Ended)
<b>OPERATING ACTIVITIES</b>		
Net income (loss)	\$ (29,603)	\$ 4,500
Add (deduct) non-cash items :		
Share of loss of associates (Note 8)	-	(1,113)
Interest Income	(493,151)	-
Depreciation	71,055	14,218
Gain on settlement of debt	-	-
Interest expense	807,616	300,035
Income tax provision	(10,041)	(87,751)
Net Change in Non-Cash Working Capital Balances		
Other receivables	(68,960)	(650,000)
Prepaid expenses	-	(2,208)
Accounts payable and accrued liabilities	118,397	(60,922)
Due to related parties (Note 15)	(49,999)	1,466,757
Due from related parties (Note 15)	-	6,851
<b>Cash provided by (used in) operating activities</b>	<b>(154,683)</b>	<b>990,367</b>
<b>INVESTING ACTIVITIES</b>		
Sale of investment in associates (Note 9)	30,000	-
Interest received from Bayview Creek (CIM) LP	105,000	-
Investments in associates (Note 9)	(357,000)	(691,227)
Loan receivable (Note 5)	-	(4,565,000)
<b>Cash used in investing activities</b>	<b>(222,000)</b>	<b>(5,256,227)</b>
<b>FINANCING ACTIVITIES</b>		
Debentures payable issued (Note 10)	-	4,544,669
Loan received from related parties	450,000	-
Finance lease payments	(55,882)	(4,109)
Interest payment	(17,363)	-
<b>Cash provided by (used in) financing activities</b>	<b>376,755</b>	<b>4,540,560</b>
<b>Increase (decrease) in cash in the period</b>	<b>72</b>	<b>274,700</b>
Cash - Beginning of period	10,618	41,994
<b>Cash - End of period</b>	<b>\$ 10,690</b>	<b>\$ 316,694</b>

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

# **CIM International Group Inc.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

For the Three Months Ended March 31, 2019 and March 31, 2018

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### **1. NATURE OF OPERATIONS**

#### **The Company and Business Operations**

CIM International Group Inc. (the "Company") is a Canadian company incorporated pursuant to the provisions of the laws of the Province of Ontario on February 18, 2010. On May 27, 2010, the Company was listed as a Capital Pool Company ("CPC") as defined pursuant to Policy 2.4 ("Policy 2.4") of the TSX Venture Exchange ("TSXV"). On April 29, 2016, the Company officially changed its name to CIM International Group Inc. and de-listed its shares from the Toronto Stock Exchange, which was approved by the shareholders of the Company on April 8, 2016 at the Company's Annual and Special Meeting. In connection with the Transaction, as described in Note 7, the Company completed the process to list its Common Shares on the Canadian Securities Exchange (the "CSE") in accordance with the CSE's listing requirements effective on May 2, 2016 and its common shares began trading on May 9, 2016 on the CSE Exchange. The Company is classified as a "Diversified Industries" issuer company. The registered address of the Company is 55 Commerce Valley Drive West, Suite 502, Markham, Ontario, Canada, L3T 7V9.

### **2. BASIS OF PRESENTATION**

#### **Statement of Compliance**

These unaudited interim condensed financial statements for the three months ended March 31, 2019 including comparative figures, have been prepared in accordance with International Accounting Standard ("IAS") 34, "Interim Financial Reporting" ("IAS 34"), using accounting policies consistent with the International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations of the International Financial Reporting Interpretations Committee ("IFRIC").

Accordingly, certain information and disclosures normally included in the annual financial statements prepared in accordance with IFRS have been omitted or condensed.

The disclosure contained in these unaudited interim condensed financial statements does not include all requirements in IAS 1, "Presentation of Financial Statements" ("IAS 1"). Accordingly, these unaudited interim condensed financial statements should be read in conjunction with the Company's December 31, 2017 annual audited financial statements.

The unaudited condensed interim consolidated financial statements of the Company for the three months ended March 31, 2019 were approved and authorized for issue by the Board of Directors of the Company on May 30, 2019.

#### **Basis of Measurement**

The consolidated financial statements have been prepared under the historical cost basis except for the revaluation of investments accounted at fair value.

#### **Functional and Presentation Currency**

These consolidated financial statements are presented in Canadian dollars which is the functional currency of the Company and its subsidiaries.

### **3. SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies set out below have been applied consistently by all group entities and for all periods presented in these consolidated financial statements.

#### **a) Basis of Consolidation**



# CIM International Group Inc.

## Notes to the Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2019 and March 31, 2018

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### i) Subsidiaries

Subsidiaries are entities controlled by the Company. Control exists when the Company has power over an entity, exposure or rights to variable returns from the Company's involvement with the entity, and the ability to use its power over the entity to affect the amount of the Company's returns. The financial statements of subsidiaries are included in the consolidated financial statements of the Company from the date that control commences until the date that control ceases. The consolidated financial statements include the accounts of the Company and its subsidiaries.

### ii) Associates

Where the Company has the power to significantly influence but not control the financial and operating policy decisions of another entity, it is classified as an associate. Associates are initially recognized in the consolidated statement of financial position at cost and adjusted thereafter for the post-acquisition changes in the Company's share of the net assets of the associate, under the equity method of accounting. The Company's share of post-acquisition profits and losses is recognized in the consolidated statement of income and comprehensive income, except that losses in excess of the Company's investment in the associate are not recognized unless there is a legal or constructive obligation to recognize such losses. If the associate subsequently reports profits, the Company's share of profits is recognized only after the Company's share of the profits equals the share of losses not recognized. Profits and losses arising on transactions between the Company and its associates are recognized only to the extent of unrelated investor's interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate.

Any premium paid for an associate above the fair value of the Company's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalized and included in the carrying amount of the Company's investment in an associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets.

### iii) Transactions eliminated on consolidation

Inter-company balances, transactions, and any unrealized income and expenses, are eliminated in preparing the consolidated financial statements.

Unrealized gains arising from transactions with associates are eliminated against the investment to the extent of the Company's interest in the investee. Unrealized losses are eliminated in the same way as unrealized gains, but only to the extent that there is no evidence of impairment.

The consolidated financial statements include material companies:

	<b>Principal activities</b>	<b>Country of Incorporation</b>	<b>% Equity interest</b>
CIM Capital Inc.	Investment Banking	Canada	100.0%
CIM Development LP	Real Estate	Canada	21.0%
CIM Hwy 7 Holding LP	Real Estate	Canada	27.3%
CIM Port McNicoll Holding LP	Real Estate	Canada	30.0%

# **CIM International Group Inc.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

For the Three Months Ended March 31, 2019 and March 31, 2018

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### **b) Cash**

Cash includes cash on hand and readily convertible demand deposits and are subject to an insignificant risk of change in fair value. Cash is invested in a commercial bank accounts in a major Canadian Chartered Bank in Canada.

### **c) Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable and to the extent that collection is reasonably assured at the time the revenue is earned. Revenue is reduced for estimated customer returns, rebates and other similar allowances.

#### *Rendering of services*

Revenue from a contract to provide services is recognized by reference to the completion of the performance obligation in the period.

#### *Investment income*

Income from investments is recognized when the right to receive payment has been established provided that the economic benefits will flow the Company and the amount of the income can be measured reliably.

### **d) Property and Equipment**

Property and equipment assets are carried at cost less accumulated depreciation and impairment losses.

Depreciation is recognized in consolidated statement of income and comprehensive income and is provided on a straight-line basis using the following rates:

Furniture, fixtures, and equipment.....	Over 5 years
Computer equipment.....	Over 3 years
Leasehold improvements and Right-of-Use Lease Assets.....	Over the term of the lease

Depreciation methods, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate.

### **e) Income Taxes**

#### *Current Income Taxes*

Income tax in the consolidated statements of income and comprehensive income for the periods presented comprises current and deferred tax. Income tax is recognized in the statement of income and comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity. Current tax expense is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at year end, adjusted for amendments to tax payable with regards to previous periods.

#### *Deferred Income Taxes*

Deferred tax is recorded using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date.

# **CIM International Group Inc.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

For the Three Months Ended March 31, 2019 and March 31, 2018

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A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. Deferred income tax assets are reviewed at each reporting date and are reduced to the extent it is no longer probable that the related tax benefit will be realized.

### **f) Earnings or Loss per Share**

Basic and diluted earnings (loss) per share are calculated using the weighted average number of common shares outstanding during the year. The dilutive effect on earnings (loss) per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the year.

However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive. Shares held in escrow, other than where their release is subject to the passage of time, are not included in the calculation of the weighted average number of common shares outstanding.

### **g) Share-Based Payment Transactions**

The Company accounts for share-based compensation expense using the fair value based method with respect to all share-based payments to directors, employees and non-employees, including awards that are direct awards of stock and call for settlement in cash or other assets, or stock appreciation rights that call for settlement by the issuance of equity instruments. Fair Value is calculated using a Black-Scholes option pricing model and is based on model variables including interest rates, expected life, expected volatility, expected dividends, expected forfeitures and share prices. For directors and employees, the fair value of the options is measured at the grant date.

For non-employees, the fair value of the options is measured on the earlier of the date at which the counterparty performance is completed or the date the performance commitment is reached or the date at which the equity instruments are granted if they are fully vested and non-forfeitable. Under this standard, share-based payments are recorded as an expense over the vesting period or when the awards or rights are granted, with a corresponding increase to other capital reserves under shareholders' equity. When stock options are exercised, the corresponding fair value is transferred from other capital reserves to share capital.

### **h) Share Issuance Costs**

Costs directly incurred in connection with the issuance of common shares, such as legal fees and finder's fees, are recorded as a charge against share capital.

### **i) Share Purchase Warrants**

When the Company issues common shares and non-transferable share purchase warrants, the Company follows the relative fair value method of accounting for warrants attached to and issued with common shares of the Company. Under this method, the fair value of warrants issued is estimated using a Black-Scholes option pricing model. The relative fair value ascribed to the warrants is determined based on total proceeds received applied pro-rata to the fair of the issued common shares at the transaction date and the fair value of the warrants issued therewith.

# **CIM International Group Inc.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

For the Three Months Ended March 31, 2019 and March 31, 2018

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### **j) Related Party Transactions**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties. Related party transactions were made on terms equivalent to those that prevail in arm's length transactions and are made only if such terms can be substantiated.

### **k) Leases**

(i) At inception of a contract, the Corporation assesses whether a contract is or contains a lease based on the definition of a lease. A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Corporation assesses whether:

- the contract involves the use of an identified asset, specified either explicitly or implicitly, that is physically distinct, and usage represents substantially all of the capacity of the asset;
- the Corporation has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Corporation has the right to direct use of the asset, which is evidenced by decision-making rights to direct how and for what purpose the asset is used. In cases where the decision about how and for what purpose the asset is used is predetermined, the Corporation has the right to direct the use of the asset if either:
  - the Corporation has the right to operate the asset (or to direct others to operate the asset in a manner that it determines), without the supplier having the right to change those operating instructions; or
  - the Corporation designed the asset in a way that predetermines how and for what purpose it will be used.

(ii) The Corporation recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises: the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date; less, any lease incentives received; plus, any initial direct costs incurred; plus, an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, unless those costs are incurred to produce inventories.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the underlying asset or the end of the lease term. The estimated useful life of the underlying asset is determined on the same basis as that of property, plant and equipment. The lease term is the non-cancellable period of a lease, including periods covered by an option to extend the lease if the Corporation is reasonably certain to exercise that option and periods covered by an option to terminate the lease if the Corporation is reasonably certain not to exercise that option.

# **CIM International Group Inc.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

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The carrying amount of the right-of-use asset is periodically reduced by impairment losses when an impairment indicator is present and an impairment loss is identified, if any, and adjusted for certain remeasurements of the lease liability, if any.

The lease liability is initially measured at the present value of future lease payments not paid at the commencement date, discounted using the interest rate implicit in the lease, or if that rate cannot be readily determined, the lessee's incremental borrowing rate. Generally, the Corporation uses the lessee's incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise:

- fixed payments, including in-substance fixed payments, less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and

the exercise price under a purchase option that the Corporation is reasonably certain to exercise, lease payments in an optional renewal period if the Corporation is reasonably certain to exercise an extension option, and penalties for early termination of lease unless the Corporation is reasonably certain not to terminate early; liability and finance costs using the effective interest method, with the interest element of the lease charged to the consolidated statement of income and comprehensive income as a finance cost. Capital assets acquired under finance leases are depreciated over the shorter of the useful life of the asset and the lease term.

All other leases are classified as operating leases. Operating lease payments are recognized in the consolidated statement of income and comprehensive income on a straight-line basis over the lease term.

### **I) Estimates and Judgments**

The preparation of these consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities at the date of the consolidated financial statements, the reported amounts of revenue and expenses during the reporting period, and the assessment and disclosure of contingencies, if any. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

#### ***Estimates***

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognized in the year in which the estimates are revised and in any future periods affected. Information about critical estimates and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in these consolidated financial statements is included in the following items:

#### ***Convertible Debentures***

The Company measures the discount rate used to determine the fair value of the debt component by reference to interest rate, charged to companies with debt issuances without a conversion feature.

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*Stock Options and Share-Based Compensation*

The Company measures the fair value of stock options granted to officers, directors, employees and agents using the Black-Scholes option pricing model which incorporates the assumptions regarding the expected life of the stock option, volatility, dividend yield, and risk-free rates. The Company is required to calculate the fair value of these stock options at the date of issuance.

*Financial Instruments under IFRS 9*

The Company makes estimates with respect to the valuation of level 3 investment classified as FVOCI.

*Income Taxes*

In assessing the probability of realizing deferred income tax assets, management makes estimates related to expectation of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to evidence that can be objectively verified.

**Critical Accounting Judgments**

*Impairment*

Management is required to use judgment to review the carrying values of the mining properties on a quarterly basis to determine whether any impairment exists based on assumptions of current and future events or circumstances. Estimates and assumptions may change if new information becomes available. If after the expenditures are capitalized and information becomes available suggesting that the recovery of the carrying values is unlikely, the amount capitalized is written-off to the statement of income and comprehensive income during the year that the new information becomes available.

*Debentures*

The Company applies judgment in determining the appropriate accounting treatment for debt issued. The Company reviews the relevant agreements and determines if any embedded derivatives (other than the conversion feature) exist in the arrangement. The Company then reviews the terms of the conversion feature, if applicable, to determine if it should be classified as a liability or as a component of equity. For the debt issued during the year, the Company determined that there were no other embedded derivatives and that the conversion feature should be classified as a component of equity.

*Going Concern*

Management uses its judgment in determining whether the Company is able to continue as a going concern. Critical considerations take into account all available information about the future viability of anticipated return on its real estate investments and recoverability of such investments, the availability of capital financing, current working capital funds, market price of real estate, and the future commitment and obligations. Management has asserted that the Company is a going concern and that no material uncertainty exists as at December 31, 2018.

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*Classification of financial instruments*

The Company makes judgments with respect to the classification of its investment.

**m) Accounting Standards Adopted in 2018**

*IFRS 15 - Revenue from Contracts with Customers*

The Company has adopted the new IFRS 15 standard “Revenue from Contracts and Customers” (IFRS 15) which was issued by the IASB on May 28, 2014, and which became effective on January 1, 2018 on a modified prospective basis as if the standard had always been in place. The comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods.

The objective of IFRS 15 is to establish a single model for entities to use in accounting for revenue arising from contracts with customers; except for contracts that are within the scope of the standards on leases, insurance contracts, and financial instruments.

The standard requires revenue to be recognized in a manner that depicts the transfer of promised goods or services to a customer and at an amount that reflects the consideration expected to be received in exchange for transferring those goods or services.

This is achieved by applying the following five steps:

1. Identify the contract with a customer;
2. Identify the performance obligations in the contract;
3. Determine the transaction price;
4. Allocate the transaction price to the performance obligations in the contract; and
5. Recognize revenue when (or as) the entity satisfies a performance obligation.

The adoption of the new standard did not have a material impact to the consolidated financial statements of net income and comprehensive income.

*IFRS 9 - Financial Instruments*

In July 2014, the IASB issued IFRS 9, Financial Instruments (“IFRS 9”) which replaced IAS 39, Financial Instruments: Recognition and Measurement (“IAS 39”) effective January 1, 2018. IFRS 9 provides new guidance on the classification and measurement, impairment and hedge accounting for financial instruments in addition to clarification for the treatment of modifications of financial liabilities. IFRS 9 is required to be adopted retrospectively with certain available transition provisions. The adoption of this standard did not have any significant impact on the combined financial statements for the current or prior years.

Classification and measurement:

IFRS 9 requires a new approach for the classification and measurement of financial assets based on the Company’s business models for managing these financial assets and their contractual cash flow characteristics. This approach is summarized as follows:

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- Assets held for the purpose of collecting contractual cash flows that solely represent payments of principal and interest are measured at amortized cost.
- Assets held within a business model where assets are both held for the purpose of collecting contractual cash flows or sold prior to maturity and the contractual cash flows solely represent payments of principal and interest are measured at fair value through other comprehensive income ("FVTOCI").
- Assets held within another business model or assets that do not have contractual cash flow characteristics that are solely payments of principal and interest are measured at fair value through profit or loss ("FVTPL").

The Company completed its review of all financial instruments held and performed a cash flow and business model assessment, and the impact is summarized as follows:

- The classification of Investments as Available for Sale ("AFS") under IAS 39 has been renamed to Fair Value through Other Comprehensive Income ("FVOCI"). The Investments previously classified as Available for Sale were still measured at fair value, thus there was no material impact from the adoption of IFRS 9.

The following summarizes the Company's classification and measurement of its financial assets and liabilities:

Classification and Measurement Basis	
<b>Financial assets</b>	
Accounts receivable	Amortized Cost
Cash and cash equivalents	Amortized Cost
Due from Related Parties	Amortized Cost
Loan Receivable	Amortized Cost
Investments	Fair Value through Other Comprehensive Income
Investments in Associates	Amortized Cost
<b>Financial liabilities</b>	
Debentures	Amortized Cost
Accounts payable and accrued liabilities	Amortized
Cost	
Due to Related Parties	Amortized Cost
Financial Lease Payable	Amortized Cost

### Effective interest method

The effective interest method calculates the amortized cost of a financial instrument asset or liability and allocates interest income or cost over the corresponding period. The effective interest rate is the rate that discounts estimated future cash receipts or payments over the expected life of the financial asset or liability, or where appropriate, a shorter period. Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as FVTPL.



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### Convertible debentures

The component parts of compound instruments (convertible debentures) issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion options that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortized cost basis using the effective interest method until extinguished on conversion or at instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognized and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognized in equity will be transferred to share capital.

When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognized in equity will be transferred to contributed surplus. No gain or loss is recognized in the statement of income and comprehensive income upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the convertible notes are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognized directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortized over the lives of the convertible notes using the effective interest method.

### Impairment

A financial asset carried at amortized cost is considered impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flow of that asset that can be estimated reliably. Significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed at the cash generating unit which occurs at the mineral property level. An impairment loss in respect of a financial asset measured at amortized cost is calculated as the difference between the carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. In assessing collective impairment, the Company uses historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgment as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical trends.

## 4. OTHER RECEIVABLES

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
HST taxes and other tax credits	\$ 72,165	\$ 64,491
Due from CIM Mackenzie Creek LP	1,833,333	2,000,000
Other receivable	<u>1,578,665</u>	<u>1,426,313</u>
Total	<u>\$ 3,484,163</u>	<u>\$ 3,490,804</u>

## CIM International Group Inc.

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#### 5. LOAN RECEIVABLE

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Balance – beginning of period	\$ 10,000,000	\$ -
Issued in the period	<u>-</u>	<u>10,000,000</u>
Balance – end of period	<u>\$ 10,000,000</u>	<u>\$ 10,000,000</u>

During the year 2018, the Company provided a three-year loan in the amount of \$10,000,000 bearing interest at a rate of 20% per annum (the “Investment”) to Bayview Creek (CIM) LP, the beneficial owner of the Bayview Creek residential development project located at 10747 Bayview Avenue, Richmond Hill, Ontario maturing June 27, 2021. The Company raised gross proceeds via a Private Placement, to fund this loan receivable, by issuing three-year term secured debentures in the amount of \$10,000,000 bearing interest at a rate of 13.5% per annum payable semi-annually. The Private Placement and the Investment were considered “related party transactions” as (i) Jiubin Feng, one of the directors and senior officers of the Company, is also a director and officer of the general partner of Bayview Creek (CIM) LP and (ii) the general partner of Bayview Creek (CIM) LP is also the general partner of one of the insiders of the Company, namely CIM Investment & Development LP.

During the period ended March 31, 2019, the Company recorded interest income totaling \$493,156 with respect to the note receivable from Bayview Creek (CIM) LP, a related company (Dec 31, 2018 - \$1,292,082).

#### 6. PROPERTY AND EQUIPMENT

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Office equipment and furniture	\$ 104,346	\$ 104,346
Computer equipment and software	65,430	65,430
Leasehold improvements	19,286	19,286
Software	7,500	7,500
Right-of-use Lease Assets	<u>538,218</u>	<u>-</u>
Total	734,780	196,562
Accumulated depreciation	<u>(183,460)</u>	<u>(112,406)</u>
Net book value	<u>\$ 551,318</u>	<u>\$ 84,156</u>

Effective January 1, 2019, the company adopted IFRS 16, and recognized a right-of-use lease asset of \$538,218 related to the office lease that expires on April 30, 2021. IFRS 16, and recognized right-of-use asset of \$538,218 related to office lease that expiring at April 30, 2021. During the period ended March 31, 2019, the Company did not dispose of any property and equipment assets in the period ended March 31, 2019.

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### 7. INVESTMENTS

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Investment in CIM Mackenzie Creek LP – FVTOCI	\$ 10,289,820	\$ 10,000,000
Investment in Victoria House Retirement Home – FVTOCI	<u>352,400</u>	<u>352,400</u>
Total	<u>\$ 10,642,220</u>	<u>\$ 10,352,400</u>

#### Investment in CIM Mackenzie Creek LP

##### As at December 31, 2016

In April 2016, the Company completed the securities exchange with the CIM Parties and acquired 10M Class A Units in a new limited partnership named CIM Mackenzie Creek Limited Partnership in exchange for 40M common shares in the capital of the Company at a price of \$0.25 per consolidated share on a post-consolidated basis totaling \$10M (referred to as the “Transaction”). The Company measured \$10 million investment in CIM Mackenzie Creek LP at fair value both at the transaction date and as of December 31, 2016. The fair value of the investment at the transaction date was \$12,745,286 which resulted in a day one level three gain of \$2,745,286 which is to be recognized through profit and loss over time and any changes in fair value only to the extent that it arises from a change in factors that market participants would take into account in accordance with IAS 39 should be recognized through Other Comprehensive Income.

The Company recorded income of \$1,333,333 partially relating to the amortization of the deferred gain of \$610,064, and partially relating the income earned on that investment of \$723,270. The change in the fair value attributable to Other Comprehensive Income was \$357,373.

The investment was initially designated upon inception as available for sale and recorded at fair value of \$12,745,286. This resulted in a day 1 gain of \$ 2,745,286 which was deferred and will be recognized into profit and loss over the term of the investment. This resulted in \$610,064 being recognized in income for the ten-month period ended December 31, 2016. At December 31, 2016, the fair value of the investment was \$11,777,850.

The Company recognized \$723,270 in income, and unrealized gains and losses of \$357,372 recognized in Other Comprehensive Income. The Company received cash \$2 million during ten-month period ended December 31, 2016 and as a result of, the Company recorded a deferred gain of \$666,667.

##### As at December 31, 2017

The Company recorded income of \$2,000,000 consisting of the amortization of the deferred gain of \$915,095 and income earned on that investment of \$1,084,905. The change in the fair value of the investment attributable to Other Comprehensive Income was an increase of \$46,332 for the year ended December 31, 2017.

##### As at December 31, 2018

The Company recorded income of \$2,000,000 to be collected in the period 2019. Income is partially related to the amortization of the deferred gain of \$915,095 and partially related income earned on that investment of \$1,084,905. The change in the fair value of the investment attributable to Other Comprehensive Income was an increase of \$1,168 for the year ended December 31, 2018.

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In calculating the fair value, management was required to make several assumptions concerning, but not limited to, cash flows and discount rates. All assumptions resulted in a fair value that is considered within the level 3 category of the fair value hierarchy. In particular, the Company used a discounted cash flow approach in the determination of the fair value which utilized cash flow projections based on financial forecasts prepared by Company management covering a period of 2 years and 2 months, and a discount rate of 10%.

On August 2, 2018, the Company executed an Extension Agreement in connection with the securities exchange for the 10M Class A units of CIM Mackenzie Creek Limited Partnership. As of the date of the agreement, CIM Invests Development Inc., on behalf of CIM Mackenzie Creek Limited Partnership, granted to CIM International Group Inc. the right to require CIM Mackenzie Creek Limited Partnership to redeem, and agreed to extend the redemption right for, an aggregate of 10M Class A Units to February 6, 2021.

### As at March 31, 2019

The Company recorded income of \$500,000 during the period ended March 31, 2019. Income is partially related to the amortization of the deferred gain of \$228,774 and partially related income earned on that investment of \$271,226. The change in the fair value of the investment attributable to Other Comprehensive Income was an increase of \$518,594 for the period ended March 31, 2019.

### Investment in Victoria House Retirement Home

During the year ended December 31, 2017, the Company invested in the "Victoria House Retirement Home ("Victoria House"), a retirement home located in Orillia, Ontario. CIM invested \$352,400 directly in the common shares of Canadian China Ageing Development Inc. ("CCAD") representing 8.045% of CCAD's shares. CCAD is the facilities manager of the Victoria House. This investment was initially designated upon inception as, and recorded at FVOCI. Due to its recent purchase, the Company kept the investment at cost which approximates the fair value.

## 8. ASSET HELD FOR SALE

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Investment in CIM Hwy & Holding LP	<u>\$ 2,267,727</u>	<u>\$ 2,072,727</u>

On May 23, 2017, the Company invested in the "Bur Oak" residential and commercial real estate project located at 6910 Hwy 7 and Ninth Line in Markham, Ontario. The Bur Oak project is a 3-Phase project on a 20-acre site which is planned to include 140 residential townhouses, 575 condominium units and 50,000 sq. feet of commercial space in separate developments over a 6-year timeframe. The Company invested \$1,200,000, which was transferred from a loan receivable of \$1,200,000 in the account, directly in limited partnership units in the capital of CIM Hwy 7 Holding LP, and which effectively represents a 27.3% interest in the Bur Oak project. This project is moving forward with all the various studies, processes and approvals required for the development of the project.

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As at March 31, 2019 and December 31, 2018, the CIM Hwy 7 Holding LP on a gross basis includes the following:

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Current assets	\$ 274,057	\$ 74,451
Non-current assets	8,240,943	7,725,549
Current liabilities	-	-
Non-current liabilities	-	-
Net Equity	<u>\$ 8,515,000</u>	<u>\$ 7,800,000</u>

As at March 31, 2019, the Company has classified its investment in CIM Hwy 7 Holding LP as an Asset Held for Sale as the Company is exploring the sale of its interest in this property in 2019.

## 9. INVESTMENT IN ASSOCIATES

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Investment in CIM Port McNicoll Holding LP	<u>3,712,500</u>	<u>3,577,500</u>
Net Equity	<u>\$ 3,712,500</u>	<u>\$ 3,577,500</u>

- (a) During the year ended December 31, 2017, the Company invested in the Port McNicoll residential real estate project located near the town of Port McNicoll, Ontario on the southern shore of Georgian Bay. The project is in the development stage on a 1,126-acre site which is planned to include up to 1,500 residential homes. The Company invested \$2,011,500, in limited partnership units in the capital of Port McNicoll Holding LP, and which effectively represents a 30.0% interest in the Port McNicoll project.

As at March 31, 2019 and December 31, 2018, CIM Port McNicoll Holding LP on a gross basis includes the following:

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Current assets	\$ 747,646	\$ 956,975
Non-current assets	44,125,188	44,068,150
Current liabilities	-	(2,865)
Non-current liabilities	<u>(31,124,457)</u>	<u>(31,823,883)</u>
Net Equity	<u>\$ 13,748,377</u>	<u>\$ 13,198,377</u>

## 10. DEBENTURES

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Debentures issued	\$ 10,000,000	\$ 10,000,000
Issue costs – less amortization	<u>(517,241)</u>	<u>(579,661)</u>
Balance – end of period	<u>\$ 9,482,759</u>	<u>\$ 9,420,339</u>

# CIM International Group Inc.

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During the year 2018, the Company raised aggregate gross proceeds of \$10,000,000 by issuing three-year term secured debentures bearing interest at a rate of 13.5% per annum payable interest only semi-annually (the "Debenture") on a non-brokered Private Placement basis (the "Private Placement"). The Debenture is due by August 2, 2021, and are secured by 10,000,000 Class A limited partner units owned by the Company in the capital of CIM Mackenzie Creek Limited Partnership.

The net proceeds of the Private Placement were used to purchase a three-year term secured debenture bearing interest at a rate of 20% per annum payable semi-annually (the "Investment") from Bayview Creek (CIM) LP, the beneficial owner of the Bayview Creek residential development project located at 10747 Bayview Avenue, Richmond Hill, Ontario. The Company paid a finder's fee equal to four percent (4%) of the gross proceeds of the Private Placement raised from investors referred to the Company by the finders.

The Private Placement and the Investment (collectively, the "Transactions") were considered "related party transactions" as (i) Jiubin Feng, one of the directors and senior officers of the Company, is also a director and officer of the general partner of Bayview Creek (CIM) LP and (ii) the general partner of Bayview Creek (CIM) LP is also the general partner of one of the insiders of the Company, namely CIM Investment & Development LP.

The Company incurred a total of \$749,038 issued costs in connection with the issuance of the Debentures and amortized a total of \$231,041 of these costs as at March 31, 2019. During the period ended March 31, 2019, the Company incurred interest expense of \$332,877 regarding the Debentures.

### 11. FINANCE LEASE PAYABLE

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Finance lease payable	\$ 521,632	\$ 39,296
Less: Current portion	<u>231,041</u>	<u>17,572</u>
Finance lease payable - Long term portion	<u>\$ 290,591</u>	<u>\$ 21,724</u>

The finance lease payable bears interest at rates of up to 13.5% per annum, are repayable in monthly instalments of principal and interest of \$23,811, are secured by capital assets, and mature up to July 2022.

As of March 31, 2019, the committed present value repayments of the finance lease on a fiscal year basis are as follows:

2019	\$ 231,041
2020	278,652
2021	8,835
2022	<u>3,104</u>
Total	<u>\$ 521,632</u>

# CIM International Group Inc.

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### 12. SHARE CAPITAL

Authorized - Unlimited common shares with no par value Issued, fully paid and outstanding

	Number of Shares (Post -Consolidation)	Amount
Balance, December 31, 2018	46,132,616	\$ 13,972,597
Balance, March 31, 2019	46,132,616	\$ 13,972,597

#### Income (Loss) Per Share

The dilutive effect on earnings (loss) per share is calculated presuming the exercise of outstanding options, warrants and similar instruments. It assumes that the proceeds of such exercise would be used to repurchase common shares at the average market price during the year. However, the calculation of diluted loss per share excludes the effects of various conversions and exercise of options and warrants that would be anti-dilutive.

### 13. OTHER CAPITAL RESERVES

#### a) Stock Options

The Company established an incentive stock option plan (the "Plan") pursuant to which the Company may, from time to time, at the discretion of the directors to grant options to the directors, officers, technical consultants and employees of the Company to purchase common shares, provided that the number of common shares reserved for issuance will not exceed 10% of the issued and outstanding common shares. The number of common shares reserved for issuance to any individual director, officer or employee will not exceed five percent (5%) of the issued and outstanding common shares and will not exceed two percent (2%) for all technical consultants.

As at March 31, 2019, there were a total of 372,262 (December 31, 2018 – 372,262) vested stock options outstanding and the weighted average contractual life remaining of the balance of the outstanding stock options is 0.07 years (December 31, 2018: 0.32 years).

#### STOCK OPTIONS

	Number of Stock Options	Weighted Average Exercise Price
Balance, January 1, 2018	373,262	\$0.375
Cancelled or expired in the period	-	-
Balance, Dec 31, 2018 and March 31, 2019	373,262	\$0.375

#### b) Other Capital Reserves

	Amount
Balance, March 31, 2019 and December 31, 2018	\$ 624,183

# **CIM International Group Inc.**

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### **14. FINANCIAL INSTRUMENTS**

#### **Fair Value**

On March 31, 2019, the carrying value of other receivables (excluding HST) and due from related parties, accounts payables and accrued liabilities, due to related parties, approximates their carrying value due to the short-term nature of these financial instruments. The fair value of cash and cash equivalents is based on Level 1 inputs. Fair value of financial assets and financial liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities.

#### **Fair Value Hierarchy**

The following provides a description of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

- Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

As at March 31, 2019, the Company's investments are measured as fair value and are categorized as level 3 fair value hierarchy as disclosed in Note 7.

#### **Capital Management**

The Company's capital management objectives are to safeguard its ability to continue to operate as a going concern. The Company considers items included in shareholder's equity to be capital. Its principal sources of cash are from the issuance of common shares and funding from related parties. The Board of Directors monitors the Company's capital position regularly. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may issue new shares from time to time.

#### **Risk Management**

The Company is exposed to financial risks due to the nature of its business operations and the financial assets and liabilities it holds. The Company's primary risk management objective is to safeguard its cash flows, and to maintain a strong and efficient capital structure to provide liquidity to support continued asset growth.



## **CIM International Group Inc.**

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The management of the Company monitors its overall cash position on a regular basis and forecasts its financial obligations so that it is able to meet these commitments. The Board of Directors meets regularly to review business operations, reviews of cash positions and budgets, monitors the status of its real estate investments, reviews compliance with contracts and commitments, and compliance with regulatory authorities.

A summary of the Company's risk exposures as it relates to financial instruments are reflected below:

- a) *Market risk* - Market risk is the risk that the fair value or future cash flow from a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk. The Company believes that it is exposed to price risk related to real estate.
- b) *Credit risk* - Credit risk arises from cash and deposits with banks and financial institutions, and accounts receivables. To minimize the credit risk the Company places these instruments with a high credit quality financial institution, and monitors accounts receivable balances on a monthly basis for collectability.
- c) *Interest rate risk* - Interest rate risk is the risk that the future cash flows of the Loan to Bayview Creek LP and the Debenture will fluctuate because of changes in market interest rates.
- d) *Currency risk* - The Company operates in Canada and conducts its business operations in Canadian dollars only. As a result, the Company no foreign currency exposure with respect to its transactions denominated in Canadian dollars.
- e) *Liquidity risk* - Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company currently settles its financial obligations out of cash. The ability to do this relies on the Company raising equity and debt financing in a timely manner and by maintaining sufficient cash in excess of anticipated needs subject to certain restrictions imposed by the CSE. It is anticipated that the Company's existing cash balances, cash flow from operations, advances from related parties and debt financing will be sufficient to fund operations for the next twelve months. Refer to note 10 whereby the Company raised a total of \$10,000,000 gross proceeds from the issuance of three-year term secured debentures during the year.

All Company's financial liabilities except for as disclosed in notes 10 and 11, are due within three months to one year.

# CIM International Group Inc.

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### 15. RELATED PARTY TRANSACTIONS

During the period ended March 31, 2019 and year ended December 31, 2018, the following are the related party transactions:

a) Due from related parties:

	<u>March 31, 2019</u>	<u>December 31, 2018</u>
Rent, cost, accounting service and other	\$ 35,446	\$ 22,776
CIM International Development Inc.	77,330	89,900
Bayview Creek (CIM) LP	1,045,152	611,501
Due from an Officer and Director	<u>30,428</u>	<u>30,428</u>
Total	<u>\$ 1,188,356</u>	<u>\$ 754,606</u>

Due to related parties:

	<u>March 31, 2019</u>	<u>December 31, 2017</u>
CIM Homes Marketing Inc.	\$ 1,250,959	\$ 1,201,644
Bayview Creek (CIM) LP	7,997,948	7,352,306
CIM Global Development LP	(537)	(537)
Due to Officers and Directors	<u>350,000</u>	<u>250,000</u>
Total	<u>\$ 9,598,370</u>	<u>\$ 8,803,413</u>

- b) As at March 31, 2019, the Company owes CIM Home Marketing Inc. Inc., a related company, \$1,250,959 which is a 20% annual interest rate short-term loan payable on demand and is presented as "Due to related parties" on the Consolidated Financial Position Statement since the Chief Executive Officer of the Company is related to an officer and director of this company.
- c) As at March 31, 2019, the Company owes Bayview Creek (CIM) LP., a related company, \$7,997,948 which is a 20% annual interest rate short-term loan payable on demand and is presented as "Due to related parties" on the Consolidated Financial Position Statement since the Chief Executive Officer of the Company has an interest in related companies.
- d) During the year ended December 31, 2017, the Company acquired a 27.3% interest in CIM Hwy 7 Holding Limited Partnership (Note 8) where the Chief Executive Officer of the Company has an interest in related companies.
- e) During the year ended December 31, 2017, the Company acquired a 30% interest in CIM Port McNicoll Holding Limited Partnership (Note 8) where the Chief Executive Officer of the Company has an interest in related companies.

## CIM International Group Inc.

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- f) During the year ended December 31, 2018, the Company issued a note receivable in the amount of \$10,000,000 to Bayview Creek (CIM) Limited Partnership (Notes 5 and 10) where the Chief Executive Officer of the Company has an interest in related companies.
- g) During the period ended March 31, 2019, the Company earned interest revenue totaling \$493,156 from Bayview Creek (CIM) LP (Dec 31, 2018 was \$1,292,082)
- h) During the period ended March 31, 2019, the Company charged related companies for the recovery of operating expenses totaling \$ \$46,500 (Dec 31, 2018 was \$231,505).
- i) During the period ended March 31, 2019, the Company incurred interest expense totaling \$ \$394,956 to related companies (Dec 31, 2018 was \$482,896).
- j) Key management includes the Company's directors, officers and any employees with authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly.
- k) A summary of the key management compensation for the period comprises the following:

	<u>March 31, 2019</u>	<u>March 31, 2018</u>
Salaries and benefits	\$ <u>29,658</u>	\$ <u>232,381</u>

## 16. COMMITMENTS AND CONTINGENCIES

### Lease Commitment

The Company is committed to the following office rental payments as at March 31, 2019:

	<u>Rent Amount</u>
Less than 1 year	\$ 276,310
Greater than 1 and less than 5 years	299,335
Greater than 5 years	<u>-</u>
Total Commitment	\$ <u>575,645</u>

The Company expects to recover approximately \$518,080 of this commitment from related and other companies.

## 17. SEGMENT

The Company currently operates in one business segment, which is real estate development for which all operating activities are conducted within Canada. As at March 31, 2019, the Company had \$16,622,477 (December 31, 2018 was \$16,000,627) of real estate non-current assets and recorded revenue of \$500,000 (December 31, 2018 was \$2,000,000) from its investment in real estate.