Condensed Consolidated Interim Financial Statements
(Expressed in U.S. dollars)

MAINSTREET HEALTH INVESTMENTS INC.

Three months ended March 31, 2017 and 2016
(Unaudited)

MAINSTREET HEALTH INVESTMENTS INC.

Condensed Consolidated Interim Statements of Financial Position
(Expressed in thousands of U.S. dollars)
(Unaudited)

		March 31, 2017		December 31, 2016
Assets				
Current assets:				
Cash	$	7,131	$	7,651
Tenant and other receivables		6,826		7,040
Other (notes 3 and 16)		2,744		2,122
		16,701		16,813
Non-current assets:				
Loans receivable (note 2)		32,215		29,081
Derivative instruments (note 8)		2,068		1,543
Investment in joint ventures (note 5)		917		917
Investment properties (note 4)		637,728		628,471
Investment in MS-SW Development Fund Holdings, LLC		935		894
		673,863		660,906
Total assets	$	690,564	$	677,719
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities	$	4,232	$	2,387
Accrued real estate taxes		7,076		6,915
Construction payable		3,893		6,442
Dividends payable		1,981		1,978
Mortgages payable (note 7)		17,303		47,889
		34,485		65,611
Non-current liabilities:				
Credit facility (note 6)		237,918		225,290
Mortgages payable (note 7)		68,156		41,827
Convertible debentures (note 9)		41,401		41,214
Deferred tax liability (note 17)		9,516		5,583
Other non-current liabilities		2,116		957
		359,107		314,871
Total liabilities	$	393,592	$	380,482
Share capital (note 10)		308,964		308,551
Contributed surplus		366		244
Convertible debentures		1,130		1,130
Cumulative deficit		(13,574)		(12,617)
Accumulated other comprehensive loss		86		(71)
Total shareholders' equity		296,972		297,237
Commitments and contingencies (note 18)				
Subsequent events (notes 16 and 21)				
Total liabilities and shareholders' equity	$	690,564	$	677,719

See accompanying notes to condensed consolidated interim financial statements.

MAINSTREET HEALTH INVESTMENTS INC.

Condensed Consolidated Interim Statements of Income (Loss) and Comprehensive Income (Loss)
(Expressed in thousands of U.S. dollars, except per share amounts)
(Unaudited)

	Three months ended March 31, 2017	Three months ended March 31, 2016
Revenue:		
Rental (note 12)	$ 13,687	$ 7,354
Lease revenue from joint ventures (note 5)	707	—
Other income (notes 2 and 16)	1,128	—
	15,522	7,354
Expenses (income):		
Finance costs (note 13)	4,346	4,441
Real estate tax expense	7,859	4,621
General and administrative expenses (notes 14 and 15)	2,387	492
Change in value of investment properties - IFRIC 21	(5,854)	(3,466)
Change in value of investment properties (note 4)	53	822
Change in value of financial instruments (notes 3, 8 and 16)	(2,185)	1,850
Income (loss) before income taxes	8,916	(1,406)
Income tax expense:		
Deferred (note 17)	3,933	—
Net income (loss)	$ 4,983	$ (1,406)
Items to be reclassified to net income (loss) in subsequent periods		
Other comprehensive income (loss):		
Unrealized income (loss) on translation of foreign operations	157	—
Total comprehensive income (loss)	$ 5,140	$ (1,406)
Income (loss) per share (note 11):		
Basic	$ 0.15	$ (0.68)
Diluted	$ 0.15	$ (0.68)

See accompanying notes to condensed consolidated interim financial statements.

MAINSTREET HEALTH INVESTMENTS INC.

Condensed Consolidated Interim Statements of Changes in Shareholders' Equity
(Expressed in thousands of U.S. dollars)
Three months ended March 31, 2017 and 2016
(Unaudited)

	Share capital	Contributed surplus	Equity component of convertible debentures	Cumulative deficit	Accumulated other comprehensive income (loss)	Total
Balance, January 1, 2017	$ 308,551	$ 244	$ 1,130	$ (12,617)	$ (71)	$ 297,237
Net income	—	—	—	4,983	—	4,983
Other comprehensive income (loss)	—	—	—	—	157	157
Shares issued	333	—	—	—	—	333
Dividends declared	—	—	—	(5,940)	—	(5,940)
Shares issued under the Dividend Reinvestment Plan	80	—	—	—	—	80
Proceeds from income support agreement	—	122	—	—	—	122
Balance, March 31, 2017	$ 308,964	$ 366	$ 1,130	$ (13,574)	$ 86	$ 296,972

	Share capital	Contributed surplus	Equity component of convertible debentures	Cumulative deficit	Accumulated other comprehensive income	Total
Balance, January 1, 2016	$ 20,734	$ —	$ —	(5,755)	$ —	$ 14,979
Loss for the period	—	—	—	(1,406)	—	(1,406)
Balance, March 31, 2016	$ 20,734	$ —	$ —	$ (7,161)	$ —	$ 13,573

See accompanying notes to condensed consolidated interim financial statements.

MAINSTREET HEALTH INVESTMENTS INC.

Condensed Consolidated Interim Statements of Cash Flows
(Expressed in thousands of U.S. dollars)
Three months ended March 31, 2017 and 2016

	Three months ended March 31, 2017	Three months ended March 31, 2016
Cash flows from operating activities:		
Net income (loss)	$ 4,983	$ (1,406)
Items not involving cash:		
Fair value adjustment of investment properties	53	822
Fair value adjustment of financial instruments	(2,185)	1,850
Straight-line rent	(1,375)	(822)
Finance costs	4,346	4,441
Investment in MS-SW Development Fund Holdings, LLC	(41)	—
Deferred income tax	3,933	—
Interest paid	(3,121)	(2,298)
Change in non-cash operating working capital:		
Tenant and other receivables	(40)	—
Accounts payable and accrued liabilities	1,192	(86)
Unearned revenue	—	4
Other assets	1,802	(74)
Other liabilities	1,491	—
Real estate taxes payable	161	(2,313)
Net cash provided by operating activities	$ 11,199	$ 118
Cash flows from financing activities:		
Proceeds from credit facility	$ 23,991	$ —
Payments on credit facility	(11,229)	—
Debt issuance costs paid	(878)	(41)
Proceeds from mortgages payable	33,706	—
Payments of mortgages payable	(37,812)	—
Proceeds from notes payable	—	1,000
Dividends paid to common shareholders	(5,857)	—
Proceeds from income support agreement	122	—
Cash provided by financing activities	$ 2,043	$ 959
Cash flows from investing activities		
Additions to investment properties	$ (7,584)	$ (676)
Construction payable	(2,549)	—
Deposit paid for acquisitions	(750)	(1,000)
Issuance and acquisition of loans receivable	(2,879)	—
Prepaid acquisition costs	—	(158)
Cash used in investing activities	$ (13,762)	$ (1,834)
Increase in cash and cash equivalents	(520)	(757)
Cash and cash equivalents, beginning of period	7,651	7,189
Cash and cash equivalents, end of period	$ 7,131	$ 6,432

See accompanying notes to condensed consolidated interim financial statements.

Mainstreet Health Investments Inc. (the "Company") was incorporated on May 31, 2007 under the Business Corporations Act (Ontario). Effective April 4, 2016, the Company changed its name from "Kingsway Arms Retirement Residences Inc." to "Mainstreet Health Investments Inc." and continued under the laws of the Province of British Columbia. The Company's registered office is 2500 - 700 W Georgia Street, Vancouver, British Columbia V7Y 1B3.

On April 4, 2016, the Company acquired Mainstreet Investment Company, LLC's ("MS Investment") interest in a joint venture, Mainstreet Health Holdings Inc. ("MHI Holdco"), for consideration consisting of the issuance of 81,160,000 common shares and 307,659,850 non-voting shares of the Company. MS Investment is owned 100% by the chairman of the Company.

On May 26, 2016, the Company filed a prospectus relating to an offering ("the Offering") of 9,500,000 common shares of the Company. Upon completion of the offering on June 2, 2016, the Company acquired the remaining shares of MHI Holdco subsequent to the conversion of the outstanding 2015 Convertible Debentures of MHI Holdco into common shares of MHI Holdco. This acquisition is a reverse takeover transaction which has been accounted for as an asset acquisition in which MHI Holdco has been identified as the acquirer of the Company and the acquisition has been recorded in accordance with IFRS 2, Share-based Payment. As the former shareholder of MHI Holdco owned a controlling interest in the Company at the closing of the transaction, the financial statements of the Company reflect the historical results of MHI Holdco and the acquisition of the net assets of the Company at fair value on the date of closing.

The Company has been formed primarily to own income-producing seniors housing and care properties throughout the United States and Canada. Specifically, the Company will look to acquire and invest in properties which offer predominately transitional care, long-term care, memory care assisted living and independent living programs that are leased to operators under triple-net leases. At March 31, 2017, the Company owns a portfolio of 35 seniors housing and care properties.

1. Basis of preparation:

Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34, Interim Financial Reporting, as issued by the International Accounting Standards Board ("IASB"). The condensed consolidated interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2016 issued on March 29, 2017, and which have been prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the IASB.

These condensed consolidated interim financial statements were approved by the Board of Directors of the Company and authorized for issuance on May 5, 2017.

These condensed consolidated interim financial statements follow the same accounting policies and methods of application as the consolidated financial statements as at and for the year ended December 31, 2016.

2. Loans receivable:

The Company has issued mezzanine loans to entities which are wholly owned subsidiaries of Mainstreet Property Group, LLC ("Mainstreet LLC"), which is majority owned by the chairman of the Company and is a related party (see note 16). The loans have been issued for the development of seniors housing and care properties in the United States. The mezzanine loans provide for annual interest, of which a portion is payable at a current pay rate on a monthly basis ("Current Interest"), with the remaining portion of interest accruing until the earlier of the loan's maturity or prepayment ("PIK Interest"). The mezzanine loans provide the Company with the right to purchase the development upon its substantial completion at fair market value. The Company's interest in the mezzanine loans is secured behind the construction lender by a pledge of equity interests in the developments and, in some instances, a second mortgage position in the real estate. The mezzanine loans are guaranteed by Mainstreet LLC.

On December 22, 2016, a subsidiary of the Company entered into an interest only loan agreement with MS Investment with a capacity of $5,000 to be used by MS Investment for development costs, operating capital expenditures or other costs, of which $2,500 of the loan was advanced to MS Investment on December 22, 2016, and an additional $2,500 was advanced on January 6, 2017.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

A subsidiary of the Company has entered into a credit agreement with Autumnwood Lifestyles Inc., ("Autumnwood") with a capacity of CDN$1,500. The credit agreement is to be used for capital expenditures, property level principal and interest expense and other debt service obligations in respect of Autumnwood's interest in four properties located in Ontario, Canada, and of which the Company and Autumnwood are partners in joint arrangements.

Mezzanine loans receivable issued as of March 31, 2017 are detailed in the table below:

Debtor	Loan Type	March 31, 2017	December 31, 2016	Maturity Date	Current Interest Rate	PIK Interest Rate
MS Houston Holdings II, LLC	Mezzanine Loan	$ 2,601	$ 2,576	2020 (1)	10.5%	4.0%
MS-SW Mezzanine Fund, LLC	Mezzanine Loan	3,868	3,835	2020 (1)	10.5%	4.0%
MS Webster Holdings, LLC	Mezzanine Loan	2,568	2,545	2020 (1)	10.5%	3.0%
MS Lincoln Holdings, LLC	Mezzanine Loan	3,587	3,552	2020 (1)	10.5%	4.0%
MS Aurora Holdings II, LLC	Mezzanine Loan	3,715	3,678	2021 (1)	12.0%	4.0%
MS Phoenix Holdings, LLC	Mezzanine Loan	2,833	2,810	2021 (1)	10.5%	3.0%
MS Surprise, LLC	Mezzanine Loan	2,816	2,793	2021 (1)	10.5%	3.0%
MS Parker Holdings II, LLC	Mezzanine Loan	3,477	3,441	2021 (1)	12.0%	4.0%
MS Columbia MO Holdings, LLC	Mezzanine Loan	408	406	2018 (1)	10.5%	4.0%
MS Omaha Holdings, LLC	Mezzanine Loan	942	936	2018 (1)	10.5%	4.0%
Mainstreet Investment Company, LLC	Interest-only loan	5,021	2,509	2018	8.5%	1.5%
Autumnwood Lifestyles Inc.	Revolving credit facility	379	—	2018	8.0%	—%
		$ 32,215	$ 29,081			

(1) Due at the time of sale of the property if sale occurs earlier than the stated maturity date

3. Other current assets:

Current other assets are as follows:

	March 31, 2017	December 31, 2016
Prepaid expense	$ 356	$ 128
Security deposits paid on future acquisitions	967	217
Income support receivable (note 16)	1,243	1,208
Other	178	569
	$ 2,744	$ 2,122

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

4. Investment properties:

Investment properties:

	Number of Properties		Amount
January 1, 2016	10	$	268,425
Acquisitions of income properties	25		351,220
Capital expenditures	—		11,109
Increase in straight-line rents	—		4,224
Fair value adjustment	—		(6,507)
Balance, December 31, 2016	35	$	628,471
Capital expenditures	—		7,584
Increase in straight-line rents	—		1,375
Fair value adjustment	—		(53)
Translation of foreign operations	—		351
Balance, March 31, 2017	35	$	637,728
Property tax liability under IFRIC 21			(6,350)
Fair value adjustment to investment properties - IFRIC 21			6,350
		$	637,728

At March 31, 2017, the Company used an internal valuation process to value the investment properties. Third party appraisers are engaged to prepare valuations on a portion of the portfolio annually such that one third of the portfolio is valued externally each year, and every property in the portfolio is valued externally at least once every five years.

Acquired investment properties are initially measured at cost, including directly attributable acquisition costs, when the transactions are deemed to be asset acquisitions. Subsequent to initial recognition, investment properties are measured at fair value, determined based on available market evidence. The Company uses alternative valuation methods such as the direct capitalized income approach, discounted cash flow projections (Level 3 inputs) or recent transaction prices. The fair value of investment properties reflects rental income from current leases and assumptions about rental income from future leases in light of current market conditions.

The significant unobservable assumptions used in determining fair value of investment properties measured using the capitalized income approach (with total value of $531,038) are set out in the following table:

	March 31, 2017	December 31, 2016
Capitalization rate - range	6.50% - 8.25%	6.50% - 8.25%
Capitalization rate - weighted average	7.90%	7.81%

The fair value of investment properties measured using the capitalized income approach is most sensitive to changes in capitalization rates. At March 31, 2017, a 25 basis point increase or decrease in the weighted average capitalization rate would decrease the fair value of the investment properties by $16,372 (December 31, 2016 - $19,306) or increase the fair value of the investment properties by $17,452 (December 31, 2016 - $20,567), respectively.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

5. Joint arrangements:

As at March 31, 2017, the following are the Company's joint arrangements:

Joint arrangement	Number of properties	Location	Company ownership	Consolidation type
Mainstreet-Autumnwood Landlord (1)	4	Canada	50%	Joint operation
Mainstreet-Autumnwood Operator (2)	4	Canada	50%	Joint venture

(1) The Company directly holds its interest in the real estate joint operation.
(2) These joint venture arrangements have been structured through separate legal entities and lease the properties from the joint operation landlord.

The operating Company has entered into joint arrangements in respect of certain of its investment properties, as detailed in the table above.

The Company and Autumnwood (referred to as the "landlords") each owns a 50% direct beneficial interest in the real estate assets and are jointly obligated for the related mortgages for a portfolio of four properties, which under IFRS 11, Joint Arrangements ("IFRS 11"), are accounted for as joint operations.

The Company's 50% interest in the operations of these properties is held through separate legal entities (collectively referred to as "Mainstreet-Autumnwood Operator"), which under IFRS 11 are accounted for as joint ventures using the equity method.

Mainstreet-Autumnwood Operators have leased the real estate from the landlords under their respective lease agreements. These leases are for three-year periods, with six automatic renewals every third anniversary for a total of 21 years. The Company's share of the landlords' lease receipts, $707 for the three months ended March 31, 2017 (2016 - NIL), is reported as lease revenue and is included in lease revenue from joint ventures. Mainstreet-Autumnwood Operator lease expense is included in the share of net income (loss) from joint ventures in the consolidated statements of comprehensive income.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

The following tables summarize the information about the Company's investment in joint ventures, which have been accounted for under the equity method:

		March 31, 2017		December 31, 2016
Current assets	$	268	$	495
Non-current assets		2,111		2,086
Total assets	$	2,379	$	2,581
Current liabilities	$	533	$	783
Non-current liabilities		—		—
Total liabilities	$	533	$	783
Net investment in joint ventures	$	917	$	917

Included in current assets is $22 (2016 - $169) in cash and cash equivalents.

		Three months ended March 31, 2017		Three months ended March 31, 2016
Revenue	$	2,519	$	—
Expenses		2,481		—
Net income	$	38	$	—
Company's share of net income from joint ventures	$	—	$	—

Related party transactions occur between the Company and its joint ventures. These related party transactions are in the normal course of operations and are measured at the exchange amount, which is the amount of consideration established and agreed to between the parties. Except as disclosed elsewhere in these consolidated financial statements, the related party balances are included in accounts payable and receivable and in lease revenue. As of March 31, 2017, $100 (2016 - $185) of the Company's accounts receivable relate to its investment in joint ventures.

6. Credit facility:

The credit facility is recorded net of loan fees, which are capitalized when paid and amortized into finance cost over the terms of the related loans using the effective interest rate method.

		March 31, 2017		December 31, 2016
Credit facility outstanding	$	240,763	$	228,000
Finance costs, net		(2,845)		(2,710)
Carrying value	$	237,918	$	225,290

On October 30, 2015, the Company entered into a credit facility agreement (the "Facility"). On October 31, 2016, the Company exercised the accordion feature on the Facility and increased its total capacity from $200,000 to $285,000. As of March 31, 2017, the Company has received commitments from banks to fulfill $200,000 of the term loan capacity and $85,000 of the revolving line of credit capacity. The term loan has a maturity date of October 30, 2019. The revolving line of credit has a maturity date of October 30, 2018, and has a one year extension option. At March 31, 2017, the Facility is secured by 24 properties located in the United States. As at March 31, 2017, the security provided the Company with a borrowing base of $240,763, which represents the maximum amount that can be drawn. The Facility provides for interest-only payments during the term and a borrowing rate of LIBOR plus 300 basis points.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

On February 24, 2017, a wholly owned subsidiary of the Company entered into a secured revolving credit facility ("Secured Revolving Facility") for the purpose of financing property acquisitions. The Secured Revolving Facility has a maximum capacity of $25,000 and matures on February 24, 2018. Interest on the Secured Revolving Facility is variable in nature and is dependent on the security provided to the lender. The Secured Revolving Facility provides the ability to draw funds as a first priority mortgage up to 55% of the value of the collateral property, and a second priority mortgage up to 95% of the value of the collateral property. As at and for the three months ended March 31, 2017, the Company had no outstanding borrowings on the Secured Revolving Facility.

At March 31, 2017, total borrowings outstanding under the Facility were $240,763, and the borrowing rate was 3.98%. Future principal repayments are as follows:

		Aggregate principal payments
2017	$	—
2018		40,763
2019		200,000
Total	$	240,763

7. Mortgages payable:

Mortgages payable consist of the following as at March 31, 2017:

		March 31, 2017		December 31, 2016
Mortgages payable	$	86,055	$	89,950
Mark-to-market adjustment, net		265		268
Finance costs, net		(861)		(502)
Carrying value	$	85,459	$	89,716
Less current portion		17,303		47,889
Long-term portion	$	68,156	$	41,827

The weighted average contractual interest rate of the Company's mortgages payable as of March 31, 2017 is 3.95%. Mortgages payable are collateralized by investment properties with a fair value of $145,056 at March 31, 2017. Maturity dates on mortgages payable range from 2017 to 2049, and the weighted average years to maturity is 7.3 years at March 31, 2017.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

Future principal payments on the mortgages payable as at March 31, 2017 are as follows:

	Regular principal payments	Principal due on maturity	Total principal payments
Year 1	$ 1,502	$ 15,808	$ 17,310
Year 2	1,572	—	1,572
Year 3	1,796	4,109	5,905
Year 4	1,825	—	1,825
Year 5	1,897	—	1,897
Thereafter	8,481	49,065	57,546
	$ 17,073	$ 68,982	$ 86,055

8. Derivative financial instruments:

To manage interest rate risk, management of the Company entered into an interest rate swap agreement effective January 29, 2016 (the "Swap Agreement"). In the Swap Agreement, the Company agreed to exchange the difference between fixed and variable rate interest on a principal amount of $147,015 effectively fixing the interest at 4.2%. On November 30, 2016, the company increased the principal amount for which interest is exchanged under the Swap Agreement to $200,000 effectively fixing the interest at a rate of 4.16% through its maturity on October 30, 2019. The interest rate swap is not designated as a hedge and is marked to fair value each reporting period through finance cost in the consolidated statement of net income (loss) and comprehensive income (loss). The Company determined the fair value of its interest rate swap to be an asset of $2,068 at March 31, 2017 based on a market comparison technique. The determination was made using Level 2 inputs. The Company recognized income (loss) of $525 for the three months ended March 31, 2017 (2016 - ($1,850)) in the consolidated statement of net income (loss) and comprehensive income (loss) related to the change in value of the interest rate swap.

9. Convertible debentures:

2016 Convertible Debentures

As at March 31, 2017 the 2016 Convertible Debentures are comprised of the following:

	March 31, 2017	December 31, 2016
Issued	$ 45,000	$ 45,000
Issue costs, net of amortization and accretion of equity component	(1,951)	(2,138)
Equity component, excluding issue costs and taxes	(1,648)	(1,648)
2016 Convertible Debentures	$ 41,401	$ 41,214

Interest costs related to the 2016 Convertible Debentures are recorded in financing costs using the effective interest rate method.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

10. Share capital:

The following number and value of common shares were issued and outstanding as at March 31, 2017:

	Shares		Value
Balance, December 31, 2015	—	$	20,734
Shares issued	32,216,994		287,767
Issued pursuant to the Company's dividend reinvesment plan	5,361		50
Balance, December 31, 2016	32,222,355		308,551
Issued on settlement of Deferred Share Incentive Plan	34,361		333
Issued pursuant to the Company's dividend reinvestment plan	8,553		80
Balance, March 31, 2017	32,265,269	$	308,964

On March 3, 2017 the Company filed a base shelf prospectus with the securities regulatory authorities in each of the provinces and territories of Canada. The prospectus is valid for a 25-month period, during which time the Company may offer and issue, from time to time, common shares, preferred shares, debt securities, warrants, subscription receipts and units, or any combination thereof, having an aggregate offering price of $500,000. The intention of the base shelf prospectus is to allow the Company to more quickly access capital when market opportunities permit.

11. Earnings per share:

The following table reconciles the numerator and denominator of the basic and diluted earnings per share computation:

Net income (loss):

		Three months ended March 31, 2017		Three months ended March 31, 2016
Net income (loss) for basic net income (loss) per share	$	4,983	$	(1,406)
Add: after-tax interest and accretion on 2016 Convertible Debentures		644		—
Net income (loss) for diluted net income (loss) per share	$	5,627	$	(1,406)

Denominator for basic and diluted net income (loss) per share:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Weighted average number of shares, including fully vested deferred shares: Basic	32,269,623	2,073,373
Weighted average shares issued if all 2016 Convertible Debentures were converted	4,090,909	—
Weighted average number of shares: Diluted	36,360,532	2,073,373

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

Net income (loss) per share:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Basic	$ 0.15	$ (0.68)
Diluted	$ 0.15	$ (0.68)

For the three months ended March 31, 2016, the weighted average number of common shares outstanding has been calculated as the weighted average number of ordinary shares of MHI Holdco outstanding during the period from January 1, 2016 to March 31, 2016 multiplied by the share conversion ratio.

12. Rental revenue:

Rental revenue consists of the following:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Cash rentals received	$ 10,396	$ 5,377
Straight-line rent adjustments	1,375	822
Property tax recovery	1,916	1,155
	$ 13,687	$ 7,354

The Company is scheduled to receive rental income from operators under the provisions of long term non-cancellable operating leases, generally with lease terms of 10 to 15 years, with options to extend up to an additional 20 years. These leases are triple-net and include renewal options and rent escalation clauses.

The tenant operator of the Symphony Portfolio ("Symcare") of 11 properties pays rent pursuant to a master lease. For the three months ended March 31, 2017, rental revenue from this tenant comprised approximately 63% (2016 - 100%) of the Company's consolidated rental revenue for the period.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

13. Finance costs:

Finance costs consist of the following:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Interest expense on the credit facility	$ 2,215	$ 1,334
Interest expense on mortgages payable	807	—
Interest expense on notes payable	—	36
Interest expense on convertible debentures	563	2,722
Amortization and accretion expense	573	155
Interest rate swap payments	191	194
Amortization of mark-to-market debt adjustments	(3)	—
	$ 4,346	$ 4,441

14. General and administrative:

General and administrative costs consist of the following:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Compensation and benefits	$ 753	$ —
Management and administrative fees	68	161
Professional fees	397	331
Deferred share compensation	741	—
Other	428	—
	$ 2,387	$ 492

15. Deferred share incentive plan:

At March 31, 2017, the number of deferred shares granted and outstanding and vested are as follows:

	Granted/ Outstanding	Fully Vested
As at January 1, 2017	81,545	20,041
Discretionary Deferred Shares granted	134,119	34,907
Individual Contributed Deferred Shares (vested immediately)	9,593	9,593
Company Contributed Deferred Shares	9,593	—
Dividend equivalents automatically granted on deferred shares	3,029	385
Shares issued upon vesting of deferred shares	(34,361)	(34,361)
As at March 31, 2017	203,518	30,565

For the three months ended March 31, 2017, expense recognized in the condensed consolidated interim statements of income (loss) and comprehensive income (loss) related to deferred share grants was $741 (2016 - NIL). A deferred share liability of $760 (2016 - $352) is included in other non-current liabilities in the condensed consolidated interim statements of financial position as at March 31, 2017.

16. Related party transactions:

Except as disclosed elsewhere in the condensed consolidated interim financial statements, related party transactions as at and for the three months ended March 31, 2017 included the following:

(i) The Company paid asset management and administrative services fees of $68 (2016 - $161) to an Mainstreet Asset Management, Inc ("MAMI"), which is owned 100% by the chairman of the Company. Prior to the completion of the reverse takeover transaction on April 4, 2016, the fee was payable pursuant to an asset management agreement (the "First Asset Management Agreement") dated October 29, 2015, and called for an asset management fee equal to 3.0% of gross rentals received. On April 4, 2016, the Company entered into a new asset management agreement with MAMI (the "Second Asset Management Agreement" and together with the First Asset Management Agreement, the "Asset Management Agreements"), which called for management fees payable at a rate of 0.3% of the estimated gross book value of the Company up to a gross book value of $1,000,000, plus 0.1% of the gross book value of the Company in excess of $1,000,000.

On November 1, 2016, the Company completed the internalization of asset management functions. The Second Asset Management Agreement was terminated effective October 31, 2016, and no fees or penalties were or will be paid to MAMI. In connection with internalization, the Company and MAMI entered into an administrative services agreement pursuant to which MAMI is required to provide the Company with certain administrative services, including information technology support and equipment as well as dedicated office space for a period of up to two years, in exchange for a one time fee of $65 and a monthly fee of $23.

(ii) MS Investment, which is owned 100% by the chairman of the Company, owns 1,555,279 common shares of the Company. The Company pays dividends on these common shares whenever common share dividends are declared and paid.

(iii) On October 30, 2015, the Company entered into a $2,500 note payable with an entity that is owned 100% by the chairman of the Company. On February 26, 2016, this note was amended and increased by $1,000. On April 14, 2016, $1,400 of this note was repaid. On April 28, 2016, this note was further increased by $1,500. The note payable had an original maturity date of October 30, 2016 and an interest rate of 5.0% per annum. The note payable of $3,600 and all accrued interest was repaid in full on June 2, 2016.

On April 26, 2016, a subsidiary of the Company entered into a $1,400 note payable with an entity that is owned 100% by the chairman of the Company. The note payable had an original maturity date of October 30, 2016 and an interest rate of 5.0% per annum. The note payable of $1,400 and all accrued interest was repaid in full on June 2, 2016.

(iv) On April 4, 2016 the Company entered into a development agreement with Mainstreet LLC, which is majority owned by the chairman of the Company, with the right to provide mezzanine financing for projected construction costs for all suitable development properties identified by Mainstreet LLC. The Company will have an option to acquire any property for which it has provided mezzanine financing pursuant to the terms set out in the development agreement. As at March 31, 2017, the Company has $26,815 (December 31, 2016 - $26,572) in outstanding mezzanine financing receivable from wholly owned subsidiaries of Mainstreet LLC.

(v) On June 2, 2016, a wholly owned subsidiary of the Company acquired three properties located in Chesterton, Indiana; Mooresville, Indiana; and Topeka, Kansas, respectively, for a combined purchase price of $59,821 plus transaction costs. These properties were acquired from wholly owned subsidiaries of Mainstreet LLC.

At the acquisition date, the Topeka, Kansas property was under development, and a wholly owned subsidiary of the Company entered into a development lease in conjunction with its purchase of the property, whereby the vendor of the property, Mainstreet LLC, agreed to fund payment until rental income commenced. Upon execution of the development lease, the Company recorded a development lease receivable of $259, which reduced the cost of the investment property acquired and which was subsequently paid.

At the time of closing the Company also assumed $2,249 of liabilities related to the remaining development costs of the property which were recorded as a development cost liability on the statement of financial position. There is no remaining development cost liability related to the Topeka, Kansas property.

(vi) On June 2, 2016, a wholly owned subsidiary of the Company acquired a portfolio of seven properties in Scranton, Pennsylvania (the "Scranton Portfolio") for a purchase price of $29,091 plus transaction costs. The Scranton Portfolio was owned 50% by an entity that is owned 100% by the chairman of the Company.

(vii) On November 1, 2016, a wholly owned subsidiary of the Company acquired four properties located in Leawood, Kansas; Houston, Texas; Fort Worth, Texas and Wichita, Kansas, respectively, for a combined purchase price of $92,321 plus transaction costs. These properties were acquired from wholly owned subsidiaries of Mainstreet LLC.

At the acquisition date, all four properties were under development, and a wholly owned subsidiary of the Company entered into an income support agreement in conjunction with its purchase of the property, whereby the vendor of the property, Mainstreet LLC, agreed to fund payment until rental income commences. Upon execution of the development leases, the Company recorded a development lease receivable of $2,076, which reduced the cost of the investment properties acquired. The Leawood, Kansas property is operational and rent commenced on December 1, 2016. The Company has received total payments of $1,927 related to the development lease receivables as of March 31, 2017.

At the time of closing the Company also assumed $2,984 of liabilities related to development costs of the properties which was recorded as a construction cost liability on the statement of financial position. Subsequent to the acquisition date, an additional $13,887 of construction was completed on these properties as of March 31, 2017, with an additional $446 remaining to be completed. The Company received a credit from Mainstreet LLC at closing in the amount of $17,317 related to the construction costs to be completed.

(viii) On December 22, 2016, a subsidiary of the Company entered into a full recourse loan agreement with MS Investment with a capacity of $5,000 to be used by MS Investment for development costs, operating capital expenditures or other costs. $2,500 of the loan was advanced to MS Investment on December 22, 2016, and an additional $2,500 was advanced on January 6, 2017. The loan provides for an annual interest rate of 10.0%, of which 8.5% is payable at a current pay rate on a monthly basis, with an additional 1.5% accruing at PIK Interest and due at the repayment of the loan. The loan matures on December 22, 2018.

(ix) On March 13, 2017, the Company entered into an agreement to acquire two long-term care facilities and one assisted living facility from an unrelated third party for a purchase price of $38,000. The properties are located within the Los Angeles and Phoenix metropolitan areas, and will be leased under a triple-net master lease with an initial 20 year term and CPI-based annual escalators. In conjunction with this transaction, the Company agreed to release the seller from its current lease obligations on three transitional care facilities the Company owns in Wichita, Kansas; Houston, Texas and Fort Worth, Texas. On May 1, 2017, the Company entered into a lease agreement with a replacement operator with respect to the Houston, Texas property. The lease will commence at the earlier of 90 days from the date of the lease or 10 days after the facility is licensed. The Houston, Texas property will continue to collect income support payments until rent commences on this lease. The Wichita, Kansas and Fort Worth, Texas facilities will continue to collect income support payments from Mainstreet LLC until a replacement operator is identified and rent commences. As at March 31, 2017, the Company has revalued the income support receivable related to these properties, and has recorded a fair value gain of $1,660 for the three months ended March 31, 2017 within change in financial instruments in the condensed consolidated interim statements of net income (loss) and comprehensive income (loss). As at March 31, 2017, the Company has included $1,243 of income support receivable within other current assets.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

For the periods ended March 31, 2017 and 2016 the consolidated statements of income (loss) and other comprehensive income (loss) include the following revenue and expenses resulting from above transactions with Mainstreet LLC and its affiliates:

Transaction Type		Three months ended March 31, 2017		Three months ended March 31, 2016
Revenues:				
Other income - loan interest revenue	$	1,081	$	—
Other income - investment in MS-SW Development Fund Holdings, LLC		41		—
Total	$	1,122	$	—
Expenses (income):				
Operating - management and administrative service fee	$	68	$	161
Finance costs - interest on related party note payable		—		36
Change in fair value of financial instruments		(1,660)		—
Total	$	(1,592)	$	197

At March 31, 2017 and December 31, 2016, the consolidated statements of financial position include the following related party balances:

Transaction Type		March 31, 2017		December 31, 2016
Assets:				
Loans receivable	$	31,836	$	29,081
Investment in MS-SW Development Fund Holdings, LLC		935		894
Other - income support receivable		1,243		1,208
Total assets	$	34,014	$	31,183
Liabilities:				
Accounts payable	$	391	$	19
Construction payable		277		—
Total liabilities	$	668	$	19

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

17. Income taxes:

The income tax expense in the consolidated statements of net income (loss) and comprehensive income (loss) differs from that expected by applying the combined federal, provincial and state income tax rates of 26.5% (2016 - 26.5%). The differences for the three months ended March 31, 2017 and 2016 are as follows:

	Three months ended March 31, 2017	Three months ended March 31, 2016
Income (loss) before income taxes	$ 8,916	$ (1,406)
Income tax expense (recovery) at Canadian tax rate	2,363	(373)
Non-deductible expenses	214	—
Difference in tax rate in foreign jurisdiction	1,356	(197)
Tax benefits not recognized	—	570
Income tax expense	$ 3,933	$ —

18. Commitments and contingencies:

On March 31, 2016, a subsidiary of the Company entered into a purchase and sale agreement to acquire a portfolio of three properties in Syracuse, New York for total consideration of $50,863. As of March 31, 2017, one of these properties, Keepsake Village at Greenpoint, has yet to be acquired. The Company has a commitment to acquire Keepsake Village at Greenpoint for total consideration of $11,018.

On March 13, 2017, the Company entered into an agreement to acquire two long-term care facilities and one assisted living facility for a purchase price of $38,000. The properties are located within the Los Angeles and Phoenix metropolitan areas, and will be leased under a triple-net master lease with an initial 20 year term and CPI-based annual escalators. In conjunction with this transaction, the Company agreed to release the seller from its current lease obligations on three transitional care facilities the Company owns in Wichita, Kansas; Houston, Texas and Fort Worth, Texas. These facilities will continue to collect income support payments from Mainstreet LLC until a replacement operator is identified.

Pursuant to the Chesterton lease agreement and satisfaction of certain conditions, the tenant has an option prior to the end of the fifth year of the lease to increase rent to a level supported by certain metrics as identified in the lease agreement. In consideration for the exercise of such option, the Company is required to pay the tenant an amount equal to the capitalized value of the rent increase using a pre-determined capitalization rate. If such option is exercised, the tenant's rent is also increased by an amount equal to the consideration paid multiplied by the capitalization rate. The Company has not recorded any balance in the financial statements associated with this commitment.

Pursuant to the Scranton Portfolio purchase and sale agreement, if certain conditions are met, the Company will be obligated to make an earn-out payment to the seller of the properties. Additionally, pursuant to the Scranton Portfolio lease agreement, if an earn-out payment is made, the tenant's rent will increase at an amount equal to the consideration paid for the earn-out multiplied by a pre-determined rate. The Company has not recorded any balance in the financial statements associated with this commitment.

Pursuant to the Evanston lease agreement and satisfaction of certain conditions, the tenant has an option to increase rent to a level supported by certain metrics as identified in the lease agreement. In consideration for the exercise of such option, the Company is required to pay the tenant an amount equal to the capitalized value of the rent increase using a pre-determined capitalization rate. If such option is exercised, the tenant's rent is also increased by an amount equal to the consideration paid multiplied by the capitalization rate. The Company has not recorded any balance in the financial statements associated with this commitment.

(Expressed in thousands of U.S. dollars unless otherwise noted, except share and per share amounts)

There are risks which arise from the joint arrangements, including the willingness of the other partners to contribute or withdraw funds and a change in creditworthiness of the partner. As a result, there may be a requirement by the Company to contribute cash into the operating partnership.

19. Fair value measurement:

The fair value hierarchy of assets and liabilities measured at fair value on a recurring basis in the condensed consolidated interim statements of financial position is as follows:

	March 31, 2017			December 31, 2016		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Cash	$ 7,131	$ —	$ —	$ 7,651	$ —	$ —
Investment in MS-SW Development Fund Holdings LLC	—	—	935	—	—	894
Derivative instruments	—	2,068	—	—	1,543	—
Investment properties	—	—	637,728	—	—	628,471

For the assets and liabilities measured at fair value as at March 31, 2017, there were no transfers between Level 1, Level 2 and Level 3 liabilities during the period. For changes in fair value measurements of investment properties included in Level 3 of the fair value hierarchy, refer to note 4 for details. The fair value of the Investment in MS-SW Development Fund Holdings LLC represents contributions made to the entity and the value of contractual returns accrued.

Fair value of financial instruments:

The carrying amounts and fair values of financial instruments as shown in the condensed consolidated interim statements of financial position are shown in the table below. The table below excludes cash, restricted cash, trade and other receivables, accounts payable, accrued real estate taxes, accrued interest expense, accrued convertible debenture interest, note payable to related party, dividend payable and development cost liability, as the carrying amounts of these assets and liabilities are a reasonable approximation of fair value:

	March 31, 2017		December 31, 2016	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets:				
Investment in MS-SW Development Fund Holdings, LLC	$ 935	$ 935	$ 894	$ 894
Loans receivable	32,215	32,141	29,081	29,008
Derivative instruments	2,068	2,068	1,543	1,543
Financial liabilities:				
Mortgages payable	85,459	86,055	89,716	89,950
Credit facility	237,918	240,763	225,290	228,000
2016 Convertible Debentures	41,401	45,225	41,214	42,975

Fair value represents management's estimates of the fair market value at a given point in time, which may not reflect fair value in the future. These calculations are subjective and require estimation, and cannot be determined with precision. Changes in assumptions could significantly affect the estimates.

20. Segment:

The Company primarily owns income-producing seniors housing and care properties throughout the United States and Canada. In measuring performance, the Company does not distinguish or group its properties on a geographical or any other basis. Management has applied judgment by aggregating its properties into one reportable segment for disclosure purposes. The Company's Chief Executive Officer is the chief decision maker and regularly reviews performance on an individual property basis.

At March 31, 2017, $598,720 of the Company's non-current assets, excluding financial instruments, are located in the United States and $39,925 are located in Canada. During the three months ended March 31, 2017, the Company generated $13,687 of its revenues, excluding revenues earned on financial instruments, from properties located in the United States and $707 of its revenues from properties located in Canada.

21. Subsequent events:

On May 2, 2017, a Notice of Civil Claim was filed by Mainstreet Equity Corp. with the Supreme Court of British Columbia, challenging the Company's use of the name, "Mainstreet". The plaintiff claims that it has certain rights in respect of the name “Mainstreet” and related marks and that the Company has infringed upon such rights resulting in loss, damage and expenses to the plaintiff. The Company has retained legal counsel to review the merits of this claim and advise on the appropriate response and defense.