



# IBI Group 2016 First-Quarter Financial Statements

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THREE MONTHS ENDED  
MARCH 31, 2016

**UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF**

**IBI GROUP INC.**

**THREE MONTHS ENDED MARCH 31, 2016 AND 2015**

# IBI GROUP INC.

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

(unaudited)

<i>(thousands of Canadian dollars)</i>	NOTES	MARCH 31, 2016	DECEMBER 31, 2015
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash	4	\$ 3,652	\$ 7,968
Restricted cash	4,7	1,525	3,238
Accounts receivable	4,7	104,220	111,771
Work in process	3	86,468	80,622
Prepaid expenses and other current assets		12,593	11,825
Income taxes recoverable		1,569	1,796
<b>Total Current Assets</b>		<b>\$ 210,027</b>	<b>\$ 217,220</b>
Restricted cash	4,7	6,778	2,010
Other assets		480	480
Property and equipment		14,498	14,923
Investment in equity accounted investee		-	32
Intangible assets		7,201	6,891
Deferred tax assets		10,362	13,684
<b>TOTAL ASSETS</b>		<b>\$ 249,346</b>	<b>\$ 255,240</b>
<b>LIABILITIES AND DEFICIT</b>			
<b>LIABILITIES</b>			
<b>Current Liabilities</b>			
Accounts payable and accrued liabilities	4,7	53,597	54,423
Deferred revenue	3	42,128	38,675
Vendor notes payable	4,10	3,696	4,238
Income taxes payable		1,342	1,570
Consent fee notes payable	4,10	3,182	3,067
Finance lease obligation	4,7	38	148
Onerous lease provisions		997	995
<b>Total Current Liabilities</b>		<b>\$ 104,980</b>	<b>\$ 103,116</b>
Onerous lease provisions		3,019	3,244
Finance lease obligation	4,7	95	104
Credit facilities	4	69,463	72,277
Convertible debentures	4	86,035	84,720
Deferred tax liabilities		2,468	6,660
<b>TOTAL LIABILITIES</b>		<b>\$ 266,060</b>	<b>\$ 270,121</b>
<b>DEFICIT</b>			
<b>Shareholders' Deficit</b>			
Share capital	6	248,422	248,422
Capital reserve	12	79	-
Contributed surplus		3,002	3,002
Deficit		(275,231)	(272,165)
Convertible debentures – equity component	4	4,956	4,956
Accumulated other comprehensive loss		(2,682)	(4,220)
<b>Total Shareholders' Deficit</b>		<b>\$ (21,454)</b>	<b>\$ (20,005)</b>
Non-controlling interest	6	4,740	5,124
<b>TOTAL DEFICIT</b>		<b>\$ (16,714)</b>	<b>\$ (14,881)</b>
<b>TOTAL LIABILITIES AND DEFICIT</b>		<b>\$ 249,346</b>	<b>\$ 255,240</b>

See accompanying notes to the interim condensed consolidated financial statements.

# IBI GROUP INC.

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

*(unaudited)*

### THREE MONTHS ENDED MARCH 31

*(thousands of Canadian dollars, except per share amounts)*

	NOTES	2016	2015
Revenue		\$ 88,645	\$ 77,481
Expenses			
Salaries, fees and employee benefits	12	63,279	55,671
Rent		5,588	6,182
Other operating expenses		10,299	8,780
Foreign exchange loss (gain)	7(a)	7,247	(3,282)
Amortization of intangible assets		208	190
Amortization of property and equipment		1,069	804
Impairment of financial assets	7	574	296
<b>OPERATING INCOME</b>		\$ 381	\$ 8,840
Interest expense, net	7,9	4,051	5,114
Other finance costs	9	409	252
<b>FINANCE COSTS</b>		\$ 4,460	\$ 5,366
Share of loss of equity accounted investee, net of tax		32	197
<b>NET INCOME (LOSS) BEFORE TAX</b>		\$ (4,111)	\$ 3,277
Current tax expense	13	647	399
Deferred tax (recovery) expense	13	(921)	352
<b>INCOME TAXES</b>		\$ (274)	\$ 751
<b>NET INCOME (LOSS)</b>		\$ (3,837)	\$ 2,526
<b>OTHER COMPREHENSIVE INCOME</b>			
<b>Items that are or may be reclassified to profit or loss</b>			
Gain on translating financial statements of foreign operations, net of tax		1,925	1,108
<b>OTHER COMPREHENSIVE INCOME, NET OF TAX</b>		1,925	1,108
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		\$ (1,912)	\$ 3,634
<b>NET INCOME (LOSS) ATTRIBUTABLE TO:</b>			
Common shareholders		\$ (3,066)	\$ 1,970
Non-controlling interests	6	(771)	556
<b>NET INCOME (LOSS)</b>		\$ (3,837)	\$ 2,526
<b>TOTAL COMPREHENSIVE INCOME (LOSS) ATTRIBUTABLE TO:</b>			
Common shareholders		\$ (1,528)	\$ 2,834
Non-controlling interests	6	(384)	800
<b>TOTAL COMPREHENSIVE INCOME (LOSS)</b>		\$ (1,912)	\$ 3,634
<b>EARNINGS PER SHARE ATTRIBUTABLE TO COMMON SHAREHOLDERS</b>			
Basic and diluted earnings per share	6	\$ (0.12)	\$ 0.11

See accompanying notes to the interim condensed consolidated financial statements.

# IBI GROUP INC.

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS

(unaudited)

THREE MONTHS ENDED MARCH 31

(thousands of Canadian dollars)

	NOTES	2016	2015
<b>CASH FLOWS PROVIDED BY OPERATING ACTIVITIES</b>			
Net income (loss)		\$ (3,837)	\$ 2,526
Items not affecting cash:			
Onerous lease provision		(223)	154
Amortization of property and equipment		1,069	804
Amortization of intangible assets		208	190
Amortization of deferred financing costs	4	259	-
Share of loss of equity-accounted investee, net of tax		32	197
Foreign exchange loss (gain)	7	7,247	(3,119)
Interest expense, net	9	4,051	5,114
Deferred income taxes		(921)	352
Stock option expense	12	79	-
Interest (paid)		(909)	(1,640)
Income taxes received (paid)		(595)	279
Change in non-cash operating working capital	8	(653)	(385)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>		<b>\$ 5,807</b>	<b>\$ 4,472</b>
<b>CASH FLOWS USED IN FINANCING ACTIVITIES</b>			
Payments on principal of notes payable	10	(292)	(660)
Payments on principal of credit facilities		(4,000)	(4,513)
Payments on principal of finance lease obligation		(119)	(178)
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		<b>\$ (4,411)</b>	<b>\$ (5,351)</b>
<b>CASH FLOWS USED IN INVESTING ACTIVITIES</b>			
Purchase of property and equipment		(976)	(1,193)
Purchase of intangible assets		(786)	(168)
Restricted cash	4	(3,259)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>		<b>\$ (5,021)</b>	<b>\$ (1,361)</b>
Effect of foreign exchange rate fluctuations on cash held	7	(691)	227
<b>NET DECREASE IN CASH</b>		<b>\$ (4,316)</b>	<b>\$ (2,013)</b>
Cash, beginning of period		7,968	10,342
<b>CASH, END OF PERIOD</b>		<b>\$ 3,652</b>	<b>\$ 8,329</b>

See accompanying notes to the interim condensed consolidated financial statements.

# IBI GROUP INC.

## INTERIM CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN DEFICIT (unaudited)

THREE MONTHS ENDED MARCH 31			
<i>(thousands of Canadian dollars)</i>			
	NOTES	2016	2015
<b>SHARE CAPITAL</b>			
Share capital, beginning of period		\$ 248,422	\$ 235,036
<b>SHARE CAPITAL, END OF PERIOD</b>		<b>\$ 248,422</b>	<b>\$ 235,036</b>
<b>CAPITAL RESERVE</b>			
Capital reserve, beginning of period		\$ -	\$ -
Stock options granted	12	79	-
<b>CAPITAL RESERVE, END OF PERIOD</b>		<b>\$ 79</b>	<b>-</b>
<b>CONTRIBUTED SURPLUS</b>			
Contributed surplus, beginning of period		3,002	2,106
<b>CONTRIBUTED SURPLUS, END OF PERIOD</b>		<b>\$ 3,002</b>	<b>\$ 2,106</b>
<b>DEFICIT</b>			
Deficit, beginning of period		(272,165)	(279,546)
Net income (loss) attributable to common shareholders		(3,066)	1,970
<b>DEFICIT, END OF PERIOD</b>		<b>\$ (275,231)</b>	<b>\$ (277,576)</b>
<b>CONVERTIBLE DEBENTURES – EQUITY COMPONENT</b>			
Convertible debentures, beginning of period	4(b)	4,956	5,852
<b>CONVERTIBLE DEBENTURES, END OF PERIOD</b>		<b>\$ 4,956</b>	<b>\$ 5,852</b>
<b>ACCUMULATED OTHER COMPREHENSIVE LOSS</b>			
Accumulated other comprehensive loss, beginning of period		(4,220)	(3,398)
Other comprehensive loss attributable to common shareholders		1,538	865
<b>ACCUMULATED OTHER COMPREHENSIVE LOSS, END OF PERIOD</b>		<b>\$ (2,682)</b>	<b>\$ (2,533)</b>
<b>TOTAL SHAREHOLDERS' DEFICIT</b>		<b>\$ (21,454)</b>	<b>\$ (37,115)</b>
<b>NON-CONTROLLING INTEREST</b>			
Non-controlling interest, beginning of period		5,124	1,305
Total comprehensive income / (loss) attributable to non-controlling interests	6	(384)	800
<b>NON-CONTROLLING INTEREST, END OF PERIOD</b>		<b>\$ 4,740</b>	<b>\$ 2,105</b>
<b>TOTAL DEFICIT, END OF PERIOD</b>		<b>\$ (16,714)</b>	<b>\$ (35,010)</b>

See accompanying notes to the interim condensed consolidated financial statements.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)***NOTE 1: ORGANIZATION AND DESCRIPTION OF THE BUSINESS**

IBI Group Inc. (the "Company") is a company incorporated pursuant to the provisions of the Canada Business Corporations Act (the "CBCA") on September 30, 2010 and is the successor to IBI Income Fund (the "Fund"), an unincorporated, open-ended limited purpose trust established under the laws of Ontario.

The Fund was created on July 23, 2004, to indirectly acquire the outstanding Class A partnership units of IBI Group Partnership ("IBI Group"), a general partnership formed and carrying on business under the laws of the Province of Ontario. As at March 31, 2016, the Company's common share capital consisted of 24,966,744 (December 31, 2015 – 24,966,744) issued and outstanding shares. Each share entitles the holder to one vote at all meetings of shareholders.

IBI Group also issued Class B partnership units to IBI Group Management Partnership (the "Management Partnership"), the entity that carried on the operations of the Fund prior to its acquisition by the Fund. The Class B partnership units of IBI Group are indirectly exchangeable for shares on the basis of one share of the Company for each Class B partnership unit. Class B partnership units do not entitle the holder to voting rights at the meetings of shareholders of the Company.

If all of the outstanding Class B partnership units were converted to common shares, the common share capital as at March 31, 2016 would be 31,248,966 (December 31, 2015 – 31,248,966). If the Class B partnership units were converted, the Management Partnership and affiliated partnerships would hold 44.5% of the voting shares as at March 31, 2016 (December 31, 2015 – 44.5%).

The table below summarizes the ownership of the Company by the Management Partnership and affiliated partnerships as at March 31, 2016 and December 31, 2015:

	<b>NUMBER OF UNITS HELD</b>	<b>PERCENTAGE OF TOTAL OWNERSHIP</b>
Class B partnership units and non-participating voting shares held by the Management Partnership	6,282,222	20.1%
Common shares held by the Management Partnership and affiliated partnerships	7,619,874	24.4%

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

Through IBI Group, the Company is an international, multi-disciplinary provider of a broad range of professional services focused on the physical development of cities. IBI Group's business is concentrated in three main areas of development, being intelligence, buildings and infrastructure. The professional services provided by IBI Group include planning, design, implementation, analysis of operations and other consulting services related to these three main areas of development.

The table below summarizes the trading symbols of the Company's securities which are listed on the Toronto Stock Exchange as at March 31, 2016:

<b>SECURITY</b>	<b>TRADING SYMBOL</b>
Common shares	"IBG"
6.0% convertible debentures, \$57,500 principal, convertible at \$21 per share, matures on June 30, 2018	"IBG.DB.B"
7.0% convertible debentures (Option A), \$14,755 principal, convertible at \$19.17 per share, matures on June 30, 2019	"IBG.DB.C"
7.0% convertible debentures (Options B and C), \$31,245 principal, convertible at \$5.00 per share, matures on June 30, 2019	"IBG.DB"

The Company's registered head office is 55 St. Clair Ave. West, 7th Floor, Toronto, Ontario, M5V 2Y7.

**NOTE 2: BASIS OF PREPARATION****(a) STATEMENT OF COMPLIANCE**

These unaudited interim condensed consolidated financial statements ("interim financial statements") of the Company and its subsidiaries have been prepared in accordance with IAS 34, *Interim Financial Reporting*, 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") and using accounting policies derived therein consistent with the Company's audited consolidated financial statements as at and for the year ended December 31, 2015 other than those described in (c) below. Certain information and footnote disclosures which are considered material to the understanding of the Company's interim financial statements and which are normally included in annual financial statements prepared in accordance with IFRS are provided in these notes. The interim financial statements do not include all of the information required for full annual financial statements and should be read in conjunction with the Corporation's audited annual consolidated financial statements for the year ended December 31, 2015. These interim financial statements were approved by the Company's Board of Directors on May 10, 2016.



**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

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**(b) USE OF ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of these interim financial statements requires management to exercise judgment and make estimates and assumptions that affect the application of accounting policies on reported amounts of assets and liabilities, disclosure of contingent liabilities at the date of the interim condensed consolidated statement of financial position ("interim statement of financial position"), and the reported amounts of revenue and expenses for the period covered by the interim condensed consolidated statement of comprehensive income (loss) ("interim statement of comprehensive income (loss)"). Actual amounts may differ from these estimates.

**(c) CHANGES IN ACCOUNTING POLICIES***Annual Improvements to IFRS (2012 - 2014) Cycles*

In September 2014, the IASB issued narrow-scope amendments to a total of four standards as part of its annual improvements process.

The Company adopted these amendments in its interim financial statements for the annual period beginning on January 1, 2016. The adoption of these amendments did not have a material impact on the interim financial statements.

*IAS 1 Presentation of Financial Statements*

In December 2014, the IASB issued amendments to IAS 1 *Presentation of Financial Statements*, to provide guidance on the application of judgment in the preparation of financial statements and disclosures.

The Company adopted these amendments in its interim financial statements for the annual period beginning on January 1, 2016. The adoption of these amendments did not have a material impact on the interim financial statements.

*IFRS 11 Joint Arrangements*

In May 2014, IFRS 11 *Joint Arrangements* ("IFRS 11") was amended to require an acquisition of a joint operation that constitutes a business to be accounted for using the principles of business combinations in IFRS 3 *Business Combinations*. This amendment applies to both initial and additional interest acquired in the joint operation.

The Company adopted the amendments to IFRS 11 in its interim financial statements for the annual period beginning on January 1, 2016. The adoption of these amendments did not have a material impact on the interim financial statements.

**IBI GROUP INC.**NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
(in thousands of Canadian dollars, except per share and share amounts)

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**(d) FUTURE ACCOUNTING POLICY CHANGES***IAS 7 Statement of Cash Flows*

In January 2016, the IASB issued Disclosure Initiative (*Amendments to IAS 7*). The amendments apply prospectively for annual periods beginning on or after January 1, 2017. Earlier application is permitted.

The amendments require disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flow and non-cash changes. The Company intends to adopt the amendments to IAS 7 in its financial statements for the annual period beginning on January 1, 2017. The extent of the impact of adoption of the amendments has not yet been determined.

*Amendments to IAS 12 Income Taxes*

In January 2016, the IASB issued Amendments to IAS 12 *Income Taxes* to provide clarification on the requirements relating to the recognition of deferred tax assets for unrealized losses on debt instruments measured at fair value. The amendments apply retrospectively for annual periods beginning on or after January 1, 2017. Earlier application is permitted.

The amendments clarify that the existence of a deductible temporary difference depends solely on a comparison of the carrying amount of an asset and its tax base at the end of the reporting period, and is not affected by possible future changes in the carrying amount or expected manner of recovery of the asset. The amendments also clarify the methodology to determine the future taxable profits used for assessing the utilization of deductible temporary differences.

The Company intends to adopt the amendments to IAS 12 in its financial statements for the annual period beginning on January 1, 2017. The extent of the impact of adoption of the amendments has not yet been determined.

*IFRS 15 Revenue from Contracts with Customers*

On May 28, 2014 the IASB issued IFRS 15 *Revenue from Contracts with Customers* ("IFRS 15"). The new standard is effective for annual periods beginning on or after January 1, 2018 and is available for early adoption.

IFRS 15 will replace IAS 11 *Construction Contracts*, IAS 18 *Revenue*, IFRIC 13 *Customer Loyalty Programmes*, IFRIC 15 *Agreements for the Construction of Real Estate*, IFRIC 18 *Transfer of Assets from Customers*, and SIC 31 *Revenue – Barter Transactions Involving Advertising Services*.

The new standard contains a single model that applies to contracts with customers and two approaches for recognizing revenue: at a point in time or over time. The model features a contract-based five step analysis of individual transactions to determine whether, how much and when revenue is recognized. New estimates and judgmental thresholds have been introduced, which may affect the amount and/or timing of revenue recognized. The Company intends to adopt IFRS 15 in its

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

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consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of adoption of the standard has not yet been determined.

**IFRS 9 *Financial Instruments***

In July 2014, the IASB issued the final version of IFRS 9 *Financial Instruments* ("IFRS 9"), with a mandatory effective date for annual periods beginning on or after January 1, 2018. Early adoption is permitted. The new standard brings together the classification and measurements, impairment and hedge accounting phases of the IASB's project to replace IAS 39 *Financial Instruments: Recognition and Measurement*. In addition to the new requirements for classification and measurement of financial assets, a new general hedge accounting model and other amendments issued in previous versions of IFRS 9, the standard also introduces new impairment requirements that are based on a forward-looking expected credit loss model. The Company intends to adopt IFRS 9 in its consolidated financial statements for the annual period beginning January 1, 2018. The extent of the impact of the adoption of IFRS 9 has not yet been determined.

**IFRS 16 *Leases***

In January 2016, the IASB issued IFRS 16 *Leases* ("IFRS 16"). The new standard is effective for annual periods beginning on or after January 1, 2019, with earlier adoption permitted if IFRS 15 has been adopted.

IFRS 16 will replace IAS 17 *Leases*. The new standard requires all leases to be reported on the balance sheet unless certain criteria for exclusion are met. The Company intends to adopt IFRS 16 in its consolidated financial statements for the annual period beginning on January 1, 2019. The extent of the impact of adoption of the standard has not yet been determined.

**NOTE 3: SEGMENT INFORMATION**

The Company is an international, multi-disciplinary provider of a broad range of professional services focused on the physical development of cities. The Company considers the basis on which it is organized, including geographic areas and service offerings, in identifying its reportable segments.

**(a) OPERATING SEGMENTS**

Operating segments of the Company are defined as components for which separate financial information is available that is evaluated regularly in allocating resources and assessing performance.

The Company has one operating segment, consulting services. These services are provided throughout Canada, the U.S., and internationally.

**(b) GEOGRAPHIC SEGMENTS**

The following table demonstrates certain information contained in the interim statement of financial position segmented geographically as at March 31, 2016, with comparatives as at December 31, 2015:

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS***(in thousands of Canadian dollars, except per share and share amounts)*

	<b>AS AT MARCH 31, 2016</b>			
	<b>CANADA</b>	<b>U.S.</b>	<b>INTERNATIONAL</b>	<b>TOTAL</b>
Property and equipment	\$ 10,02	\$ 2,950	\$ 1,526	\$ 14,498
Intangible assets	3,55	2,933	717	7,201
Work in process	59,41	14,651	27,730	101,791
Reserve for work in process	(12,405)	(801)	(2,117)	(15,323)
Work in process, net	47,005	13,850	25,613	86,468
Deferred revenue	26,048	9,676	6,404	42,128
Total assets	119,410	62,597	67,339	249,346

  

	<b>AS AT DECEMBER 31, 2015</b>			
	<b>CANADA</b>	<b>U.S.</b>	<b>INTERNATIONAL</b>	<b>TOTAL</b>
Property and equipment	\$ 10,55	\$ 2,533	\$ 1,806	\$ 14,923
Intangible assets	2,75	3,306	819	6,891
Work in process	56,27	15,053	26,766	98,094
Reserve for work in process	(14,137)	(557)	(2,778)	(17,472)
Work in process, net	42,138	14,496	23,988	80,622
Deferred revenue	25,909	8,492	4,274	38,675
Total assets	120,168	62,233	72,839	255,240

The following table demonstrates certain information contained in the interim statement of comprehensive income (loss) segmented geographically for the three months ended March 31, 2016, with comparatives for the three months ended March 31, 2015. The unallocated amounts pertain to interest on convertible debentures.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

<b>THREE MONTHS ENDED MARCH 31, 2016</b>						
	<b>UNALLOCA D CORPORATE COSTS</b>	<b>CANADA</b>	<b>U.S.</b>	<b>INTERNATIONAL</b>	<b>TOTAL</b>	
Revenues	\$ -	\$ 46,389	\$ 29,622	\$ 12,634	\$	\$ 88,645
Net income (loss) before tax	\$ (1,667)	\$ (4,489)	\$ 1,214	\$ 831	\$	\$ (4,111)
Foreign exchange loss (gain)	-	7,280	2	(35)		7,247
Net income (loss) before tax and foreign exchange	\$ (1,667)	\$ 2,791	\$ 1,216	\$ 796	\$	\$ 3,136

<b>THREE MONTHS ENDED MARCH 31, 2015</b>						
	<b>UNALLOCATED CORPORATE COSTS</b>	<b>CANADA</b>	<b>U.S.</b>	<b>INTERNATIONAL</b>	<b>TOTAL</b>	
Revenues	\$ -	\$ 42,708	\$ 23,812	\$ 10,961	\$	\$ 77,481
Net income (loss) before tax	\$ (2,016)	\$ 7,583	\$ (1,400)	\$ (890)	\$	\$ 3,277
Foreign exchange loss (gain)	-	(3,311)	-	29		(3,282)
Net income (loss) before tax and foreign exchange	\$ (2,016)	\$ 4,272	\$ (1,400)	\$ (861)	\$	\$ (5)

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

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**NOTE 4: FINANCIAL INSTRUMENTS****(a) INDEBTEDNESS**

On October 5, 2015, IBI Group secured an agreement to refinance its credit facilities under the existing banking agreement with its senior lenders. The arrangement consists of a \$90,000 revolver facility, of which a maximum of \$10,000 is available under a swing line facility and will mature on June 30, 2018. The commitment under the swing line facility will reduce availability under the revolver facility on a dollar-for-dollar basis. As at March 31, 2016, the interest rate on Canadian dollar borrowings was 4.95% (March 31, 2015 – 7.1%) and 6.25% on U.S dollar borrowings (March 31, 2015 – 8.0%).

The additional deposits in the Sinking Fund are pledged to repay the credit facilities or convertible debentures, and as security in the event of default. IBI Group made the required deposits to the Sinking Fund of \$2,000 for December 31, 2015 and \$3,250 for March 31, 2016, which have been recognized in restricted cash for \$5,250 in the interim statement of financial position. IBI Group will earn interest on the deposits in the Sinking Fund based on the Canadian dollar prime rate less an applicable margin. Deposits to the Sinking Fund have been recognized inclusive of interest earned as an investing activity on the interim condensed consolidated statement of cash flows.

As at March 31, 2016, IBI Group has borrowings of \$71,799 (December 31, 2015 - \$74,872) under the credit facilities, which has been recognized net of deferred financing costs of \$2,336 (December 31, 2015 - \$2,595). As at March 31, 2016, IBI Group has letters of credit outstanding of \$4,689 (December 31, 2015 - \$5,318), of which \$2,410 (December 31, 2015 - \$3,091) is issued under a \$5,000 facility which matures on July 31, 2016 and supports letters of credit backstopped by EDC. Advances under the revolver facility bear interest at a rate based on the Canadian dollar prime rate or U.S dollar base rate, LIBOR or Banker's Acceptance rates plus, in each case, an applicable margin. At March 31, 2016, \$71,500 was outstanding under Bankers' Acceptance with the remainder borrowed as Prime Rate debt (December 31, 2015 - \$30,000).

This facility is subject to compliance with certain financial, reporting and other covenants. The financial covenants under the new agreement include a leverage ratio, interest coverage ratio, minimum Adjusted EBITDA<sup>1</sup> threshold, and restrictions on distributions, if certain conditions are not met. IBI Group was in compliance with its credit facility covenants as at March 31, 2016.

Continued compliance with the covenants under the amended credit facilities is dependent on IBI Group achieving revenue forecasts, profitability, reducing costs and the continued improvement of

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<sup>1</sup> As defined in the credit facilities agreement, references to "Adjusted EBITDA" is to earnings before interest, income taxes, depreciation and amortization; adjusted for gain/loss arising from extraordinary, unusual or non-recurring items; acquisition costs and deferred consideration revenue; non-cash expenses; gain/loss realized upon the disposal of capital property; gain/loss on foreign exchange translation; gain/loss on purchase or redemption of securities issued; gain/loss on fair valuation of financial instruments; amounts attributable to minority equity investments; and interest income. Adjusted EBITDA is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS, and the Company's method of calculating Adjusted EBITDA may differ from the methods used by other similar entities.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)*

working capital. Market conditions are difficult to predict and there is no assurance that IBI Group will achieve

its forecasts. In the event of non-compliance, IBI Group's lenders have the right to demand repayment of the amounts outstanding under the lending agreements or pursue other remedies if IBI Group cannot reach an agreement with its lenders to amend or waive the financial covenants. As in the past, IBI Group will carefully monitor its compliance with the covenants and will seek waivers, subject to lender approval, as may become necessary from time to time.

**(b) CONVERTIBLE DEBENTURES**

The Company has two series of convertible debentures outstanding as at March 31, 2016. The fair value of the convertible debentures as at March 31, 2016, based on a quoted market price, is as follows:

	Carrying value	Fair value
6.0% Debentures (\$57,500 principal, matures on June 30, 2018)	55,321	49,571
7.0% Debentures (\$46,000 principal, matures on June 30, 2019)	30,714	42,832
<b>Total</b>	<b>\$ 86,035</b>	<b>\$ 92,403</b>

The movement in convertible debentures for the three months ended March 31, 2016 is as follows:

	LIABILITY COMPONENT	EQUITY COMPONENT	TOTAL
Balance, January 1, 2016	\$ 84,720	\$ 4,956	\$ 89,676
Accretion of convertible debentures	1,315	-	1,315
<b>BALANCE, MARCH 31, 2016</b>	<b>\$ 86,035</b>	<b>\$ 4,956</b>	<b>\$ 90,991</b>

See Note 10 - Notes Payable for related consent fee notes payable which were issued in relation to the amendment of the 7% convertible debentures in 2014.

**(c) FINANCIAL ASSETS AND LIABILITIES**

**IBI GROUP INC.**
**NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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The fair values of accounts receivable, accounts payable and accrued liabilities, vendor notes payable, consent fee notes payable and finance lease obligation approximate their carrying amounts due to their short-term maturity.

The carrying amount of the Company's financial instruments as at March 31, 2016 are as follows:

	<b>FINANCIAL ASSETS AND LIABILITIES AT FVTPL<sup>1</sup></b>		<b>LOANS AND RECEIVABLES</b>	<b>OTHER FINANCIAL LIABILITIES</b>	<b>TOTAL</b>
<b>FINANCIAL ASSETS</b>					
Cash	\$	3,652	\$ -	\$ -	\$ 3,652
Restricted cash		8,303		-	8,303
Accounts receivable		-	104,220	-	104,220
<b>TOTAL</b>	<b>\$</b>	<b>11,955</b>	<b>\$ 104,220</b>	<b>\$ -</b>	<b>\$ 116,175</b>
<b>FINANCIAL LIABILITIES</b>					
Accounts payable and accrued liabilities	\$	-	\$ -	\$ 52,167	\$ 52,167
Deferred share plan liability		1,430		-	1,430
Vendor notes payable		-		3,696	3,696
Consent fee notes payable		-		3,182	3,182
Finance lease obligation		-		133	133
Credit facilities		-		69,463	69,463
Convertible debentures		-		86,035	86,035
<b>TOTAL</b>	<b>\$</b>	<b>1,430</b>	<b>\$ -</b>	<b>\$ 214,676</b>	<b>\$ 216,106</b>

<sup>1</sup> Fair value through profit or loss ("FVTPL")



**IBI GROUP INC.**

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
*(in thousands of Canadian dollars, except per share and share amounts)*

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**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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The carrying amount of the Company's financial instruments as at December 31, 2015 are as follows:

	<b>FINANCIAL ASSETS AND LIABILITIES AT FVTPL</b>		<b>LOANS AND RECEIVABLES</b>	<b>OTHER FINANCIAL LIABILITIES</b>	<b>TOTAL</b>
<b>FINANCIAL ASSETS</b>					
Cash	\$	7,968	\$ -	\$ -	\$ 7,968
Restricted cash		5,248	-	-	5,248
Accounts receivable		-	111,771	-	111,771
<b>TOTAL</b>	<b>\$</b>	<b>13,216</b>	<b>\$ 111,771</b>	<b>\$ -</b>	<b>\$ 124,987</b>
<b>FINANCIAL LIABILITIES</b>					
Accounts payable and accrued liabilities	\$	-	\$ -	\$ 53,696	\$ 53,696
Deferred share plan liability		727	-	-	727
Vendor notes payable		-	-	4,238	4,238
Consent fee notes payable		-	-	3,067	3,067
Finance lease obligation		-	-	252	252
Credit facilities		-	-	72,227	72,227
Convertible debentures		-	-	84,720	84,720
<b>TOTAL</b>	<b>\$</b>	<b>727</b>	<b>\$ -</b>	<b>\$ 218,200</b>	<b>\$ 218,927</b>

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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The following tables summarize the Company's fair value hierarchy for those assets and liabilities that are measured at fair value on a recurring basis as at March 31, 2016 and December 31, 2015:

	<b>AS AT MARCH 31, 2016</b>		
	<b>LEVEL 1</b>	<b>LEVEL 2</b>	<b>LEVEL 3</b>
Cash	\$ 3,652	\$ -	\$ -
Restricted cash	8,303	-	-
Deferred share plan liability	-	1,430	-
	<b>\$ 11,955</b>	<b>\$ 1,430</b>	<b>\$ -</b>

	<b>AS AT DECEMBER 31, 2015</b>		
	<b>LEVEL 1</b>	<b>LEVEL 2</b>	<b>LEVEL 3</b>
Cash	\$ 7,968	\$ -	\$ -
Restricted cash	5,248	-	-
Deferred share plan liability	-	727	-
	<b>\$ 13,216</b>	<b>\$ 727</b>	<b>\$ -</b>

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**NOTE 5: RELATED PARTY TRANSACTIONS**

Pursuant to the Administration Agreement, IBI Group and certain of its subsidiaries are paying to the Management Partnership an amount representing the base compensation for the services of the partners of the Management Partnership. The amount paid for such services during the three months ended March 31, 2016 was \$6,225 (three months ended March 31, 2015 - \$6,168). As at March 31, 2016, the Company advanced \$nil to the Management Partnership for payment of future compensation for the services of the partners (December 31, 2015 – \$1,036). As at March 31, 2016, there were 89 partners (December 31, 2015 – 91 partners).

IBI Group from time to time makes a monthly distribution to each Class B partnership unit holder equal to the dividend per share (on a pre-tax basis) declared to each shareholder. All of the Class B partnership units are held by the Management Partnership. As at March 31, 2016 and December 31 2015, the amount of distributions payable to the Management Partnership were \$nil.

**NOTE 6: EQUITY****(a) SHAREHOLDERS' EQUITY**

The Company is authorized to issue an unlimited number of common shares. As at March 31, 2016, the Company's common share capital consisted of 24,966,744 shares issued and outstanding (December 31, 2015 – 24,966,744 shares).

Each share entitles the holder to one vote at all meetings of shareholders.

The 6,282,222 Class B partnership units of IBI Group are indirectly exchangeable for common shares of the Company on the basis of one share of the Company for each Class B partnership unit. If all such Class B partnership units of IBI Group had been exchanged for shares on March 31, 2016, the units issued on such exchange would have represented a 20.1% interest in the Company.

Class B partnership units do not entitle the holder to voting rights at the meetings of shareholders, although the holder also holds an equal number of non-participating voting shares in the Company. The Class B partnership units have been recorded as a non-controlling interest in the interim financial statements as at March 31, 2016.

**SHARE ISSUANCES**

There were no share issuances during the three months ended March 31, 2016.

**EARNINGS PER SHARE**

For the purposes of calculating diluted earnings (loss) per share, any impact of the convertible rights on the convertible debentures are not included in the calculation of net loss per common share or weighted average number of common shares outstanding as they would be anti-dilutive.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)***(b) NON-CONTROLLING INTEREST**

Non-controlling interest in the Company's subsidiaries is exchangeable into the common shares of the Company on a one for one basis, subject to certain conditions. The movement in non-controlling interest is shown in the interim condensed consolidated statement of changes in deficit for the three months ended March 31, 2016.

The calculation of net loss and total comprehensive income (loss) attributable to non-controlling interest is set out below:

	<b>THREE MONTHS ENDED MARCH 31, 2016</b>	<b>THREE MONTHS ENDED MARCH 31, 2015</b>
Net income (loss)	\$ (3,837)	\$ 2,526
Non-controlling interest share of ownership <sup>1</sup>	20.1%	22.0%
Net income (loss) attributable to non-controlling interest	\$ (771)	\$ 556

  

	<b>THREE MONTHS ENDED MARCH 31, 2016</b>	<b>THREE MONTHS ENDED MARCH 31, 2015</b>
Total comprehensive income (loss)	\$ (1,912)	\$ 3,634
Non-controlling interest share of ownership <sup>1</sup>	20.1%	22.0%
Total comprehensive income (loss) attributable to non-controlling interest	\$ (384)	\$ 800

**NOTE 7: FINANCIAL RISK MANAGEMENT**

The Company has exposure to market, credit and liquidity risk. The Company's primary risk management objective is to protect the Company's consolidated statement of financial position, comprehensive income (loss) and cash flow in support of sustainable growth and earnings. The Company's financial risk management activities are governed by financial policies that cover risk identification, tolerance, measurement, authorization levels, and reporting.

<sup>1</sup> For the purposes of allocating net income (loss) and total comprehensive income (loss) to non-controlling interest, the average share of non-controlling interest for the year ended December 31, 2015 was used.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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**(a) MARKET RISK****INTEREST RATE RISK**

The Company's credit facilities have floating-rate debt, which subjects it to interest rate cash flow risk. Advances under these credit facilities bear interest at a rate based on the Canadian dollar or U.S. dollar prime rate, LIBOR or banker's acceptance rates, plus, in each case, an applicable margin.

If the interest rate on the Company's variable rate loan balance as at March 31, 2016, had been 50 basis points higher or lower, with all other variables held constant, net loss for the three months ended March 31, 2016 would have increased or decreased by approximately \$264.

**CURRENCY RISK**

The Company's foreign exchange risk is the risk that the fair value of the future cash flows of a financial instrument will fluctuate as a result of changes in foreign exchange rates. The Company's policy has been to economically hedge foreign exchange exposures rather than purchasing currency swaps and forward foreign exchange contracts.

Foreign exchange gains or losses in the Company's net income arise on the translation of foreign-denominated intercompany loans held in the Company's Canadian operations and financial assets and liabilities held in the Company's foreign operations. The Company minimizes its exposure to foreign exchange fluctuations on these items by matching U.S. dollar liabilities when possible.

If the exchange rates had been 100 basis points higher or lower during the three months ended and as at March 31, 2016, with all other variables held constant, total comprehensive loss would have increased or decreased by \$138 for the three months ended March 31, 2016. If the exchange rates had been 100 basis points higher or lower during the three months ended March 31, 2016, with all other variables held constant, net loss would have increased or decreased by \$18 for the three months ended March 31, 2016.

**(b) CREDIT RISK**

Financial instruments that subject the Company to credit risk consist primarily of accounts receivable. The Company maintains an allowance for estimated credit losses on accounts receivable. The estimate is based on the best assessment of the ultimate collection of the related accounts receivable balance based, in part, on the age of the outstanding accounts receivable and on its historical impairment loss experience.

The Company provides services to diverse clients in various industries and sectors of the economy, and its credit risk is not concentrated in any particular client, industry, economic or geographic sector. In addition, management reviews accounts receivable past due on an ongoing basis with the objective of identifying matters that could potentially delay the collection of funds (at an early stage). The Company monitors accounts receivable with an internal target of working days of revenue in accounts receivable (a non-IFRS measure). At March 31, 2016 there were 58 working days of revenue in

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS***(in thousands of Canadian dollars, except per share and share amounts)*

accounts receivable, compared to 62 days at December 31, 2015. The maximum exposure to credit risk, at the

date of the interim statement of financial position to recognized financial assets is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the interim statement of financial position.

A significant portion of the accounts receivable are due from government and public institutions. Receivables that are neither past due nor impaired are considered by management to have no significant collection risk. The liquidity of customers and their ability to pay receivables are considered in assessing the impairment of such assets. No collateral is held in respect of impaired assets or assets that are past due but not impaired.

The aging of the accounts receivable are detailed below with the entire allowance for impairment losses relating to accounts receivable over 90 days:

	<b>AS AT</b>	
	<b>MARCH 31, 2016</b>	<b>DECEMBER 31, 2015</b>
Current	\$ 40,145	\$ 44,283
30 to 90 days	30,847	30,614
Over 90 days	42,067	46,185
Allowance for impairment losses	(8,839)	(9,311)
<b>TOTAL</b>	<b>\$ 104,220</b>	<b>\$ 111,771</b>

**(c) LIQUIDITY RISK**

The Company strives to maintain sufficient financial liquidity to withstand sudden adverse changes in economic circumstances. Management forecasts cash flows for its current and subsequent fiscal years to identify financing requirements. These requirements are then addressed through a combination of committed credit facilities (as described in Note 4 – Financial Instruments) and access to capital markets.

On October 5, 2015, IBI Group signed an amendment to refinance its credit facilities with its senior lenders (refer to Note 4 – Financial Instruments).

As at March 31, 2016, a foreign subsidiary of the Company had issued letters of credit in the amount of U.S \$2,300. The Company has pledged U.S \$2,300 (December 31, 2015 – U.S \$2,300) of cash as security for these letters of credit issued by a foreign financial institution on behalf of the foreign subsidiary. The Company expects U.S \$1,176 to be unrestricted prior to the end of the first quarter of 2017 and the remainder to be unrestricted prior to end of the fourth quarter of 2017 as the foreign subsidiary achieves certain milestones in relation to a local project.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
*(in thousands of Canadian dollars, except per share and share amounts)***(d) CAPITAL MANAGEMENT**

The Company's objective in managing capital is to maintain a strong capital base so as to maintain investor, creditor, and market confidence and to sustain future growth within the business. The Company defines its capital as the aggregate of credit facilities, convertible debentures and equity.

The Company's financing strategy is to access capital markets to raise debt and equity financing and utilize the banking market to provide committed term and operating credit facilities to support its short-term and long-term cash flow needs.

The Company has used the credit facilities to fund working capital. The credit facilities contain financial covenants including a leverage ratio, interest coverage ratio, minimum Adjusted EBITDA<sup>1</sup> threshold, and restrictions on distributions, if certain conditions are not met. The Company was in compliance with all financial covenants as at March 31, 2016.

**NOTE 8: CHANGE IN NON-CASH OPERATING WORKING CAPITAL**

	THREE MONTHS ENDED	
	MARCH 31, 2016	MARCH 31, 2015
Accounts receivable	\$ 1,453	\$ 2,262
Work in process	(7,188)	145
Prepaid expenses and other assets	(1,432)	(763)
Accounts payable and accrued liabilities	1,832	(4,531)
Deferred revenue	3,711	2,447
Net income taxes payable	971	55
Change in non-cash operating working capital	\$ (653)	\$ (385)

<sup>1</sup> As defined in the credit facilities agreement, references to "Adjusted EBITDA" is to earnings before interest, income taxes, depreciation and amortization; adjusted for gain/loss arising from extraordinary, unusual or non-recurring items; acquisition costs and deferred consideration revenue; non-cash expenses; gain/loss realized upon the disposal of capital property; gain/loss on foreign exchange translation; gain/loss on purchase or redemption of securities issued; gain/loss on fair valuation of financial instruments; amounts attributable to minority equity investments; and interest income. Adjusted EBITDA is not a recognized measure under IFRS and does not have a standardized meaning prescribed by IFRS, and the Company's method of calculating Adjusted EBITDA may differ from the methods used by other similar entities.



**IBI GROUP INC.**

NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
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**NOTE 9: FINANCE COSTS**

	<b>THREE MONTHS ENDED</b>	
	<b>MARCH 31, 2016</b>	<b>MARCH 31, 2015</b>
Interest on credit facilities	\$ 821	\$ 1,380
Interest on convertible debentures	1,668	1,955
Interest on consent fee notes payable	62	62
Non-cash accretion of convertible debentures	1,315	1,353
Non-cash accretion of consent fee notes payable	115	104
Other	70	260
<b>Interest expense, net</b>	<b>\$ 4,051</b>	<b>\$ 5,114</b>
Amortization of deferred financing costs	259	-
Other	150	252
<b>Other finance costs</b>	<b>\$ 409</b>	<b>\$ 252</b>
<b>Finance costs</b>	<b>\$ 4,460</b>	<b>\$ 5,366</b>

**NOTE 10: NOTES PAYABLE**

The movement in the vendor notes payable for the three months ended March 31, 2016 is as follows:

Balance, January 1, 2016	\$ 4,238
Repayment	(292)
Foreign exchange	(250)
<b>BALANCE, MARCH 31, 2016</b>	<b>\$ 3,696</b>

The movement in the consent fee notes payable for the three months ended March 31, 2016 is as follows:

	<b>TOTAL</b>
Balance, January 1, 2016	\$ 3,067
Accretion	115
<b>BALANCE, MARCH 31, 2016</b>	<b>\$ 3,182</b>

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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The vendor notes payable and consent fee notes payable mature on June 30, 2016 and December 31, 2016, respectively.

**NOTE 11: CONTINGENCIES****(a) LEGAL MATTERS**

In the normal course of business, the Company is a defendant in a number of lawsuits. The potential liability, if any, is not determinable and in management's opinion, it would not have a material effect on these interim financial statements, therefore no provisions have been recorded.

**(b) INDEMNIFICATIONS**

The Company provides indemnifications and, in very limited circumstances, bonds, which are often standard contractual terms, to counterparties in transactions such as purchase and sale contracts for assets or shares, service agreements, and leasing transactions. The Company also indemnifies its directors and officers against any and all claims or losses reasonably incurred in the performance of their service to the Company to the extent permitted by law. These indemnifications may require the Company to compensate the counterparty for costs incurred as a result of various events, including changes in or in the interpretation of laws and regulations, or as a result of litigation claims or statutory sanctions that may be suffered by the counterparty as a consequence of the transaction. The terms of these indemnifications will vary based upon the contract, the nature of which prevents the Company from making a reasonable estimate of the maximum potential amount that it could be required to pay to counterparties. The Company carries liability insurance, subject to certain deductibles and policy limits that provides protection against certain insurable indemnifications. Historically, the Company has not made any significant payments under such indemnifications, and no provisions have been accrued in the accompanying interim financial statements with respect to these indemnifications as it is not probable that there will be an outflow of resources.

**NOTE 12: SHARE-BASED COMPENSATION**

The Company has a share-based compensation plan which allows directors to receive director fees in the form of deferred shares rather than cash. These awards are accounted for as liabilities at FVTPL. On the grant date, the deferred shares are measured at fair value based on the market price with subsequent changes to the fair value recorded as salaries, fees and employee benefit expenses until settled. The change in fair value of the deferred shares recognized is recognized in other operating expenses in the interim statement of comprehensive income (loss). During the three months ended March 31, 2016, an expense of \$620 was recognized (three months ended March 31, 2015 – recovery of \$100) due to market appreciation in the share price.

The Company has an equity-settled stock option plan. The grant-date fair value of the stock options is recognized as salaries, fees and employee expenses, with a corresponding increase to capital reserve over the vesting period of the stock options. Market conditions are reflected in the initial measurement of fair-value, with no subsequent true-up for differences between expected and actual outcomes.

**IBI GROUP INC.****NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
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On January 15, 2016, the Company granted 535,000 stock options to management under the terms of the Company's stock option plan at an exercise price of \$2.33 per share. The options vest evenly over a three year period on each of the first, second and third anniversary dates of the grant, and expire on the tenth anniversary of the date of the grant. All options are to be settled by the physical delivery of shares.

The fair value of the stock option plan at the grant date has been measured using the Black-Scholes model. The following inputs were used in the measurement of the fair values at the grant date of the options:

	<b>TRANCHE 1</b>	<b>TRANCHE 2</b>	<b>TRANCHE 3</b>
Fair value at grant date	\$ 1.1	\$ 1.1	\$ 1.17
Share price at grant date	\$ 2.13	\$ 2.13	\$ 2.13
Exercise price	\$ 2.33	\$ 2.33	\$ 2.33
Expected volatility (weighted average)	64.2%	62.1%	60.2%
Expected life (weighted average)	5.5 years	6.0 years	6.5 years
Expected dividends	0%	0%	0%
Risk-free interest rate	0.64%	0.72%	0.81%

Expected volatility is based on an evaluation of the historical volatility of the Company's share price over the historical period commensurate with the expected term. The expected term of the instruments has been based on general option-holder behavior.

For the three months ended March 31, 2016, the Company has recognized \$79 in salaries, fees and employee benefits for stock options in the interim statement of comprehensive income (loss).

**NOTE 13: INCOME TAXES**

Income taxes for the three months ended March 31, 2016 was a recovery of \$274 (2015 – expense of \$751) and the effective income tax rate was a recovery of 6.7% (2015 – expense of 22.9%). The decrease in the effective income tax rate was primarily due to the composition of income in the various jurisdictions in which the Company operates, partnership income allocation and non-deductible expenses.