

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 20-F

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

Commission file number 001-04192



(Exact name of Registrant as specified in its charter)

Cayman Islands

(Jurisdiction of incorporation or organization)

Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336

(Address of office)

Michael J. Smith
Room 2103 Shanghai Mart Tower
2299 Yan An Road West, Changning District
Shanghai China 200336
Telephone: 1 (844) 331-3343
Facsimile: + (852) 2840-1260

with a copy to:
H.S. Sangra
Sangra Moller LLP
1000 Cathedral Place, 925 West Georgia Street
Vancouver, British Columbia, Canada V6C 3L2
Facsimile: +1 604-669-8803

(Name, Telephone, E-mail and/or Facsimile number and Address of Company Contact Person)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares of US\$0.001 par value each	SRL	New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

There were 14,822,251 Common Shares of US\$0.001 par value each issued and outstanding as at December 31, 2022.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. ☐ YES ☒ NO

If this report is an annual or transition report, indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934. ☐ YES ☒ NO

Note – Checking the box above will not relieve any registrant required to file reports pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 from their obligations under those Sections.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ YES ☐ NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ YES ☐ NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or an emerging growth company. See definition of "large accelerated filer," "accelerated filer," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☒
Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards† provided pursuant to Section 13(a) of the Exchange Act. ☐

†The term "new or revised financial accounting standard" refers to any update issued by the Financial Accounting Standards Board to its Accounting Standards Codification after April 5, 2012.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☐

Indicate by check mark which basis of accounting the registrant has used to prepare the financial statements included in this filing:

U.S. GAAP ☐

International Financial Reporting Standards as issued by the
International Accounting Standards Board ☒

Other ☐

If "Other" has been checked in response to the previous question, indicate by check mark which financial statement item the registrant has elected to follow. ☐ Item 17 ☐ Item 18

If this is an annual report, indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). ☐ YES ☒ NO



April 26, 2023

Dear Fellow Shareholders,

We are pleased to present the financial results of Scully Royalty Ltd. for the year ended December 31, 2022, announce a cash dividend and provide you with an update on our recent corporate developments. All dollar amounts are in Canadian dollars, unless otherwise provided.

I. 2022 FINANCIAL RESULTS

As at December 31, 2022, cash increased to \$63.7 million from \$54.9 million as at December 31, 2021.

We had short-term securities of \$30.3 million as at December 31, 2022, compared to \$19.3 million as at December 31, 2021. These mainly comprised of liquid government debt securities and other securities held by our regulated bank subsidiary in the ordinary course of business.

In the fourth quarter of 2022, we entered into an agreement to sell our hydrocarbon assets located in Alberta, Canada, and as such we had assets held for sale of \$34.7 million as at December 31, 2022, compared to \$nil as at December 31, 2021. As at December 31, 2022, we had liabilities relating to such assets held for sale of \$20.4 million, which consisted of decommissioning obligations of \$16.6 million and deferred income tax liabilities of \$3.7 million.

Account payables and accrued expenses were \$21.1 million as at December 31, 2022, compared to \$11.3 million as at December 31, 2021. The increase was primarily related to increased deposits within our bank subsidiary.

We had deferred income tax liabilities of \$56.6 million as at December 31, 2022, compared to \$67.5 million as at December 31, 2021.

Bonds payable, consisting of public bonds issued by our subsidiary Merkanti Holding plc and maturing in 2026, were \$35.5 million as at December 31, 2022, compared to \$35.2 million as at December 31, 2021.

Revenues for the year ended December 31, 2022 declined by 11% to \$63.7 million from \$71.3 million primarily as a result of lower iron ore pricing which impacted the proceeds from our royalty interest. In 2022, 77% of our revenues were from the Americas, 9% was from Europe and 14% were from other regions. In 2021, 87% of our revenues were from the Americas, 7% was from Europe and 6% were from other regions.

Costs of sales and services decreased in 2022 to \$29.9 million from \$30.9 million in 2021. Depreciation, depletion and amortization included in costs of sales and services and selling, general and administrative was \$10.7 million in 2022 compared to \$11.0 million in 2021. Selling, general and administrative expenses increased to \$28.5 million in 2022 from \$21.1 million in 2021 primarily as a result of increased legal and consulting fees and reimbursements of expenses.

In 2022, we recognized a non-cash impairment loss of \$31.4 million relating to the reclassification of our hydrocarbon assets as assets held for sale (which are measured at fair value less costs to sell) as at December 31, 2022. As the carrying amount of these assets were to be recovered through a sale transaction (rather than through continuing use), the assets and related liabilities were reclassified as assets held for sale and liabilities relating to assets held for sale, respectively, as at December 31, 2022.

We recognized an income tax recovery (other than resource property revenue taxes) of \$6.2 million in 2022, compared to an income tax expense of \$2.3 million in 2021. The recovery primarily related to a reduction in deferred tax liabilities stemming from the \$31.4 million impairment loss on assets held for sale. Excluding resource property revenue taxes, we paid \$0.2 million in income tax in cash during 2022 and, in 2021, we paid \$0.6 million in income tax in cash. We also recognized resource property revenue taxes of \$5.7 million in 2022 compared to \$7.9 million in 2021.

Overall, we recognized an income tax recovery of \$0.5 million (income tax recovery of \$6.2 million and resource property revenue tax of \$5.7 million) in 2022, compared to an income tax expense of \$10.2 million (income tax expense of \$2.3 million and resource property revenue tax of \$7.9 million) in 2021.

In 2022, our net loss attributable to shareholders was \$23.4 million, or \$1.58 per share on a basic and diluted basis, compared to net income attributable to shareholders of \$7.6 million, or \$0.51 per share on a basic and diluted basis in 2021. EBITDA* loss was \$11.4 million in 2022 compared to EBITDA of \$30.5 million in 2021. Our EBITDA loss in 2022 included a non-cash impairment loss of \$31.4 million on our hydrocarbon properties reclassified as held for sale.

	As at 31-Dec-22 (In thousands, except per share amounts and ratio)
Current assets	179,608
Non-current assets	295,869
Current liabilities	42,972
Non-current liabilities and non-controlling interests	107,347
Shareholders' equity	325,158
Shares outstanding	14,822
Book value per share	21.94
Book value per share (US\$)	16.20
Market price per share (US\$)	7.71
Price/Book	0.48

II. UPDATE ON THE SCULLY MINE

Overview

The most valuable asset that the Company owns is its royalty interest in the Scully iron ore mine located in the Province of Newfoundland and Labrador, Canada. The royalty rate under this interest is 7.0% on iron ore shipped from the mine and 4.2% on iron ore shipped from tailings and other disposed materials, with a minimum payment of \$3.25 million per annum.

* EBITDA is a Non-IFRS financial measure. See “Non-IFRS Financial Measures” for further information and “Item 5: Operating and Financial Review and Prospects – Results of Operations” for a reconciliation of EBITDA to net loss for the applicable period.



The Scully Mine

In 2017, a new operator acquired the Scully mine and has since achieved a number of milestones, including completing a US\$276 million financing and commencing operations at the mine in 2019. The Scully mine has a capacity of six million tonnes per annum and produces what is considered a premium iron ore product, with Fe content in excess of 65%.

Iron ore is primarily used to make steel, which is considered to be a critical commodity for global economic development. As such, the demand and consequently the pricing of iron ore are largely dependent upon the raw material requirements of integrated steel producers. Demand for blast furnace steel is in turn cyclical.

Iron Ore Price & Scully Mine Production

The operator of the mine has disclosed that the Scully iron ore mine produces a high-grade ore in excess of 65% iron content that also has other favorable characteristics, such as relatively low contaminant ratios. Globally, steelmakers value high grade iron ore with low contaminants (such as silica, alumina, and phosphorus) because they improve environmental and financial performance through more efficient raw material utilization, higher plant yields, and lower emissions. Therefore, it is common and generally expected for 65% Fe iron ore, including the Scully iron ore mine's product, to sell at a premium to 62% Fe iron ore. In 2022, the Platts 65% Fe index sold at approximately a 16% (US\$19) premium, averaging US\$139 per tonne compared to US\$120 per tonne for the Platts 62% Fe index.

The following table sets forth total iron ore products shipped by the Scully mine operator in 2020, 2021, and 2022:

	H1	H2 (In tonnes)	Full Year
2020	1,459,162	1,539,492	2,998,654
2021	1,676,321	1,507,682	3,184,003
2022	1,691,184	1,406,746	3,097,930

The operator of the mine remains committed to ramping up production to at least six million tonnes per annum, and, in support of that commitment, is currently executing on several capital improvement and other projects which are expected to reduce bottlenecks, while at the same time investing in human resources and operational efficiency. In November 2022, the operator of the mine announced that it had completed a US\$15 million preferred share financing, and in January 2023 announced the closing of a US\$35 million advance payments facility. We continue to closely monitor the operational performance of the mine, as well as the financial performance of the operator.

III. DIVIDENDS

In April 2021, the Company announced that it was determined to focus its efforts on enhancing shareholder value and maximizing earnings and dividends to its shareholders based upon its iron ore royalty interest. Aligned with this focus, the Company announced that its board of directors approved a cash dividend policy.

In 2022, we declared the following cash dividends:

- \$0.25 (US\$0.18) per Common Share paid on March 4, 2022 to shareholders of record on February 21, 2022;
- \$0.34 (US\$0.27) per Common Share paid on May 23, 2022 to shareholders of record on May 10, 2022;
- \$0.33 (US\$0.26) per Common Share paid on August 26, 2022 to shareholders of record on August 12, 2022; and
- \$0.21 (US\$0.16) per Common Share paid on December 6, 2022 to shareholders of record on November 22, 2022.

Today, we are pleased to announce that our board of directors has approved a dividend of \$0.23 (US\$0.17) per Common Share payable on May 19, 2023 to shareholders of record on May 9, 2023. The amount of this dividend was based upon the recent payments received from our iron ore royalty interest, and also considers the operational performance of the mine and the financial performance of the mine's operator.

The declaration, timing and payment of future dividends will depend on, among other things, royalty payments received, the Company's financial condition and operating results.

IV. SHARE PRICE & VALUATION

It has been and remains our goal and initiative to structure the group in a way that substantially eliminates the discount between the market price of our common shares and our stated net book value per share. For example, we believe that the value of our royalty interest in the Scully iron ore mine is not properly reflected in the price of our common shares. We believe that one of the reasons for this discrepancy is our complex group structure and diverse portfolio of assets with different economics, capital requirements, and growth prospects.

In 2021, we announced that in order to support the Company's core focus, the other two of our operating segments – Industrial & Merchant Banking – would be rationalized over a period of time. These two segments have not produced returns commensurate to that of our royalty interest, and our board believes that these actions provide compelling benefits to our shareholders and to all aspects and business segments of the Company. It simplifies the Company's corporate structure by separating its non-strategic assets and allows the independent business lines to focus on pursuing and operating their respective businesses.

As part of this plan to rationalize assets in our non-core segments, in March 2023, we completed the sale of all of our hydrocarbon interests located in Alberta in consideration for \$25.0 million, subject to certain customary adjustments and adjustment for an economic effective date of April 1, 2022. At closing, we received \$18.2 million in cash consideration (net of GST) and the transaction is subject to a further holdback amount of \$2.5 million subject to customary adjustments.

Industrial

Our Industrial segment includes projects in resources and services around the globe. It seeks opportunities to benefit from long-term industrial and services assets with a focus on East Asia. This segment makes proprietary investments as part of its overall activities and we seek to realize gains on such investments over time. These investments can take many forms and can include acquiring entire businesses or portions thereof, investing in equity or investing in existing indebtedness (secured and unsecured) of businesses or in new equity or debt issues. These activities are generally not passive. The structure of each of these opportunities is tailored to each individual transaction.

The book value of our Industrial segment was \$66.0 million, or \$4.45 per share, as at December, 31, 2022.

Merchant Banking

Our Merchant Banking segment comprises regulated European merchant banking business. We own Merkanti Bank Limited, a licensed bank in Europe, which does not engage in general retail, commercial banking or any universal banking operations, but provides specialty banking services, focused on merchant banking, to our customers, suppliers and group members. In addition, we hold an interest in two industrial real estate parks in Europe.

In March 2022, we announced that Merkanti Holding plc, the parent company of our merchant banking segment, had entered into an agreement to acquire Sparkasse (Holdings) Malta Ltd. the parent of Sparkasse Bank Malta plc. Upon closing of this transaction, and subject to regulatory approval, it is the intention to merge Sparkasse Bank and Merkanti Bank, in order to form a larger independent institution with projected combined own funds based upon December 31, 2021 figures of circa €60 million, total assets of €1.1 billion, assets under custody of €8.1 billion and revenues of €17 million.

The total consideration payable by the Company for Sparkasse Holdings is approximately equal to the net tangible asset value of Sparkasse Holdings, less certain adjustments, and includes (i) a cash payment at closing of the transaction, (ii) three consecutive annual payments of €2.5 million; and (iii) a contingent payment, payable upon the recovery of an asset of Sparkasse Bank which was previously written off in its entirety. The consideration is expected to be satisfied through cash on hand, available liquidity, or other means.

The transaction is conditional upon regulatory approval from various regulators, including the European Central Bank, the Malta Financial Services Authority and the Central Bank of Ireland. The long-stop date in the Share Purchase Agreement is in the first half of 2023. Absent an extension, we expect the transaction to be closed or terminated by this time.

The book value of our Merchant Banking segment was \$72.7 million, or \$4.91 per share, as at December, 31, 2022.

V. STAKEHOLDER COMMUNICATIONS

We welcome any questions you may have and look forward to discussing our operations, results and plans with stakeholders. Further:

- stakeholders are encouraged to read our entire annual report, which includes our audited financial statements and management's discussion and analysis, for the year ended December 31, 2022, for a greater understanding of our business and operations; and
- direct any questions regarding the information in this report to our North American toll-free line at 1 (844) 331 3343 or email info@scullyroyalty.com to book a conference call with our senior management.

VI. MANAGEMENT COMMENTARY

Today, we are pleased to announce a cash dividend of \$0.23 per share as well as the additional steps that we have made towards rationalizing our industrial and merchant banking segments. We continue to make progress towards our strategic goals that we believe will maximize value for our shareholders over the long-term.

Respectfully Submitted,

April 26, 2023

Samuel Morrow
President, Chief Executive Officer
& Chief Financial Officer

SCULLY ROYALTY LTD.

Form 20-F

TABLE OF CONTENTS

INTRODUCTORY MATTERS	1
PART I	1
FORWARD-LOOKING STATEMENTS	1
CURRENCY INFORMATION	1
NOTE ON FINANCIAL AND OTHER INFORMATION	2
ITEM 1: IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS	2
ITEM 2: OFFER STATISTICS AND EXPECTED TIMETABLE	2
ITEM 3: KEY INFORMATION	2
A. [RESERVED]	2
B. Capitalization and Indebtedness	2
C. Reasons for the Offer and Use of Proceeds	2
D. Risk Factors	2
ITEM 4: INFORMATION ON THE COMPANY	12
A. History and Development of the Company	12
B. Business Overview	12
C. Organizational Structure	17
D. Property, Plants and Equipment	17
ITEM 4A: UNRESOLVED STAFF COMMENTS	23
ITEM 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS	23
General	23
Results of Operations	25
Liquidity and Capital Resources	30
Critical Accounting Estimates	36
New Standards and Interpretations Not Yet Adopted	39
Trend Information	39
Safe Harbor	40
ITEM 6: DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES	40
A. Directors and Senior Management	40
B. Compensation	41
C. Board Practices	43
D. Employees	44
E. Share Ownership	44
ITEM 7: MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS	45
A. Major Shareholders	45
B. Related Party Transactions	46
C. Interests of Experts and Counsel	46
ITEM 8: FINANCIAL INFORMATION	46
A. Consolidated Statements and Other Financial Information	46
B. Significant Changes	48
ITEM 9: THE OFFER AND LISTING	48
A. Offer and Listing Details	48
B. Plan of Distribution	48
C. Markets	48
D. Selling Shareholders	48
E. Dilution	48
F. Expenses of the Issue	48

Table of Contents

<u>ITEM 10: ADDITIONAL INFORMATION</u>	48
<u>A. Share Capital</u>	48
<u>B. Memorandum and Articles of Association</u>	48
<u>C. Material Contracts</u>	51
<u>D. Exchange Controls</u>	51
<u>E. Taxation</u>	51
<u>F. Dividends and Paying Agents</u>	55
<u>G. Statement by Experts</u>	55
<u>H. Documents on Display</u>	55
<u>I. Subsidiary Information</u>	55
<u>ITEM 11: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK</u>	55
<u>ITEM 12: DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES</u>	55
<u>PART II</u>	56
<u>ITEM 13: DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES</u>	56
<u>ITEM 14: MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS</u>	56
<u>ITEM 15: CONTROLS AND PROCEDURES</u>	56
<u>ITEM 16: [RESERVED]</u>	57
<u>ITEM 16A: AUDIT COMMITTEE FINANCIAL EXPERT</u>	57
<u>ITEM 16B: CODE OF ETHICS</u>	57
<u>ITEM 16C: PRINCIPAL ACCOUNTANT FEES AND SERVICES</u>	57
<u>ITEM 16D: EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES</u>	58
<u>ITEM 16E: PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS</u>	58
<u>ITEM 16F: CHANGE IN REGISTRANT'S CERTIFYING ACCOUNTANT</u>	58
<u>ITEM 16G: CORPORATE GOVERNANCE</u>	58
<u>ITEM 16H: MINE SAFETY DISCLOSURE</u>	58
<u>ITEM 17: FINANCIAL STATEMENTS</u>	59
<u>ITEM 18: FINANCIAL STATEMENTS</u>	59
<u>ITEM 19: EXHIBITS</u>	125

INTRODUCTORY MATTERS

All references in this document to “\$” and “dollars” are to Canadian dollars, all references to “US\$” are to United States dollars and all references to “Euro” or “€” are to the European Union Euro, unless otherwise indicated.

Unless the context otherwise indicates, references herein to “we”, “us”, “our” or the “Company” are to Scully Royalty Ltd. and its consolidated subsidiaries.

PART I

FORWARD-LOOKING STATEMENTS

This document contains certain forward-looking information and statements, including statements relating to matters that are not historical facts and statements of our beliefs, intentions and expectations about developments, results and events which will or may occur in the future, including “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States *Private Securities Litigation Reform Act of 1995*, as amended, collectively referred to as “forward-looking statements”. Forward-looking statements are typically identified by words such as “anticipate”, “could”, “should”, “expect”, “may”, “intend”, “will”, “plan”, “estimate”, “believe” and similar expressions suggesting future outcomes or statements or their negative or other comparable words. Forward-looking statements include, but are not limited to, statements with respect to: future performance, business plans and prospects and expectations regarding economic conditions, our markets, legal proceedings and other future events. All such forward-looking statements are based on certain assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate in the circumstances. These forward-looking statements are, however, subject to known and unknown risks and uncertainties and other factors. As a result, actual results, performance or achievements could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits will be derived therefrom. These risks, uncertainties and other factors include, among others, those set forth under the heading entitled “*Item 3: Key Information – D. Risk Factors*”.

Although we believe that the expectations reflected in such forward-looking information and statements are reasonable, we can give no assurance that such expectations will prove to be accurate. Accordingly, readers should not place undue reliance upon any of the forward-looking information and statements set out in this document. The forward-looking information and statements are made as of the date of this document and we assume no obligation to update or revise them except as required pursuant to applicable securities laws.

CURRENCY INFORMATION

The following table sets forth the exchange rates for the translation of United States dollars and Euros to Canadian dollars in effect at the end of each of the three most recent financial years. The exchange rates are based on the average daily rate of exchange as reported by the Bank of Canada.

	Years Ended December 31,		
	2022	2021	2020
		(\$/US\$)	
End of period	1.3544	1.2678	1.2732
High for period	1.2451	1.2040	1.2718
Low for period	1.3856	1.2942	1.4496
Average for period	1.3013	1.2535	1.3415
		(€/€)	
End of period	1.4458	1.4391	1.5608
High for period	1.2897	1.4188	1.4282
Low for period	1.4606	1.5641	1.5851
Average for period	1.3696	1.4828	1.5298

On April 24, 2023, the average daily rate of exchange for the translation of United States dollars and Euros to Canadian dollars were US\$1.00 = \$1.3542 and €1.00 = \$1.4937, respectively.

NOTE ON FINANCIAL AND OTHER INFORMATION

Unless otherwise stated, all financial information presented herein has been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, referred to as “IFRS” and the “IASB”, respectively, which may not be comparable to financial data prepared by many U.S. companies.

Due to rounding, numbers presented throughout this document may not add up precisely to the totals we provide and percentages may not precisely reflect the absolute figures.

All websites referred to herein are inactive textual references only, meaning that the information contained on such websites is not incorporated by reference herein and you should not consider information contained on such websites as part of this document unless expressly specified.

NON-IFRS FINANCIAL MEASURES

This document includes “non-IFRS financial measures”, that is, financial measures that either exclude or include amounts that are not excluded or included in the most directly comparable measure calculated and presented in accordance with IFRS. Specifically, we make use of the non-IFRS measures “EBITDA”.

EBITDA is defined as earnings before interest, taxes, depreciation and amortization. Our management uses EBITDA as a measure of our operating results and considers it to be a meaningful supplement to net income as a performance measurement, primarily because we incur significant depreciation and EBITDA eliminates the non-cash impact.

EBITDA is used by investors and analysts for the purpose of valuing an issuer. The intent of EBITDA is to provide additional useful information to investors and the measure does not have any standardized meaning under IFRS. Accordingly, this measure should not be considered in isolation or used in substitute for measures of performance prepared in accordance with IFRS. For a reconciliation of net income from continuing operations to EBITDA, please see *“Item 5: Operating and Financial Review and Prospects – Results of Operations”*.

ITEM 1: IDENTITY OF DIRECTORS, SENIOR MANAGEMENT AND ADVISERS

Not applicable.

ITEM 2: OFFER STATISTICS AND EXPECTED TIMETABLE

Not applicable.

ITEM 3: KEY INFORMATION

A. [RESERVED]

B. Capitalization and Indebtedness

Not applicable.

C. Reasons for the Offer and Use of Proceeds

Not applicable.

D. Risk Factors

An investment in our common shares of US\$0.001 par value each, referred to as the “Common Shares”, involves a number of risks. You should carefully consider the following risks and uncertainties in addition to other information in this annual report on Form 20-F in evaluating our company and our business before making any investment decisions. Our business, operating and financial condition could be harmed due to any of the following risks.

Risk Factors Relating to Our Business

Our financial results may fluctuate substantially from period to period.

We expect our business to experience significant periodic variations in its revenue and results of operations in the future. These variations may be attributed to varying iron ore prices and production levels at the mine underlying our royalty interest. Additionally, they may result from the fact that our merchant banking revenue is often earned upon the successful completion of a transaction, the timing of which is uncertain and beyond our control. In many cases, we may receive little or no payment for engagements that do not result in the successful completion of a transaction. Additionally, we seek to acquire undervalued assets where we can use our experience and management to realize upon the value. Often, we will hold or build upon these assets over time and we cannot predict the timing of when these assets' values may be realized. As a result, we are unlikely to achieve steady and predictable earnings, which could in turn adversely affect our financial condition and results of operations.

A weakening of the global economy, including capital and credit markets, could adversely affect our business and financial results and have a material adverse effect on our liquidity and capital resources.

Our business, by its nature, does not produce predictable earnings and it may be materially affected by conditions in the global financial markets and economic conditions generally. As demand for our products and merchant banking services has historically been determined by general global macro-economic activities, demand and prices for our products and services have historically decreased substantially during economic slowdowns. A significant economic downturn may affect our sales and profitability and may adversely affect our suppliers and customers. Further, an economic downturn may impact the operations and production of the iron ore mine underlying our royalty interest. Depending on their severity and duration, the effects and consequences of a global economic downturn could have a material adverse effect on our liquidity and capital resources, including our ability to raise capital, if needed, and otherwise negatively impact our business and financial results.

A weakening of global economic conditions would likely aggravate the adverse effects of difficult economic and market conditions on us and on others in our industries. In particular, we may face, among others, the following risks related to any future economic downturn: reduced or volatile iron ore prices, increased regulation of our banking operations; compliance with such regulation may increase the costs of our banking operations, may affect the pricing of our products and services and limit our ability to pursue business opportunities; reduced demand for our products and services; inability of our customers to comply fully or in a timely manner with their existing obligations; and the degree of uncertainty concerning economic conditions may adversely affect the accuracy of our estimates, which, in turn, impact the reliability of the process and the sufficiency of our credit loss allowances.

Further, any disruption or volatility in the global financial markets could have a material adverse effect on us, including our ability to access capital and liquidity on financial terms acceptable to us, if at all. Market deterioration and weakness can result in a material decline in the number and size of the transactions that we execute for our own account or for our clients and to a corresponding decline in our revenue. Any market weakness can further result in losses to the extent that we hold assets in such market. If all or some of the foregoing risks were to materialize, this could have a material adverse effect on us.

Our business is highly competitive.

All aspects of our business are highly competitive and we expect them to remain so.

Our competitors include merchant and investment banks, brokerage firms, commercial banks, private equity firms, hedge funds, financial advisory firms and mineral royalty companies. Some of our competitors have substantially greater capital and resources, including access to supply, than we do. We believe that the principal factors affecting competition in our business include transaction execution, our products and services, client relationships, reputation, innovations, credit worthiness and price.

The scale of our competitors has increased in recent years as a result of substantial consolidation. These firms may have the ability to offer a wider range of products than we do, which may enhance their competitive position.

[Table of Contents](#)

If we are unable to compete effectively with our competitors, our business and results of operations will be adversely affected.

During the year ended December 31, 2022, other than revenue from our royalty interest representing approximately 45% of our total revenue, none of our customers accounted for more than 10% of our total revenue. The loss of key customers, due to competitive conditions or otherwise, may adversely affect our results of operations.

Our earnings and, therefore, our profitability may be affected by price volatility in our various products.

A significant portion of our revenue in 2022 was derived from our iron ore royalty interest. Any revenues from our royalty interest are impacted by the price of iron ore. As such, our earnings are directly related to the price of iron ore and demand for steel products. There are many factors influencing the price and demand for these products, including: expectations for inflation; global and regional demand and production; political and economic conditions; and production costs in major producing regions. These factors are beyond our control and are impossible for us to predict. Changes in the prices of our products may adversely affect our operating results.

We may face a lack of suitable acquisition, merger or other proprietary investment candidates, which may limit our growth.

In order to grow our business, we may seek to acquire, merge with or invest in new companies or opportunities. Our failure to make acquisitions or investments may limit our growth. In pursuing acquisition and investment opportunities, we face competition from other companies having similar growth and investment strategies, many of which may have substantially greater resources than us. Competition for these acquisitions or investment targets could result in increased acquisition or investment prices, higher risks and a diminished pool of businesses, services or products available for acquisition or investment.

The operation of the iron ore mine underlying our royalty interest is generally determined by a third-party operator and we currently have no decision-making power as to how the property is operated. In addition, we have no or very limited access to technical or geological data respecting the mine, including as to mineralization or reserves. The operator's failure to perform or other operating decisions could have a material adverse effect on our revenue, results of operations and financial condition.

The iron ore mine underlying our royalty interest was closed in 2014. A new operator acquired the former operator's interests in the second quarter of 2017. The operator generally has the power to determine the manner in which the property is operated. The interests of the operator and our interests may not always be aligned. Our inability to control the operations of the mine can adversely affect our profitability, results of operations and financial condition. In addition, we have no or very limited access to technical or geological data respecting the mine, including as to mineralization and reserves.

To the extent grantors of royalties and other interests do not abide by their contractual obligations, we may be forced to take legal action to enforce our contractual rights. Should any decision with respect to such action be determined adversely to us, such decision may have a material adverse effect on our profitability, results of operations and financial condition.

In addition, we have no or very limited access to technical or geological data relating to the mine and operations underlying our interest, including reserves data. Accordingly, we can provide no assurances as to the level of reserves at the mine. If the operator determines there are insufficient reserves to economically operate the mine, it may abandon its currently announced re-start or, thereafter, scale back or cease operations, which could have a material adverse effect on our profitability, results of operations and financial condition.

Our activities are subject to counterparty risks associated with the performance of obligations by our counterparties.

Our business is subject to commercial risks, which include counterparty risk, such as failure of performance by our counterparties. We seek to reduce the risk of non-performance by requiring credit support from creditworthy financial institutions where appropriate. We also attempt to reduce the risk of non-payment by customers or other counterparties by imposing limits on open accounts extended to creditworthy customers and imposing credit support requirements for other customers. Nevertheless, we are exposed to the risk that parties owing us or our clients and other financial intermediaries may default on their obligations to us due to bankruptcy, lack of liquidity, operational failure or other reasons. These counterparty obligations may arise, for example, from placing deposits, the extension of credit or guarantees in trading and investment activities and participation in payment, securities and supply chain transactions on our behalf and as an agent on behalf of our clients. If any such customers or counterparties default on their obligations, our business, results of operations, financial condition and cash flow could be adversely affected.

[Table of Contents](#)

In addition, we evaluate the credit risk in respect of accounts receivable and other amounts owed to us by counterparties, including loss allowances. We may recognize losses on such amounts where, based on such evaluations, we determine that the related credit risk has increased significantly. Furthermore, while we take steps to mitigate such credit risks, our actual losses on such balances may differ from our assessments and currently anticipated loss allowances and, as a result, we may recognize impairments in the future.

We are subject to transaction risks that may have a material adverse effect on our business, results of operations, financial condition and cash flow.

We manage transaction risks through allocating and monitoring our capital investments in circumstances where the risk to our capital is minimal, carefully screening clients and transactions and engaging qualified personnel to manage transactions. Nevertheless, transaction risks can arise from our proprietary investing activities. These risks include market and credit risks associated with our operations. We intend to make investments in highly unstructured situations and in companies undergoing severe financial distress and such investments often involve severe time constraints. These investments may expose us to significant transaction risks. An unsuccessful investment may result in the total loss of such investment and may have a material adverse effect on our business, results of operations, financial condition and cash flow.

Our risk management strategies may leave us exposed to unidentified or unanticipated risks that could impact our risk management strategies in the future and could negatively affect our results of operations and financial condition.

We use a variety of instruments and strategies to manage exposure to various types of risks. For example, we may use derivative foreign exchange contracts to manage our exposure and our clients' exposure to foreign currency exchange rate risks. If any of the variety of instruments and strategies we utilize to manage our exposure to various types of risk are not effective, we may incur losses. Many of our strategies are based on historical trading patterns and correlations. However, these strategies may not be fully effective in mitigating our risk exposure in all market environments or against all types of risk. Unexpected market developments may affect our risk management strategies and unanticipated developments could impact our risk management strategies in the future.

If the fair values of our long-lived assets or their recoverable amounts fall below our carrying values, we would be required to record non-cash impairment losses that could have a material impact on our results of operations.

We review the carrying value of long-lived assets for impairment when events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. Should the markets for our products deteriorate, should we decide to invest capital differently or should other cash flow assumptions change, it is possible that we will be required to record non-cash impairment losses in the future that could have a material adverse effect on our results of operations.

A significant portion of our revenue comes from our iron ore royalty interest, which means that adverse developments at this project could have a more significant or lasting impact on our results of operations than if our revenue was less concentrated.

Approximately 46% of our revenue for the year ended December 31, 2022 came from our royalty interest in the Scully Iron Ore Mine. We expect this interest to continue to represent a significant portion of our revenue going forward. This concentration of revenue could mean that adverse developments, including any adverse decisions made by the operator thereof could have a more significant or longer-term impact on our results of operations than if our revenue was less concentrated.

The value and revenue from our royalty interest are subject to many of the risks faced by the operator of the underlying project.

Our royalty interest generally generates revenue when the operator of the underlying project generates meaningful production. Ongoing revenue from our interest is dependent on the operator achieving sustained production levels. As such, we are subject to the risk factors applicable to the owners and operators of mining projects.

[Table of Contents](#)

We are also subject to business risks that may impact the operator of the project underlying our royalty interest, including: failures to execute its business plans; any inability to obtain necessary financing on acceptable terms or at all, to finance operations; changes in mining taxes; litigation risks; permitting risks; title risks; general market risks and operational disruptions. These risks and others consistently faced by mine operators may adversely impact the value of our royalty and our financial results and position.

Mineral development and production generally involves a high degree of risk. Such operations are subject to all of the hazards and risks normally encountered in the exploration, development and production of metals, including weather related events, unusual and unexpected geology formations, seismic activity, environmental hazards and the discharge of toxic chemicals, explosions and other conditions involved in the drilling, blasting and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to property, injury or loss of life, environmental damage, work stoppages, delays in exploration, development and production, increased production costs and possible legal liability. Any of these hazards and risks and other acts of God could shut down such activities temporarily or permanently. Mineral development and production is subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which may result in environmental pollution and consequent liability for the owners or operators thereof. The exploration for, and development, mining and processing of, mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate.

Derivative transactions may expose us to unexpected risk and potential losses.

We, from time to time, enter into derivative transactions that require us to deliver to the counterparty an underlying security, loan or other obligation in order to receive payment. Such derivative transactions may expose us to unexpected market, credit and operational risks that could cause us to suffer unexpected losses. Severe declines in asset values, unanticipated credit events or unforeseen circumstances may create losses from risks not appropriately taken into account in the structuring and/or pricing of a derivative transaction.

The operations of our banking subsidiary are subject to regulation, which could adversely affect our business and operations.

The operations of Merkanti Bank Limited, referred to as the “Bank”, are subject to a number of directives and regulations, which materially affect our businesses. The statutes, regulations and policies to which we are subject may be changed at any time. In addition, the interpretation and the application by regulators of the laws and regulations to which we are subject may also change from time to time. Extensive legislation affecting the financial services industry has recently been adopted in Europe that directly or indirectly affects our business and regulations are in the process of being implemented. The manner in which those laws and related regulations are applied to the operations of credit institutions is still evolving. Any legislative or regulatory actions and any required changes to our business operations resulting from such legislation and regulations could result in significant loss of revenue, limit our ability to pursue business opportunities in which we might otherwise consider engaging or provide certain products and services, affect the value of assets that we hold, require us to increase our prices and therefore reduce demand for our financial products, impose additional compliance and other costs on us or otherwise adversely affect our businesses. Accordingly, there can be no assurance that future changes in regulations or in their interpretation or application will not adversely affect us. Please see “*Item 4: Information on the Company – B. Business Overview – Regulation*” for further information.

Further, the operations of our Bank may involve transactions with counterparties in the financial services industry, including commercial banks, investment banks and other institutional clients. Defaults by, and even rumors or questions about the solvency of certain financial institutions and the financial services industry generally, have led to market-wide liquidity problems and could lead to losses or defaults by other institutions. We may enter into transactions that could expose us to significant credit risk in the event of default by one of our significant counterparties. A default by a significant financial counterparty, or liquidity problems in the financial services industry generally, could have a material adverse effect on us.

In February 2020 the Cayman Islands was included in the European Council to the European Union’s list of non-cooperative jurisdictions for tax purposes, referred to as the “EU Blacklist”. Additionally, Malta has been listed as a jurisdiction subject to increased monitoring by the Financial Action Task Force. While the Cayman Islands was removed from the EU Blacklist in October 2020, the reputational damage could cause our clients, customers and other counterparties to lose confidence in the Cayman Islands or Malta as a financial centre and impact their willingness to conduct business with us.

[Table of Contents](#)

In February 2020, the Cayman Islands was added to the EU Blacklist and remained thereon until October 2020. This, along with the related reputational damage for the jurisdiction, resulted in clients, customers and other counterparties questioning the integrity and the transparency of the Cayman Islands as a viable financial centre. It may also result in their seeking to reduce the amount of business activity they conduct with us or to alter the terms of their business with us so they are less favourable. Such actions may adversely affect our business and operations.

In addition, in June 2021, the Financial Action Task Force announced that Malta was included in the list of jurisdictions under increased monitoring. Countries included on such list have had strategic deficiencies identified by the task force in their regimes to counter money laundering, terrorist financing and proliferation financing, but have committed to resolve swiftly the identified strategic deficiencies within agreed timeframes and are subject to increased monitoring. We have subsidiaries incorporated in Malta, including the Bank.

The reputational harm to our businesses associated with our being a Cayman Islands entity or as a result of the Bank and certain of our other subsidiaries being Maltese entities could potentially have an adverse impact on our business, financial condition and results of operations if that status continues for an extended period of time.

Any failure to remain in compliance with sanctions, anti-money laundering laws or other applicable regulations in the jurisdictions in which we operate could harm our reputation and/or cause us to become subject to fines, sanctions or legal enforcement, which could have an adverse effect on our business, financial condition and results of operations.

Our business has adopted policies and procedures respecting compliance with sanctions and anti-money laundering laws and we have adopted various policies and procedures to ensure compliance with specific laws applicable to it, including internal controls and “know-your-customer” procedures aimed at preventing money laundering and terrorism financing; however, participation of multiple parties in any given transaction can make the process of due diligence difficult. Further, because our Bank’s activities can be more document-based than other banking activities, it is susceptible to documentary fraud, which can be linked to money laundering, terrorism financing, illicit activities and/or the circumvention of sanctions or other restrictions (such as export prohibitions, licencing requirements or other trade controls). While we are alert to high-risk transactions, we are also aware that efforts, such as forgery, double invoicing, partial shipments of goods and use of fictitious goods may be used to evade applicable laws and regulations. If our policies and procedures are ineffective in preventing third parties from using our finance operations as a conduit for money laundering or terrorism financing without our knowledge, our reputation could suffer and/or we could become subject to fines, sanctions or legal action (including being added to any “blacklists” that would prohibit certain parties from engaging in transactions with us, including our banking subsidiary), which could have an adverse effect on our business, financial condition and results of operations. In addition, amendments to sanctions, anti-money laundering laws or other applicable laws or regulations in countries in which we operate could impose additional compliance burdens on our operations.

Fluctuations in interest rates and foreign currency exchange rates may affect our results of operations and financial condition.

Fluctuations in interest rates may affect the fair value of our financial instruments sensitive to interest rates. An increase or decrease in market interest rates may result in changes to the fair value of our fixed interest rate financial instrument liabilities, thereby resulting in a reduction in the fair value of our equity. Similarly, fluctuations in foreign currency exchange rates may affect the fair value of our financial instruments sensitive to foreign currency exchange rates.

Limitations on our access to capital could impair our liquidity and our ability to conduct our business.

Liquidity, or ready access to funds, is essential to companies engaged in our business. Failures of financial firms have often been attributable in large part to insufficient liquidity. Liquidity is of particular importance to our merchant banking business and perceived liquidity issues may affect our clients’ and counterparties’ willingness to engage in transactions with us. Our liquidity could be impaired due to circumstances that we may be unable to control, such as a general market disruption or an operational problem that affects our clients, counterparties, our lenders or us. Further, our ability to sell assets may be impaired if other market participants are seeking to sell similar assets at the same time.

We may require new capital to grow our business and there are no assurances that capital will be available when needed, if at all. It is likely such additional capital will be raised through the issuance of additional equity, which would result in dilution to our shareholders. A failure to obtain such additional capital could delay our ability to pursue our business plans in the future and adversely affect our future operations.

We may substantially increase our debt in the future.

It may be necessary for us to obtain financing with banks or financial institutions to provide funds for working capital, capital purchases, potential acquisitions and business development. Interest costs associated with any debt financing may adversely affect our profitability. Further, the terms on which amounts may be borrowed – including standard financial covenants regarding the maintenance of financial ratios, the prohibition against engaging in major corporate transactions or reorganizations and the payment of dividends – may impose additional constraints on our business operations and our financial strength.

As a result of our global operations, we are exposed to political, economic, legal, operational and other risks that could adversely affect our business, results of operations, financial condition and cash flow.

In conducting our business in major markets around the world, we are subject to political, economic, legal, operational and other risks that are inherent in operating in other countries. These risks range from difficulties in settling transactions in emerging markets to possible nationalization, expropriation, price controls and other restrictive governmental actions, and terrorism. We also face the risk that exchange controls or similar restrictions imposed by foreign governmental authorities may restrict our ability to convert local currency received or held by us in their countries into Canadian dollars, Euros or other hard currencies or to take those other currencies out of those countries. If any of these risks become a reality, our business, results of operations, financial condition and cash flow could be negatively impacted.

We are exposed to litigation risks in our business that are often difficult to assess or quantify and we could incur significant legal expenses every year in defending against litigation.

We are exposed to legal risks in our business and the volume and amount of damages claimed in litigation against financial intermediaries are increasing. These risks include potential liability for advice we provide to participants in corporate transactions and disputes over the terms and conditions of complex trading arrangements. We also face the possibility that counterparties in complex or risky trading transactions will claim that we improperly failed to inform them of the risks involved or that they were not authorized or permitted to enter into such transactions with us and, accordingly, that their obligations to us are not enforceable. During a prolonged market downturn, we expect these types of claims to increase. We are also exposed to legal risks in our merchant banking and proprietary investing activities.

We seek to invest in undervalued businesses or assets often as a result of financial, legal, regulatory or other distress affecting them. Investing in distressed businesses and assets can involve us in complex legal issues relating to priorities, claims and other rights of stakeholders. These risks are often difficult to assess or quantify and their existence and magnitude often remains unknown for substantial periods of time. We may incur significant legal and other expenses in defending against litigation involved with any of these risks and may be required to pay substantial damages for settlements and/or adverse judgments. Substantial legal liability or significant regulatory action against us could have a material adverse effect on our financial condition and results of operations.

We rely significantly on the skills and experience of our executives and the loss of any of these individuals may harm our business.

Our future success depends to a significant degree on the skills, experience and efforts of our executives and the loss of their services may compromise our ability to effectively conduct our business. We do not maintain “key person” insurance in relation to any of our employees.

The loss of any of our management personnel could negatively affect our business operations. From time to time, we will also need to identify and retain additional skilled management and specialized technical personnel to efficiently operate our business. The competition for such persons is intense. Recruiting and retaining qualified personnel is critical to our success and there can be no assurance of our ability to attract and retain such personnel. If we are not successful in attracting and retaining qualified personnel, our ability to execute our business model and strategy could be affected, which could have a material adverse impact on our profitability, results of operations and financial condition.

[Table of Contents](#)

We conduct business in countries with a history of corruption and transactions with foreign governments and doing so increases the risks associated with our international activities.

As we operate internationally, we are subject to the United States' *Foreign Corrupt Practices Act of 1977* and other laws that prohibit improper payments or offers of payments to foreign governments and their officials and political parties by the United States and other business entities that have securities registered in the United States for the purpose of obtaining or retaining business. We have operations and agreements with third parties in countries known to experience corruption. Further international expansion may involve more exposure to such practices. Our activities in these countries create the risk of unauthorized payments or offers of payments by our employees or consultants that could be in violation of various laws including the *Foreign Corrupt Practices Act of 1977*, even though these parties are not always subject to our control. It is our policy to implement safeguards to discourage these practices by our employees and consultants. However, our existing safeguards and any future improvements may prove to be less than effective and our employees or consultants may engage in conduct for which we might be held responsible. Violations of the *Foreign Corrupt Practices Act of 1977* may result in criminal or civil sanctions and we may be subject to other liabilities, which could negatively affect our business, operating results and financial condition.

We face various risks related to health epidemics, pandemics and similar outbreaks, which could have material adverse effects on our business, results of operations or financial position.

Health epidemics, pandemics and similar outbreaks could cause significant volatility and uncertainty in the global economy and financial markets, supply chain issues, labor shortages, and declines in metal prices, and such events could adversely affect the operations at the project underlying our royalty interest or our merchant banking operations. The effects of health epidemics, pandemics and similar outbreaks will ultimately depend on many factors that are outside of our control (including the severity and duration of such events and government and operator actions in response to such events) and could materially and adversely impact our business, results of operations or financial position.

Strategic investments or acquisitions and joint ventures, or our entry into new business areas, may result in additional risks and uncertainties in our business.

On March 7, 2022, we announced that our subsidiary, Merkanti Holding plc, referred to as “Merkanti”, entered into a definitive agreement to acquire Sparkasse (Holdings) Malta Ltd., the Maltese parent company of Sparkasse Bank Malta plc, referred to as “Sparkasse Bank”. We may fail to satisfy the conditions to the completion of such acquisition, which include receipt of applicable regulatory approvals. In addition, if the transaction is completed, we may fail to realize the anticipated benefits and synergies of the proposed transaction.

We may make additional strategic investments and acquisitions or joint ventures and similar transactions in the future. When we make strategic investments or acquisitions or enter into joint ventures, we expect to face numerous risks and uncertainties in combining or integrating the relevant businesses and systems, including the need to combine accounting and data processing systems and management controls and to integrate relationships with customers and business partners. The costs of integrating acquired businesses (including restructuring charges associated with the acquisitions, as well as other related costs, such as accounting, legal and advisory fees) could significantly impact our operating results.

Although we perform due diligence on the businesses we purchase, in light of the circumstances of each transaction, an unavoidable level of risk remains regarding the actual condition of these businesses. We may not be able to ascertain the value or understand the potential liabilities of the acquired businesses and their operations until we assume operating control of these businesses.

Furthermore, any acquisitions of businesses or facilities could entail a number of risks, including, among others: problems with the effective integration of operations; inability to maintain key pre-acquisition business relationships; increased operating costs; exposure to substantial unanticipated liabilities; difficulties in realizing projected efficiencies, synergies and cost savings; the risks of entering markets in which we have limited or no prior experience; and the possibility that we may be unable to recruit additional managers with the necessary skills to supplement the management of the acquired businesses.

In addition, geographic and other expansions, acquisitions or joint ventures may require significant managerial attention, which may be diverted from our other operations. If we are unsuccessful in overcoming these risks, our business, financial condition or results of operations could be materially and adversely affected.

Tax audits or disputes, or changes in the tax laws applicable to us, could materially increase our tax payments.

We exercise significant judgment in calculating our provision for income taxes and other tax liabilities. Although we believe our tax estimates are reasonable, many factors may affect their accuracy. Applicable tax authorities may disagree with our tax treatment of certain material items potentially causing an increase in tax liabilities. Due to the size, complexity and nature of our operations, various tax matters and litigation are outstanding from time to time, including relating to our former affiliates. Currently, based upon information available to us, we do not believe any such matters would have a material adverse effect on our financial condition or results of operations. However, due to the inherent uncertainty, we cannot provide certainty as to their outcome. If our current assessments are materially incorrect or if we are unable to resolve any of these matters favourably, there may be a material adverse impact on our financial performance, cash flows or results of operations.

Furthermore, changes to existing laws may also increase our effective tax rate. A substantial increase in our tax burden could have an adverse effect on our financial results. Please see “Item 8: Financial Information – A. Consolidated Statements and Other Financial Information” for further information.

Restrictions on the remittance of RMB into and out of China and governmental control of currency conversion may limit our ability to pay dividends and other obligations, and affect the value of your investment.

A portion of our cash is held in China in Renminbi, referred to as “RMB”. The government of the People’s Republic of China, referred to as the “PRC”, imposes controls on the convertibility of the RMB into foreign currencies and the remittance of currency out of the PRC. We may convert a portion of our revenues held by our subsidiary in the PRC into other currencies to meet our foreign currency obligations. Shortages in the availability of foreign currency may restrict the ability of our PRC subsidiary to remit sufficient foreign currency to pay dividends or other payments to us, or otherwise satisfy its foreign currency denominated obligations.

Under existing PRC foreign exchange regulations, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval of the PRC State Administration of Foreign Exchange, referred to as “SAFE”, as long as certain routine procedural requirements are fulfilled. However, approval from or registration with competent government authorities is required where the RMB is to be converted into foreign currency and remitted out of the PRC to pay capital expenses such as the repayment of loans denominated in foreign currencies. The PRC government may at its discretion restrict access to foreign currencies for current account transactions in the future. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to utilize such funds for purposes outside of the PRC.

Failures or security breaches of our information technology systems could disrupt our operations and negatively impact our business.

We use information technologies, including information systems and related infrastructure as well as cloud applications and services to store, transmit, process and record sensitive information, including employee information and financial and operating data, communicate with our employees and business partners and for many other activities related to our business. Our business partners, including operating partners, suppliers, customers and financial institutions, are also dependent on digital technology. Some of these business partners may be provided limited access to our sensitive information or our information systems and related infrastructure in the ordinary course of business.

Despite security design and controls, our information technology systems, and those of our third-party partners and providers, may be vulnerable to a variety of interruptions, including during the process of upgrading or replacing software, databases or components thereof, natural disasters, terrorist attacks, telecommunications failures, computer viruses, cyber-attacks, the activities of hackers, unauthorized access attempts and other security issues or may be breached due to employee error, malfeasance or other disruptions. Any such interruption or breach could result in operational disruptions or the misappropriation of sensitive data that could subject us to civil and criminal penalties, litigation or have a negative impact on our reputation. There can be no assurance that such disruptions or misappropriations and the resulting repercussions will not negatively impact our cash flows and materially affect our results of operations or financial condition.

General Risks Faced by Us

Investors' interests may be diluted and investors may suffer dilution in their net book value per share if we issue additional shares or raise funds through the sale of equity securities.

Our constating documents authorize the issuance of our Common Shares and preference shares, issuable in series. In the event that we are required to issue any additional shares or enter into private placements to raise financing through the sale of equity securities, investors' interests in us will be diluted and investors may suffer dilution in their net book value per share depending on the price at which such securities are sold. If we issue any such additional shares, such issuances will also cause a reduction in the proportionate ownership of all other shareholders. Further, any such issuance may result in a change of control of our company.

Certain factors may inhibit, delay or prevent a takeover of our company, which may adversely affect the price of our Common Shares.

Certain provisions of our charter documents may discourage, delay or prevent third parties from effecting a change of control or changes in our management in a tender offer or otherwise engaging in a merger or similar type of transaction with us. If a change of control or change of management is delayed or prevented, the market price of our Common Shares could decline.

Any future weaknesses or deficiencies or failures to maintain internal controls or remediate weaknesses could impair our ability to produce accurate and timely financial statements.

If material weaknesses in our internal controls are discovered in the future, our ability to report our financial results on a timely and accurate basis could be impacted in a materially adverse manner, and, as a result, our financial statements may contain material misstatements or omissions. If we cannot maintain and execute adequate internal control over financial reporting that provides reasonable assurance of the reliability of the financial reporting and preparation of our financial statements for external use, we could suffer harm to our reputation, fail to meet our public reporting requirements on a timely basis, cause investors to lose confidence in our reported financial information or be unable to properly report on our business and the results of our operations, and the trading price of our Common Shares could be materially adversely affected.

Investors may face difficulties in protecting their interests, and their ability to protect their rights through United States courts may be limited, because we are incorporated under Cayman Islands law.

We are incorporated under the laws of the Cayman Islands and substantially all of our operations and assets are located outside the United States. Our corporate affairs are governed by our memorandum and articles of association, the Companies Law of the Cayman Islands (2020 Revision), as amended, referred to as the "Cayman Act" and the common law of the Cayman Islands. The rights of shareholders to take action against the directors, actions by minority shareholders and the fiduciary responsibilities of our directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from the common law of England, the decisions of whose courts are of persuasive authority, but are not binding, on a court in the Cayman Islands. The rights of our shareholders and the fiduciary responsibilities of our directors under Cayman Islands law are not as clearly established as they would be under statutes or judicial precedent in some jurisdictions in the United States. Some U.S. states, such as Delaware, have more fully developed and judicially interpreted bodies of corporate law than the Cayman Islands. In addition, Cayman Islands companies may not have standing to initiate a shareholder derivative action in a federal court of the United States.

There is no statutory recognition in the Cayman Islands of judgments obtained in the United States, although the courts of the Cayman Islands will in certain circumstances recognize and enforce a non-penal judgment of a foreign court of competent jurisdiction without retrial on the merits. In addition, a majority of our directors and officers are nationals and residents of countries other than the United States. The Cayman Islands courts are also unlikely to recognize or enforce against us judgments of courts of the United States based on certain civil liability provisions of U.S. securities laws; and to impose liabilities against us, in original actions brought in the Cayman Islands, based on certain civil liability provisions of U.S. securities laws that are penal in nature.

As a result of all of the above, our public shareholders may have more difficulty in protecting their interests in the face of actions taken by management, members of the board of directors or controlling shareholders than they would as public shareholders of a company incorporated in the United States.

ITEM 4: INFORMATION ON THE COMPANY

A. History and Development of the Company

We are a company organized under the Cayman Act that was incorporated on June 5, 2017. Our office is located at Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336, and its telephone number is +1 844 331 3343. Our registered office is located at P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 – 1205 Cayman Islands. Our website address is www.scullyroyalty.com.

Our core asset is a net revenues royalty interest in the Scully iron ore mine located in the Province of Newfoundland and Labrador, Canada. The royalty rate under this interest is 7.0% on iron ore shipped from the mine and 4.2% on iron ore shipped from tailings and other disposed materials. The current operator of the mine commenced mining operations in 2019. See “- B. Business Segments – Royalty” and “- D. Property, Plants and Equipment”.

In addition, we have two other business segments operating that provide merchant banking and financial services. We specialize in markets that are not adequately addressed by traditional sources of supply and finance, with an emphasis on providing solutions for small and medium sized enterprises. We operate in multiple geographies and participate in industries including manufacturing, natural resources and medical supplies and services.

As a supplement to our operating business, we commit proprietary capital to assets and projects where intrinsic values are not properly reflected. These investments can take many forms, and our activities are generally not passive. The structure of each of these opportunities is tailored to each individual transaction.

We file reports and other information with the Securities and Exchange Commission, referred to as the “SEC”. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. Our filings with the SEC are available to the public over the internet at such website at <http://www.sec.gov>.

Please see “B. Business Overview” for further information regarding our recent developments.

B. Business Overview

The following is a brief description of our business and recent activities.

Recent Developments

Sale of Hydrocarbon Assets

In March 2023, we completed the sale of all of our hydrocarbon interests located in Alberta in consideration for \$25.0 million, subject to certain customary adjustments and adjustment for an economic effective date of April 1, 2022. At closing, we received \$18.2 million in cash consideration (net of GST) and the transaction is subject to a further holdback amount of \$2.5 million subject to customary adjustments.

Scully Mine Updates

The Scully iron ore mine produces a high-grade ore in excess of 65% iron content that also has other favourable characteristics, such as relatively low contaminant ratios. Globally, steelmakers value high grade iron ore with low contaminants (such as silica, alumina, and phosphorus) because they improve environmental and financial performance through more efficient raw material utilization, higher plant yields, and lower emissions. Therefore, it is common and generally expected for 65% Fe iron ore, including the Scully iron ore mine’s product, to sell at a premium to 62% Fe iron ore. In 2022, the Platts 65% Fe index sold at approximately a 16% (US\$19) premium to the Platts 62% Fe Index.

[Table of Contents](#)

The following table sets forth the total iron ore products (which include pellets, chips and concentrates) shipped from the mine based upon the amounts reported to us by the Scully mine for the periods indicated:

	Year Ended December 31,	
	2022	2021
	(tonnes)	
Iron Ore Products Shipped	3,097,930	3,184,003

The operator of the mine remains committed to ramping up production to at least six million tonnes per annum, and, in support of that commitment, is currently executing on several capital improvement and other projects which are expected to reduce bottlenecks, while at the same time investing in human resources and operational efficiency. In November 2022, the operator of the mine announced that it had completed a US\$15 million preferred share financing, and in January 2023 announced the closing of an advance payments facility with which provided for advance payments of up to US\$35 million against future deliveries of concentrate.

Cash Dividend Policy

On April 30, 2021, we announced that our board of directors approved a cash dividend policy, which is intended to maximize potential future dividends to holders of our Common Shares. In 2022, we declared the following cash dividends:

- \$0.25 (US\$0.18) per Common Share paid on March 4, 2022 to shareholders of record on February 21, 2022;
- \$0.34 (US\$0.27) per Common Share paid on May 23, 2022 to shareholders of record on May 10, 2022;
- \$0.33 (US\$0.26) per Common Share paid on August 26, 2022 to shareholders of record on August 12, 2022; and
- \$0.21 (US\$0.16) per Common Share paid on December 6, 2022 to shareholders of record on November 22, 2022.

On the date hereof, we announced a dividend of \$0.23 (US\$0.17) per Common Share payable on May 19, 2023 to shareholders of record on May 9, 2023.

Based upon a review of our financial position, operating results, ongoing working capital requirements and other factors, our board of directors may from time to time and if deemed advisable by it, declare and pay cash dividends to holders. The timing, payment and amount of any dividends paid on our Common Shares may be determined by our board of directors from time to time, based upon considerations such as our cash flow, results of operations and financial condition, the need for funds to finance ongoing operations and such other business considerations as our board of directors considers relevant.

Acquisition of Sparkasse Bank Malta

On March 7, 2022, we announced that our subsidiary, Merkanti Holding plc, entered into a definitive agreement to acquire Sparkasse (Holdings) Malta Ltd., the Maltese parent company of Sparkasse Bank. Upon closing, we intend to merge our subsidiary, Merkanti Bank Ltd. with Sparkasse Bank, in order to form a larger, more profitable independent institution.

Merkanti is acquiring Sparkasse Holdings and the total consideration is approximately equal to the net tangible asset value of Sparkasse (Holdings) Malta Ltd., less certain adjustments, and includes (i) a cash payment at closing of the transaction, (ii) three consecutive annual payments of €2.5 million; and (iii) a contingent payment, payable solely upon the recovery (if any) of an asset of Sparkasse Bank which was previously written off in its entirety. The consideration is expected to be satisfied through cash on hand and available liquidity within our group. The transaction is conditional upon the satisfaction of certain customary conditions precedent such as regulatory approval from various regulators, including the European Central Bank, the Malta Financial Services Authority and the Central Bank of Ireland. The agreement provides for an outside date for completion in the first half of 2023. Absent an extension of the outside date, we expect the transaction to be closed or terminated by this time.

Business Segments

We currently have three operating segments: (i) Royalty, which includes our interest in an iron ore mine; (ii) Industrial, which includes projects in resources and services; and (iii) Merchant Banking, which comprises regulated merchant banking activities.

Management is committed to a plan to rationalize its Industrial and Merchant Banking interests, and substantial progress has been made on both projects. These two segments have not produced returns commensurate to that of our royalty interest, and our Board of Directors believes that these actions provide compelling benefits to our shareholders and to all aspects and business segments of the Company. This plan is expected to simplify the Company's corporate structure by separating its non-strategic assets and allows the independent business lines to focus on pursuing and operating their respective businesses.

In March 2023, we completed the sale of all of our hydrocarbon interests located in Alberta, Canada. Please see “- *Recent Developments*” for further information.

Royalty

We hold a net revenues royalty interest in the Scully iron ore mine located in the Province of Newfoundland and Labrador, Canada. The royalty rate under this interest is 7.0% on iron ore shipped from the mine and 4.2% on iron ore shipped from tailings and other disposed materials. The sub-lease commenced in 1956 and expires in 2055. Pursuant to this sub-lease, we hold a net revenues royalty interest on iron ore shipped from the mine. The new operator of the mine commenced mining operations in 2019.

In 2022, approximately 46% of our total revenues were derived from such royalty interest. As at December 31, 2022, our total assets were \$211.5 million, of which \$201.8 million was represented by our interest in the underlying iron ore mine. Please see Note 12 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

The operator of the mine has disclosed that the mine historically extracted approximately 11.8 million tonnes of raw iron per year from which approximately 4.1 million metric tonnes of iron concentrate were produced at an onsite milling facility. It further disclosed that upon-reactivation annual production capacity targeted a capacity of 6.25 million metric tonnes of iron concentrate, with production ranging from 5.80 million to 7.55 million metric tonnes over the subsequent years. Iron concentrate is transported by rail to the port facilities at Point Noire, Quebec, where it is unloaded, stockpiled and loaded on vessels for sale to the seaborne market.

Under the terms of the sub-lease, we are entitled to minimum royalty payments of \$3.25 million per year, payable on a quarterly basis, which quarterly payments may be credited towards earned royalties relating to the same calendar year.

See “- *D. Property, Plants and Equipment*” for further information regarding this interest.

Industrial

Our Industrial segment includes projects in resources and services around the globe. It seeks opportunities to benefit from long-term industrial and services assets with a focus on East Asia.

Other production and processing assets in this segment include a hydro-electric power plant located in Africa. No customer in the Industrial segment represented 10% or more of our revenue in 2022. The industrial segment includes our former hydrocarbon assets located in Alberta, Canada, which we sold in March 2023. See “-*Recent Developments*” for further information. The Industrial segment generated 45% of our revenues in 2022.

We make proprietary investments as part of our overall activities in the segment and we seek to realize gains on such investments over time. We seek to participate in many industries, emphasizing those business opportunities where the perceived intrinsic value is not properly recognized, often as a result of financial or other distress affecting them. These investments can take many forms and can include acquiring entire businesses or portions thereof, investing in equity or investing in existing indebtedness (secured and unsecured) of businesses or in new equity or debt issues. These activities are generally not passive. The structure of each of these opportunities is tailored to each individual transaction.

Merchant Banking

Our Merchant Banking segment consists of a subsidiary with its bonds listed on the Malta Stock Exchange and comprises regulated merchant banking in Europe, including the activities of the Bank.

The Bank does not engage in general retail or commercial banking, but provides specialty banking services, focused on merchant banking, to our customers, suppliers and group members. Generally, the Bank earns fees from provisions of a range of financial and consultancy services to the customers and investment income.

In addition, we hold interests in two industrial real estate parks in Europe for sale in the ordinary course of business or as investment property.

All Other

Our All Other segment encompasses our corporate and other investments, as well as the overhead expenses of the parent company. Our All Other segment includes our corporate and operating segments whose quantitative amounts do not exceed 10% of any of our reported revenue, net income or total assets for 2022.

Competitive Conditions

Our business is intensely competitive and we expect it to remain so. We operate in a highly competitive environment in most of our markets and we face competition in all of our activities, principally from international banks, the majority of which are European or North American regulated banks, in our finance and fee-generating activities. Such competition may have the effect of reducing spreads on our financing activities.

Our business is small compared to our competitors in the sector. Many of our competitors have far greater financial resources, a broader range of products and sources of supply, larger customer bases, greater name recognition and marketing resources, a larger number of senior professionals to serve their clients' needs, greater global reach and more established relationships with clients than we do. These competitors may be better able to respond to changes in business conditions, compete for skilled professionals, finance acquisitions, fund internal growth and compete for market share generally.

We believe that our experience and operating structure permit us to respond more rapidly to our clients' needs than many of our larger competitors. These traits are important to small and mid-sized business enterprises, many of which do not have large internal corporate finance departments to handle their capital requirements. We develop a partnership approach to assist our clients. This often permits us to develop multiple revenue sources from the same client. For example, we may commit our own capital to make a proprietary investment in its business or capital structure.

Regulation

Our operations are international in nature and are subject to the laws and regulations of a number of international jurisdictions, as well as oversight by regulatory agencies and bodies in those jurisdictions.

The operator of the mine that is the subject to our iron ore royalty interest must comply with numerous environmental, mine safety, land use, waste disposal, remediation and public health laws and regulations promulgated by federal, provincial and local governments in Canada. Although we, as a royalty owner, are not responsible for ensuring compliance with these laws and regulations, failure by the operator to comply with applicable laws, regulations and permits can result in injunctive action, orders to suspend or cease operations, damages, and civil and criminal penalties on the operators, which could have a material adverse effect on our results of operations and financial condition.

In particular, the banking industry is subject to extensive regulation and oversight. The operations of our Bank are subject to the regulations and directives issued by the European Union, as well as any additional Maltese legislation. The Bank is subject to direct supervision by the Malta Financial Services Authority, the Central Bank of Malta and the Financial Intelligence Analysis Unit and indirect supervision by the European Central Bank. There are various regulations and guidelines that the Bank needs to adhere to but the most noticeable ones relate to capital requirements, liquidity and the funding and the Anti-Money Laundering and Anti-Terrorist Financing. As a Maltese credit institution, the Bank is subject to the Capital Requirements Directive and Regulatory Frameworks, referred to as the “CRD and CRR Framework” (as updated from time to time), through which the European Union implements the Basel Capital reforms. The CRD and CRR Framework, among other things, requires regulatory reporting of leverage ratio, requirements of own funds and eligible liabilities, counterparty credit risk, market risk, exposures to central counterparties, large exposures, and other disclosure requirements as applicable. The main liquidity requirements imposed by the CRD and CRR Framework are the liquidity coverage ratio, referred to as “LCR”, which refers to the proportion of highly liquid assets held by the Bank to ensure its ongoing ability to meet short-term liquidity obligations. The Bank must maintain a minimum statutory LCR of 100%. The CRD and CRR determine that the minimum Net Stable Funding Ratio referred to “NSFR” requirement is that of 100%. Unlike the LCR, the NSFR is a liquidity standard requiring the Bank to hold enough stable funding to cover the duration of its long-term assets.

The Bank is currently working on the requirements of the revised Capital Requirements Directive and Regulation, commonly referred to as CRD6/CRR3 package, which will be wide-ranging, but is expected to include core Basel III components as well as market risk. However, the European Commission also introduces further initiatives in the package, which include: Streamlining regulatory reporting; Reflecting environmental, social and governance (ESG) risks in the capital framework; and Enhancing the fit-and-proper requirements in the CRD to strengthen bank governance.

We hold a portion of our cash in China in RMB. Under the 2008 Foreign Currency Administration Rules, if documents certifying the purposes of the conversion of RMB into foreign currency are submitted to the relevant foreign exchange conversion bank, the RMB may be convertible for current account items, including the distribution of dividends, interest and royalty payments, and trade and service-related foreign exchange transactions. Conversion of RMB for capital account items, such as direct investment, loans, securities investment and repatriation of investment, however, is subject to the approval of the government of SAFE and its local counterparts.

Under the 1996 Administration Rules of the Settlement, Sale and Payment of Foreign Exchange, foreign-invested enterprises may only buy, sell and/or remit foreign currencies at banks authorized to conduct foreign exchange business after providing valid commercial documents and, in the case of capital account item transactions, obtaining approval from SAFE or its local counterparts. Capital investments by PRC entities outside of China, after obtaining the required approvals from the relevant approval authorities, such as the Ministry of Commerce and the National Development and Reform Commission or their local counterparts, are also required to register with SAFE or its local counterparts.

SAFE promulgated a circular on November 19, 2010, or Circular No. 59, which tightens the examination on the authenticity of settlement of net proceeds from an offering and requires that the settlement of net proceeds shall be in accordance with the description in its prospectus. On March 30, 2015, SAFE issued the Circular on Reform of the Administrative Rules of the Payment and Settlement of Foreign Exchange Capital of Foreign-Invested Enterprises, or SAFE Circular 19, which became effective on June 1, 2015. Pursuant to SAFE Circular 19, foreign-invested enterprises may either continue to follow the current payment-based foreign currency settlement system or elect to follow the “conversion-at-will” regime of foreign currency settlement. Where a foreign-invested enterprise follows the conversion-at-will regime of foreign currency settlement, it may convert part or all of the amount of the foreign currency in its capital account into RMB at any time. The converted RMB will be kept in a designated account labeled as settled but pending payment, and if the foreign-invested enterprise needs to make payment from such designated account, it still needs to go through the review process with its bank and provide necessary supporting documents. SAFE Circular 19, therefore, has substantially lifted the restrictions on the usage by a foreign-invested enterprise of its RMB registered capital converted from foreign currencies. According to SAFE Circular 19, such RMB capital may be used at the discretion of the foreign-invested enterprise and SAFE will eliminate the prior approval requirement and only examine the authenticity of the declared usage afterwards. In addition, as SAFE Circular 19 was promulgated recently, there remain substantial uncertainties with respect to the interpretation and implementation of this circular by relevant authorities.

C. Organizational Structure

The following table describes our material subsidiaries as at December 31, 2022, their respective jurisdictions of organization and our interest in respect of each subsidiary. The table excludes subsidiaries that only hold inter-company assets and liabilities and do not have active businesses or whose results and net assets do not materially impact our consolidated results and net assets.

Subsidiaries	Country of Incorporation	Proportion of Interest ⁽¹⁾
Merkanti Holding plc.	Malta	99.96%
1178936 B.C. Ltd.	Canada	100%
Merkanti (A) International Ltd.	Malta	99.96%
Merkanti (D) International Ltd.	Malta	99.96%

Note:

(1) Our proportional voting interests are identical to our proportional beneficial interests, except that we hold a 99.68% proportional beneficial interest in each of Merkanti (A) International Ltd. and Merkanti (D) International Ltd.

Please see Note 28 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

D. Property, Plants and Equipment

We have offices at Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336.

We believe that our existing facilities are adequate for our needs through the end of the year ending December 31, 2023. Should we require additional space at that time or prior thereto, we believe that such space can be secured on commercially reasonable terms.

Royalty Interest

Our core asset is a net revenues royalty interest in the Scully iron ore mine located in the Province of Newfoundland and Labrador, Canada. The royalty rate under this interest is 7.0% on iron ore shipped from the mine and 4.2% on iron ore shipped from tailings and other disposed materials. The mine site is located approximately three kilometers west of the town of Wabush and is connected by rail access to the Port of Sept-Îles, Quebec.

The royalty is payable pursuant to a mining sub-lease related to the lands on which the mine is situated. This lease commenced in 1956 and expires in 2055.

Iron ore was first reported in the area of the mine in 1933. In 1956, Picklands Mathers & Company, referred to as “Picklands”, began work on the project and started the first intensive geological, metallurgical and economic investigations thereon. The mine was operated by Picklands from 1965 to 1986, when Picklands was acquired by Cleveland-Cliffs Inc., referred to as “Cliffs”, who operated it from 1986 until being put on care and maintenance in February 2014. For most of its life until 2010, the mine was operated as a joint venture owned by Stelco, Dofasco, Inland Steel, Acme Steel and Cliffs. Cliffs exercised a right of first refusal in February 2010 to acquire 100% ownership of the property. Cliffs placed the mine and concentrator on care and maintenance in February 2014 and, in 2015, commenced proceedings under the *Companies’ Creditors Arrangement Act*, referred to as the “CCAA”. The mine was acquired by Tacora Resources Inc. referred to as “Tacora”, in July 2017 and, in November 2018, Tacora announced that it had completed financing that, together with existing commitments it had received, would be sufficient to fund a proposed re-start of the mine. On August 30, 2019, as part of its production ramp-up, Tacora announced that it had made its first seaborne vessel shipment of iron ore concentrate produced at the Scully iron ore mine.

In the third quarter of 2017, we entered into a settlement agreement with the new operator in respect of an underpayment of royalties under the lease by the past operator, whereby we received \$5.6 million in settlement of such claims. Pursuant to such agreement, we also amended and restated the sub-lease underlying our interest. As a result, our royalty interest is now a 7.0% net revenue royalty interest on iron ore produced from the mine and 4.2% net revenue royalty interest on iron ore produced from tailings and other disposed materials. Under the terms of the sub-lease, we are entitled to minimum payments of \$3.25 million per year.

Iron ore is primarily used to make steel, which is considered to be a critical commodity for global economic development. As such, the demand and consequently the pricing of iron ore are dependent upon the raw material requirements of integrated steel producers. Demand for blast furnace steel is in turn cyclical in nature and is influenced by, among other things, the level of global economic activity.

The Scully iron ore mine produces a high-grade ore in excess of 65% iron content that also has other favourable characteristics, such as relatively low contaminant ratios. Globally, steelmakers value high grade iron ore with low contaminants (such as silica, alumina, and phosphorus) because they improve environmental and financial performance through more efficient raw material utilization, higher plant yields, and lower emissions. Therefore, it is common and generally expected for 65% Fe iron ore, including the Scully iron ore mine's product, to sell at a premium to 62% Fe iron ore. In 2022, the Platts 65% Fe index sold at approximately a 16% (US\$19) premium to the Platts 62% Fe Index.

Description of Scully Iron Ore Mine

As we are not the operator and generally not the owner of the property underlying our royalty interest, we have limited or no access to related exploration, development or operational data or to the properties itself. As such, the disclosure herein is based on information publicly disclosed by the operator of the Scully Iron Ore Mine. Although we do not have any knowledge that such information may not be accurate, there can be no assurance that such third-party information is complete or accurate.

In 2018, the SEC adopted amendments to the disclosure requirements for mining properties. Effective for fiscal years beginning on or after January 1, 2021, the disclosure requirements under the SEC's Industry Guide 7 have been replaced with new disclosure requirements under subpart 1300 of Regulation S-K under the Exchange Act, referred to as the "SEC Mining Rules". Subpart 1300 of Regulation S-K under the Exchange Act, referred to as the "SEC Mining Rules", requires a registrant that has mining operations to, among other things: (i) obtain a dated and signed "technical report summary" from a qualified person with respect to each material mining property, and (ii) file such technical report summary as an exhibit to the relevant registration statement or other prescribed filing with the SEC. We consider our royalty interest in the Scully Iron Ore Mine, being the only mining interest we hold, as our material property for the purposes of the SEC Mining Rules. As we do not operate such property, for the purposes of this Annual Report on Form 20-F, we have relied on Item 1302(b)(3)(ii) of the SEC Mining Rules and have not obtained or filed a technical report summary as: (i) obtaining such report would result in an unreasonable burden or expense; and (ii) we have requested such technical report summary from the operators of the Scully Iron Ore Mine and were denied the request.

The property information included herein contains information reported by the operator of the Scully Iron Ore Mine under Canadian National Instrument 43-101, referred to as "NI 43-101". Specifically, unless otherwise stated, the information contained herein has been derived from a technical report prepared for the operator under NI 43-101 titled "Feasibility Study Technical Report - Update, Scully Mine Re-Start Projects, Wabush, Newfoundland & Labrador, Canada" with an effective date of May 31, 2021.

Under the SEC Mining Rules, we may not disclose such Mineral Resource and Mineral Reserve estimates herein unless the operator has filed a Technical Report Summary under Item 1300 of Regulation S-K or unless we have filed a Technical Report Summary containing such estimates. As a result of this requirement and the relief provided to holders of royalties and other similar interests under the SEC Mining Rules, the disclosure contained herein does not include estimates of Mineral Resources or Mineral Reserves that may have been prepared by the operator of the mine underlying our royalty interest.

Certain information regarding the Scully iron ore mine as contemplated under the SEC Mining Rules has not been included herein on the basis that it is unavailable to us in our capacity as a royalty holder on the applicable properties and that obtaining such information would result in an unreasonable burden and expense. Such excluded information includes:

1. Mineral Resources and Mineral Reserves estimates;
2. Specific information regarding the age of and condition of project infrastructure;
3. The total cost for or book value of the underlying property and its associated plant and equipment; and
4. descriptions of significant encumbrances on the property.

[Table of Contents](#)

Measurement units presented in this document are metric units and converted to US standard units where applicable. There may be small rounding differences due to unit conversions. Additional specific information on the principal property is available under Material Properties, below.

Summary

The Scully iron ore mine is production stage iron ore mine, which is operated as an open-pit operation. The mine is located in Newfoundland & Labrador, Canada. The mine site includes a concentration plant with a 6.6 million tonnes per year capacity. The geographic location of Scully is set forth below.

Figure 1. Scully Mine Location



Source: Google Earth (March, 2022)

The mine covers a Superior-type banded iron formation of mineralization. Key operating infrastructure at the mine comprises a 6 million tonne (6.6 million ton) per annum iron ore concentrator plant producing iron ore concentrate.

The operator of the mine that is subject to our royalty interest must comply with environmental, mine safety, land use, waste disposal, remediation and public health laws and regulations promulgated by federal, state, provincial and local governments in Canada where we hold an interest. Although we, as a royalty interest owner, are not responsible for ensuring compliance with these laws and regulations, failure by the operator to comply with applicable laws, regulations and permits can result in injunctive action, orders to suspend or cease operations, damages, and civil and criminal penalties on the operators, which could have a material adverse effect on our results of operations and financial condition.

In general, Scully Royalty has no decision-making authority regarding the development or operation of the mineral property underlying our royalty interest. The operator makes all development and operating decisions, including decisions about permitting, feasibility analysis, mine design and mine operation, processing, plant, equipment matters, and temporary or permanent suspension of operations.

Location

Scully is an open-pit mine and mineral processing operation located in the southwest corner of Labrador, in the Province of Newfoundland and Labrador, Canada, at 52°54'26.7" N and 66°54' 34.6" W. The nearest local communities are the Town of Labrador City (3.5 km or 2.2 miles north), Town of Wabush (2.5 km or 1.6 miles east), and Town of Fermont (Quebec; 18 km or 11 miles southwest). From Wabush, the City of Sept-Îles is located 320 km (or 199 miles) away (on the north shore of the St. Lawrence River), the City of St. John's 1,200 km (or 746 miles) to the southeast, and the City of Montreal 1,020 km (or 634 miles) to the southwest.

The Scully Mine Property lies in the sub-arctic region of northern Canada, in an area of undulating hills with an elevation high of 686 m (2,251 ft) and elevation low of 533 m (1,749 ft). There are several lakes within the mine property area. As for climate, temperatures range from -40°C to 25°C (-40°F to 77°F). In a wet year, Wabush can receive up to 1,185 mm (47 inches) of precipitation (Environment Canada, 2012). In a dry year, Wabush receives only 675 mm (27 inches) of precipitation.

Infrastructure

Access to the Scully Mine site is provided by a four km road from Highway 500. The latter is accessible via Highway 389 from Baie-Comeau on the north shore of the Saint Lawrence River. The Wabush airport is 2 miles or 3 km from the mine site, within the town limits of Wabush.

Rail access from the Scully Mine Site to the port at Sept-Îles consists of two separate segments. The first segment uses the QNS&L railway from Wabush to Arnaud Junction in Sept-Îles. From there, the second section is from Arnaud junction to Pointe-Noire (Sept-Îles), property of "Les Chemins de Fer Arnaud", Sept-Îles, Quebec, where the iron ore concentrate is unloaded, stockpiled, and loaded on sea-going vessels. The second rail segment is owned by the Government of Quebec through the Société du Plan Nord, which acquired these assets from Cliffs Natural Resources, Inc. bankruptcy of Canadian assets. The second segment was owned originally by the Wabush Railway Company Limited.

The towns of Wabush and Labrador City are well established with populations of 1,861 (2011) and 7,367 (2011), respectively. These two communities are located 5 km apart from one another and they contain the infrastructure and necessities to house the employees and their families who live there, including indoor shopping centres, hotels and lower, middle and high schools, community centre, and hospital. Several other iron mines operate within the Scully Mine region. Therefore, supplies, material and experienced mine labour are readily available.

The Scully Mine site is connected to the Newfoundland & Labrador Hydro electrical network. Electric power is generated at Churchill Falls, 200 km to the east. The Churchill power station has the second largest hydroelectric generating capacity in North America at 5,428 MW installed. An on-site 46-kV electrical grid electrifies the mine area and powers mine equipment and pumping stations.

The mine site already contained the necessary structures for mining from the previous owner. These structures include: mine electrical infrastructure; a maintenance facility with five bays and cranes; warehouses; wash bay; explosive storage; machine shop; dewatering equipment; fuel storage; administration buildings; an iron ore concentrator plant; and required rail load-out and track infrastructure. The buildings required minor repair to support the restart of the Scully Mine in 2017. The concentrator underwent some maintenance and installation of additional processing equipment prior to the restart.

A pumping station and water intake structure located east of the process facility on Little Wabush Lake provides water for iron ore beneficiation and potable water consumption.

Area of Interest

The Scully Mine Property consists of five Mining Leases; namely Mining Lease Lot No. 1, Lot No. 2, Lot No. 3; Lot No. 4, and the Wabush Mountain Area (Figures 3 and 4). The Scully Mine Royalty pertains only to Newfoundland & Labrador Corp. Ltd. Mining Lease Lot No. 1 ("Mining Lease Lot No. 1"). The industrial site and open pits are located within the Mining Lease Lot No. 1 area, which is 14.43 square km (5.57 square miles or 3,565.73 acres) in area. The surface and mineral rights on this Mining Lease are leased from the Government of Newfoundland and Labrador. This 99-year lease expires in 2055.

Property Description

The Scully Mine is a production stage property consisting of an open pit mine and an iron ore concentrator plant.

The operation consists of a conventional surface mining method using an open-pit mining approach with electric and diesel hydraulic shovels and mine trucks. The open pit mine is designed with a 12 m to 24 m bench height and pit slopes of 32° to 46°. Mining is carried out by two hydraulic front shovels equipped with 24 m³ (31.3 yard³) buckets. The shovels are matched with a fleet of up to sixteen 211-tonne payload mine haulage trucks.

For the life of mine, the overall strip ratio will be 0.87:1 (waste to ore), with ore transiting through stockpiles for blending purposes and to balance mining and processing plant constraints. Waste rock storage is planned in waste dumps outside the pits and in depleted pits.

Iron ore concentrate is produced by processing iron ore through autogenous grinding mills and gravity and magnetic separation and a drying concentrator plant at a planned rate of up to 2,400 tonnes per hour. The concentrator plant produces iron ore concentrate with a grade of 65.9% Fe, a level that exceeds the industry standard 62% benchmark and high-grade 65% benchmark. The concentrate also has low levels of deleterious elements (including silica and manganese) and very low moisture content.

From the Scully Mine iron concentrator, the iron ore concentrate is rail shipped to the Port of Sept-Iles for loading onto ships and transport overseas. Tacora has an agreement with Cargill, a leading independent iron ore trader, for purchase of 100% of the iron ore concentrate produced by the Scully Mine. Cargill has rolling options to extend this agreement over the life of the Scully Mine. The Scully Mine has a forecast mine life in excess of 25 years.

Tailings from the iron ore processing plant are stored in historical disposal areas to the north and south of the open pits. The tailings are considered low risk of acid generation and relatively coarse, allowing for use as material for future tailings storage area embankments. The existing remaining storage capacity with the current embankment dykes is sufficient for at least seven years.

Age and Condition of Infrastructure

The Scully Mine and Concentrator was originally commissioned in the 1960s. The facilities were reactivated by the current operator in 2019.

Property History

The Scully Mine operated continuously from 1965 to February 2014 with the mining and concentrating at Wabush and the subsequent stage of pelletizing done at Pointe Noire near the port of Sept-Iles, Quebec. Iron deposits were first reported in the Wabush area in 1933. In 1956, Picklands Mather & Company ("PM") began work on the project and started the first intensive geological, metallurgical and economic investigation. A pilot plant was built and successfully produced 100,000 tonnes of iron ore concentrate. From 1965 to 2014, the Scully Mine produced between 2.7 million and 6.0 million tonnes of iron ore concentrate annually.

The Scully Mine was operated by PM from 1965 to 1986 when PM was acquired by Cleveland-Cliffs Inc. ("Cliffs"), who operated it from 1986 until 2014. For most of its life, the mine was a joint venture owned by Stelco (37.9%), Dofasco (24.3%), Inland Steel (15.1%), Acme Steel (15.1%) and Cliffs (7.7%). However, following various mergers and acquisitions in the North American steel industry, the ownership was consolidated between Cliffs, ArcelorMittal and U.S. Steel Canada, whereby each company respectively owned a joint venture percent ownership of 26.8%, 28.6% and 44.6%. Cliffs exercised their right of first refusal in February 2010 to acquire 100% ownership of the Property.

Under Cliffs, the Scully Mine and associated pellet plant located at Pointe-Noire (near Sept-Iles, Quebec), had the capacity of producing 6 million tonnes of iron ore pellets per year via three Dravo Straight Grate Induration machines. An integrated rail system was utilized to transport the iron ore concentrate product to the pelletizer plant at Pointe-Noire utilizing a bottom dump unloading system. From there, the product could be transported via sea-going ship to clients in America or elsewhere on the seaborne market. The product produced from the Scully Mine contained higher than normal levels of manganese due to the geology of the Deposit. The Scully Mine's integrated mine and pellet plant facilities produced two types of iron ore pellets with varying manganese contents as controlled only by the ore blends, since the concentrating process was formerly unable to reduce the manganese content in the ore.

[Table of Contents](#)

Cliffs shut down the pellet plant in May 2013 followed by the mine and iron ore concentrator in February 2014, and placed the site on care and maintenance. The closure was due to increased costs, reduced production rates and a drastic decrease in seaborne iron ore prices combined with a decrease on pellet premium pricing. The current operator acquired the Scully Mine in July 2017 and completed a feasibility study in 2018. It then restarted mining operations and commercial production at the mine, and shipped its first seaborne iron ore concentrate in August 2019. Such feasibility study was not completed under the SEC Mining Rules.

Permitting

The operator has disclosed that it is fully permitted to operate the mine. The most recent overall environmental study completed at the Scully Mine Site is the Environmental Assessment Registration (EA Registration) submitted by the operator to the Government of Newfoundland and Labrador in September 28, 2017. The Government placed the document on a public notice period, responded to public comments, and released the Scully Mine reactivation project from further environmental assessment on November 21, 2017. Such feasibility study was not completed under the SEC Mining Rules.

Property Geology

The Scully Deposit is a Proterozoic age Superior-type banded iron formation. The Scully Mine lies within the southern end of the Labrador Trough in Western Labrador. The Labrador Trough comprises a sequence of Proterozoic sedimentary rocks, including iron formations, volcanic rocks and mafic intrusions. The principal iron formation unit, the Sokoman Formation, forms a regionally continuous stratigraphic unit. The Sokoman Formation is more than 300 m thick near the Scully Mine and has been subjected to two episodes of folding and metamorphism during the Hudsonian and Greenville Orogenies, resulting in a complex structural pattern in the Wabush area.

Iron deposits in the Wabush area of the Labrador Trough are Scully, Bloom Lake, Lac Jeannine, Fire Lake, Mounts Wright and Reed, Luce, and Humphrey. During high-grade metamorphism, the iron oxides and quartz recrystallized to produce coarse-grained sugary quartz, magnetite, specular hematite schists (meta-taconites) that are of improved quality for processing and concentrating.

The Scully Deposit consists of folded and faulted stratigraphic beds of iron-bearing units within the Sokoman Iron Formation. The geological understanding of the Scully Deposit is based primarily on diamond drilling data and two-dimensional sectional interpretations by the prior operator (Cliffs). The ore minerals are hematite (specularite), magnetite, and martite hematite pseudomorphs after magnetite). The waste minerals are hydrated iron oxides, such as limonite and goethite, and quartz. Manganese oxides also occur in bands or are disseminated throughout the iron-bearing units.

The mine site includes electrical infrastructure, a maintenance facility with five bays and cranes, warehouses, a wash bay, explosive storage, a machine shop, dewatering equipment, fuel storage, administration buildings, a concentrator plant and rail load-out and track infrastructure.

Production

The following table sets forth the total iron ore products (which include pellets, chips and concentrates) shipped from the mine based upon the amounts reported to us by the Scully mine operator in 2022 and 2021:

	Year Ended December 31,	
	2022	2021
	(tonnes)	
Iron Ore Products Shipped	3,097,930	3,184,003

Other Interests

As at December 31, 2022, we had hydrocarbon interests located in west central Alberta, Canada comprised of approximately 93 producing and 62 non-producing natural gas wells and approximately 10 producing and 9 non-producing oil wells and an average 74% working interest in approximately 67,564 gross acres of land. Such hydrocarbon activities produced natural gas, natural gas liquids and to a lesser extent, oil. In March 2023, we completed the sale of such hydrocarbon assets. See “B. Business Overview – Recent Developments” for further information.

We own two industrial real estate parks in the Saxony-Anhalt region in Germany, which primarily lease out space for storage and production facilities. One of these parks is located in Arneburg, Germany and is 1,569,341 square meters, currently houses approximately 32 buildings and offers developed industrial and commercial land for greenfield investments as well as warehouses, production halls, workshops and offices. The property has railway, road and harbour connections. The other industrial park is located in Dessau, Germany and is a 111,701 square meter development property, currently houses approximately 15 buildings and offers office and administrative buildings, production halls and warehouses and land for industrial investments. The property has connections to railway and roads. Both of these industrial parks are part of the security package for the €25.0 million in principal amount of bonds issued by Merkanti Holding plc in 2019, and to the extent that any sales of these properties, in whole or in part, cause the security to fall below a certain ratio, proceeds of said sale, up to an amount of the collateral shortfall, are required to be placed as cash collateral with the bondholder trustee until maturity.

ITEM 4A: UNRESOLVED STAFF COMMENTS

None.

ITEM 5: OPERATING AND FINANCIAL REVIEW AND PROSPECTS

The following discussion and analysis of our financial condition and results of operations for the years ended December 31, 2022, 2021 and 2020 should be read in conjunction with our audited consolidated financial statements and related notes included elsewhere herein.

General

Our core asset is an interest in a mining sub-lease of the lands upon which the Scully iron ore mine is situated in the Province of Newfoundland and Labrador, Canada. The sub-lease commenced in 1956 and expires in 2055. Pursuant to this sub-lease, we hold a 7.0% net revenues royalty interest on iron ore shipped from the mine and a 4.2% net revenues royalty interest on iron ore shipped from tailings and other disposed materials. The current operator of the mine commenced mining operations in 2019. Under the terms of the sub-lease, we are entitled to quarterly minimum royalty payments of \$3.25 million per year, which quarterly payments may be credited towards earned royalties relating to the same calendar year.

In addition, we have two other business segments operating that provide merchant banking and financial services. We specialize in markets that are not adequately addressed by traditional sources of supply and finance, with an emphasis on providing solutions for small and medium sized enterprises. We operate in multiple geographies and participate in industries including manufacturing, natural resources and medical supplies and services.

As a supplement to our operating business, we commit proprietary capital to assets and projects where intrinsic values are not properly reflected. These investments can take many forms, and our activities are generally not passive. The structure of each of these opportunities is tailored to each individual transaction.

Our results of operations have been and may continue to be affected by many factors of a global nature, including economic and market conditions, the availability of capital, the level and volatility of equity prices and interest rates, currency values, asset prices and other market indices, technological changes, the availability of credit, inflation and legislative and regulatory developments. Our results of operations may also be materially affected by competitive factors. Our competitors include firms traditionally engaged in merchant banking such as investment banks, along with other capital sources such as hedge funds, private equity firms and insurance companies on a global basis.

Our results of operations for any particular period may also be materially affected by our realization on proprietary investments. These investments are made to maximize total return through long-term appreciation and recognized gains on divestment. We realize on our proprietary investments through a variety of methods including sales, capital restructuring or other forms of divestment.

In April 2021, we announced that to support the Company's core focus, the other two of our operating segments –Industrial and Merchant Banking would be classified as discontinued operations in our 2021 financial statements, beginning with our 2021 half-year results. However, due to the uncertainty caused by recent new strains of COVID-19 and various economic and other factors, our Board of Directors has determined to postpone the discontinued operations accounting treatment until further decision (or there is a certainty that a sale will be completed within one year).

Management is committed to a plan to rationalize these interests, and substantial progress has been made on both projects. These two segments have not produced returns commensurate to that of our royalty interest, and our Board of Directors believes that these actions provide compelling benefits to our shareholders and to all aspects and business segments of the Company. It simplifies the Company's corporate structure by separating its non-strategic assets and allows the independent business lines to focus on pursuing and operating their respective businesses.

In the fourth quarter of 2022, we entered into an agreement to sell our hydrocarbon assets. This transaction was completed in March 2023. See "Item 4: Information on the Company - B. Business Overview – Recent Developments" for further information. In connection therewith, we reclassified our hydrocarbon assets as assets held for sale as at December 31, 2022.

Business Environment

Our financial performance is, and our consolidated results in any period can be, materially affected by economic conditions and financial markets generally, including the availability of capital, the availability of credit and the level of market and commodity price volatility. Our results of operations may also be materially affected by competitive factors. Our competitors include firms traditionally engaged in merchant banking as well as other capital sources such as hedge funds and private equity firms and other companies engaged in similar activities in Europe, Asia and globally.

In 2022, the average price of 62% iron ore, as reported by Platts, decreased to US\$120 from US\$185 per tonne in 2021, down almost 45% from its peak of US\$214 in 2021. Overall, the average iron price for 65% Fe iron ore, as reported by Platts was US\$139 per tonne in 2022, compared to US\$185 per tonne in 2021.

Our financial performance is, and our consolidated results in any period can be, materially affected by economic conditions and financial markets generally, including the availability of capital, the availability of credit and the level of market and commodity price volatility. Our results of operations in our merchant banking and industrial segments may also be materially affected by competitive factors. Our competitors include firms traditionally engaged in merchant banking as well as other capital sources such as hedge funds and private equity firms and other companies engaged in similar activities in Europe, Asia and globally.

We operate internationally and therefore our financial performance and position are impacted by changes in the Canadian dollar, our reporting currency, against the other functional currencies of our international subsidiaries and operations, particularly the Euro. As at December 31, 2022, the Canadian dollar had weakened by 0.5% against the Euro from the end of 2021. We recognized a \$1.1 million currency translation adjustment gain, before reclassification adjustment for exchange difference to profit or loss for a subsidiary deconsolidated, in accumulated other comprehensive income within equity in 2022, compared to a currency translation adjustment loss of \$6.2 million in accumulated other comprehensive income within equity in 2021. In addition, we recognized net gains of \$3.9 million on exchange differences on foreign currency transactions in our consolidated statement of operations in 2022, compared to net gains of \$2.8 million on exchange differences on foreign currency transactions in our consolidated statement of operations in 2021.

Results of Operations

The following table sets forth certain selected operating results and other financial information for each of the years ended December 31, 2022, 2021 and 2020:

	Years Ended December 31,		
	2022	2021	2020
	(In thousands, except per share amounts)		
Revenue	\$ 63,689	\$ 71,291	\$ 59,432
Costs of sales and services	29,882	30,918	26,870
Selling, general and administrative expenses	28,480	21,144	19,901
Share-based compensation – selling, general and administrative	—	2,497	—
Finance costs	1,809	1,935	1,881
(Reversal of) credit losses	(47)	88	(3,108) ⁽¹⁾
Impairment of assets held for sale	31,443	—	—
Net (loss) income ⁽²⁾	(23,398)	7,564	369
(Loss) earnings per share – basic and diluted	(1.58)	0.51	0.03

Notes:

- (1) Such credit losses primarily related to former businesses.
(2) Attributable to the owners of the parent company.

The following table provides a breakdown of revenue for each of the years ended December 31, 2022, 2021 and 2020:

	Years Ended December 31,		
	2022	2021	2020
	(In thousands)		
Royalty, goods and products and services	\$ 52,218	\$ 60,201	\$ 48,441
Interest	3,712	405	531
Dividends	268	244	—
Gain on securities, net	—	—	758
Other, including medical and real estate sectors	7,491	10,441	9,702
Revenue	<u>\$ 63,689</u>	<u>\$ 71,291</u>	<u>\$ 59,432</u>

Year Ended December 31, 2022 Compared to the Year Ended December 31, 2021

The following is a breakdown of our revenue by segment for each of the years indicated:

	Years Ended December 31,	
	2022	2021
	(In thousands)	
Revenue:		
Royalty	\$ 29,167	\$ 40,335
Industrial	28,538	23,428
Merchant Banking	5,486	6,527
All Other	498	1,001
	<u>\$ 63,689</u>	<u>\$ 71,291</u>

In 2022, 77% of our revenues were from the Americas, 9% was from Europe and 14% were from Africa, Asia and other regions. In 2021, 87% of our revenues were from the Americas, 7% was from Europe and 6% were from Africa, Asia and other regions.

Based upon the average exchange rates for 2022, the Canadian dollar was stronger by 8.3% in value against the Euro compared to the average exchange rates for 2021.

[Table of Contents](#)

Revenue for 2022 decreased to \$63.7 million from \$71.3 million in 2021, mainly as a result of decreased royalty income, partially offset by increased Industrial segment revenues that primarily resulted from higher natural gas prices in 2022. A customer in the Royalty segment located in Canada represented approximately 45% and 56%, respectively, of our total revenue for the years ended December 31, 2022 and 2021.

Revenue for our Royalty segment for 2022 decreased to \$29.2 million from \$40.3 million in 2021 primarily as a result of a weaker iron ore pricing environment in 2022 compared with 2021 as well as slightly lower sales tonnage.

Revenue for our Industrial segment for 2022 increased to \$28.5 million from \$23.4 million in 2021, primarily as a result of increased natural gas pricing.

Revenue for our Merchant Banking segment for 2022 decreased to \$5.5 million from \$6.5 million in 2021. The decrease primarily resulted from the discontinuance of a product line.

Revenue for our All Other segment was \$0.5 million in 2022 and \$1.0 million in 2021.

In 2022, total revenues include revenues of \$52.2 million from royalty, goods and products and services, of which 57% was from our iron ore royalty, 35% was from hydrocarbons, 0% was from food products and 8% was from electricity and power. In 2021, total revenues included revenues of \$60.2 million from royalty, goods and products and services, of which 68% was from our iron ore royalty, 22% was from hydrocarbons, 5% was from food products and 5% was from electricity and power.

Costs of sales and services decreased to \$29.9 million in 2022 from \$30.9 million in 2021, primarily as a result of a gain on derivatives incurred in 2021 in connection with iron ore prices. The following is a breakdown of our costs of sales and services for each of the years indicated:

	Years Ended December 31,	
	2022	2021
	(In thousands)	
Royalty, goods and products and services	\$ 23,677	\$ 22,933
Reversal of write-down of inventories	(21)	(19)
Gain on derivative contracts, net	—	(1,376)
Fair value gain on investment property, net of write-down of real estate for sale	(96)	(407)
Gain on disposition of subsidiary, net	(264)	—
Gains on settlements and derecognition of liabilities	(69)	(390)
Changes in fair value of a loan payable measured at FVTPL	141	1,616
Losses on securities, net	2,436	2,320
Other, including medical and real estate sectors	4,078	6,241
Total costs of sales and services	<u>\$ 29,882</u>	<u>\$ 30,918</u>

We recognized a gain on settlements and derecognition of liabilities of \$0.1 million in 2022, compared to \$0.4 million in 2021.

We recognized a net loss on securities primarily relating to trading securities of \$2.4 million in 2022, compared to \$2.3 million in 2021. These losses related to realized losses on certain trading securities and a fair value loss on an unlisted security (in which we hold a minority interest and that is a subsidiary of the operator of the underlying mine) measured at fair value through profit and loss due to a higher discount rate at year end.

We recognized a net gain on the disposition of a subsidiary of \$0.3 million in 2022, compared to \$nil in 2021. The net gain on disposition of a subsidiary consisted of the reclassification of exchange differences from other comprehensive income and the difference between the book value of such net assets (or net liabilities) and the consideration received.

We recognized a fair value gain on investment property, net of write-down of real estate for sale of \$0.1 million in 2022, compared to \$0.4 million in 2021.

[Table of Contents](#)

We also recognized \$4.1 million of other costs relating to medical and real estate sectors in 2022, compared to \$6.2 million in 2021. The decrease was primarily the result of lower revenues in the medical sector.

We recognized a net gain on derivative contracts of \$1.4 million in 2021. This income was generated from premiums of put options sold and gains from futures as a result of a decline in iron ore prices in the second half of 2021.

In 2022, we recognized a non-cash impairment of \$31.4 million related to assets held for sale primarily related to a non-cash impairment loss recognized in connection with the reclassification of our hydrocarbon assets as assets held for sale as at December 31, 2022. The assets were sold in March 2023.

Selling, general and administrative expenses increased to \$28.5 million in 2022 from \$21.1 million in 2021 primarily due to greater legal and consulting fees and reimbursements of expenses.

In 2022, we recognized a net foreign currency transaction gain of \$3.9 million compared to \$2.8 million in 2021, in our consolidated statement of operations. The foreign currency transaction gain represents exchange differences arising on the settlement of monetary items or on translating monetary items into our functional currencies at rates different from those at which they were translated on initial recognition during the period or in previous financial statements.

In 2022 and 2021, finance costs were \$1.8 million and \$1.9 million, respectively. These related primarily to interest on Merkanti's publicly listed bonds.

In 2022 we recognized a reversal of credit losses of \$47,000, compared to credit losses on loans and receivables and guarantees of \$0.1 million in 2021.

In 2021 we recognized share-based compensation expenses of \$2.5 million in connection with the grant of options to directors, officers and key employees during the period. We did not recognize any share-based compensation expense in 2022.

We recognized an income tax recovery (other than resource property revenue taxes) of \$6.2 million in 2022, compared to an income tax expense of \$2.3 million in 2021. The recovery primarily related to the recognition of impairment loss of \$31.4 million on assets held for sale. Excluding resource property revenue taxes, we paid \$0.2 million in income tax in cash during 2022 and, in 2021, we paid \$0.6 million in income tax in cash. We also recognized a resource property revenue tax expense of \$5.7 million in 2022 compared to \$7.9 million in 2021.

Overall, we recognized an income tax recovery of \$0.5 million (income tax recovery of \$6.2 million and resource property revenue tax expense of \$5.7 million) in 2022, compared to an income tax expense of \$10.2 million (income tax expense of \$2.3 million and resource property revenue tax expense of \$7.9 million) in 2021.

In 2022, our net loss attributable to shareholders was \$23.4 million, or \$1.58 per share on a basic and diluted basis, compared to net income attributable to shareholders of \$7.6 million, or \$0.51 per share on a basic and diluted basis in 2021.

In 2022, our EBITDA loss was \$11.4 million, compared to EBITDA of \$30.5 million in 2021. Our EBITDA loss in 2022 included a non-cash impairment related to the sale of our hydrocarbon properties of \$31.4 million.

[Table of Contents](#)

The following is a reconciliation of our net loss to EBITDA for each of the years indicated:

	Years Ended December 31,	
	2022	2021
	(In thousands)	
Net (loss) income for the year ⁽¹⁾	\$ (23,407)	\$ 7,371
Income tax (recovery) expense	(549)	10,176
Finance costs	1,809	1,935
Depreciation, depletion and amortization	10,699	11,023
EBITDA (loss)	<u>\$ (11,448)</u>	<u>\$ 30,505</u>

Note:

(1) Includes net loss attributable to non-controlling interests.

Please see “Non-IFRS Financial Measures” for additional information.

Year Ended December 31, 2021 Compared to the Year Ended December 31, 2020

The following is a breakdown of our revenue by segment for each of the years indicated:

	Years Ended December 31,	
	2021	2020
	(In thousands)	
Revenue:		
Royalty	\$ 40,335	\$ 31,360
Industrial	23,428	17,666
Merchant Banking	6,527	10,406
All Other	1,001	—
	<u>\$ 71,291</u>	<u>\$ 59,432</u>

In 2021, 87% of our revenues were from the Americas, 7% was from Europe and 6% were from Africa, Asia and other regions. In 2020, 81% of our revenues were from the Americas, 12% was from Europe and 7% were from Africa, Asia and other regions.

Based upon the average exchange rates for 2021, the Canadian dollar was stronger by 3.2% in value against the Euro compared to the average exchange rates for 2020.

Revenue for 2021 increased to \$71.3 million from \$59.4 million in 2020, mainly as a result of increased iron ore prices in the first half of 2021, an increase in production at the mine underlying our royalty interest and, to a lesser extent, an increase in natural gas pricing in 2021. A customer in the Royalty segment located in Canada represented approximately 56% and 53%, respectively, of our total revenue for the years ended December 31, 2021 and 2020.

Revenue for our Royalty segment for 2021 increased to \$40.3 million from \$31.4 million in 2020 as a result of the continued ramp-up of operations at the Scully iron ore mine in 2021 and stronger iron ore prices in the first half of 2021.

Revenue for our Industrial segment for 2021 increased to \$23.4 million from \$17.7 million in 2020, primarily as a result of increased natural gas pricing.

Revenue for our Merchant Banking segment for 2021 decreased to \$6.5 million from \$10.4 million in 2020, primarily as a result of exiting a marginally profitable business line.

Revenue for our All Other segment was \$1.0 million in 2021 and \$nil in 2020.

[Table of Contents](#)

In 2021, total revenues include revenues of \$60.2 million from royalty, goods and products and services, of which 68% was from our iron ore royalty, 22% was from hydrocarbons, 5% was from food products and 5% was from electricity and power. In 2020, total revenues included revenues of \$48.4 million from royalty, goods and products and services, of which 67% was from our iron ore royalty, 16% was from hydrocarbons, 10% was from food products and 7% was from electricity and power.

Costs of sales and services increased in 2021 to \$30.9 million from \$26.9 million in 2020, primarily as a result of a change in fair value of a loan payable measured at FVTPL and losses on securities in our industrial segment, which was reduced by a gain on derivatives in 2021 in connection with iron ore prices. The following is a breakdown of our costs of sales and services for each of the years indicated:

	Years Ended December 31,	
	2021	2020
	(In thousands)	
Royalty, goods and products and services	\$ 22,933	\$ 22,102
(Reversal) write-down of inventories	(19)	469
Gain on derivative contracts, net	(1,376)	—
Fair value gain on investment property, net of write-down of real estate for sale	(407)	(757)
Loss on dispositions of subsidiaries, net	—	546
Gains on settlements and derecognition of liabilities	(390)	(2,600)
Changes in fair value of a loan payable measured at FVTPL	1,616	549
Losses on securities, net	2,320	—
Other, including medical and real estate sectors	6,241	6,561
Total costs of sales and services	<u>\$ 30,918</u>	<u>\$ 26,870</u>

We recognized a gain on settlements and derecognition of liabilities of \$0.4 million in 2021, compared to \$2.6 million in 2020.

We recognized a net loss on securities primarily relating to listed equity securities of \$2.3 million in 2021.

We recognized a net gain on derivative contracts of \$1.4 million in 2021, compared to \$nil in 2020. This income was generated from premiums of put options sold and gains from futures as a result of a decline in iron ore prices in the second half of 2021.

We recognized a net loss on dispositions of subsidiaries of \$0.5 million in 2020. Net gain or loss on dispositions of subsidiaries consisted of the reclassification of exchange differences from other comprehensive income and the difference between the book value of such net assets (or net liabilities) and the consideration received. The subsidiaries disposed in 2020 comprised non-operating entities, which will not have an impact on our operations going forward.

We recognized a fair value gain on investment property, net of write-down of real estate for sale of \$0.4 million in 2021, compared to \$0.8 million in 2020.

We recognized a reversal of write-downs of inventories of \$19,000 in 2021, compared to a write-down of \$0.5 million in 2020.

We also recognized \$6.2 million of other costs relating to medical and real estate sectors in 2021, compared to \$6.6 million in 2020.

Selling, general and administrative expenses marginally increased to \$21.1 million in 2021 from \$19.9 million in 2020.

In 2021, we recognized share-based compensation expenses of \$2.5 million in connection with the grant of options to directors, officers and key employees during the period, compared to \$nil for 2020.

In 2021, we recognized a net foreign currency transaction gain of \$2.8 million compared to a net foreign currency transaction loss of \$2.7 million in 2020, in our consolidated statement of operations. The foreign currency transaction gain represents exchange differences arising on the settlement of monetary items or on translating monetary items into our functional currencies at rates different from those at which they were translated on initial recognition during the period or in previous financial statements.

In 2021 and 2020, finance costs were \$1.9 million. These related primarily to interest on Merkanti's publicly listed bonds.

[Table of Contents](#)

In 2021 we recognized credit losses of \$0.1 million, compared to a reversal of credit losses on loans and receivables and guarantees of \$3.1 million in 2020.

We recognized an income tax expense (other than resource property revenue taxes) of \$2.3 million in 2021, compared to \$4.9 million in 2020. The decrease in the income tax expense in 2021 was primarily the result of a one-time reduction in deferred tax liability as a result of an internal reorganization. Excluding resource property revenue taxes, we paid \$0.6 million in income tax in cash during 2021 and, in 2020, we did not pay any income tax in cash. We also recognized a resource property revenue tax expense of \$7.9 million in 2021 compared to \$6.1 million in 2020.

Overall, we recognized an income tax expense of \$10.2 million (income tax expense of \$2.3 million and resource property revenue tax expense of \$7.9 million) in 2021, compared to \$11.0 million (income tax expense of \$4.9 million and resource property revenue tax expense of \$6.1 million) in 2020.

In 2021, our net income attributable to shareholders was \$7.6 million, or \$0.51 per share on a basic and diluted basis, compared to net income attributable to shareholders of \$0.4 million, or \$0.03 per share on a basic and diluted basis in 2020.

In 2021, our EBITDA was \$30.5 million, compared to \$24.5 million in 2020.

The following is a reconciliation of our net loss to EBITDA for each of the years indicated:

	Years Ended December 31,	
	2021	2020
	(In thousands)	
Net income for the year ⁽¹⁾	\$ 7,371	\$ 212
Income tax expense	10,176	10,967
Finance costs	1,935	1,881
Depreciation, depletion and amortization	11,023	11,470
EBITDA	<u>\$ 30,505</u>	<u>\$ 24,530</u>

Note:

(1) Includes net income attributable to non-controlling interests.

Please see “*Non-IFRS Financial Measures*” for additional information.

Liquidity and Capital Resources

General

Liquidity is of importance to our business as insufficient liquidity often results in underperformance.

Our objectives when managing capital are:

- to safeguard our ability to continue as a going concern so that we can continue to provide returns for shareholders and benefits for other stakeholders;
- to provide an adequate return to our shareholders by pricing products and services commensurately with the level of risk; and
- to maintain a flexible capital structure that optimizes the cost of capital at acceptable risk.

We set the amount of capital in proportion to risk. We manage our capital structure and make adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

[Table of Contents](#)

Consistent with others in our industry, we monitor capital on the basis of our net debt-to-equity ratio and long-term debt-to-equity ratio. The net debt-to-equity ratio is calculated as net debt divided by shareholders' equity. Net debt is calculated as total debt less cash. The long-term debt-to-equity ratio is calculated as long-term debt divided by shareholders' equity.

The following table sets forth the calculation of our net debt-to-equity ratio as at the dates indicated:

	December 31,	
	2022	2021
	(In thousands, except ratio amounts)	
Total debt ⁽¹⁾	\$ 35,538	\$ 35,227
Less: cash	(63,717)	(54,873)
Net debt	Not applicable	Not applicable
Shareholders' equity	325,158	365,600
Net debt-to-equity ratio	Not applicable	Not applicable

Note:

- (1) Long-term debt includes bonds payable and does not include: (a) a non-interest bearing loan payable of \$7.4 million as at December 31, 2022 and \$6.8 million as at December 31, 2021 which is measured at fair value through profit or loss and does not have a fixed repayment date. See “– *Financial Position*”; and (b) long-term lease liabilities of \$0.3 million at December 31, 2022 (\$0.5 million at December 31, 2021), recognized as a consequence of IFRS 16.

There were no amounts in accumulated other comprehensive income relating to cash flow hedges, nor were there any subordinated debt instruments as at December 31, 2022 and 2021. Our net debt-to-equity ratio as at December 31, 2022 and 2021 was not applicable as we had a net cash balance.

The following table sets forth the calculation of our long-term debt-to-equity ratio as at the dates indicated:

	December 31,	
	2022	2021
	(In thousands, except ratio amounts)	
Long-term debt, less current portion ⁽¹⁾	\$ 35,538	\$ 35,227
Shareholders' equity	325,158	365,600
Long-term debt-to-equity ratio	0.11	0.10

Note:

- (1) See note in the table immediately above.

During 2022, our strategy, which was unchanged from 2021, was to maintain our net debt-to-equity ratio and long-term debt-to-equity ratio at a manageable level. The ratios were stable between 2022 and 2021.

Cash Flows

Due to the number of businesses we engage in, our cash flows are not necessarily reflective of net earnings and net assets for any reporting period. As a result, in addition to using a traditional cash flow analysis solely based on cash flow statements, our management believes it is more useful and meaningful to analyze our cash flows by overall liquidity and credit availability. Please see the discussion on our financial position and long-term debt below for further information.

Our business can be cyclical and our cash flows can vary accordingly. Our principal operating cash expenditures are for our working capital, proprietary investments and general and administrative expenses.

Working capital levels fluctuate throughout the year and are affected by the level of our operations, pricing of iron ore, the timing of collection of receivables and the payment of payables and expenses. Changes in the volume of transactions can affect the level of receivables and influence overall working capital levels. We currently have a sufficient level of cash on hand and expected cash flows from operations to meet our working capital and other requirements as well as unexpected cash demands.

[Table of Contents](#)

The following table presents a summary of cash flows for each of the periods indicated:

	Years Ended December 31,		
	2022	2021 (In thousands)	2020
Cash flows provided by (used in) operating activities	\$ 30,637	\$ (6,637)	\$ (21,271)
Cash flows (used in) provided by investing activities	(4,677)	(971)	3,419
Cash flows used in financing activities	(17,192)	(424)	(498)
Exchange rate effect on cash	76	(647)	3,628
Increase (decrease) in cash	<u>\$ 8,844</u>	<u>\$ (8,679)</u>	<u>\$ (14,722)</u>

Cash Flows from Operating Activities

Operating activities provided cash of \$30.6 million in 2022, compared to using cash of \$6.6 million in 2021. In 2022, a decrease in receivables provided cash of \$24.3 million, compared to an increase in receivables using cash of \$24.5 million in 2021. The decrease in receivables related to a reduction in receivables from an affiliate controlled by our Chairman (see “*Item 7: Major Shareholders and Related Party Transactions – B. Related Party Transactions*” and Notes 8 and 25 to our audited consolidated financial statements for the year ended December 31, 2022 for further information). An increase in short-term securities used cash of \$12.5 million in 2022, compared to \$3.9 million in 2021. This related primarily to bond investments in our banking subsidiary. An increase in account payables and accrued expenses provided cash of \$9.9 million in 2022, compared to a decrease in account payables and accrued expenses using cash of \$1.7 million in 2021. In 2022, an increase in deposits, prepaid and other used cash of \$1.0 million, compared to a decrease in deposits, prepaid and other providing cash of \$0.4 million in 2021. An increase in income tax liabilities provided cash of \$0.5 million in 2022, compared to \$0.6 million in 2021. A decrease in inventories provided cash of \$0.3 million in 2022 and 2021. In 2022, an increase in restricted cash used cash of \$0.2 million, compared to a decrease in restricted cash providing cash of \$20,000 in 2021.

Operating activities used cash of \$6.6 million in 2021, compared to \$21.3 million in 2020. In 2021, an increase in receivables used cash of \$24.5 million compared to \$33.8 million in 2020. The increase in receivables related to an affiliate controlled by our Chairman (see “*Item 7: Major Shareholders and Related Party Transactions - B. Related Party Transactions*” and Notes 8 and 25 to our audited consolidated financial statements for the year ended December 31, 2021 for further information). An increase in income tax liabilities provided cash of \$0.6 million in 2021, compared to \$26,000 in 2020. An increase in short-term securities used cash of \$3.9 million in 2021, compared to \$2.6 million in 2020. In 2021, a decrease in account payables and accrued expenses used cash of \$1.7 million, compared to an increase in account payables and accrued expenses providing cash of \$0.5 million in 2020. A decrease in inventories provided cash of \$0.3 million in 2021, compared to \$0.5 million in 2020. In 2021, a decrease in deposits, prepaid and other provided cash of \$0.4 million, compared to \$0.1 million in 2020.

Cash Flows from Investing Activities

Investing activities used cash of \$4.7 million in 2022, compared to \$1.0 million in 2021. In 2022, an increase in loan receivables used cash of \$6.9 million, compared to \$nil in 2021. This increase related to lending within our bank subsidiary. In 2022, proceeds from the sales of investment property consisting of dispositions of plots of industrial real estate provided cash of \$2.6 million, compared to \$11,000 in 2021. Purchases of property, plant and equipment, net of sales, used cash of \$0.5 million in 2022, compared to \$1.0 million in 2021.

Investing activities used cash of \$1.0 million in 2021, compared to providing cash of \$3.4 million in 2020. In 2021, purchases of property, plant and equipment, net of sales, used cash of \$1.0 million, compared to \$0.2 million in 2020.

Cash Flows from Financing Activities

Net cash used in financing activities was \$17.2 million in 2022, compared to \$0.4 million in 2021. In 2022, dividends paid to the owners of our Common Shares used cash of \$16.9 million, compared to \$nil in 2021. In 2022, the exercise of stock options provided cash of \$0.4 million, compared to \$nil in 2021. Reductions in lease liabilities used cash of \$0.4 million in 2022 and 2021. Dividends paid to non-controlling interests used cash of \$0.3 million, compared to \$nil in 2021.

Net cash used in financing activities was \$0.4 million in 2021, compared to \$0.5 million in 2020. In 2021, reductions in lease liabilities used cash of \$0.4 million in 2021 compared to \$0.5 million in 2020.

Financial Position

The following table sets out our selected financial information as at the dates indicated:

	December 31,	
	2022	2021
	(In thousands)	
Cash	\$ 63,717	\$ 54,873
Short-term securities	30,293	19,256
Trade receivables	3,829	4,164
Tax receivables	631	1,092
Other receivables	43,502	64,446
Inventories	840	1,100
Restricted cash	365	142
Deposits, prepaid and other	1,688	581
Assets held for sale	34,743	—
Total current assets	179,608	145,654
Working capital	136,636	133,306
Total assets	475,477	509,966
Account payables and accrued expenses	21,099	11,346
Income tax liabilities	1,515	1,002
Liabilities related to assets held for sale	20,358	—
Total current liabilities	42,792	12,348
Bonds payable, long-term	35,538	35,227
Loan payable, long-term	7,424	6,817
Decommissioning obligations, long-term	—	15,096
Deferred income tax liabilities	56,570	67,461
Total liabilities	142,970	137,432
Shareholders' equity	325,158	365,600

We maintain an adequate level of liquidity, with a portion of our assets held in cash and securities. The liquid nature of these assets provides us with flexibility in managing and financing our business and the ability to realize upon investment or business opportunities as they arise. We also use liquidity for our own proprietary trading and investing activities.

As at December 31, 2022, cash increased to \$63.7 million from \$54.9 million as at December 31, 2021.

We had short-term securities of \$30.3 million as at December 31, 2022, compared to \$19.3 million as at December 31, 2021. These mainly comprised of liquid government debt securities and other securities held by our Bank in the ordinary course of business. The increase in short-term securities primarily related to the purchase of government bonds within our bank subsidiary.

Trade receivables and other receivables were \$3.8 million and \$43.5 million, respectively, as at December 31, 2022, compared to \$4.2 million and \$64.4 million, respectively, as at December 31, 2021. The decrease in other receivables primarily resulted from lower amounts owing by a related party. Included in other receivables were receivables of \$5.8 million related to our iron ore royalty interest, compared to \$5.8 million as at December 31, 2021. Other receivables included an indemnification asset of \$6.8 million, a loan and aggregate current account receivables of \$28.0 million as at December 31, 2022 from a related party, compared to other receivables including an indemnification asset of \$6.8 million, a loan and aggregate current account receivables of \$47.7 million as at December 31, 2021 from a related party. See “Item 7: Major Shareholders and Related Party Transactions – B. Related Party Transactions” for further information.

Current tax receivables, consisting primarily of refundable value-added taxes, were \$0.6 million as at December 31, 2022, compared to \$1.1 million as at December 31, 2021.

Inventories decreased to \$0.8 million as at December 31, 2022, from \$1.1 million as at December 31, 2021.

[Table of Contents](#)

Restricted cash increased to \$0.4 million as at December 31, 2022, compared to \$0.1 million as at December 31, 2021.

Deposits, prepaid and other assets were \$1.7 million as at December 31, 2022, compared to \$0.6 million as at December 31, 2021.

We had assets held for sale of \$34.7 million as at December 31, 2022, compared to \$nil as at December 31, 2021. As at December 31, 2022, we had liabilities relating to such assets held for sale of \$20.4 million, which consisted of decommissioning obligations of \$16.6 million and deferred income tax liabilities of \$3.7 million, compared to \$nil as at the end of 2021. In the fourth quarter of 2022, we entered into an agreement to sell our hydrocarbon assets located in Alberta, Canada. As the carrying amount of these assets were to be recovered through a sale transaction, the assets and related liabilities were reclassified as assets held for sale and liabilities relating to assets held for sale, respectively, as at December 31, 2022. In connection therewith, we also recognized a non-cash impairment loss of \$31.4 million for an initial write-down of the assets held for sale to fair values less costs to sell. See Note 4 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

Account payables and accrued expenses were \$21.1 million as at December 31, 2022, compared to \$11.3 million as at December 31, 2021. The increase was primarily related to increased deposits within our bank subsidiary.

We had deferred income tax liabilities of \$56.6 million as at December 31, 2022, compared to \$67.5 million as at December 31, 2021.

We had bonds payable of \$35.5 million as at December 31, 2022, compared to \$35.2 million as at December 31, 2021.

We had a non-interest bearing loan payable, which is measured at fair value through profit or loss, of \$7.4 million as at December 31, 2022, compared to \$6.8 million as at December 31, 2021. The increase resulted from a change in fair value due to interest accretion. The loan does not have a fixed repayment date and the estimated fair value has been determined using a discount rate for similar investments. Please see Note 26 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

As at December 31, 2022, we had long-term decommissioning obligations of \$nil, compared to \$15.1 million as at December 31, 2021 relating to our former hydrocarbon properties. Such decommissioning obligations were reclassified as liabilities relating to assets held for sale as at December 31, 2022.

Long-Term Debt

As at December 31, 2022, we had long-term bonds payable of \$35.5 million compared to \$35.2 million as at December 31 2021. In August 2019, Merkanti Holding plc completed a public issue of bonds with an aggregate nominal amount of €25.0 million. The bonds are redeemable in August 2026, with interest payable in August each year at a nominal interest rate of 4.00% (or an effective interest rate of 4.41%) and secured by our investment property and real estate for sale. To the extent that any sales of these properties, in whole or in part, cause the security to fall below a certain ratio, proceeds of said sale, up to an amount of the collateral shortfall, are required to be placed as cash collateral with the bondholder trustee until maturity.

Future Liquidity

We expect that there will be acquisitions of businesses or commitments to projects in the future. To achieve the long-term goals of expanding our assets and earnings, including through acquisitions, capital resources will be required. Depending on the size of a transaction, the capital resources that will be required can be substantial. The necessary resources will be generated from cash flows from operations, cash on hand, borrowings against our assets, sales of proprietary investments or the issuance of securities.

Foreign Currency

Our consolidated financial results are subject to foreign currency exchange rate fluctuations.

Our presentation currency is the Canadian dollar. We translate subsidiaries' assets and liabilities into Canadian dollars at the rate of exchange on the balance sheet date. Revenue and expenses are translated at exchange rates approximating those at the date of the transactions or, for practical reasons, the average exchange rates for the applicable periods, when they approximate the exchange rate as at the dates of the transactions. As a substantial amount of revenue is generated in Euros, the financial position for any given period, when reported in Canadian dollars, can be significantly affected by the exchange rates for these currencies prevailing during that period. In addition, we also have exposure to the RMB, the United States dollar and the Hong Kong dollar.

In 2022, we reported a \$1.1 million currency translation adjustment gain, before reclassification adjustment for exchange difference to profit or loss for a subsidiary deconsolidated, in accumulated other comprehensive income within equity. This compared to a \$6.2 million currency translation adjustment loss under accumulated other comprehensive income within equity in 2021. This currency translation adjustment did not affect our profit and loss statement. The gain in 2022 was primarily a result of the weakening of the Canadian dollar against the Euro.

Contractual Obligations

The following table sets out our obligations and commitments including contractual obligations, bonds payable and loan payable held at fair value as at December 31, 2022.

	Payments Due by Period ⁽¹⁾				
	(In thousands)				Total
Contractual Obligations ⁽²⁾	Less than 1 Year	1 – 3 Years	3 – 5 Years	More than 5 Years	
Lease liabilities	\$ 412	\$ 317	\$ —	\$ —	\$ 729
Bonds payable	1,446	2,892	36,984	—	41,322
Loan payable ⁽³⁾	—	—	—	7,424	7,424
Total	<u>\$ 1,858</u>	<u>\$ 3,209</u>	<u>\$ 36,984</u>	<u>\$ 7,424</u>	<u>\$ 49,475</u>

Notes:

- (1) Includes principal and interest, except for loan payable which is measured at FVTPL.
- (2) This table does not include non-financial instrument liabilities and guarantees.
- (3) Consists of a U.S. dollar loan payable to a former subsidiary, which is interest free, does not have a fixed maturity date and is measured at fair value through profit or loss. The undiscounted contractual amount due to former subsidiary out of surplus cash of the applicable subsidiary note holder is \$57.0 million (US\$42.1 million). The payment amount disclosed here represents its fair value as at December 31, 2022. The total amount due on December 31, 2022 or within 12 months thereafter is \$nil. The actual repayment may be materially different from the amount disclosed herein. See “– Financial Position” for further information.

Risk Management

Risk is an inherent part of our business and operating activities. The extent to which we properly and effectively identify, assess, monitor and manage each of the various types of risk involved in our activities is critical to our financial soundness and profitability. We seek to identify, assess, monitor and manage the following principal risks involved in our business activities: market, credit, liquidity, operational, legal and compliance, new business, reputational and other. Risk management is a multi-faceted process that requires communication, judgment and knowledge of financial products and markets. Our management takes an active role in the risk management process and requires specific administrative and business functions to assist in the identification, assessment and control of various risks. Our risk management policies, procedures and methodologies are fluid in nature and are subject to ongoing review and modification.

Inflation

Inflation has had a minimal impact on our costs of sales and services and selling, general administrative expenses over the last two fiscal years. Our management does not consider inflation to be a significant risk to direct expenses in the current and foreseeable economic environment.

Critical Accounting Estimates

The preparation of financial statements in conformity with IFRS requires our management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting periods.

Our management routinely makes judgments and estimates about the effects of matters that are inherently uncertain. As the number of variables and assumptions affecting the probable future resolution of the uncertainties increase, these judgments become even more subjective and complex. We have identified certain accounting policies that are the most important to the portrayal of our current financial condition and results of operations. Please refer to Note 2B to our audited consolidated financial statements for the year ended December 31, 2022, for a discussion of the significant accounting policies.

In the process of applying our accounting policies, management makes various judgments and estimates that can significantly affect the amounts it recognizes in the consolidated financial statements. The following is a description of the critical judgments and estimates that management has made in the process of applying our accounting policies and that have the most significant effects on the amounts recognized in the consolidated financial statements:

Identification of Cash-generating Units

Our assets are aggregated into cash-generating units, referred to as “CGUs”, for the purpose of assessing and calculating impairment, based on their ability to generate largely independent cash flows. The determination of CGUs requires judgment in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs have been determined based on similar geological structure, shared infrastructure, geographical proximity, product type and similar exposure to market risks. In the event facts and circumstances surrounding factors used to determine our CGUs change, we will re-determine the groupings of CGUs. Please see Notes 11 and 12 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

Impairment and Reversals of Impairment on Non-Financial Assets

The carrying amounts of our non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is an indication of impairment or reversal of previously recorded impairment. If such indication exists, the recoverable amount is estimated.

Determining whether there are any indications of impairment or impairment reversals requires significant judgment of external factors, such as an extended change in prices or margins for iron ore, hydrocarbon commodities or refined products, a significant change in an asset's market value, a significant revision of estimated volumes, revision of future development costs, a change in the entity's market capitalization or significant changes in the technological, market, economic or legal environment that would have an impact on our CGUs. Given that the calculations for recoverable amounts require the use of estimates and assumptions, including forecasts of commodity prices, market supply and demand, product margins and in the case of our interests in an iron ore mine, power plant and hydrocarbon properties, expected production volumes, it is possible that the assumptions may change, which may impact the estimated life of the CGU and may require a material adjustment to the carrying value of non-financial assets.

Impairment losses recognized in prior years are assessed at the end of each reporting period for indications that the impairment has decreased or no longer exists. An impairment loss is reversed only to the extent that the carrying amount of the asset or CGU does not exceed the carrying amount that would have been determined, net of depreciation, depletion and amortization, if no impairment loss had been recognized.

Valuation of Investment Property

Investment properties are included in the consolidated statement of financial position at their market value, unless their fair value cannot be reliably determined at that time. The market value of investment properties is assessed annually by an independent qualified valuer, who is an authorized expert for the valuation of developed and undeveloped land in Germany, after taking into consideration the net income with inputs on realized basic rents, operating costs and damages and defects. The assumptions adopted in the property valuations are based on the market conditions existing at the end of the reporting period, with reference to current market sales prices and the appropriate capitalization rate. Changes in any of these inputs or incorrect assumptions related to any of these items could materially impact these valuations.

Assets Held for Sale and Dispositions

We apply judgment to determine whether an asset (or disposal group) is available for immediate sale in its present condition and that its sale is highly probable and therefore should be classified as held for sale at the balance sheet date. In order to assess whether it is highly probable that the sale can be completed within one year, or the extension period in certain circumstances, management reviews the business and economic factors, both macro and micro, which include the industry trends and capital markets, and the progress towards a sale transaction. It is also open to all forms of sales, including exchanges of non-current assets for other non-current assets when the exchange will have commercial substance in accordance with IAS 16, *Property, Plant and Equipment*.

During the fourth quarter of 2022, we entered into an agreement of purchase and sale with a third-party whereby we agreed to sell them our hydrocarbon assets located in Alberta, Canada. As such these assets were classified as held for sale as at December 31, 2022. Please see “- *Liquidity and Capital Resources*” for further information.

Credit Losses and Impairment of Receivables

We apply credit risk assessment and valuation methods to our trade and other receivables under IFRS 9, *Financial Instruments*, which establishes a single forward-looking expected loss impairment model.

We measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on the financial instrument has increased significantly since initial recognition. The objective of the impairment requirements is to recognize lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition – whether assessed on an individual or collective basis – considering all reasonable and supportable information, including that which is forward-looking.

At each reporting date, our management assesses whether the credit risk on a financial instrument that is measured at amortized cost or at FVTOCI has increased significantly since initial recognition. When making the assessment, management uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, management compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and consider reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

Allowance for credit losses is maintained at an amount considered adequate to absorb the expected credit losses. Such allowance for credit losses reflects our management’s best estimate of changes in the credit risk on our financial instruments and judgments about economic conditions. The assessment of allowance for credit losses is a complex process, particularly on a forward-looking basis; which involves a significant degree of judgment and a high level of estimation uncertainty. The input factors include the assessment of the credit risk of our financial instruments, legal rights and obligations under all the contracts and the expected future cash flows from the financial instruments, which include inventories, mortgages and other credit enhancement instruments. The major source of estimation uncertainty relates to the likelihood of the various scenarios under which different amounts are expected to be recovered through the security in place on the financial assets. The expected future cash flows are projected under different scenarios and weighted by probability, which involves the exercise of significant judgment. Estimates and judgments could change in the near-term and could result in a significant change to a recognized allowance.

Interests in Resource Properties and Reserve Estimates

Our iron ore royalty interest had an aggregate carrying amount of \$201.8 million as at December 31, 2022.

Generally, estimation of reported recoverable quantities of proved and probable reserves of resource properties include judgmental assumptions regarding production profile, prices of products produced, exchange rates, remediation costs, timing and amount of future development costs and production, transportation and marketing costs for future cash flows. It also requires interpretation of geological and geophysical models and anticipated recoveries. The economical, geological and technical factors used to estimate reserves may change from period to period. Changes in reported reserves can impact the carrying amounts of our interests in resource properties, the recognition of impairment losses and reversal of impairment losses, the calculation of depletion and the recognition of deferred income tax assets or liabilities due to changes in expected future cash flows. The recoverable quantities of reserves and estimated cash flows from our hydrocarbon interests are independently evaluated by reserve engineers at least annually. In 2022, we did not recognize any impairment in respect of our interests in resource properties.

Our iron ore reserves are estimates of the amount of product that can be economically and legally extracted from our mining properties. Reserve and resource estimates are an integral component in the determination of the commercial viability of our interest in the iron ore mine, amortization calculations and impairment analyses. In calculating reserves and resources, estimates and assumptions are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, production decline rates, recovery rates, production costs, commodity demand, commodity prices and exchange rates. In addition, future changes in regulatory environments, including government levies or changes in our rights to exploit the resource imposed over the producing life of the reserves and resources may also significantly impact estimates.

Please see Note 12 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

Impairment of Other Non-Financial Assets

We had property, plant and equipment aggregating \$28.9 million as at December 31, 2022, consisting mainly of a power plant. Impairment of our non-financial assets is evaluated at the CGU level. In testing for impairment, the recoverable amounts of the Company's CGUs are determined as the higher of their values in use and fair values less costs of disposal. In the absence of quoted market prices, the recoverable amount is based on estimates of future production rates, future product selling prices and costs, discount rates and other relevant assumptions. Increases in future costs and/or decreases in estimates of future production rates and product selling prices may result in a write-down of our property, plant and equipment. Please see Note 11 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

Taxation

We are subject to tax in a number of jurisdictions and judgment is required in determining the worldwide provision for income taxes. Deferred income taxes are recognized for temporary differences using the liability method, with deferred income tax liabilities generally being provided for in full (except for taxable temporary differences associated with investments in subsidiaries and branches where we are able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future) and deferred income tax assets being recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

We recognized deferred income tax assets of \$9.7 million as at December 31, 2022. In assessing the realizability of deferred income tax assets, our management considers whether it is probable that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which temporary differences become deductible or before tax loss and tax credit carry-forwards expire. Our management considers the future reversals of existing taxable temporary differences, projected future taxable income, taxable income in prior years and tax planning strategies in making this assessment. Unrecognized deferred income tax assets are reassessed at the end of each reporting period.

We do not recognize the full deferred tax liability on taxable temporary differences associated with investments in subsidiaries and branches where we are able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. We may change our investment decision in our normal course of business, thus resulting in additional income tax liabilities.

We comply with IFRIC 23, *Uncertainty over Income Tax Treatments*, which provides guidance on the recognition and measurement of tax assets and liabilities under IAS 12, *Income Taxes*, referred to “IAS 12” when there is uncertainty over income tax treatments. Our operations and organization structures are complex, and related tax interpretations, regulations and legislation are continually changing, and the complex tax laws are potentially subject to different interpretations by management and the relevant taxation authorities. Significant judgement is required in the interpretations of the relevant tax laws and in assessing the probability of acceptance of our tax positions, which includes our best estimate of tax positions that are under audit or appeal by relevant taxation authorities in numerous jurisdictions. There are audits in progress and items under review, some of which may increase our income tax liabilities. In addition, the companies have filed appeals and have disputed certain issues. We perform a review on a regular basis to incorporate management’s best assessment based on information available, but additional liability and income tax expense could result based on the non-acceptance of our tax positions by the relevant taxation authorities.

Contingencies

Pursuant to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, we do not recognize a contingent liability. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. If it becomes probable that an outflow of future economic benefits will be required for an item previously accounted for as a contingent liability, an accrual or a provision is recognized in the consolidated financial statements in the period in which the change in probability occurs. See Note 23 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

New Standards and Interpretations Not Yet Adopted

In January 2020, the IASB issued the final amendments in *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* which affect the presentation of liabilities in the statement of financial position. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the “right” to defer settlement by at least twelve months and make explicit that only rights in place “at the end of the reporting period” should affect the classification of a liability; clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The changes in *Classification of Liabilities as Current or Non-current — Deferral of Effective Date (Amendment to IAS 1)* defers the effective date of the *January 2020 Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* to annual reporting periods beginning on or after January 1, 2024. Management does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

In February 2021, the IASB issued narrow-scope amendments to IAS 1, *Presentation of Financial Statements*, IFRS Practice Statement 2, *Making Materiality Judgements*, and IAS 8. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application is permitted. The amendments will require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarifies how to distinguish changes in accounting policies from changes in accounting estimates. Management has chosen to adopt these amendments on January 1, 2023 and does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

In May 2021, the IASB issued targeted amendments to IAS 12, *Income Taxes*. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application is permitted. With a view to reducing diversity in reporting, the amendments will clarify that companies are required to recognize deferred taxes on transactions where equal assets and liabilities are recognized, such as leases and asset retirement (decommissioning) obligations. Management does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

Trend Information

For a discussion of trends relating to revenue derived from our royalty interest, please see “Item 4: Information on the Company – B. Business Overview – Business Segments – Royalty”.

Safe Harbor

The safe harbor provided in Section 27A of the *Securities Act of 1933*, as amended, and Section 21E of the *Securities Exchange Act of 1934*, as amended, applies to forward-looking information provided under “*Off-Balance Sheet Arrangements*” and “*Liquidity and Capital Resources – Contractual Obligations*”.

ITEM 6: DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES**A. Directors and Senior Management**

We have no arrangement or understanding with major shareholders, customers, suppliers or others pursuant to which any of our directors or officers was selected as a director or officer. Each director holds office until the next annual general meeting of our shareholders or until his or her successor is elected or appointed unless such office is earlier vacated in accordance with our memorandum and articles of association, referred to as the “Articles”, or with the provisions of the Cayman Act. The following table sets forth the names of each of our directors and executive officers as at the date hereof:

Name (Age)	Present Position	Date of Commencement of Office with our Company
Michael J. Smith (75)	Executive Chairman and Director	2017
Samuel Morrow (38) ⁽¹⁾	President, Chief Executive Officer, Chief Financial Officer and Director	2017
Dr. Shuming Zhao (71) ⁽²⁾⁽³⁾⁽⁴⁾	Director	2017
Indrajit Chatterjee (77) ⁽³⁾⁽⁴⁾	Director	2017
Silke S. Stenger (55) ⁽²⁾⁽³⁾⁽⁴⁾	Director	2017
Jochen Dümmler (68) ⁽¹⁾⁽²⁾⁽³⁾	Director	2017

Notes:

- (1) Member of the Risk Committee.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation Committee.
- (4) Member of the Nominating and Corporate Governance Committee.

Friedrich Hondl has resigned as a director and we expect to appoint a new member of our Risk Committee in due course.

Michael J. Smith – Executive Chairman and Director

Mr. Smith was the President and Chief Executive Officer of the Company from June 2017 to May 1, 2021, at which time he became our Executive Chairman. Mr. Smith has served as a director and in executive positions of various publicly traded and private companies. Mr. Smith has experience in corporate finance and restructuring.

Samuel Morrow – President, Chief Executive Officer, Chief Financial Officer and Director

Mr. Morrow was our Deputy Chief Executive Officer from 2017 to 2021 and has been our Chief Financial Officer since 2017. On May 1, 2021, Mr. Morrow became our President and Chief Executive Officer. Mr. Morrow is a Chartered Financial Analyst. Prior thereto, Mr. Morrow was previously Vice President of Tanaka Capital Management and Treasurer, Chief Financial Officer and Chief Operating Officer of the Tanaka Growth Fund. Mr. Morrow is a graduate of St. Lawrence University in New York.

[Table of Contents](#)

Dr. Shuming Zhao – Director

Dr. Zhao is a Senior Distinguished Professor and Honorary Dean of the School of Business at Nanjing University, the People's Republic of China. He serves as President of the International Association of Chinese Management Research (IACMR, Third Term), Vice President of the Chinese Academy of Management, President for Jiangsu Provincial Association of Human Resource Management, and Vice President of Jiangsu Provincial Association of Professional Managers. Since 1994, Dr. Zhao has acted as management consultant for several Chinese and international firms. Dr. Zhao is also a director of Daqo New Energy Corp. (China) and JSTI Group (China) Ltd. Dr. Zhao has successfully organized and held nine international symposia on multinational business management. Since 1997, Dr. Zhao has been a visiting professor at the Marshall School of Business, University of Southern California, USA, the College of Business, University of Missouri-St. Louis, USA, Drucker Graduate School of Management, Claremont Graduate University, USA and Honorary Professor of SolBridge International School of Business, South Korea. Dr. Zhao has lectured in countries including the United States, Canada, Japan, Singapore, South Korea, the United Kingdom, Germany, the Netherlands, Portugal and Australia.

Indrajit Chatterjee – Director

Mr. Chatterjee is a retired businessman and formerly was responsible for marketing with the Transportation Systems Division of General Electric for India. Mr. Chatterjee is experienced in dealing with Indian governmental issues. He is an Executive Committee member of the Indian National Trust for Art and Cultural Heritage, which was founded in 1984 in New Delhi with the vision to spearhead heritage awareness and conservation in India.

Silke S. Stenger – Director

Ms. Stenger is an independent business consultant and business coach, with experience in the automotive, plant engineering and cement, franchising and consulting industries. She was formerly the vice chairperson of KHD Humboldt Wedag International AG. Ms. Stenger was the Chief Financial Officer of Management One Human Capital Consultants Limited and Head of Investor Relations and authorized representative (*Prokurist*) with Koidl & Cie Holding AG. She holds a Masters of Science in Industrial and Communications Psychology from FH Wien University of Applied Sciences of WKW in Vienna, Austria and is a certified controller (German Chamber of Commerce IHK) and IFRS accountant, specializing in corporate governance and *Sarbanes-Oxley Act of 2002* compliance. Furthermore, she is a business coach by training.

Jochen Dümmler – Director

Mr. Dümmler was the President and Chief Executive Officer of Euler Hermes North America from 2010 to 2015. From 2002 to 2010, Mr. Dümmler was a member of the Board of Management of Euler Hermes Kreditversicherung AG and, from 1995 to 2002, he was a member of the Board of Management of PRISMA Kreditversicherung AG. Mr. Dümmler is a member of the German-American Chamber of Commerce (New York City), a member of the German Executive Roundtable (Washington, D.C.) and a board member of the German-American Partnership Program.

There are no family relationships among any of our directors and executive officers.

B. Compensation

During the fiscal year ended December 31, 2022, we paid an aggregate of approximately \$2.0 million in cash compensation to our directors and officers, excluding directors' fees. No other funds were set aside or accrued by our company during the fiscal year ended December 31, 2022 to provide pension, retirement or similar benefits for our directors or officers pursuant to any existing plan provided or contributed to by us.

Executive Officers

The following table provides a summary of compensation paid by us during the fiscal year ended December 31, 2022 to our executive officers:

Name and Principal Position	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive compensation plan compensation (\$) ⁽¹⁾		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
				Annual incentive plans	Long-term incentive plans			
Michael J. Smith Executive Chairman	466,104 ⁽²⁾	—	—	120,000	—	—	264,137 ⁽³⁾	850,241
Samuel Morrow President, Chief Executive Officer ⁽⁴⁾ and Chief Financial Officer	363,063	—	—	—	—	142,362 ⁽⁵⁾	603,720 ⁽⁴⁾⁽⁶⁾	1,109,145

Notes:

- (1) All awards under our non-equity incentive compensation plans are paid during the financial year they were earned.
- (2) Consists of net pay.
- (3) Consists of housing allowances and expenses.
- (4) Includes payments made directly as well as fees and incentive plan payments made to a controlled company.
- (5) Consists of a defined contribution retirement plan.
- (6) Consists of medical and other customary perquisites.

For the purposes of the above table, compensation amounts were translated to Canadian dollars at the applicable exchange rate at the date of the transaction or, for practical reasons, the average exchange rates for the applicable periods, when they approximate the exchange rates as at the date of the transactions.

Directors' Compensation

The following table provides a summary of compensation paid by us to, or earned by, the directors of our company during the fiscal year ended December 31, 2022:

	Director Compensation Table						
	Fees Earned	Share- based awards	Option- based awards	Non-equity incentive plan compensation	Pension Value	All other compensation	Total
Name	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Michael J. Smith ⁽¹⁾	—	—	—	—	—	—	—
Dr. Shuming Zhao	97,398	—	—	—	—	—	97,398
Indrajit Chatterjee	90,704	—	—	—	—	—	90,704
Silke S. Stenger	184,828	—	—	—	—	—	184,828
Friedrich Hondl	181,091	—	—	—	—	—	181,091
Jochen Dümmler	112,131	—	—	—	—	—	112,131
Samuel Morrow ⁽²⁾	—	—	—	—	—	—	—

Notes:

- (1) Compensation provided to Mr. Smith, in his capacity as Chairman is disclosed in the table above under the heading “Executive Officers”.
- (2) Compensation provided to Mr. Morrow, in his capacity as President, Chief Executive Officer and Chief Financial Officer is disclosed in the table above under the heading “Executive Officers”.

A total of \$0.7 million (excluding non-cash option-based awards) was paid to our directors for services rendered as directors (including as directors of our subsidiaries), or for committee participation or assignments, during our most recently completed financial year. Our directors are each paid an annual fee of US\$25,000 and an additional US\$2,500 per meeting for each director's meeting attended as well as additional fees, as applicable, for their respective participation on our committees. We also reimburse our directors and officers for expenses incurred in connection with their services as directors and officers.

Pension Plan Benefits

As of December 31, 2022, other than as disclosed herein, we did not have any defined benefit, defined contribution or deferred compensation plans for any of our senior officers or directors.

C. Board Practices

Board of Directors

Our Articles provide that the number of directors shall be the greater of three and the number most recently established by the directors. Our directors have currently fixed the size of our board at seven directors.

Pursuant to our Articles, each of our directors holds office until the expiration of his term and until his successor has been elected or qualified. At every annual general meeting of our shareholders, shareholders entitled to vote for the election of directors must, by ordinary resolution, elect the directors. There is no mandatory retirement age for our directors and our directors are not required to own securities of our company in order to serve as directors.

Our Articles do not restrict a director's power to vote on a proposal, arrangement or contract in which the director is materially interested, vote on compensation to themselves or any other members of their body in the absence of an independent quorum or exercise borrowing powers.

Our board is currently comprised of Michael J. Smith, Indrajit Chatterjee, Shuming Zhao, Silke S. Stenger, Jochen Dümmler and Samuel Morrow.

Other than as discussed elsewhere herein, there are no service contracts between our company and any of our directors providing for benefits upon termination of employment.

Committees of the Board of Directors

Our board of directors has established an Audit Committee. Our Audit Committee currently consists of Silke S. Stenger, Dr. Shuming Zhao and Jochen Dümmler. The Audit Committee operates pursuant to a charter adopted by our board of directors on December 18, 2021, a copy of which is available online at our website at www.scullyroyalty.com. The Audit Committee is appointed by and generally acts on behalf of the board of directors. The Audit Committee is responsible primarily for monitoring: (i) the integrity of our financial statements; (ii) compliance with legal and regulatory requirements; (iii) the independence, qualifications and performance of our independent auditors; and (iv) the performance and structure of our internal audit function. The Audit Committee also reviews and approves our hiring policies, establishes our procedures for dealing with complaints, oversees our financial reporting processes and consults with management and our independent auditors on matters related to our annual audit and internal controls, published financial statements, risk assessment and risk management, accounting principles and auditing procedures being applied.

Our board of directors has established a Compensation Committee. Our Compensation Committee currently consists of Indrajit Chatterjee, Silke S. Stenger, Dr. Shuming Zhao and Jochen Dümmler. Our Compensation Committee operates pursuant to a charter adopted by our board of directors on December 18, 2021, a copy of which is available online at our website at www.scullyroyalty.com. The Compensation Committee is appointed and generally acts on behalf of the board of directors. The Compensation Committee is responsible for reviewing our board compensation practices and our selection, retention and remuneration arrangements for our executive officers and employees and reviewing and approving our Chief Executive Officer's compensation in light of our corporate goals and objectives. Except for plans that are, in accordance with their terms or as required by law, administered by our board of directors or another particularly designated group, the Compensation Committee also administers and implements all of our incentive compensation plans and equity-based compensation plans. The Compensation Committee also recommends changes or additions to those plans, monitors our succession planning processes and reports to our board of directors on other compensation matters. Our Chief Executive Officer does not vote upon or participate in the deliberations regarding his compensation.

[Table of Contents](#)

Our board of directors has established a Nominating and Corporate Governance Committee. Our Nominating and Corporate Governance Committee currently consists of Indrajit Chatterjee, Silke S. Stenger and Dr. Shuming Zhao. Our Nominating and Corporate Governance Committee operates pursuant to a charter adopted by our board of directors on December 18, 2021, a copy of which is available online at our website at www.scullyroyalty.com. The primary function of the Nominating and Corporate Governance Committee is to assist our board of directors in developing our Corporate Governance Guidelines and monitor the board and management's performance against the defined approach. The Nominating and Corporate Governance Committee is also responsible for evaluating the board and board committees' structure and size and the independence of existing and prospective directors, identifying and reporting on candidates to be nominated to our board of directors, reporting on the board's annual performance and overseeing our process for providing information to the board.

Our board of directors has established a Risk Committee. Our Risk Committee currently consists of Jochen Dümmler and Samuel Morrow. The Risk Committee reviews and reports to our board of directors respecting our business risks and risk mitigation strategies. We expect to appoint an additional director to the Risk Committee in due course.

D. Employees

At December 31, 2022, 2021 and 2020, we employed approximately 71, 78 and 81 people, respectively.

E. Share Ownership

There were 14,822,251 Common Shares, 1,894,127 stock options and no share purchase warrants issued and outstanding as of December 31, 2022. Of the Common Shares and stock options issued and outstanding on that date, our directors and senior officers, who served in such positions at any time during the fiscal year ended December 31, 2022, beneficially owned the following Common Shares and held the following stock options:

Name and principal position	Common Shares beneficially owned (#)	Percentage of total Common Shares outstanding (%)	Stock options held (#)
Michael J. Smith Executive Chairman and Director	128,393	0.9%	14,715 ⁽¹⁾
Samuel Morrow President, Chief Executive Officer and Director	9,888	—*	541,512 ⁽²⁾
Dr. Shuming Zhao Director	—	—	54,150 ⁽³⁾
Indrajit Chatterjee Director	—	—	54,150 ⁽³⁾
Silke S. Stenger Director	—	—	54,150 ⁽³⁾
Jochen Dümmler Director	—	—	54,150 ⁽³⁾
Friedrich Hondl Former Director	2,353	—*	54,150 ⁽³⁾

Notes:

- (1) The options are exercisable at a price of US\$7.44 per Common Share and expire on December 1, 2027.
 - (2) 70,632 options are exercisable at a price of US\$7.44 per Common Share and expire on December 1, 2027 and 470,880 options are exercisable at a price of US\$11.17 per Common Share and expire on May 4, 2031.
 - (3) 14,126 options are exercisable at a price of US\$7.44 per Common Share and expire on December 1, 2027 and 40,024 options are exercisable at a price of US\$11.17 per Common Share and expire on May 4, 2031.
- * Less than 0.1%.

2017 Equity Incentive Plan

The 2017 Equity Incentive Plan, referred to as the "Incentive Plan", was adopted by the Company on July 14, 2017. At our annual meeting of shareholders held on December 29, 2021, shareholders approved an amendment to the plan to: (i) increase the total number of our Common Shares under the plan by 677,364 Common Shares to 2,239,027 (after giving effect to adjustments under the Incentive Plan in connection with stock dividends declared in 2021); (ii) increase the maximum number of Common Shares subject to options and stock appreciation rights that may be granted to any one Covered Employee (as defined in the Incentive Plan) to 400,000; and (iii) increase the maximum number of Common Shares that may be granted to any one Covered Employee during the fiscal year where such participant's employment commences to 425,000 and 400,000 for all other fiscal years.

[Table of Contents](#)

Pursuant to the terms of the Incentive Plan, our board of directors, our Compensation Committee or such other committee as is appointed by our board of directors to administer the Incentive Plan, may grant stock options, restricted stock rights, restricted stock, performance share awards, performance share units and stock appreciation rights under the Incentive Plan, establish the terms and conditions for those awards, construe and interpret the Incentive Plan and establish the rules for the Incentive Plan's administration. Such awards may be granted to employees, non-employee directors, officers or consultants of ours or any affiliate or any person to whom an offer of employment with us or any affiliate is extended. Such committee has the authority to determine which employees, non-employee directors, officers, consultants and prospective employees should receive such awards.

The maximum number of Common Shares which may be issued as incentive stock options (being stock options intended to meet the requirements of an "incentive stock option" under the U.S. Internal Revenue Code) under the Incentive Plan is limited to 400,000. Further, the maximum number of Common Shares that may be granted to any one participant in the Incentive Plan, who is a Covered Employee (as defined in the Incentive Plan) during the fiscal year where such participant's employment commences, shall be 425,000 and 400,000 for all other fiscal years.

In addition, the aggregate number of securities issuable to all non-employee directors cannot exceed 1% of the Company's issued and outstanding Common Shares and the aggregate fair value of Awards (as defined in the Incentive Plan) granted to any one non-employee director cannot exceed US\$100,000 in any one year.

As at December 31, 2022 and the date hereof, 1,894,127 Common Shares were subject to outstanding awards under the Incentive Plan and 278,405 Common Shares were available for future awards under the Incentive Plan.

ITEM 7: MAJOR SHAREHOLDERS AND RELATED PARTY TRANSACTIONS

A. Major Shareholders

There were 14,822,251 Common Shares issued and outstanding as of April 20, 2023. Persons known to us to be the beneficial owner of more than five percent (5%) of our Common Shares as of April 20, 2023:

Name	Amount Owned	Percent of Class ⁽¹⁾
Peter Kellogg, group ⁽²⁾	5,293,276	35.7%
Lloyd Miller, III ⁽³⁾	1,842,087	12.4%

Notes:

- (1) Based on 14,822,251 Common Shares issued and outstanding on April 20, 2023.
- (2) Based on a Schedule 13D/A filed by Peter R. Kellogg and dated July 17, 2022, in which Mr. Kellogg disclosed that he beneficially owns an aggregate of 5,293,276 Common Shares over which Mr. Kellogg has sole dispositive and voting power.
- (3) Based on a Schedule 13G/A filed on February 7, 2022 by Mr. Neil Subin. As disclosed in such filing, Neil Subin succeeded to the position of President and Manager of Milfam, LLC which serves as manager, general partner or investment advisor of a number of entities formerly managed by the late Lloyd Miller, III. He also serves as trustee of a number of Miller family trusts.

As of April 20, 2023, there were 14,822,251 Common Shares issued and outstanding held by 127 registered shareholders. Of those Common Shares issued and outstanding, 14,724,706 Common Shares were registered in the United States (123 registered shareholders).

The voting rights of our major shareholders do not differ from the voting rights of holders of our shares who are not major shareholders.

The IAT Group may be considered to control our company as a result of, among other things, its proportionate ownership of our Common Shares.

There are no arrangements known to us, the operation of which may at a subsequent date result in a change in the control of our company.

B. Related Party Transactions

In the normal course of operations, we enter into transactions with related parties, which include affiliates in which we have a significant equity interest (10% or more) or have the ability to influence their operating and financing policies through significant shareholding, representation on the board of directors, corporate charter and/or bylaws. The related parties also include, among other things, the Company's directors, Chairman, President, Chief Executive Officer and Chief Financial Officer. This section does not include disclosure, if any, respecting open market transactions, whereby a related party acts as an investor of the Company's securities or the bonds of Merkanti Holding plc.

We had the following transactions with related parties:

Years ended December 31:	2022	2021	2020
		(In thousands)	
Fee income	\$ 1,191	\$ 1	\$ 9
Other income	462	—	86
Dividends received	198	198	—
Royalty expenses	(682)	(700)	(660)
Reversal of expected credit loss allowance	—	—	15
Fee expenses	(2,198)	—	(80)
Reimbursements of expenses, primarily including employee benefits and lease and office expenses	(4,914)	(1,007)	(276)

We have, from time to time, entered into arrangements with a company owned by our Chairman to assist us to comply with various local regulations and requirements, including the recently introduced economic substance legislation for offshore jurisdictions, as well as fiscal efficiency. These arrangements are also utilized to aid in the divestment of financially or otherwise distressed or insolvent assets or businesses that are determined to be unsuitable for our ongoing operations. These arrangements are implemented at cost and no economic benefit is received by, or accrued, by our Chairman or the company controlled by him. Pursuant to this arrangement, as at December 31, 2022, we held: (i) an indemnification asset of \$6.8 million relating to a secured indemnity provided by such company to our subsidiary to comply with local regulations and requirements, in an amount equal to the amount advanced to it, for certain short-term intercompany balances involving certain of our subsidiaries and another subsidiary that was put into dissolution by us in 2019; (ii) a loan to such company of \$0.9 million, which was made in 2019 in order to facilitate the acquisition of securities for our benefit. The loan initially bore interest at 6.3% and subsequently became non-interest bearing; and (iii) current account receivables of \$27.1 million. We also had current accounts payable of \$3.8 million due to the aforesaid affiliate as at December 31, 2022.

In addition, pursuant to this arrangement, during 2022, 2021 and 2020, we reimbursed such company \$4.9 million, \$1.0 million and \$0.3 million (as set forth in the table above), respectively, at cost for expenses, primarily consisting of employee benefits and lease and office expenses.

As set forth in the table above, we had royalty expenses of \$0.7 million in each of 2022, 2021 and 2020, that were paid to a company in which we hold a minority interest and that is a subsidiary of the operator of the underlying mine.

Please see Note 25 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

C. Interests of Experts and Counsel

Not applicable.

ITEM 8: FINANCIAL INFORMATION

A. Consolidated Statements and Other Financial Information

Our consolidated financial statements have been prepared in compliance with IFRS. Please see "Item 18: Financial Statements".

Legal Proceedings

We are subject to routine litigation incidental to our business and are named from time to time as a defendant and are a plaintiff from time to time in various legal actions arising in connection with our activities, certain of which may include large claims for punitive damages. Further, due to the size, complexity and nature of our operations, various legal and tax matters are outstanding from time to time, including periodic audit by various tax authorities.

We and certain of our subsidiaries have been named as defendants in a legal action relating to an alleged guarantee of the former parent of the group in the amount of approximately \$68.4 million (€43.8 million) as at December 31, 2020. We believe that such claim is without merit and intend to vigorously defend such claim. In the second half of 2021, we were informed of a proposed amendment to the claim which, if allowed, would increase the principal amount to approximately \$116.8 million (€80.8 million), plus interest and costs, as at December 31, 2022. Currently, based upon the information available to management, management does not believe that there will be a material adverse effect on our financial condition or results of operations as a result of this action. However, due to the inherent uncertainty of litigation, we cannot provide certainty as to the outcome.

Currently, based upon information available to us, we do not believe any such matters would have a material adverse effect upon our financial condition or results of operations as at December 31, 2022. However, due to the inherent uncertainty of litigation, we cannot provide certainty as to their outcome. If our current evaluations are materially incorrect or if we are unable to resolve any of these matters favourably, there may be a material adverse impact on our financial performance, cash flows or results of operations. Please see Note 23 to our audited consolidated financial statements for the year ended December 31, 2022 for further information.

Dividend Distributions

On April 30, 2021, we announced that our board of directors approved the following stock dividends that have been distributed to holders of our Common Shares:

- a 9% stock dividend was distributed on May 31, 2021, to shareholders of record as at May 14, 2021, where such holders received 9 Common Shares for every 100 Common Shares held on the record date; and
- an 8% stock dividend was distributed on November 30, 2021, to shareholders of record as at November 15, 2021, where such holders received 8 Common Shares for every 100 Common Shares held on the record date.

The above stock dividends received requisite stock exchange approvals. No fractional shares were issued by us in connection with such stock dividends.

On April 30, 2021, we announced that our board of directors approved a cash dividend policy, which is intended to maximize potential future dividends to holders of our Common Shares.

In 2022, we declared and paid the following cash dividends:

- \$0.25 (US\$0.18) per Common Share paid on March 4, 2022 to shareholders of record on February 21, 2022;
- \$0.34 (US\$0.27) per Common Share paid on May 23, 2022 to shareholders of record on May 10, 2022;
- \$0.33 (US\$0.26) per Common Share paid on August 26, 2022 to shareholders of record on August 12, 2022; and
- \$0.21 (US\$0.16) per Common Share paid on December 6, 2022 to shareholders of record on November 22, 2022.

On the date hereof, we announced a dividend of \$0.23 (US\$0.17) per Common Share payable on May 19, 2023 to shareholders of record on May 9, 2023.

Based upon a review of our financial position, operating results, ongoing working capital requirements and other factors, our board of directors may from time to time and if deemed advisable by it, declare and pay cash dividends to holders. The timing, payment and amount of any dividends paid on our Common Shares may be determined by our board of directors from time to time, based upon considerations such as our cash flow, results of operations and financial condition, the need for funds to finance ongoing operations and such other business considerations as our board of directors considers relevant.

B. Significant Changes

Except as disclosed elsewhere in this annual report, we have not experienced any significant changes since the date of our audited consolidated financial statements included in this annual report.

ITEM 9: THE OFFER AND LISTING

A. Offer and Listing Details

Our Common Shares are quoted on the New York Stock Exchange, referred to as the “NYSE”, currently under the symbol “SRL”.

The transfer of our Common Shares is managed by our transfer agent, Computershare, 480 Washington Boulevard, Jersey City, NJ 07310 (Tel: 201-680-5258; Fax: 201-680-4604).

B. Plan of Distribution

Not applicable.

C. Markets

See “– A. Offer and Listing Details”.

D. Selling Shareholders

Not applicable.

E. Dilution

Not applicable.

F. Expenses of the Issue

Not applicable.

ITEM 10: ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

We are an exempted company organized under the Cayman Act. Our registered office is located at P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 – 1205 Cayman Islands. Pursuant to Section 4 of our Articles, the objects for which our company is established are unrestricted and we have full power and authority to carry out any object not prohibited by the Cayman Act, as amended from time to time, or any other law of the Cayman Islands.

The following are summaries of material provisions of our Articles insofar as they relate to our Common Shares.

Board of Directors

Please see “*Item 6: Directors, Senior Management and Employees – C. Board Practices*”.

Common Shares

General. Our authorized capital consists of US\$450,000 divided into 300,000,000 Common Shares of US\$0.001 par value each and 150,000,000 preference shares divided into US\$0.001 par value each. No preference shares were issued and outstanding as of the date hereof. There are no limitations imposed by our Articles on the rights of non-resident or foreign shareholders to hold or exercise voting rights on our shares. In addition, there are no provisions in our Articles governing the ownership threshold above which shareholder ownership must be disclosed.

Dividends. Holders of our Common Shares may receive dividends when, as and if declared by our board of directors, subject to the preferential rights of any preference shares. Under the Cayman Act, dividends may be declared and paid only out of funds legally available therefor, namely out of either profit or our share premium account, and provided further that a dividend may not be paid if it would result in our company being unable to pay its debts as they fall due in the ordinary course of business. Our Articles provide that our directors may declare and pay a distribution in money or by distribution of specific assets.

Voting. Holders of our Common Shares are entitled to receive notice of and to attend all general meetings of shareholders or separate meetings of holders of Common Shares and are entitled to one vote per share at any such meeting.

A quorum required for a general meeting of shareholders consists of at least two shareholders present or by proxy, representing not less than 20% of the total voting power entitled to vote on the resolutions to be considered at a meeting, unless only one shareholder is entitled to vote on such resolutions in which case the quorum required shall be only the one shareholder.

An ordinary resolution to be passed by the shareholders requires the affirmative vote of a simple majority of the votes cast by those shareholders entitled to vote who are present in person or by proxy at a general meeting. Holders of our Common Shares may, among other things, divide or consolidate their shares by ordinary resolution. In general and subject to applicable law, all matters will be determined by a majority of votes cast other than fundamental changes with respect to our company. Various extraordinary corporate transactions including any merger, amalgamation, continuance to another jurisdiction, voluntary winding-up by the court, amendment to the Articles, change of company name or removal of a director must be approved by the shareholders by way of a special resolution. A special resolution is a resolution passed by a majority of not less than two-thirds of such shareholders who, being entitled to do so, vote in person or by proxy at a general meeting of the Company, or approved in writing by all of the shareholders entitled to vote at a general meeting of the Company. Under the Cayman Act, there is no specific requirement to obtain shareholder approval in connection with the sale, lease or exchange of all, or substantially all, of a corporation’s property.

General Meetings of Shareholders and Shareholder Proposals. Our Articles provide that we may hold an annual general meeting in each year and shall specify the meeting as such with notices calling it, and the annual general meeting shall be held at such time and place as may be determined by our directors. Our directors may convene a meeting of our shareholders with at least 10 days’ prior notice.

Cayman Islands exempted companies are not required by the Cayman Act to call annual general meetings of shareholders. Our Articles provide that so long as the Company’s shares are listed on the NYSE, we shall hold annual general meetings as required under the applicable rules and regulations of the NYSE.

Cayman Islands law provides shareholders with only limited rights to requisition a general meeting, and does not provide shareholders with any right to put any proposal before a general meeting. However, these rights may be provided in a company’s articles of association. Our Articles allow shareholders representing in aggregate 20% or more of the voting rights in respect of the matter for which the meeting is requisitioned, to be held within four months of receipt of the requisition. As an exempted Cayman Islands company, we are not obliged under the Cayman Act to call shareholders’ annual general meetings. Under our Articles, directors may be removed by special resolution of our shareholders.

Directors' Power to Issue Shares. Our Articles authorize our board of directors to issue additional Common Shares from time to time as our board shall determine, to the extent of available authorized but unissued shares. Our board of directors may also issue preference shares from time to time in one or more classes or series, each of such class or series to have such voting powers (full or limited or without voting powers) designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions thereof as are stated and expressed, or in any resolution providing for the issue of such class or series adopted by our board.

Our board of directors may also approve the issuance of options, rights or warrants that are exercisable into our shares for such consideration and on such terms as the board may determine.

Variation of Rights. The rights attached to any class or series of our shares (unless otherwise provided by the terms of issue of the shares of that class or series), whether or not our company is being wound-up, may only be varied with the consent in writing of the holders of a majority of the issued shares of that class or series or with the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class or series.

Liquidation. The holders of our Common Shares have the right on the winding up, liquidation or dissolution of the Company to participate in the surplus assets of the Company, subject to the rights of any issued and outstanding preference shares.

Redemption, Repurchase and Surrender. We may issue shares on terms that such shares are subject to redemption, at our option or at the option of the holders thereof, on such terms and in such manner as may be determined, before the issue of such shares, by our board of directors or by a special resolution of our shareholders. We may also repurchase any of our shares provided that the manner and terms of such purchase have been approved by our board of directors or are otherwise authorized by our Articles. Under the Cayman Act, the redemption or purchase of any of our shares may be paid out of our profits or out of the proceeds of a fresh issue of shares made for the purpose of such redemption or repurchase, or out of capital (including share premium account and capital redemption reserve) if we can, immediately following such payment, pay our debts as they fall due in the ordinary course of business. In addition, under the Cayman Act, no such share may be redeemed or repurchased: (a) unless it is fully paid up; (b) if such redemption or repurchase would result in there being no shares outstanding; or (c) if the Company has commenced liquidation.

Anti-Takeover Provisions. Our Articles contain certain provisions that would have an effect of delaying, deferring or preventing a change in control of our company, including provisions that:

- authorize our directors to issue preference shares in one or more classes or series and to designate the price, rights, preferences, rights and restrictions of such preference shares without any further vote or action by our shareholders;
- limit the ability of shareholders to requisition and convene general meetings of shareholders; and
- restrict the nomination of directors without advance notice. In the case of an annual meeting, notice must be given to us not less than 30 nor more than 65 days prior to the date of such meeting; provided that if the meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of such meeting was made, notice may be given no later than the close of business on the 10th day following such announcement. In the case of a special meeting called for the purpose of electing directors that is not also an annual meeting, notice must be provided to us no later than the close of business on the 15th day following the day on which the first public announcement of the date of such special meeting was made. Additionally, our Articles contain a provision requiring a minimum threshold to requisition a special meeting. Such restrictions may make it more difficult to effect changes to our management.

However, under the Cayman Act and applicable Cayman laws, our directors may only exercise the rights and powers granted to them under our Articles for a proper purpose and for what they believe in good faith to be in the best interests of our company.

Calls on Shares. Our board of directors may from time to time make calls upon shareholders for any amounts unpaid on their shares. The shares that have been called upon and remain unpaid are subject to forfeiture. All of our Common Shares are fully paid.

Exempted Company. We are an exempted company with limited liability under the Cayman Act. The Cayman Act distinguishes between ordinary resident companies and exempted companies. Any company that is registered in the Cayman Islands but conducts business mainly outside of the Cayman Islands may apply to be registered as an exempted company. Unlike ordinary resident companies, among other things, an exempted company does not have to file an annual return of its shareholders with the Registrar of Companies, is not required to have its register of members open to inspection, does not have to hold an annual general meeting, may issue no par value, negotiable or bearer shares and may register by way of continuation in another jurisdiction and be deregistered in the Cayman Islands.

C. Material Contracts

There are no material contracts outside of the ordinary course of business to which we are a party.

D. Exchange Controls

There are no exchange control regulations or currency restrictions in the Cayman Islands. Under Cayman Islands law, there are no restrictions on the export or import of capital, including foreign exchange controls or restrictions that affect the remittance of dividends, interest or other payments to non-resident holders of our Common Shares. Please see “*E. Taxation – Cayman Islands Taxation*” for further information.

The Bank is subject to regulations and restrictions imposed in Europe and Malta. In addition, a portion of our cash is held in the PRC in RMB. Please see “*Item 4: Information on the Company – B. Business Overview – Regulation*” for further information.

The government of the PRC imposes controls on the convertibility of the RMB into foreign currencies and the remittance of currency out of the PRC. Please see “*Item 3: Key Information – D. Risk Factors – Risk Factors Relating to Our Business*” for further information.

E. Taxation

The following is a general summary of certain Cayman Islands and United States federal income tax consequences relevant to an investment in our Common Shares. The discussion is not intended to be, nor should it be construed as, legal or tax advice to any particular prospective purchaser. The discussion is based on laws and relevant interpretations thereof in effect as of the date of this annual report, all of which are subject to change or different interpretations, possibly with retroactive effect. The discussion does not address U.S. state or local tax laws, or tax laws of jurisdictions other than the Cayman Islands and the United States. You should consult your own tax advisors with respect to the consequences of acquisition, ownership and disposition of our Common Shares.

Cayman Islands Taxation

The Cayman Islands currently levies no taxes on individuals or corporations based upon profits, income, gains or appreciation and there is no taxation in the nature of inheritance tax or estate duty or withholding tax applicable to us or to any holder of our Common Shares. There are no other taxes likely to be material to us levied by the Government of the Cayman Islands except for stamp duties which may be applicable on instruments executed in, or after execution brought within, the jurisdiction of the Cayman Islands. No stamp duty is payable in the Cayman Islands on the issue of shares by, or any transfers of shares of, Cayman Islands companies (except those which hold interests in land in the Cayman Islands). The Cayman Islands is not party to any double tax treaties that are applicable to any payments made to or by our company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

Payments of dividends and capital in respect of our Common Shares will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of a dividend or capital to any holder of our Common Shares, as the case may be, nor will gains derived from the disposal of our Common Shares be subject to Cayman Islands income or corporation tax.

Material United States Federal Income Tax Consequences

The following is a discussion of certain United States federal income tax matters under current law, generally applicable to a U.S. Holder (as defined below) of our Common Shares who holds such shares as capital assets for United States federal income tax purposes (generally, property held for investment). This discussion does not address all aspects of United States federal income tax matters and does not address consequences particular to persons subject to certain special provisions of United States federal income tax law, such as those described below. In addition, this discussion does not cover any state, local or non-United States tax consequences.

The following discussion is based upon the Internal Revenue Code of 1986, as amended, referred to as the “Code”, Treasury Regulations (whether final, temporary, or proposed) published by the Internal Revenue Service, referred to as the “IRS”, rulings and published administrative positions of the IRS, court decisions, and the Canada-United States Income Tax Convention (1980), as amended, in each case, as in effect currently, and any or all of which could be materially and adversely changed, possibly on a retroactive basis, at any time. In addition, this discussion does not consider the potential effects, whether adverse or beneficial, of any recently proposed legislation that, if enacted, could be applied, possibly on a retroactive basis, at any time. No assurance can be given that the IRS will agree with the statements and conclusions herein, or will not take, or that a court will not adopt, a position contrary to any position taken herein.

The following discussion is for general information only and is not intended to be, nor should it be construed to be, legal, business or tax advice to any holder or prospective holder of our Common Shares and no opinion or representation with respect to the United States federal income tax consequences to any such holder or prospective holder is hereby made. Accordingly, holders and prospective holders of our Common Shares are urged to consult their own tax advisors with respect to the United States federal, state and local tax consequences, and any non-United States tax consequences of purchasing, owning and disposing of our Common Shares.

U.S. Holders

As used in this discussion, a “U.S. Holder” is a beneficial owner of our Common Shares that for United States federal income tax purposes, is: (i) an individual who is a citizen or resident of the United States; (ii) a corporation, or any other entity taxable as a corporation for United States federal tax purposes, that is created or organized in or under the laws of the United States, any state in the United States, or the District of Columbia; (iii) an estate, the income of which is subject to United States federal income tax without regard to its source; or (iv) a trust if (1) a court within the United States is able to exercise primary supervision over the administration of the trust and one or more U.S. persons have the authority to control all substantial decisions of the trust or (2) the trust has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

This summary does not purport to address all material United States federal income tax consequences that may be relevant to a U.S. Holder and does not take into account the specific circumstances of any particular holder, some of which (such as tax-exempt entities, qualified retirement plans, individual retirement accounts, other tax-deferred accounts or government organizations, banks or other financial institutions, insurance companies, broker-dealers, traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, regulated investment companies, real estate investment trusts, U.S. expatriates, investors liable for the alternative minimum tax, partnerships and other pass-through entities, investors that own or are treated as owning (by vote or value) 10% or more of our outstanding Common Shares, investors that hold our Common Shares as part of a straddle, hedge, conversion or constructive sale transaction or other integrated transaction, U.S. holders whose functional currency is not the United States dollar, and persons required to accelerate the recognition of any item of gross income with respect to our Common Shares as a result of such income being recognized on an applicable financial statement) may be subject to special tax rules. This summary does not address holders who acquired their shares through the exercise of employee stock options or otherwise as compensation.

If an entity that is classified as a partnership for United States federal income tax purposes holds our Common Shares, the United States federal income tax treatment of a partner will generally depend on the status of the partner and the activities of the partnership. Partnerships holding our Common Shares and partners in such partnerships should consult their tax advisors as to the particular United States federal income tax consequences of owning and disposing of the Common Shares.

Distributions With Respect to Common Shares

Subject to the “Passive Foreign Investment Company” rules discussed below, the gross amount of a distribution paid to a U.S. Holder with respect to the Common Shares (including amounts withheld for Canadian taxes, if any) will be subject to United States federal income taxation as dividends to the extent paid out of our current or accumulated earnings and profits, as determined under United States federal income tax principles. Such dividends will generally not be eligible for the dividends-received deduction allowed to corporations. Distributions that are taxable as dividends and that meet certain requirements will be “qualified dividend income” and will generally be taxed to U.S. Holders who are individuals at preferential tax rates for long-term capital gains. Distributions in excess of our current and accumulated earnings and profits will be treated first as a tax-free return of capital to the extent of the U.S. Holder’s tax basis in the Common Shares and, to the extent in excess of such tax basis, will be treated as gain from a sale or exchange of such shares. There can be no assurance that we will maintain calculations of our earnings and profits in accordance with United States federal income tax principles. U.S. Holders should therefore assume that any distribution with respect to the Common Shares will constitute dividend income.

Sale or Other Disposition of Common Shares

Subject to the “Passive Foreign Investment Company” rules discussed below, upon a sale, exchange, or other disposition of the Common Shares, a U.S. Holder will generally recognize a capital gain or loss for United States federal income tax purposes in an amount equal to the difference between the amount realized on the sale or other disposition and the U.S. Holder’s adjusted tax basis in such shares. Such gain or loss generally will be a United States source gain or loss and will be treated as a long-term capital gain or loss if the U.S. Holder’s holding period of the shares exceeds one year. Preferential tax rates apply to long-term capital gains of a U.S. Holder that is an individual. The deductibility of capital losses is subject to significant limitations.

Foreign Tax Credit

Dividends paid by us generally will constitute income from non-United States sources and will be subject to various classification rules and other limitations for United States foreign tax credit purposes. Subject to generally applicable limitations under United States federal income tax law, withholding tax imposed on such dividends, if any, will generally be treated as a foreign income tax eligible for credit against a U.S. Holder’s United States federal income tax liability (or at a U.S. Holder’s election if it does not elect to claim a foreign tax credit for any foreign taxes paid during the taxable year, all foreign income taxes paid may instead be deducted in computing such U.S. Holder’s taxable income). The rules governing the foreign tax credit are complex and U.S. Holders should consult their own tax advisors regarding the availability of the foreign tax credit under their particular circumstances.

Passive Foreign Investment Company

We do not believe that we are currently a passive foreign investment company, referred to as a “PFIC”. However, since PFIC status depends upon the composition of a corporation’s income and assets and the market value of its assets and shares from time to time, there is no assurance that we will not be considered a PFIC for any taxable year. If we were treated as a PFIC for any taxable year during which a U.S. Holder held our Common Shares, we generally would continue to be treated as a PFIC with respect to that U.S. Holder for all succeeding years during which the U.S. Holder holds the shares, even if we ceased to meet the threshold requirements for PFIC status, and certain adverse United States federal income tax consequences would apply to the U.S. Holder.

A non-U.S. corporation is a PFIC for any taxable year in which either (i) 75% or more of its gross income consists of “passive income” or (ii) 50% or more of the average quarterly gross value of its assets consists of assets that produce, or are held for the production of, “passive income”. For this purpose, subject to certain exceptions, passive income includes interest, dividends, rents, royalties, and gains from transactions in commodities. A non-U.S. corporation is treated as owning its proportionate share of the assets and earning its proportionate share of the income of any other corporation in which it owns, directly or indirectly, 25% or more (by value) of the stock (with special look-through rules for partnerships owned by a non-United States corporation).

If we are treated as a PFIC for any taxable year, gains recognized by a U.S. Holder on a sale or other disposition of our Common Shares would be allocated ratably over the U.S. Holder's holding period for the shares. The amount allocated to the taxable year of the sale or other disposition and to any year before we became a PFIC would be taxed as ordinary income. The amount allocated to each other taxable year would be subject to tax at the highest rate in effect for individuals or corporations, as applicable, and an interest charge would be imposed on the amount allocated to such taxable year. Further, any distribution with respect to the Common Shares in excess of 125% of the average of the annual distributions on shares received by the U.S. Holder during the preceding three years or the U.S. Holder's holding period, whichever is shorter, would be subject to United States federal income taxation as described above.

For any taxable year in which a U.S. Holder owns shares in a PFIC that is a shareholder of a corporation that is a PFIC (a "Subsidiary PFIC"), the U.S. Holder would generally be deemed to own its proportionate interest (by value) in the Subsidiary PFIC and be subject to the PFIC rules described above with respect to the Subsidiary PFIC regardless of such U.S. Holder's percentage ownership in the first-tier PFIC. These rules would apply to our subsidiaries if we were classified as a PFIC.

Certain elections might be available to U.S. Holders that may mitigate some of the adverse consequences resulting from PFIC status, but may not be available for a Subsidiary PFIC.

If a U.S. Holder owns our Common Shares during any year in which we are a PFIC, the holder generally must file an annual report on IRS Form 8621 (or any successor form), generally with the holder's federal income tax return for that year.

U.S. Holders and prospective holders should consult their own tax advisors regarding the potential application of the PFIC rules to their ownership of our Common Shares, the availability and advisability of making any PFIC elections, and any PFIC filing obligations.

Medicare Tax

A U.S. Holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, may be subject to a 3.8% Medicare tax. For an individual, the tax is imposed on the lesser of (1) the U.S. Holder's "net investment income" for the relevant taxable year or (2) the excess of the U.S. Holder's modified adjusted gross income for the taxable year over a certain threshold (which is between US\$125,000 and US\$250,000, depending on the individual's filing status). For an estate or trust, the tax is imposed on the lesser of (1) the U.S. Holder's "undistributed net investment income" for the relevant taxable year or (2) the excess of the estate's or trust's adjusted gross income for the taxable year, over the dollar amount at which the highest tax bracket for the year begins. A holder's net investment income will generally include its dividend income and its net gains from the disposition of securities. If you are a U.S. Holder that is an individual, estate or trust, you are urged to consult your own tax advisor regarding the applicability of this Medicare tax.

Information Reporting and Backup Withholding

Certain categories of U.S. Holders must file information returns with respect to their investment in, or involvement in, a non-United States corporation. For example, U.S. Holders that hold "specified foreign financial assets" in excess of certain threshold amounts must comply with certain reporting obligations. "Specified foreign financial assets" include not only financial accounts maintained in foreign financial institutions, but also, unless held in accounts maintained by a United States financial institution, any stock or security issued by a non-United States person, any financial instrument or contract held for investment that has an issuer or counterparty other than a U.S. person, and any interest in a non-United States entity. U.S. Holders may be subject to these reporting requirements unless their Common Shares are held in an account at a United States financial institution. Penalties for failure to comply with these reporting requirements can be substantial. U.S. Holders should consult with their own tax advisors regarding the requirements of filing information returns and, if applicable, filing obligations relating to these rules.

Dividends paid on, and proceeds from the sale or other taxable disposition of, our Common Shares to a U.S. Holder generally may be subject to United States federal information reporting requirements and may be subject to backup withholding (currently at the rate of 24%) unless the U.S. Holder provides an accurate taxpayer identification number or otherwise demonstrates that it is exempt. The amount of any backup withholding collected from a payment to a U.S. Holder will generally be allowed as a credit against the U.S. Holder's United States federal income tax liability and may entitle the U.S. Holder to a refund, provided that certain required information is timely submitted to the IRS.

F. Dividends and Paying Agents

Not applicable.

G. Statement by Experts

Not applicable.

H. Documents on Display

Documents and agreements concerning our company may be inspected at Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336.

We file reports and other information with the SEC. The SEC maintains an Internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC. Our filings with the SEC are available to the public over the Internet at such website at <http://www.sec.gov>.

I. Subsidiary Information

For a list of our significant wholly-owned direct and indirect subsidiaries and significant non-wholly-owned subsidiaries, please see “*Item 4: Information on the Company – C. Organizational Structure*”.

ITEM 11: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We are exposed to various market risks from changes in interest rates, foreign currency exchange rates and equity prices that may affect our results of operations and financial condition and, consequently, our fair value. Generally, our management believes that our current financial assets and financial liabilities, due to their short-term nature, do not pose significant financial risks. We use various financial instruments to manage our exposure to various financial risks. The policies for controlling the risks associated with financial instruments include, but are not limited to, standardized company procedures and policies on matters such as hedging of risk exposures, avoidance of undue concentration of risk and requirements for collateral (including letters of credit) to mitigate credit risk. We have risk managers to perform audits and checking functions to ensure that company procedures and policies are complied with.

We use derivative instruments to manage certain exposures to commodity price and currency exchange rate risks. The use of derivative instruments depends on our management’s perception of future economic events and developments. These types of derivatives are often very volatile, as they are highly leveraged, given that margin requirements are relatively low in proportion to their notional amounts.

Many of our strategies, including the use of derivative instruments and the types of derivative instruments selected by us, are based on historical trading patterns and correlations and our management’s expectations of future events. However, these strategies may not be fully effective in all market environments or against all types of risks. Unexpected market developments may affect our risk management strategies during this time, and unanticipated developments could impact our risk management strategies in the future. If any of the variety of instruments and strategies we utilize are not effective, we may incur losses.

Please refer to Note 26 of our audited consolidated financial statements for the year ended December 31, 2022, for a qualitative and quantitative discussion of our exposure to market risks and the sensitivity analysis of interest rate, currency and other price risks at December 31, 2022.

ITEM 12: DESCRIPTION OF SECURITIES OTHER THAN EQUITY SECURITIES

Not applicable.

PART II

ITEM 13: DEFAULTS, DIVIDEND ARREARAGES AND DELINQUENCIES

None.

ITEM 14: MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS AND USE OF PROCEEDS

None.

ITEM 15: CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our company's reports filed or submitted under the *Securities Exchange Act of 1934* is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our company's reports filed under the *Securities Exchange Act of 1934* is accumulated and communicated to management, including our company's Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

As required by Rule 13a-15 under the *Securities Exchange Act of 1934*, we have carried out an evaluation of the effectiveness of the design and operation of our company's disclosure controls and procedures as of the end of the period covered by this annual report on Form 20-F, being December 31, 2022. This evaluation was carried out by our Chief Executive Officer (being our principal executive officer) and Chief Financial Officer (being our principal financial officer). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective.

Report of Management on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) or 13d-15(f) under the *Securities Exchange Act of 1934*, as amended. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. Our internal control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets and our consolidated entities;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with IFRS and that receipts and expenditures of our company are being made only in accordance with authorizations of management and our directors; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the consolidated financial statements.

Management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of our internal control over financial reporting as of December 31, 2022. In conducting this evaluation, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control — Integrated Framework (2013)*.

Based on this evaluation, management concluded that, as of December 31, 2022, our internal control over financial reporting was effective.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2022 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitations on Effectiveness of Controls

Internal control over financial reporting has inherent limitations. Internal control over financial reporting is a process that involves human diligence and compliance and is subject to lapses in judgment and breakdowns resulting from human failures. Internal control over financial reporting also can be circumvented by collusion or improper management override. Because of such limitations, there is a risk that material misstatements will not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

ITEM 16: [RESERVED]

ITEM 16A: AUDIT COMMITTEE FINANCIAL EXPERT

Silke Stenger was appointed Chair of our Audit Committee with effect from July 14, 2017. Our board of directors had determined that Ms. Stenger qualified as an “audit committee financial expert” and was “independent”, as such terms are used in Section 303A.02 of the NYSE Listed Company Manual.

ITEM 16B: CODE OF ETHICS

Code of Ethics and Code of Conduct

Our board of directors encourages and promotes a culture of ethical business conduct through the adoption and monitoring of our codes of ethics and conduct, the insider trading policy and such other policies as may be adopted from time to time.

Our board of directors adopted a written Code of Business Conduct and Ethics and Insider Trading Policy on July 12, 2017, referred to as the “Code of Ethics”. Since such adoption, our board of directors has conducted an assessment of its performance, including the extent to which the board and each director comply therewith. It is intended that such assessment will be conducted annually.

A copy of our Code of Ethics is available online at our website at www.scullyroyalty.com. A copy of the Code of Ethics is filed as Exhibit 11.1 to this Annual Report on Form 20-F.

We will provide a copy of the Code of Ethics to any person without charge, upon request. Requests can be sent by mail to: Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336.

ITEM 16C: PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees

The aggregate fees for audit services rendered for the audit of our annual financial statements for the year ended December 31, 2022 by Smythe LLP were \$680,000 (before goods and services tax). The aggregate fees for audit services rendered for the audit of our annual financial statements for the year ended December 31, 2021 by Smythe LLP were \$490,000 (before goods and services tax).

Audit-Related Fees

During each of the years ended December 31, 2022 and 2021, no fees were billed, respectively, by Smythe LLP for services that were reasonably related to the performance of the audit of our financial statements and that were not reported under the category “Audit Fees” above.

Tax Fees

During the fiscal year ended December 31, 2022, \$86,850 (before goods and services tax) was billed by Smythe LLP for tax, compliance services and \$nil was billed by Smythe LLP for tax advice and tax planning. During the fiscal year ended December 31, 2021, no fees were billed by BDO LLP for tax, compliance, tax advice and tax planning.

All Other Fees

During the fiscal year ended December 31, 2022, \$4,500 (before goods and services tax) was billed by Smythe LLP. During the fiscal year ended December 31, 2021, \$3,000 was billed by Smythe LLP for services not related to audit or tax.

Audit Committee Pre-approval Policies and Procedures

The Audit Committee pre-approves all services provided by our independent auditors. All of the services and fees described under the categories of “Audit-Related Fees”, “Tax Fees” and “All Other Fees” were reviewed and approved by the Audit Committee before the respective services were rendered and none of such services were approved by the Audit Committee pursuant to paragraph (c)(7)(i)(C) of Rule 2-01 of Regulation S-X.

ITEM 16D: EXEMPTIONS FROM THE LISTING STANDARDS FOR AUDIT COMMITTEES

Not applicable.

ITEM 16E: PURCHASES OF EQUITY SECURITIES BY THE ISSUER AND AFFILIATED PURCHASERS

In 2020, neither we nor any affiliated purchaser (as defined in the *Securities Exchange Act of 1934*) purchased any of our Common Shares.

ITEM 16F: CHANGE IN REGISTRANT’S CERTIFYING ACCOUNTANT

Not applicable.

ITEM 16G: CORPORATE GOVERNANCE

Our Common Shares are listed on the NYSE. Summarized below are the significant differences between our corporate governance rules and the corporate governance rules applicable to U.S. domestic issuers under the listing standards of the NYSE:

- Section 303A.03 of the NYSE’s Listed Company Manual requires the non-management directors of a listed company to meet at regularly scheduled executive sessions without management.

While our independent directors (all of whom are non-management directors) meet regularly for committee meetings at which they are all present without non-independent directors or management in attendance, they do not generally hold other regularly scheduled meetings at which non-independent directors and members of management are not in attendance.

- Section 303A.08 of the NYSE’s Listed Company Manual requires shareholder approval of all equity compensation plans and material revisions to such plans.

Our current stock option has been approved by our shareholders. However, our plans do not specifically require shareholder approval of material revisions.

ITEM 16H: MINE SAFETY DISCLOSURE

Not applicable.

ITEM 17: FINANCIAL STATEMENTS

Not applicable. Please see “*Item 18: Financial Statements*”.

ITEM 18: FINANCIAL STATEMENTS

The following attached audit reports and financial statements are incorporated herein:

1. Report of Independent Registered Public Accounting Firm (Smythe LLP, Vancouver, Canada: PCAOB ID # 995)	60
2. Consolidated statements of financial position as of December 31, 2022 and 2021	63
3. Consolidated statements of operations for the years ended December 31, 2022, 2021 and 2020	64
4. Consolidated statements of comprehensive loss for the years ended December 31, 2022, 2021 and 2020	65
5. Consolidated statements of changes in equity for the years ended December 31, 2022, 2021 and 2020	66
6. Consolidated statements of cash flows for the years ended December 31, 2022, 2021 and 2020	67
7. Notes to consolidated financial statements	68

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of Scully Royalty Ltd.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated statements of financial position of Scully Royalty Ltd. and its subsidiaries (the “Group”) as of December 31, 2022 and 2021, the related consolidated statements of operations, comprehensive income (loss), changes in equity and cash flows, for each of the years in the three year period ended December 31, 2022, and the related notes (collectively referred to as the “consolidated financial statements”).

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at December 31, 2022 and 2021, and the results of its operations and its cash flows for each of the years in the three year period ended December 31, 2022, in conformity with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board.

Basis for Opinion

These consolidated financial statements are the responsibility of the Group's management. Our responsibility is to express an opinion on the Group's consolidated financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (“PCAOB”) and are required to be independent with respect to the Group in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement, whether due to error or fraud. The Group is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the consolidated financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical Audit Matters

The critical audit matters communicated below are matters arising from the current period audit of the consolidated financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the consolidated financial statements and (2) involved our especially challenging, subjective, or complex judgments. The communication of critical audit matters does not alter in any way our opinion on the consolidated financial statements, taken as a whole, and we are not, by communicating the critical audit matters below, providing separate opinions on the critical audit matters or on the accounts or disclosures to which they relate.

Assessment of the recoverable amounts of nonfinancial assets: interest in the Scully iron ore mine and power plant

As discussed in Notes 11 and 12 to the consolidated financial statements, the Group has interests in the Scully iron ore mine of \$201.8 million, and power plant assets of \$25.8 million as at December 31, 2022. Indicators of impairment were identified for these assets as a result of the Group's market capitalization being significantly lower than the net assets of the Group throughout 2022 and significant fluctuations in commodity prices. The Group estimated the recoverable amounts of these non-financial assets using forecasted production and sales levels, future prices of the underlying commodities, forecasted operating costs, and expected inflation and discount rates.

We identified the assessment of the recoverable amounts in these nonfinancial assets as a critical audit matter. A high degree of auditor judgment was required to evaluate the estimated future cash flows used to determine these recoverable amounts. Significant assumptions utilized in determining the recoverable amounts included forecasted production and sales levels, future commodity prices, operating costs, and expected inflation and discount rates. Minor changes in any of these assumptions could have had a significant effect on the determination of the estimated recoverable amounts. In addition, auditor judgment and reliance on specialists were required to assess the mineral resources and reserves, replacement cost and salvage values, which form the basis of the recoverable values.

Our audit procedures related to the assessment of forecasted production and sales levels, future prices of the underlying commodities, forecasted operating costs, expected inflation rates, and the selection of the discount rates included the following, among others:

- We evaluated the estimate of forecasted production and sales levels by comparing historical estimates to actual results, future estimates to past results, while assessing the anticipated impact of production enhancements.
- With the assistance of valuation specialists, we evaluated the reasonability of the valuation methodology and the related discount rates by testing the source information underlying the determination of the discount rates and developing a range of independent estimates and comparing those to the discount rates used by management.
- We used the work of management's specialists in performing the procedures to evaluate the reasonability of the estimates used to determine the recoverable value of the Group's interest in these assets. As a basis for using the work of management's specialists, we performed the following:
 - Ensured the specialists' qualifications were appropriate, and the Group's relationship with the specialists was assessed for biases.
 - We evaluated the methods and assumptions used by the specialists, tested the data used by the specialists and performed an assessment of the specialists' findings.
 - We evaluated whether the significant assumptions used, such as expected disposal value of certain assets, were reasonable.

Fair value of investment properties

As discussed in Note 10 to the consolidated financial statements, the Group has investment properties of \$31.9 million as at December 31, 2022. The Group has elected the fair value model for investment properties where these assets are measured at fair value subsequent to initial recognition on the consolidated statements of financial position.

We identified the fair value of investment properties as a critical audit matter. The estimates and assumptions with the highest degree of subjectivity and impact on the fair value of the investment properties are future expected market rents and revenues, vacancy rates, operating costs, and discount rates. Auditing these estimates and assumptions require a high degree of judgment as the estimation made by management contains significant measurement uncertainty. This resulted in an increased extent of audit effort, including the use of fair value specialists.

Our audit procedures related to the future expected market rents and revenues, vacancy rates, operating costs, and discount rates included the following, among others:

- Tested management's future expected market rents and revenues, vacancy rates, operating costs and discount rates through independent analysis and comparison to external sources including objective contractual information, and observable economic indicators, where applicable.
- Evaluated management's ability to accurately estimate fair values and future expected market rents and revenues, vacancy rates and operating costs by comparing management's historical fair value estimates and forecasts to actual results.

[Table of Contents](#)

- With the assistance of valuation specialists, we evaluated the reasonableness of the valuation methodology and determination of discount rates by testing the source information underlying the determination of discount rates, developing a range of independent estimates and comparing those to the discount rates used, and considered recent market transactions.
- We used the work of management's specialists in performing the procedures to evaluate the reasonableness of the estimates used to estimate fair values of investment properties. As a basis for using the work of management's specialists, we performed the following:
 - We ensured the specialists' qualifications were appropriate, and the Group's relationship with the specialists was assessed for biases.
 - We evaluated the methods and assumptions used by the specialists, tested the data used by the specialists and performed an assessment of the specialists' findings.
 - We evaluated whether the significant assumptions used were reasonable considering the past performance of the Group, consistency with industry metrics and whether they were consistent with evidence obtained in other areas of the audit.

/s/ Smythe LLP

Smythe LLP
Chartered Professional Accountants

We have served as the Group's auditor since 2020.

Vancouver, Canada
April 26, 2023

SCULLY ROYALTY LTD.
CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Canadian Dollars in Thousands)

	Notes	December 31, 2022	December 31, 2021
ASSETS			
Current Assets			
Cash		\$ 63,717	\$ 54,873
Securities	6	30,293	19,256
Trade receivables	7	3,829	4,164
Tax receivables		631	1,092
Other receivables	8	43,502	64,446
Inventories	9	840	1,100
Restricted cash		365	142
Deposits, prepaid and other		1,688	581
Assets held for sale	4	34,743	—
Total current assets		179,608	145,654
Non-current Assets			
Securities	6	2,435	3,625
Real estate for sale	15	12,920	12,867
Investment property	10, 15	31,850	34,430
Property, plant and equipment	11	28,871	49,065
Interests in resource properties	12	201,802	254,706
Deferred income tax assets	13	9,677	9,619
Other		8,314	—
Total non-current assets		295,869	364,312
		<u>\$ 475,477</u>	<u>\$ 509,966</u>
LIABILITIES AND EQUITY			
Current Liabilities			
Account payables and accrued expenses	14	\$ 21,099	\$ 11,346
Income tax liabilities		1,515	1,002
Liabilities relating to assets held for sale	4	20,358	—
Total current liabilities		42,972	12,348
Non-current Liabilities			
Bonds payable	15, 24	35,538	35,227
Loan payable	26	7,424	6,817
Decommissioning obligations	16	—	15,096
Deferred income tax liabilities	13	56,570	67,461
Other		466	483
Total non-current liabilities		99,998	125,084
Total liabilities		142,970	137,432
Equity			
Capital stock, fully paid	17	19	19
Additional paid-in capital	17	313,070	312,468
Treasury stock	17	(2,643)	(2,643)
Contributed surplus		18,687	18,988
(Deficit) retained earnings		(31,499)	9,078
Accumulated other comprehensive income		27,524	27,690
Shareholders' equity		325,158	365,600
Non-controlling interests		7,349	6,934
Total equity		332,507	372,534
		<u>\$ 475,477</u>	<u>\$ 509,966</u>

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

SCULLY ROYALTY LTD.

CONSOLIDATED STATEMENTS OF OPERATIONS
For the Years Ended December 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands, Except per Share Amounts)

	Notes	2022	2021	2020
Gross revenues	18	\$ 63,689	\$ 71,291	\$ 59,432
Costs and expenses:				
Costs of sales and services	18	29,882	30,918	26,870
Selling, general and administrative	18	28,480	21,144	19,901
Selling, general and administrative - share-based compensation	19	—	2,497	—
Finance costs		1,809	1,935	1,881
(Reversal of) credit losses	18	(47)	88	(3,108)
Impairment of assets held for sale	4	31,443	—	—
Exchange differences on foreign currency transactions, net (gain) loss		(3,922)	(2,838)	2,709
		<u>87,645</u>	<u>53,744</u>	<u>48,253</u>
(Loss) income before income taxes		(23,956)	17,547	11,179
Income tax recovery (expense):				
Income taxes	20	6,207	(2,289)	(4,893)
Resource property revenue taxes	20	(5,658)	(7,887)	(6,074)
	20	<u>549</u>	<u>(10,176)</u>	<u>(10,967)</u>
Net (loss) income for the year		(23,407)	7,371	212
Net loss attributable to non-controlling interests		9	193	157
Net (loss) income attributable to owners of the parent company		<u>\$ (23,398)</u>	<u>\$ 7,564</u>	<u>\$ 369</u>
(Loss) earnings per share:				
Basic	21	\$ (1.58)	\$ 0.51	\$ 0.03
Diluted	21	<u>\$ (1.58)</u>	<u>\$ 0.51</u>	<u>\$ 0.03</u>
Weighted average number of common shares outstanding				
Basic	21	14,811,118	14,779,302	14,779,302
Diluted	21	14,811,118	14,908,312	14,779,302

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

SCULLY ROYALTY LTD.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE (LOSS) INCOME
For the Years Ended December 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

	2022	2021	2020
Net (loss) income for the year	\$ (23,407)	\$ 7,371	\$ 212
Other comprehensive (loss) income, net of income taxes:			
Items that will be reclassified subsequently to profit or loss			
Exchange differences arising from translating financial statements of foreign operations	1,136	(6,217)	7,219
Reclassification adjustment for exchange differences to consolidated statements of operations for subsidiaries deconsolidated	9	—	215
Net exchange difference	1,145	(6,217)	7,434
Fair value (loss) gain on securities at fair value through other comprehensive income	(920)	(57)	150
Reclassification of impairment charge to consolidated statements of operations	—	219	(97)
Net fair value (loss) gain on securities at fair value through other comprehensive income	(920)	162	53
	225	(6,055)	7,487
Total comprehensive (loss) income for the year	(23,182)	1,316	7,699
Comprehensive (gain) loss attributable to non-controlling interests	(382)	243	233
Comprehensive (loss) income attributable to owners of the parent company	\$ (23,564)	\$ 1,559	\$ 7,932

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

SCULLY ROYALTY LTD.

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
For the Years Ended December 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

	Capital Stock		Treasury Stock		Contributed Surplus		Accumulated Other Comprehensive Income (Loss)				
	Number of Shares	Amount	Number of Shares	Amount	Share-based Compensation	(Deficit) Retained Earnings	Securities at Fair Value Through Other Comprehensive Income	Currency Translation Adjustments	Shareholders' Equity	Non-controlling Interests	Total Equity
Balance at January 1, 2020	12,620,448	\$ 312,487	(65,647)	\$ (2,643)	\$ 16,627	\$ 1,009	\$ (145)	\$ 26,277	\$ 353,612	\$ 8,402	\$ 362,014
Net income (loss)	—	—	—	—	—	369	—	—	369	(157)	212
Issuance of shares in a subsidiary to a non-controlling interest	—	—	—	—	—	—	—	—	—	8	8
Dividends paid/payable to non-controlling interest	—	—	—	—	—	—	—	—	—	(37)	(37)
Disposition of a subsidiary	—	—	—	—	—	—	—	—	—	(960)	(960)
Net fair value gain	—	—	—	—	—	—	53	—	53	—	53
Net exchange differences	—	—	—	—	—	—	—	7,510	7,510	(76)	7,434
Balance at December 31, 2020	12,620,448	312,487	(65,647)	(2,643)	16,627	1,378	(92)	33,787	361,544	7,180	368,724
Net income (loss)	—	—	—	—	—	7,564	—	—	7,564	(193)	7,371
Shares issued from stock dividends (Note 17)	2,236,133	—	(11,632)	—	—	—	—	—	—	—	—
Forfeiture of stock options (Note 19)	—	—	—	—	(136)	136	—	—	—	—	—
Share-based compensation	—	—	—	—	2,497	—	—	—	2,497	—	2,497
Dividends payable to non-controlling interest	—	—	—	—	—	—	—	—	—	(3)	(3)
Net fair value gain	—	—	—	—	—	—	162	—	162	—	162
Net exchange differences	—	—	—	—	—	—	—	(6,167)	(6,167)	(50)	(6,217)
Balance at December 31, 2021	14,856,581	312,487	(77,279)	(2,643)	18,988	9,078	70	27,620	365,600	6,934	372,534
Net loss	—	—	—	—	—	(23,398)	—	—	(23,398)	(9)	(23,407)
Exercise of stock options (Note 17)	42,949	602	—	—	(196)	—	—	—	406	—	406
Forfeiture of stock options	—	—	—	—	(105)	105	—	—	—	—	—
Share subscription from non-controlling interest	—	—	—	—	—	—	—	—	—	21	21
Dividends paid to owners of the Company	—	—	—	—	—	(16,928)	—	—	(16,928)	—	(16,928)
Dividends paid to non-controlling interests	—	—	—	—	—	—	—	—	—	(344)	(344)
Disposition of ownership interest to non-controlling interest	—	—	—	—	—	(356)	—	—	(356)	356	—
Net fair value loss	—	—	—	—	—	—	(920)	—	(920)	—	(920)
Net exchange differences	—	—	—	—	—	—	—	754	754	391	1,145
Balance at December 31, 2022	14,899,530	\$ 313,089	(77,279)	\$ (2,643)	\$ 18,687	\$ (31,499)	\$ (850)	\$ 28,374	\$ 325,158	\$ 7,349	\$ 332,507

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

SCULLY ROYALTY LTD.

CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Years Ended December 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

	Notes	2022	2021	2020
Cash flows from operating activities:				
Net (loss) income for the year		\$ (23,407)	\$ 7,371	\$ 212
Adjustments for:				
Amortization, depreciation and depletion		10,699	11,023	11,470
Exchange differences on foreign currency transactions		(3,922)	(2,838)	2,709
Loss (gain) on securities	18	2,436	2,320	(758)
Gain on derivatives	18	—	(1,376)	—
(Gain) loss on dispositions of subsidiaries	18	(264)	—	546
Impairment of assets held for sale	4	31,443	—	—
Share-based compensation	19	—	2,497	—
(Recovery of) deferred income taxes	20	(7,557)	2,074	4,798
Interest accretion		385	332	143
Change in fair value of investment property and real estate held for sale	18	(96)	(407)	(757)
Change in fair value of a loan payable measured at FVTPL	18	141	1,616	549
(Reversal of) credit losses	18	(47)	88	(3,108)
(Reversal of) write-downs of inventories	18	(21)	(19)	469
Write-offs of intangible assets and prepaid		—	—	25
Gains on settlements and derecognition of liabilities	18	(69)	(390)	(2,600)
Changes in operating assets and liabilities, net of effects of acquisitions and dispositions:				
Short-term securities		(12,509)	(3,949)	(2,608)
Receivables		24,269	(24,489)	(33,847)
Inventories		295	333	517
Restricted cash		(211)	20	(60)
Deposits, prepaid and other		(1,034)	415	97
Account payables and accrued expenses		9,876	(1,685)	521
Income tax liabilities		509	563	26
Other		(279)	(136)	385
Cash flows provided by (used in) operating activities		30,637	(6,637)	(21,271)
Cash flows from investing activities:				
Purchases of property, plant and equipment, net		(472)	(982)	(227)
Proceeds from sales of investment property		2,643	11	4,564
Increase in loan receivables		(6,848)	—	(265)
Dispositions of subsidiaries, net of cash and cash equivalents disposed of		—	—	(873)
Other		—	—	220
Cash flows (used in) provided by investing activities		(4,677)	(971)	3,419
Cash flows from financing activities:				
Dividends paid to owners of the Company	22	(16,928)	—	—
Reductions in lease liabilities	24	(350)	(424)	(451)
Exercise of stock options		406	—	—
Dividends paid to non-controlling interests		(341)	—	(30)
Other		21	—	(17)
Cash flows used in financing activities		(17,192)	(424)	(498)
Exchange rate effect on cash		76	(647)	3,628
Increase (decrease) in cash		8,844	(8,679)	(14,722)
Cash, beginning of year		54,873	63,552	78,274
Cash, end of year		\$ 63,717	\$ 54,873	\$ 63,552
Supplemental cash flows disclosures (see Note 24)				
Interest received		\$ 491	\$ 221	\$ 484
Dividends received		268	244	11
Interest paid		(1,562)	(1,747)	(1,880)
Income taxes paid		(5,876)	(9,526)	(3,730)

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

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 1. Nature of Business

Scully Royalty Ltd. (“Scully” or the “Company”) is incorporated under the laws of the Cayman Islands. Scully and the entities it controls are collectively known as the “Group” in these consolidated financial statements. The Group’s core asset is a 7% net revenue royalty interest in the Scully iron ore mine in Newfoundland & Labrador, Canada. Scully is listed on the New York Stock Exchange under the symbol SRL. The Company’s primary business office is Room 2103 Shanghai Mart Tower, 2299 Yan An Road West, Changning District, Shanghai China 200336.

Note 2. Basis of Presentation and Summary of Significant Accounting Policies

A. Basis of Presentation

Basis of Accounting

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”). Scully complies with all the requirements of IFRS. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied.

These consolidated financial statements were prepared using going concern, accrual (except for cash flow information) and historical cost (except for investment property and certain financial assets and financial liabilities which are measured at fair value) bases.

In assessing the Group’s ability to continue as a going concern and the appropriateness of assuming the going concern basis in the preparation of its consolidated financial statements, management considered the impact and potential impact from the outbreak of a novel coronavirus (“COVID-19”) in 2019 and the subsequent spread of the virus globally through 2020 to early 2023 and the ongoing Russia-Ukraine war since February 2022 (see Note 2D(v)).

The presentation currency of these consolidated financial statements is the Canadian dollar (\$), rounded to the nearest thousand (except per share amounts and currency rates), unless otherwise indicated.

Principles of Consolidation

These consolidated financial statements include the accounts of Scully and entities it controls. The Company controls an investee if and only if it has all the following: (a) power over the investee; (b) exposure, or rights, to variable returns from its involvement with the investee; and (c) the ability to use its power over the investee to affect the amount of its returns. When the Group holds, directly or indirectly, more than 50% of the voting power of an investee, it is presumed that the Group controls the investee, unless it can be clearly demonstrated that this is not the case. Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases. All intercompany balances and transactions, including unrealized profits arising from intragroup transactions, have been eliminated in full. Unrealized losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

On the acquisition date, a non-controlling interest is measured at either its fair value or its proportionate share in the recognized amounts of the subsidiary’s identifiable net assets, on a transaction-by-transaction basis. Subsequently, the non-controlling interest increases or decreases for its share of changes in equity since the acquisition date.

After initial consolidation of a subsidiary, when the proportion of equity held by non-controlling interests changes, the Group, as long as it continues to control the subsidiary, adjusts the carrying amounts of the controlling and non-controlling interests to reflect the changes in their relative interests in the subsidiary. The Group recognizes directly in equity any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received and attributes such difference to the owners of Scully.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

When the Group loses control of a subsidiary, it: (a) derecognizes (i) the assets (including any goodwill) and liabilities of the subsidiary at their carrying amounts at the date when control is lost and (ii) the carrying amount of any non-controlling interests in the former subsidiary at the date when control is lost (including any components of other comprehensive income attributable to them); (b) recognizes (i) the fair value of the consideration received, if any, from the transaction, event or circumstances that resulted in the loss of control, (ii) if the transaction, event or circumstances that resulted in the loss of control involves a distribution of shares of the subsidiary to owners in their capacity as owners, that distribution and (iii) any investment retained in the former subsidiary at its fair value at the date when control is lost; (c) reclassifies to profit or loss, or transfers directly to retained earnings if required by IFRS, the amounts recognized in other comprehensive income in relation to the subsidiary; and (d) recognizes any resulting difference as a gain or loss under costs of sales and services in profit or loss attributable to the owners of Scully.

The financial statements of Scully and its subsidiaries used in the preparation of these consolidated financial statements are prepared as of the same date, using uniform accounting policies for like transactions and other events in similar circumstances.

Foreign Currency Translation

The presentation currency of the Group's consolidated financial statements is the Canadian dollar.

Scully conducts its business throughout the world through its foreign operations. Foreign operations are entities that are subsidiaries or branches, the activities of which are based or conducted in countries or currencies other than those of Scully. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash. Foreign currency is a currency other than the functional currency of the entity. The functional currencies of the Company and its subsidiaries and branches primarily comprise the Canadian dollar, Euro ("EUR" or "€") and United States dollar ("US\$").

Reporting foreign currency transactions in the functional currency

A foreign currency transaction is a transaction that is denominated or requires settlement in a foreign currency. A foreign currency transaction is recorded, on initial recognition in an entity's functional currency, by applying to the foreign currency amount the spot exchange rate between the functional currency and the foreign currency at the date of the transaction. At the end of each reporting period: (a) foreign currency monetary items are translated using the closing rate; (b) non-monetary items denominated in a foreign currency that are measured in terms of historical cost are translated using the exchange rate at the date of the transaction; and (c) foreign currency non-monetary items that are measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous periods are recognized in profit or loss in the period in which they arise, except for exchange differences arising on a monetary item that forms part of a reporting entity's net investment in a foreign operation which are initially recorded in other comprehensive income in the consolidated financial statements and reclassified from equity to profit or loss on disposal of the net investment.

When a gain or loss on a non-monetary item is recognized in other comprehensive income, any exchange component of that gain or loss is recognized in other comprehensive income. Conversely, when a gain or loss on a non-monetary item is recognized in profit or loss, any exchange component of that gain or loss is recognized in profit or loss.

SCULLY ROYALTY LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)****Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)**Use of a presentation currency other than the functional currency.

When an entity presents its financial statements in a currency that differs from its functional currency, the results and financial position of the entity are translated into the presentation currency using the following procedures: (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the date of the statement of financial position; (b) income and expenses for each statement of operations presented are translated at exchange rates at the dates of the transactions or, for practical reasons, the average exchange rates for the periods when they approximate the exchange rates at the dates of the transactions; (c) individual items within equity are translated at either the historical exchange rates when practical or at the closing exchange rates at the date of the statement of financial position; and (d) all resulting exchange differences are recognized in other comprehensive income.

The following table sets out exchange rates for the translation of the Euro and United States dollar, which represented the major trading currencies of the Group, into the Canadian dollar:

	EUR	US\$
Closing rate at December 31, 2022	1.4458	1.3544
Average rate for the year 2022	1.3696	1.3013
Closing rate at December 31, 2021	1.4391	1.2678
Average rate for the year 2021	1.4828	1.2535
Closing rate at December 31, 2020	1.5608	1.2732
Average rate for the year 2020	1.5298	1.3415

Fair Value Measurement

Certain assets and liabilities of the Group are measured at fair value (see Note 2B).

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. A fair value measurement is for a particular asset or liability. Therefore, when measuring fair value, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. A fair value measurement assumes that the transaction to sell the asset or transfer the liability takes place either:

- (a) in the principal market for the asset or liability; or
- (b) in the absence of a principal market, in the most advantageous market for the asset or liability.

The Group measures the fair value of an asset or a liability using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. IFRS 13, *Fair Value Measurement* ("IFRS 13"), establishes a fair value hierarchy that categorizes the inputs to valuation techniques used to measure fair value into three levels:

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Level 3 inputs are unobservable inputs for the asset or liability.

Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

Non-current Assets Held for Sale

A non-current asset (or disposal group) is classified as held for sale if its carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, the asset (or disposal group) must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such asset (or disposal group), the appropriate level of management must be committed to a plan to sell the asset (or disposal group) and an active program to locate a buyer and complete the plan must have been initiated. Further, the asset (or disposal group) must be actively marketed for sale at a price that is reasonable in relation to its current fair value and the sale is highly probable to complete within one year from the date of classification, except as permitted under certain events and circumstances. If the aforesaid criteria are no longer met, the Group ceases to classify the asset (or disposal group) as held for sale.

Non-current assets (and disposal groups) classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. The Group does not depreciate or amortize a non-current asset while it is classified as held for sale. Immediately before the initial classification of the assets (or disposal group) as held for sale, the carrying amounts of the asset (or all the assets and liabilities in the group) are measured in accordance with applicable IFRS.

Use of Estimates and Assumptions and Measurement Uncertainty

The timely preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Management's best estimates are based on the facts and circumstances available at the time estimates are made, historical experience, general economic conditions and trends and management's assessment of probable future outcomes of these matters. Actual results could differ from these estimates and such differences could be material. For critical judgments in applying accounting policies and major sources of estimation uncertainty. See Notes 2C and 2D.

B. Significant Accounting Policies

(i) Financial Instruments

Financial assets and financial liabilities are recognized in the consolidated statement of financial position when the Group becomes a party to the financial instrument contract. A financial asset is derecognized either when the Group has transferred the financial asset and substantially all the risks and rewards of ownership of the financial asset or when the contractual rights to the cash flows expire. A financial liability is derecognized when the obligation specified in the contract is discharged, cancelled or expired.

The Group classifies its financial assets into the following measurement categories: (a) subsequently measured at fair value (either through other comprehensive income ("FVTOCI") or through profit or loss ("FVTPL") and (b) subsequently measured at amortized cost. The classification of financial assets depends on the Group's business model for managing the financial assets and the terms of the contractual cash flows. The Group classifies its financial liabilities as subsequently measured at amortized cost, except for financial liabilities at FVTPL. Change in the fair value of a loan payable measured at FVTPL is included in costs of sales and services.

Regular way purchases and sales of financial assets are accounted for at the settlement date.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

When a financial asset or financial liability is recognized initially, the Group measures it at its fair value plus, in the case of a financial asset or financial liability not at FVTPL, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs related to the acquisition or issue of a financial asset or financial liability at FVTPL are expensed as incurred. The subsequent measurement of a financial instrument and the recognition of associated gains and losses are determined by the financial instrument classification.

A gain or loss on a financial asset or financial liability classified as FVTPL is recognized in profit or loss for the period in which it arises. A gain or loss on a financial asset measured at FVTOCI is recognized in other comprehensive income, except for impairment gains or losses and foreign exchange gains and losses, until the financial asset is derecognized. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment. Interest calculated using the effective interest method is recognized in profit or loss. For financial assets and financial liabilities carried at amortized cost, a gain or loss is recognized in profit or loss when the financial asset or financial liability is derecognized or impaired and through the amortization process.

Net gains or net losses on financial instruments at FVTPL do not include interest or dividend income.

Whenever quoted market prices are available, bid prices are used for the measurement of fair value of financial assets while ask prices are used for financial liabilities. When the market for a financial instrument is not active, the Group establishes fair value by using a valuation technique. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties, if available; reference to the current fair value of another financial instrument that is substantially the same; discounted cash flow analysis; option pricing models; and other valuation techniques commonly used by market participants to price the financial instrument.

(ii) Cash

Cash include cash on hand and cash at banks which have maturities of three months or less from the date of acquisition and are generally interest-bearing.

Restricted cash refers to money that is held for a specific purpose and therefore not available to the Group for immediate or general business use. Restricted cash is accounted for as a separate item from cash on the Group's consolidated statements of financial position.

(iii) Securities

Investments in equity securities are measured at FVTPL.

Debt securities which are held within a business model whose objective is to collect the contractual cash flows and sell the debt securities, and have contractual cash flows that are solely payments of principal and interest on the principal outstanding are measured at FVTOCI. Debt securities which are not held within a business model whose objective is to collect the contractual cash flows and sell the debt securities, or that do not have contractual cash flows that are solely payments of principal and interest on the principal outstanding are measured at FVTPL.

Gains and losses on sales of securities are calculated on the average cost basis.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(iv) Securities and Financial Liabilities – Derivatives

A derivative is a financial instrument or other contract with all three of the following characteristics: (a) its value changes in response to the change in a specified interest rate, financial instrument price, product price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable; (b) it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and (c) it is settled at a future date. A derivative financial instrument is either exchange-traded or negotiated. A derivative financial instrument is included in the consolidated statements of financial position as a security (i.e. financial asset) or a financial liability and measured at FVTPL. The recognition and measurement of a derivative financial instrument does not apply to a contract that is entered into and continues to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Group's expected purchase, sale or usage requirements, unless the Group, as allowed under IFRS 9, *Financial Instruments* ("IFRS 9"), designates the contract as measured at FVTPL if it eliminates or significantly reduces a measurement inconsistency.

Where the Group has both the legal right and intent to settle derivative assets and liabilities simultaneously with the counterparty, the net fair value of the derivative financial instruments is reported as an asset or liability, as appropriate.

Changes in the fair values of derivative financial instruments that do not qualify for hedge accounting are recognized in profit or loss as they arise.

(v) Receivables

Generally, trade and other receivables are measured at amortized cost.

Receivables are net of an allowance for expected credit losses, if any. The Group performs ongoing credit evaluations of its customers and recognizes a loss allowance for expected credit losses. Receivables are considered past due on an individual basis based on the terms of the contracts.

(vi) Allowance for Credit Losses

The Group recognizes and measures a loss allowance for expected credit losses on financial assets which are measured at amortized cost or at FVTOCI, including a lease receivable, a contract asset or a loan commitment and a financial guarantee contract. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition based on all information available, and reasonable and supportive forward-looking information.

When there is a significant increase in credit risk or for credit-impaired financial assets, the loss allowance equals the lifetime expected credit losses which is defined as the expected credit losses that result from all possible default events over the expected life of a financial instrument. If, at the reporting date, the credit risk on a financial asset has not increased significantly since initial recognition, the Group measures the loss allowance for the financial instrument at an amount equal to the 12-month expected credit losses which is defined as the portion of lifetime expected credit losses that represent the expected credit losses that result from default events on the financial instrument that are possible within the 12 months after the reporting date.

As required by IFRS 9, the Group always measures the loss allowance at an amount equal to lifetime expected credit losses for trade receivables and contract assets that result from transactions that are within the scope of IFRS 15, *Revenue from Contracts with Customers*.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

The Group's allowance for credit losses is maintained at an amount considered adequate to absorb expected or estimated credit-related losses. Such allowance reflects management's best estimate of the losses in the Group's financial assets and judgments about economic conditions. Estimates and judgments could change in the near term, and could result in a significant change to a recognized allowance. An allowance for credit losses is increased by provisions, which are recognized in profit or loss and reduced by write-offs net of any recoveries. Write-offs are generally recorded after all reasonable restructuring or collection activities have taken place and there is no realistic prospect of recovery.

(vii) Inventories

Inventories principally consist of raw materials, work-in-progress, and finished goods. Inventories are recorded at the lower of cost and net realizable value. Cost, where appropriate, includes an allocation of manufacturing overheads incurred in bringing inventories to their present location and condition and is assigned by using the first-in, first-out or weighted average cost formula, depending on the class of inventories. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. The amount of any write-down of inventories to net realizable value and all losses of inventories are recognized as an expense in the period the write-down or loss occurs. The reversal of a write-down of inventories arising from an increase in net realizable value is recognized as a reduction in the amount of costs of sales and services in the period in which the reversal occurs.

(viii) Real Estate for Sale

Real estate for sale is real estate intended for sale in the ordinary course of business or in the process of construction or development for such sale. The Group's real estate for sale forms part of the security package for the €25,000 in principal amount of bonds (see Note 15) issued by Merkanti Holding plc ("Merkanti Holding") in the year ended December 31, 2019, and to the extent that any sales of these properties, in whole or in part, cause the security to fall below a certain ratio, proceeds of said sale, up to an amount of the collateral shortfall, are required to be placed as cash collateral with the bondholder trustee until maturity.

Real estate for sale is measured at the lower of cost (on a specific item basis) and net realizable value. Net realizable value is estimated by reference to sale proceeds of similar properties sold in the ordinary course of business less all estimated selling expenses around the reporting date, or by management estimates based on prevailing market conditions. The amount of any write-down of properties to net realizable value is recognized as an expense in the period the write-down occurs. The reversal of a write-down arising from an increase in net realizable value is recognized in the period in which the reversal occurs.

All of the Group's real estate is located in Europe.

(ix) Investment Property

Investment property is property that is held for generating rental income or for capital appreciation or both, rather than for: (a) use in the production or supply of goods or services or for administrative purposes; or (b) sale in the ordinary course of business. The Group's investment property comprises freehold land and buildings. The Group's investment property forms part of the security package for the €25,000 in principal amount of bonds (see Note 15) issued by Merkanti Holding in the year ended December 31, 2019. Investment property is initially recognized at cost including related transaction costs. After initial recognition, investment property is measured at fair value, with changes in fair value recognized in profit or loss in the period in which they arise.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

The Group determines fair value without any deduction for transaction costs it may incur on sale or other disposal. Fair value of the Group's investment property is based on valuations prepared annually by external evaluators in accordance with guidance issued by the International Valuation Standards Council and reviewed by the Group, or these valuations are updated by management when there are no significant changes in the inputs to the valuation prepared by external evaluators in the preceding year, in accordance with guidance on fair value in IFRS 13.

(x) Property, Plant and Equipment

Property, plant and equipment are carried at cost, net of accumulated depreciation and, if any, accumulated impairment losses. The initial cost of an item of property, plant and equipment comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into operation, the initial estimate of any decommissioning obligation, if any, and, for qualifying assets, borrowing costs. The purchase price or construction cost is the aggregate amount paid and the fair value of any other consideration given to acquire the asset. Where an item of property, plant and equipment or part of the item that was separately depreciated is replaced and it is probable that future economic benefits associated with the replacement item will flow to the Group, the cost of the replacement item is capitalized and the carrying amount of the replaced asset is derecognized. All other replacement expenditures are recognized in profit or loss when incurred.

Inspection costs associated with major maintenance programs are capitalized and amortized over the period to the next inspection. All other maintenance costs are expensed as incurred.

When a right-of-use asset is acquired under a lease contract, the asset is measured at cost at the commencement date. The cost of the right-of-use asset comprises: (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives received; (c) any initial direct costs incurred by the Group; and (d) an estimate of costs to be incurred by the Group in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. After the commencement date, the Group measures the right-of-use asset applying a cost model whereby the Group measures the right-of-use asset at cost less any accumulated depreciation and any accumulated impairment losses and adjusts it for any remeasurement of the lease liabilities reflecting any reassessment, lease modifications or revised in-substance fixed lease payments.

The depreciable amounts of the Group's property, plant, and equipment (i.e. the costs of the assets less their residual values) are depreciated according to the following estimated useful lives and methods, other than the right-of-use assets which are depreciated from lease commencement dates to the earlier of the end of their useful lives or the end of their lease terms:

	Lives	Method
Processing plant and equipment	5 to 20 years	straight-line
Refinery and power plants	20 to 30 years	straight-line
Office equipment and other	3 to 10 years	straight-line
Office premises	2 to 10 years	straight-line

Depreciation expense is included in costs of sales and services or selling, general and administrative expense, whichever is appropriate.

The residual value and the useful life of an asset are reviewed at least at each financial year-end and, if expectations differ from previous estimates, the changes, if any, are accounted for as a change in an accounting estimate in accordance with IAS 8, *Accounting Policies, Changes in Accounting Estimates and Errors* ("IAS 8"). The depreciation method applied to an asset is reviewed at least at each financial year-end and, if there has been a significant change in the expected pattern of consumption of the future economic benefits embodied in the asset, the method is changed to reflect the changed pattern.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

The carrying amount of an item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the item) is included in profit or loss in the period in which the item is derecognized.

(xi) Interests in Resource Properties

The Group's interests in resource properties are mainly comprised of an interest in the Scully iron ore mine, and to a lesser extent, hydrocarbon development and production assets and exploration and evaluation assets (comprising hydrocarbon probable reserves and hydrocarbon undeveloped lands).

Interests in resource properties are initially measured at cost and subsequently carried at cost less accumulated depletion and, if any, accumulated impairment losses.

The carrying amount of an interest in a resource property is depleted using the unit of production method by reference to the ratio of production in the period to the related reserves.

(a) Interest in the Scully iron ore mine

The Group derives revenue from a mining sub-lease of the lands upon which the Scully iron ore mine is situated in the Province of Newfoundland and Labrador, Canada. The sub-lease commenced in 1956 and expires in 2055.

For the interest in an iron ore mine, depletion is calculated based on proved and probable reserves. The estimate of the reserves of iron ore is reviewed whenever significant new information about the reserve is available, or at least at each financial year-end.

(b) Hydrocarbon development and production assets

(1) Recognition and measurement

The cost of an interest in resource property includes the initial purchase price and directly attributable expenditures to find, develop, construct and complete the asset. This cost includes reclassifications from exploration and evaluation assets, installation or completion of infrastructure facilities such as platforms, pipelines and the drilling of development wells, including unsuccessful development or delineation wells. Any costs directly attributable to bringing the asset to the location and condition necessary to operate as intended by management and result in an identifiable future benefit are also capitalized. These costs include an estimate of decommissioning obligations and, for qualifying assets, capitalized borrowing costs.

(2) Subsequent costs

Costs incurred subsequent to the determination of technical feasibility and commercial viability and the costs of replacing parts of property are capitalized only when they increase the future economic benefits embodied in the specific asset to which they relate. Such capitalized costs generally represent costs incurred in developing proved reserves and bringing in, or enhancing production from, such reserves and are accumulated on a field or geotechnical area basis. All other expenditures are recognized in profit or loss as incurred. The costs of periodic servicing of the properties are recognized in costs of sales and services as incurred.

The carrying amount of any replaced or sold component is derecognized.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(3) Depletion

For interests in hydrocarbon development and production assets, depletion is calculated based on proved producing reserves, taking into account estimated future development costs necessary to bring those reserves into production and the estimated salvage values of the assets at the end of their estimated useful lives. Future development costs are estimated taking into account the level of development required to continue to produce the reserves. Reserves for hydrocarbon development and production assets are estimated annually by independent qualified reserve evaluators and represent the estimated quantities of natural gas, natural gas liquids and crude oil which geological, geophysical and engineering data demonstrate with a specified degree of certainty to be recoverable in future years from known reservoirs and which are considered commercially producible. For depletion purposes, relative volumes of petroleum and natural gas production and reserves are converted at the energy equivalent conversion rate of six thousand cubic feet of natural gas to one barrel of crude oil.

(c) Exploration and evaluation assets

Exploration and evaluation costs, including the costs of acquiring undeveloped land and drilling costs are initially capitalized until the drilling of the well is complete and the results have been evaluated in order to determine the technical feasibility and commercial viability of the asset. Technical feasibility and commercial viability are considered to be determinable when proved and/or probable reserves are determined to exist. When proved and/or probable reserves are found, the drilling costs and the costs of associated hydrocarbon undeveloped lands are reclassified to hydrocarbon development and production assets or from hydrocarbon undeveloped lands to hydrocarbon probable reserves. The cost of hydrocarbon undeveloped land that expires or any impairment recognized during a period is charged to profit or loss. Pre-licence costs are recognized in profit or loss as incurred.

(xii) Impairment of Non-financial Assets

The Group reviews the carrying amounts of its non-financial assets at each reporting date to determine whether there is any indication of impairment. If any such indication exists, an asset's recoverable amount is estimated.

The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Where an individual asset does not generate separately identifiable cash flows, an impairment test is performed at the cash-generating unit ("CGU") level. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. Where the carrying amount of an asset (or CGU) exceeds its recoverable amount, the asset (or CGU) is considered impaired and written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, an appropriate valuation model is used. These calculations are corroborated by external valuation metrics or other available fair value indicators wherever possible.

An assessment is made at the end of each reporting period whether there is an indication that previously recognized impairment losses no longer exist or have decreased. If such indication exists, an estimate of the asset's (or CGU's) recoverable amount is reviewed. A previously recognized impairment loss is reversed to the extent that the events or circumstances that triggered the original impairment have changed. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, depletion and amortization, had no impairment loss been recognized for the asset in prior periods. A reversal of an impairment loss for a CGU is allocated to the assets of the CGU pro-rata with the carrying amounts of those assets.

The Group's interest in iron ore mine is assessed at the end of each reporting period whether there is any indication that the interest may be impaired. Impairment is recognized if the recoverable amount, determined as its value in use, is less than the carrying value. The Group's interest in the iron ore mine is an individual asset which generates cash flows that are completely independent of those from other assets. As a result, the interest in the iron ore mine is tested for impairment on a standalone basis.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Hydrocarbon probable reserves are tested for impairment when they are reclassified to hydrocarbon development and production assets or when indicators exist that suggest the carrying amount may exceed the recoverable amount. For purposes of impairment testing, hydrocarbon probable reserves are grouped with related producing resource properties as a CGU with common geography and geological characteristics.

Undeveloped lands are evaluated for indicators separately from hydrocarbon development and production assets and hydrocarbon probable reserves. Impairment is assessed by comparing the carrying amount of undeveloped lands to values determined by an independent land evaluator based on recent market transactions. Management also takes into account future plans for those properties, the remaining terms of the leases and any other factors that may be indicators of potential impairment.

(xiii) Financial Liabilities

The Group measures financial liabilities at either amortized cost or FVTPL. Financial liabilities are measured at amortized cost, unless either it is held for trading and hence required to be measured at FVTPL or the Group elects to measure the financial liability at FVTPL where permitted by IFRS 9.

(xiv) Leases

At the commencement date of a lease contract under which the Group is the lessee, the Group recognizes a right-of-use asset and a lease liability which is measured at the present value of the lease payments that are not paid at that date, discounted using the interest rate implicit in the lease (or if the rate cannot be readily determined, the Group company's incremental borrowing rate). After the commencement date, the Group (a) measures the lease liability by (i) increasing the carrying amount to reflect interest on the lease liability; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments; and (b) recognizes in profit or loss, unless the costs are included in the carrying amount of another asset, both (i) interest on the lease liability and (ii) variable lease payments not included in the measurement of the lease liability in the period in which the event or condition that triggers those payments occur.

The Group has elected not to apply IFRS 16, *Leases* ("IFRS 16") to short-term leases and leases for which the underlying asset is of low value and, as such, recognizes the lease payments associated with those leases as an expense on a straight-line basis.

The right-of-use assets are included in property, plant and equipment (see Note 2B (x)) and the lease liabilities are included in account payables and accrued expenses under current liabilities and/or other non-current liabilities.

Amendments to IFRS 16 on COVID-19-related Rent Concessions

In May 2020, the IASB issued amendments to IFRS 16 and provided a practical expedient that permits lessees (not lessors) to account for certain rent concessions in profit or loss as if they were not lease modifications. The practical expedient only applies to rent concessions occurring as a direct consequence of the COVID-19 pandemic and only if certain conditions are met. The amendments only apply to reduction in lease payments which affects only payments due on or before June 30, 2021. The amendments are effective for annual reporting periods beginning on or after June 1, 2020, with earlier application permitted.

Management elected to apply the amendments to IFRS 16 in the year ended December 31, 2020. The Group has applied the practical expedient to all rent concessions that meet the criteria. When applying the practical expedient, the rent relief is treated as a variable rent expense in profit or loss against the lease liability to derecognize the part of the lease liability that has been forgiven or waived. See Note 14.

In March 2021, the IASB issued further amendment "*Covid-19-Related Rent Concessions beyond 30 June 2021*" which applies for annual reporting periods beginning on or after April 1, 2021. The IASB has therefore extended the practical expedient by 12 months - i.e. permitting lessees to apply it to rent concessions for which any reduction in lease payments affects only payments originally due on or before June 30, 2022.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(xv) Provisions, Financial Guarantee Contracts and Contingencies

Provisions are recognized when the Group has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at management's best estimate of the expenditure required to settle the obligation at the reporting date. Where appropriate, the future cash flow estimates are adjusted to reflect risks specific to the liability. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recorded as accretion and included in finance costs on the consolidated statements of operations.

A financial guarantee contract is initially recognized at fair value. If the guarantee is issued to an unrelated party on a commercial basis, the initial fair value is likely to equal the premium received. If no premium is received, the fair value must be determined using a method that quantifies the economic benefit of the guarantee to the holder. At the end of each subsequent reporting period, financial guarantees are measured at the higher of: (i) the amount of the loss allowance, and (ii) the amount initially recognized less cumulative amortization, where appropriate.

Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Group. Contingent liabilities, other than those assumed in connection with business combinations which are measured at fair value at the acquisition date, are not recognized in the consolidated financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote. Legal costs in connection with a loss contingency are recognized in profit or loss when incurred.

The Group does not recognize a contingent or reimbursement asset unless it is virtually certain that the contingent or reimbursement asset will be received.

(xvi) Decommissioning Obligations

The Group provides for decommissioning, restoration and similar liabilities (collectively, decommissioning obligations) on its resource properties, facilities, production platforms, pipelines and other facilities based on estimates established by current legislation and industry practices. The decommissioning obligation is initially measured at fair value and capitalized to interests in resource properties or property, plant and equipment as an asset retirement cost. The liability is estimated by discounting expected future cash flows required to settle the liability using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The estimated future asset retirement costs are adjusted for risks such as project, physical, regulatory and timing. The estimates are reviewed periodically. Changes in the provision as a result of changes in the estimated future costs or discount rates are added to or deducted from the asset retirement cost in the period of the change. The liability accretes for the effect of time value of money until it is settled. The capitalized asset retirement cost is amortized through depreciation, depletion and amortization over the estimated useful life of the related asset. Actual asset retirement expenditures are recorded against the obligation when incurred. Any difference between the accrued liability and the actual expenditures incurred is recorded as a gain or loss in the settlement period.

(xvii) Own Equity Instruments

The Group's holdings of its own equity instruments, including common stock and preferred stock, are presented as "treasury stock" and deducted from shareholders' equity at cost and in the determination of the number of equity shares outstanding. No gain or loss is recognized in profit or loss on the purchase, sale, re-issue or cancellation of the Group's own equity instruments.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(xviii) Revenue Recognition

The Group recognizes revenue, excluding interest and dividend income and other such income from financial instruments which are recognized in accordance with IFRS 9, upon transfer of promised goods or services to customers in amounts that reflect the consideration to which the Group expects to be entitled in exchange for those goods or services based on the following five step approach:

Step 1: Identify the contracts with customers;

Step 2: Identify the performance obligations in the contract;

Step 3: Determine the transaction price;

Step 4: Allocate the transaction price to the performance obligations in the contract; and

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

The Group typically satisfies its performance obligations upon shipment of the goods, or upon delivery, as the services are rendered or upon completion of services depending on whether the performance obligations are satisfied over time or at a point in time. The Group primarily acts as principal in contracts with its customers. The Group does not have material obligations for returns, refunds and other similar obligations, nor warranties and related obligations.

For performance obligations that the Group satisfies over time, the Group typically uses time-based measures of progress because the Group is providing a series of distinct services that are substantially the same and have the same pattern of transfer.

For performance obligations that the Group satisfies at a point in time, the Group typically uses shipment or delivery of goods and/or services in evaluating when a customer obtains control of promised goods or services.

A significant financing component exists and is accounted for if the timing of payments agreed to by the parties to the contract provides the customer or the Group with a significant benefit of financing the transfer of goods and services to the customer. As a practical expedient, the Group does not adjust the promised amount of consideration for the effects of a significant financing component if the Group expects, at contract inception, that the period between when the Group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

The incremental costs of obtaining contracts with customers and the costs incurred in fulfilling contracts with customers that are directly associated with the contract are recognized as an asset (hereinafter, "assets arising from contract costs") if those costs are expected to be recoverable, which are included in other non-current assets in the consolidated statements of financial position. The incremental costs of obtaining contracts are those costs that the Group incurs to obtain a contract with a customer that they would not have incurred if the contract had not been obtained. As a practical expedient, the Group recognizes the incremental costs of obtaining a contract as an expense when incurred if the amortization period of the asset that the entity otherwise would have recognized is one year or less. Assets arising from contract costs are amortized using the straight-line method over their estimated contract periods.

The Group exercises judgments in determining the amount of the costs incurred to obtain or fulfil a contract with a customer, which includes, but is not limited to (a) the likelihood of obtaining the contract, (b) the estimate of the profitability of the contract, and (c) the credit risk of the customer. An impairment loss will be recognized in profit or loss to the extent that the carrying amount of the asset exceeds (a) the remaining amount of consideration that the entity expects to receive in exchange for the goods or services to which the asset relates, less (b) the costs that relate directly to providing those goods or services and that have not been recognized as expenses.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Further details of the Group's recognition policies on revenue from contracts with customers and other sources of revenue and income are as follows:

(a) Royalty – Royalty revenue are based on iron ore sold and shipped by an operator and are measured at the fair value of the consideration received or receivable. The Group recognizes revenue from these sales when control over the iron ore transfers to the operator's customers. Royalty revenue are recognized in an amount that reflects the consideration which the Group is entitled under the mineral sublease and for which collectability is reasonably assured.

(b) Industrial and other goods and products – Industrial and other goods and products primarily include natural gas, power and electricity, food products and metals. Revenue from sale of industrial and other goods and products are recognized when products have been delivered, the amount of revenue can be reliably measured and collectability is reasonably assured. Customer credit worthiness is assessed prior to agreement signing, as well as throughout the contract duration. Generally, the Group's sale transactions of industrial and other goods and products do not involve deliveries of multiple services and products and a financing component. They occur at different points in time and/or over different periods of time which is a significant judgment for the Group.

(c) Rental income – Lease payments from properties letting under operating leases are recognized as rental income over the lease term on either a straight-line basis or another systematic basis that is more representative of the pattern in which benefit from the use of the underlying leased asset is diminished. Contingent rentals are recognized in the accounting period in which they are earned.

(d) Property management – Income from provision of property and facilities management services is recognized when the services are rendered.

(e) Property sales – Gains on sales of properties are recognized when the control over the ownership or physical possession of the property is transferred to the customers, which is the point in time when the Group satisfies its performance obligations under the contracts.

(f) Financial services – Interest income from merchant banking business is accrued on a time basis using the effective interest method. Fee income is realized as earned unless it is an integral part of a financing in which case it is amortized over the period of the loan using the effective interest method.

(g) Investment income – Dividend income from equity investments is recognized when the right to receive payment is established. Interest income from financial investments is recognized using the effective interest method.

(xix) Costs of Sales and Services

Costs of sales and services comprise costs of sales and services of sales and services.

Costs of sales and services include the costs of goods (royalty, goods and products and services, real estate for sale, medical instruments and supplies) sold. The costs of goods sold include both the direct cost of materials and indirect costs, freight charges, purchasing and receiving costs, inspection costs, distribution costs and a provision for warranty when applicable.

Other comprises other expenses and other income relating to or arising from the Group's goods and services, which include write-downs of inventories and real estate for sale, net loss on securities and investment property, credit losses on financial assets, change in fair value of investment property and a loan payable measured at FVTPL. Other also includes gains or losses on dispositions of subsidiaries and non-currency derivative contracts.

The reversal of write-downs of inventories and real estate for sale and credit losses reduces costs of sales and services.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(xx) Employee Benefits

Wages, salaries, bonuses, social security contributions, paid annual leave and sick leave are accrued in the period in which the associated services are rendered by employees of the Group. The employee benefits are included in costs of sales and services or selling, general and administrative expenses, as applicable.

(xxi) Share-Based Compensation

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments on the date at which the equity instruments are granted and is recognized as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined by using an appropriate valuation model. At each reporting date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and the number of equity instruments that will ultimately vest. The movement in cumulative expense since the previous reporting date is recognized in profit or loss, with a corresponding amount in equity.

When the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognized over the original vesting period. In addition, an expense is recognized over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognized if this difference is negative. When an equity-settled award is cancelled other than by forfeiture when the vesting conditions are not satisfied, it is treated as if it had vested on the date of cancellation and any cost not yet recognized in profit or loss for the award is expensed immediately.

Share-based compensation expenses are included in selling, general and administrative expenses. When stock options are exercised, the exercise price proceeds together with the amount initially recorded in contributed surplus are credited to capital stock and additional paid-in capital.

(xxii) Finance Costs

Finance costs comprise interest expense on borrowings, accretion of the discount on provisions, decommissioning obligations and other liabilities and charges and fees relating to factoring transactions.

Shares and debt issued are recorded at the amount of proceeds received, net of direct issue costs (transaction costs). The transaction costs attributable to debt issued are amortized over the debt term using the effective interest method.

(xxiii) Income Taxes

Income tax expense (recovery) comprises current income tax expense (recovery) and deferred income tax expense (recovery) and includes all domestic and foreign taxes which are based on taxable profits. The current income tax provision is based on the taxable profits for the period. Taxable profit differs from income before income taxes as reported in the consolidated statements of operations because it excludes items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Group's liability for current income tax is calculated using tax rates that have been enacted or substantively enacted by the reporting date. Deferred income tax is provided, using the liability method, on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts in the consolidated statement of financial position.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Deferred income tax liabilities are recognized for all taxable temporary differences:

- except where the deferred income tax liability arises on goodwill that is not tax deductible or the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- in respect of taxable temporary differences associated with investments in subsidiaries and branches, except where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognized for all deductible temporary differences, carry-forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry-forward of unused tax credits and unused tax losses can be utilized:

- except where the deferred income tax asset arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- in respect of deductible temporary differences associated with investments in subsidiaries and branches, deferred tax assets are recognized only to the extent that it is probable that the temporary differences will reverse in the foreseeable future.

On the reporting date, management reviews the Group's deferred income tax assets to determine whether it is probable that the benefits associated with these assets will be realized. The Group also reassesses unrecognized deferred income tax assets. The review and assessment involve evaluating both positive and negative evidence. The Group recognizes a previously unrecognized deferred income tax asset to the extent that it has become probable that future taxable profit will allow the deferred income tax asset to be recovered.

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Tax relating to items recognized in other comprehensive income or equity is recognized in other comprehensive income or equity and not in profit or loss.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to set off current income tax assets against current income tax liabilities, and when they relate to income tax levied by the same taxation authority.

Withholding taxes (which include withholding taxes payable by a subsidiary on distributions to the Group) are treated as income taxes when they have the characteristics of an income tax. This is considered to be the case when they are imposed under government authority and the amount payable is calculated by reference to revenue derived.

The Group includes interest charges and penalties on current income tax liabilities as a component of interest expense.

(xxiv) Earnings Per Share

Basic earnings per share is determined by dividing net income attributable to ordinary equity holders of Scully by the weighted average number of common shares outstanding during the period, net of treasury stock.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Diluted earnings per share is determined using the same method as basic earnings per share, except that the weighted average number of common shares outstanding includes the effect of dilutive potential ordinary shares. For the purpose of calculating diluted earnings per share, the Group assumes the exercise of its dilutive options with the assumed proceeds from these instruments regarded as having been received from the issue of common shares at the average market price of common shares during the period. The difference between the number of common shares issued and the number of common shares that would have been issued at the average market price of common shares during the period is treated as an issue of common shares for no consideration and added to the weighted average number of common shares outstanding. The amount of the dilution is the average market price of common shares during the period minus the issue price and the issue price includes the fair value of services to be supplied to the Group in the future under the share-based payment arrangement. Potential ordinary shares are treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

When share-based payments are granted during the period, the shares issuable are weighted to reflect the portion of the period during which the options are outstanding. The shares issuable are also weighted to reflect forfeitures occurring during the period. When stock options are exercised during the period, shares issuable are weighted to reflect the portion of the period prior to the exercise date and actual shares issued are included in the weighted average number of shares outstanding from the exercise date.

The earnings per share information in prior years are retrospectively adjusted to reflect the impact of stock dividends.

C. Critical Judgments in Applying Accounting Policies

In the process of applying the Group's accounting policies, management makes various judgments, apart from those involving estimations under Note 2D below that can significantly affect the amounts it recognizes in the consolidated financial statements. The following are the critical judgments that management has made in the process of applying the Group's accounting policies and that have the most significant effects on the amounts recognized in the consolidated financial statements:

(i) Identification of Cash-generating Units

The Group's assets are aggregated into CGUs, for the purpose of assessing and calculating impairment of non-financial assets, based on their ability to generate largely independent cash flows. The determination of CGUs requires judgment in defining the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. CGUs have been determined based on similar geological structure, shared infrastructure, geographical proximity, product type and similar exposure to market risks. In the event facts and circumstances surrounding factors used to determine the Group's CGUs change, the Group will re-determine the groupings of CGUs.

(ii) Impairment and Reversals of Impairment on Non-Financial Assets

The carrying amounts of the Group's non-financial assets, other than deferred tax assets, are reviewed at the end of each reporting period to determine whether there is an indication of impairment or reversal of previously recorded impairment. If such indication exists, the recoverable amount is estimated.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Determining whether there are any indications of impairment or impairment reversals requires significant judgment of external factors, such as an extended change in prices or margins for iron ore, hydrocarbon commodities or refined products, a significant change in an asset's market value, a significant revision of estimated volumes, revision of future development costs, a change in the entity's market capitalization or significant changes in the technological, market, economic or legal environment that would have an impact on the Group's CGUs. Given that the calculations for recoverable amounts require the use of estimates and assumptions, including forecasts of commodity prices, market supply and demand, product margins and in the case of the Group's iron ore interest, power plant and hydrocarbon properties, expected production volumes, it is possible that the assumptions may change, which may impact the estimated life of the CGU and may require a material adjustment to the carrying values of non-financial assets.

Impairment losses recognized in prior years are assessed at the end of each reporting period for indications that the impairment has decreased or no longer exists. An impairment loss is reversed only to the extent that the carrying amount of the asset or CGU does not exceed the carrying amount that would have been determined, net of depreciation, depletion and amortization, if no impairment loss had been recognized.

See Notes 11 and 12.

(iii) Valuation of Investment Property

Investment properties are included in the consolidated statement of financial position at their market value, unless their fair value cannot be reliably determined at that time. The market value of investment properties is assessed annually by an independent qualified valuer, who is an authorized expert for the valuation of developed and undeveloped land in Germany, after taking into consideration the net income with inputs on realized basic rents, operating costs and damages and defects. The assumptions adopted in the property valuations are based on the market conditions existing at the end of the reporting period, with reference to current market sales prices and the appropriate capitalization rate. Changes in any of these inputs or incorrect assumptions related to any of these items could materially impact these valuations.

(iv) Assets Held for Sale and Discontinued Operations

The Group applies judgment to determine whether an asset (or disposal group) is available for immediate sale in its present condition and that its sale is highly probable and therefore should be classified as held for sale at the date of the statement of financial position. In order to assess whether it is highly probable that the sale can be completed within one year, or the extension period in certain circumstances, management reviews the business and economic factors, both macro and micro, which include the industry trends and capital markets, and the progress towards a sale transaction. It is also open to all forms of sales, including exchanges of non-current assets for other non-current assets when the exchange will have commercial substance in accordance with IAS 16, *Property, Plant and Equipment*.

During the fourth quarter of 2022, the Group entered into an agreement of purchase and sale with a third party whereby the Group agreed to sell its petroleum and natural gas rights and related tangibles located in Canada. As such, these non-current assets were classified as held for sale as at December 31, 2022 (see Note 4). Management did not consider these assets held for sale to be discontinued operations because (i) the assets did not form a separate segment, (ii) they did not have financial results which could be clearly identified from the rest of the Group, (iii) they did not form a separate major geographical area, and (iv) their dispositions were not part of a single coordinated plan to dispose a separate major line of business segment or geographical area of operations. Management, when exercising its judgments in terms of their contribution to the Group's net loss, total assets and net assets, concluded that this disposition was not a separate major line of business or geographical area of operations. Based on the Group's consolidated financial statements as of December 31, 2022, the assets held for sale represented 7% of the Group's consolidated total assets. These production assets generated revenue from third parties of \$17,583, loss before taxes of \$35,760 (including an impairment loss of \$31,443), income tax recovery of \$8,116 and net loss of \$27,644 during the year ended December 31, 2022, which were included in the Group's operations for the year ended December 31, 2022. Excluding the impairment loss and its related income tax recovery, the production assets generated net loss of \$3,433 and the Group reported a net income of \$804 for the year ended December 31, 2022.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

(v) Credit Losses and Impairment of Receivables

Pursuant to IFRS 9, the Group applies credit risk assessment and valuation methods to its trade and other receivables under IFRS 9 which establishes a single forward-looking expected loss impairment model.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on the financial instrument has increased significantly since initial recognition. The objective of the impairment requirements is to recognize lifetime expected credit losses for all financial instruments for which there have been significant increases in credit risk since initial recognition — whether assessed on an individual or collective basis — considering all reasonable and supportable information, including that which is forward-looking.

At each reporting date, management assesses whether the credit risk on a financial instrument that is measured at amortized cost or at FVTOCI has increased significantly since initial recognition. When making the assessment, management uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, management compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition.

Allowance for credit losses is maintained at an amount considered adequate to absorb the expected credit losses. Such allowance for credit losses reflects management's best estimate of changes in the credit risk on the Group's financial instruments and judgments about economic conditions. The assessment of allowance for credit losses is a complex process, particularly on a forward-looking basis; which involves a significant degree of judgment and a high level of estimation uncertainty. The input factors include the assessment of the credit risk of the Group's financial instruments, legal rights and obligations under all the contracts and the expected future cash flows from the financial instruments, which include inventories, mortgages and other credit enhancement instruments. The major source of estimation uncertainty relates to the likelihood of the various scenarios under which different amounts are expected to be recovered through the security in place on the financial assets. The expected future cash flows are projected under different scenarios and weighted by probability, which involves the exercise of significant judgment. Estimates and judgments could change in the near-term and could result in a significant change to a recognized allowance.

D. Major Sources of Estimation Uncertainty

The timely preparation of the consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

The major assumptions about the future and other major sources of estimation uncertainty at the end of the reporting period that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. These items require management's most difficult, subjective or complex estimates. Actual results may differ materially from these estimates.

(i) Interests in Resource Properties and Reserve Estimates

The Group had an interest in the Scully iron ore mine with an aggregate carrying amount of \$201,802 as at December 31, 2022.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

Generally, estimation of reported recoverable quantities of proved and probable reserves of resource properties include judgmental assumptions regarding production profile, prices of products produced, exchange rates, remediation costs, timing and amount of future development costs and production, transportation and marketing costs for future cash flows. It also requires interpretation of geological and geophysical models and anticipated recoveries. The economical, geological and technical factors used to estimate reserves may change from period to period. Changes in reported reserves can impact the carrying amounts of the Group's interests in resource properties, the recognition of impairment losses and reversal of impairment losses, the calculation of depletion and the recognition of deferred income tax assets or liabilities due to changes in expected future cash flows. During the year ended December 31, 2022, the Group did not recognize any impairment in respect of its interest in resource properties.

The Group's iron ore reserves are estimates of the amount of product that can be economically and legally extracted from the Group's mining properties. Reserve and resource estimates are an integral component in the determination of the commercial viability of the Group's interest in the iron ore mine, amortization calculations and impairment analyses. In calculating reserves and resources, estimates and assumptions are required about a range of geological, technical and economic factors, including quantities, grades, production techniques, production decline rates, recovery rates, production costs, commodity demand, commodity prices and exchange rates. In addition, future changes in regulatory environments, including government levies or changes in the Group's rights to exploit the resource imposed over the producing life of the reserves and resources may also significantly impact estimates. See Note 12.

(ii) Impairment of Other Non-Financial Assets

The Group had property, plant and equipment aggregating \$28,871 as at December 31, 2022, consisting mainly of a power plant. Impairment of the Group's non-financial assets is evaluated at the CGU level. In testing for impairment, the recoverable amounts of the Group's CGUs are determined as the higher of their values in use and fair values less costs of disposal. In the absence of quoted market prices, the recoverable amount is based on estimates of future production rates, future product selling prices and costs, discount rates and other relevant assumptions. Increases in future costs and/or decreases in estimates of future production rates and product selling prices may result in a write-down of the Group's property, plant and equipment. See Note 11.

(iii) Taxation

The Group is subject to tax in a number of jurisdictions and judgment is required in determining the worldwide provision for income taxes. Deferred income taxes are recognized for temporary differences using the liability method, with deferred income tax liabilities generally being provided for in full (except for taxable temporary differences associated with investments in subsidiaries and branches where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future) and deferred income tax assets being recognized to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilized.

The Group recognized deferred income tax assets of \$9,677 as at December 31, 2022. In assessing the realizability of deferred income tax assets, management considers whether it is probable that some portion or all of the deferred income tax assets will be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income in Malta and Canada during the periods in which temporary differences become deductible or before tax loss and tax credit carry-forwards expire. Management considers the future reversals of existing taxable temporary differences, projected future taxable income, taxable income in prior years and tax planning strategies in making this assessment. Unrecognized deferred income tax assets are reassessed at the end of each reporting period.

The Group does not recognize the full deferred tax liability on taxable temporary differences associated with investments in subsidiaries and branches where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future. The Group may change its investment decision in its normal course of business, thus resulting in additional income tax liabilities.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

The Group complies with IFRIC 23, Uncertainty over Income Tax Treatments, which provides guidance on the recognition and measurement of tax assets and liabilities under IAS 12, Income taxes (“IAS 12”) when there is uncertainty over income tax treatments. The operations and organization structures of the Group are complex, and the complex tax laws are potentially subject to different interpretations by management and the relevant taxation authorities. Significant judgement is required in the interpretations of the relevant tax laws and in assessing the probability of acceptance of the Group’s tax positions, which includes the Group’s best estimate of tax positions that are under audit or appeal by relevant taxation authorities in numerous jurisdictions. There are audits in progress and items under review, some of which may increase the Group’s income tax liabilities. The Group performs a review on a regular basis to incorporate management’s best assessment based on information available, but additional liability and income tax expense could result based on the non-acceptance of the Group’s tax positions by the relevant taxation authorities.

(iv) Contingencies

Pursuant to IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*, the Group does not recognize a contingent liability. By their nature, contingencies will only be resolved when one or more future events occur or fail to occur. The assessment of contingencies inherently involves the exercise of significant judgment and estimates of the outcome of future events. If it becomes probable that an outflow of future economic benefits will be required for an item previously accounted for as a contingent liability, an accrual or a provision is recognized in the consolidated financial statements in the period in which the change in probability occurs. See Note 23 for further disclosures on contingencies.

(v) Pandemic COVID-19, Conflict in Ukraine, Geo-Political Tensions and Going Concern

The COVID-19 pandemic had led the world into a new era of uncertainties. The impact of the pandemic and the global response thereto had, among other things, significantly disrupted global economic activity, negatively impacted gross domestic product and caused significant volatility in financial markets; although a number of developed vaccines have been proven to be safe and effective in protecting against COVID-19.

In year 2022, global economies continued to recover from the effects of the COVID-19 pandemic. GDP in major economies started to grow again; though across North America and Europe, growth is slowing due to aggressive monetary tightening, weaker global demand, rising interest rates, supply constraints, labour shortages and high inflation rates. The recovery faces headwinds generated by ongoing disruptions to global supply chains, the conflict in Ukraine, volatile oil and natural gas prices, price and wage inflation and labour market challenges. Rising geopolitical tensions are expected to contribute to a decline in growth rates in the world economies through the coming year. However, management does not believe the pandemic and the geo-political tensions will have significant impact on the going concern of the Group in the foreseeable future, which is considered to be 12 months from the date of approval of these consolidated financial statements, as the Group currently has sufficient cash, good working capital position and steady cash inflows from operations. Management has performed stress tests on their forecasts with various assumptions and the results showed that the Group would be able to withstand any significant impact on operations within the aforesaid timeframe.

Management took into consideration all of these various factors and risks when concluding on the Group’s ability to continue as a going concern and the appropriateness of this presentation when preparing these consolidated financial statements.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 2. Basis of Presentation and Summary of Significant Accounting Policies (continued)

E. Future Accounting Changes

In January 2020, the IASB issued the final amendments in *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* which affect the presentation of liabilities in the statement of financial position. The amendments clarify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period and align the wording in all affected paragraphs to refer to the “right” to defer settlement by at least twelve months and make explicit that only rights in place “at the end of the reporting period” should affect the classification of a liability; clarify that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability; and make clear that settlement refers to the transfer to the counterparty of cash, equity instruments, other assets or services. The changes in *Classification of Liabilities as Current or Non-current – Deferral of Effective Date (Amendment to IAS 1)* defers the effective date of the January 2020 *Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)* to annual reporting periods beginning on or after January 1, 2024. Management does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

In February 2021, the IASB issued narrow-scope amendments to IAS 1, *Presentation of Financial Statements*, IFRS Practice Statement 2, *Making Materiality Judgements*, and IAS 8. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application is permitted. The amendments will require the disclosure of material accounting policy information rather than disclosing significant accounting policies and clarifies how to distinguish changes in accounting policies from changes in accounting estimates. Management has chosen to adopt these amendments on January 1, 2023 and does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

In May 2021, the IASB issued targeted amendments to IAS 12, *Income Taxes*. The amendments are effective for annual periods beginning on or after January 1, 2023, although earlier application is permitted. With a view to reducing diversity in reporting, the amendments will clarify that companies are required to recognize deferred taxes on transactions where equal assets and liabilities are recognized, such as leases and asset retirement (decommissioning) obligations. Management does not expect that there will be material effects from these amendments on the Group’s consolidated financial statements.

Note 3. Disclosure on the Group’s Objectives, Policies and Processes for Managing Its Capital Structure

The Group’s objectives when managing capital are to: (a) safeguard the entity’s ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders; (b) provide an adequate return to shareholders by pricing products and services commensurately with the level of risk; and (c) maintain a flexible capital structure which optimizes the cost of capital at acceptable risk.

The Group allocates capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or issue new debt.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 3. Disclosure on the Group's Objectives, Policies and Processes for Managing Its Capital Structure (continued)

Consistent with others in its industry, the Group monitors its capital on the basis of the debt-to-adjusted capital ratio and long-term debt-to-equity ratio. The debt-to-adjusted capital ratio is calculated as net debt divided by adjusted capital. Net debt is calculated as total debt less cash. Adjusted capital comprises all components of shareholders' equity. The long-term debt-to-equity ratio is calculated as long-term debt divided by shareholders' equity.

As at December 31:	2022	2021
Total debt	\$ 35,538	\$ 35,227
Less: cash	(63,717)	(54,873)
Net debt	Not applicable	Not applicable
Shareholders' equity	325,158	365,600
Net debt-to-adjusted capital ratio	Not applicable	Not applicable

As at December 31:	2022	2021
Long-term debt	\$ 35,538	\$ 35,227
Shareholders' equity	325,158	365,600
Long-term debt-to-equity ratio	0.11	0.10

The above tables do not include: (i) a non-interest bearing long-term loan payable of \$7,424 as at December 31, 2022 (2021: \$6,817), which does not have a fixed repayment date; and (ii) long-term lease liabilities of \$313 as at December 31, 2022 (2021: \$476).

During 2022, the Group's strategy, which was unchanged from 2021, was to maintain the debt-to-adjusted capital ratio and the long-term debt-to-equity ratio at a manageable level. The ratios were stable between 2022 and 2021.

Note 4. Assets Classified as Held for Sale

Year 2022:

During December 2022, the Group entered into an agreement of purchase and sale with a third party whereby the Group agreed to sell its petroleum and natural gas rights and related tangibles, which include hydrocarbon development and production assets and associated decommissioning obligations, for a base price of \$25,000 plus or minus certain pre-agreed adjustments. The sale was completed in March 2023. As the carrying amounts of these hydrocarbon development and production assets will be recovered through a sale transaction, these assets and related liabilities were classified as assets held for sale as of December 31, 2022.

As of December 31, 2022, the Group measured the assets held for sale at their fair values less costs to sell (which were lower than their value in use in continuing use), which were lower than their carrying amounts as follows:

Asset held for sale:

Property, plant and equipment	\$ 1,358
Interests in resource properties	33,385
	<u>\$ 34,743</u>

Liabilities relating to assets held for sale:

Decommissioning obligations	\$ 16,633
Deferred income tax liabilities	3,725
	<u>\$ 20,358</u>

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 4. Assets Classified as Held for Sale (continued)

As of December 31, 2022, the Group recognised an impairment loss for an initial write-down of the assets held for sale to fair values less costs to sell as follows:

Property, plant and equipment*	\$ 19,137
Interests in resource properties*	47,048
	<u>66,185</u>
Decommissioning obligations	<u>(16,633)</u>
Assets held for sale, net	49,552
Sale proceeds, adjusted	18,109
Impairment loss on assets held for sale	<u>\$ (31,443)</u>

* Carrying amount before impairment.

The disposal group has been presented in the Industrial Segment.

Year 2021 and 2020: None

Note 5. Business Segment Information

The Group's assets include its iron ore royalty, financial services and other proprietary investments. In addition, the Group owns other merchant banking assets and seeks to invest in businesses or assets whose intrinsic value is not properly reflected. The Group's investing activities are generally not passive. The Group actively seeks investments where its financial expertise and management can add or unlock value.

The Group currently has three separate and independently managed operating subgroups underneath its corporate umbrella. In reporting to management, the Group's operating results are currently categorized into the following operating segments: Royalty, Industrial, Merchant Banking and All Other segments which include corporate activities.

Basis of Presentation

In reporting segments, certain of the Group's business lines have been aggregated where they have similar economic characteristics and are similar in each of the following areas: (a) the nature of the products and services; (b) the methods of distribution; and (c) the types or classes of customers/clients for the products and services.

The Group's Royalty segment includes an interest in the Scully iron ore mine in the Province of Newfoundland and Labrador, Canada. The Group's Industrial segment includes projects in resources and services around the globe. It seeks opportunities to benefit from long-term industrial and services assets, with a focus on East Asia. The Group's Merchant Banking segment has a subsidiary with its bonds listed on the Malta Stock Exchange and comprises regulated merchant banking businesses with a focus on Europe. In addition, the Merchant Banking segment holds two industrial real estate parks in Europe.

The All Other segment includes the Group's corporate and small entities whose quantitative amounts do not exceed 10% of any of the Group's: (a) reported revenue; (b) net income; or (c) total assets.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2022, 2021 and 2020

(Canadian Dollars in Thousands)

Note 5. Business Segment Information (continued)

The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies in Note 2B. The chief operating decision maker evaluates performance on the basis of income or loss from operations before income taxes and does not consider acquisition accounting adjustments in assessing the performance of the Group's reporting segments. The segment information presented below is prepared according to the following methodologies: (a) revenue and expenses directly associated with each segment are included in determining pre-tax earnings; (b) intersegment sales and transfers are accounted for as if the sales or transfers were to third parties at current market prices; (c) certain selling, general and administrative expenses paid by corporate, particularly incentive compensation and share-based compensation, are not allocated to reporting segments; (d) all intercompany investments, receivables and payables are eliminated in the determination of each segment's assets and liabilities; (e) deferred income tax assets and liabilities are not allocated; and (f) gains or losses on dispositions of subsidiaries which include reclassification of realized cumulative translation adjustments from equity to profit or loss on disposals of subsidiaries, write-offs of intercompany accounts, changes in intercompany account balances and cash used (received) in acquisition (disposition) of a subsidiary are allocated to corporate and included within the Group's All Other segment.

Segment Operating Results

	Year ended December 31, 2022				
	Royalty	Industrial	Merchant Banking	All Other	Total
Revenue from external customers	\$ 29,167	\$ 28,538	\$ 5,486	\$ 498	\$ 63,689
Intersegment sale	—	9,079	6,212	5,707	20,998
Interest expense	2	253	1,554	—	1,809
Depreciation, depletion and amortization	4,637	5,740	321	1	10,699
Income (loss) before income taxes	1,012	(19,457)	2,900	(8,411)	(23,956)

	Year ended December 31, 2021				
	Royalty	Industrial	Merchant Banking	All Other	Total
Revenue from external customers	\$ 40,335	\$ 23,428	\$ 6,527	\$ 1,001	\$ 71,291
Intersegment sale	—	3,385	6,663	4,371	14,419
Interest expense	2	202	1,715	16	1,935
Depreciation, depletion and amortization	4,911	5,754	357	1	11,023
Income (loss) before income taxes	26,892	(4,739)	736	(5,342)	17,547

	Year ended December 31, 2020				
	Royalty	Industrial	Merchant Banking	All Other	Total
Revenue from external customers	\$ 31,360	\$ 17,666	\$ 10,406	\$ —	\$ 59,432
Intersegment sale	—	62	2,927	737	3,726
Interest expense	—	31	1,834	16	1,881
Depreciation, depletion and amortization	5,225	5,833	410	2	11,470
Income (loss) before income taxes	25,293	(1,229)	832	(13,717)	11,179

	As at December 31, 2022				
	Royalty	Industrial	Merchant Banking	All Other	Total
Segment assets	\$ 211,462	\$ 112,403	\$ 123,864	\$ 27,748	\$ 475,477

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 5. Business Segment Information (continued)

As at December 31, 2021					
	Royalty	Industrial	Merchant Banking	All Other	Total
Segment assets	\$ 216,900	\$ 148,426	\$ 96,934	\$ 47,706	\$ 509,966
As at December 31, 2022					
	Royalty	Industrial	Merchant Banking	All Other	Total
Segment liabilities	\$ 51,896	\$ 39,312	\$ 50,902	\$ 860	\$ 142,970
As at December 31, 2021					
	Royalty	Industrial	Merchant Banking	All Other	Total
Segment liabilities	\$ 49,566	\$ 44,703	\$ 42,480	\$ 683	\$ 137,432
Year ended December 31, 2022					
	Royalty	Industrial	Merchant Banking	All Other	Total
Cash provided by (used in) provided by operating activities	\$ 3,866	\$ 22,411	\$ 6,949	\$ (2,589)	\$ 30,637
Cash used in investing activities	—	(3)	(4,670)	(4)	(4,677)
Cash used in financing activities	—	(148)	(521)	(16,523)	(17,192)
Exchange rate effect on cash	3	(72)	1,625	(1,480)	76
Change in cash	\$ 3,869	\$ 22,188	\$ 3,383	\$ (20,596)	\$ 8,844
Year ended December 31, 2021					
	Royalty	Industrial	Merchant Banking	All Other	Total
Cash provided by (used in) operating activities	\$ 27,400	\$ 1,836	\$ 260	\$ (36,133)	\$ (6,637)
Cash used in investing activities	—	(1)	(970)	—	(971)
Cash used in financing activities	—	(208)	(216)	—	(424)
Exchange rate effect on cash	(2)	476	(3,389)	2,268	(647)
Change in cash	\$ 27,398	\$ 2,103	\$ (4,315)	\$ (33,865)	\$ (8,679)
Year ended December 31, 2020					
	Royalty	Industrial	Merchant Banking	All Other	Total
Cash provided by (used in) operating activities	\$ 11,394	\$ 2,298	\$ (3,620)	\$ (31,343)	\$ (21,271)
Cash (used in) provided by investing activities	—	(111)	4,185	(655)	3,419
Cash provided by (used in) financing activities	80	(284)	(197)	(97)	(498)
Exchange rate effect on cash	(35)	1,461	4,055	(1,853)	3,628
Change in cash	\$ 11,439	\$ 3,364	\$ 4,423	\$ (33,948)	\$ (14,722)

Geographic Information

Due to the highly integrated nature of international products and services, merchant banking activities and markets, and a significant portion of the Group's activities requiring cross-border coordination in order to serve the Group's customers and clients, the methodology for allocating the Group's profitability to geographic regions is dependent on estimates and management judgment.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 5. Business Segment Information (continued)

Geographic results are generally determined as follows:

Segment	Basis for attributing revenue
Royalty	Locations of operations
Industrial	Locations of external customers or the reporting units, whichever is appropriate
Merchant Banking	Locations of external customers or the reporting units, whichever is appropriate
All Other	Locations of the reporting units

Due to the nature of cross-border business, the Group presents its geographic information by geographic regions, instead of by countries. The following table presents revenue from external customers by geographic region of such customers, locations of operations or the reporting units, whichever is appropriate:

Years ended December 31:	2022	2021	2020
Canada	\$ 47,537	\$ 56,609	\$ 39,493
Africa	3,974	3,971	3,358
Americas, excluding Canada	1,541	5,263	8,877
Asia	4,951	286	604
Europe	5,686	5,162	7,100
	<u>\$ 63,689</u>	<u>\$ 71,291</u>	<u>\$ 59,432</u>

Except for the geographic concentrations as indicated in the above table and a customer in the Royalty segment located in Canada representing approximately 45%, 56% and 53%, respectively, of the Group's revenue for the years ended December 31, 2022, 2021 and 2020, there were no other revenue concentrations during the years ended December 31, 2022, 2021 and 2020.

The following table presents non-current assets other than financial instruments, deferred income tax assets and other non-current assets by geographic area based upon the location of the assets.

As at December 31:	2022	2021
Canada	\$ 202,702	\$ 276,081
Americas, excluding Canada	62	5
Africa	25,796	25,835
Asia	104	1
Europe	46,779	49,146
	<u>\$ 275,443</u>	<u>\$ 351,068</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 6. Securities

As at December 31:	2022	2021
<u>Short-term securities</u>		
Equity securities at FVTPL, publicly traded	\$ 1,598	\$ 4,939
Investment funds at FVTPL, unlisted	1,675	2,761
Debt securities at FVTPL, unlisted	774	770
Debt securities at FVTOCI, publicly traded	26,246	10,786
	<u>\$ 30,293</u>	<u>\$ 19,256</u>
<u>Long-term securities</u>		
Equity securities in an affiliate at FVTPL, unlisted	\$ 2,435	\$ 3,625

Investment funds comprise capital provision investments which are financial assets measured at FVTPL. They are related to the provision of capital in connection with litigation finance and represent the Group's contributions plus or minus fair valuation adjustments.

Debt securities at FVTOCI included sovereign bonds issued by a European government of \$9,388 and \$10,461 respectively, as at December 31, 2022 and 2021, which represented 31% and 54%, respectively, of total short-term securities. Sovereign bonds issued by another European government of \$16,541 and \$nil, respectively, as at December 31, 2022 and 2021, represented 55% and 0%, respectively, of total short-term securities.

Note 7. Trade Receivables

As at December 31:	2022	2021
Trade receivables, gross amount	\$ 3,845	\$ 4,300
Less: Allowance for expected credit losses	(16)	(136)
Trade receivables, net amount	<u>\$ 3,829</u>	<u>\$ 4,164</u>

All trade receivables comprise accounts from contracts with customers.

As at December 31, 2022, the Group recognized a loss allowance of \$16 (2021: \$136) against its trade receivables. The movements in the loss allowance during the years ended December 31, 2022 and 2021 were as follows:

	Equal to lifetime expected credit Losses
	Financial assets that are credit-impaired at year-end
Loss allowance: as at January 1, 2021	\$ 48
Additions for the year	124
Charge-off for the year	(32)
Exchange effect	(4)
Loss allowance: as at December 31, 2021	136
Additions for the year	2
Charge-off for the year	(121)
Exchange effect	(1)
Loss allowance: as at December 31, 2022	<u>\$ 16</u>

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 7. Trade Receivables (continued)

In accordance with IFRS 9, management reviews the expected credit losses based upon, among other things, the credit-worthiness of the exposure, collateral and other risk mitigation instruments, and the nature of the underlying business transaction.

For further discussions on credit risk, see Note 26.

Note 8. Other Receivables

As at December 31:	2022	2021
Royalty receivables	\$ 5,760	\$ 5,837
Interest receivables	634	364
Contract assets under contracts with customers	—	575
Loans and current accounts* (net of allowance of \$nil as of both December 31, 2022 and 2021)	27,993	47,745
Indemnification asset*	6,756	6,756
Other	2,359	3,169
	<u>\$ 43,502</u>	<u>\$ 64,446</u>

* The Group had various amounts owing from an affiliate controlled by the Chairman of the Company (see Note 25).

Other receivables primarily arise in the normal course of business and are expected to be collected within one year from the reporting date.

Royalty receivables were due from a customer in the Royalty segment (see Note 5) and were collected in January the following year.

Contract assets

The movements of contract assets under contracts with customers for the years ended December 31, 2022 and 2021 were as follows:

	2022	2021
Balance, beginning of the year	\$ 575	\$ 106
Reclassification to revenues	—	(106)
A change in the time frame for a right to consideration to become unconditional	(575)	575
Balance, end of the year	<u>\$ —</u>	<u>\$ 575</u>

For further discussions on credit risk, see Note 26.

Note 9. Inventories

As at December 31:	2022	2021
Raw materials	\$ 714	\$ 991
Work-in-progress	126	109
	<u>\$ 840</u>	<u>\$ 1,100</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 10. Investment Property

All of the Group's investment property is located in Europe and forms part of the security granted in connection with bonds issued by a subsidiary of the Group (see Note 15).

Changes in investment property included in non-current assets:	2022	2021
Balance, beginning of year	\$ 34,430	\$ 36,908
Change in fair value during the year	49	407
Disposals	(2,643)	(7)
Currency translation adjustments	14	(2,878)
Balance, end of year	<u>\$ 31,850</u>	<u>\$ 34,430</u>

The amounts recognized in profit or loss in relation to investment property during the years ended December 31, 2022, 2021 and 2020 were as follows:

Years ended December 31:	2022	2021	2020
Rental income	\$ 1,356	\$ 1,381	\$ 1,376
Direct operating expenses (including repairs and maintenance) arising from investment property during the year	324	709	216

Note 11. Property, Plant and Equipment

The following changes in property, plant and equipment were recorded during the year ended December 31, 2022:

Costs	Opening balance	Additions	Disposals	Reclassification to assets held for sale	Currency translation adjustments	Ending balance
Refinery and power plants	\$ 65,742	\$ —	\$ —	\$ (25,500)	\$ 2,747	\$ 42,989
Processing plant and equipment	3,401	3	(903)	—	(2)	2,499
Office equipment	1,780	469	(14)	—	76	2,311
Right-of-use assets*	1,523	295	(482)	—	5	1,341
	<u>\$ 72,446</u>	<u>\$ 767</u>	<u>\$ (1,399)</u>	<u>\$ (25,500)</u>	<u>\$ 2,826</u>	<u>\$ 49,140</u>

Accumulated depreciation	Opening balance	Additions	Disposals	Reclassification to assets held for sale	Currency translation adjustments	Ending balance
Refinery and power plants	\$ 19,839	\$ 2,659	\$ —	\$ (6,363)	\$ 1,062	\$ 17,197
Processing plant and equipment	2,158	371	(869)	—	(3)	1,657
Office equipment	553	124	(14)	—	39	702
Right-of-use assets*	831	349	(481)	—	14	713
	<u>23,381</u>	<u>\$ 3,503</u>	<u>\$ (1,364)</u>	<u>\$ (6,363)</u>	<u>\$ 1,112</u>	<u>20,269</u>
Net book value	<u>\$ 49,065</u>					<u>\$ 28,871</u>

*Primarily consisting of office premises.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 11. Property, Plant and Equipment (continued)

The following changes in property, plant and equipment were recorded during the year ended December 31, 2021:

Costs	Opening balance	Additions	Disposals	Currency translation adjustments	Ending balance
Refinery and power plants	\$ 65,913	\$ —	\$ —	\$ (171)	\$ 65,742
Processing plant and equipment	3,399	—	—	2	3,401
Office equipment	1,036	988	(118)	(126)	1,780
Right-of-use assets*	1,792	84	(263)	(90)	1,523
	<u>\$ 72,140</u>	<u>\$ 1,072</u>	<u>\$ (381)</u>	<u>\$ (385)</u>	<u>\$ 72,446</u>

Accumulated depreciation	Opening balance	Additions	Disposals	Currency translation adjustments	Ending balance
Refinery and power plants	\$ 17,286	\$ 2,586	\$ —	\$ (33)	\$ 19,839
Processing plant and equipment	1,771	385	—	2	2,158
Office equipment	517	129	(31)	(62)	553
Right-of-use assets*	683	436	(263)	(25)	831
	<u>20,257</u>	<u>\$ 3,536</u>	<u>\$ (294)</u>	<u>\$ (118)</u>	<u>23,381</u>
Net book value	<u>\$ 51,883</u>				<u>\$ 49,065</u>

* Primarily consisting of office premises.

As at December 31, 2022, the net book value of right-of-use assets was \$628 (2021: \$692).

As of December 31, 2022, the Group owned a power plant which had a carrying amount of \$25,792 (2021: \$25,835). Pursuant to an assessment study of which the expected future cash flows were discounted at pre-tax rate of 8.8% (2021: 7.4)%, management concluded that there was no impairment loss on December 31, 2022. Numerous variables were utilized for this assessment, including inflation expectations, performance of contracts, discount rates, and maintenance costs. Any change in these assumptions and variables could have an impact on the valuation of the asset. If the discount rate had been 1.0% higher, there would have been no change to the Group's net loss for the year ended December 31, 2022.

During the years ended December 31, 2022, 2021 and 2020, no expenditures were recognized in the carrying amounts of items of property, plant and equipment in the course of their construction.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 12. Interests in Resource Properties

The Group's interests in resource properties as at December 31, 2022 and 2021 comprised the following:

	2022	2021
Iron ore royalty interest	\$ 201,802	\$ 206,439
Hydrocarbon development and production assets	—	31,260
Exploration and evaluation assets – hydrocarbon probable reserves	—	12,367
Exploration and evaluation assets – hydrocarbon undeveloped lands	—	4,640
	<u>\$ 201,802</u>	<u>\$ 254,706</u>

Note 12. Interests in Resource Properties (continued)

The movements in the iron ore royalty interest and hydrocarbon development and production assets included in non-current assets during the year ended December 31, 2022 were as follows:

Costs	Opening balance	Decommissioning obligations	Reclassification to assets held for sale	Ending balance
Iron ore royalty interest	\$ 218,203	\$ —	\$ —	\$ 218,203
Hydrocarbon development and production assets	46,592	1,339	(47,931)	—
	<u>\$ 264,795</u>	<u>\$ 1,339</u>	<u>\$ (47,931)</u>	<u>\$ 218,203</u>

Accumulated depreciation	Opening balance	Additions	Reclassification to assets held for sale	Ending balance
Iron ore royalty interest	\$ 11,764	\$ 4,637	\$ —	\$ 16,401
Hydrocarbon development and production assets	15,332	2,559	(17,891)	—
	<u>27,096</u>	<u>\$ 7,196</u>	<u>\$ (17,891)</u>	<u>16,401</u>
Net book value	<u>\$ 237,699</u>			<u>\$ 201,802</u>

The movements in the iron ore royalty interest and hydrocarbon development and production assets included in non-current assets during the year ended December 31, 2021 were as follows:

Costs	Opening balance	Decommissioning obligations	Ending balance
Iron ore royalty interest	\$ 218,203	\$ —	\$ 218,203
Hydrocarbon development and production assets	45,754	838	46,592
	<u>\$ 263,957</u>	<u>\$ 838</u>	<u>\$ 264,795</u>

Accumulated depreciation	Opening balance	Additions	Ending balance
Iron ore royalty interest	\$ 6,853	\$ 4,911	\$ 11,764
Hydrocarbon development and production assets	12,756	2,576	15,332
	<u>19,609</u>	<u>\$ 7,487</u>	<u>27,096</u>
Net book value	<u>\$ 244,348</u>		<u>\$ 237,699</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 2022, 2021 and 2020

(Canadian Dollars in Thousands)

The movements in exploration and evaluation assets presented as hydrocarbon probable reserves and undeveloped lands during the years ended December 31, 2022 and 2021 were as follows:

	2022		2021	
	Probable reserves	Undeveloped lands	Probable reserves	Undeveloped lands
Balance, beginning of year	\$ 12,367	\$ 4,640	\$ 12,367	\$ 4,640
Reclassification to assets held for sale	(12,367)	(4,640)	—	—
Balance, end of year	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 12,367</u>	<u>\$ 4,640</u>

Note 12. Interests in Resource Properties (continued)

Iron ore royalty interest

The Group derives revenue from a mining sub-lease of the lands upon which the Scully iron ore mine is situated in the Province of Newfoundland and Labrador, Canada. The sub-lease commenced in 1956 and expires in 2055. The iron ore deposit is currently sub-leased to a third-party entity under certain lease agreements which will also expire in 2055. Pursuant and subject to the terms of the lease agreements, the Group collects royalty payments directly from a third-party operator based on a pre-determined formula, with a minimum payment of \$3,250 per year.

Management performed assessments on December 31, 2022, 2021 and 2020 utilizing the value-in-use methodology using a pre-tax discount rate of 13.18%, 8.08% and 6.43%, respectively, and concluded that there was no impairment on those dates.

Hydrocarbon properties

The Group owns hydrocarbon properties in western Canada. The majority of such operations are located in the Deep Basin fairway of the Western Canada Sedimentary Basin. The Group's hydrocarbon development and production assets include producing natural gas wells, non-producing natural gas wells, producing oil wells and non-producing oil wells, but do not include a land position that includes net working interests in undeveloped acreage and properties containing probable reserves only, both of which are included in exploration and evaluation assets.

The recoverable amounts of the Group's hydrocarbon CGUs are determined whenever facts and circumstances provide impairment indicators. CGUs are mainly determined based upon the geographical region of the Group's producing properties. An impairment is recognized if the carrying value of a CGU exceeds the recoverable amount for that CGU. The Group determines the recoverable amount by using the greater of fair value less costs of disposal and the value-in-use. Value-in-use is generally the future cash flows expected to be derived from production of proven and probable reserves estimated by the Group's third-party reserve evaluators. These third-party reserve engineers take many data points and forecasts into consideration when estimating the value-in-use of the CGU, including best estimates of future natural gas prices, production based on current estimates of recoverable reserves and resources, exploration potential, future operating costs, non-expansory capital expenditures and inflation.

Management performed assessments on December 31, 2021 and 2020, respectively, on its hydrocarbon properties utilizing the value-in-use methodology using a pre-tax discount rate of 10.0% and concluded that there was no impairment on these dates.

As of December 31, 2022, the Group reclassified the hydrocarbon properties as assets held for sale since the Group entered into an agreement of purchase and sale (see Note 4).

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 13. Deferred Income Tax Assets and Liabilities

The tax effect of temporary differences and tax loss carry-forwards that give rise to significant components of the Group's deferred income tax assets and liabilities are as follows:

As at December 31:	2022	2021
Non-capital tax loss carry-forwards	\$ 18,291	\$ 18,692
Interests in resource properties	(49,187)	(59,864)
Other assets	(5,897)	(5,655)
Other liabilities	(10,100)	(11,015)
	<u>\$ (46,893)</u>	<u>\$ (57,842)</u>
Presented on the consolidated statements of financial position as follows:		
Deferred income tax assets	\$ 9,677	\$ 9,619
Deferred income tax liabilities	(56,570)	(67,461)
Net	<u>\$ (46,893)</u>	<u>\$ (57,842)</u>

As at December 31, 2022, the Group had estimated accumulated non-capital losses, which expire in the following countries and regions as follows. Management is of the opinion that not all of these non-capital losses are probable to be utilized in the future.

Country / Region	Gross amount	Amount for which no deferred income tax asset is recognized	Expiration dates
Canada	\$ 5,267	\$ —	2037-2042
Germany	136	—	Indefinite
Malta	88,082	26,843	Indefinite
Africa	24,982	—	Indefinite

The utilization of the deferred tax assets is dependent on future taxable profits in excess of the profits arising from the reversal of existing taxable temporary differences and the Group companies have suffered losses in either the current or preceding period(s) in the tax jurisdictions to which the deferred tax assets relate.

The Group companies' income tax, value-added tax and payroll tax filings are also subject to audit by taxation authorities in numerous jurisdictions. There are audits in progress and items under review, some of which may increase the Group's income tax, value-added tax and payroll tax liability. If it is probable that management's estimate of the future resolution of these matters changes, the Group will recognize the effects of the changes in its consolidated financial statements in the appropriate period when such changes occur.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 14. Account Payables and Accrued Expenses

As at December 31:	2022	2021
Trade and account payables	\$ 5,225	\$ 5,972
Deposit liabilities	7,918	607
Interest payables	494	482
Value-added, goods and services and other taxes (other than income taxes)	1,372	1,550
Compensation	151	272
Contract liabilities under contracts with customers	1,776	1,864
Lease liabilities	393	291
Provision for a financial loss	—	283
Due to an affiliate (see Note 25)	3,770	25
	<u>\$ 21,099</u>	<u>\$ 11,346</u>

Trade payables arise from the Group's day-to-day activities. The Group's expenses for services and other operational expenses are included in account payables. Generally, these payables and accrual accounts do not bear interest and have a maturity of less than one year.

Contract liabilities under contracts with customers

The movements of contract liabilities under contracts with customers for the years ended December 31, 2022 and 2021 were as follows:

	2022	2021
Balance, beginning of the year	\$ 1,864	\$ 2,767
Considerations received	598	614
Reclassification to profit or loss upon satisfaction of performance obligations	(546)	(1,517)
Balance, end of the year	<u>\$ 1,916</u>	<u>\$ 1,864</u>

The Group expects to recognize the contract liabilities as revenue upon satisfaction of performance obligations in the following years:

	2022	2021
Year 1 after the year-end (included in current liabilities)	\$ 1,776	\$ 1,864
Year 2 after the year-end (included in non-current liabilities)	140	—
	<u>\$ 1,916</u>	<u>\$ 1,864</u>

Lease liabilities

Future lease payments included in the measurement of the lease liabilities as at December 31, 2022 are as follows:

Years ending December 31:	Principal	Interest	Total
2023	393	19	412
2024	313	4	317
	<u>\$ 706</u>	<u>\$ 23</u>	<u>\$ 729</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 14. Account Payables and Accrued Expenses (continued)

As at December 31, 2022, the principal amounts of the lease liabilities were presented in the consolidated statement of financial position as follows:

Current liabilities	\$	393
Non-current liabilities		313
	\$	<u>706</u>

As at December 31, 2022, the lease liabilities, which principally comprised office premises (see Note 11), have varying terms and are subject to the customary practices in the local regions. The Group expects to pay for these future lease payments from cash flow from operations. Management does not expect material exposure arising from variable lease payments, extension options and termination options, residual value guarantees and leases not yet commenced to which the Group is committed.

The Group recognized the following associated with its lease liabilities for the years ended December 31, 2022, 2021 and 2020:

	2022	2021	2020
Interest expense	\$ 28	\$ 42	\$ 59
Expense relating to short-term leases with payments directly charged to profit or loss	438	358	533
Expense relating to leases of low-value assets with payments directly charged to profit or loss	—	115	—
Expense relating to variable lease payments not included in the measurement of lease liabilities	—	—	—
Total cash outflows for leases	816	939	1,043
Gain on COVID-19-related rent concessions	(47)	—	(6)
Depreciation charge for right-of-use assets (see Note 11)	349	436	514
Carrying amount of right-of-use assets at the end of the reporting period (see Note 11)	628	692	1,109

Note 15. Bonds Payable

In August 2019, a subsidiary completed a public issue of bonds with an aggregate nominal amount of \$36,511 (€25,000), less commissions and issuance costs totalling \$1,078 (€738). The bonds are redeemable in August 2026, interest payable in August each year at a nominal interest rate of 4.00% (or an effective interest rate of 4.41%) and secured by the Group's investment property and real estate for sale under the German Law Mortgages and Pledges. To the extent that any sales of these properties, in whole or in part, cause the security to fall below a certain ratio, proceeds of said sale, up to an amount of the collateral shortfall, are required to be placed as cash collateral with the bondholder trustee until maturity. As at December 31, 2022, the carrying and nominal amounts of the bonds payable were \$35,538 (€24,580) and \$36,145 (€25,000), respectively.

For the movements of bonds payable in the years ended December 31, 2022, 2021 and 2020, see Note 24.

As at December 31, 2022, the contractual maturities of the bonds payable are as follows:

Years ending December 31:	Principal	Interest	Total
2023	\$ —	\$ 1,446	\$ 1,446
2024	—	1,446	1,446
2025	—	1,446	1,446
2026	35,538	1,446	36,984
	<u>\$ 35,538</u>	<u>\$ 5,784</u>	<u>\$ 41,322</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 16. Decommissioning Obligations

	2022	2021
Decommissioning obligations, beginning of year	\$ 15,096	\$ 14,072
Changes in estimates	1,339	838
Accretion	245	186
Payments	(47)	—
Reclassification to liabilities relating to assets held for sale	(16,633)	—
Decommissioning obligations, end of year	<u>\$ —</u>	<u>\$ 15,096</u>

Decommissioning obligations represent the present value of estimated remediation and reclamation costs associated with hydrocarbon properties and property, plant and equipment. As at December 31, 2022 and 2021, management revised its estimates of the expected decommissioning obligations related to its hydrocarbon production and processing assets. The Group discounted the decommissioning obligations using an average discount rate of 1.9% (2021: 1.2%), which is the risk-free rate in Canada for blended government securities and inflation of 2.25% (2021: 1.95%). As at December 31, 2022, the Group reclassified the decommissioning obligations to liabilities relating to assets held for sale (see Note 4).

Note 17. Shareholders' Equity

Capital Stock

The authorized share capital of Scully is US\$450,000 divided into 300,000,000 common shares of US\$0.001 par value each and 150,000,000 preference shares divided into US\$0.001 par value each.

Holders of common shares may receive dividends declared by the Company in accordance with the Company's memorandum and articles of association, subject to any preferential dividend rights of any other classes or series of preference shares issued and outstanding. Holders of common shares are entitled to one vote per share at any general or special meeting of shareholders. The holders of common shares have the right on the winding up or dissolution of the Company to participate in the surplus assets of the Company in accordance with the provisions of the memorandum and articles of association of the Company, subject to the rights of any issued and outstanding preference shares.

The movements of total capital stock for the years ended December 31, 2022 and 2021 were as follows:

	Number of Shares	Capital Stock at Par Value	Additional Paid-in Capital	Total Capital Stock
Balance, January 1	12,620,448	\$ 16	\$ 312,471	\$ 312,487
Stock dividends*	2,236,133	3	(3)	—
Balance, December 31, 2021	14,856,581	19	312,468	312,487
Exercise of stock options	42,949	—	602	602
Balance, December 31, 2022	<u>14,899,530</u>	<u>\$ 19</u>	<u>\$ 313,070</u>	<u>\$ 313,089</u>

* 9% stock dividends were distributed on May 31, 2021 to shareholders of record as at May 14, 2021 and 8% stock dividends were distributed on November 30, 2021 to shareholders of record as at November 15, 2021.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 17. Shareholders' Equity (continued)

Treasury Stock

As at December 31:	2022	2021
Total number of common shares held as treasury stock	77,279	77,279
Total carrying amount of treasury stock	\$ 2,643	\$ 2,643

All of the Company's treasury stock is held by the Company itself.

Note 18. Consolidated Statements of Operations Information

Revenue

The Group's revenue comprised:

Years ended December 31:	2022	2021	2020
Royalty, goods and products and services	\$ 52,218	\$ 60,201	\$ 48,441
Interest	3,712	405	531
Dividends	268	244	—
Gain on securities, net	—	—	758
Other, including medical and real estate sectors	7,491	10,441	9,702
Revenue	\$ 63,689	\$ 71,291	\$ 59,432

The revenue of \$52,218 from royalty, goods and products and services for the year ended December 31, 2022 comprised royalty revenue of \$28,970, natural gas of \$17,581, power and electricity of \$3,974 and fees of \$1,693.

The revenue of \$60,201 from royalty, goods and products and services for the year ended December 31, 2021 comprised royalty revenue of \$40,137, natural gas of \$13,236, power and electricity of \$2,927, food products of \$2,721 and fees of \$1,180.

The revenue of \$48,441 from royalty, goods and products and services for the year ended December 31, 2020 comprised royalty revenue of \$31,448, natural gas of \$7,584, power and electricity of \$3,358, food products of \$4,602 and fees of \$1,449.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 18. Consolidated Statements of Operations Information (continued)

Costs and Expenses

The Group's costs of sales and services comprised:

Years Ended December 31:	2022	2021	2020
Royalty, goods and products and services	\$ 23,677	\$ 22,933	\$ 22,102
(Reversal of) write-down of inventories	(21)	(19)	469
Gain on derivative contracts, net	—	(1,376)	—
Fair value gain on investment property, net of write-down of real estate for sale	(96)	(407)	(757)
(Gain) loss on dispositions of subsidiaries, net	(264)	—	546
Gains on settlements and derecognition of liabilities	(69)	(390)	(2,600)
Change in fair value of loan payable measured at FVTPL	141	1,616	549
Losses on securities, net	2,436	2,320	—
Other, including medical and real estate sectors	4,078	6,241	6,561
Total costs of sales and services	<u>\$ 29,882</u>	<u>\$ 30,918</u>	<u>\$ 26,870</u>

The Group's net (gain) loss on dispositions of subsidiaries comprised:

Years Ended December 31:	2022	2021	2020
Net (liabilities) assets in excess of considerations received	\$ (273)	\$ —	\$ 331
Reclassification adjustment for the exchange differences upon dispositions of subsidiaries	9	—	215
(Gain) loss on dispositions of subsidiaries, net (see Note 28)	<u>\$ (264)</u>	<u>\$ —</u>	<u>\$ 546</u>

The Group included the following items in costs of sales and services:

Years ended December 31:	2022	2021	2020
Inventories as costs of goods sold (including depreciation expenses allocated to costs of goods sold)	\$ 80	\$ 3,488	\$ 5,041

The Group's credit losses comprised:

Years ended December 31:	2022	2021	2020
(Reversal of) credit losses on loans and receivables and guarantees, net	\$ (47)	\$ 88	\$ (3,108)

During the year ended December 31, 2019, the credit losses included losses of \$3,200 relating to the consideration from the sale of a subsidiary, which was no longer expected to be received, and \$3,134 on certain corporate guarantees. During the year ended December 31, 2020, the provision for the corporate guarantees were reversed and recognized in profit or loss. The credit losses were recognized on the financial assets that were credit-impaired at the reporting date.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 18. Consolidated Statements of Operations Information (continued)

The Group's selling, general and administrative expenses comprised:

Years ended December 31:	2022	2021	2020
Compensation (wages and salaries)	\$ 4,443	\$ 4,551	\$ 4,083
Legal and professional	6,983	6,395	6,794
Accounting	885	1,238	1,294
Consulting and fees	6,529	3,423	2,836
Depreciation and amortization	784	481	557
Office	748	948	708
Reimbursement of expenses (net of recovery)	5,607	1,018	257
Other	2,501	3,090	3,372
	<u>\$ 28,480</u>	<u>\$ 21,144</u>	<u>\$ 19,901</u>

Additional information on the nature of costs and expenses

Years Ended December 31:	2022	2021	2020
Depreciation, depletion and amortization	\$ 10,699	\$ 11,023	\$ 11,470
Employee benefits expenses*	7,194	6,922	7,253
Expenses for defined contribution plans and similar plans	278	253	123
Termination benefits	394	—	—

* Employee benefits expenses do not include the directors' fees of the Company. For directors' fees, see Note 25.

Note 19. Share-Based Compensation

The 2017 Equity Incentive Plan, referred to as the "2017 Plan", was adopted by the Company on July 14, 2017.

Pursuant to the terms of the 2017 Plan, the board of directors, the Compensation Committee or such other committee as is appointed by the board of directors to administer the Incentive Plan, may grant stock options, restricted stock rights, restricted stock, performance share awards, performance share units and stock appreciation rights under the 2017 Plan, establish the terms and conditions for those awards, construe and interpret the 2017 Plan and establish the rules for the 2017 Plan's administration. Such awards may be granted to employees, non-employee directors, officers or consultants or any affiliate or any person to whom an offer of employment with the Group or any affiliate is extended. Such committee has the authority to determine which employees, non-employee directors, officers, consultants and prospective employees should receive such awards.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 19. Share-Based Compensation (continued)

In April 2021, the Company's Board of Directors authorized an amendment to the 2017 Plan to: (i) increase the number of common shares of the Company available for Awards (as defined in the 2017 Plan) thereunder by 1,326,591 common shares from 575,403 to 1,901,994 common shares; and (ii) increase the annual limitations on grants of Awards to Covered Employees (as defined in the 2017 Plan) to 400,000 common shares of the Company in any fiscal year (425,000 common shares during the fiscal year when such participant's employment commences). The Company's Compensation Committee and Board of Directors also approved grants of stock options entitling the holders thereof to acquire up to 1,307,000 common shares of the Company, which options will have a term of 10 years, be granted effective on the second business day after the date of the Company's 2020 Annual Report on Form 20-F and have an exercise price equal to the closing price of the Company's common shares on such date (which was US\$13.15 per common share). Vesting of these Awards became effective upon ratification of the amendments to the 2017 Plan at the annual meeting of the Company's shareholders on December 29, 2021. These numbers were not adjusted for the stock dividends issued in 2021.

The following table is a summary of the changes in stock options granted under the plans:

	2017 Plan	
	Number of options	Weighted average exercise price per share (US\$)
Outstanding as at January 1, 2021	426,000	8.76
Forfeited	(32,500)	8.76
Granted	1,307,000	13.15
Adjustments for stock dividends issued in 2021	301,322	Not applicable
Outstanding as at December 31, 2021	2,001,822	10.31
Forfeited	(64,746)	11.17
Exercise of stock options (weighted average share price at dates of exercises: US\$8.49 per share)	(42,949)	7.44
Outstanding as at December 31, 2022	1,894,127	10.34
As at December 31, 2022:		
Options exercisable	1,894,127	10.34
Options available for granting in future periods	278,405	

The following table summarizes information about stock options outstanding and exercisable as at December 31, 2022:

	Options Outstanding and Exercisable	
Exercise Price per Share (US\$)	Number	Weighted average remaining contractual life (in years)
\$7.44	420,277	4.92
\$11.17	1,473,850	8.33
Total	1,894,127	7.58

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 19. Share-Based Compensation (continued)

The following table summarizes the share-based compensation expenses recognized by the Group in its consolidated statements of operations:

Years ended December 31:	2022	2021	2020
Share-based compensation expenses arising from stock options granted by the Company	\$ —	\$ 2,497	\$ —

The weighted average assumptions and inputs used in calculating the fair value of the stock options granted on May 4, 2021 and approved by a shareholder meeting on December 29, 2021, using the Black-Scholes-Merton formula were as follows:

	2021
Number of options granted (on a post-stock dividend basis)	1,538,596
Vesting requirements	Immediately
Contractual life	9.33 years
Method of settlement	In equity
Exercise price per share	US\$11.17
Market price per share on grant date	US\$10.01
Expected volatility	39.24%
Expected option life	9.33 years
Expected dividends	8.00%
Risk-free interest rate	1.48%
Fair value of option granted (per option)	\$1.62 (US\$1.27)

The expected volatility was determined based on the historical price movement of comparable companies over the expected option life, with adjustments for underlying businesses. The stock option holders are not entitled to dividends or dividend equivalents until the options are exercised.

Note 20. Income Taxes

The components of income tax recovery (expense) comprised:

Years ended December 31:	2022	2021	2020
Current taxes	\$ (1,350)	\$ (215)	\$ (95)
Deferred taxes	7,557	(2,074)	(4,798)
Resource property revenue taxes	(5,658)	(7,887)	(6,074)
	<u>\$ 549</u>	<u>\$ (10,176)</u>	<u>\$ (10,967)</u>

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 20. Income Taxes (continued)

A reconciliation of (loss) income before income taxes to the provision for income taxes in the consolidated statements of operations is as follows:

Years ended December 31:	2022	2021	2020
(Loss) income before income taxes	\$ (23,956)	\$ 17,547	\$ 11,179
Computed recovery (expense) of income taxes	\$ 6,383	\$ (5,982)	\$ (6,521)
Decrease (increase) in income taxes resulting from:			
Effect of change in income tax rate	—	—	(13)
Other non-taxable income	326	160	(1)
Revisions to prior years	(1,064)	351	(21)
Capital gains and losses on dispositions, net	(454)	83	35
Resource property revenue taxes	(4,130)	(5,758)	(4,433)
Unrecognized losses in current year	(330)	(199)	(1)
Previously unrecognized deferred income tax assets, net	927	302	113
Permanent differences	(1,063)	(262)	(92)
Other non-taxable income	—	1,156	—
Other, net	(46)	(27)	(33)
Income tax recovery (expense)	\$ 549	\$ (10,176)	\$ (10,967)

The income tax recovery (expense) was computed using the domestic rate in each individual jurisdiction. Scully has a zero tax rate under its tax jurisdiction.

Note 21. (Loss) Earnings Per Share

(Loss) earnings per share data for the years ended December 31, 2022, 2021 and 2020 are summarized as follows:

	2022	2021	2020
Basic (loss) earnings attributable to holders of common shares	\$ (23,398)	\$ 7,564	\$ 369
Effect of dilutive securities:	—	—	—
Diluted (loss) earnings	\$ (23,398)	\$ 7,564	\$ 369

	Number of Shares		
	2022	2021	2020
Weighted average number of common shares outstanding - basic	14,811,118	14,779,302	14,779,302
Effect of dilutive securities:			
Options	—	129,010	—
Weighted average number of common shares outstanding - diluted	14,811,118	14,908,312	14,779,302

	2022	2021	2020
(Loss) earnings per share - basic and diluted	\$ (1.58)	\$ 0.51	\$ 0.03

In 2022, 2021 and 2020, the Group's potential ordinary shares include stock options outstanding.

As at December 31, 2022, 2021 and 2020, there were 1,894,127, 1,538,596 and 501,485 stock options outstanding, respectively, that could potentially dilute basic earnings per share in the future, but were not included in the calculation of diluted earnings per share because they were antidilutive for the year ended December 31, 2022, 2021 and 2020.

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 22. Dividends Paid

During the year ended December 31, 2022, the following dividends were paid by the Company:

- (i) a dividend of \$0.25 (US\$0.18) per common share which was paid in U.S. dollars on March 4, 2022 to shareholders of record on February 21, 2022;
- (ii) a dividend of \$0.34 (US\$0.27) per common share which was paid in U.S. dollars on May 23, 2022 to shareholders of record on May 10, 2022;
- (iii) a dividend of \$0.33 (US\$0.26) per common share which was paid in U.S. dollars on August 26, 2022 to shareholders of record on August 12, 2022; and
- (iv) a dividend of \$0.21 (US\$0.16) per common share which was paid in U.S. dollars on December 6, 2022 to shareholders of record on November 22, 2022.

The Company did not declare nor pay dividends during the years ended December 31, 2021 and 2020 other than the stock dividends issued during the year ended December 31, 2021, as described in Note 17. See Note 29.

Note 23. Commitments and Contingencies

Litigation

The Group is subject to routine litigation incidental to its business and is named from time to time as a defendant and is a plaintiff from time to time in various legal actions arising in connection with its activities, certain of which may include large claims for punitive damages. Further, due to the size, complexity and nature of the Group's operations, various legal and tax matters are outstanding from time to time, including periodic audit by various tax authorities.

The Company and certain subsidiaries have been named as defendants in a legal action relating to an alleged guarantee of the former parent of the Group in the amount of approximately \$68,363 (€43,800) as at December 31, 2020. The Group believes that such claim is without merit and intends to vigorously defend such claim. In 2021, the Group was informed of a proposed amendment to the claim which, if allowed, would increase the principal amount to approximately \$116,782 (€80,773) as at December 31, 2022, plus interest and costs.

If management's current assessments are incorrect or if management is unable to resolve any of these matters favourably, there may be a material adverse impact on the Group's financial performance, cash flows or results of operations.

Rights to Subscribe to Shares in Subsidiaries

During 2017, two subsidiaries of the Group entered into agreements with third-party employee incentive corporations whereby the latter were granted the rights to buy up to 10% of the share capital of the subsidiaries on a diluted basis at a price to be no less or more than the then existing net tangible asset value. The rights expire in 2027.

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 24. Consolidated Statements of Cash Flows – Supplemental Disclosure

Interest paid and received, dividends received and income taxes paid are classified as operating activities. Dividends paid are classified as financing activities. Income taxes paid include the payments of advance tax prepayments and are net of tax cash refunds.

There are no circumstances in which cash held by an entity are not available for use by the Group other than amounts presented as restricted cash. See “Currency Risk” in Note 26.

Consolidated cash flows statement – reconciliation of liabilities arising from financing activities

Years ended December 31:	2022	2021	2020
Bonds payable, opening balance	\$ 35,227	\$ 38,053	\$ 35,418
Cash flows	—	—	—
Non-cash changes:			
Accretion	140	145	143
Cumulative translation adjustments	171	(2,971)	2,492
Bonds payable, ending balance (see Note 15)	<u>\$ 35,538</u>	<u>\$ 35,227</u>	<u>\$ 38,053</u>
Years ended December 31:	2022	2021	2020
Lease liabilities, opening balance	\$ 767	\$ 1,175	\$ 1,196
Cash flows	(378)	(466)	(510)
Non-cash changes:			
Additions	295	84	368
Accretion	28	42	59
COVID-19 related rent concessions	—	—	(6)
Cumulative translation adjustments	(6)	(68)	68
Lease liabilities, ending balance (see Note 14)	<u>\$ 706</u>	<u>\$ 767</u>	<u>\$ 1,175</u>

Non-cash transactions

Non-cash transactions during the year ended December 31, 2022: (i) hydrocarbon development and production assets and liabilities were classified as held for sale (see Note 4).

Non-cash transactions during the year ended December 31, 2021: (i) an internal reorganization of the Group’s structure resulted in a net recovery of deferred income tax by \$1,156; and (ii) a subsidiary of the Group derecognized a liability of \$390 for a consideration of \$nil.

Non-cash transactions during the year ended December 31, 2020: (i) a subsidiary of the Group settled a liability of \$391 by delivering shares of one of its subsidiaries; and (ii) the Group received additional shares in a majority-owned subsidiary as price adjustment for liability settlements in 2019.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 25. Related Party Transactions

In the normal course of operations, the Group enters into transactions with related parties, which include affiliates in which the Group has a significant equity interest (10% or more) or has the ability to influence their operating and financing policies through significant shareholding, representation on the board of directors, corporate charter and/or bylaws. The related parties also include, among other things, the Company's directors, President, Chief Executive Officer and Chief Financial Officer. This section does not include disclosure, if any, respecting open market transactions, whereby a related party acts as an investor of the Company's securities or the bonds of Merkanti Holding.

The Group had the following transactions with its related parties:

Years ended December 31:	2022	2021	2020
Fee income	\$ 1,191	\$ 1	\$ 9
Other income	462	—	86
Dividends received	198	198	—
Royalty expenses	(682)	(700)	(660)
Reversal of expected credit loss allowance, net	—	—	15
Fee expenses	(2,198)	—	(80)
Reimbursements of expenses, primarily including employee benefits and lease and office expenses	(4,914)	(1,007)	(276)

From time to time the Group has entered into arrangements with a company controlled by the Group's Chairman to assist the Group to comply with various local regulations and requirements, including the newly introduced economic substance legislation for offshore jurisdictions, as well as fiscal efficiency. These arrangements are utilized to aid in the divestment of financially or otherwise distressed or insolvent assets or businesses that are determined to be unsuitable for the Group's ongoing operations. These arrangements are implemented at cost and no economic benefit is received by, or accrued, by the Group's Chairman or the company controlled by him. Pursuant to this arrangement, as at December 31, 2022, the Group held: (i) an indemnification asset of \$6,756 (2021: \$6,756) (see Note 8) relating to a secured indemnity provided by such company to a subsidiary of the Group to comply with local regulations and requirements, in an amount equal to the amount advanced to it, for certain short-term intercompany balances involving certain of the Group's subsidiaries and another subsidiary that was put into dissolution by the Group in 2019; (ii) a loan to such company of \$875 (2021: \$819) (see Note 8) which was made in the year ended December 31, 2019 in order to facilitate the acquisition of securities for the Group's benefit. The loan initially bore interest at 6.3% and subsequently became non-interest bearing; and (iii) current account receivables of \$27,118 (2021: \$46,926) (see Note 8). The Group also had current account payables of \$3,770 (2021: \$25) due to the aforesaid affiliate as at December 31, 2022 (see Note 14).

In addition, pursuant to this arrangement, during the year ended December 31, 2022, 2021 and 2020, the Group reimbursed such company \$4,914, \$1,007 and \$276 (as set forth in the table above), respectively, at cost for expenses, primarily consisting of employee benefits and lease and office expenses.

As set forth in the table above, the Group had royalty expenses of \$682, \$700 and \$660, respectively, in the year ended December 31, 2022, 2021 and 2020 that were paid to a company in which it holds a minority interest and that is a subsidiary of the operator of the underlying mine.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 25. Related Party Transactions (continued)

Key management personnel

The Group's key management personnel comprise the members of its Board of Directors, President, Chief Executive Officer and Chief Financial Officer of the Company. The remuneration of key management personnel of the Group on an accrual basis was as follows:

Years ended December 31:	2022	2021	2020
Short-term employee benefits	\$ 1,817 *	\$ 1,288 *	\$ 1,413 *
Post-employment benefits	142	80	—
Directors' fees	666	659	579
Share-based compensation**	—	1,087	—
Total	\$ 2,625	\$ 3,114	\$ 1,992

* Net of salary and expenses.

** Amounts computed based on fair values using the Black-Scholes-Merton formula. (See Note 19).

Note 26. Financial Instruments

The fair values of the Group's financial instruments as at December 31, 2022 and 2021, other than those with carrying amounts that approximate their fair values due to their short-term nature, are summarized as follows:

As at December 31:	2022		2021	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<u>Financial Assets:</u>				
<i>FVTPL:</i>				
Equity securities	\$ 4,033	\$ 4,033	\$ 8,564	\$ 8,564
Debt securities	774	774	770	770
Investment funds	1,675	1,675	2,761	2,761
Long-term loan receivable	1,146	1,146	—	—
<i>FVTOCI:</i>				
Debt securities	26,246	26,246	10,786	10,786
<i>Amortized cost:</i>				
Long-term loan receivable	7,168	7,168	—	—
<u>Financial Liabilities:</u>				
<i>Financial liabilities measured at amortized cost:</i>				
Bonds payable	\$ 35,538	\$ 35,422	\$ 35,227	\$ 36,693
<i>FVTPL:</i>				
Loan payable	7,424	7,424	6,817	6,817

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

Fair value of a financial instrument represents the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions regardless of whether that price is directly observable or estimated using a valuation technique. The price for a transaction which takes place under duress or the seller is forced to accept the price in the transaction might not represent the fair value of an asset or a liability. The best evidence of fair value is published price quotations in an active market. When the market for a financial asset or financial liability is not active, the Group establishes fair value by using a valuation technique. The valuation technique used maximizes the use of inputs observed in active markets, and minimizes the use of inputs generated by the Group. Internally generated inputs take into account factors that market participants would consider when pricing the financial instruments, such as liquidity and credit risks. Use of judgment is significantly involved in estimating fair value of financial instruments in inactive markets and actual results could materially differ from the estimates. To value longer-term transactions and transactions in less active markets for which pricing information is not generally available, unobservable inputs may be used.

The fair values of financial assets measured at FVTPL and FVTOCI are based on quoted market prices (Level 1 fair value hierarchy) or a valuation method with observable inputs (Level 2 fair value hierarchy). For investments in certain specialized debt securities, investment funds and a certain long-term loan receivable, their fair values are based on a valuation model with inputs that are unobservable (Level 3 fair value hierarchy). Generally, the Group relies on legally protected information to arrive at their valuations and, as a result, is precluded from disclosing individual asset valuations publicly. The carrying amounts of cash and restricted cash, short-term receivables and account payables and accrued expenses, due to their short-term nature and normal trade credit terms, approximate their fair values.

The fair values of the bonds payable are based on the quoted market price from the Malta Stock Exchange at which the bonds are traded (Level 1 fair value hierarchy). The fair value of the loan payable is estimated using an appropriate valuation method. Inputs to the valuation technique are unobservable (Level 3 fair value hierarchy).

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

The following tables present the Group's financial instruments measured at fair value in the consolidated statements of financial position classified by level of the fair value hierarchy as at December 31, 2022 and 2021, respectively:

As at December 31, 2022	Level 1	Level 2	Level 3	Total
Financial Assets:				
<i>FVTPL:</i>				
Equity securities	\$ 1,598	\$ 2,435	\$ —	\$ 4,033
Debt securities	—	—	774	774
Investment funds	—	—	1,675	1,675
Long-term loan receivable	—	—	1,146	1,146
<i>FVTOCI:</i>				
Debt securities	26,246	—	—	26,246
Total	<u>\$ 27,844</u>	<u>\$ 2,435</u>	<u>\$ 3,595</u>	<u>\$ 33,874</u>
Financial Liabilities:				
<i>FVTPL:</i>				
Loan payable	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 7,424</u>	<u>\$ 7,424</u>
As at December 31, 2021				
Financial Assets:				
<i>FVTPL:</i>				
Equity securities	\$ 4,939	\$ 3,625	\$ —	\$ 8,564
Debt securities	—	—	770	770
Investment funds	—	—	2,761	2,761
<i>FVTOCI:</i>				
Debt securities	10,786	—	—	10,786
Total	<u>\$ 15,725</u>	<u>\$ 3,625</u>	<u>\$ 3,531</u>	<u>\$ 22,881</u>
Financial Liabilities:				
<i>FVTPL:</i>				
Loan payable	<u>\$ —</u>	<u>\$ —</u>	<u>\$ 6,817</u>	<u>\$ 6,817</u>

As at December 31, 2022 and 2021, the Group held an investment in a privately held company which was measured at FVTPL. The fair value was determined using discounted cash flows at prevailing market rates of interest for similar instruments with observable inputs (Level 2 fair value hierarchy).

As at December 31, 2022 and 2021, a subsidiary of the Group had a loan payable with a former subsidiary which is non-interest bearing, is without recourse to the Group and has no fixed repayment date. The loan payable was measured at FVTPL at its initial recognition, as permitted under IFRS, on a fair value basis in accordance with a documented investment strategy. The undiscounted contractual amount due out of surplus cash of the subsidiary is \$56,980 (US\$42,070) and is expected to be repaid in greater than 11 years. As at December 31, 2022, the difference between the carrying amount of the loan payable and the amount the Group would be contractually required to pay at maturity was \$49,556. The fair value is determined using a discount rate for similar instruments with unobservable inputs (Level 3 fair value hierarchy), which included the sale price, demand for products, production and labour costs in the future periods. The actual repayment may be significantly different from both the carrying amount and the amount due at maturity. Sensitivity to changes in the discount rate is included under "Interest Rate Risk" in this Note 26.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

Generally, management of the Group believes that current financial assets and financial liabilities, due to their short-term nature, do not pose significant financial risks. The Group uses various financial instruments to manage its exposure to various financial risks. The policies for controlling the risks associated with financial instruments include, but are not limited to, standardized company procedures and policies on matters such as hedging of risk exposure, avoidance of undue concentration of risk and requirements for collateral (including letters of credit and bank guarantees) to mitigate credit risk. The Group has risk managers and other personnel to perform checking functions and risk assessments so as to ensure that the Group's procedures and policies are complied with.

Many of the Group's strategies, including the use of derivative instruments and the types of derivative instruments selected by the Group, are based on historical trading patterns and correlations and the Group's management's expectations of future events. However, these strategies may not be fully effective in all market environments or against all types of risks. Unexpected market developments may affect the Group's risk management strategies during the period, and unanticipated developments could impact the Group's risk management strategies in the future. If any of the variety of instruments and strategies the Group utilizes is not effective, the Group may incur losses.

The Group does not trade in financial instruments, including derivative financial instruments, for speculative purposes.

The nature of the risks that the Group's financial instruments are subject to as at December 31, 2022 is set out in the following table:

Financial instrument	Risks				
	Credit	Liquidity	Currency	Interest rate	Other price
Cash and restricted cash	X		X	X	
Equity securities			X		X
Debt securities	X			X	X
Investment funds					
Derivative securities and financial liabilities	X	X	X		X
Receivables	X		X	X	
Account payables and accrued expenses		X	X		
Bonds payable		X		X	X
Loan payable				X	

A sensitivity analysis for each type of market risk to which the Group is exposed on its financial instruments at the end of the reporting period is provided, showing how profit or loss and equity would have been affected by changes in the relevant risk variable that were reasonably possible at that date. These ranges of parameters are estimated by management, which are based on the facts and circumstances available at the time estimates are made, and an assumption of stable socio-economic and geopolitical states. No unusual nor exceptional events, for example, natural disasters or human-made crises and calamities, are taken into consideration when the sensitivity analysis is prepared. Actual occurrence could differ from these assumptions and such differences could be material.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Financial instruments which potentially subject the Group to credit risk consist of cash and restricted cash, derivative financial instruments, debt securities, receivables and committed transactions (including loan commitments and financial guarantee contracts). The Group has deposited cash and entered into derivative financial instrument contracts with reputable financial institutions with high credit ratings and management believes the risk of loss from these counterparties to be remote.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

Most of the Group's credit exposure is with counterparties in the merchant banking businesses and are subject to normal industry credit risk. The Group has receivables from various entities and credit risk from trade receivables is mitigated since they are credit insured, covered by letters of credit, bank guarantees and/or other credit enhancements. The Group routinely monitors credit risk exposure, including sector, geographic and corporate concentrations of credit and set and regularly review counterparties' credit limits based on rating agency credit ratings and/or internal assessments of the customers and industry analysis. The Group also uses factoring and credit insurances to manage credit risk. Management believes that these measures minimize the Group's overall credit risk; however, there can be no assurance that these processes will protect the Group against all losses from non-performance.

The Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses or 12-month expected credit losses (see Note 2B(vi)).

At each reporting date, the Group assesses whether the credit risk on a financial instrument that is measured at amortized cost or at FVTOCI has increased significantly since initial recognition. When making the assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial instrument instead of the change in the amount of expected credit losses. To make that assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial instrument has not increased significantly since initial recognition if the financial instrument is determined to have low credit risk at the reporting date.

Under IFRS 9, there is a rebuttable presumption that the credit risk on a financial asset has increased significantly since initial recognition when contractual payments are more than 30 days past due; although, this rebuttable presumption is not an absolute indicator that lifetime expected credit losses should be recognized, but is presumed to be the latest point at which lifetime expected credit losses should be recognized even when using forward-looking information (including macroeconomic factors on a portfolio level).

The credit risk on a financial instrument is considered low if the financial instrument has a low risk of default, the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

Financial instruments are not considered to have low credit risk when they are regarded as having a low risk of loss simply because of the value of collateral and the financial instrument without that collateral would not be considered low credit risk. Financial instruments are also not considered to have low credit risk simply because they have a lower risk of default than the Group's other financial instruments or relative to the credit risk of the jurisdiction within which the Group operates.

To determine whether a financial instrument has low credit risk, the Group may use its internal credit risk ratings or other methodologies that are consistent with a globally understood definition of low credit risk and that consider the risks and the type of financial instruments that are being assessed. Generally, an external rating of "investment grade" is an example of a financial instrument that may be considered as having low credit risk. Financial instruments are considered to have low credit risk from a market participant perspective taking into account all of the terms and conditions of the financial instrument.

A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired include observable data about the following events: (a) significant financial difficulty of the issuer or the borrower; (b) a breach of contract, such as a default or past due event; (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganization; (e) the disappearance of an active market for that financial asset because of financial difficulties; or (f) the purchase or origination of a financial asset at a deep discount that reflects the incurred credit losses. It may not be possible to identify a single discrete event; instead, the combined effect of several events may have caused financial assets to become credit-impaired.

SCULLY ROYALTY LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)****Note 26. Financial Instruments (continued)**

The Group adopts the presumption in IFRS 9 as its accounting policy that default does not occur later than when a financial asset is 90 days past due, unless it has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate. The definition of default used for these purposes is applied consistently to all financial instruments unless information becomes available that demonstrates that another default definition is more appropriate for a particular financial instrument.

The average contractual credit period for trade receivables is 25-45 days and up to 180 days for certain sales.

The maximum credit risk exposure as at December 31, 2022 is as follows:

Cash and restricted cash	\$	64,082
Debt securities		27,020
Trade and other receivables		55,645
Amounts recognized in the consolidated statement of financial position		146,747
Guarantees		—
Maximum credit risk exposure	\$	146,747

See sub-heading of “Concentration risk” in this note on credit risk concentration.

Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. The Group requires liquidity specifically to fund capital requirements, satisfy financial obligations as they become due, and to operate its merchant banking business. The Group puts in place an actively managed production and capital expenditure budgeting process for major capital programs. The Group’s approach to managing liquidity is to ensure, as far as possible, that it always has sufficient liquidity to meet its liabilities when they fall due, under normal and stress conditions, without incurring unacceptable losses. The Group maintains an adequate level of liquidity, with a portion of its assets held in cash. It is the Group’s policy to invest cash in bank deposits for a period of less than three months. The Group may also invest in cash deposits with an original maturity date of more than three months so as to earn higher interest income.

Generally, trade payables are due within 90 days and other payables and accrued expenses are due within one year. As at December 31, 2022, the Group had long-term bonds payable with interest payable annually and repayment of principal due in 2026. The timing of future payments is based on the Group’s historical payment patterns and management’s interpretation of contractual arrangements. The actual cash outflows might occur significantly earlier than indicated in the payment projection or be amounts significantly different from those indicated in the payment projection.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group operates internationally and is exposed to risks from changes in foreign currency exchange rates, particularly the Euro, U.S. dollar and Hong Kong dollar. Currency risk arises principally from future trading transactions, and recognized assets and liabilities. In order to reduce the Group’s exposure to foreign currency risk on material contracts (including intercompany loans) denominated in foreign currencies (other than the functional currencies of the Group companies), the Group may use foreign currency forward contracts and options to protect its financial positions. As at December 31, 2022 and 2021, the Group did not have any foreign currency derivative financial instruments (foreign currency forward contracts and options) outstanding.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

The Group holds cash balances in renminbi (“RMB”) in the People’s Republic of China (“PRC”). The PRC imposes controls on the convertibility of RMB, the official currency of the PRC, into foreign currencies. The value of RMB is subject to changes in the central government policies and to international economic and political developments affecting supply and demand in the PRC foreign exchange trading system market. In the PRC, certain foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the People’s Bank of China (the “PBOC”).

The Group does not have any material exposure to highly inflationary foreign currencies.

Sensitivity analysis:

At December 31, 2022, if the U.S. dollar had weakened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have increased by \$92. Conversely, if the U.S. dollar had strengthened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have decreased by \$102. The reason for such change is mainly due to certain U.S. dollar denominated financial instrument assets (net of liabilities) held by entities whose functional currencies were not the U.S. dollar. There would have been no material impact arising from financial instruments on other comprehensive income in either case.

At December 31, 2022, if the Euro had weakened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have decreased by \$1,909. Conversely, if the Euro had strengthened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have increased by \$1,909. The reason for such change is mainly due to certain Euro denominated financial instrument liabilities (net of assets) owed by entities whose functional currencies were not the Euro. There would have been no impact arising from financial instruments on other comprehensive income in either case.

At December 31, 2022, if the Hong Kong dollar had weakened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have increased by \$2,745. Conversely, if the Hong Kong dollar had strengthened 10% against the Group companies’ functional currencies with all other variables held constant, net loss for the year ended December 31, 2022 would have decreased by \$2,745. The reason for such change is mainly due to certain Hong Kong dollar denominated financial instrument assets held by entities whose functional currencies were not the Hong Kong dollar. There would have been no impact arising from financial instruments on other comprehensive income in either case.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Short-term financial assets and financial liabilities are generally not exposed to significant interest rate risk because of their short-term nature. As at December 31, 2022, the Group had long-term bonds payable measured at amortized cost which bear a fixed interest rate.

Sensitivity analysis:

At December 31, 2022, if benchmark interest rates (such as IBORs or prime rates) at that date had been 100 basis points (1.00%) per annum lower with all other variables held constant, net loss for the year ended December 31, 2022 would have increased by \$660. Conversely, if the benchmark interest rate had been 100 basis points per annum higher with all other variables held constant, net loss for the year ended December 31, 2022 would have decreased by \$574. The reason for such change is mainly due to the loan payable measured at FVTPL. There would have been no impact arising from financial instruments on the Group’s other comprehensive income in either case.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

Other price risk

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices (other than those arising from interest rate risk or currency risk), whether those changes are caused by factors specific to the individual financial instrument or its issuer or by factors affecting all similar financial instruments traded in the market. The Group's other price risk includes equity price risk whereby the Group's investments in equities of other entities that are classified as held for trading are subject to market price fluctuations.

Sensitivity analysis:

At December 31, 2022, if equity prices in general had weakened 10% with all other variables held constant, net loss for the year ended December 31, 2022 would have increased by \$330. Conversely, if equity prices in general had strengthened 10% with all other variables held constant, net loss for the year ended December 31, 2022 would have decreased by \$330. There would have been no impact on other comprehensive income in either case.

Concentration risk

Management determines the concentration risk threshold amount as any single financial asset (or liability) exceeding 10% of total financial assets (or liabilities) in the Group's consolidated statement of financial position.

In the PRC, foreign exchange transactions are required by law to be transacted only by authorized financial institutions at exchange rates set by the PBOC. Remittances in currencies other than RMB by the Group in the PRC must be processed through the PBOC or other PRC foreign exchange regulatory bodies and require certain supporting documentation in order to effect the remittance. If such foreign exchange control system prevents the Group from obtaining sufficient foreign currencies to satisfy its currency demands, the Group may not be able to pay dividends in foreign currencies and the Group's ability to fund its business activities that are conducted in foreign currencies could be adversely affected.

As at December 31, 2022, royalty receivables due from a customer in the Royalty segment (see Note 8) represented 10% of total financial receivables, and an indemnification asset and receivables due from an affiliate (see Note 8) represented 62% of total financial receivables and 23% of total financial assets.

Except as disclosed in the preceding paragraph, at December 31, 2022, there were no customer, company or entity holding financial assets or liabilities exceeding the threshold amounts.

SCULLY ROYALTY LTD.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)

Note 26. Financial Instruments (continued)

Additional disclosure

In addition to information disclosed elsewhere in these consolidated financial statements, the Group had significant items of income, expense, and gains and losses resulting from financial assets and financial liabilities which were included in profit or loss for the years ended December 31, 2022, 2021 and 2020 as follows:

	2022	2021	2020
Interest income on financial assets not at FVTPL	\$ 3,512	\$ 191	\$ 483
Interest income on financial assets classified at FVTPL	200	214	48
Total interest income	\$ 3,712	\$ 405	\$ 531
Interest expense on financial liabilities not at FVTPL	\$ 1,564	\$ 1,730	\$ 1,856
Interest expense on financial liabilities classified at FVTPL	—	18	25
Total interest expense	\$ 1,564	\$ 1,748	\$ 1,881
Dividend income on financial assets at FVTPL	\$ 268	\$ 244	\$ —
Dividend income on financial assets classified not at FVTPL	—	—	—
Net (loss) gain on financial assets at FVTPL	(2,436)	(722)	692
Loss on loan payable at FVTPL	(141)	(1,616)	(549)
Reversal of impairment on securities measured at FVTOCI	—	—	3

Note 27. Fair Value Disclosure for Non-financial Assets

The following tables present non-financial assets which are measured at or based on fair value in the consolidated statements of financial position, classified by level of the fair value hierarchy:

Assets measured at fair value on a recurring basis as at December 31, 2022:

	Level 1	Level 2	Level 3
Investment property	\$ —	\$ —	\$ 31,850

Assets measured at fair value on a recurring basis as at December 31, 2021:

	Level 1	Level 2	Level 3
Investment property	\$ —	\$ —	\$ 34,430

The fair values of investment property are measured using an income approach which includes the following inputs: land value, realized basic rents, operating costs, discount rates and damages and defects (level 3 fair value hierarchy). The valuation approach was consistent for both 2022 and 2021. Both the 2022 and 2021 valuations were performed by an independent external valuator who is an authorized expert for the valuation of developed and undeveloped land in Germany and holds recognized and relevant professional qualifications and has recent experience in the location and category of the investment property being valued.

SCULLY ROYALTY LTD.**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)****Note 28. Significant Subsidiaries**

A subsidiary is an entity that is controlled by Scully. The following table shows the Company's direct and indirect significant subsidiaries as at December 31, 2022. The table excludes subsidiaries which only hold intercompany assets and liabilities and do not have an active business as well as subsidiaries whose results and net assets did not materially impact the consolidated results and net assets of the Group.

Subsidiaries	Country of Incorporation	Proportion of Interest *
Merkanti Holding plc.	Malta	99.96%
1178936 B.C. Ltd.	Canada	100%
Merkanti (A) International Ltd.	Malta	99.96%
Merkanti (D) International Ltd.	Malta	99.96%

* The Group's proportional voting interests are identical to its proportional beneficial interests, except that it holds a 99.68% proportional beneficial interest in each of Merkanti (A) International Ltd. and Merkanti (D) International Ltd.

As at December 31, 2022, the Group controlled entities in which the Group held more than 50% of the voting rights and did not control any entities in which the Group held 50% or less of the voting rights. The Group's proportional voting interests in the subsidiaries are identical to its proportional beneficial interests except as described above.

As at December 31, 2022, none of the non-controlling interests are material to the Group. As at December 31, 2022, there were no significant restrictions (statutory, contractual and regulatory restrictions, including protective rights of non-controlling interests) on Scully's ability to access or use the assets and settle the liabilities of the Group except for amounts presented as restricted cash. See "Currency Risk" in Note 26.

During the year ended December 31, 2022, the Group disposed of a majority-owned subsidiary, resulting in a net gain of \$264 which was included in the consolidated statement of operations.

During the year ended December 31, 2022, a third party exercised options to acquire a non-voting beneficial interest of 36.75% in a subsidiary over which the Group had 100% voting control prior to the disposition transaction, resulting in a loss of \$356 which was included in the consolidated statement of operations.

During the year ended December 31, 2020, the Group disposed of a wholly-owned subsidiary and a majority-owned subsidiary, resulting in a net loss of \$546 which was included in the consolidated statement of operations.

During the year ended December 31, 2020, Merkanti Holding issued 20,000 shares to an outside party for a cash consideration of \$8 and a receivable of \$23 (which was collected in January 2022), resulting in the Group's shareholding in Merkanti Holding reduced from 100% to 99.96%.

During the year ended December 31, 2020, certain rights to purchase shares in two subsidiaries with pre-determined prices were issued, exercisable until 2026. In April 2021, those rights were cancelled. Management determined the fair value of the rights to be \$nil at the time of their issuance. The issuance of such rights did not have financial impact on the assets and liabilities of the Group until exercised. For further details, see Note 23.

SCULLY ROYALTY LTD.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2022, 2021 and 2020
(Canadian Dollars in Thousands)**

Note 29. Subsequent Events

Business Combination

In March 2022, the Company announced that its subsidiary, Merkanti Holding, the parent of Merkanti Bank Ltd. (“Merkanti Bank”) had signed a definitive agreement to acquire Sparkasse (Holdings) Malta Ltd. a company registered in Malta (“Sparkasse Holdings”), the parent of Sparkasse Bank Malta plc (“Sparkasse Bank”).

Merkanti Holding is acquiring Sparkasse Holdings and the total consideration is approximately equal to the net tangible asset value of Sparkasse Holdings, less certain adjustments, and includes (i) a cash payment at closing of the transaction, (ii) three consecutive annual payments of €2.5 million; and (iii) a contingent payment, payable solely upon the recovery (if any) of an asset of Sparkasse Bank which was previously written off in its entirety. The consideration is expected to be satisfied through cash on hand and available liquidity within the Group.

Upon closing of this transaction, and subject to regulatory approval, it is the intention of management to merge Sparkasse Bank and Merkanti Bank, in order to form a larger independent financial institution. The transaction is conditional upon the satisfaction of certain customary conditions precedent such as regulatory approval from various regulators, including the European Central Bank, the Malta Financial Services Authority and the Central Bank of Ireland. The long-stop date in the Share Purchase Agreement is in the first half of 2023. Absent an extension, we expect the transaction to be closed or terminated by this time.

Cash Dividend

The Company’s board of directors declared a cash dividend of \$0.23 (US\$0.17) per common share pursuant to its cash dividend policy, which was implemented in connection with the Company’s focus on enhancing shareholder value and maximizing earnings and dividends to its shareholders based upon its iron ore royalty. The dividend will be paid in United States dollars on May 19, 2023 to shareholders of record on May 9, 2023.

Note 30. Approval of Consolidated Financial Statements

These consolidated financial statements were approved by the Board of Directors and authorized for issue on April 26, 2023.

ITEM 19: EXHIBITS

Exhibits Required by Form 20-F

Exhibit Number	Description
1.1	Amended and Restated Memorandum and Articles of Association adopted on July 12, 2017. Incorporated by reference from our Form 6-K dated July 14, 2017.
1.2	Extract of Amendments to the Amended and Restated Articles of Association adopted on May 31, 2019. Incorporated by reference from our Form 6-K dated June 21, 2019.
2.1	Description of Common Shares. Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2019 dated May 11, 2020.
4.1	Amended and Restated 2017 Equity Incentive Plan. Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2021.
4.2	Amended and Restated Arrangement Agreement dated June 7, 2017 among MFC Bancorp Ltd., MFC Bancorp Ltd. and MFC 2017 II Ltd. Incorporated by reference from our Form 6-K dated June 14, 2017.
8.1	List of significant subsidiaries of Scully Royalty Ltd. as at December 31, 2020.
11.1	Code of Business Conduct and Ethics and Insider Trading Policy. Incorporated by reference from our Annual Report on Form 20-F for the year ended December 31, 2017 dated April 10, 2018.
12.1	Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
12.2	Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
13.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
13.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
23.1	Consent of Smythe LLP, independent registered public accounting firm.
101.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Document.
101.DEF	XBRL Taxonomy Extension Definition Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

Date: April 26, 2023

SCULLY ROYALTY LTD.

/s/ Samuel Morrow

Samuel Morrow
President, Chief Executive Officer
& Chief Financial Officer

SCULLY ROYALTY LTD.

LIST OF SIGNIFICANT SUBSIDIARIES AS AT DECEMBER 31, 2022

Subsidiaries	Country of Incorporation	Proportion of Interest ⁽¹⁾
Merkanti Holding plc.	Malta	99.96%
1178936 B.C. Ltd.	Canada	100%
Merkanti (A) International Ltd.	Malta	99.96%
Merkanti (D) International Ltd.	Malta	99.96%

Note:

- (1) Our proportional voting interests are identical to our proportional beneficial interests, except that we hold a 99.68% proportional beneficial interest in each of Merkanti (A) International Ltd. and Merkanti (D) International Ltd.

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Samuel Morrow, certify that:

1. I have reviewed this annual report on Form 20-F of Scully Royalty Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2023

By: /s/ Samuel Morrow

Samuel Morrow

Title: Chief Executive Officer

CERTIFICATION PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Samuel Morrow, certify that:

1. I have reviewed this annual report on Form 20-F of Scully Royalty Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the company as of, and for, the periods presented in this report;
4. The company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the company and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the company's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the company's internal control over financial reporting; and
5. The company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the company's auditors and the audit committee of the company's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the company's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the company's internal control over financial reporting.

Date: April 26, 2023

By: /s/ Samuel Morrow

Samuel Morrow

Title: Chief Financial Officer

CERTIFICATION

PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Scully Royalty Ltd. (the “Company”) on Form 20-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Annual Report”), I, Samuel Morrow, as Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

/s/ Samuel Morrow

By: Samuel Morrow

Title: Chief Executive Officer

CERTIFICATION

PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual report of Scully Royalty Ltd. (the “Company”) on Form 20-F for the year ended December 31, 2022, as filed with the Securities and Exchange Commission on the date hereof (the “Annual Report”), I, Samuel Morrow, as Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

- (i) the Annual Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (ii) the information contained in the Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 26, 2023

/s/ Samuel Morrow

By: Samuel Morrow

Title: Chief Financial Officer

Consent of Independent Registered Accounting Firm

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 (No. 333-261724) of Scully Royalty Ltd. of our report dated April 26, 2023, with respect to the consolidated financial statements of the Company, which is included in this Annual Report on Form 20-F for the year ended December 31, 2022.

/s/ Smythe LLP

Smythe LLP
Chartered Professional Accountants

Vancouver, British Columbia
April 26, 2023
