





Determined Focused Distinctive Attentive Intuitive Innovative Brave Experienced Unconventional Solid Disionary Flexible Unique Successful Specialized Dynamic Competitive

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MISSION STATEMENT

"To profitably grow the assets administered by the Organization, enhance customer loyalty by delivering innovative financial products with exceptional client service, and create a rewarding work environment for employees."





PEOPLES TRUST



FRANK RENOU Chief Executive Officer



DEREK PEDDLESDEN President



BILL MOFFATT Chief Operations Officer



SAMSON LIM Senior Vice President Administration and Chief Financial Officer



NEIL ALLEN Chief Information Officer



DARREN KOZOL General Counsel and Corporate Secretary

Peoples Trust has been providing boutique financial services to the Canadian marketplace for over 25 years. Our focus is on exceptional customer service backed by extensive product knowledge and experience.

We understand that we cannot be all things to all people and have no desire to emulate the operations of the major financial institutions in Canada. However, we do believe, and have amply demonstrated, that a smaller company can be very successful if it is well managed and exceeds the expectations of its customers.

One of the important factors in becoming and remaining successful as a smaller organization is to be able to consistently identify and aggressively develop niche opportunities. Over the years Peoples has been able to find these opportunities and has been nimble enough to rapidly deploy resources to capitalize and grow these business lines. We continue to do this today.

Peoples Trust is proud of its proven track record and is well positioned to grow and develop over the coming year.

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CREDIT & BUSINESS DEVELOPMENT

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DENNIS DINEEN Senior Vice President, Credit



At Peoples, we understand the importance of a strong relationship based on trust and responsiveness.

We offer a customized suite of term financing products to both new and existing clients. With our strong local presence through offices located in Vancouver, Calgary, and Toronto, we use our sector expertise to create financing for our clients, provide sound advice, and help them raise capital.

Economic uncertainty, along with vast changes to the regulatory and competitive landscape, presents broad-reaching implications for our clients and their operations. We are helping them navigate through this period of volatility with innovative borrowing options that are competitively priced.

When you need funding for your purchase, new construction or refinancing for existing real estate holdings, look to us at Peoples Trust for comprehensive lending products tailored to your needs and objectives. We can provide effective, flexible financing solutions that are right for you, in a timely fashion.

MORTGAGE BANKING

Peoples Trust is actively involved in the structuring and placement of commercial real estate mortgages across the country.

By developing relationships with numerous banks, credit unions, pension funds and insurance companies, Peoples is able to syndicate and arrange commercial mortgage opportunities to the benefit of borrowing clients. This allows Peoples Trust the flexibility to customize loan size, pricing, and other parameters within the various product categories resulting in optimal loan structures.

With significant underwriting and commercial mortgage lending experience, on a national basis, Peoples can provide a true "value added" service approach to borrowers. This ranges from construction loans on multi-family residential projects, to financing the purchase of income producing properties.

Recognized experience of this nature is what allows us the opportunity to bring mainstream institutional partners to the table to the benefit of borrowers.



MORTGAGE LENDING



BRIAN KENNEDY, RI(BC) Vice President and Regional Manager British Columbia



DENNIS AITKEN Vice President and Regional Manager Prairies



MICHAEL LOMBARD Vice President and Regional Manager Eastern Canada



JONATHAN WONG Manager, Commercial Mortgages British Columbia



JOSH BARKER Manager, Commercial Mortgages Prairies



ADY STEEN Manager, Commercial Mortgages Eastern Canada

SENIORS' HOUSING

NURSING HOMES AND CONGREGATE CARE

The change in demographics in Canada will place a considerable strain on the availability of quality housing both in the specialized care sector and in quality residential facilities for seniors. This demand has created a growth market in the development of new facilities in both private and non-profit sectors.

Peoples Trust has partnered with CMHC for over 25 years in the financing of all types of care facilities and is consequently well positioned to expand in this growth area. The Company has significant in-house expertise to arrange the appropriate construction or term financing for your facility.

COMMERCIAL BIG OR SMALL

Peoples Trust has developed strategic alliances with a large number of low cost commercial mortgage investors. These partnerships allow us to provide commercial financing with some of the best terms and conditions available in the market.

Talk to our commercial mortgage specialists...they have the experience and the market knowledge to ensure you get the best deal available for your needs.

MULTI-FAMILY LENDING

Peoples Trust has outstanding in-house expertise in all aspects of multi-family financing, whether it is construction, take out, or long term. In addition to the acquisition of mortgages for its own portfolio, Peoples Trust has strong relationships with other institutions and has been able to engineer some innovative methods of borrowing which can reduce the cost of financing for an owner or developer.

The Company has an excellent relationship with Canada Mortgage and Housing Corporation and is adept at providing financing using mortgage insurance as a mechanism to reduce the cost of borrowing.



SINGLE FAMILY



TOM WOLLNER, RI, AMP Manager, Residential Mortgages British Columbia

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Financing your home and don't meet the banks' requirements? At Peoples Trust we understand the issues you're facing and we've developed specialty programs to help. At times when you need good advice from a reliable national financial institution, we are there.

Peoples is also there to provide leading edge construction financing and a full range of development financing packages for builders and home owners. We can provide construction loans for builders for pre-sold or inventory homes. We can also provide site acquisition financing, inventory loans, renovation loans and long term financing for your project.

Our competitive rates and excellent service - the common sense approach - have proven successful with a loyal customer base and many repeat clients.

Contact us to find out how we can help.

MORTGAGE ADMINISTRATION



Succe

JOHN NATION Assistant Vice President, Mortgage Administration



MARTIN MALLICH Manager, Default Management



JULIA HALLETT Manager, Mortgage Administration British Columbia



SHARON SMALL Manager, Mortgage Administration Eastern Canada



AZMINA JESSANI Assistant Manager, Mortgage Administration Prairies

Peoples Trust places a very high emphasis on customer relations and customer service. Our team of administrators use their extensive experience and expertise to ensure that commitments made by our company are translated into action. This professional attitude is reflected in their ability to consistently deliver on time and with maximum efficiency! We pride ourselves on having the people, the experience and the "can do" attitude that makes our clients value our commitment and ability to deliver time and time again. We will make it work!



SECURITIZATION



JULIE BERKS Senior Manager, MBS and Mortgage Banking Administration

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Peoples Trust has been involved in Mortgage-Backed Securities (MBS) since the inception of the program in 1987 and has issued approximately \$7.5 billion in mortgage product over the years. Our seasoned underwriting personnel continue to provide quality loans for this very successful program.

Participation in the MBS Program has consistently allowed us to provide qualified borrowers with the lowest mortgage rates available in the financial markets. With our experience in the Canada Mortgage Bond (CMB) Program we are able to provide these same borrowers with even better loan pricing!

Peoples Trust has become well known and highly regarded for its involvement in the origination of CMHC mortgages for placement in the MBS and CMB Programs. Our involvement in these programs allows us to continue offering highly competitive mortgage rates to our Borrowers.

In the coming years, Peoples Trust will explore other innovative programs to further enhance the product line for our borrowers.

MORTGAGE SERVICING

Peoples Trust has an established track record in underwriting, managing and servicing a wide range of mortgages and loans secured by real estate. As a leading provider of commercial mortgage servicing in Canada we are backed by years of experience as a direct lender. We know what you need to operate effectively.

We work with our Investor Clients which include: banks, life insurance and trust companies, pension funds and fund managers. We provide them with underwriting and servicing of all mortgage products whether they are CMHC insured, conventional, construction and long term or MBS and CMB. Peoples is experienced with underwriting and administration on mortgage loans over multi-family, retail and office space, hotels, retirement and nursing homes as well as industrial properties.

From mortgage initiation and funding to monthly reporting, Peoples has the system to help.



ONLINE BANKING



JEANETTE CURTIS Senior Manager, Deposit Services



JANET CUBBAGE Manager, Deposit Services



PEOPLES CHOICE™ e-SAVINGS ACCOUNT

The Peoples Choice e-Savings Account offers you a safe, liquid and flexible way to manage your daily savings at an above-market rate. There is no minimum balance required, no monthly fees and you can set up an automatic savings plan.

The new Peoples Choice e-Savings Account is all about giving you more of what you want: more savings with a high interest rate and more convenience with the benefits of online banking. With online banking access you are in command of your money with the ability to view your balance and account activity, check interest rates, transfer money between accounts and sign up for other Deposit Services - at your convenience.

Whether you're a current Peoples Trust customer or a new one, we invite you to power up your savings and open an e-Savings Account today. No fees or service charges, just convenient savings!

GUARANTEED INVESTMENT CERTIFICATES

We offer very competitive interest rates which are fixed and guaranteed for the full term of your investment. Our GIC's are fully assignable and transferable. An automatic renewal option is available and interest payments can be directly deposited to the financial institution of your choice. With no fees or service charges we invite you to check it out!

We have a product for you - call us.

TAX-FREE SAVINGS ACCOUNT

Our interest rates are among the best in the country and your contributions to this account will earn that interest tax free. With the Tax-Free Savings Account you may contribute or withdraw funds anytime with no set up, service or transfer fees. With online statements and interest calculated daily you'll be able to see your savings grow.

TAX-FREE GUARANTEED INVESTMENT CERTIFICATES

If you need a place to invest funds and would like to do so tax free, our Tax-Free Guaranteed Investment Certificate is a great choice. Rates are fixed and guaranteed for the full term and interest is compounded annually. Our interest rates make it worth your while and with no tax and no fees, you can only win with this investment option.

REGISTERED RETIREMENT SAVINGS PLANS

Our interest rates are fixed and guaranteed for the full term of your investment. Interest is compounded annually and paid on the maturity date. We offer a 45 day rate guarantee for funds you transfer to us from another financial institution. With no set up or service fees, saving for your retirement is easy with Peoples Trust.

For more information on these products or to purchase online, please visit our website: www.peoplestrust.com



SECURED MASTERCARD® CREDIT CARD



CHLOE GAGNON Manager, Administration Secured Card Programs

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Peoples Trust's Secured MasterCard allows most Canadian residents to get the credit they deserve!

Geared toward those who do not qualify for regular credit cards due to past financial difficulties or a lack of credit history, the Credit Builder Card allows cardholders to build or rebuild their credit rating while enjoying the benefits of having a credit card.



The Credit Builder Card

Cardholders set their own credit limit (from \$500 - \$25,000) by providing a security deposit which earns interest in a deposit account. By using the card and making regular payments Cardholders build a positive credit profile.

If you need to build or rebuild your credit, visit: www.bettermycredit.ca to apply and find out more.

SECURED CARD REFERRAL PROGRAM

The Peoples Trust Referral Program is designed for business professionals that deal with clients who:

- · Have had credit problems in the past and need to re-build their credit rating
- · Have no credit history and wish to establish good credit (students and new immigrants)
- \cdot Are discharged bankrupts trying to re-build their credit rating
- \cdot Have difficulty obtaining unsecured credit cards

If you have clients who fall into any of the above categories or if you believe you can reach these clients by utilizing online and off-line advertising methods, you can benefit greatly from our Referral Program. Contact our Secured Card Office at 877-694-6200 or visit us online at www.bettermycredit.ca to find out more.

HAPPINESS IS GETTING THE CREDIT YOU DESERVE.

For students, new immigrants, or people with past credit problems, Peoples Trust® Secured Credit Card can help establish the credit you need.





MasterCard and the MasterCard Brand Mark are registered trademarks of MasterCard International.



REPORT OF THE CHIEF EXECUTIVE OFFICER



FRANK RENOU Chief Executive Officer

2012 TURNED OUT TO BE A VERY BUSY YEAR FOR A VARIETY OF REASONS

The finance team remained heavily involved with the continued implementation of the International Financial Reporting Standards accounting requirements and the need to provide ever more detail to regulators. These initiatives necessitated changes to internal processes in order to facilitate the gathering of critical information and development of the filing requirements.

Our deposit services group were very active in growing our client base while at the same time completing the installation and roll-out of our new on-line web banking system. Customers now have a "state-of-the-art" process to manage their investments with us in a secure and customer friendly environment with ready access to their funds. This innovation, together with other efficiencies, has allowed us to continue to be able to offer some of the best interest rate returns in Canada to our deposit clients.

The mortgage origination team was very successful in 2012 in generating insured mortgages for our securitization programs and conventional mortgage product for our balance sheet. However with the higher than normal level of maturities and payouts in 2012, this activity did not translate into major growth in the portfolios year over year.

We also significantly strengthened our Senior Management team through the addition of a new General Counsel and Corporate Secretary, a Chief Operations Officer for the Trust Company and a President for Peoples Card Services. These seasoned individuals have added expertise in the legal and compliance area and general and strategic management.

Lastly, prepaid card products have demonstrated solid growth year over year in existing programs and, with new programs coming on stream, we expect this growth to continue into 2013 and beyond. Similarly, the merchant acquiring unit has been quite successful in a very competitive market segment.

All in all, we are very proud of our achievements in 2012, and expect another successful financial performance next year.

REVIEW OF OPERATIONS



DEREK PEDDLESDEN, CA President

The challenges of 2012 created many pressures on our operational units as significant growth and change occurred during the year.

In addition to the introduction of a new platform for web banking, the core banking system was upgraded during the year and many of the internal data systems were reviewed and improved. There were some significant changes in the regulatory environment that required major investments in resources to accommodate and, with more on the horizon, it appears that our compliance unit will continue to be very busy! Nevertheless, we have been successful in growing both our direct client base and card businesses which has resulted in the need to further expand our workforce and premises.

We also improved the customer experience with our generic single load prepaid cards by eliminating dormancy fees on cards sold from July onwards - well before legislation required this.

MAJOR MILESTONES WERE:

Operations

- After tax return on equity of 14.7%
- Total administered assets grew by \$159 million to \$5.6 billion
- · Mortgage Banking and Administration relocated to create space for other units
- Non-performing loans remain at historically low levels
- Web banking platform released
- Expansion of Executive Management team

Prepaid Issuing Programs

- Sales of single load cards (often used as gifts) increased by 25%
- · Continued strong growth in the reloadable card portfolios

Merchant Acquiring

Volumes doubling over 2012 with solid prospects in the pipeline for 2013



PEOPLES CARD SERVICES



PETER READ President



JOHN PALS Chief Operating Officer



GERRY SERRATORE Vice President, Sales and Business Development

LEADING PREPAID

Peoples Trust is a leading issuer of Visa® and MasterCard® prepaid payment cards and a pioneer in prepaid cards in Canada. Working with clients and partners, Peoples Trust through its subsidiary Peoples Card Services, has built an extensive range of prepaid card programs in Canada.

PAYMENT & PREPAID CARDS



Program Examples





MERCHANT ACQUIRING SERVICES

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GORDON McCALDEN Vice President, Merchant Acquiring Services



MARK THOMPSON Merchant Credit Risk Analyst



PAULA GOMEZ Manager, Administration Merchant Acquiring

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MERCHANT CARD TRANSACTION ACQUIRING & PROCESSING

Peoples Trust continues its tremendous growth in merchant transaction processing. As a principal member of both MasterCard® and Visa® with connectivity to the Interac® network, Peoples Trust is able to provide full acquiring and settlement solutions for merchants in Canada. Our business model is to sponsor and work with reputable, well established, independent sales organizations to support point of sale devices, allowing merchants to accept payments from credit and debit cards. In addition to being able to support full EMV chip card processing, Peoples has a unique competitive advantage that enables merchants to process transactions on foreign cards in their own currency.



PREPAID CARD ISSUING



MIKE CHITTENDEN, CMA Assistant Vice President, Administration - Issuing

MIHNEA CIRICA Manager, Implementation

STEPHANIE VILLARD Client Program Manager

Client Program Manager

Peoples Trust issues prepaid cards tailored to niche markets in the financial, corporate and retail sectors. Prepaid cards allow organizations to make distributions to employees and customers without the inconvenience of producing cheques or using cash. They are an ideal medium for payroll, commission payments, warranty and health plan distributions and other tender replacement applications. Many programs allow the cards to be re-loaded multiple times through a wide variety of convenient services including bank transfer, cash and direct loads from an employer.

Peoples Trust offers the universal acceptance of Visa® and MasterCard® customized to the needs of their clients, whether those needs are a country-wide card program or a niche-market private label product. With MasterCard, we offered the first real-time instant issuance of a prepaid card, as well as the first contactless PayPass Prepaid Card Program in Canada. With Visa, we offered the first virtual payment card program for use on the internet.

PAYMENT CARDS



PAYMENT CARDS

As an issuer of MasterCard[®] and Visa[®] Payment Cards in Canada, Peoples Trust is responsible for some of the most popular retail products in the country. These cards are sold through major national chains and allow the purchaser to use their card at merchants worldwide, wherever MasterCard and Visa are accepted. They are often used in place of traditional gift cards as they do not limit the recipient to a particular vendor or brand name.

Peoples Trust through its partners also provides what are known as Restricted Authorization Network (RAN) prepaid card programs. Shopping mall payment cards are a prime example. These innovative cards, often used as gifts, are used across specific retailers, points of sale, or geographic regions; a genuine example of overcoming technological, geographic and ownership limitations.



2012 FINANCIAL STATEMENTS



SAMSON LIM, BCOM (HONS), CA Senior Vice President Administration and Chief Financial Officer



KRISTINA KING, CGA Senior Manager, Accounting

CONDENSED BALANCE SHEETS*	2012	2011
ASSETS		
Cash and securities	330,577	283,289
Mortgage receivables	832,010	807,585
Securitized mortgage receivables	3,531,181	3,550,344
Other assets	68,246	78,799
Total Assets	4,762,014	4,720,017
LIABILITIES		
Customer deposits	984,813	978,423
Securitization liabilities	3,501,180	3,510,320
Other liabilities	161,628	132,960
Total Liabilities	4,647,621	4,621,703
SHAREHOLDERS' EQUITY		
Share capital	20,004	18,004
Retained earnings	94,389	80,310
Total Equity	114,393	98,314
Total Liabilities and Equity	4,762,014	4,720,017
thousands of dollars		AUDITORS:
*Prepared from audited financial statements.	PricewaterhouseCoopers LLP	

Chartered Accountants

2012 FINANCIAL STATEMENTS



RICK KREKLEWETZ, CMA, FICB Assistant Vice President and Controller Reporting & Cash Management



WILLIAM TANG, CA Manager, Internal Audit

CONDENSED STATEMENTS OF INCOME*	2012	2011
NET INTEREST INCOME		
Interest revenue	185,067	187,168
Cost of funds	145,401	146,291
	39,666	40,877
PROVISION FOR LOAN LOSSES	194	200
INCOME BEFORE OTHER INCOME,		
OPERATING EXPENSES AND INCOME TAXES	39,472	40,677
OTHER INCOME	9,705	15,418
INCOME BEFORE OPERATING EXPENSES		
AND INCOME TAXES	49,177	56,095
OPERATING EXPENSES		
Administrative	16,994	18,920
Salaries and benefits	12,178	14,379
Depreciation	541	476
	29,713	33,775
INCOME BEFORE INCOME TAXES	19,464	22,320
PROVISION FOR INCOME TAXES	4,831	6,612
NET INCOME FOR THE YEAR	14,633	15,708

thousands of dollars *Prepared from audited financial statements.





*Reported under IFRS. Adoption of the new standards resulted in a restatement of Shareholders' Equity.

NET INCOME FOR YEAR (AFTER TAX)



20.500

PEOPLES' SPIRIT



JO-ANNE MOREFIELD, CHRP Director, Human Resources





Peoples Group, a Success Story! A success story because we know it's our people that make us succeed. We are an organization of like minded individuals who demonstrate the same drive and commitment to the Organization as we do to our families and communities across Canada. In return, we encourage all staff to have a healthy balance between work and home life, recognizing that satisfied employees contribute significantly to our ongoing growth and success. Like a family we grow and learn together, making us a stronger team and a leader in the industry. At Peoples we strive to provide a dynamic and rewarding work environment; we believe in team work and team play and that everyone should have a little fun in their day.





BOARD OF DIRECTORS



BACK ROW: Martin Walrath, Andrew Bury MIDDLE ROW: Keith Thompson, Nelson Merizzi, Howard S. Anson, Michael T. Andrews FRONT ROW: Peter R. Hindmarch-Watson, David Ghermezian, Frank Renou ABSENT: Eskandar Ghermezian, Jonathan A. Levin

SENIOR MANAGEMENT

PEOPLES TRUST

FRANK RENOU Chief Executive Officer

DEREK PEDDLESDEN, CA President

BILL MOFFATT Chief Operations Officer

SAMSON LIM, BCOM (HONS), CA Senior Vice President, Administration and Chief Financial Officer

NEIL ALLEN, BSC Chief Information Officer

DARREN KOZOL General Counsel and Corporate Secretary

DENNIS DINEEN Senior Vice President, Credit

BARRIE BATTLEY Senior Vice President, Business Development

BRIAN KENNEDY, RI(BC) Vice President and Regional Manager, British Columbia

DENNIS AITKEN Vice President and Regional Manager, Prairies

MICHAEL LOMBARD Vice President and Regional Manager, Eastern Canada

PEOPLES CARD SERVICES

PETER READ President

JOHN PALS Chief Operating Officer

SAMSON LIM, BCOM (HONS), CA Chief Financial Officer

GERRY SERRATORE Vice President, Sales & Business Development

GORDON McCALDEN Vice President, Merchant Acquiring Services

MEMBERSHIPS & AFFILIATIONS

CMHC Approved Lender Mortgage Backed Securities Issuer Approved Seller to the Canada Housing Trust Member of Canada Deposit Insurance Corporation Member of Canadian Payments Association Member of Interac[®] Principal Issuing Member of Cirrus[®] Principal Issuing and Merchant Acquiring Member of MasterCard[®] Principal Issuing and Merchant Acquiring Member of Visa® Member of Global Prepaid Exchange Member of Registered Deposit Brokers Association Member of the Better Business Bureau Member of many Provincial Industry Associations





CORPORATE OFFICES

VANCOUVER

14th Floor, 888 Dunsmuir Street Vancouver, BC V6C 3K4 Telephone 604-683-2881 Facsimile 604-331-3469

REGIONAL OFFICES

VANCOUVER

Suite 1115, 555 Burrard Street Vancouver, BC V7X 1M8 Telephone 604-685-1068 Facsimile 604-683-2787

ISSUING CARD SERVICES

DEPOSIT SERVICES

Suite 750, 888 Dunsmuir Street Vancouver, BC V6C 3K4 Telephone 604-331-3465 Facsimile 604-683-5110 Toll Free 800-663-0324

Suite 955, 808 - 4th Avenue S.W. Calgary, AB T2P 3E8 Telephone 403-237-8975 Facsimile 403-266-5002

MORTGAGE SERVICING

Suite 550, 888 Dunsmuir Street Vancouver, BC V6C 3K4 Telephone 604-683-2881 Facsimile 604-683-8798

TORONTO

Citigroup Place Suite 901, 123 Front Street W. Telephone 416-368-3266 Facsimile 416-368-3328

SECURED MASTERCARD

P.O. Box 48235 Vancouver, BC V7X 1A1 Telephone 604-694-6200 Facsimile 604-694-6209

Toronto, ON M5J 2M2



www.peoplestrust.com www.peoplescardservices.com

Suite 1400, 888 Dunsmuir Street Vancouver, BC V6C 3K4 Telephone 604-694-6214 Toll Free 855-694-6214 Facsimile 604-694-6209

PEOPLES CARD SERVICES

MERCHANT ACQUIRING SERVICES

Citigroup Place Suite 901, 123 Front Street W. Toronto, ON M5J 2M2 Telephone 416-368-3266 Facsimile 416-368-3328