Management’s Discussion and Analysis of Financial Condition and Results of Operations

For the Three Months Ended March 31, 2022
As of May12, 2022

Canlan Ice Sports Corp.
Management's Discussion and Analysis

The following Management's Discussion and Analysis (MD&A) summarizes significant factors affecting the financial condition of Canlan Ice Sports Corp. ("Canlan", the "Company", "we" "our" or "us") as at March 31, 2022 and the consolidated operating results for the three months ended March 31, 2022 compared to the three months ended March 31, 2021. This document should be read in conjunction with our unaudited condensed consolidated interim financial statements for the period ended March 31, 2022, the accompanying notes, and our audited consolidated financial statements for the years ended December 31, 2021 and December 31, 2020. All dollar amounts included in this MD&A are in Canadian dollars.

We have prepared these condensed consolidated interim financial statements in accordance with International Financial Reporting Standards ('IFRS").

Non-IFRS Financial Measure

In the following discussion, we define operating earnings (loss) as earnings (loss) after general and administrative expenses and before interest, depreciation, foreign currency exchange, gain (loss) on assets sold and income tax. Operating earnings (loss) is not a term that has specific meaning in accordance with IFRS, and may be calculated differently by other companies. The Company discloses operating earnings (loss) because it is a useful indicator of operating performance.

Additional information relating to our Company, including quarterly reports and our annual information form, is filed on SEDAR and can be viewed at www.sedar.com and our website www.canlansports.com.

The date of this MD&A is May 12, 2022.

Forward Looking Statements

Certain statements in this MD&A may constitute "forward looking" statements which involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. When used in this MD&A, such statements may use words as "may", "will", "expect", "believe", "plan" and other similar terminology. These statements reflect management's current expectations regarding future events and operating performance and speak only as of the date of this MD&A. These forward-looking statements involve a number of risks and uncertainties. Some of the factors that could cause actual results to differ materially from those expressed in or underlying such forward looking statements are the effects of, as well as changes in: international, national and local business and economic conditions; political or economic instability in the Company's markets; competition; legislation and governmental regulation; and accounting policies and practices. The foregoing list of factors is not exhaustive. Except as required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements.

Overview – Three Months ended March 31, 2022

- While Ontario operations were interrupted in January as a result of COVID-19 public health orders, business activity quickly resumed on January 30th and since then, all facilities have been in full operation;

- Operating revenue was $18.9 million compared to $5.1 million a year ago;

- Operating earnings (see "**Non-IFRS Financial Measure**" above) was $4.9 million compared to an operating loss of $0.4 million in 2021;

- Net earnings was $2.1 million compared to a net loss of $2.1 million a year ago;

- On April 8, 2022, the Company agreed to early-terminate a lease of a sports complex for consideration of $4.5 million. The Company will continue to operate this facility until August 31, 2022; and

- On May 4, 2022, the Company completed a one-year extension of the term of debt facilities that originally were set to mature on May 25, 2023 with substantially the same provisions as those currently in place (See "**Review of Liabilities and Shareholders' Equity**").

Overview of the Company

Canlan Ice Sports Corp. is a leading operator of ice rink and multi-purpose recreational facilities. The Company's head office is located in its Burnaby, B.C. sports complex and it maintains a second corporate office at its Canlan Sports York location in Toronto, Ontario.

As at the date of this MD&A, the Company owns, leases or manages a network of 18 facilities in Canada and the United States containing playing surfaces as outlined below. The Company owns 11 of these facilities containing 1.3 million square feet of space situated on 153 acres of land. One facility is operated under a long-term land lease arrangement, one facility under an operating agreement with a municipality and a further three facilities under lease agreements. We also manage two facilities on behalf of municipalities.

We operate primarily in the sports and recreation industry, with a focus on ice, turf and court sports. In typical years, our largest revenue source within this segment is adult hockey, catering to both men and women operating under the Adult Safe Hockey League (ASHL) brand.

Facility Portfolio:

Canada:	**Facilities**	**Ice Surfaces**	**Indoor Turf Fields**	**Courts** [a]	**Total Playing surfaces**
British Columbia	5	14	1	-	15
Saskatchewan	2	6	-	-	6
Manitoba	1	3	1	-	4
Ontario	6	20	2	11	33
	14	**43**	**4**	**11**	**58**
USA:					
Illinois	4	6	3 [b]	13	22
	18	**49**	**7**	**24**	**80**

Note

a) Includes indoor multi-sport hard courts and outdoor beach volleyball courts

b) This includes one FIFA regulation field (divisible into multiple fields)

Canlan is a publicly traded Canadian Company with shares listed on the Toronto Stock Exchange (TSX) under the trading symbol **ICE**. Canlan's shares were first listed for trading on March 1, 1990.

There are approximately 13.3 million shares outstanding and have traded in the $3.25 to $4.21 range during the three-month period. The Company has not issued any shares from treasury since November 2004.

The Company derives revenue from six primary sources:

1. **Ice and field sales**
   Revenue from ice and field rentals, and internal programming.

2. **Food and beverage**
   Sales from our licensed restaurants and concession operations within our facilities.

3. **Sports stores**
   Sales and rental of sports equipment, apparel, and skate sharpening services.

4. **Management and consulting**
   Fees from managing facilities owned by third parties and consulting engagements.

5. **Sponsorship**
   Revenue from sponsorship and advertising sales.

6. **Space rental**
   Rental of space within our facilities.

Selected Financial Information

The following selected consolidated financial information is for the three months ended and as at March 31, 2022, 2021 and 2020. This data should be read together with the unaudited condensed consolidated interim financial statements for the periods ended March 31, 2022, 2021 and 2020.

Our condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and are stated in Canadian dollars.

in thousands, except earnings per share (unaudited)

As at and for the three months ended March 31,	**2022**	**2021**	**2020**
Statement of Operations Data:			
Total revenue	**$ 18,948**	$ 5,050	$ 20,883
Government subsidy	**-**	2,439	-
Operating expenses [1]	**(12,485)**	(6,487)	(14,774)
General & administration expenses	**(1,609)**	(1,380)	(1,352)
Operating earnings (loss)	**4,854**	(378)	4,757
Other expenses:			
Depreciation	**(1,975)**	(1,945)	(2,117)
Finance costs	**(527)**	(611)	(631)
Foreign exchange gain (loss)	**(3)**	25	116
Gain (loss) on interest rate swap	**315**	131	(1,056)
Gain on sale of assets	**-**	23	-
Income tax recovery (expense)	**(547)**	625	(24)
Net earnings (loss)	**$ 2,117**	$ (2,130)	$ 1,045
Other comprehensive income (loss)	**(406)**	(394)	3,399
Total comprehensive income (loss)	**$ 1,711**	$ (2,524)	$ 4,444
Basic and fully diluted earnings (loss) per share	**$ 0.16**	$ (0.16)	$ 0.08
Balance Sheet Data:			
Cash	**$ 11,745**	$ 6,760	$ 13,441
Current assets (excluding cash, note receivable and assets held-for-sale)	**3,703**	3,199	6,346
Capital assets	**95,968**	96,585	105,885
Investment	**350**	350	-
Other assets	**2,400**	5,192	4,047
Note receivable	**-**	-	2,706
Assets held-for-sale	**-**	6,053	6,371
Total assets	**$ 114,166**	$ 118,139	$ 138,796
Current liabilities, excluding debt	**$ 17,383**	$ 15,349	$ 17,992
Mortgage debt	**42,723**	54,945	57,144
Lease liabilities	**10,968**	6,636	7,533
Deferred tax liabilities	**965**	2,025	3,299
Total liabilities	**72,039**	78,955	85,968
Shareholders's equity	**42,127**	39,184	52,828
	$ 114,166	$ 118,139	$ 138,796

(1) Operating expenses include all operating costs related to the operation of our facilities, excluding depreciation.

Review of Operations

Three Months Ended March 31, 2022 Compared to Three Months Ended March 31, 2021

Despite having to suspend Ontario operations in January, total Q1 operating revenue reached $18.9 million compared to $5.1 million a year ago. In Q1 2021, virtually all business activity was halted due to public health orders with the exception of moderate levels of activities allowed in our USA facilities. Operating revenue of $18.9 million represented approximately 91% of Q1 2020 revenue; the point at which the coronavirus outbreak was first classified as a pandemic that forced the Company to suspend all operations in the middle of March 2020. This is a significant indicator that our work towards returning business volumes to pre-pandemic levels is showing positive results.

Revenue from contract surface rentals and the ASHL represented approximately two-thirds of total operating revenue as demand in these two product areas remain strongest.

Restaurants and sports stores were also operating during Q1 2022 but only at about 50% to 60% of normal capacity due to the Ontario closures in January and to pervasive labour supply issues being faced in the hospitality industry. Total revenue from food and beverage and sports stores was $2.0 million during the period compared to virtually no sales in 2021. In Q1 2020, revenue from these sources totaled $2.9 million.

Revenue by business segment:

in thousands

Three months ended March 31		**2022**		**2021**
Ice and field sales	$	**16,073**	$	4,534
Food and beverage		**1,787**		2
Sports store		**219**		7
Sponsorship		**224**		92
Space rental		**433**		309
Management and consulting fees		**67**		74
Other		**145**		32
Total revenue	**$**	**18,948**	$	5,050

Operating expenses include all costs directly related to the operations of our recreation properties. Total operating expenses of $12.5 million increased by $6.0 million due to resumption of operations in Q1 2022. The Company also initiated and/or completed more significant repair and maintenance projects that were deferred in 2021. Only critical projects were completed in the prior year to preserve liquidity. Total operating expenses in Q1 2020 was $14.8 million with full operations from January to mid-March 2020.

Total G&A expenses of $1.6 million increased by $0.2 million or 16.6% mainly due to the centralization of our sales and customer service team members. The intent of the centralization model is to provide a more stream-lined service to assisting customers with registrations, be more strategic in the marketing and delivery of programs, while achieving process efficiencies that help to mitigate the labour supply shortages being experienced in the service sector.

Total depreciation expense of $2.0 million remained steady with 2021 while finance costs decreased to $0.2 million compared to $0.5 million last year mainly due to reduced debt and accounting gains from interest rate swap contracts in light of rising interest rates. After recording deferred income tax expense of $0.5 million (Q1 2021 – deferred tax recovery of $0.6 million), net earnings was $2.1 million or $0.16 per share compared to net loss of $2.1 million or $0.16 loss per share in the prior year.

In addition, a foreign currency (FX) translation loss related to U.S. subsidiaries of $0.4 million was recorded; a similar loss was recorded in 2021. Period end FX adjustments of U.S. assets and liabilities are accounted for as other comprehensive income or loss.

Earnings by Quarter

The Company's quarterly results for the last 8 quarters are as follows:

in thousands, except earnings (loss) per share (unaudited)

	2022	2021				2020		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Gross revenue	$ 18,948	$ 19,104	$ 12,629	$ 3,610	$ 5,050	$ 8,244	$ 9,365	$ 767
Government subsidy	-	129	1,707	2,262	2,439	2,746	2,242	1,383
Operating expenses	(12,485)	(12,968)	(10,007)	(5,891)	(6,487)	(8,876)	(10,001)	(5,769)
	6,463	6,265	4,329	(19)	1,002	2,114	1,606	(3,619)
General & administration	(1,609)	(1,813)	(1,253)	(1,333)	(1,380)	(1,316)	(1,344)	(1,262)
Operating earnings (loss)	**4,854**	**4,452**	**3,076**	**(1,352)**	**(378)**	**798**	**262**	**(4,881)**
Depreciation	(1,975)	(1,963)	(1,980)	(1,913)	(1,945)	(1,961)	(1,919)	(1,954)
Finance expense	(527)	(598)	(733)	(643)	(611)	(671)	(571)	(574)
Foreign exchange gain (loss)	(3)	(2)	3	(7)	25	(18)	(10)	(43)
Gain (loss) on interest rate swap	315	203	67	112	131	37	14	(128)
Gain on sale of assets	-	10	1,455	22	23	53	2,126	118
Net earnings (loss) before taxes	**2,664**	**2,102**	**1,888**	**(3,781)**	**(2,755)**	**(1,762)**	**(98)**	**(7,462)**
Income tax recovery (expense)	(547)	498	(843)	1,174	625	211	57	1,646
Earnings (loss)	**$ 2,117**	**$ 2,600**	**$ 1,045**	**$ (2,607)**	**$ (2,130)**	**$ (1,551)**	**$ (41)**	**$ (5,816)**
Net earnings (loss) per share	**$ 0.16**	**$ 0.19**	**$ 0.08**	**$ (0.20)**	**$ (0.16)**	**$ (0.12)**	**$ (0.00)**	**$ (0.44)**

Liquidity and Capital Resources

Canlan's cash balance as at March 31, 2022 was $11.7 million compared to $12.5 million from December 31, 2021. Other than cash-on-hand, the Company also has access to a $10.0 million revolving credit facility that forms part of its bank term debt package (see "**Review of Liabilities and Shareholders' Equity**").

Cash provided by operations, less interest paid on debt and leases was $1.5 million compared to $0.9 million a year ago. The improvement in operating cashflow was directly attributable to the resumption of business activity.

With respect to financing activities, $1.6 million of scheduled bank debt and lease principal repayments were made, consistent with 2021. Investing activities related principally to $0.7 million of capital expenditures to renew and install ice resurfacing and new ventilation equipment in recreation facilities. During the first quarter last year, virtually no expenditures were made on capital equipment as a cash conservation measure.

The following table provides a summary of cashflows for the three months ended March 31:

in thousands

Three months ended March 31	**2022**	**2021**
Cash provided by (used in):		
Operations	**$ 1,512**	$ 948
Financing	**(1,556)**	(1,582)
Investing	**(684)**	(27)
Foreign currency change	**(57)**	(59)
Net cash flow	**$ (785)**	$ (720)

Given the Company's improved liquidity position compared to prior year, and the experience management has gained to-date in applying mitigating measures to operate during the pandemic, management believes the Company is well-positioned to address potential adverse effects of the pandemic in the future. However, the full duration of the COVID-19 pandemic, the impact on the Company's future financial performance, or the pace of recovery following the pandemic cannot be accurately predicted at this time. See "**Risk Factors - *COVID-19 and other Pandemic or Epidemic Diseases***" below.

The following table provides a reconciliation of operating earnings to cash flow from operations:

in thousands

Three months ended March 31	**2022**	**2021**
Operating earnings (loss)	**$ 4,854**	$ (378)
Changes in working capital items	**(2,868)**	1,946
Net interest expense	**(496)**	(578)
Unrealized foreign currency loss	**22**	(42)
Cash flow from operations	**$ 1,512**	$ 948

Review of Assets

The table below summarizes the Company's asset base:

in thousands	**March 31, 2022**	December 31, 2021
Properties	**$ 95,968**	$ 97,432
Cash	**11,745**	12,530
Accounts receivable	**1,660**	2,298
Inventory	**514**	490
Prepaid expenses and other assets	**2,283**	1,601
Investment	**350**	350
Deferred income taxes	**1,359**	1,911
Interest rate swap	**287**	-
	$ 114,166	$ 116,612

At March 31, 2022, total properties of $96.0 million decreased by $1.5 million mainly due to scheduled depreciation offset by $0.7 million of capital expenditures during the quarter.

Cash on hand at March 31, 2022 was $11.7 million compared to $12.5 million at December 31, 2021. See "***Liquidity and Capital Resources"*** for sources and uses of cash.

Prepaid expenses consist of amounts paid in advance that will be expensed in the subsequent 12 months, such as insurance and property taxes.

Review of Liabilities and Shareholders' Equity

The table below summarizes the Company's capital structure:

in thousands	**March 31, 2022**	December 31, 2021
Debt	**$ 42,723**	$ 43,796
Deferred revenue and customer deposits	**8,835**	12,029
Accounts payable	**8,548**	8,152
Lease payable - right-of-use assets	**10,968**	11,221
Deferred income taxes	**965**	970
Financial liability held for trading	**-**	28
	72,039	76,196
Shareholders' equity	**42,127**	40,416
	$ 114,166	$ 116,612

At March 31, 2022 total debt and lease liabilities outstanding was $53.7 million compared to $55.0 million at the end of the prior year. The decrease was mainly due to scheduled principal repayments on debt and leases.

Deferred revenue and customer deposits represent customer registration and rental fees received in advance of when ice and field times are used. At March 31, 2022, customer deposits totaled $8.8 million compared to $12.0 million at the end of 2021.

Debt

As at March 31, 2022, debt consists of five credit facilities, four of which have been drawn, as follows:

1) $38.5 million loan amortized over 15 years, maturing on May 25, 2023, interest at BA rate plus 2.10% per annum payable monthly. The Company entered into an interest rate swap contract, maturing on May 25, 2023, to fix the interest rate at 3.52% per annum payable monthly. At March 31, 2022, the balance outstanding was $26.6 million;

2) $20.0 million loan (with $10.0 million of this amount revolving) amortized over 15 years, maturing on May 25, 2023, interest at Prime rate plus 0.50% per annum payable monthly. At March 31, 2022, the balance outstanding was $8.0 million;

3) $20.0 million revolving capital expenditure loan amortized over 15 years, maturing on May 25, 2023. At March 31, 2022, the balance outstanding was $2.7 million. Of this amount, $0.7 million accrues interest at BA rate plus 2.10% per annum payable monthly, and $2,.0 million accrues interest at Prime rate plus 0.50% per annum payable monthly;

4) $7.1 million loan amortized over 15 years, maturing on September 30, 2023, interest at CDOR plus 2.1% per annum payable monthly. At March 31, 2022, the balance outstanding was $5.5 million; and

5) $0.7 million demand revolving operating loan, interest at Prime rate plus 0.50% per annum. No amounts have been drawn on this loan to date.

On May 5, 2022, the Company completed a one-year extension of the term of debt facilities that originally were set to mature on May 25, 2023. The objective of this extension is to provide more time for the Company to plan and complete a full refinancing of its bank debt package.

Share Capital

The total and weighted average number of shares issued and outstanding at March 31, 2022 and December 31, 2021 was 13,337,448.

No new shares have been issued from treasury since November 2004, and the Company does not have a stock option plan.

Transactions with Related Parties

Canlan's controlling shareholder, Bartrac Investments Ltd., owns approximately 10.1 million shares of the Company, or 75.5% of the outstanding shares. Bartrac's ownership position in TSX: ICE has remained unchanged since November 2004.

The Company did not record any related party transactions with Bartrac during the period.

A Director of the Company is the Chairman of a vendor from which the Company purchases services in the normal course of business. There were no purchases from this vendor for three months ended March 31, 2022 and 2021.

Financial Instruments

The Company has the following financial instruments:

	Accounting classification	Fair value level
Financial assets not measured at fair value:		
Cash *(i)*	Amortized cost	1
Accounts receivable *(i)*	Amortized cost	2
Financial assets measured at fair value:		
Investment *(iv)*	FVOCI	3
Financial assets/liabilities measured at fair value:		
Interest rate swap *(iii)*	Financial assets/liabilities at FVTPL	2
Financial liabilities not measured at fair value:		
Accounts payable and accrued liabilities *(i)*	Amortized cost	2
Lease liabilities *(ii)*	Amortized cost	2
Debt	Amortized cost	2

(i) The carrying values of cash, accounts receivable, and accounts payable and accrued liabilities are considered by management to approximate their fair values due to their short-term nature.

(ii) The carrying values of lease liabilities are considered by management to approximate their fair values due to the lease rate at reporting date being consistent with the lease rate at inception date.

(iii) In June 2016, the Company entered into an interest rate swap agreement (seven-year term) to fix the interest rate on a portion of its debt. The fair value of this derivative instrument has been presented as an interest rate swap on the statement of financial position. Changes in fair value of the instrument are recognized in net earnings for the period. For the three months ended March 31, 2022, a gain of $0.3 million ($0.1 million in 2021) was recognized.

(iv) The carrying value of the investment is considered by management to approximate its fair value as the entity in which the Company has invested is a start-up entity.

The Company does not have held-to-maturity investments at March 31, 2022. The Company had no "other comprehensive income or loss" transactions related to financial instruments during the period ended March 31, 2022 and no opening or closing balances for accumulated other comprehensive income or loss related to financial instruments.

Disclosure Controls and Procedures

We have established and maintain disclosure controls and procedures designed to provide reasonable assurance that material information relating to the Company is made known to the appropriate level of management in a timely manner.

Based on current securities legislation in Canada, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are required to certify that they have assessed the effectiveness of our disclosure controls and procedures as at March 31, 2022.

Our management has evaluated, under the supervision and with the participation of our CEO and CFO, the design and effectiveness of the Company's disclosure controls and procedures as at the period ended March 31, 2022. Management has concluded that these disclosure controls and procedures, as defined in National Instrument 52-109 – Certification of Disclosure in Issuers Annual and Interim Filings (NI 52-109), are adequate and effective and that material information relating to the Company was made known to them and reported within the time periods specified under applicable securities legislation.

Our management, under the supervision of our CEO and CFO, has also designed and evaluated the effectiveness of the Company's internal controls over financial reporting (ICFR) using the Internal Control – Integrated Framework as published by the Committee of Sponsoring Organization of the Treadway Commission (2013 Framework) (COSO) Framework. Based on our evaluation, management has concluded that ICFR, as defined in NI 52-109 and using the COSO integrated framework are effective as of March 31, 2022.

Risk Factors

Canlan is engaged primarily in the operation of multi-pad recreation facilities throughout North America, and is exposed to a number of risks and uncertainties that can affect operating performance and profitability. Our past performance is no guarantee of our performance in future periods.

Some of the risks and uncertainties we are exposed to during normal operations, and the addition of risk factors arising from the COVID-19 pandemic that originated in 2020, are summarized below.

COVID-19 and other Pandemic or Epidemic Diseases

Outbreaks or the threat of outbreaks of viruses or other contagions or epidemic or pandemic diseases, including the recent COVID-19 outbreak, may lead to voluntary or mandatory building closures, government restrictions on travel, or gatherings, which may lead to a general slowdown of economic activity and disrupt our workforce and business operations. Such occurrences, including the outbreak of COVID-19, could have a material adverse effect on the demand for recreation services. The pace of recovery following such occurrences cannot be accurately predicted, nor can the impact on the Company's cash flows, results of operations (that are sensitive to seasonality), and the Company's ability to obtain additional financing, or re-financing. Since fiscal 2020, the COVID-19 pandemic resulted in temporary suspensions and resumptions of facility operations, public health orders that limited business activity, and presented the need for the Company to create an exposure control program to help prevent or limit the spread of disease.

Mitigating factors and strategies:

- Management establishes control measures and enhanced standard operating procedures to help protect the health and safety of employees' and guests.
- During periods of reduced business activity, management establishes cost management measures with the objective of preserving cash and mitigating the effects of a reduction in business activity.
- Through collaboration with senior lenders, the Company arranges, where possible, debt covenant waivers, deferrals of principal repayments and/or additional credit facilities that can be accessed if necessary.
- During such occurrences, financial support for businesses and individuals may be made available by various levels of government that the Company will access where appropriate.

Leverage and Ability to Service Indebtedness

The Company's level of debt and the limitations imposed on it by its debt agreements could have important consequences, including the following:

- the Company may have to use a significant portion of its cash flow from operations for debt service, rather than for operations.

- the Company may not be able to obtain additional debt financing for future working capital, capital expenditures or other corporate purposes.

- the Company could be more vulnerable to economic downturns and less able to take advantage of significant business opportunities or to react to changes in market or industry conditions.

- the Company's less leveraged competitors could have a competitive advantage.

The Company's ability to pay the principal and interest on debt obligations will depend on its future performance. To a significant extent, our performance will be subject to general economic, financial and competitive factors. We can provide no assurances that our business will generate cash flow from operations sufficient to pay the Company's indebtedness, fund other liquidity needs or permit the Company to refinance its indebtedness. The Company can provide no assurances that it can secure any further credit facilities or that the terms of any such credit facilities will be favourable.

If the Company has difficulty servicing its debt, the Company may be forced to adjust capital expenditures, seek additional financing, sell assets, restructure or refinance the Company's debt, adjust dividends, or seek equity capital. The Company might not be able to implement any of these strategies on satisfactory terms, if at all. The Company's inability to generate sufficient cash flow or refinance its indebtedness would have a material adverse effect on the Company's financial condition, results of operations and ability to satisfy the Company's obligations.

Mitigating factors and strategies:

- The Company manages its capital with the objectives of maintaining a financial position suitable for servicing debt in accordance with repayment schedules, complying with debt covenants, and supporting our growth strategies.
- The Company maintains good relationships with its lenders through regular communications and reporting.
- The Company continuously evaluates asset profitability and cost of capital to optimize return on capital.

- During the period where business operations have been impacted by the COVID-19 pandemic, the Company has arranged for debt covenant waivers and/or amendments.

Infrastructure Expenditures

The Company's recreation facilities consist of plant and equipment that have useful lives estimated by management. Assets may become obsolete and may require replacement before the end of their estimated useful lives, which will necessitate significant capital expenditure.

Mitigating factors and strategies:

- The Company has implemented formal standard operating procedures and operational support visits to help protect our assets.
- The Company has a stringent asset repair and maintenance program.
- The Company has a long-term capital project program that plans capital expenditures in accordance with priorities and estimated useful lives.

Incurrence of Debt and the Granting of Security Interests

From time to time, the Company may enter into transactions and these transactions may be financed partially or wholly with short or long-term debt, which may increase the Company's debt levels above industry standards and may require the Company to grant security interests in favour of third parties. Neither the Company's articles nor notice of articles limit the amount of indebtedness that the Company may incur or its ability to grant security interests. Should the Company default on any of its obligations under any secured credit facility, this could result in seizure of the Company's assets. The level of the Company's indebtedness from time to time could impair our ability to obtain additional financing in the future on a timely basis to take advantage of business opportunities that may arise.

Mitigating factors and strategies:

- The Company manages its capital with the objectives of maintaining a financial position suitable for servicing debt in accordance with repayment schedules, complying with debt covenants, and supporting our growth strategies.

Insurance

The Company develops and organizes sports leagues to play at the facilities it owns and operates. Due to the nature of the sports we host, incidents can occur. We purchase liability and accident insurance, the cost of which is dependent upon the history of the number of injury claims and the quantum of such claims. There is always a risk that the cost of acquiring sufficient insurance to cover any such injury claims will become prohibitive or that such insurance will become unavailable. The Company has obtained insurance coverage that it believes would ordinarily be maintained by an operator of facilities similar to that of the Company. The Company's insurance is subject to various limits and exclusions. Damage or destruction to any of our facilities or lawsuits arising from use of such facilities could result in claims that are excluded by, or exceed the limits of, the Company's insurance coverage.

Mitigating factors and strategies:

- The Company maintains its facilities to high standards and continually monitors league activities and enforces a strict set of rules.
- The Company has developed risk management procedures and emergency preparedness guides at all of its locations.
- Management works closely with insurance providers.

Expansion and U.S. Operations

The Company's expansion strategies may include start-up of operations in new markets or the creation of new product offerings. Should market conditions of new locations or consumer preferences surrounding new products vary significantly from what was anticipated, the Company's financial results could be adversely affected.

Specifically, expansion strategies include certain markets in the U.S. As such, the Company faces the risks of operating in new markets where the demographics, consumer preferences, and economic conditions can be very different from Canadian markets in which the Company primarily operates.

Operating in the U.S. also creates foreign currency risk on sales and purchases that are denominated in U.S. dollars. Should the financial results of the Company's U.S. subsidiaries significantly fall short of targets, the Company could be exposed to the risk of loss depending on the relative movement of this currency against the Canadian dollar. The Company does not currently enter into forward contracts to mitigate this risk. However, management anticipates that earnings from U.S. business activities are adequate to service the working capital needs of U.S. operations.

Mitigating factors and strategies:

- The Company performs due diligence to evaluate the structural condition of facilities, and conditions that support supply and demand in the marketplace of target investments.
- The Company performs extensive research and due diligence to evaluate and test new product offerings to ensure consumer demand matches the product offering prior to a full product launch.
- Management closely monitors the Canadian-U.S. foreign exchange rate and could utilize hedging instruments if necessary. In addition, a reasonable amount of U.S. currency is maintained on hand to meet operating needs.

Seasonality of Operations

The Company's business cycle is highly seasonal and under normal business conditions, approximately 57% of total revenues and virtually all of the operating profit are generated in the first and fourth quarters. This seasonality of operations impacts reported quarterly earnings. The operating results for any particular quarter is not necessarily a good indicator of operating results for the other fiscal quarters or the entire fiscal year. As a result of the seasonality, the highest cash flow period for the Company is in the fourth quarter when customer deposits for future ice contracts are received, and the lowest cash flow is in the summer months, when traffic is reduced.

Mitigating factors and strategies:

- Various programs are developed to increase traffic during the traditionally slower summer period.
- Variable operating costs are reduced during the summer period.

- Management ensures cash reserves are adequate to finance working capital throughout the off-peak seasons.

Competition

The recreation industry is highly competitive and Canlan competes with other private and municipal operators in various major markets. Other private operators may have more resources and less debt than Canlan, and municipal operators can operate at a loss for an indefinite period without the same negative consequences such losses would have on private companies.

Mitigating factors and strategies:

- Canlan has developed customer loyalty by providing superior customer service and facilities.
- The ice rink industry is capital intensive with high start-up expenses; therefore barriers to enter the business exist.
- We have developed expertise in all aspects of the ice rink development and multi-sport complex operations.

Climate Change

Canlan, like many other companies, is subject to climate change-related risks. Government regulations and public perception may adversely impact Canlan's operations. Climate change may also increase the frequency and intensity of severe weather events, which may negatively impact our facilities, such as cause property damage or other disruption to the Company's operations. Natural disasters, climate change impacts and disruptive events may impact our operations, customer satisfaction and client experience, and may result in increased insurance premiums or deductibles, and the decrease in the availability of, or loss of, coverage.

Employee and Union Relations

The Company has unionized employees at four of its facilities. The Company may not be able to negotiate a new contract on favorable terms, which could result in increased operating costs as a result of higher wages or benefits paid to its unionized workers. If unionized workers engage in a strike or other work stoppage, the Company could experience a significant disruption in its operations or higher ongoing labour costs, which could have material adverse effects on the business, financial condition, results of operations and cash flows.

Mitigating factors and strategies:

- The Company maintains positive relationships with the unions and management and union representatives have bargained in good faith.
- The Company garners assistance and guidance from professional labour consultants where needed.

Key Personnel

The Company's future success depends, to a large extent, on the efforts and abilities of its executive officers and other key personnel. As the Company's ability to retain these key personnel and executive officers is important to its success and growth, the loss of such personnel could adversely affect the Company's business, financial condition, cash flows and results of operations.

Mitigating factors and strategies:

- The Company has established short-term and long-term compensation and incentive programs for its executive officers that are commensurate with their responsibilities and with market conditions.
- The Company maintains an open and candid working environment where executive officers can offer input into business strategies and decisions.

Utility Costs

Electricity, natural gas and water are significant components of operating costs of our facilities and the Company is susceptible to fluctuations in the market price of energy and related regulatory charges. In addition, the Company may experience power fluctuations or outages or cannot maintain adequate sources of natural gas and water. These factors may have a material adverse effect on the Company's business, financial conditions, results of operations and cash flows.

Mitigating factors and strategies:

- Where considered appropriate, the Company enters into medium-term energy contracts to mitigate the price fluctuations of gas and electricity.
- The Company carefully manages utility consumption through standard operating procedures and capital asset program.
- The Company has implemented an equipment replacement program, which utilizes newer technology and reduces energy consumption.
- The Company employs a full-time subject matter expert in energy management.

Privacy and Security of Information

In the ordinary course of our business we receive, process and store information from our guests and others, including personal information of our guests and employees often through online operations that depend upon the secure communication of information over public networks and in reliance on third party service providers. The secure operation of the networks and systems on which this information is stored, processed and maintained is critical to our business operations and strategy. Although we maintain systems to protect this information and rely on systems security of third-party software service providers, these systems must be continuously monitored and updated and could be compromised, in which case our guest information could become subject to intrusion, tampering or theft. Any compromise of our data security systems or the security systems of our third-party service providers could have an adverse impact on our reputation, be costly to remediate and could have a material adverse effect on our business.

Mitigating factors and strategies:

- The Company has deployed network security measures and performs periodic security compliance audits.
- Information security has been made a part of the Company's Enterprise Risk Management Strategy to provide oversight over this particular risk.

Interest Rate Risk

Debt of $16.2 million, is subject to variable interest rates. For every 1% change in base market rates, interest expense will change by $0.2 million per annum.

Mitigating factors and strategies:

- The Company has fixed the interest rate on $26.6 million or 62.1% of its loans.

Control by Principal Shareholder and Liquidity of Common Shares

The principal shareholder, Bartrac Investments Ltd. holds 10,075,947 Common Shares and controls approximately 75.5% of the aggregate voting shares of the Corporation, which will allow it to control substantially all the actions taken by the shareholders of the Company, including the election of the directors. In addition, at the date of this MD&A, a Trust in the U.S. holds 2,297,000 Common Shares, which represents 17.2% of total outstanding Common Shares. Such concentration of ownership could also have the effect of delaying, deterring, or preventing a change of control of the Company that might otherwise be beneficial to its shareholders and may also discourage acquisition bids for the Company and limit the amount certain investors may be willing to pay for the Common Shares.

Critical Accounting Policies and Estimates

Canlan's significant accounting policies are described in Note 3 to the audited consolidated financial statements for the year ended December 31, 2021 and December 31, 2020, and Note 3 to our condensed consolidated interim financial statements for the period ended March 31, 2022. The preparation of the consolidated financial statements in conformity with IFRS requires us to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Key sources of estimation uncertainty are the areas where assumptions and estimates have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities. These are:

Recoverability of Property, Plant and Equipment - Facilities

At each reporting date, the Company performs an assessment for indicators of impairment for each cash-generating unit. If any such indication exists, the Company estimates the cash-generating unit's recoverable amount based on the greater of its value in use and its fair value less costs to sell. When the carrying amount exceeds the recoverable amount, an impairment loss is recognized in an amount equal to the excess. In determining the recoverable amount of the cash-generating units under the value in use method, significant assumptions include estimated revenue and expense growth rates, pre-tax discount rates, and useful lives of property, plant and equipment. In determining the recoverable amount of the cash-generating units under the fair value less costs to sell method, significant assumptions include the capitalization rate and the estimated value per square feet of the recreational property.

Useful Lives of Property, Plant and Equipment

Property, plant, and equipment are depreciated on a straight-line basis over their estimated useful life and residual values which are determined through exercise of judgment. Approximately 81% of the Company's total assets are comprised of recreational properties. The method of depreciation and length of the depreciation period could have a material impact on depreciation expense and the net book value of the Company's assets. Assets may become obsolete or require replacement before the end of their estimated useful lives, in which case any remaining unamortized costs would be expensed.

Deferred Income Tax

Deferred income tax assets and liabilities require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize or recognize net deferred tax assets, if any, at the reporting date could be impacted.

Ivan Wu
Chief Financial Officer