

**MADISON PACIFIC PROPERTIES INC.**

**MANAGEMENT DISCUSSION AND ANALYSIS**

(as of January 13, 2022)

(\$000's)

**Overview**

Madison Pacific Properties Inc. ("Madison" or the "Company") is in the business of acquiring, developing and managing revenue-producing office, industrial, commercial, and multi-family rental properties located in British Columbia, Alberta, and Ontario. Madison also has investments in joint ventures that develop residential properties.

The following table shows the leasable area and base annual rent (except for properties under development and the Company's 50% interest in a 54-unit residential apartment) as of January 13, 2022, for the three real estate income property portfolios held by Madison:

| Province         | Area and Rent <sup>(1)(2)</sup> | (in 000's except for leasable area) |                           |         |           |
|------------------|---------------------------------|-------------------------------------|---------------------------|---------|-----------|
|                  |                                 | Industrial                          | Retail/highway-commercial | Office  | Total     |
| British Columbia | Leasable area (sq. ft.)         | 1,323,754                           | 126,990                   | 116,689 | 1,567,433 |
|                  | Base annual rent (\$)           | 17,416                              | 3,027                     | 4,469   | 24,912    |
| Alberta          | Leasable area (sq. ft.)         | 269,036                             | -                         | -       | 269,036   |
|                  | Base annual rent (\$)           | 2,722                               | -                         | -       | 2,722     |
| Ontario          | Leasable area (sq. ft.)         | 63,030                              | -                         | -       | 63,030    |
|                  | Base annual rent (\$)           | 467                                 | -                         | -       | 467       |
| Total            | Leasable area (sq. ft.)         | 1,655,820                           | 126,990                   | 116,689 | 1,899,499 |
|                  | Base annual rent (\$)           | 20,605                              | 3,027                     | 4,469   | 28,101    |

- (1) Leasable area includes 100% of the total leasable area of properties in the MT Properties Limited Partnership, of which the Company holds a 60.9% interest, 50% of the total leasable area of joint operations that are proportionally consolidated (at 50%) for financial statement purposes and 50% of the total leasable area of the property in the 2798 Barnet Development Limited Partnership, which is accounted for using the equity method.
- (2) Base annual rent is rent excluding recoveries for operating costs and property taxes and rents based on tenant revenue.

**Basis of Discussion and Analysis**

This management discussion and analysis ("MD&A") of the consolidated financial condition of Madison as of November 30, 2021 and the results of its operations for the three months ended November 30, 2021 was prepared as of January 13, 2022. The MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the three months ended November 30, 2021 and the audited consolidated financial statements and accompanying notes to the consolidated financial statements and MD&A for the year ended August 31, 2021.

The Company prepares its consolidated financial statements in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB").

The unaudited condensed interim consolidated financial statements include the operating results of Madison, its subsidiaries, and on a proportional basis, the accounts of its joint operations. All financial information is presented in Canadian dollars.

### **Forward-Looking Statements**

This MD&A contains forward-looking statements regarding the future success of Madison's business that are subject to risk and uncertainties. Forward-looking information typically contains statements with words such as "expect", "believe", "plan", "forecast", "intend" or similar words suggesting future outcomes. Examples of such forward-looking statements include statements regarding the Company's expectation to renew mortgage loans as they become due; the estimated amount of potential tax reassessments; the Company's belief that loan facilities together with funds on hand and cash generated from operations should provide adequate liquidity and sufficient funds to pay for potential tax reassessments; the Company's expectation to renew all credit facilities maturing in fiscal 2022 at interest rates and with terms comparable to those currently in place; the Company's expectation to hold interest rate swap contracts and the related floating rate mortgages until maturity; the Company's belief that there will be sufficient future taxable income to utilize income tax losses; and the Company's belief that the recoverability of unrecognized investment tax credits is still in doubt. The material factors and assumptions used to develop forward-looking information include the current level of interest rates in the market, current relationships with the Company's lenders, current capitalization rates and long-term lease agreements supporting income expectations to utilize tax losses.

These forward-looking statements involve known and unknown risks and uncertainties that may cause Madison's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in these forward-looking statements. These risks include the uncertainties surrounding the COVID-19 pandemic and the impact of related current and future government countermeasures to the Company's business activities. These risks also include risks related to the real estate industry generally such as, changes in interest rates, demand for office, industrial, commercial, and multi-family rentals, illiquidity of real estate investments, non-renewal of tenant leases, risks associated with residential development and related zoning and other permit approvals, joint ventures and co-ownerships, fluctuation in real estate values, geographic concentration of the business, environmental matters and uninsured losses and income tax risk including reassessment and the sufficiency of taxable income to utilize losses. Although the forward-looking statements contained herein are based upon what management believes to be current and reasonable assumptions, Madison cannot assure readers that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Except as required by law, the Company undertakes no obligation to publicly update or revise any such forward-looking statements to reflect any change in its expectations or in events, conditions or circumstances on which any such forward-looking statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

### **Selected Financial Information**

The following table provides selected financial information as at and for the three months ended:

| <b>(in \$000's except per share amounts)</b>                                        | <b>November 30,<br/>2021</b> | <b>November 30,<br/>2020</b> |
|-------------------------------------------------------------------------------------|------------------------------|------------------------------|
| Property revenues                                                                   | 8,978                        | 7,619                        |
| Property operating expenses                                                         | 2,790                        | 1,960                        |
| General and administrative expenses                                                 | 843                          | 1,296                        |
| Net gain on fair value adjustment on investment properties                          | 3,838                        | 1,771                        |
| Equity earnings of associate and joint ventures                                     | 2,737                        | 143                          |
| Interest income                                                                     | 100                          | 135                          |
| Interest expense                                                                    | 2,530                        | 2,367                        |
| Gains on fair value adjustment on interest rate swaps                               | 2,170                        | 341                          |
| Income before income taxes                                                          | 11,660                       | 4,386                        |
| Income taxes                                                                        | 2,349                        | 646                          |
| Net income and comprehensive income                                                 | 9,311                        | 3,740                        |
| Net income and comprehensive income attributable to the shareholders of the Company | 8,746                        | 3,478                        |
| Income per share                                                                    | \$0.15                       | \$0.06                       |
| Total assets                                                                        | 777,617                      | 696,985                      |
| Non-current financial liabilities                                                   | 256,977                      | 225,799                      |
| Total debt on investment properties                                                 | 305,592                      | 267,324                      |
| Dividends per share                                                                 | \$0.00                       | \$0.00                       |

### **Results of Operations**

The following discussion highlights the significant activities that have occurred from the beginning of the comparative three months period ended November 30, 2020 and up to the date of this MD&A:

On April 13, 2021, the Company declared the payment of a special cash dividend of \$0.34 per Class B voting common share ("Class B shares") and Class C non-voting share ("Class C shares") payable on May 4, 2021.

#### *Investment property acquisitions:*

During the three months ended November 30, 2021, the Company acquired the remaining 50% interest it did not hold in a property located at 8155 North Fraser Way, Burnaby, British Columbia from a company controlled by a shareholder of the Company for \$7,735 excluding closing costs. Payment for the property included issuance of 99,928 Class B shares and 792,046 Class C shares for a total of \$5,243, and assumption of debt on the property of \$2,492.

During the year ended August 31, 2021, the Company acquired an industrial property with a 37,418 square foot building located in Delta, British Columbia for \$12,297, including closing costs and taxes.

*Investment property dispositions:*

For the three months ended November 30, 2021, and year ended August 31, 2021, the Company had no dispositions of investment properties.

*Operating results:*

*Property revenues:* Property revenues include rental revenue, and property and project management revenue. Property revenues for the three months ended November 30, 2021 increased by 17.8% compared to the three months ended November 30, 2020, due to an increase in recoverable operating expenses, higher rental rates on some properties and the addition of one investment property in fiscal 2021. Property taxes, which are recoverable from tenants, increased in the three months ended November 30, 2021 compared to the three months ended November 30, 2020 as a result of the British Columbia government eliminating property tax relief provided in 2020 as financial relief for businesses affected by the COVID-19 pandemic.

Excluding committed space and properties under development, commercial vacancies were 0.57% as at November 30, 2021 and 1.15% as at November 30, 2020. Commercial vacancies were 0.57% as of the date of this MD&A.

*Property operating expenses:* Property operating expenses for the three months ended November 30, 2021 increased by 42.3% compared to the three months ended November 30, 2020, due to an increase in recoverable and non-recoverable operating expenses. There was an increase in recoverable property taxes compared to the prior period (see “Property revenues”). Included in property operating expenses is a provision for expected credit losses of \$105 (three months ended November 30, 2020 - \$105). The provision for expected credit losses was recorded as an estimate of uncollectible rents for the three months ended November 30, 2021, due primarily to the COVID-19 pandemic (see “Risks and Uncertainties - COVID-19 Pandemic”).

*General and administrative expenses:* General and administrative expenses for the three months ended November 30, 2021, decreased by \$453 compared to the three months ended November 30, 2020. The decrease compared to the prior period is primarily due to a decrease in legal fees related to litigating our tax case (see “Risks and Uncertainties - Income Taxes”). The decrease was partially offset by an increase in consulting fees.

*Net gain on fair value adjustment on investment properties:* Net gain on fair value adjustment on investment properties was \$3,838 for the three months ended November 30, 2021. The fair value of investment properties is based primarily using internally prepared valuations applying the income approach, derived from the capitalization rate method. In applying the capitalization rate method, stabilized net operating income ("stabilized NOI") of each property is divided by an appropriate capitalization rate with adjustments for items such as vacancy rates, non-recoverable capital expenditures and other non-recurring items. Stabilized NOI is determined from the terms of an existing lease or market rents for similar properties. The capitalization rates used are generally based on ranges provided by external valuation specialists. These assumptions are further compared against information obtained from independent industry experts. Adjustments are made to the carrying values of the investment properties when changes in the underlying valuation assumptions occur. The gain for the three months ended November 30, 2021 is primarily attributable to lease rate increases on renewals.

The table below provides the average capitalization rates on commercial properties (excluding properties under development) and the ranges for each market category as at November 30, 2021 as it relates to the Metro Vancouver market where approximately 79% of the Company's properties are located.

|                                          | <b>Company average cap rate</b> | <b>Market range</b> |
|------------------------------------------|---------------------------------|---------------------|
| Industrial                               | 4.05%                           | 3.75% to 5.00%      |
| Retail/highway-commercial <sup>(1)</sup> | 4.43%                           | 3.50% to 4.75%      |
| Office                                   | 4.15%                           | 3.25% to 4.75%      |

(1) Excludes retail property held under leasehold interest.

The following table provides a sensitivity analysis for the weighted average capitalization rate on commercial properties applied at November 30, 2021 except for properties under development and a right-of-use asset of \$2,349:

| <b>Capitalization rate increase (decrease)</b> | <b>Weighted average capitalization rate</b> | <b>Fair value of investment properties (at Company's ownership)</b><br><b>\$</b> | <b>Fair value variance</b><br><b>\$</b> | <b>% Change</b> |
|------------------------------------------------|---------------------------------------------|----------------------------------------------------------------------------------|-----------------------------------------|-----------------|
| (0.75%)                                        | 3.46%                                       | 755,704                                                                          | 150,692                                 | 24.9%           |
| (0.50%)                                        | 3.76%                                       | 695,072                                                                          | 90,060                                  | 14.9%           |
| (0.25%)                                        | 4.05%                                       | 646,243                                                                          | 41,231                                  | 6.8%            |
| November 30                                    | 4.32%                                       | 605,012                                                                          | -                                       | -               |
| 0.25%                                          | 4.59%                                       | 569,348                                                                          | (35,664)                                | (5.9%)          |
| 0.50%                                          | 4.86%                                       | 538,024                                                                          | (66,988)                                | (11.1%)         |
| 0.75%                                          | 5.12%                                       | 510,205                                                                          | (94,807)                                | (15.7%)         |

*Equity earnings of associate and joint ventures:* Equity earnings of the associate, Grant Street Properties Inc. ("GSP"), for the three months ended November 30, 2021 was \$176 compared to \$64 for the three months ended November 30, 2020. The increase in equity earnings compared to the prior period is primarily attributable to higher gains on interest rate swaps, higher fair value adjustments on its investment properties and higher rental rates on some properties. Equity earnings of the 2798 Barnet Development Limited Partnership (the "Barnet LP") and the Silverdale Hills Limited Partnership (the "Silverdale Hills LP") joint ventures was \$2,561 for the three months ended November 30, 2021 compared to \$79 for the three months ended November 30, 2020. The increase in equity earnings in joint ventures compared to the prior period is primarily attributable to sales of townhomes and single family lots in the Silverdale Hills LP that completed during the period ended November 30, 2021.

*Interest income:* For the three months ended November 30, 2021, the Company earned interest income from surplus cash of \$100 compared to \$135 for the three months ended November 30, 2020. The decrease in interest income was due primarily to a lower average cash balance in the current period.

*Interest expense:* The increase in interest expense by \$163 for the three months ended November 30, 2021 compared to the three months ended November 30, 2020 is due primarily to a higher average balance of debt on investment properties compared to the prior period.

*Gains on fair value adjustment on interest rate swaps:* The gains on fair value adjustment on interest rate swaps for the three months ended November 30, 2021 of \$2,170 relate to the total unrealized gains for the period on six interest rate swaps with a total notional amount of \$107,498. For the three months ended November 30, 2020, the Company had net gains on the fair value adjustment on interest rate swaps of \$341.

The Company mitigates some interest rate risk by entering into fixed rate interest rate swaps on some of its mortgages.

*Income taxes:* Income tax expense was \$2,349 for the three months ended November 30, 2021 and \$646 for the three months ended November 30, 2020. The increase in income tax expense compared to the prior period is consistent with the increase in income before taxes compared to the prior period. A reconciliation of the income tax provision can be found in note 9 of the consolidated financial statements.

*Net income and comprehensive income:* The overall increase in net income and comprehensive income for the three months ended November 30, 2021 compared to the three months ended November 30, 2020 is explained in the analysis provided above.

*Operating capital:* Madison funds its current operations from its cash flows from operating activities, mortgages, construction loans, a lease liability and a bank line of credit. For the three months ended November 30, 2021, Madison generated \$2,231 of cash flows from continuing operations (before changes in non-cash balances). Madison has a \$20,000 operating line of credit with a Canadian chartered bank. The Company had drawn \$nil on the line of credit as at November 30, 2021 (August 31, 2021 - \$nil). Madison has been able to obtain new mortgage financing and renew its existing mortgages at interest rates and on terms comparable to fiscal 2021.

**Summary of Quarterly Results (in \$000's except per share amounts)**

| Quarter ended     | Property revenues | Net gain on fair value adjustment on investment properties | Net income and comprehensive income | Net income attributable to shareholders of the Company | Income per share attributable to shareholders of the Company |
|-------------------|-------------------|------------------------------------------------------------|-------------------------------------|--------------------------------------------------------|--------------------------------------------------------------|
| February 29, 2020 | 8,170             | 5,749                                                      | 6,603                               | 6,953                                                  | \$0.12                                                       |
| May 31, 2020      | 7,403             | 11,023                                                     | 10,451                              | 10,706                                                 | \$0.18                                                       |
| August 31, 2020   | 7,694             | 3,101                                                      | 4,982                               | 4,757                                                  | \$0.08                                                       |
| November 30, 2020 | 7,619             | 1,771                                                      | 3,740                               | 3,478                                                  | \$0.06                                                       |
| February 28, 2021 | 8,080             | 15,608                                                     | 18,582                              | 16,212                                                 | \$0.28                                                       |
| May 31, 2021      | 8,195             | 14,053                                                     | 14,667                              | 14,416                                                 | \$0.24                                                       |
| August 31, 2021   | 8,897             | 14,599                                                     | 16,577                              | 16,182                                                 | \$0.28                                                       |
| November 30, 2021 | 8,978             | 3,838                                                      | 9,311                               | 8,746                                                  | \$0.15                                                       |

**2022 Quarterly Comparison**

*Overview:* Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties, the gains on fair value adjustment on interest rate swaps and the provision for expected credit losses. The table above highlights the property revenues and net income and comprehensive income by quarter.

*Property revenues:* Property revenues for the first quarter of fiscal 2022 increased compared to the fourth quarter of fiscal 2021, due to the addition of an investment property in the fourth quarter of fiscal 2021 and an increase in lease rates on some properties.

*Net income and comprehensive income:* Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties, and gains on fair value adjustment on

interest rate swaps and the provision for expected credit losses. As a result, the quarterly net income and comprehensive income amounts are not comparable.

### **2021 Quarterly Comparison**

*Overview:* Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties, the gains on fair value adjustment on interest rate swaps, and the provision for expected credit losses. The table above highlights the property revenues and net income and comprehensive income by quarter.

*Property revenues:* Property revenues for the first quarter of fiscal 2021 decreased compared to the fourth quarter of fiscal 2020, due to a decrease in recoverable operating expenses. Property revenues for the last three quarters of fiscal 2021 increased compared to the first quarter of fiscal 2021 due primarily to an increase in recoverable operating costs and lease rates on some properties.

*Net income and comprehensive income:* Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties, the gains on fair value adjustment on interest rate swaps and the provision for expected credit losses. As a result, the quarterly net income and comprehensive income amounts are not comparable.

### **2020 Quarterly Comparison**

*Overview:* Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties, the losses on fair value adjustment on interest rate swaps and the provision for expected credit losses. The table above highlights the property revenues and net income and comprehensive income by quarter.

*Property revenues:* Property revenues for the third and fourth quarters of fiscal 2020 decreased compared to the second quarter of fiscal 2020 due to a decrease in recoverable operating costs. Property taxes, recoverable from tenants, decreased as a result of the British Columbia government reducing 2020 property taxes to provide financial relief for businesses affected by the COVID-19 pandemic. The reduction in property taxes for the first five months of 2020 was recognized in the third quarter of fiscal 2020.

*Net income and comprehensive income:* Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties, the losses on fair value adjustment on interest rate swaps and the provision for expected credit losses. As a result, the quarterly net income and comprehensive income amounts are not comparable.

### **Liquidity and Capital Resources**

As at November 30, 2021, the Company had cash on hand of \$60,617 (August 31, 2021 - \$42,254) and had drawn \$nil (August 31, 2021 - \$nil) against its line of credit. Cash and cash equivalents comprise primarily cash held in interest bearing accounts with major Canadian financial institutions. The Company has a maximum line of credit of \$20,000. The line of credit with a Canadian chartered bank bears interest at bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50%. The line of credit may be used for general business purposes and the amount available for such uses varies with the value of investment properties pledged, up to a maximum of \$20,000. Second mortgages against certain of the Company's investment properties, assignments of rents and insurance, as well as general security agreements creating floating charges over all of the Company's assets, have been provided as security. Amounts advanced under the line of credit are repayable on demand. The line of credit agreement contains financial ratios which must be maintained, for which the Company is in compliance.

The primary objective of the Company's capital management is to ensure that it maintains adequate capital in order to support its business and maximize shareholder value. The Company manages its capital structure with the goal of minimizing risk to the stability of cash flows from properties. Other goals include maintaining its debt service coverage, interest coverage and debt to equity ratios as well as maintaining minimum amounts of shareholders' equity as required by the Company's line of credit agreement. The Company's capital includes mortgage and construction loans, a lease liability, a line of credit and shareholders' equity. The Company maintains larger cash balances from time to time for investment opportunities that may become available. From time to time and subject to board of directors approval, the Company may invest a small portion of surplus cash in highly liquid dividend paying investments.

The Company's principal source of financing is from mortgage loans. The ability to obtain a mortgage loan is dependent upon the value of the property and the cash flows the specific property generates and the availability of funds from time to time from lending institutions. The Company expects to renew mortgage loans as they become due.

The Company believes it has sufficient funds and sources of funds to pay for potential tax reassessments.

### **Risks and Uncertainties**

#### **Real Estate Industry**

Investment properties are subject to varying degrees of risk. Such risks include changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an over-supply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from others with available space and the ability of Madison to provide adequate maintenance at an economic cost.

Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made regardless of whether a property is producing sufficient income to cover such expenses. Madison's real estate properties are subject to mortgages that require ongoing debt payments and repayments of outstanding amounts on maturity. If Madison is unable or unwilling to make mortgage repayments on any property, losses could be sustained as a result of the lenders exercising their rights of foreclosure or sale.

Real estate is relatively illiquid. Such illiquidity will tend to limit Madison's ability to vary its portfolio promptly in response to changing economic or investment conditions. Financial difficulties of other property owners resulting in distress sales may further depress real estate values in many of the markets in which Madison operates.

Madison manages these risks through ownership of good quality properties combined with a diverse tenant base. As at November 30, 2021, no one commercial tenant accounted for more than 12.98% (August 31, 2021 - 13.45%) of the commercial rental revenue of Madison and lease maturities are staggered such that as at November 30, 2021, no more than 27.40% (August 31, 2021 - 27.73%) of the commercial rental space was subject to renewal in any one year.

#### **Revenue-Producing Properties**

Madison's revenue-producing properties generate income through rental receipts from tenants. Upon the expiry of any lease, there is no assurance that the lease will be renewed or the tenant replaced. The terms of any subsequent lease may be less favourable to Madison than the existing lease. Furthermore, at any time, a tenant of Madison's properties may seek the protection of bankruptcy, insolvency or similar laws

which could result in the rejection and termination of such tenant's lease and a resultant reduction in cash flow available to Madison.

The Company has a 50% interest in a 54-unit apartment building in Vancouver, British Columbia. In addition to risks similar to commercial income properties, residential apartments are typically subject to greater government regulations.

### **COVID-19 Pandemic**

The COVID-19 pandemic has caused financial market disruption, social dislocation, and temporary business closures or curtailed operations, particularly in the restaurant and retail sectors. Certain tenants of the Company have had to reduce services provided and in some cases close operations or face mandatory closure orders from government. Other tenants have seen their operations reduced due to reduced on-site employees and disruptions in supply chains. While governments have eased COVID-19 restrictions and businesses have reopened, there are still some restrictive measures in place. Some tenants of the Company are facing business challenges that have adversely affected their ability to pay rent in a timely manner. The inability to collect rents in a timely manner or any inability to enforce remedies for rent not paid as a landlord could adversely affect the Company's business and financial results. During the COVID-19 pandemic, the Company offered short-term rent deferrals to certain tenants. As at November 30, 2021, outstanding rent deferrals amounted to approximately \$78.

### **Joint Venture Residential Developments**

Madison has two properties held through separate 50/50 joint ventures where the lands have residential and mixed-use development potential under the current respective official community plans. The Company, in conjunction with its joint venture partners is at various stages with the properties, including commencing development of a small section of one site (see "Silverdale Hills LP"), and is currently investigating the feasibility and redevelopment potential of other properties, including rezoning requirements. The joint ventures, which are described below, are accounted for using the equity method of accounting.

### **Silverdale Hills LP**

Madison has a 50% interest in the Silverdale Hills LP which owns approximately 1,411 acres of residential development lands in Mission, British Columbia as of the date of this MD&A. In the three months ended November 30, 2021, the Company made additional equity investments of \$4,821 in the Silverdale Hills LP. In the year ended August 31, 2021, the Company made equity investments of \$5,555 in the Silverdale Hills LP. The additional equity was required to fund development costs and the acquisition of additional parcels of undeveloped residential land. In June 2020, the Silverdale Hills LP commenced development of 162 townhomes and 65 single family lots on the site, which consumed approximately 38 acres of land inventory. The townhome development is being constructed in four phases. As of the date of this MD&A, approximately 36% of the first three phases of the townhome development have been completed and sold and of the remaining townhome units in the first three phases, approximately 94% have been presold. Presales and sales of the 41 units in the fourth phase of the townhome development have yet to commence as of the date of this MD&A. In respect of the single family lot development, 61 units have been committed for sale to a single developer of which 6 lots have been sold as of the date of this MD&A. Development of this project is managed by Madison's partner, a major residential developer. Redevelopment of further properties on this site is subject to economic feasibility and obtaining all necessary approvals, including rezoning, none of which are certain as of the date of this MD&A.

## **Barnet LP**

Madison has a 50% interest in the Barnet LP which owns a retail property in Coquitlam, British Columbia. The Barnet LP has submitted an application to the City of Coquitlam to redevelop this site into a residential and mixed-use property. The proposal to the City of Coquitlam is to construct three buildings with a total of 1,061 residential units, and one building with 300 residential rental units and 145,700 square feet of commercial space. Redevelopment of this site is subject to economic feasibility and obtaining all necessary approvals, including rezoning and development approvals, none of which are certain as of the date of this MD&A.

## **Risks Associated with Residential Development Activities**

There are a variety of risks associated with the Company's development activities such as municipal regulatory requirements and environmental considerations that affect the approval for planning, subdivision and use of land. During this period, market conditions may change dramatically. Other risks include increasing costs of construction, reduced demand for new residential units, changes in regulations and taxes, and general market risk. The Company is also subject to risk that the actual performance of development properties acquired by the Company may be materially different from the assumptions made by management of the Company when purchasing the properties or initiating development. The Company manages the risks associated with its development activities by entering into joint ventures with experienced developers with a long history of successful development in Metro Vancouver.

## **Joint Ventures and Co-ownerships**

The Company participates in joint ventures, partnerships and similar arrangements that may involve risks and uncertainties not present absent third-party involvement, including, but not limited to, Madison's dependency on partners, co-tenants or co-venturers that are not under the Company's control and that might become bankrupt or otherwise fail to fund their share of required capital contributions, or suffer reputational damage that could have an adverse impact on the Company. Additionally, the Company's partners might at any time have economic or other business interests or goals that are different than or inconsistent with those of Madison, and the Company may be required to take actions that are in the interest of the partners collectively, but not in Madison's sole best interests. Accordingly, Madison may not be able to favourably resolve issues with respect to such decisions, or the Company could become engaged in a dispute with any of them that might affect its ability to operate the business or assets in question.

## **Fluctuations in Real Estate Values**

The commercial and industrial real estate industry is subject to variability and fluctuations in real estate values. The Company has elected to report its investment properties at fair value. Fair value represents the amount at which the properties could be exchanged between a knowledgeable and willing buyer and seller in an arm's length transaction at the date of valuation. Adjustments will be made to the fair values when changes in the underlying valuation assumptions occur. The COVID-19 pandemic has increased the risk and uncertainty surrounding valuation estimates due to limited market activity for comparable transactions, as well as uncertainty regarding the expected length of the pandemic and the resulting impact on the Company's cash flows from investment properties. In developing its estimates, management performed an assessment of its tenants and portfolio of investment properties, as well as an evaluation of the changes in the overall market conditions for the asset classes in the Company's portfolio since the impact of the pandemic began in early March 2020.

## **Geographic Concentration**

Madison currently carries on the majority of its business in British Columbia, and predominantly Metro Vancouver. However, the Company has some geographic diversification with properties located in Alberta and Ontario. An economic downturn in any of these markets could cause leasing rates to decline, which could have a material adverse effect on the business and negatively affect the results of operations and financial condition of Madison.

## **Environmental Matters**

As an owner of investment properties, Madison is subject to various Canadian federal, provincial, and municipal laws relating to environmental matters. Such laws provide that Madison could be liable for costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, could adversely affect Madison's ability to sell such real estate or pledge real estate as collateral for borrowing. In addition, such a situation could potentially result in claims against Madison. Madison is not aware of any material pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. It is also possible that asbestos containing material ("ACM") and polychlorinated biphenyls ("PCB") in light fixtures may be present at some properties, which may result in future removal and disposal costs; however, management is not aware of any such presence.

Madison has formal procedures to review and monitor environmental exposure on an ongoing basis and conducts thorough environmental due diligence as part of its acquisition process. Madison has made and will continue to make the necessary capital expenditures to ensure compliance with environmental laws and regulations. Environmental laws and regulations can change at any time and Madison may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have a material adverse effect on Madison's business, financial condition and results of operations.

## **General Uninsured Losses**

Madison carries comprehensive general liability, fire, flood, extended coverage and rental loss insurance with policy specifications, limits and deductibles customarily carried for similar properties. There are, however, certain types of risks (generally of a catastrophic nature such as from wars or environmental contamination) which are either uninsurable or not insurable on an economic basis. Madison currently has insurance for flood and earthquake risks, subject to certain policy limits, deductibles, and self-insurance arrangements, and will continue to carry such insurance so long as it is economical to do so. Should an uninsured or underinsured loss occur, Madison could lose its investment in, and anticipated profits and cash flows from, one or more of its properties, while still being obligated to repay any recourse mortgage indebtedness on such properties. If a loss occurs in excess of insured limits, Madison could lose all or part of its investment in, and anticipated profits and cash flows from such property.

## **Income Taxes**

The Company and certain subsidiaries have received from the Canada Revenue Agency ("CRA") and Alberta Tax and Revenue Administration ("ATRA") tax notices of reassessment for various taxation years. The reassessments deny the application and usage of certain non-capital losses, capital losses, deductions and investment tax credits arising from prior years. In addition, the CRA and ATRA are disallowing unclaimed carryforward non-capital losses of \$657, carryforward capital losses of \$6,494, carryforward scientific research and development expenditures of \$1,515, and investment tax credits of \$6,127. As a

result, additional taxes payable for the reassessed years, including interest, total \$38,099. The Company and its subsidiaries have filed notices of objection and notices of appeal to the reassessments with the CRA and ATRA. To object to the reassessments, the Company and its subsidiaries were required to make deposits totalling \$18,453 for a portion of the taxes and interest the CRA and ATRA have claimed are owed. The Company and its subsidiaries have made these deposits and they are included in other non-current assets. Additional estimated interest accruing on the unpaid portion of the reassessments was approximately \$5,571 as at November 30, 2021.

The Company's trial with the Tax Court of Canada commenced in November 2020, was adjourned, and is scheduled to resume in February 2022. The previously scheduled trial date for the Company's subsidiary has been deferred and no new date has been confirmed. The Company and its counsel believe that its filing positions for the Company and subsidiaries described above are appropriate and in accordance with the law. It intends to vigorously defend such positions as required. Accordingly, the Company has not recorded a liability in the consolidated financial statements for the reassessed taxes payable and related interest described above nor has it reduced the carrying value of deferred income tax assets recorded for unused carryforward amounts. If the Company is ultimately successful in defending its positions, deposits made plus applicable interest will be refunded to the Company. There is no assurance that the Company's objections and appeals will be successful. If the CRA and ATRA are successful, the Company will be required to pay the balance of taxes reassessed plus applicable interest and derecognize deferred income tax assets related to the carryforward amounts.

### **Interest Rate Fluctuations**

Madison's capital structure involves risks primarily associated with leverage and interest rates. Madison's financing includes some indebtedness with interest rates set on a floating rate basis which could result in fluctuations in Madison's cost of borrowing. Madison has mitigated interest rate risk by refinancing over 97.5% of its debt on investment properties (mortgage loans, excluding lease liabilities) at fixed rates ranging from 1.97% to 4.13% per annum and staggering maturities up to five years so that no more than 40.5% of such debt matures in one year. The Company has variable rate borrowings as of November 30, 2021 of \$7,750 (August 31, 2021 - \$7,750), which bear interest ranging from bank prime rate plus 0.60% to 0.75%, and Banker's Acceptance rate plus 2.35% (August 31, 2021 - prime rate plus 0.60% to 0.75%, and Banker's Acceptance rate plus 2.35%). The Company has not experienced any difficulties in renewing mortgages as they have become due. The Company also mitigates interest rate risk by entering into interest rate swaps. As at November 30, 2021, the Company had entered into interest rate swaps with Canadian chartered banks on six mortgages to reduce the impact of fluctuating interest rates and fix the Company's interest rates on those mortgages. The swaps had notional amounts as at November 30, 2021 totalling \$107,498, fixed swap rates ranging from 2.52% to 3.90%, and maturity dates ranging from September 2022 to July 2025. The total notional amount of the interest rate swaps represented 35.4% as at November 30, 2021 (August 31, 2021 - 38.0%) of the total debt on investment properties (before netting of deferred financing costs and fair value adjustments to assumed debt and excluding lease liabilities). The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

The weighted average interest rate on fixed rate mortgage debt as at November 30, 2021 was 3.26% (August 31, 2021 - 3.32%). Madison has approximately \$7,750 in floating rate mortgages. The Barnet LP, of which the Company owns a 50% interest and is accounted for using the equity method, has a floating rate demand loan of \$29,250. The Silverdale Hills LP, of which the Company owns a 50% interest and is accounted for using the equity method, has a floating rate demand construction loan facility to a maximum of \$85,369. As at November 30, 2021, \$26,698 and letters of credit totalling \$4,140 had been drawn against the facility.

The Company has a line of credit that bears interest at bank prime rate plus 1% or the Banker's Acceptance rate plus 2.50%. The line of credit may be used for general business purposes and the amount available for such uses varies with the value of investment properties pledged, up to a maximum of \$20,000. As at November 30, 2021, \$nil had been drawn on the line of credit. The Company's variable rate borrowings represent 2.5% (August 31, 2021 - 2.8%) of total borrowings. The impact of a 1.0% interest rate change on the Company's variable rate debt would increase or decrease interest expense and pre-tax earnings by \$78 (August 31, 2021 - \$78) per year.

These loan facilities, together with funds on hand and cash generated from operations, should provide adequate liquidity to meet the Company's obligations as they become due.

### **Contractual Obligations**

| (in \$000's)                                    | Payments due by fiscal year |                             |                              |                              |                               |
|-------------------------------------------------|-----------------------------|-----------------------------|------------------------------|------------------------------|-------------------------------|
|                                                 | Total                       | December 2021 - August 2022 | September 2022 - August 2024 | September 2024 - August 2026 | September 2026 and thereafter |
| Debt on investment properties <sup>(1)(2)</sup> | 303,946                     | 43,988                      | 114,686                      | 124,157                      | 21,115                        |
| Undiscounted land lease liability               | 3,631                       | 72                          | 199                          | 207                          | 3,153                         |

- (1) The amount in the period from December 2021 to August 2022 includes demand loans totalling \$7,750. Interest payments on these demand loans are made monthly until their maturities between 2022 and 2023.
- (2) Excluded from the table is the Company's 50% share of a \$29,250 bank loan owed by the Barnet LP and the Company's 50% share of \$26,698 drawn on a construction loan owed by the Silverdale Hills LP, both of which are accounted for using the equity method. The Barnet LP loan matures in September 2022, is payable on demand and the Company has provided a limited guarantee of \$14,625. The Silverdale Hills LP has a construction loan facility of up to \$85,369, which is payable on demand. The Company has provided a limited guarantee for 50% of the construction loan owed by the Silverdale Hills LP.

### **Off-Balance Sheet Arrangements**

Madison is required to provide letters of credit to municipalities in connection with development charges and rezoning applications. As of January 13, 2022, there were no outstanding letters of credit held by the Company or its subsidiaries. The Silverdale Hills LP, of which the Company owns a 50% interest and is accounted for using the equity method, has outstanding letters of credit totalling \$3,220.

The Company enters into interest rate swaps. See "Risks and Uncertainties" above.

### **Transactions with Related Parties**

The Company has engaged the services of G.W. Property Services Ltd., a landscaping and building services company owned by a related party. During the three months ended November 30, 2021, landscaping, maintenance, and construction management services paid to this company totaled \$122 (three months ended November 30, 2020 - \$105). There are no long-term commitments with this company, which provides required landscaping and maintenance on some investment properties.

For the three months ended November 30, 2021, the Company engaged the services of Western Integrated Electrical Ltd., an electrical contractor controlled by a shareholder of the Company, for which it paid fees of \$nil (three months ended November 30, 2020 - \$27).

For the three months ended November 30, 2021, rental revenues totalling \$829 (three months ended November 30, 2020 - \$479) were received from Madison Venture Corporation ("MVC"), and Arrow Speed Controls Limited, Continental Electrical Motor Services Ltd., 0777061 B.C. Ltd., Madison Industrial

Equipment Inc., GVIC Communications Corp., Glacier RIG Ltd. and REW Digital Ltd., which are tenants and companies controlled by MVC. These companies have lease agreements with the Company. MVC is a shareholder of the Company and certain of its directors are directors of the Company. Rental revenues received from GVIC Communications Corp., Glacier RIG Ltd. and REW Digital Ltd. include revenues received from April 15, 2021, the date at which these entities became related parties to MVC, up to November 30, 2021.

For the three months ended November 30, 2021, the Company incurred consulting fees to MVC for various development, management, and administration services, including assistance with challenges to our tax reassessments of \$200 (three months ended November 30, 2020 - \$48).

For the three months ended November 30, 2021, the Company incurred fees to GVIC Communications Corp. for administration services of \$3.

During the three months ended November 30, 2021, the Company purchased the remaining 50% interest it did not hold in a property located at 8155 North Fraser Way, Burnaby, British Columbia from 0777061 BC Ltd., a company controlled by MVC, for \$7,735 excluding closing costs. Payment for the property included issuance of 99,928 Class B shares and 792,046 Class C shares for a total of \$5,243, and assumption of debt on the property of \$2,492.

During the year ended August 31, 2021, the Company paid \$1,105 to MVC to reimburse the shareholder for shares that the significant shareholder issued to certain executives of the Company as compensation for services to the Company and expensed by the Company between 2013 and 2018.

The Company has provided a limited guarantee of \$14,726 on the MT Properties Limited Partnership mortgage debt. During the three months ended November 30, 2021, a guarantee fee of \$11 (three months ended November 30, 2020 - \$11) was paid to the Company.

Key management personnel include the Company's directors and officers. For the three months ended November 30, 2021, compensation awarded to key management personnel included salaries and short-term employee benefits of \$365 (three months ended November 30, 2020 - \$418).

The transactions with the related parties noted above have been recorded at their exchange amounts, which are the amounts agreed to by the related parties.

### **Outstanding Share Data**

As of January 13, 2022, there were 7,355,420 Class B shares and 52,107,135 Class C shares outstanding.

### **Share Option Plan**

The Company implemented a share option plan (the "Plan") effective January 1, 2019. Under the Plan, the Company reserves Class B Shares equal to 2% of aggregate outstanding Class B Shares and Class C Shares for issuance upon the exercise of share options granted under the Plan. As at January 13, 2022, 1,189,251 Class B Shares are reserved for issuance under the Plan. The Plan provides that share options may be issued only to executives, employees and outside directors of the Company or of any of its subsidiaries and that options granted to insiders (as defined by Toronto Stock Exchange rules) shall not exceed 10% of the outstanding Class B Shares.

The Plan and the terms of options granted, including the exercise price, the expiry time, the vesting period and other terms and conditions relating to such options, shall be administered by the Compensation Committee or any other committee to which such authority is delegated by the Board of Directors.

As at January 13, 2022, no share options had been granted.

### **Cash Flows from Operating Activities**

The following table provides the Company's cash flows from operating activities for the three months ended:

| <b>(in \$000's)</b>                                              | <b>November 30,<br/>2021</b> | <b>November 30,<br/>2020</b> |
|------------------------------------------------------------------|------------------------------|------------------------------|
| Net income                                                       | 9,311                        | 3,740                        |
| Items not affecting cash                                         |                              |                              |
| Net gain on fair value adjustment on investment properties       | (3,838)                      | (1,771)                      |
| Amortization                                                     | 362                          | 310                          |
| Allowance for expected credit losses                             | 96                           | (24)                         |
| Equity earnings of associate and joint ventures                  | (2,737)                      | (143)                        |
| Unrealized gains on fair value adjustment on interest rate swaps | (2,170)                      | (341)                        |
| Recognition of rental revenue on a straight-line basis           | 32                           | 138                          |
| Deferred income taxes                                            | 1,175                        | 254                          |
|                                                                  | 2,231                        | 2,163                        |
| Decrease in amounts receivable and other assets                  | 1,936                        | 1,095                        |
| (Increase) decrease in income taxes receivable                   | (2)                          | 2                            |
| (Decrease) increase in accounts payable and accrued liabilities  | (286)                        | 243                          |
| (Decrease) increase in income taxes payable                      | (237)                        | 348                          |
|                                                                  | 3,642                        | 3,851                        |

For the three months ended November 30, 2021, Madison generated \$2,231 of cash flows from continuing operations (before changes in non-cash balances) compared to \$2,163 for the three months ended November 30, 2020. The increase compared to the prior period is due primarily to an increase in net property income and a decrease in professional fees, which was partially offset by an increase in current income taxes and an increase in net interest expense for the three months ended November 30, 2021 compared to the three months ended November 30, 2020.

### **Financial Instruments**

Madison finances its investment properties primarily through conventional mortgage loans. These mortgages have remaining terms of between one and five years, and as at November 30, 2021, had a weighted average interest rate of 3.26% (August 31, 2021 - 3.32%). Of the total amount of debt on investment properties outstanding (excluding lease liabilities) as at November 30, 2021, \$32,016 of mortgages are scheduled to mature by August 31, 2022. Additionally, the Barnet LP, of which the Company owns a 50% interest, has a demand loan of \$29,250 which matures in September 2022. The Silverdale Hills LP, of which the Company owns a 50% interest, has a demand construction loan facility of up to \$85,369. As at November 30, 2021, \$26,698 and letters of credit totalling \$4,140 had been drawn against the facility.

Madison anticipates being able to renew all credit facilities maturing in fiscal 2022 at interest rates and with terms comparable to those currently in place.

As at November 30, 2021, the Company had entered into interest rate swaps with Canadian chartered banks on six mortgages to fix the Company's interest rates on those mortgages. The swaps had notional amounts as at November 30, 2021 totalling \$107,498 (August 31, 2021 - \$105,817) fixed swap rates ranging from 2.52% to 3.90%, and maturity dates ranging from September 2022 to July 2025. The total notional amount of the interest rate swaps represented 35.4% as at November 30, 2021 (August 31, 2021 - 38.0%) of the total debt on investment properties (before the netting of deferred financing costs and fair value adjustments to assumed debt and excluding lease liabilities). The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

Interest rate swaps are classified as financial assets and liabilities at fair value through profit or loss. The total fair value of the interest rate swap assets and liabilities and net unrealized gains on those contracts are as follows:

|                     | <b>Fair value assets</b>     |                            | <b>Fair value liabilities</b>                          |                              |
|---------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------|
|                     | <b>November 30,<br/>2021</b> | <b>August 31,<br/>2021</b> | <b>November 30,<br/>2021</b>                           | <b>November 30,<br/>2020</b> |
|                     | <b>\$</b>                    | <b>\$</b>                  | <b>\$</b>                                              | <b>\$</b>                    |
| Interest rate swaps | 886                          | -                          | 598                                                    | 1,840                        |
|                     |                              |                            |                                                        |                              |
|                     |                              |                            | <b>Net unrealized gains on<br/>interest rate swaps</b> |                              |
|                     |                              |                            | <b>Three months ended</b>                              |                              |
|                     |                              |                            | <b>November 30,<br/>2021</b>                           | <b>November 30,<br/>2020</b> |
|                     |                              |                            | <b>\$</b>                                              | <b>\$</b>                    |
| Interest rate swaps |                              |                            | 2,170                                                  | 341                          |

### **Critical Accounting Estimates and Judgements**

It is necessary for the Company to use estimates and judgements in applying the significant accounting policies as described in note 2 of the August 31, 2021 consolidated financial statements. In determining estimates, management uses the information available to the Company at the time. Management reviews key estimates on a regular basis to determine their appropriateness. There is no material update from the critical accounting estimates and judgements disclosure contained in the August 31, 2021 MD&A.

### **Effectiveness of the Internal and Disclosure Controls and Procedures**

An evaluation has been carried out on the effectiveness of the Company's internal control over financial reporting and disclosure controls and procedures as defined in National Instrument 52-109. Based on that evaluation, the Chief Executive Officer and Chief Financial Officer of the Company concluded that the design and operation of these internal and disclosure controls and procedures were effective.

The Company did not make any changes to the design of its internal controls over financial reporting in the three months ended November 30, 2021 that would have materially affected, or would be reasonably likely to materially affect the Company's internal controls over financial reporting.

Management of Madison is responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS. Internal financial controls and procedures have been designed under the supervision of management of Madison.

It should be noted, that while Madison believes that the current disclosure controls and procedures and internal controls over financial reporting provide a reasonable level of assurance, it cannot be expected that existing disclosure controls and procedures or internal financial controls will prevent all human error and circumvention or overriding of the controls and procedures. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

### **Additional Information**

Additional information relating to Madison may be found in the Annual Information Form and the Information Circular for its most recent annual general meeting of shareholders. Both of these prescribed filings may be found on the SEDAR web site ([www.sedar.com](http://www.sedar.com)).