



TEMPUS CAPITAL INC.

Management's Discussion and Analysis

For the Year Ended December 31, 2025

Introduction

This Management Discussion and Analysis (“MD&A”) of the financial position and results of operations for Tempus Capital Inc. (“Tempus” or the “Company”) is intended to provide readers with an assessment of performance and summarize the results of operations and financial position for the years ended December 31, 2025 and 2024. It should be read in conjunction with the Company’s consolidated financial statements for the fiscal year ended December 31, 2025 and 2024 including all notes, risk factors and information contained therein.

Additional information relating to the Company and its operations is available on SEDAR at www.sedar.com.

All amounts are in Canadian dollars unless otherwise noted. Historical results and percentages contained in the Company’s interim and annual consolidated financial statements and MD&A, including trends which might appear, should not be taken as indicative of its future operations. The information contained in this MD&A is based on information available to Management and is dated as of April 27, 2026.

Tempus was incorporated under the Ontario Business Corporations Act on February 16, 2011. The Company is a reporting issuer in Ontario, British Columbia and Alberta and its shares are listed on the Canadian Securities Exchange under the trading symbol TEMP.

Forward-Looking Statement Advisory

Certain information regarding the Company within Management’s Discussion and Analysis (“MD&A”) may include “forward-looking statements” within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that the Company expects or anticipates will or may occur in the future, including such thing as future business strategy, goals, expansion and growth of the Company’s business, plans and other such matters are forward-looking statements. When used in this MD&A the words “estimate”, “plan”, “anticipate”, “expect”, “intend”, “believe” and similar expressions are intended to identify forward-looking statements. Such statements by their nature involve certain risks and uncertainties that could cause actual results to differ materially from those contemplated by such statements. The Company considers the assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared but cautions the reader that these assumptions regarding future events, many of which are beyond the control of management, may ultimately prove to be incorrect. The reader should not rely solely on these forward-looking statements.

Factors that could cause actual results or events to differ materially from those expressed, implied or projected by forward-looking statements, in addition to those factors referenced above, include, but are not limited to: general economic conditions; real property ownership; the availability of new competitive supply of retail properties which may become available either through construction, lease or sublease; Tempus Capital’s ability to maintain occupancy and to lease or re-lease space at current or anticipated rents; repayment of indebtedness and the availability of debt and equity financing; changes in interest rates and credit spreads; changes to credit ratings; tenant financial difficulties, defaults and bankruptcies; the relative illiquidity of real property; unexpected costs or liabilities related to acquisitions, development and construction; increases in operating costs and property taxes; changes in governmental regulation; environmental liability and compliance costs; residential development, sales and leasing; unexpected costs or liabilities related to dispositions; challenges associated with the integration of acquisitions into the Company; uninsured losses and Tempus Capital’s ability to obtain

insurance coverage at a reasonable cost; compliance with financial covenants; risks in joint ventures; matters associated with significant shareholders; geographic concentration of assets; investments subject to credit and market risk; and loss of key personnel.

Readers, therefore, should not place undue reliance on any such forward-looking statements. Further, a forward-looking statement speaks only as of the date on which such statement is made. Tempus undertakes no obligation to publicly update any such statement or to reflect new information or the occurrence of future events or circumstances except as required by applicable securities law.

All forward-looking statements in this MD&A are made as of April 27, 2026 and are qualified by these cautionary statements.

Business Overview

Tempus, based in Burlington, Ontario is a real estate operating company. Tempus's real estate portfolio consisted of four properties in Ontario, a commercial plaza acquired in December 2013, a mixed commercial/residential property acquired in December 2014, a mixed commercial/residential property acquired in September 2017, and a commercial property acquired in March 2021. During fiscal 2023, the Company sold its commercial plaza which was acquired in December 2013 and its commercial property which was acquired in December 2021.

Overall Performance

The Company experienced revenue decrease of approximately 2% during 2025. The decrease is a result of a vacancy during part of 2025. The Company achieved rental increases in the residential components of its London investment properties during the year. As of the date of this MD&A, the Company has no vacancies in its investment properties.

Selected Annual Information

	Year Ended December 31, 2025	Year ended December 31, 2024	Year Ended December 31, 2023
Revenue	\$ 486,574	\$ 494,994	\$ 875,510
Net (Loss) Income	\$ (304,803)	\$ (311,282)	\$ (1,566,817)
Net (loss) Income per Share	\$ (0.01)	\$ (0.01)	\$ (0.05)
Total Assets	\$ 5,768,001	\$ 6,048,726	\$ 6,125,795
Total Non-Current Liabilities	\$ 99,530	\$ 247,962	\$ 265,200
Dividends	\$ -	\$ -	\$ 1,523,950

Selected Quarterly Financial Information

	Dec 31, 2025	Sept 30, 2025	June 30, 2025	Mar 31, 2025
Total assets	\$ 5,768,001	\$ 6,120,862	\$ 6,186,276	\$ 6,293,421
Working capital	\$ (3,520,148)	\$ 20,879	\$ (176,484)	\$ (102,407)
Net income (loss)	\$ (158,087)	\$ 15,386	\$ (62,083)	\$ (100,019)
Net income per share	\$ (0.01)	\$ 0.00	\$ (0.00)	\$ (0.00)

	Dec 31, 2024	Sept 30, 2024	June 30, 2024	Mar 31, 2024
Total assets	\$ 6,048,726	\$ 5,981,236	\$ 5,978,755	\$ 6,147,888
Working capital	\$ (3,457,891)	\$ (3,370,148)	\$ (3,262,775)	\$ (3,244,684)
Net income (loss)	\$ (66,451)	\$ (155,961)	\$ (28,459)	\$ (60,411)
Net income (loss) per share	\$ (0.01)	\$ (0.01)	\$ (0.00)	\$ (0.00)

Results of Operations

Fiscal year ended December 31, 2025

Revenue decreased from \$494,994 in 2024 to \$486,574 in 2025 resulting from the net effect of rental increases and low vacancies at the properties located in London, Ontario.

Property operating costs increased in amount from the prior year to reflect an increase in repairs and maintenance, and also increased as a percentage of revenue, from \$238,975 (48.3%) in 2024 to \$271,284 (55.5%) in 2025. The increase reflects the tenant mix in the two remaining properties which are commercial/residential whereas the properties. The actual operating costs for the two properties increased by 13% in 2025 over 2024.

Interest expense includes \$216,962 paid with respect to mortgages, \$9,559 paid with respect to promissory notes, \$5,725 with respect to guarantees by a director related to mortgages.

General and administrative expenses decreased by approximately \$30,000 comprised mainly of decreased costs for consulting fees and office and overhead expenses.

Professional fees, which include audit and legal fees, for the year ended December 31, 2025 were \$111,204 compared to \$95,780 for the year ended December 31, 2024. The increase in professional fees in 2025 results predominately from decreased audit fees for fiscal 2025 of \$15,000, and an increase in legal fees of \$27,000 in 2025.

No options were granted during the year whereas options were granted during 2024 resulting in \$110,481 share-based compensation expense for 2024.

The Company recognized its share of loss from its equity accounted investees in the amount of approximately \$26,000 compared to a loss of approximately \$18,000 in 2024.

The Company also recorded gains on sale of investment in associate and other totaling \$76,063 with no amount for 2025.

The Company recorded a fair value decrease in connection with its investment properties in the amount of \$250,00 (2024-increase of \$86,000).

Fiscal quarter ended December 31, 2025

Revenue for the fiscal quarter totaled \$126,033 compared to \$121,278 in 2024 reflecting no vacancy during the quarter. Operating costs for the period were \$71,314 compared to \$55,537 in 2024. The decrease in operating expenses results largely from higher repairs and maintenance costs in 2025.

General and administrative costs for the quarter ended December 31, 2025 were \$42,585 compared to \$44,325 for the quarter ended December 31, 2024. Included in the total are filing fees of \$4,358 (2024-\$8,428), management compensation of \$15,819 (2024-\$15,760) and office and other administrative costs of \$22,411 (2024-\$20,137).

Interest expense includes \$55,826 (2024-\$48,691) paid with respect to mortgages, \$1,933 (2024 - \$2,659) paid with respect to promissory notes, an amount of \$1,467 (2024-\$1,247) with respect to guarantees by a director related to mortgages.

Professional fees, which include audit and legal fees, for the quarter ended December 31, 2025 were \$27,196 compared to \$22,799 for the quarter ended December 31, 2024. Expenses were higher based on legal fees in 2025 being higher than 2024.

In addition, the Company recognized its share of the loss of its equity accounted investees in the amount of \$nil with a comparable amount for 2024 of \$4,420. The investment in investee was sold prior to Q4.

The Company recorded a fair value decrease in connection with its investment properties in the amount of \$250,00 (2024-increase of \$86,000).

Investment Properties

	2025	2024
Investment properties	\$ <u>5,342,569</u>	\$ <u>5,543,322</u>

Continuity of Investment Properties

The following table summarizes the changes in the value of Tempus's investment properties for the years ended December 31, 2025 and 2024.

	2025	2024
Balance, beginning of year	\$ 5,543,322	\$ 5,360,284
Capital expenditures	49,247	97,038
Sales	-	-
Fair value adjustment	(250,000)	86,000
Write-down of carrying value	-	-
Balance, end of year	\$ 5,342,569	\$ 5,543,322

The key valuation assumption used to determine the fair market value, using the direct capitalization model, is the capitalization rate.

The fair values of the investment properties were determined by management following the method described below, with independent advice on the appropriate capitalization rates for each property.

In determining fair value, the Company considers all factors market participants would consider in pricing the properties, including the impact of any environmental damage on the investment properties. Changes in the fair value of the Company's investment properties are largely the result of several key factors: changes in capitalization rates from time to time, property sales and the ongoing pattern of renewals, extensions and expiries of leases with the Company's principal tenants.

The Statements of Operations and Comprehensive Income included a fair value decrease of \$250,000 compared with a fair value gain of \$86,000 recognized in 2024.

The investment properties have been valued at December 31, 2025 as follows:

	2025	2024
Management valuation (723 Richmond St.)	-	2,018,343
Otto & Company-independent valuation (605 Richmond St.)	-	3,524,979
Management valuation (all properties)	5,342,569	-
	5,342,569	5,543,322

Additional information with respect to the Company's investment properties is set out in the following table:

Property Address	605-607 Richmond Street, London, Ontario	723-727 Richmond Street, 214 Piccadilly Street, London, Ontario
Square footage	9,320 (three levels)	8,371 (two levels)
Year Built	1876	1890
Date acquired	December 5, 2014	September 12, 2017
Purchase price	\$2,558,250	\$1,585,000
Ownership percentage	100%	100%
Number of tenants-commercial	5	5
Number of tenants-	8	7

residential		
Current occupancy	100%	100%
Average lease term remaining	42 months-commercial	19 months-commercial
	4 months-residential	5 months-residential

Mortgages Payable

At December 31, 2025 the balances of the respective mortgages are:

605-607 Richmond St, London, Ontario	723 Richmond St, London, Ontario
First Mortgage	First Mortgage
\$2,232,042	\$1,210,961

The mortgage on the London property at 605-607 Richmond Street bears interest at 5.99% and is payable in blended monthly payments of \$15,021. The mortgage on the London property at 723-725 Richmond Street bears interest at 6.1% and is payable in blended monthly payments of \$8,973. Both mortgages are secured by the respective investment property. The mortgage on the London property at 605-607 Richmond Street matures on April 5, 2030. The mortgage on the London property at 723-725 Richmond Street matures on October 15, 2027.

The mortgage on 605-607 Richmond Street has a financial covenant that requires the Company to have a debt service coverage ratio of not less than 1 : 1 at each year end. The mortgage on 723 Richmond Street also has a financial covenant that requires the Company to have a debt service coverage ratio of not less than 1.2 : 1 at each year end. These covenants were not met at December 31, 2025 and 2024. The lenders have not provided an exemption from meeting the covenant in 2025 or 2024, accordingly, the outstanding balance is presented as a current liability.

Promissory Notes

Promissory note payable was issued during the 2022 fiscal year to a related party in the amount of \$105,732 bearing interest at 3% per annum. The note is unsecured and matured on June 22, 2023. During fiscal 2024, principal amounts of \$20,000 were made by the Company. The promissory note was paid in full during fiscal 2025. Interest in the amount of \$1,581 was recorded during 2025 (2024 - \$2,768).

Promissory note payable was issued during the year to an officer of the Company in the amount of \$100,000 bearing interest at 6% per annum. The note is unsecured and matured on November 28, 2025 and was extended to November 28, 2026. During the fiscal year 2025, payments of \$4,768 (2024-\$nil) were made Interest in the amount of \$7,978 (2024-\$8,000) was recorded during 2025. The note is convertible into common shares at \$0.08 at the option of the holder at any time during the term of the note.

On February 23, 2026, a promissory note payable was issued to an officer of the Company in the amount of \$95,000 bearing interest at 6% per annum. The note is unsecured and matures on February 23, 2028.

On April 7, 2026, a promissory note payable was issued to an officer of the Company in the amount of \$45,000 bearing interest at 5% per annum. The note is unsecured and matures on April 7, 2027.

Liquidity and Capital Resources

The Company's sources of capital are cash generated from operating activities, mortgage financing and refinancing, promissory notes, and equity issuances. The Company's primary use of capital includes property acquisitions, major property improvements, recurring property maintenance, and debt principal and interest payments. The Company anticipates meeting all current and future obligations with current cash and cash equivalents, cash generated from operations and conventional mortgage refinancing, including net cash accessible through upfinancing, and assumes the Company will be able to obtain financing on reasonable terms.

Tempus's ability to grow through acquisitions will be dependent on the ability to access mortgage debt, and to raise equity financing on reasonable terms.

Investment in Associate

BHF 286-296 Saguenay Investment Ltd

During 2023, the Company purchased a 20.5% interest in BHF 286-296 Saguenay Investment Ltd., a private company which owns a multi residential property in Oshawa, Ontario. BHF 286-296 Saguenay Investment Ltd. has a December 31 reporting period. The investment is accounted for using the equity method. Certain directors and officers of the Company hold an interest in BHF 286-296 Saguenay Investment Ltd. Refer also to Note 8 to the consolidated financial statements for the year ended December 31, 2025.

Investment

During the fiscal year 2025, the Company entered into a limited partnership agreement with TUK Capital Modcity Developments (Lambton) LP with an initial 6.25% investment of \$40,000 of class A units on March 28, 2025, followed by an additional contribution of capital on April 25, 2025 for a total investment of \$51,038.

During the fiscal year 2024, the Company invested \$50,000 in common shares of BHF 331-339 High Park Investment Limited, representing approximately a 10% interest in the equity of a private company which owns a multi-residential property in Toronto, Ontario. On February 25, 2025, the Company sold its 50,000 common shares for gross proceeds of \$52,564 and recorded a net gain on sale of \$1,407. The Company received \$27,564 cash initially and the balance was received November 28, 2025, including a late payment penalty of \$3,000 and interest earned of \$1,800.

On March 3, 2026, the Company entered into a joint development agreement with TUK Group to develop residential units at 184 Coxwell Ave., Toronto, Ontario. The Company owns a 25% equity interest in the project and has committed to provide capital in the amount of \$400,000.

Mortgage Receivable

Second mortgage receivable in connection with the sale of the 310 Springbank investment property, and secured by the property, bears interest at 6% per annum payable monthly. Effective November 1, 2025, the maturity dated was extended to June 1, 2027, with blended monthly payments of \$7,279, bearing

interest at 6%. Interest in the amount of \$7,400 was recorded during the year ended December 31, 2025 (2024 – \$7,500).

Future Changes in Accounting Policies

See Note 3 to the Consolidated Financial Statements for the year ended December 31, 2025.

Contractual Obligations and Off-Balance Sheet Arrangements

The Company is not party to any contracts or arrangements other than disclosed in this document. There are no off-balance sheet arrangements.

Proposed Transactions

As at the date of this MD&A, the Company has no proposed transactions other than disclosed.

Shareholders' Equity

As of the date of this MD&A, the Company has 30,478,993 common shares issued and outstanding as well as stock options to purchase an aggregate of 2,400,000 common shares with 1,500,000 exercisable at \$0.075 expiring September 2029, and 900,000 exercisable at \$0.185 expiring August 2026.

Financial Instruments and Other Instruments

The Company's financial instruments consist of cash, cash equivalents, sundry receivables, accounts payable and accrued liabilities, mortgages payable, and tenant deposits. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from these financial instruments. The interest rate is fixed for the mortgages payable. The fair value of these financial instruments approximates their carrying values.

Related Party Transactions

During the year and three months ended December 31, 2025, the Company entered into the following transactions with related parties and paid or accrued the following amounts, excluding share-based payment charges in connection therewith:

Name	Relationship	Purpose of Transaction	Three Months Ended	Year Ended
Russell Tanz Management Inc.	Company controlled by the CEO of the Company	Property Management Services	\$ 8,677	\$ 34,707
Russell Tanz Management Inc.	Company controlled by the CEO of the Company	Executive Management	\$7,910	\$ 31,638

Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Executive Management	\$7,910	\$31,638
Brant Capital Partners Inc.	Company controlled by the CFO of the Company	Rent, office supplies, administrative expenses	\$ 1,582	\$ 6,328
Russell Tanz	CEO of the Company	Personal guarantees	\$ 1,467	\$ 5,725

Refer to Note 22 to the Consolidated Financial Statements for the year ended December 31, 2025 for additional information with respect to related party transactions.

Capital Management

The Company's objectives when managing capital are as follows:

- (i) To safeguard the Company's ability to continue as a going concern;
- (ii) To raise sufficient capital to finance its acquisition activities;
- (iii) To raise sufficient capital to meet its general and administrative expenditures.

The Company manages its capital structure and makes adjustments to it based on the general economic conditions, its short term working capital requirements, and its planned acquisition expenditure requirements. The capital structure of the Company is comprised of shareholders' equity which includes share capital and deficit. The Company may manage its capital by issuing common shares, or by obtaining additional debt financing.

As an operating entity, the Company will utilize annual capital and operating expenditure budgets to facilitate the management of its capital requirements. These budgets will be approved by management and updated for changes in the budgets underlying assumptions as necessary.

There were no changes in the Company's approach to managing capital during the year.

Risk Management

Tempus faces a variety of risks, the majority of which are common to real estate entities. Real estate investments are generally subject to varying degrees of risk, depending on the nature of the property. These risks include (i) changes in general economic conditions, (ii) changes in local conditions (such as a reduction in demand for real estate in the area), (iii) changes to government regulations, (iv) competition from others with similar available properties, and (v) the ability of the owner to provide adequate maintenance and management economically.

Real estate is relatively illiquid. Such illiquidity will tend to limit Tempus's ability to rebalance its portfolio in response to changing economic or investment conditions. In addition, financial difficulties of other property owners, resulting in distress sales, may depress real estate values in the markets in which the Company operates.

Tempus's exposure to general risks associated with real estate investments is mitigated somewhat by the location of its properties.

Tempus is exposed to other risks as outlined below:

Liquidity Risk

Liquidity risk is the risk that the Company may not have access to sufficient debt and equity capital to fund its growth program and/or refinance its debt obligations as they mature.

The Company will require additional capital either by way of a private placement or in conjunction with an IPO to execute its business plan of acquiring additional commercial real estate investment properties. There is no assurance that the Company will be able to raise capital in the amount and time frame required.

Credit Risk

Credit risk arises from the possibility that tenants may experience financial difficulty and be unable to fulfil their lease term commitments. The Company mitigates the risk of credit loss through the diversification of its existing portfolio and limiting its exposure to any one tenant. Credit assessments are conducted with respect to all new leasing and the Company also usually obtains a security deposit to assist in potential recovery requirements. In addition, the receivables are monitored on an ongoing basis with the result that the Company's exposure to bad debt is not significant.

Market Values of Properties

Market values of the investment properties can decrease if the demand for space decreases and rental incomes are lower or capitalization rates increase. The Company's exposure to the market value of its real estate assets affects mortgages up for renewal. Properties with mortgages that are maturing in the next 12 months will be appraised for their current market value. The market value of a property may be calculated using the income generated and applying a capitalization rate. Other factors that influence market value are demand, vacancy rates, age of the building and location. The Company is not aware of any obstacles at this date that would negatively affect its ability to refinance its buildings as the mortgages come due.

Lease Rates Risk

Lease rates may adjust downward if demand for space decreases. As demand for space goes up so does the lease rate. In any economic downturn the Company could expect that the demand for space decreases and therefore the lease rate would decrease accordingly. The Company is mindful of these risks.

Interest Rate Risk

Interest rate risk is the risk that the Company would experience lower returns as a result of its exposure to a higher interest rate environment. The Company is exposed to interest rate risk as a result of its mortgages and promissory note payable.

The Company attempts to mitigate the risk of rising interest rates by fixing rates for five year terms and by minimizing its exposure to floating rate financing.

Environmental Risk

The Company is subject to various federal, provincial and municipal laws relating to the environment. These regulations may require the Company to fund the cost of removal and remediation of certain hazardous substances on its properties or releases from its properties. The failure to remediate such properties, if any, could adversely affect the Company's ability to borrow using the property as collateral or to sell the real estate. Tempus is not aware of any material noncompliance with environmental laws and regulations. The Company has made, and will continue to make, the necessary capital expenditures to comply with environmental laws and regulations. Environmental laws and regulations can change rapidly, and the Company may be subject to more stringent environmental laws and regulations in the future. To mitigate this risk, each newly acquired property or those currently owned by the Company has undergone a thorough Phase I Environmental Site Assessment (ESA) by a qualified environmental consultant. This ESA then becomes a benchmark used in conjunction with the tenant leases which include a section outlining environmental liability. The Company then conducts a regular inspection of each property to ensure compliance.

General Uninsured Losses

Tempus carries comprehensive general liability, fire, flood, extended coverage, limits and deductibles customarily carried for similar companies. There are, however, certain types of risks (generally of a catastrophic nature) that are either uninsurable or would not be economically insurable.

Taxes

Tempus is currently not cash-taxable due to its ability to reduce taxable income through prior years' losses and through unclaimed CCA, and does not expect to be cash taxable for the next several years based upon its current real estate portfolio. A change in circumstances that could result in the company paying cash taxes in advance of this estimate may have a negative impact on Tempus's liquidity. Tempus is working with its tax advisors to identify issues that may impact the Company's tax situation.