

SKYLINE

I N V E S T M E N T S

Management's Discussion and Analysis

For the year ended December 31, 2021



MANAGEMENT'S DISCUSSION AND ANALYSIS

March 10, 2022

Introduction

This Management's Discussion and Analysis (this "MD&A") of the operating results and financial condition of Skyline Investments Inc. ("Skyline", "the Company", "we", "us" or "our") constitutes management's ("Management") review of the factors that affected the Company's operating performance for the year ended December 31, 2021 and 2020 and its financial position as at December 31, 2021 and 2020. This MD&A is dated and has been prepared with information available as of December 31, 2021.

This MD&A should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2021 and 2020 and accompanying notes (the "Financial Statements").

The Financial Statements for the year ended December 31, 2021 and 2020 have been prepared in accordance with International Financial Reporting Standards, using accounting policies adopted by the Company. These accounting policies are based on the International Accounting Standards, International Financial Reporting Standards and IFRS Interpretations Committee interpretations (collectively, "IFRS") that are applicable to the Company. Amounts discussed below are based on our consolidated financial statements for the year ended December 31, 2021 and are presented in thousands of Canadian dollars, unless otherwise stated.

Additional information relating to the Company is available under our SEDAR profile at www.sedar.com.

Except as expressly provided herein, none of the information on the SEDAR website is incorporated by reference into this document by this or any other reference.

Forward-Looking Information

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, projected costs, capital expenditures, financial results, taxes and plans and objectives of or involving the Company. In particular, statements regarding the Company's future operating results and economic performance are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Examples of such statements include the statements with respect to the Company's strategy, objectives and intentions disclosed in the section entitled "Overview", "Strategy & Outlook", "Liquidity and Financial Position", and "Portfolio Overview", including: the Company's intention to complete future acquisitions and/or dispositions, and the expected benefits from any such acquisitions or dispositions; and the introduction of value-added leasing and operational revenue streams and increased management efficiencies.

Forward-looking information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what the Company currently expects. These factors include the ability of the Company to complete future acquisitions, obtain necessary equity and debt financing and grow its business; achieving the expected benefits from the Freed Transaction (as defined herein) the future operations and performance of the Company's properties including the anticipated extent of the accretion of any acquisitions and generating improved occupancy levels and rental income; the ability of the Company to reinvest to make improvements and maintenance to its properties; overall indebtedness levels, which could be impacted by the level of acquisition activity Skyline is able to achieve and future financing opportunities; general economic and market conditions and factors; local real estate conditions; competition; interest rates; changes in government regulation; and reliance on key personnel. For more information on these risks and uncertainties readers should refer to the risks disclosed in the section entitled "Risk Factors", as well as the risks disclosed in Skyline's materials filed with Canadian securities regulatory

authorities from time to time, including the Annual Information Form of the Company dated March 10, 2022, which are available under the Company's profile on SEDAR at www.sedar.com.

Given the impact of the changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, state, provincial and municipal), regulatory authorities, businesses and customers, there is inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions and related risks, include but are not limited to, management's expectations with respect to the factors noted above as well as general economic conditions, such as the impact on the economy and financial markets of the COVID-19 pandemic and other health risks.

Forward-looking information contained in this MD&A is based on the Company's current estimates, expectations and projections, which the Company believes are reasonable as of the date hereof. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Company may elect to, it is under no obligation and does not undertake to update this information at any particular time except as may be required by applicable securities laws.

Non-IFRS Performance Measures

All financial information has been prepared in accordance with IFRS. However, Skyline uses certain non-IFRS measures as key performance indicators, including net operating income ("NOI"), funds from operations ("FFO"), FFO per share, and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). Skyline believes these non-IFRS measures provide useful supplemental information to both Management and investors in measuring the financial performance of the Company.

These are key measures commonly used by entities in our industry as useful metrics for measuring performance. However, they do not have any standardized meaning prescribed by IFRS and should not be construed as alternatives to net income/loss, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. NOI, FFO and Adjusted EBITDA may differ from similar measures as reported by other companies in similar or different industries. These measures should be considered as supplemental in nature and not as a substitute for related financial information prepared in accordance with IFRS.

Skyline also uses certain supplementary financial measures as key performance indicators. Supplementary financial measures are financial measures that are intended to be disclosed on a periodic basis to depict the historical or expected future financial performance, financial position, or cash flow, that are not disclosed directly in the financial statements and are not non-IFRS measures.

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I. Overview

Skyline is a Canadian investment company listed on the Tel-Aviv Stock Exchange under the symbol SKLN and is a reporting issuer in Canada. The Company directly and indirectly owns hotels and resorts in Canada and the United States ("US"). As at December 31, 2021, the Company had 16 income producing assets, with 2,749 rooms and 85,238 square feet of commercial space (collectively, the "Properties"). The Company also has a strategic development business that develops excess real estate to further enhance cash flow and the value of its assets. The Company is regularly engaged in discussions with respect to possible acquisitions or dispositions of new properties or portfolios.

The Company is also in the very early stages of considering or exploring certain potential corporate transactions as part of its business strategy. The Company does not know whether any such transaction will be advanced or completed. The Company will disclose details regarding any such transactions if and when it is legally required or otherwise deems it appropriate to do so.

The Company's operating segments are as follows:

1. US hotels and resorts
2. Canadian hotels and resorts
3. Development of real estate

The Company focuses its capital and investment initiatives on enhancing cash flow from hotels and resorts, while at the same time selling non-core development assets. As at December 31, 2021, the Company's assets were located in southern Ontario, Canada and in 10 US States.

The Company is an offering corporation and a reporting issuer in the Province of Ontario, Canada (following the filing and receipt of a non-offering long form prospectus in 2014) but, as of December 31, 2021, does not have any of its securities listed or quoted on any marketplace in Canada.

Majority Sale of Canadian Resorts and Development Assets

On December 6, 2021, Skyline closed two definitive agreements of purchase and sale (the "Freed Transaction") for the sale of a 100% interest in the resort assets and surrounding development lands at Deerhurst and Horseshoe, as well as the remaining development lands at Blue Mountain Resort ("Blue Mountain") (collectively, the "Assets"), for an aggregate purchase price of \$210 million, subject to standard working capital adjustments on closing, to Freed Corporation ("Freed"). Freed, through a newly formed subsidiary, Resort Communities LP ("Resort LP") then combined the Assets with Muskoka Bay Resort ("Muskoka Bay"), an asset previously owned by Freed and its partners, at an agreed value of \$90 million. On closing, Skyline recorded approximately \$104 million in net cash inflows from investing activities in its consolidated statements of cash flows, as well as the VTB, the Bridge Loan, and the Equity Investment (all as described below). During the year ended December 31, 2021, Skyline recognized a \$30.7 million pre-tax gain in the statements of income (loss) (\$23.5 million gain from fair value adjustments of investment properties and \$7.2 million gain on sale including the impact of transaction costs), and a \$4.0 million dollar loss through other comprehensive income related to the Freed Transaction.

Vendor Take Back Mortgage

As part of the Freed Transaction, Skyline provided a secured vendor-take back mortgage loan ("VTB") in the amount of \$59.984 million, bearing interest at 5% annually. Interest will accrue and be paid quarterly, with the exception of interest related to Deerhurst, which will accrue quarterly and be paid in 2024 on the 28th month after closing in conjunction with the first scheduled principal repayment, and will be paid monthly thereafter. The principal portion of the VTB will be repaid over four years based on the following schedule:

- \$10.0 million due in April 2024;
- \$25.0 million in June 2025; and
- \$24.984 million in December 2025.

The VTB is prepayable by Freed at any time prior to maturity without penalty.

Bridge Loan

Skyline provided a two-year bridge loan (the “Bridge Loan”) to Freed in the amount of \$8 million, which has a guarantee from both Freed and Freed’s Resort LP holding entity (the 71% owner of Resort LP) through a pledge of their interest in Resort LP, which is accruing interest at 12% until it is repaid. The Bridge Loan is prepayable by Freed at any time prior to maturity without penalty.

Equity Investment and Purchase Option

Skyline received a 29% interest in Resort LP (the “Equity Investment”) at a transaction value of \$32.717 million. The fair value of the transaction is recorded in Skyline’s consolidated financial statements as at December 31, 2021 at \$28.808 million, due to transaction costs embedded in Resort LP. The valuation of the Equity Investment is based on the net asset value (“NAV”) of Resort LP as at December 31, 2021. Skyline will have 29% ownership in Resort LP, which includes the right to approve certain decisions such as acquisitions and the issuance of equity or debt. Freed or its affiliates will operate and manage the Resort LP assets in return for fees as set out in the purchase and sale agreements.

Freed will have an option until December 31, 2022, that can be exercised immediately and without restrictions, to purchase Skyline's 29% interest in Resort LP along with a 12% annualized return on this amount in cash (the “Purchase Option”).

If Freed does not exercise the Purchase Option, Skyline will have a put option and Freed will have a call option at the end of years four and five (from the Closing Date) to sell/buy up to 50% of Skyline’s equity holding in Resort LP based on the fair market value at that time.

Bond and Loan Repayment

On December 23, 2021, using a portion of the cash received on closing, Skyline repaid its Series A bond, which was secured by Deerhurst, in full. The repayment was in the amount of NIS 122 million (\$49.98 million), including principal, interest and an early repayment fee in the amount of approximately NIS 4.1 million (\$1.7 million). Upon repayment of the Series A bond, Skyline unwound the associated CAD/NIS financial derivative (the “Swap”), and received approximately \$6.2 million,

In addition, Skyline repaid loans totaling \$19,145 including early repayment and associated fees. These loans were secured against Horseshoe and lands at Deerhurst.

II. Strategy & Outlook

The following section contains forward-looking information and users are cautioned that actual results may vary. See “*Forward Looking Information*” for additional information.

Our Strategy

Skyline’s business model is centered on 4 distinct strategies:

1. Identification and acquisition of hotels with stable cash flows that provide an acceptable risk-adjusted rate of return, with a specific focus on the limited service and select service segments. Adjacent development rights are viewed as an independent value creation opportunity;
2. Driving short- and medium-term efficiencies in hotel and remaining resort operations;
3. Strategic development with low capital investment and risk, to further enhance the cash flow and value of the existing asset base and sale of non-core real estate; and
4. Diversification of hotel income through acquisition of other retail and/or commercial properties that are complementary to the existing asset base and that provide stable and predictable cash flow.

Skyline will seek to pursue acquisitions that align with the Company’s stringent investment criteria focused on location, valuation and asset quality. However, the Company may also selectively undertake opportunistic acquisitions under circumstances in which Management believes a hotel or resort asset requiring value-add capital can be acquired at an attractive valuation and its profitability improved upon completion of repositioning efforts.

When evaluating potential acquisition opportunities, Skyline focuses on: (i) growing markets with strong economic fundamentals ; (ii) markets with multiple demand drivers (including but not limited to: hospitals, universities, multiple corporate head offices, government and private sector investment); (iii) markets that have limited new supply; (iv) properties with strong brand affiliation; (v) properties characterized by a good operating history with stabilized in-place income, or with potential for value enhancement through re-positioning or other value-add initiatives; and (vi) properties that can be purchased at an attractive valuation, preferably below replacement cost.

COVID-19 Update

In December 2020, the local jurisdictions where Deerhurst, Horseshoe, and Bear Valley Resort (“Bear Valley”) are located implemented capacity and other business restrictions, causing the partial closure of certain operations. These restrictions were subsequently removed in February 2021 for the remainder of the ski season. On April 3rd, 2021 the Province of Ontario issued a subsequent stay-at-home order, resulting in the temporary closure of certain operations at Horseshoe and Deerhurst (Bear Valley was not subject to these restrictions). These restrictions began easing on June 11, 2021 for the summer season, when demand for domestic travel was strong. On September 22, 2021, the Province of Ontario implemented a plan whereby businesses that require proof of vaccination against COVID-19 can have certain capacity and operating restrictions lifted. Due to a rise in cases related to the Omicron variant of COVID-19 (“Omicron”), on January 3, 2022, the Province of Ontario re-implemented capacity restrictions on certain businesses, the majority of which were subsequently removed on March 1, 2022. These restrictions did not have a major impact on Skyline due to the Freed Transaction (as defined below), and the same restrictions were not put in place in the U.S. jurisdictions in which it operates. Should the crisis worsen and/or extend for a prolonged period where operating restrictions cannot be removed, there could be an adverse impact on the operations and financial results of the Company.

Canadian Operations

As described in Section I above, the Company completed the Freed Transaction on December 6, 2021. The discussion below reflects the period of the Company’s full ownership of Deerhurst and Horseshoe.

Deerhurst is a “drive to” resort (rather than a “fly to” resort), and mainly caters to locally-based clients, with demand from Toronto and the surrounding regions. Furthermore, due to its geography and nature, Deerhurst allows for operation with strict sanitation measures in place. Average occupancy during the year ended December 31, 2021 was 41% (for the period of the Company’s ownership) compared to 35% during year ended December 31, 2020. Due to the Company’s expense management measures taken and the wage subsidy provided by the government of Canada under the Canada Employment Wage Subsidy (“CEWS”), and the Canada Emergency Rental Subsidy (“CERS”), the Company was able to partially mitigate the impact of COVID-19 during the year ended December 31, 2021. As a result, Deerhurst’s property-specific NOI¹ was \$5,772 compared to property-specific NOI of \$3,804 for the year ended December 31, 2020, respectively.

Horseshoe, like Deerhurst, is a “drive to” resort (rather than a “fly to” resort), and mainly caters to locally-based clients, with demand from Toronto and the surrounding regions. During the year ended December 31, 2021, the average occupancy rate at Horseshoe’s hotel was 36% compared to 29% during the year ended December 31, 2020. Horseshoe’s property-specific NOI for the year ended December 31, 2021 was \$3,858 compared to property-specific NOI of \$2,805, for the year ended December 31, 2020, reflecting the continued improvement of resort operations as COVID-19 restrictions are lifted.

U.S. Operations

As of the date of this report, the Courtyard by Marriot hotels (“CY13”), which never closed, are open and operating with appropriately adjusted staffing levels. On March 30th, 2021, the Company received additional funding from the US government under the PPP, a portion of which may be forgiven under certain circumstances. CY13’s property-specific NOI for the year ended December 31, 2021, was \$9,938 compared to property-specific NOI of \$3,985, for the year ended December 31, 2020. Average occupancy during 2021 increased to 53% from 34% during 2020. As of the date of this report, the Company is in the process of completing the Property Improvement Plan (“PIP”) at its Dayton, Ohio property. The Company will continue to evaluate its PIP schedule and its cash obligations under the PIP relative to the current operating environment. The Company expects that the PIPs will contribute to enhanced earnings at its properties as they are completed, which will further drive Adjusted EBITDA growth coming out of the pandemic and over the medium to long term.

Full-Service Hotels (Hyatt Arcade and Renaissance). As of the date of this report, the Company’s full-service hotels, which never closed, are operating. The Company has accessed funding from the US government under the PPP for its full-service hotels, a portion of which may be forgiven under certain circumstances, and which may offset certain expenses incurred by the full-service hotels. Average occupancy during 2021 was 43% compared to 22% during 2020. Occupancy, which is partially driven by group meetings and weddings, is showing signs of improvement, but has not yet returned to normalized levels. This continues to have an impact on the Company’s financial results. Combined property-specific NOI for the year ended December 31, 2021 was \$8,513 compared to property-specific net operating loss of \$3,412 for the year ended December 31, 2020. The improvement in property-specific NOI was due to improved occupancy throughout the year, coupled with expense management initiatives put in place and government assistance received. If restrictions are not further relaxed and/or if government restrictions are renewed, the hotel’s financial results may be materially affected and may have a material impact on the Company’s future results.

Bear Valley resort fully reopened on January 13, 2021, and as of the date of this report is open and operating in accordance with public health guidance. Like Horseshoe and Deerhurst, Bear Valley is a “drive-to” resort that is not dependent on air travel or international tourists, and is therefore less vulnerable to the effects of the pandemic. Despite restrictions imposed at the beginning of the winter ski season, Bear Valley experienced a strong end to the ski season.

¹ Property-specific NOI is a supplementary financial measure, and is calculated using the same methodology as NOI, but on a property-specific basis. See “*Non-IFRS Performance Measures*” for additional information.

Property-specific NOI for the year ended December 31, 2021 was \$3,448, compared to property-specific NOI of \$2,545, for the year ended December 31, 2020. Average occupancy at Bear Valley's hotel during the year ended December 31, 2021, was 19% compared to 8% during the year ended. On March 26th, 2021 Bear Valley received additional funds under the Paycheque Protection Program ("PPP"), a portion of which may be forgiven under certain circumstances. If restrictions are not further relaxed and/or if government restrictions are renewed, and if such restrictions result in the closure of the resort or limit its operations, this may have a material financial impact on the Company.

Government Assistance

In response to the COVID-19 crisis, the Canadian and US Governments unveiled multiple support measures for which the Company is eligible. In the US, Skyline has qualified for loans under the PPP. As part of this program, the portion of any loan spent on payroll and other specified costs may be forgiven by the US Government under certain circumstances. Any portion not forgiven over five years will bear annual interest of 1%. During the year ended December 31, 2021, Skyline received US\$ 7.5 million (\$9.5 million) in PPP funding (year ended December 31, 2020: US\$ 6.7 million). For the year ended December 31, 2021, the Company recorded an offset to certain expenses in the amount US\$ 7.2 million related to the government assistance at its US properties (year ended December 31, 2020: US\$ 6.7 million).

In Canada, the Company has received funding under the Canada Employment Wage Subsidy ("CEWS"), which covers up to 75% of employee wages not in excess of \$58.7 thousand per eligible employee, subject to certain conditions, between March 15, 2020 and at October 23, 2021, as well as the Canada Emergency Rent Subsidy ("CERS"), which covers certain rental and building operating expenses from hotels and resorts in the amount of \$5.6 million (year ended December 31, 2020: 3.7 million) and an offset to administrative and general expenses in the amount of \$0.8 million (year ended December 31, 2020: \$0.3 million) relating to CEWS and CERS.

Covenants

As part of the Company's analysis and actions as a result of the impact of the COVID-19 crisis, the Company:

- a) Proactively reached out to all of its lending institutions regarding covenant relief that would constitute an event of default should it be needed, which was granted in all instances where requested;
- b) Continuously monitors covenants to determine if it will be in violation of said covenants in light of temporary revenue declines.

As of the date of this report, the Company does not believe that it will experience any issues related to existing covenants with its mortgage lenders. In all instances where the Company was not in compliance with its covenants related to mortgage financing as at December 31, 2021, it has received a waiver from its lender, and the Company is in the process of renegotiating long-term extensions for these loans.

III. Period Highlights

Financial highlights for the year ended December 31, 2021, including subsequent events occurring up to the date of publication of this report are as follows:

- For the year ended December 31, 2021 the Company recorded revenue of \$136,746, compared to \$129,362 for the year ended December 31, 2020.
- For the year ended December 31, 2021, the Company recorded NOI² of \$32,857 compared to \$14,417 during the year ended December 31, 2020.

² NOI is a non-IFRS performance measure. See "Non-IFRS Performance Measures" for additional information.

- The Company recorded the highest net income attributable to shareholders in the Company's history, at \$22,926 for the year ended December 31, 2021, compared to a net loss attributable to shareholders of \$18,000 for the year ended December 31, 2020. Including the effect of minority interests, the Company recorded net income of \$29,578 during the year ended December 31, 2021, compared to a net loss of \$18,637 during the year ended December 31, 2020.
- For details of the Freed Transaction, refer to Section I.
- During the year ended December 31, 2021, the Company repaid approximately \$88 million of debt, representing 29% of debt outstanding at the beginning of 2021.
- The Company's cash and cash equivalents grew to \$61,489 as at December 31, 2021 compared to \$22,436 as at December 31, 2020.
- The Company's shareholders' equity, excluding minority interests was \$266,249 or \$15.90 per share (38.83 NIS based on the NIS/CAD exchange rate as at December 31, 2021).
- The Company's Common Shares closed on December 31, 2021 at 26.34 NIS per share, a discount of 32% to the Company's shareholders' equity per share.
- During Q1 2021, the Company completed the sale of the nine remaining lots at its Golf Cottages Phase 1 development at Deerhurst. As part of the sale, the Company received \$438 in cash and used this amount to repay certain debt and expenses related to this project. The Company provided the purchaser with a \$1.1 million, two-year VTB for the remaining balance of the sale price.
- During Q1 2021, the Company received US\$5.5 million (\$7.0 million) in funding under the second round of the PPP. On May 5, 2021, the Company received a further US\$2.0 million (\$2.5 million) in funding under the PPP.
- During Q1 2021, the Company achieved 100% occupancy at its Lakeside development project at Deerhurst.
- On January 10, 2021 at the annual general meeting ("AGM"), the shareholders approved changes to the Company's remuneration policy, including changes to the CEO's compensation. Shareholders also approved the extension of a loan to the Company's CEO, for an additional period of three years, until February 18, 2024, or six months after termination of his employment, whichever is first. As well, an allocation to the CEO of 100,000 stock options (the "Options") was approved, which were granted on February 11, 2021 (the "Grant Date"). The Options have a strike price of 24 NIS, a vesting period of three years, and expire five years after the Grant Date.
- During Q2 2021, the VTB issued in connection with the sale of Boathouses 3 and 4 at Blue Mountain was fully repaid.
- During Q2, 2021, the Company received payment in full related to the VTB issued in connection with the sale of non-core golf course lands at Horseshoe in the amount of \$1.5 million.
- On July 25, 2021, the Company announced that, acting in its capacity as lender acting under the power of sale process, it reached an agreement with a third party unrelated to the Company (the "Buyer") for the sale of the Port McNicoll site for a total amount of \$32,500 (the "PM Transaction"). The PM Transaction closed on November 30, 2021. On closing, the Company received \$3,000 in cash, and provided the Buyer with a \$29,500 VTB bearing an annual interest rate of 2.5% for a 5-year period. The Buyer is making monthly payments of \$200 for the length of the VTB, which will be applied against both interest and principal. As the Buyer develops the land over the next five years, the Buyer will require partial discharges of security from the Company, and, as a result, additional principal payments are expected over the life of the VTB. At the end of the 5-year term, any remaining balance will be due in full.
- On August 12, 2021, Skyline received early repayment for the VTB related to phase 3 of the Second Nature development at Blue Mountain ("Second Nature Phase 3") in the amount of \$16,307 including accrued interest of \$77. Upon receipt of the funds, Skyline fully repaid a loan, including discharge fees related to Second Nature Phase 3, in the amount of \$4,199. As well, Skyline deposited \$1,347 in a restricted bank account to secure letters of credit that will be released as lot servicing is completed and/or the homes to be built are occupied by end users. Cash received net of these amounts was \$10,761, which is being used to fund expected future development costs related to all phases of Second Nature (the majority of which are expected to be paid over the next three years and have been accrued as a liability on the balance sheet as at December 31, 2021). The remaining proceeds were distributed to Skyline and its joint venture partner at Blue Mountain.

- On December 5, 2021, the Company announced that it entered into two agreements for the conditional sale of 90% of its interest in the Renaissance hotel and 100% of its interest in the Hyatt hotel (collectively, the “Cleveland Properties”) to an unrelated third-party in the amount of USD \$95.2 million. The transaction, if it proceeds, is expected to close during the second quarter of 2022.
- On December 12, 2021 the Company announced that it entered into a term sheet with a large U.S. insurance company for a loan of up to \$143,000 USD for the Company’s Courtyard by Marriot hotels for a period of 5 years, which will be used to repay the existing loan and as a credit facility to finance future hotel renovations. The Company further announced the extension of the existing loan repayment date to March 9, 2022 at no cost, with a further option to extend the existing loan repayment date to June 9, 2022 at a cost of 0.125% for the existing loan balance, which the Company exercised.
- On December 30, 2021, Midroog confirmed a rating of Baa1 on the Company’s Series B bonds, and improved the Company’s outlook from negative to stable.
- Please refer to Section XVII, “Additional Information” for details on subsequent events occurring up to the date of this report.

IV. Portfolio Overview

Key Performance Indicators

A summary of key performance indicators for the year ended December 31, 2021 is as follows:

	December 31, 2021	December 31, 2020	December 31, 2019
TOTAL PORTFOLIO INFORMATION³			
Number of rooms	2,749	3,282	3,301
Number of hotel properties	16	18	18
Occupancy rate	48.0%	30.2%	62.9%
Average daily room rate	\$146.53	\$139.69	\$159.67
Revenue per available room	\$70.38	\$42.24	\$100.40
HOSPITALITY			
Revenue	129,293	91,484	193,585
NOI	33,081	11,359	42,214
DEVELOPMENT			
Revenues	7,453	37,878	41,658
NOI	(224)	3,058	5,447
CONSOLIDATED			
Same Asset NOI ⁴	22,260	3,402	33,240
Adjusted EBITDA	24,501	7,884	40,849
FUNDS FROM OPERATIONS (FFO)			
FFO	12,312	(3,761)	18,331
FFO per share	0.74	(0.23)	1.11
CAPITALIZATION AND LEVERAGE			
Equity to Total Assets	51%	40%	41%
Unrestricted Cash	61,489	22,436	26,874
Net Debt to Net Capitalization	35%	53%	50%
Loan to Value (only Hospitality)	51%	53%	50%
Weighted average debt face interest rate	4.41%	4.22%	4.83%
Weighted average debt term to maturity	1.15	1.98	2.63

³ NOI, Adjusted EBITDA, FFO, and FFO per share are non-IFRS performance measures. See “Non-IFRS Performance Measures” for additional information.

⁴ Same Asset NOI is a supplementary financial measure and is calculated using the same methodology as NOI, but only including NOI from properties owned for 2 full years prior to December 31, 2021. See “Non-IFRS Performance Measures” and “Same Asset Analysis” for additional information.

As at December 31, 2021 Skyline owned 16 hotel and resort assets with 2,749 rooms and 85,238 sq ft of commercial space.

Asset Name or Flag	Location	Rooms	Commercial Sq. Ft.
Courtyard Marriott	Birmingham Hoover, AL	153	
Courtyard Marriott	Huntsville, AL	149	
Courtyard Marriott	Little Rock, AR	149	
Courtyard Marriott	Tucson, AZ	149	
Courtyard Marriott	Fort Myers, FL	149	
Courtyard Marriott	Arlington Heights, IL	147	
Courtyard Marriott	Deerfield, IL	131	
Courtyard Marriott	Rockford, IL	147	
Courtyard Marriott	Lexington, KY	146	
Courtyard Marriott	Miamisburg, OH	146	
Courtyard Marriott	Holland, OH	149	
Courtyard Marriott	Oklahoma City, OK	149	
Courtyard Marriott	Battlefield (Manassas), VA	149	
<i>Total Select Service Hotels</i>		<i>1,913</i>	
Hyatt Hotel	Cleveland, Ohio	293	54,400
Renaissance Hotel	Cleveland, Ohio	491	30,838
<i>Total Full-Service Hotels</i>		<i>784</i>	<i>85,238</i>
Bear Valley Ski Resort	Bear Valley, California	52	
<i>Total Resorts</i>		<i>52</i>	
Total		2,749	85,238

One of the primary key performance indicators in the hospitality industry is revenue per available room or (“RevPAR”). RevPAR is a function of the daily occupancy rate expressed as a percentage of total rooms available (“Occupancy”) and the average daily rate or (“ADR”).

Skyline tracks these three metrics for all of its hospitality assets. Q4 2021 saw a year over year increase in RevPAR at all of the Company’s properties, driven by increased an occupancy rate and ADR across the entire portfolio due to the trajectory of recovery from the COVID-19 pandemic. The Company expects occupancy and ADR to continue to increase as the US and Canadian economies reopen.

A summary of occupancy, ADR, and RevPAR is as follows:

		<u>Q1-2021</u>	<u>Q1-2020</u>	<u>Q2 2021</u>	<u>Q2-2020</u>	<u>Q3 2021</u>	<u>Q3-2020</u>	<u>Q4-2021</u>	<u>Q4-2020</u>
US select service Hotels and a California Ski Resort in USD ¹	RevPAR	\$32.10	\$53.04	\$52.97	\$14.02	\$58.15	\$27.12	\$53.19	\$25.06
	ADR	\$82.23	\$110.17	\$91.86	\$79.69	\$99.22	\$81.61	\$96.89	\$75.76
	Occ.	39%	48%	58%	18%	59%	33%	54.9%	33.1%
		<u>Q1-2021</u>	<u>Q1-2020</u>	<u>Q2 2021</u>	<u>Q2-2020</u>	<u>Q3 2021</u>	<u>Q3-2020</u>	<u>Q4-2021</u>	<u>Q4-2020</u>
US full-service Hotels in USD	RevPAR	\$36.07	\$41.83	\$56.10	\$8.16	\$77.04	\$25.30	\$70.39	\$19.70
	ADR	\$105.06	\$115.77	\$131.57	\$105.53	\$157.96	\$112.24	\$158.67	\$101.06
	Occ.	34%	36%	43%	8%	49%	23%	44.4%	19.5%
		<u>Q1-2021³</u>	<u>Q1-2020²</u>	<u>Q2 2021³</u>	<u>Q2-2020²</u>	<u>Q3 2021</u>	<u>Q3-2020</u>	<u>Q4-2021⁴</u>	<u>Q4-2020</u>
Canadian Resorts in CAD	RevPAR	\$34.69	\$74.20	\$37.63	\$8.28	\$222.57	\$157.36	\$81.81	\$47.33
	ADR	\$178.57	\$180.39	\$167.90	\$177.07	\$295.17	\$272.31	\$182.39	\$161.42
	Occ.	19%	41%	22%	5%	75%	58%	44.9%	29.3%

(1) Figures include Bear Valley, which was temporarily closed until late 2020.

(2) Note that the Canadian resorts were closed from March until June 12, 2020; figures presented are shown for the full quarter.

(3) Note that between December 26, 2020 and February 16, 2021, and between April 3 and June 11, 2021, local health restrictions necessitated the closure of certain activities at Horseshoe and Deerhurst. This resulted in reduced demand, and as a result negatively impacted occupancy, ADR, and RevPAR.

(4) Figures presented do not include December due to the timing of the Freed Transaction.

The table below presents the above metrics for the months of October 2021 through January 2022:

		October 2021	November 2021	December 2021	January 2022
13 US select service Hotels and a California Ski Resort in USD	RevPAR	\$60.49	\$51.78	\$47.25	\$49.78
	ADR	\$100.85	\$97.03	\$92.12	\$100.54
	Occupancy	60%	53.4%	51.3%	49.5%
		October 2021	November 2021	December 2021	January 2022
US full-service Hotels in USD	RevPAR	\$94.64	\$60.55	\$55.66	\$41.16
	ADR	\$184.03	\$144.25	\$140.52	\$124.25
	Occupancy	51.4%	42%	39.6%	33.1%
		October 2021	November 2021	December 2021	January 2022
Canadian Resorts in CAD ¹	RevPAR	\$109.07	\$53.60	N/A	N/A
	ADR	\$201.49	\$152.04	N/A	N/A
	Occupancy	54.1%	35.3%	N/A	N/A

(1) December 2021 and January 2022 figures not presented as a result of the Freed Transaction, which occurred on December 6, 2021.

Development

The Company has a strategic development business that develops excess real estate surrounding its resorts in order to further enhance the cash flow and value of its assets. The development projects are located in and around the Ontario resort properties where additive development projects are expected to achieve two goals: (1) earn development profits that are commensurate with the risk involved and (2) grow or enhance cash flows of the adjacent/nearby asset. The Company has a number of ongoing active development projects and is continually evaluating additional projects and the timing of their launch. After the closing of the Freed Transaction in Q4 2021, Skyline maintains ownership of certain development assets, and will be involved in the completion of ongoing projects.

Condominium Projects	Location	Condo Units	Units Sold	Units Occupied	Revenue Recognized in 2021 ¹
Lakeside	Huntsville, Ontario	150	150	150	\$1,048

(1) Revenue is recognized on unit occupancy and cash is collected on unit closing.

Lot Servicing Projects	Location	Lots ¹	Sale Terms ²	Completion ³	Total Budgeted Revenue	VTB Balance
Second Nature Phase 1	Blue Mountain	37 SF	25% deposit; 75% VTB	Q2 2018	6,412	135
Second Nature Phase 2	Blue Mountain	54 SF	25% deposit; 75% VTB	Q1 2020	8,910	2,836
Second Nature Phase 3	Blue Mountain	88 SF	15% deposit; 85% VTB	Q1 2020	19,976	-
Second Nature Phase 4	Blue Mountain	70 TH	No VTB	Q2 2018	3,450	-

(1) SF represents Single Family Homes; TH represents Townhomes

(2) Deposits received prior to closing; Vendor Take Back mortgage ("VTB") received when homes are transferred to buyers. Terms of the VTB may vary and purchaser provides the land as security to Skyline. The purchaser is not allowed to further encumber the asset beyond the VTB. All VTBS stand in a first collateral position.

(3) Revenue is recognized on project completion and title transfer.

The following table summarizes the Company's expected net cash flows¹ from its VTBs:

VTB Loan	2022	2023	2024 and thereafter	Total
Second Nature ¹	(2,275)	3,017	-	742
Port McNicoll ¹	2,400	2,400	27,768	32,568
Blue Mountain Retail	-	-	3,800	3,800
Vetta Spa	-	-	804	804
Total - Development	125	5,417	32,372	37,914
Freed Transaction VTB	1,483	1,483	67,378	70,344
Total VTB Inflows	1,608	6,900	99,750	108,258

(1) A portion of proceeds may be received earlier based on completion of construction. Net cash flows represent gross cash flows less costs to complete construction and debt repayments.

Development Highlights

- The Company reported negative net operating loss from the Development segment of \$224 for the year ended December 31, 2021 compared to NOI from the Development segment of \$3,058 for the year ended December 31, 2020.
- At Second Nature Phase 1, 36 of 37 homes have been built and turned over to homeowners as at December 31, 2021 and the VTBs have been repaid on these lots.
- At Second Nature Phase 2, 34 of 54 homes have been built and turned over to homeowners as at December 31, 2021 and the VTBs have been repaid on these lots.
- At Second Nature Phase 3, during Q3 2021, Skyline received early repayment for the VTB in the amount of \$16,307 including accrued interest of \$77. Upon receipt of the funds, Skyline fully repaid a loan, including discharge fees related to Second Nature Phase 3, in the amount of \$4,199. As well, Skyline deposited \$1,347 in a restricted bank account to secure letters of credit that will be released as lot servicing is completed and/or the homes to be built are occupied by end users. Cash received net of these amounts was \$10,761, which is being used to fund expected future development costs related to all phases of Second Nature. The remaining proceeds were distributed to Skyline and its joint venture partner at Blue Mountain.
- Provided occupancy to 1 additional unit at Lakeside during Q2 2021, resulting in the project being sold out.
- Provided occupancy to 2 additional units at Copeland House during Q2 2021, resulting in the project being sold out.
- During Q4 2020, the Company completed the sale of an investment property and vacant land inventory adjacent to the investment property located near Blue Mountain for \$4.1 million and gave the purchaser a 75% VTB for 4 months. During Q2 2021, the VTB was fully repaid. During Q1 2021, the Company completed the sale of the 9 remaining lots at its Golf Cottages Phase 1 development at Deerhurst. As part of the sale, the Company received \$438 in cash and used this amount to repay certain debt and expenses related to this project. The Company provided the purchaser with a \$1.1 million, two-year VTB for the remaining balance of the sale price.
- During Q4 2021, the Company entered into an agreement of purchase and sale for its Golf Cottages Phase 2 project, which it expects to close during the first half of 2022.

Fair Value

The Company recognizes the fair value of certain real estate assets on its consolidated statements of financial position. These assets represent 59% of the total assets of Skyline as at December 31, 2021. The Company regularly receives independent, third-party appraisals on its hotels and resorts. For the remainder of the Company's assets measured at fair value, the Company undertook specific actions to determine if there was any change in value, including discussion with independent, third-party experts, referencing market transactions and non-binding purchase offers, and review of internal forecasts. The Company then uses these inputs in a discounted cash flow analysis over ten years to determine

if there is any required revaluation at each reporting date. The following table summarizes the Company's investment properties and property, plant and equipment ("PP&E"):

	As at December 31, 2021	As at December 31, 2020
Balance, beginning of year	495,262	514,702
Capital expenditures	7,527	7,508
Depreciation and impairment	(18,638)	(20,250)
Dispositions	(188,903)	(3,944)
Changes in fair value	46,387	1,755
Foreign exchange	(1,274)	(4,509)
Balance, end of period	340,361	495,262

During the year ended December 31, 2021, the Company recorded a positive change to the fair value of its hotels and resorts in the amount of \$15,411, primarily related to improvements in the Courtyard portfolio. The Company also recorded an increase of \$30,976 to the value of its investment properties, primarily driven by the Freed Transaction. A breakdown of this change is as follows:

	YTD Fair Value Change	Tax Impact	Net Change – OCI	Net Change – Net Income
Property, Plant & Equipment				
Courtyard by Marriott hotels	14,244	(3,552)	10,692	-
Renaissance	2,617	(437)	2,180	-
Hyatt Arcade	2,409	(855)	1,554	-
Bear Valley	110	(31)	79	-
Deerhurst	336	6,968	7,304	-
Horseshoe	(4,305)	1,141	(3,164)	-
Total PP&E	15,411	3,234	18,645	-
Investment Properties	30,976	(37)	-	30,939
Total Change	46,387	3,197	18,645	30,939

Real Estate Inventory

As part of its normal reporting process, as at December 31, 2021 the Company reviewed its real estate inventory balances for indicators of impairment, including the impact of COVID-19. The Company reviewed each project, and has determined that there was an impairment to real estate inventory as at December 31, 2021 in the amount of \$1,845.

The Company will continue to monitor any relevant factors that become subsequently apparent, when reassessing the fair value of its real estate inventory as at the next reporting date.

Net Asset Value

The Company is focused on increasing value to shareholders through its hotel business and its development opportunities. The Company, as most real estate companies do, measures value creation through growth in Net Asset Value ("NAV", which is equivalent to Equity as presented in the Company's consolidated statement of financial position). The Company's hotel business creates value to shareholders by executing on three pillars of its strategy:

- Using strict acquisition criteria, with the intent of acquiring assets at or below replacement cost;
- Generating operational efficiencies; and
- Taking advantage of value-add opportunities

Each of these items may lead to valuation increases in its assets and, as a result, the Company's NAV. Increases in the fair value of the Company's real estate assets is the primary driver of NAV growth.

The Development opportunities add shareholder value by leveraging underutilized assets to provide development profits and further enhance the long-term cash flows of its properties. The Company calculates its NAV using Fair Values as disclosed on its balance sheet.

The Company's NAV is summarized as follows:

As at December 31, 2021	Balance Sheet Value	Outstanding Secured Liabilities ¹	LTV ³	Net Asset Value
US select service hotels	185,378	122,721	66%	62,657
US full-service hotels	128,935	48,093	37%	80,842
Resorts	19,144	-	0%	19,144
Development lands	10,585	1,796	17%	8,789
Projects under construction & other	259	3,739	1,444%	(3,480)
Total real estate and other	344,301	176,349	51%	167,952
Cash	61,489			
Other assets	173,914			
Total assets	579,704			579,704
Total debt	223,602			
Other liabilities	59,026			
Total liabilities	282,628	176,349	62%	282,628
Non-controlling interest	30,827			
Total NAV	297,076			297,076
NAV ² per share (CAD)	15.90			
NAV ² per share (NIS)	38.83			

⁽¹⁾ Includes secured capital leases.

⁽²⁾ Excluding non-controlling interest.

⁽³⁾ Loan to Value ratio.

Debt Strategy

The Company employs modest debt levels and endeavors to create an optimized capital stack for each asset and the portfolio as a whole in order to maximize value and cash flow. The Company will endeavour to operate below 55% of total real estate assets.

V. Results of Operations

The financial performance and results of operations contained in this MD&A cover the year ended December 31, 2021. Please refer to "Non-IFRS Performance Measures."

NOI

Skyline defines NOI as property revenues less property operating expenses. Management believes that NOI is a useful key indicator of performance on an unlevered basis as it represents a measure over which Management of property operations has control. NOI is also a key input used by management to measure operating performance of Canadian companies. NOI is used by industry analysts, investors and Management to measure operating performance of Canadian companies. NOI represents revenue from cash generating properties less property operating expenses excluding depreciation as presented in the consolidated statements of income and comprehensive income prepared in accordance with IFRS.

Given the seasonality of its hospitality operations, NOI for a fiscal year (or trailing four quarters) is considered by Management as a more accurate measure of the Company's performance.

Skyline calculates NOI from hotels and resorts as operating income before depreciation, valuation adjustments and other income, adjusted for:

- i) Segmented results from Development Segment
- ii) Selling and Marketing expenses
- iii) Administrative and General expenses

Alternatively, the same result is arrived at by adding segmented results (per note 14 in the consolidated financial statements) of the US and Canadian hotels and resorts segments.

NOI		
	For the year ended December 31	
	2021	2020
Operating income before depreciation, valuation adjustments and other income	24,501	7,884
Segmented results from Development Segment	224	(3,058)
Selling and Marketing expenses	266	933
Administrative and General Expenses	8,090	5,600
NOI from hotels and resorts	33,081	11,359
Income from hotels and resorts	129,293	91,484
Operating expenses of income producing assets	(96,212)	(80,125)
NOI from hotels and resorts	33,081	11,359

FFO

FFO is a non-IFRS financial measure of operating performance widely used by the real estate industry, particularly by those publicly traded entities that own and operate income-producing properties. FFO should not be considered as an alternative to net income determined in accordance with IFRS. Skyline calculates its FFO in accordance with the Real Property Association of Canada White Paper on FFO for IFRS issued in January 2022, except for (i) changes in the fair value of financial instruments which are economically effective hedges but do not qualify for hedge accounting, (ii) non-controlling interest, and (iii) operational revenue and expenses from right-of-use assets. The use of FFO, combined with the required IFRS presentations, has been included for the purpose of improving the understanding of the operating results of Skyline.

Management believes that FFO provides an operating performance measure that, when compared period-over- period, reflects the impact on operations of trends in occupancy, room rates, operating costs and realty taxes and interest costs, and provides a perspective of the Company's financial performance that is not immediately apparent from net income determined in accordance with IFRS. FFO adds back to net income items that do not arise from operating activities, such as fair value adjustments, business combination transaction costs, and deferred income taxes, if any. FFO, however, still includes non-cash revenues related to accounting for straight-line rent and makes no deduction for recurring capital expenditures necessary to sustain the Company's existing earnings stream.

Funds from Operations (FFO)		
	For the year ended December 31,	
	2021	2020
Net income (loss) attributable to shareholders of the Company	22,926	(18,000)
Gain from fair value adjustments	(24,463)	(2,609)
Depreciation	16,308	18,509
Deferred tax	(10,713)	(9,015)
Revaluation component included in cost of sale, that was previously recognized in gain on fair value adjustments of investment property prior to its transfer to inventory	3,512	5,714
Tax on gain of disposal of a property	6,857	460
Write down of real estate to net realizable value	2,491	1,180
Gain on sale of property	(4,606)	-
FFO	12,312	(3,761)

Adjusted EBITDA

The Company's operations include income producing assets and revenue from the sale of developed real estate. As such, Management believes Adjusted EBITDA (as defined below) is a useful supplemental measure of its operating performance for investors and debt holders.

EBITDA is defined as Earnings Before Interest, Taxes, Depreciation, and Amortization. The Company calculates Adjusted EBITDA as follows:

- Income from hotels and resorts;
- Sale of residential real estate;

Less:

- Operating expenses from hotels and resorts;
- Cost of sales of residential real estate;
- Selling and marketing expenses;
- Administration and general expenses

Adjusted EBITDA does not include fair value gains, gains on sale or other expenses, and is presented in the Company's consolidated statement of income for the year ended December 31, 2021 as operating income before depreciation, valuation adjustments and other income.

Adjusted EBITDA from Operations		
Adjusted EBITDA from Operations combines performance of income producing and development activities:		
(In thousands CAD)		
	For the year ended December 31	
	2021	2020
ADJUSTED EBITDA from operations	24,501	7,884

VI. Summary of Selected Financial and Operational Information

Revenue is generated by three business segments: US hotels and resorts, Canadian hotels and resorts, and Development. Hospitality operations include hotel operations, alpine and Nordic ski facilities, golf courses, adventure park operations, as well as other businesses including food and beverage, spa, retail and rental operations, and other related or ancillary activities. The Canadian hotels and resorts segment represented 29% of total revenue for the year ended December 31, 2021 (year ended December 31, 2020 – 28%), while the US Hotels and resorts segment contributed 66% of revenue for the year ended December 31, 2021 (year ended December 31, 2020 – 42%). Development revenue includes the sale of serviced lots and condominiums.

Revenue from the hotels and resorts segments is driven by the volume of guests, and competitive pricing and guests' spending patterns. Volume is impacted by a number of factors, including the guest experience, economic conditions, geo-political factors, weather and accessibility of the hotels and resorts. Revenue from the Development segment is not typical or consistent. Project timing and revenue recognition can vary from quarter to quarter as a result of the circumstances surrounding individual projects. Skyline has a number of ongoing projects with various timelines that are expected to provide some regular revenue on an annual basis in an attempt to smooth revenue from this segment. Refer to Section II, "Strategy & Outlook" above for a discussion of the impact of COVID-19 on Skyline's financial performance. The selected financial information set out below is based on and derived from the Financial Statements:

Statement of Income	Year Ended December 31, 2021	Year Ended December 31, 2020	Year Ended December 31, 2019
Revenue	136,746	129,362	235,243
Expenses and costs	(103,889)	(114,945)	(187,582)
	32,857	14,417	47,661
Selling and marketing & administrative and general expenses	(8,356)	(6,533)	(6,812)
Depreciation & impairment	(20,483)	(21,430)	(20,458)
Gain (loss) from fair value adjustments of investment properties	30,976	4,569	(15)
Gain (loss) on sale and other capital gains (losses)	7,220	-	(611)
Other (expense)	(642)	(69)	(4,080)
Financial expense	(19,454)	(19,627)	(21,188)
Financial income	1,954	2,193	3,267
Net income (loss) before income taxes	24,072	(26,480)	(2,236)
Net income (loss) (after tax) per share (basic and diluted)	1.39	(1.09)	(0.02)
FFO ¹	12,312	(3,761)	18,331
FFO per share (basic)	0.74	(0.23)	1.11
Weighted avg. shares outstanding ²	16,545,228	16,545,227	16,541,038

⁽¹⁾ FFO and FFO per share are non-IFRS performance measures. Please refer to definition in Section V, "Results of Operations."

⁽²⁾ Basic and diluted. Excludes 200,000 shares held in trust by a Company controlled by the CEO, which are accounted for as share-based compensation.

Selected items from Statement of Financial Position	As at December 31, 2021	As at December 31, 2020
Cash and cash equivalents	61,489	22,436
Investment properties	11,971	61,278
Property, plant and equipment	328,390	433,984
Other assets	<u>177,854</u>	<u>120,165</u>
Total assets	579,704	637,863
Loans and leases payable, current	152,450	25,338
Bonds, current	3,569	6,282
Other current liabilities	43,573	43,745
Loans and leases payable, non-current	24,105	182,025
Bonds, non-current	43,478	92,460
Deferred tax	15,364	31,496
Other non-current liabilities	89	88
Total liabilities	282,628	381,434

The table below provides selected quarterly information for our most recently completed 8 fiscal quarters. Quarter-by-quarter comparisons of our financial results are not necessarily meaningful and should not be relied upon as an indicator of future performance.

Statement of Income	Q4 2021	Q3 2021	Q2 2021	Q1 2021	Q4 2020	Q3 2020	Q2 2020	Q1 2020
Revenue	33,623	45,699	26,317	31,107	22,524	27,891	7,288	71,659
Expenses and costs	(28,756)	(32,363)	(20,259)	(22,511)	(20,352)	(21,445)	(12,200)	(60,948)
NOI	4,867	13,336	6,058	8,596	2,172	6,446	(4,912)	10,711
Real estate selling and marketing expenses	(18)	(55)	(143)	(50)	(296)	(358)	(248)	(31)
Administrative and general expenses	(3,274)	(1,615)	(1,369)	(1,832)	(806)	(1,557)	(1,648)	(1,589)
Adjusted EBITDA	1,575	11,666	4,546	6,714	1,070	4,531	(6,808)	9,091
Depreciation	(3,527)	(4,879)	(4,769)	(4,817)	(4,796)	(4,582)	(5,165)	(5,707)
Gain (loss) from fair value adjustments of investment properties	(8)	23,465	5,125	2,394	(234)	(55)	5,001	(143)
Gain (loss) from fair value of financial instruments	14	-	-	-	-	-	-	-
Derecognition of investment costs and other capital gains (losses)	7,220	-	-	8	-	-	-	-
Other expenses	(1,837)	(638)	(558)	(122)	(1,192)	(7)	-	(50)
Net income (loss) from operations	3,437	29,614	4,344	4,177	(5,152)	(113)	(6,972)	3,191
Financial expense	(5,163)	(4,576)	(3,263)	(6,452)	(3,309)	(2,219)	(1,345)	(12,754)
Financial income	372	(2,544)	972	3,154	1,038	(842)	(392)	2,389
Net income (loss) before income taxes	(1,354)	22,494	2,053	879	(7,423)	(3,174)	(8,709)	(7,174)
Income tax recovery (expense)	2,435	3,952	153	(1,034)	4,504	644	1,387	1,308
Net income (loss)	1,081	26,446	2,206	(155)	(2,919)	(2,530)	(7,322)	(5,866)
Attributable to:								
Shareholders of the Company	734	21,258	769	165	(3,158)	(2,014)	(7,476)	(5,352)
Non-controlling interest	347	5,188	1,437	(320)	239	(516)	154	(514)
	1,081	26,446	2,206	(155)	(2,919)	(2,530)	(7,322)	(5,866)
Net income (loss) per share:								
Basic	0.05	1.28	0.05	0.01	(0.20)	(0.12)	(0.45)	(0.32)
Diluted	0.05	1.28	0.05	0.01	(0.20)	(0.12)	(0.45)	(0.32)

Same Asset Analysis

Same Asset Analysis		Year Ended December 31,	
		2021	2020
Same Asset Revenue	USA	89,588	54,701
	Canada	562	506
	Total	90,150	55,207
Same Asset NOI	USA	21,899	3,118
	Canada	361	284
	Total	22,260	3,402

The same asset analysis incorporates results of operations of assets that the Company has held for at least two full years ending December 31, 2021. For the year ended December 31, 2021, results related to the Company's Canadian hotels and resorts sold as part of the Freed Transaction have not been included.

The combined revenue from same assets in the hotels and resorts (USA and Canada) segments recorded during the year ended December 31, 2021 was \$90,150, compared to \$55,207 during the year ended December 31, 2020. The increase is a result of higher revenue from hotels and resorts due to higher occupancy rates and RevPAR compared to previous periods.

During the year ended December 31, 2021, same asset NOI was \$22,260 compared to \$3,402 for the year ended December 31, 2020. The increase is a result of higher revenue from hotels and resorts due to higher occupancy rates and RevPAR compared to previous periods driven by the trajectory of improvement of the COVID-19 crisis, coupled with continued strong expense management.

Skyline does not expect a material increase in operating costs over the short to mid-term due to COVID-19, as it expects that its ongoing safety protocols will consist of minimal one-time costs coupled with slightly higher general supplies costs that will be offset with reductions in different areas of its cost base as necessary. Current discussions in the industry would suggest that pre-COVID-19 daily housekeeping of a room will move to only providing housekeeping on a change in occupant of a room. Housekeeping currently is one of the biggest costs of any hotel. Reducing the number of cleanings would significantly improve margins, and the Company has already begun experimenting with such measures to determine the impact to guest satisfaction, if any.

Sales and marketing expenses

Sales and marketing expenses for the year ended December 31, 2021 were \$266, compared to \$933 for the year ended December 31, 2020. The decrease is a result of lower marketing activity and commissions related to the Company's development operations. As a result of the Freed Transaction, the Company expects that any sales and marketing expenses in subsequent years will be negligible.

Administrative and general expenses

Administrative and general expenses for the year ended December 31, 2021 were \$8,090 compared to \$5,600, for the year ended December 31, 2020. The increase was driven by higher one-time compensation, legal and audit costs related to corporate transactions totaling \$1,924.

Fair Value Adjustment

See "Section IV – Portfolio Review", above.

Depreciation

Depreciation for the year ended December 31, 2021, was \$17,992, compared to \$20,250, for the year ended December 31, 2020. The decrease is primarily due to the Freed Transaction, whereby the assets being sold were classified as held for sale as of September 30, 2021 and therefore did not incur depreciation during the fourth quarter of 2021.

Financial expenses, net

Financial expenses, net, for the year ended December 31, 2021 were \$17,500, compared to \$17,434 for the year ended December 31, 2020. A summary of financial expenses is as follows:

	December 31, 2021	December 31, 2020
Interest on long-term loans and leases	7,223	9,041
Interest on bonds	5,852	6,206
Interest on short-term loans	1,528	711
Total interest expense	14,603	15,958
Foreign exchange loss (gain) on bonds payable	946	1,462
Fair value loss (gain) on financial derivative	(536)	(971)
Total revaluation due to foreign exchange	410	491
Bank charges	381	502
Amortization of deferred financing costs	1,845	1,705
Other financial loss (income)	(1,418)	(1,222)
Net other financial expense (income)	808	985
Bond A Early Repayment Fee	1,679	-
Financial expenses, net	17,500	17,434

Interest expense was \$14,603 for the year ended December 31, 2021 compared to interest expense of \$15,958 for the year ended December 31, 2020. The decrease was primarily due to lower debt balances coupled with lower interest rates on the Company's variable rate debt. As a result of the Freed Transaction, the Company repaid its Series A bond in the amount of \$49,993 and its line of credit in the amount of \$16,475, which will lead to decreased interest expense related to these specific loans. Please refer to the "*Liquidity and Financial Position*" for a discussion of the Company's debt.

Income Taxes

For the year ended December 31, 2021, the Company recognized \$5,506 of income tax recovery, while in the corresponding period in 2020, an income tax recovery of \$7,843, was recognized. Current tax expense for the year ended December 31, 2021 was \$7,395 compared to \$719 for the year ended December 31, 2020. The increase is due to taxes payable as a result of the Freed Transaction. Current tax expense for the year ended December 31, 2021 was offset by a deferred tax recovery of \$12,901, driven by reclassifying deferred tax balances on assets sold as part of the Freed Transaction to current, as well as taxable losses at certain of the Company's subsidiaries.

Net Income/(Loss) for the period

Net income for the year ended December 31, 2021 was \$29,578, compared to net loss of \$18,637 for the year ended December 31, 2020. See VIII “Income Statements and Segmental Highlights” below.

VII. Balance Sheet Highlights

- The Company’s shareholders’ equity, excluding minority interests was \$266,249 or \$15.90 per share (38.83 NIS based on the NIS/CAD exchange rate as at December 31, 2021).
- The Company’s shares closed on December 31, 2021 at 26.34 NIS per share, a discount of 32% to its shareholders’ equity per share.
- The consolidated assets of the Company as at December 31, 2021 totaled \$579,704 compared to \$637,863 as at December 31, 2020. The \$58,159 decrease is primarily driven by the sale of investment properties and PP&E as a result of the Freed Transaction, offset by increases in cash and VTBs as a result of the Freed Transaction.
- The consolidated liabilities of the Company as at December 31, 2021 totaled \$282,628, compared to \$381,434 as of December 31, 2020. The decrease of \$98,806 is primarily driven by bond and loan principal repayments as a result of the Freed Transaction.
- As at December 31, 2021 there is approximately \$1,000 available on the Company’s lines of credit. As part of the Freed Transaction, the Company repaid a line of credit in the amount of \$16,745.
- Trade receivables, other receivables and prepayments were \$13,136 compared to \$15,045 as at December 31, 2020. The decrease is primarily due to the Freed Transaction.
- Real estate inventory and other inventory was \$8,014 as at December 31, 2021 compared to \$23,491 as at December 31, 2020. The decrease of \$15,477 was primarily due assets sold as a result of the Freed Transaction.
- Loans to purchasers (current and non-current) were \$97,973 as at December 31, 2021, compared to \$62,903 as at December 31, 2020. The increase of \$35,070 is driven by the \$59,984 VTB issued as a result of the Freed Transaction, offset by repayments made during 2021 related to development projects at Blue Mountain.
- Investment properties were \$11,971 as at December 31, 2021 compared to \$61,278 as at December 31, 2020. The decrease of \$49,307 is primarily the result of assets sold as part of the Freed Transaction.
- Restricted bank deposits (current and non-current) were \$17,471 as at December 31, 2021 compared to \$9,396 as at December 31, 2020. The change is primarily due to cash collateral deposits held in trust related to the Company’s US properties.
- Property Plant and Equipment was \$328,390 as at December 31, 2021 compared to \$433,984 as at December 31, 2020. The decrease of \$105,594 is primarily due to the sale of assets related to the Freed Transaction offset by increases in the fair value of the Company’s US properties as a result of the improvement in the COVID-19 pandemic and associated easing of operating restrictions.
- As part of the Freed Transaction, the company recognized its investment in Resort LP as other investments measured at fair value through profit and loss. As at December 31, 2021, this asset is recorded at \$28,808.
- Bonds payable were \$47,047 as at December 31, 2021 compared to \$98,742 as at December 31, 2020. The decrease is primarily due to the full repayment of the Company’s Series A bond as a result of the Freed Transaction, coupled with normal principal repayment of its Series B bond.
- Loans and leases payable were \$176,555 as at December 31, 2021 compared to \$207,363 as at December 31, 2020. The decrease is primarily related to loan principal repayments as a result of the Freed Transaction as well as other construction debt at Blue Mountain.
- Trade payables, other payables and deferred revenue were \$37,904 as at December 31, 2021, compared to \$43,256 as at December 31, 2020. The decrease of \$5,352 was primarily due to lower deferred revenue related to Horseshoe, which was sold as part of the Freed Transaction.
- Purchasers’ deposits were \$325 as at December 31, 2021 compared to \$110 as at December 31, 2020.
- Current tax payable was \$5,155 as at December 31, 2021 compared to \$379 as at December 31, 2020 due to the Freed Transaction.

- Deferred tax liability was \$15,364 as at December 31, 2021 compared to \$31,496 as at December 31, 2020. The decrease of \$16,132 was driven by true-ups related to tax estimations associated with the Freed Transaction.

VIII. Income Statement and Segmented Highlights

- For the year ended December 31, 2021, the Company's consolidated revenue was \$136,746, compared to \$129,362, for the year ended December 31, 2020. Revenue from hotels and resorts increased over the prior year periods, but was offset by lower development revenue due to the timing of development projects.
- **US Hospitality segment:** For the year ended December 31, 2021, the US Hospitality segment recorded an increase in revenue of \$34,885 compared to the year ended December 31, 2020. The increase in revenue was due primarily to the increase in occupancy rates at the US properties compared to the prior year periods. Expenses increased by \$16,106 for the year ended December 31, 2021 compared to the year ended December 31, 2020. The increase is due to increasing staff levels and other variable operating costs to meet increased demand. As a result, NOI increased by approximately \$18,779.
- **Canadian Hospitality segment:** During the year ended December 31, 2021, the Canadian Hospitality segment recorded an increase in revenue of \$2,924 compared to the year ended December 31, 2020. The increase is due to higher demand as a result of improvements in the COVID-19 pandemic and associated restrictions. Expenses decreased by \$19 for the year ended December 31, 2021 compared to the year ended December 31, 2020 due to the Company's continued focus on expense management at its properties despite higher occupancy rates. As a result, NOI for the year ended December 31, 2021 increased by \$2,943 compared to the year ended December 31, 2020. The Company sold its existing Canadian resorts as part of the Freed Transaction; however, it continues to look for opportunities to purchase Canadian hotels that meet its investment criteria.
- **Development segment:** During the year ended December 31, 2021, the Company recognized \$7,453 of development revenue. This compares to \$37,878 for the year ended December 31, 2020, when the Company sold the Second Nature project. Refer to "Development Highlights".
- For a detailed NOI, Adjusted EBITDA and FFO analysis see *Non-IFRS Financial Measures* above.

IX. Cash Flow Statement Highlights

As part of its business strategy, the Company seeks to acquire real estate properties adjacent to its hotels and resorts. Those activities may result in negative cash flows from investing activities at acquisition and positive cash flow on disposition. In addition, the Company is involved in construction of various residential real estate projects that are typically funded by third parties, which results in negative cash flow from operations and positive cash flow from financing activities during the construction periods and the opposite impact on closing of a project.

- During the year ended December 31, 2021, the Company's cash and cash equivalents increased by \$39,053, compared to a decrease of \$4,438, during the year ended December 31, 2020. The increase was the result of a number of factors but were primarily driven by a net inflow related to the Freed Transaction, coupled with positive cash flows from operating activities.
- During the year ended December 31, 2021, the Company recorded a cash inflow from operations of \$27,518. The inflow was primarily the result of earnings generated from the Company's hotels and resorts, combined with positive changes in non-cash working capital as a result of VTB payments received at Blue Mountain. This compares to a cash outflow from operations of \$7,818 during the year ended December 31, 2020, which was heavily impacted by the COVID-19 pandemic.
- During the year ended December 31, 2021, the Company recorded a cash inflow from investing activities of \$93,682, compared to a cash outflow from investing activities of \$8,044 for the year ended December 31, 2020. The positive cash flow from investing activities for the year ended December 31, 2021 was primarily due to proceeds received as a result of the Freed Transaction, offset by capital investments made at the Company's properties and investments in long term deposits.
- During the year ended December 31, 2021, the Company recorded a cash outflow from financing activities of \$82,471 compared to a cash inflow from financing activities of \$11,670, for the year ended December 31,

2020. The cash outflow from financing activities for the year ended December 31, 2021 was driven primarily by loan and bond principal repayments as a result of the Freed Transaction.

For further information, see the consolidated statements of cash flows in the Company's consolidated financial statements for the years ended December 31, 2021 and 2020 and Section X – "*Liquidity and Financial Position*" below.

X. Liquidity and Financial Position

The following section contains forward-looking information and users are cautioned that actual results may vary.

Liquidity and Capital Resources

Skyline intends to fund capital for acquisitions through (i) cash on hand, (ii) issuance of common shares or other securities and (iii) debt financing including floating and fixed rate debt. Cash flow from operating properties represents the sources of cash to fund capital expenditures, debt service and general & administrative expenses.

The Company also has a strategic development business. Development projects typically have an operating cycle longer than one year and the Company funds most of its investment in real estate development projects through credit from financial institutions.

The Company's current liabilities include \$156,019 of current maturities of long-term loans, bonds and short-term construction debt. This amount includes approximately \$148,943 related to two mortgages due within the next twelve months. One of the loans, totalling \$26,222 is due March 16, 2022. The Company is in the process of negotiating a long-term extension of this loan with its current lender, who has agreed to extend the existing term to at least June 16, 2022 in order to allow sufficient time to complete the formal long-term, multi-year extension.

The second loan classified as current relates to the mortgage on the Courtyard by Marriott hotels in the amount of \$122,721. On December 12, 2021 the Company announced that it entered into a term sheet with a large U.S. insurance company for a loan of up to \$143,000 USD for the Company's Courtyard by Marriott hotels for a period of 5 years, which will be used to repay the existing loan and as a credit facility to finance future hotel renovations. The Company further announced the extension of the existing loan repayment date to March 9, 2022 at no cost, with a further option to extend the existing loan repayment date to June 9, 2022 at a cost of 0.125% for the existing loan balance, which the Company exercised. The Company expects that the refinancing will be completed prior to the end of the extension periods.

Although the Company may periodically experience a net cash outflow from operations, when such an outflow occurs, it is not expected to adversely affect the Company's business operations, as it is the Company's past experience that lending financial institutions refinance any outstanding loans. In addition, the number of potential lenders is sufficiently large that securing an alternate lender would be reasonably expected. There is, however no guarantee that the Company will be able to secure any required refinancing or any additional financing. Readers are reminded that past experience is not a reliable indicator of future results. See the "Cautionary Note Regarding Forward Looking Statements" section and the "Risk Factors" section in this MD&A.

Cash and available lines of credit

As at December 31, 2021, the balance of cash and cash equivalents of the Company totaled \$61,489 compared to \$22,436 as at December 31, 2020. In addition, as at December 31, 2021 the Company has approximately \$1,000 of available and undrawn funds on its line of credit as well as \$17,471 in restricted bank deposits that can be accessed under certain circumstances.

Working capital:

As at December 31, 2021, the Company had negative working capital of \$110,204. Included in this amount are two mortgages classified as current, totalling \$148,943, that the Company is in the process of negotiating long-term extensions for (see “*Liquidity and Capital Resources*” above). Excluding these two loans, the Company had positive working capital of \$38,739. In addition, the Company has \$1,000 in available undrawn lines of credit. Management believes that it has a sufficient working capital.

The following table summarizes the statement of cash flows of the Company:

	Year ended December 31, 2021	Year ended December 31, 2020
Net income (loss) for the period	29,578	(18,637)
Net cash provided by (used by) operations	27,518	(7,818)
Net cash provided by (used by) investing activities	93,682	(8,044)
Net cash provided by (used by) financing activities	(82,471)	11,670
Foreign Exchange translation of cash balances	324	(246)
Increase (decrease) in cash and cash equivalents	39,053	(4,438)
Cash and cash equivalents, beginning of the period	22,436	26,874
Cash and cash equivalents, end of the period	61,489	22,436

The following table summarizes the Company’s financial expenses and cash interest paid:

	Year ended December 31, 2021	Year ended December 31, 2020
Financial expenses	19,454	19,627
Cash interest paid	14,168	14,910

Under Israeli law the Company is obligated to disclose an unconsolidated stand-alone financial statement of the parent public entity. These statements are unconsolidated and as a result have none of the operating activity or cash flow that takes place in the Company’s subsidiaries. The parent public entity has minimal revenue but does have head office expenses and interest from the unsecured debt (which is funded from operating activity in the Company’s subsidiaries). The following is a translation of this disclosure under Israeli law and if not for the dual reporting requirements would not be included in this MD&A.

In the Company’s solo cash flow statement for the year ended December 31, 2021, the Company presents negative cash flow from operations totalling approximately \$11,106 for the year ended December 31, 2021, and \$14,305, of negative cash flow from operations for the year ended December 31, 2020. The Company anticipates that in the future it could present a negative cash flow from operations in its solo reports as the majority of the Company’s activity is carried out through its subsidiaries.

In light of this, the Company’s Board of Directors examined whether the continuing negative cash flow from the current activity in the solo report as aforementioned could indicate a problem with the Company’s liquidity. In the

opinion of the Company's Board of Directors, nothing in the aforementioned negative cash flow indicates a problem with the Company's liquidity, paying heed to the fact, inter alia, that: (a) the majority of the Company's activity is carried out by means of the Company's subsidiaries; (b) the cash balances held by the Company; and (c) the financing sources available to the Company and the Company's anticipated liabilities.

Debt

The Company's long-term debt (loans, mortgages and bonds) principal repayments as at December 31, 2021 are as follows:

As at December 31, 2021	Principal Amount (loans and bonds)	% Of Total Principal (excluding unamortized financing costs)
By December 31, 2022	156,771	68.85%
By December 31, 2023	7,748	3.44%
By December 31, 2024	60,508	28.85%
By December 31, 2025 and thereafter	1,929	0.86%
Unamortized financing transaction costs ¹	(1,737)	
Total	223,602	100.00%

⁽¹⁾ As at December 31, 2021, deferred financing costs related to bonds payable were \$868.

Loans, mortgages and bonds have fixed rates that range from 1.0% to 9.5%. The variable rate loans and mortgages range from 2.6% to 8.0%. Maturity dates range from March 2022 to September 2026.

The Company's "Series B Bonds" (unsecured) trade on the Tel-Aviv Stock Exchange. The Company has been given a rating of Baa1.il from Midroog the Israeli subsidiary of Moody's.

			Principal Outstanding at December 31, 2021 in '000 NIS	Nominal annual interest rate	Timing of Interest Payments	Maturity Date	Amortization
Currency	Original Principal						
Series B	NIS ¹	164,464	132,148	5.65%	Jan/Jul	Jul 15, 2024	15 Years

¹ Linked to USD

Series A Bonds

On December 23, 2021, Skyline repaid its Series A bond, which was secured by Deerhurst, in full. The repayment was in the amount of NIS 122.1 million (\$49.98 million), including interest, principal and an early repayment fee in the amount of NIS 4.1 million (\$1.7 million). Upon repayment of the Series A bond, Skyline unwound the associated CAD/NIS financial derivative (the "Swap"), and received approximately \$6.2 million.

Series B Bonds

Under a shelf prospectus dated February 23, 2015, and a supplementary Shelf Offering Report issued by the Company in Israel on September 24, 2017, the Company issued 164,464 units comprising of NIS 1,000 par value Series B Bond at a fixed interest rate of 5.65% and raised 164,464 NIS (approximately \$57,786 CAD) (the "Series B Bond Offering"). The Series B Bonds' interest and principal are linked to the NIS/US dollar exchange rate. The Series B Bonds commenced trading on the Tel Aviv Stock Exchange on September 28, 2017.

The Series B Bonds are redeemable (principal) in payments that shall be made semi-annually on January 15 and July 15 from 2019 to 2024 (inclusive). Each payment shall redeem 3.25% of the par value of the principal of the Series B

Bonds except the final payment, which shall be in the amount of the balance of the principal to be redeemed, at the rate of 64.25% of the par value of the principal of the Series B Bonds.

The interest on the Series B Bonds shall be paid in semi-annual payments on January 15 and on July 15 of each of the years 2018 to 2024, with the first payment of interest to be made on January 15, 2018, and the last payment of interest to be made on July 15, 2024.

The financial liabilities, as set out in Section 6.2 of the Series B Deed of Trust, dated September 24, 2017, include the requirement that the Company maintain a consolidated nominal equity (excluding minority interests) of not less than \$130,000 and a ratio between the Company's consolidated equity (including minority interests) and the total assets of not less than 26%. The financial covenants, as set out in Section 5.4 of the Series B Deed of Trust (regarding Interest Rate Adjustment), include the requirement of the Company to maintain a consolidated nominal equity (excluding minority interests) of not less than \$180 million CAD and a ratio between the Company's consolidated equity (including minority interests) and the total assets of not less than 28.5%. Therefore, the Company complies with all covenants and liabilities prescribed by the Series B Deed of Trust.

The net proceeds of the Series B Bond Offering were used for the acquisition of 13 Marriott Courtyard hotels.

The balance of this section included in the "Series B Bonds" section is a requirement of the Israeli Security Authority as part of the MD&A disclosure rules.

Hereinafter are details regarding the financial criteria, pursuant to Section 5.4 of the deed of trust (adjustment of the rate of interest as a result of non-compliance with the financial criteria), as of September 24, 2017 for the Company's Series B Bonds (hereinafter: "Series B Deed of Trust").

Financial Criterion	Result of Calculation as at December 31, 2021
The Company's consolidated equity capital (not including minority rights) shall be no less than 180,000 thousand Canadian dollars (this sum shall not be linked to any linkage index whatsoever)	\$266 million CAD
The ratio of the Company's consolidated capital (including minority rights) to the total balance sheet shall be no less than 28.5%.	51%
The operating EBITDA of the Company (as defined in Section 1.5.31 of the Trust Deed) in the last four quarters shall be no less than \$18 million Canadian dollars.	\$38.7 million CAD

Hereinafter are details regarding the financial stipulations with which the Company has undertaken to comply, pursuant to Section 6.2 (Financial undertakings) of the Series B Deed of Trust. Please refer to Note 2(e) of the Condensed Financial Statements as of December 31, 2021 for further details on the Debentures.

Financial Criterion	Result of Calculation as at December 31, 2021
The Company's consolidated equity capital (not including minority rights) shall be no less than 130,000 thousand Canadian dollars (this sum shall not be linked to any linkage index whatsoever)	\$266 million CAD
The ratio of the Company's consolidated capital (including minority rights) to the total balance sheet shall be no less than 26%.	51%

Hereinafter are details of the financial stipulations with which the Company has undertaken to comply, pursuant to Section 8.1.27 (causes for immediate defrayal) of the Series B Deed of Trust:

Pursuant to Section 8.1.27 of the Series B Deed of Trust, the Company confirms that there has been no change to its principal activity, furthermore, the scope of the Company's entrepreneurial residential and real estate project.

Certain restrictions pertaining to dividends

The Company shall be permitted to carry out distributions as this term is defined in the Companies Law (including by way of independent purchase of the Company's shares) (in this section: "Distribution"), subject to compliance with the provisions of the Companies Law for the purpose of Distribution and on condition that the following accumulated conditions are met:

- a. The Company's total consolidated equity capital (not including minority rights), pursuant to the Company's consolidated financial reports, after Distribution as aforementioned, shall be no less than a total of 200 million Canadian dollars and, the ratio of the Company's consolidated capital (including minority rights) to the total balance sheet pursuant to the annual or quarterly financial reports that were published prior to the date of passing the resolution as to the Distribution, after execution of the Distribution, shall be no less than 28.5%;
- b. The scope of the Distribution that the Company shall be permitted to make to its shareholders shall not exceed 50% of "the current net profit" for every calendar year, starting from January 1, 2016;
- c. The Company is complying and shall comply after the Distribution with the financial criteria pursuant to Section 6.2a of the Series B Deed of Trust; and
- d. The Company has transferred to the trustee approval by the senior officer in the field of finance in the Company pursuant to Section 6.2(i)(d) of the Series B Deed of Trust.

In this matter "current net profit" means profit for the period pursuant to the accepted rules of accounting pursuant to the Company's latest quarterly or annual consolidated financial reports, accordingly, less revenues and plus costs and expenses which are not cash flow based, which were recognized in the profit for the period. Without derogating from the generality of the aforementioned: revenues that are not cash flow based could include, for example, an increase in the fair value of real estate for investment and profit from purchase at an incidental price. Expenses and costs which are not cash flow based could include, for example: decreases in the fair value of real estate for investment, depreciation and deductions and expenses due to share-based payment. Notwithstanding the aforementioned, the Company shall be permitted to distribute a dividend during the realization of assets (including by way of adding a partner), at a scope of up to 50% of the cash flow profit derived from realization of the asset, and this due to the share of the cash flow profit, which was not included in the current net profit, as defined above.

In this matter "cash flow profit" means net consideration derived to the Company from sale of the asset, whether this sale was recognized as current net profit or whether its results were recognized as the other inclusive profit, less the following components: cost of the original purchase, capital investments (CAPEX) executed in the period in which the Company held the asset, transaction costs and taxes. Furthermore, the cash flow profit shall include any other sum which as a result of realization, pursuant to the accepted rules of accounting, shall be transferred from the capital fund to the accumulated losses. It shall be emphasized that if the sale of the asset was carried out in instalments, it shall be possible to distribute the dividend in instalments, subject to the aforementioned, relatively, pursuant to the payment table of the sale. It shall be stated that in the event that the Company did not distribute a dividend for a certain calendar year, the right to distribute shall accrue for it, and it shall be entitled to distribute it in the coming years, subject to the provisions of the law. See above, calculation of the current net profit as of December 31, 2021. As of the date of the report the Company is compliant with all the terms and undertakings pursuant to the Series B Deed of Trust, including compliance with financial stipulations as stated in this section above, and no conditions have been established for cause for placing the bonds (Series B) for immediate defrayal.

The Company's compliance with financial covenants

As of the date of publication of the report, the Company and its subsidiaries are compliant with the financial criteria which it has undertaken to comply with vis-à-vis the banking corporations and the bond holders.

Hereinafter are details regarding the financial criteria which the Company and its subsidiaries have undertaken to comply with in regard to the significant loan agreements to which they are a party:

With regard to the loan for approximately \$89.5 million USD (December 31, 2021: 96.9 million USD) taken by the Company's subsidiary on November 14, 2017, to finance purchase of hotels in the Courtyard by Marriott chain, and which is described in Note 15 (d) of the consolidated reports for the year ended December 31, 2021:

- a. The Company's net asset value (apart from the assets purchased) is some \$173.3 million USD – the value is required to be no less than \$100 million USD.
- b. The scope of the cash and cash equivalent totals in approximately \$48.493 million USD – the Company's liquidity is required to be no less than \$10 million USD.

Impact of COVID-19 on Liquidity and Financial Position

The Company, as part of its response to the crisis, has examined, among other things (in addition to the specific items noted above): The Company's financial position, its results of operations, liquidity, financial strength and flexibility, sources of financing, and its ability to meet lending and other obligations. The Company believes that, as of the date of this report, it has sufficient liquidity to meet its financial obligations for the foreseeable future, as it has sufficient unrestricted and restricted cash balances, cash flows and other liquid assets.

Furthermore, the Company has employs conservative leverage, has sufficient financing capabilities, and expects to receive government assistance which will cover a portion of its expenses in the near to mid-term should the COVID-19 pandemic worsen. However, given the uncertainty around timing of a resolution of the crisis, future effects of the crisis cannot be fully estimated. Should the crisis worsen and/or continue indefinitely, there could be an adverse impact on the operations and financial results of the Company.

XII. Equity

Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares. A detailed description of the rights, privileges, restrictions and conditions attached to the common shares is included in our Annual Information Form. As of December 31, 2021 (and the date of this MD&A), the Company had 16,745,237 common shares issued and outstanding. The Company issued 10 common shares during the current year.

The Company's capital resources include amounts raised from the sale of its common shares. The Company's common shares are listed for trading on the Tel Aviv Stock Exchange.

	As at December 31, 2021
Total outstanding at the beginning of the period ⁽¹⁾	16,745,227
Issued during the period	10
Total outstanding at the end of the period	16,745,237

⁽¹⁾ Including 200,000 shares held in trust for the Company's CEO.

Other Issued Securities

The Company has also issued Stock Options as outlined in the table below.

	Number of Employee Stock Options As at December 31, 2021	Weighted average exercise Price
Total stock options outstanding at the beginning of the period	180,000	28.88 NIS
Issuance of stock options	100,000	24.00 NIS
Expiration of stock options	(80,000)	26.60 NIS
Total stock options outstanding at the end of the period¹	200,000	27.35 NIS

XII. Factors Affecting Performance

The Company's performance is affected by a number of industry and economic factors as well as exposure to certain environmental factors, including those further discussed below. These factors represent opportunities but also challenges and risks that the Company must successfully address in order to continue to grow the business and improve its results of operations.

Canadian Hotels and Resorts segment

The hospitality segment in Canada during the year ended December 31, 2021 included Horseshoe Resort and Deerhurst Resort. These were both sold as a result of the Freed Transaction. The Company continues to explore acquisition opportunities in the Canadian hotel space that align with its acquisition criteria.

Competitive Conditions

The Ontario marketplace relies significantly on inter-provincial travel, for both leisure and group business. Competitors for leisure guest visits include locally owned independent resorts in rural locations known for their natural beauty as well as larger hotel and resort experiences in Ontario's key tourism destinations. Competitors for group travel include all branded hotel chains with conference facilities or branded hotels in major cities within proximity to convention centres.

The Company will seek to gain a competitive advantage on future Canadian acquisitions by investing in quality properties located in geographic areas with multiple demand generators.

Accessibility from major metropolitan areas

The Greater Toronto Area (GTA) is the most populous metropolitan area in Canada. The Greater Golden Horseshoe, with a population of approximately 8.8 million, encompasses the GTA and is expected to grow to more than 13 million by 2041. Proximity to the GTA, including Pearson International Airport, is considered a key competitive advantage in the Canadian hotel marketplace.

Seasonality

The Hospitality segment in Canada is impacted by seasonality. Resort operations are highly seasonal in nature, with a typical winter/ski season beginning in early December and running through the end of March, and typical summer seasons beginning late in June and ending in early September. Traditional hotel operations with proximity to metropolitan centres are less impacted by seasonality. The Company will seek to position future investments in the Canadian hotel sector to be less susceptible to seasonality trends.

USA Hotels and Resorts segment

Competitive Conditions

Competition in the US hotel industry is generally based on quality and consistency of rooms, restaurant and meeting facilities and services, attractiveness of locations, availability of a global distribution system, and price among other factors. The Company's properties compete within their geographic markets with hotels and resorts that include locally owned independent hotels as well as facilities owned or managed by national and international chains, including such brands as Marriott, Hilton, IHG, and Hyatt. The Company's properties also compete for convention and conference business across the national market. The Company seeks to gain a competitive advantage in the market by upgrading the quality of accommodations and amenities available at the hotels through capital improvements.

In the US, the Company's hotels and resorts are well-positioned within the competitive marketplace. The Cleveland hotels maintain a competitive share of the leisure market due to their central downtown location and affiliation with leading international brands Marriott and Hyatt. The Bear Valley Resort in California is a well-known ski resort with proximity to significant population centers such as San Francisco and Sacramento. Skyline's Select-Service Courtyard by Marriott hotels offer geographical diversity with strong locations in key Midwest, Southeast and Southwest markets, and benefit from the industry-leading Marriott loyalty program and worldwide distribution system. The Company seeks to gain a competitive advantage in the market by upgrading the quality of accommodations and amenities available at its hotels through capital improvements. Recently completed projects include guestroom renovations at the Hyatt Regency Arcade in Cleveland, Ohio, (114 of which were renovated during 2014 and the balance 180 rooms were renovated during the first six months of 2017) and an investment in Bear Valley resort by installing a new high-speed lift and modernization of its equipment. In October 2015, the Company (together with a 50% partner) acquired Renaissance Hotel in Cleveland, Ohio (a 65,000 square foot event and meeting space, which includes 491 rooms, 34 meeting rooms, a number of restaurants and a 304-vehicle parking garage).

Within the next three years, the Company intends to complete the renovation and improvement of all the conference space, common areas and rooms at the Renaissance.

On November 14, 2017, the Company acquired 13 Marriott Courtyard hotels in the US for a total consideration of \$135 million US (before transaction costs). The 13 hotels acquired include, in aggregate, 1,913 rooms. The hotels are spread over 9 US states and are geographically diverse with strong locations in key Midwest, Southeast and Southwest markets.

Accessibility from major metropolitan areas – Cleveland, Ohio Properties

Northeast Ohio lies along the southern shores of Lake Erie. The major cities of this area are Cleveland and Akron. These two cities are roughly 39 miles apart and are highly interconnected. The region is also part of the Great Lakes Megalopolis, which contains an estimated 59.1 million people.

The Cleveland core-based statistical area (CSA) is one of the largest in Ohio with nearly 2.1 million residents. The region is served by two international airports. It is home to numerous fortune 500 firms and several of the area's largest employers are in the healthcare industry. The Cleveland Clinic is the area's largest employer and is a high-ranking hospital according to US News & World Report. University Hospitals, another well-recognized facility, is the second largest employer in the CSA. In 2019, approximately 19.6 million people visited Cleveland.

The Company's hotels in the CSA maintain excellent vehicular and pedestrian access that is considered superior to some of its nearby competitors within walking distance to the primary attractions like the Jack Cleveland Casino, professional sports arenas, the Rock and Roll Hall of Fame, playhouse district, and a new convention center and medical mart.

Seasonality

Bear Valley Resort in California has strong seasonality patterns having its high season in the winter and low season during the remainder of the year. The resort is also subject to volatile snow conditions. The urban hotels are all-season operations, though stronger during June through October and slower during December through February, and therefore maintain a balanced level of income throughout the year. The second quarter is historically the strongest and the first quarter is historically the weakest for the 13 Marriott by Courtyard hotels.

Real Estate, Development segment (“Development”)

As part of the Freed Transaction, the Company sold the majority of its development properties.

The development segment’s remaining principal activities include the marketing and selling of lots that are available for sale, Golf Cottages at Deerhurst.

In this segment, competition revolves around a number of parameters, with the main ones being the geographic location of the projects and level of demand in the same area, the construction and development quality and the purchase prices and maintenance expenses collected by the applicable condominium corporation. The Company is exposed to competition by a small number of directly competitive companies in the development of condominium units, single-family homes, subdivisions, townhomes and retail villages.

The scope of development by the Company is insubstantial compared to the total market. Thus, the Company is unable to significantly impact competition in the market. However, the Company believes that it currently has a competitive advantage in its remaining development projects at Deerhurst, due to the Company’s proximity to hospitality amenities and outdoor activities.

Seasonality

Seasonality has no impact on the activities of the Company’s existing projects in this segment.

XIII. Financial Instruments and Off-Balance Sheet Arrangements

In January 2017, the Company entered into a derivative arrangement to hedge its exposure to NIS due to the Series A Bonds raise in July 2016. On December 23, 2021, this derivative arrangement was unwound in relation to the full repayment of the Series A Bonds.

Refer to “Majority Sale of Canadian Resorts and Development Assets” for a discussion on the financial instruments received as part of the Freed Transaction.

There are no other financial instruments or off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company.

Company Distributions

The Company does not currently have a dividend distribution policy.

XIV. Critical Accounting Policies and Estimates

The preparation of the consolidated financial statements requires Management to make judgments and estimates and assumptions that affect the reported amounts and disclosures made in the consolidated financial statements and accompanying notes. Estimates are based upon historical experience and on various other assumptions that are reasonable under the circumstances. The result of ongoing evaluation of these estimates forms the basis for applying judgment with regards to the carrying values of assets and liabilities and the reported amounts of revenues and

expenses. Actual results may differ from estimates. The Company's significant accounting policies are described in note 2 to the consolidated financial statements.

Estimates

Investment property and property, plant and equipment assets

Investment properties are measured at fair value in the consolidated statement of financial position. Fair values are determined by independent external valuations or detailed internal valuations, generally using the overall capitalization rate ("OCR") method. Under this method, capitalization rates are applied to a stabilized NOI for each property, adjusted for market-based assumptions such as rent increases, long-term vacancy rates, repair and maintenance costs and other forecasted cash flows. Capitalization rates are based on recently closed transactions for similar properties, where available, or investment survey data, taking into account the location, size and quality of the property. The most significant assumption is the capitalization rate as it magnifies the effect of a change in stabilized NOI. An increase in the capitalization rate will result in a decrease to the fair value of an investment property and vice versa. During the year ended December 31, 2021, the Company recorded a fair value gain on its Investment Properties of \$30,976 compared to a fair value gain on its Investment Properties of \$4,569 for the year ended December 31, 2020, driven by the impact of the Freed Transaction.

The Company has selected the revaluation model to account for its PP&E under IAS 16, "Property, Plant and Equipment" ("IAS 16"). Under the revaluation model, the Company's hotel assets that are classified as PP&E, are presented in the statement of financial position at their revalued amounts, which is the fair value at the most recent date of revaluation, less any accumulated depreciation and accumulated impairment losses. Revaluations are performed by independent, third-party appraisers, or internally with reference to external market data with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values as at the reporting date. During the year ended December 31, 2021, the Company recorded a positive adjustment to fair value through revaluation surplus of its PP&E in the amount of \$15,411, compared to a negative adjustment of \$2,814 for the corresponding previous period.

Contingencies and lawsuits

When estimating the lawsuits filed against the Company and its subsidiaries, the Company relies on the opinion of its legal advisors. The opinions of legal counsel are based on best professional judgment, taking into account the stage of the proceedings and legal experience gained in various matters. The outcome of the claims adjudged by the courts, could differ from these estimates.

In December 2019, the Company was served a claim from the Company's former President and Chairman for employment related issues. In addition, the Company has been served with several smaller claims. As per the Company's legal advisors, at this stage it is not possible to estimate the Company's chances of success or the likely amount of recovery.

The Company has been served with claims totaling \$1.7 million in relation to certain construction projects. As per the Company's legal advisors, at this stage it is not possible to estimate the Company's chances of success or the likely amount of settlement, if any.

XV. Internal Control over Financial Reporting and Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company's internal control over financial reporting and other financial disclosure and our disclosure controls and procedures. The Company could be adversely impacted if there are deficiencies in disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While Management continues to review the design and effectiveness of our disclosure controls and procedures and internal control over financial reporting, the Company cannot assure the reader that the disclosure controls and procedures or internal control over financial reporting will be effective in accomplishing all control objectives all of the time.

Deficiencies, particularly material weaknesses, in internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our share price, or otherwise materially adversely affect our business, reputation, results of operation, financial condition or liquidity.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and directors of the Company; and (iii) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements. Internal control over other financial disclosure is a process designed to ensure that other financial information included in this MD&A, fairly represents in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented in this MD&A.

The Company's disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to Management by others, particularly during the period in which the filings are being prepared and that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Company's disclosure controls and procedures includes controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's Management, as appropriate to allow timely decisions regarding required disclosure.

Due to its inherent limitations, internal control over financial reporting and disclosure may not prevent or detect all misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may change.

For the year ended December 31, 2021, there has been no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management has concluded that there are no material weaknesses in the Company's internal controls over financial reporting as at December 31, 2021.

XVI. Exposure to Market Risks and Ways of Managing Them

Currency risk: The Company's performance is impacted by foreign currency fluctuations, notably of the Canadian dollar relative to the United States dollar. The Company faces large exposure to the Canadian/US dollar exchange rate since the Company has significant operations and assets in the United States and reports its results in Canadian dollars (see below). As of December 31, 2021 (compared to December 31, 2020), the Canadian dollar appreciated by 0.4% compared to the US dollar. For more information regarding the influence of the foreign exchange rate on Company's equity, see notes 2 (e) in the consolidated financial statements for the year ended December 31, 2021.

In September 2017, the Company issued Series B Bonds denominated in USD, which provides a natural hedge to the Company's equity investment in the acquisition of 13 Marriott Courtyard hotels in the United States. For more information, see note 13 to the consolidated annual financial statements for the year ended December 31, 2021.

Management holds regular discussions on the exposure to various market risks, including changes in exchange rates. The Company's policy is to maintain a correlation between the currency in which the assets are acquired and the currency of the loans the Company takes to finance those assets, in order to maintain equity in that currency. For the year ended December 31, 2021, the Company's US operations contributed approximately 66% of consolidated revenue. The Company does not purchase financial instruments that hedge the USD/CAD currency rate risk. Exchange rate risk is minimized by borrowing in US dollars for properties in the United States.

Market Risks: The Company is subject to a number of risks and uncertainties, primarily risks associated with: the development of future assets, competition, real estate markets, general and regional economic conditions, the availability and cost of financing, and changes in interest rates due to uncertainty in the world markets including Israel, the United States and Canada. The Company does not hold or issue derivative financial instruments for trading purposes.

XVII. Risk Factors

Our hospitality operations, real estate development projects, vacation club, and financial results are subject to various risks and uncertainties that could adversely affect our prospects, financial results, financial condition and cash flow. In addition to the other information presented in this MD&A, the following risks should be given special consideration as part of any investment decision in the Company's securities.

Investors should carefully consider all of the information disclosed in this MD&A prior to investing in the securities of the Company. There are certain risks inherent in an investment in the securities of Skyline and in the activities of Skyline, including our hospitality operations, real estate development projects, vacation club, and those set out below and in Skyline's materials filed with Israeli and Canadian securities regulatory authorities from time to time, which are available under the Company's profile on MAGNA at www.magna.isa.gov.il and SEDAR at www.sedar.com. Current and prospective holders of securities of Skyline should carefully consider such risk factors.

If any of the following or other risks occurs, Skyline's business, prospects, financial condition, financial performance and cash flows could be materially adversely impacted. In that case, the trading price of the securities of Skyline could decline and investors could lose all or part of their investment in such securities, and the future ability of Skyline to make distributions to shareholders could be adversely affected. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the below described or other unforeseen risks.

The COVID-19 pandemic has had and may continue to have an adverse effect on our financial condition and results of operations

In March 2020, the WHO declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including Canada and the United States, have imposed unprecedented restrictions on travel, group gatherings and non-essential activities, including orders and guidance issued by federal, state, provincial and local governmental authorities such as "social distancing" guidance and orders.

The outbreak of COVID-19 has, and may continue to have a negative impact on the Canadian and U.S. economies, the hospitality industry, the willingness of the general public to travel, the demand for travel, transient and group business, guest traffic and guest reservations, the level of consumer confidence in the safety of travel, the Company's business, results of operations and financial condition, may also cause staff and supply shortages, and has resulted in corporate travel restrictions, increased government regulation, including legislated travel restrictions, mandated social distancing, stay-at-home orders and directives, required quarantines, self isolation and other public health orders and

directives, and may result in forced closures of the Company's properties and closures due to deteriorating occupancy levels as a result of the foregoing.

The length of the COVID-19 pandemic and severity of such outbreak across the globe is currently unknown, may worsen, and may continue to cause general economic uncertainty in key global markets and a worsening of global economic conditions and may cause low levels of economic growth, including in the Canadian and U.S. government stimulus and support packages and programs, if any, announced or created in respect of the Canadian and U.S. hotel industries may not be available to the Company or its subsidiaries, in whole or in part, and investors should not assume such financial support will be available to the Company or its subsidiaries.

The pace of recovery following the COVID-19 pandemic cannot be accurately predicted and may be slow. As a result, we cannot predict if Skyline will need to close its properties in the future or when the COVID-19 pandemic subsides, as our ability to re-open and/or resume normal operations will depend largely on the actions of a number of governmental authorities over which Skyline has no control. It is possible that modified social distancing requirements or recommendations will alter the way in which Skyline does business after it re-opens its closed properties and/or resumes normal operations, possibly for an extended period of time.

The COVID-19 pandemic has also resulted in significant financial market volatility and uncertainty, including on the market price of our Common Shares. A continuation or worsening of the levels of market disruption and volatility seen during 2020 and 2021 could have a further adverse effect on the market price of our Common Shares.

Our industry is sensitive to weakness in general economic conditions and risks associated with the overall travel, leisure, and recreational community industries.

Weak economic conditions in Canada and the United States, including high unemployment, erosion of consumer confidence, and the availability and cost of debt, may potentially have negative effects on the travel and leisure industry, the recreational community development industry, and on our results of operations. An economic downturn could negatively impact consumer spending on vacation real estate and at our hospitality outlets. We cannot predict how economic trends will worsen or improve our future operating results. The actual or perceived fear of weakness in the economy could also lead to decreased spending by our guests. We may not be able to increase the price of our offerings commensurate with our costs.

Variations in the timing of peak periods, holidays and weekends may affect the comparability of our results of operations.

Depending on how peak periods, school breaks, holidays and weekends fall on the calendar year, in any given year we may have more or less peak periods, holidays and weekends in each fiscal quarter compared to prior years, with a corresponding difference in adjacent fiscal quarters. These differences can result in material differences in our quarterly results of operations and affect the comparability of our results of operations.

We are vulnerable to the risk of unfavorable weather conditions and the impact of natural disasters.

Our ability to attract guests to our resorts is influenced by weather conditions such as rain in the summer and the amount and timing of snowfall during the ski season. Unfavorable weather conditions can adversely affect visits and our revenue and profits. Unseasonably cold or warm weather may influence the momentum and success of the high seasons at our resorts. Unfavorable weather conditions can adversely affect our resorts and lodging properties as guests tend to delay or postpone vacations if conditions differ from those that typically prevail at such resorts for a given season. There is no way for us to predict future weather patterns or the impact that weather patterns may have on our results of operations or visitation.

Climate change may adversely impact our results of operations.

There is a growing political and scientific consensus that emissions of greenhouse gases continue to alter the composition of the global atmosphere in ways that are affecting and are expected to continue affecting the global climate. The effects of climate change, including any impact of global warming, could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Warmer overall temperatures and other effects of climate change may adversely affect skier and summer visits and our revenue and profits. In addition, a steady increase in global temperatures could shorten the ski season. Changes to the amount of snowfall and differences in weather patterns may increase our snowmaking expense, inhibit our snowmaking capabilities and negatively impact skier perceptions of the ski season.

The high fixed cost structure of our business can result in significantly lower margins if visitation to our hotels and resorts declines.

Our profitability is highly dependent on visitation. However, the cost structure of our business has significant components that cannot be eliminated when visits decline, including costs related to utilities, information technology, insurance, year-round employees and equipment. The occurrence of other risk factors discussed herein could adversely affect visitation at our resorts and we may not be able to reduce fixed costs at the same rate as declining revenues.

We face significant competition.

The hotel, resort, lodging, and real estate development industries are highly competitive. Our competitors may have access to greater financial, marketing and other resources and may have access to financing on more attractive terms than us. As a result, they may be able to devote more resources to improving and marketing their offerings or more readily take advantage of acquisitions or other opportunities.

Our real estate development projects rely on municipal approvals and adequate infrastructure.

Our real estate development projects require adequate municipal services for sewage treatment, potable water supply, fire flow, and road access. There are risks associated with insufficient capacities, particularly in rural areas, resulting in costly delays and expensive upgrades to sewage treatment plants, pumping stations, water wells, water storage towers, and road intersection improvements.

Timely municipal approvals for Official Plan Amendments, Zoning By-law Amendments, Plans of Subdivisions, Consents for Severance, Site Plan Approvals, Minor Variances to the Zoning By-law, and Building Permits not only depend on adequate municipal services but also on political support. There are considerable risks in being subjected to lengthy appeals procedures initiated either by us, in the absence of required approvals, or by existing residents opposed to our developments.

Our business is capital intensive and dependent on the availability of cash flows and credit facilities.

We must regularly expend capital to construct, maintain and renovate our properties in order to remain competitive, maintain the value and brand standards of our properties and comply with applicable laws and regulations. We cannot always predict where capital will need to be expended in any fiscal year and capital expenditures can increase due to forces beyond our control. Further, we cannot be certain that we will have enough capital or that we will be able to raise capital by issuing equity or debt securities or through other financing methods on reasonable terms, if at all, to execute our business plan. A lack of available funds for capital expenditures could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Our ability to fund expenditures will depend on our ability to generate sufficient cash flow from operations and/or to borrow from third parties. We cannot provide assurances that our operations will be able to generate sufficient cash flow to fund such costs, or that we will be able to obtain sufficient financing on adequate terms, or at all. In addition,

there can be no assurances that future real estate development projects can be self-funded with cash available on hand, through advance pre-sale deposits or through third party real estate financing. Our ability to generate cash flow and to obtain third-party financing will depend upon many factors, including: our future operating performance; general economic conditions and economic conditions affecting the resort industry, the general capital markets; competition; legislative and regulatory matters affecting our operations and business; and our ability to meet our presales targets on our vertical real estate development projects. Any inability to generate sufficient cash flows from operations or to obtain adequate third-party financing could cause us to delay or abandon certain projects and/or plans.

Further, the ability to enter into a revolving corporate credit facility on reasonable economic terms, may adversely affect our ability to obtain the additional financing necessary to acquire additional vacation ownership inventory. The ability to provide consumer financing for vacation ownership customers may impact the results from operations and cash flow.

Our operations and development activities are subject to extensive laws, rules, regulations and policies administered by various federal, provincial, state, regional, municipal and other governmental authorities.

Our operations are subject to a variety of federal, state, provincial, regional and local laws and regulations, including those relating to lift operations, emissions to the air, discharges to water, storage, treatment and disposal of fuel and wastes, land use, remediation of contaminated sites and protection of the environment, natural resources and wildlife. We are also subject to worker health and safety laws and regulations. From time to time our operations are subject to inspections by environmental regulators and other regulatory agencies. While regulatory approvals provide a significant barrier to new entrants in our industry, such approvals may be time consuming and consume considerable capital and manpower resources. Our efforts to comply with applicable laws and regulations do not eliminate the risk that we may be held liable for breaches of these laws and regulations, which may result in fines and penalties or subject us to claims for damages. Liability for any fines, penalties, damages or remediation costs, or changes in applicable laws or regulations, could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

We are subject to environmental laws and regulations in the ordinary course of business.

Our operations are subject to a variety of federal, provincial, state and local environmental laws and regulations including those relating to emissions to the air, discharges to water, storage, treatment and disposal of wastes, land use, remediation of contaminated sites and protection of natural resources such as wetlands. Our facilities are subject to risks associated with mold and other indoor building contaminants. From time to time our operations are subject to inspections by environmental regulators and other regulatory agencies. We are also subject to worker health and safety requirements. We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. However, our efforts to comply do not eliminate the risk that we may be held liable, incur fines or be subject to claims for damages, and that the amount of any liability, fines, damages or remediation costs may be material for, among other things, the presence or release of regulated materials at, on or emanating from properties we now or formerly owned or operated, newly discovered environmental impacts or contamination at or from any of our properties, or changes in environmental laws and regulations or their enforcement.

We rely on information technology to operate our businesses and maintain our competitiveness, and any failure to adapt to technological developments or industry trends could harm our business.

We depend on the use of sophisticated information technology and systems, including technology and systems used for central reservations, point of sale, procurement, administration and technologies we make available to our guests. We must continuously improve and upgrade our systems and infrastructure to offer enhanced products, services, features and functionality, while maintaining the reliability and integrity of our systems and infrastructure. Our future success also depends on our ability to adapt our infrastructure to meet rapidly evolving consumer trends and demands and to respond to competitive service and product offerings.

In addition, we may not be able to maintain our existing systems or replace or introduce new technologies and systems as quickly as we would like or in a cost-effective manner. Delays or difficulties in implementing new or enhanced systems may keep us from achieving the desired results in a timely manner, to the extent anticipated, or at all. Any interruptions, outages or delays in our systems, or deterioration in their performance, could impair our ability to process transactions and could decrease our quality of service that we offer to our guests. Also, we may be unable to devote financial resources to new technologies and systems in the future. If any of these events occur, our business and financial performance could suffer.

We are subject to litigation in the ordinary course of business.

We are, from time to time, subject to various asserted or un-asserted legal proceedings and claims. Any such claims, regardless of merit, could be time consuming and expensive to defend and could divert Management's attention and resources. While we believe we have adequate insurance coverage and/or accrue for loss contingencies for all known matters that are probable and can be reasonably estimated, we cannot assure that the outcome of all current or future litigation will not have a material adverse effect on us and our results of operations.

The nature of our responsibilities in managing our vacation ownership properties will from time to time give rise to disagreements with the owners of vacation ownership interests and property owners' associations. We seek to resolve any disagreements in order to develop and maintain positive relations with current and potential owners and property owners' associations but cannot always do so. Failure to resolve such disagreements has resulted in litigation, and could do so again in the future. If any such litigation results in a significant adverse judgment, settlement or court order, we could suffer significant losses, our profits could be reduced, our reputation could be harmed and our future ability to operate our business could be constrained. Disagreements with property owners' associations could also result in the loss of management contracts.

Our business depends on the quality and reputation of our brands, and any deterioration in the quality or reputation of these brands could have an adverse impact on our business.

A negative public image or other adverse events could affect the reputation of one or more of our ski resorts, other destination resorts, hotel properties and other businesses or more generally impact the reputation of our brands. If the reputation or perceived quality of our brands declines, our market share, reputation, business, financial condition or results of operations could be adversely impacted. The unauthorized use of our trademarks could also diminish the value of our brands and their market acceptance, competitive advantages or goodwill, which could adversely affect our business.

If we do not retain our key personnel, our business may suffer.

The success of our business is heavily dependent on the leadership of key management personnel, including our senior executive officers. If any of these persons were to leave, it could be difficult to replace them, and our business could be harmed.

We are subject to risks associated with our workforce.

We are subject to various federal, state and provincial laws governing matters such as minimum wage requirements, overtime compensation and other working conditions, citizenship requirements, discrimination and family and medical leave. Our operations in Canada are also subject to laws that may require us to make severance or other payments to employees upon their termination. Immigration law reform could also impact our workforce because we recruit and hire foreign nationals as part of our seasonal workforce. We have a significant workforce due to our vast operations and if our labor-related expenses increase, our operating expenses could increase and our business, financial condition and results of operations could be harmed.

From time to time, we have also experienced non-union employees attempting to unionize. While only a small portion of our employees are unionized at present, we may experience additional union activity in the future. In addition,

future legislation could make it easier for unions to organize and obtain collectively bargained benefits, which could increase our operating expenses and negatively affect our business, prospects, financial condition, results of operations and cash flows.

Our acquisitions or future acquisitions might not be successful.

We have acquired certain resorts, hotel properties and destination resort community development assets. Acquisitions are complex to evaluate, execute and integrate. We cannot assure you that we will be able to accurately evaluate or successfully integrate and manage acquired ski resorts, properties and businesses and increase our profits from these operations. We continually evaluate potential acquisitions and intend to actively pursue acquisition opportunities, some of which could be significant. As a result, we face various risks from acquisitions, including: our evaluation of the synergies and/or long-term benefits of an acquired business; our inability to integrate acquired businesses into our operations as planned; diversion of our management's attention; potential increased debt leverage; litigation arising from acquisition activity; and unanticipated problems or liabilities.

In addition, we run the risk that any new acquisitions may fail to perform in accordance with expectations, and that estimates of the costs of improvements for such properties may prove inaccurate.

We are subject to risks related to currency fluctuations.

We present our financial statements in Canadian dollars. To create a natural hedge, we have sourced debt in United States dollars for the Hyatt Regency Cleveland hotel, the Renaissance Hotel in Cleveland Ohio, and the Marriot Hotels. However, a significant fluctuation in the Canada/US exchange rate could impact our net income after tax that is reported in Canadian dollars. Currency variations can also contribute to variations in sales at our hotels and resorts from: United States residents visiting Canada and Canadian residents travelling to the United States.

We borrowed through the capital markets in Israel, denominated in Israeli Shekels, with a linkage on cap \$62 million dollars of our new Series B Bonds to US dollars. For further information, see Bonds (III.b) above.

Certain circumstances may exist whereby our insurance coverage may not cover all possible losses and we may not be able to renew our insurance policies on favorable terms, or at all.

Although we maintain various property and casualty insurance policies and undertake safety and loss prevention programs to address certain risks, our insurance policies do not cover all types of losses and liabilities and in some cases may not be sufficient to cover the ultimate cost of claims which exceed policy limits. If we are held liable for amounts exceeding the limits of our insurance coverage or for claims outside the scope of our coverage, our business, prospects, financial condition, results of operations and cash flows could be materially adversely affected.

In addition, we may not be able to renew our current insurance policies on favorable terms, or at all. Our ability to obtain future insurance coverage at commercially reasonable rates could be materially adversely affected if we or other companies within or outside our industry sustain significant losses or make significant insurance claims.

We are subject to accounting regulations and use certain accounting estimates and judgments that may differ significantly from actual results.

Implementation of existing and future legislation, rulings, standards and interpretations from the International Accounting Standards Board or other regulatory bodies could affect the presentation of our financial statements and related disclosures. Future regulatory requirements could significantly change our current accounting practices and disclosures. Such changes in the presentation of our financial statements and related disclosures could change an investor's interpretation or perception of our financial position and results of operations.

We may not be able to fully utilize our tax loss carry-forwards.

As at December 31, 2021, we believe we will have non-capital loss carry-forwards of approximately \$71 million for Canadian and US federal, provincial and state income tax purposes. To the extent available, we intend to use these net operating loss carry-forwards to offset future taxable income associated with our operations, as well as the Freed Transaction. There can be no assurance that we will generate sufficient taxable income in the carry-forward period to utilize any remaining loss carry-forwards before they expire.

Our stock price can be volatile.

The market price of our stock is highly volatile and subject to wide fluctuations in response to factors such as quarterly variations in our operating results, which is beyond our control. We are listed on the Stock Exchange and are subject to the capital markets in the State of Israel. Events beyond our control that take place in the State of Israel may negatively affect our stock price.

An active trading market for our Common Shares may not be sustained.

Although our Common Shares are listed on the Stock Exchange, an active trading market for our Common Shares may not be sustained. Accordingly, if an active trading market for our Common Shares is not maintained, the liquidity of our Common Shares, your ability to sell your Common Shares when desired and the prices that you may obtain for your Common Shares will be adversely affected.

We cannot provide assurance that we will pay dividends.

Any declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board in accordance with applicable law after taking into account various factors, including our financial condition, our operating results, our current and anticipated cash needs, the impact on our effective tax rate, our indebtedness, legal requirements and other factors that our Board deems relevant. Our debt agreements limit our ability to pay dividends.

Because we are a holding company, our ability to pay cash dividends on our Common Shares will depend on the receipt of dividends or other distributions from our subsidiaries. Until such time that we pay a dividend, our investors must rely on sales of their Common Shares after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations.

Our level of indebtedness could have important consequences. For example, it could: make it more difficult for us to satisfy our obligations; increase our vulnerability to general adverse economic and industry conditions; require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, real estate developments, marketing efforts and other general corporate purposes; limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; place us at a competitive disadvantage compared to our competitors that have less debt; and limit our ability to borrow additional funds.

Fluctuations in interest rates could negatively affect our business.

Fluctuations to available interest rates as a result of changes to the inflation rate or other factors may negatively impact the business, results of operations and financial position of the Company. As well, increases to the interest rate may impact the stability of tenants and therefore occupancy rates and rental fees, which could negatively impact the value of the Company's assets.

Our business is sensitive to rising travel costs.

Many of our guests travel by vehicle and higher gasoline prices may make travel more expensive and impact the number of guests that visit our properties. As a result, occupancy rates of our hotels and resorts may be negatively impacted, which would impact the Company's revenues.

Our business is sensitive to changes in the real estate industry.

Decreased demand for retail space, decreased rental fees, decreased ability for tenants to meet payment obligations, increased financing costs and improvements at competitive resorts may negatively impact the Company's operations.

The cost of contractors may impact our future projects.

The cost of employing contractors for the Company's projects impacts the Company's profitability. The Company could also be impacted by changes in the cost of raw materials and labour, shortages of raw materials and labour and strikes for unionized labour.

We are subject to certain legal and regulatory matters in Israel that may affect the Company.

The Company is subject to the regulations and requirements of Israeli Securities Law and Israeli Companies Law. It is possible that the Company will be subject to any changes in Israeli law and regulatory requirements and the possible imposition of requirements from time to time by regulators and Stock Exchange authorities in Israel.

The Company is subject to maintaining certain financial conditions.

The Deed of Trust that governs the outstanding bonds (Series A and B) requires the Company to maintain certain financial conditions which may limit the Company's ability to incur additional indebtedness or raise additional equity. These restrictions may limit the Company's ability to take advantage of business opportunities as they arise. More importantly, the Company's ability to comply with the covenants may be affected by changes in economic or business conditions or other events beyond its control. A breach of these covenants by the Company and a corresponding default under the deed of trust in circumstances may result in the aggregate amount of the principal and interest on the Series A Bonds becoming due and payable by the Company or the exercise of collateral. The Company's ability to make accelerated payments will be dependent upon its cash resources at the time, its ability to generate sufficient revenue and its access to alternative sources of funds. Accordingly, the Company's inability to comply with the financial conditions could have a materially adverse effect on the Company's financial condition.

Additional issuance of securities by the Company may dilute existing security holders, reduce some or all of the Company's financial measures on a per share basis, reduce the trading price of the Common Shares or other the Company securities or impede the Company's ability to raise future capital.

The Company may issue additional securities in the future in connection with acquisitions, strategic transactions, financings or for other purposes. To the extent additional securities are issued, the Company's existing security holders could be diluted and some or all of the Company's financial measures could be reduced on a per share basis. Additionally, the Company's securities issued in connection with a transaction may not be subject to resale restrictions and, as such, the market price of the Company's securities may decline if certain large holders of the Company's securities or recipients of the Company's securities in connection with an acquisition, sell all or a significant portion of such securities or are perceived by the market as intending to sell such securities. In addition, such issuances of securities may impede the Company's ability to raise capital through the sale of additional equity securities in the future.

The Company's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of noncompliance, which could have an adverse effect on the price of the Company's securities.

The Company is subject to changing rules and regulations promulgated by a number of Israeli and Canadian governmental and self-regulated organizations, including the Stock Exchange and the Canadian Securities Administrators. These rules and regulations continue to evolve in scope and complexity, making compliance more difficult and uncertain. Further, the Company's efforts to comply with such rules and regulations, and other new rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of Management time and attention from revenue-generating activities to compliance activities.

Certain of the Company's directors and officers serve in similar positions with other public companies, which could put them in a conflict position from time to time.

Certain of the directors and officers of the Company also serve as directors or officers of, or have significant shareholdings in, other companies, and, to the extent that such other companies may engage in transactions or participate in the same ventures in which the Company participates, or in transactions or ventures in which the Company may seek to participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the directors and officers may result in a material and adverse effect on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities.

XVIII. Additional Information

On February 8, 2022, the Company exercised its option to extend the loan associated with its Courtyard portfolio to June 9, 2022. Refer to Section X "Liquidity and Financial Position."

For further information about the Company, please visit the Company's website at www.skylineinvestments.com or SEDAR at www.sedar.com or Israeli Securities regulators www.magna.isa.gov.il.

March 10, 2022