



GLACIER MEDIA INC.
MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

THIRD QUARTER 2021 MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

FORWARD-LOOKING STATEMENTS

In this MD&A, Glacier Media Inc. and its subsidiaries are referred to collectively as "Glacier", "us", "our", "we" or the "Company" unless the context requires otherwise.

The report is dated November 10, 2021 and includes information up to this date.

Glacier Media Inc.'s Interim Report, including this MD&A contains forward-looking statements that relate to, among other things, our objectives, goals, strategies, intentions, plans, beliefs, expectations and estimates and can generally be identified by the use of statements that include phrases such as "believe", "expected", "anticipate", "intend", "plan", "likely", "will", "may", "could", "should", "would", "suspect", "outlook", "estimate", "forecast", "objective", "continue" (or the negative thereof) or similar words or phrases. These forward-looking statements include, among other things, statements relating to our expectations regarding revenues, expenses, cash flows, future profitability and the effect of our strategic initiatives, including our expectations to grow certain operations, to invest in key strategic areas, to generate sufficient cash flow from operations to meet anticipated working capital, capital expenditures, and debt service requirements, that future cash flow from operations and the availability under existing banking arrangements are believed to be adequate to support financial liabilities, that the Company can renegotiate its credit facilities before maturity the Company's expectation that revenues will recover as the pandemic abates and our expectation that the Company can generate future profits operating at lower levels of revenue from its digital media, data and information operations; the Company's belief that it has adequate liquidity to operate at lower revenue levels during the pandemic; and that the Company expects to be successful in its objection with CRA. These forward-looking statements are based on certain assumptions, including continued economic growth and recovery and the realization of cost savings in a timely manner and in the expected amounts, which are subject to risks, uncertainties and other factors which may cause results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements, and undue reliance should not be placed on such statements.

Important factors that could cause actual results to differ materially from these expectations include the continued impact of the COVID-19 pandemic, failure to implement or achieve the intended results from our strategic initiatives, the failure to reduce debt and the other risk factors listed in our Annual Information Form under the heading "Risk Factors" and in our Interim MD&A under the heading "Business Environment and Risks", many of which are out of our control. These other risk factors include, but are not limited to, the ability of the Company to sell advertising and subscriptions related to its publications, foreign exchange rate fluctuations, the seasonal and cyclical nature of the agricultural and energy sectors, discontinuation of government programs, general market conditions in both Canada and the United States, changes in the prices of purchased supplies including newsprint, the effects of competition in the Company's markets, dependence on key personnel, integration of newly acquired businesses, technological changes, tax risk, financing risk, debt service risk and cybersecurity risk.

The forward-looking statements made in the Company's Interim Report, including this MD&A, relate only to events or information as of the date on which the statements are made. Except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.

The Interim Report, this MD&A and the documents to which we refer herein should be read completely and with the understanding that our actual future results may be materially different from what we expect.

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

BASIS OF DISCUSSION AND ANALYSIS

The following management discussion and analysis of the financial condition and results of operations of the Company and other information is dated as at November 10, 2021 and should be read in conjunction with the Company's condensed interim consolidated financial statements and notes thereto as at and for the period ended September 30, 2021. The condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These condensed interim consolidated financial statements include only significant events and transactions affecting the Company during the current fiscal period and do not include all disclosures normally provided in the Company's annual consolidated financial statements. As a result, these condensed interim consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the period ended December 31, 2020 and related MD&A which can be obtained on the Company's website: www.glaciermedia.ca and on the System for Electronic Document Analysis and Retrieval ("SEDAR"). Interim results are not necessarily indicative of the results expected for the fiscal year.

NON-IFRS MEASURES

Earnings before interest, taxes, depreciation and amortization ("EBITDA"), EBITDA margin and EBITDA per share, are not generally accepted measures of financial performance under IFRS. In addition, certain results in this MD&A have been presented on a basis that includes the Company's share of revenue and expenses from its joint venture and associate operations, which reflects the basis on which management makes its operating decisions and performance evaluation. These measures including joint ventures and associates are also not generally accepted measures of financial performance under IFRS. Management utilizes these financial performance measures to assess profitability and return on equity in its decision making. In addition, the Company, its lenders and its investors use EBITDA to measure performance and value for various purposes. Investors are cautioned; however, that EBITDA should not be construed as an alternative to net (loss) income attributable to common shareholders determined in accordance with IFRS as an indicator of the Company's performance.

The Company's method of calculating these financial performance measures may differ from other companies and, accordingly, they may not be comparable to measures used by other companies. A quantitative reconciliation of these non-IFRS measures is included in the section entitled EBITDA Reconciliation with Per Share Amounts.

All financial references are in millions of Canadian dollars unless otherwise noted.

OVERVIEW OF THE BUSINESS

Glacier operates as an information and marketing solutions company pursuing growth in sectors where the provision of information and related services provides high customer value. The Company's "go to market" strategy is being pursued through two operational areas:

1. Data, analytics and intelligence; and
2. Content and marketing solutions

The data, analytics and intelligence products provide essential information, analysis and context that customers need for decision making, marketing needs, business opportunity identification and other purposes.

The Company has focused on a select group of industries that offer large addressable markets, growth opportunities and the ability to leverage its brands.

The content and marketing solutions products and offerings are being evolved and developed to address the changing needs of media - including both audience demand for content and client demand for marketing solutions.

Through its brands and operations, Glacier serves its clients and information users in three segments: Environmental and Property Information, Commodity Information and Community Media.

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

ENVIRONMENTAL AND PROPERTY INFORMATION



ERIS (Environmental Risk Information Services) provides environmental risk data and related products for commercial real estate properties across North America. This information is used by environmental consultants, CRE brokers, financial institutions and insurance companies to identify and assess environmental risks around commercial real estate transactions. ERIS is the #1 provider of CRE environmental data in the Canadian market and is #2 in the United States.



STP ComplianceEHS produces digital audit guides and compliance tools for use in environmental health and safety audits. Multi-national companies license STP's content for use throughout the United States and across more than forty countries worldwide.



REW is the leading residential real estate listings and property information marketplace in British Columbia and is expanding in Ontario and other parts of Canada. REW is now #1 in traffic and audience in B.C., after surpassing realtor.ca. The REW marketplace provides consumers with key real estate information and insights (e.g. school catchment areas, assessed values, past sales prices) in order to make better informed decisions about their home. Agents, new home developers and third-party providers (e.g. mortgage brokers, home insurance companies) use a variety of REW advertising, lead generation and subscription products to market their offerings to home buyers and sellers.

COMMODITY INFORMATION



Glacier FarmMedia ("GFM") is Canada's leading provider of agricultural information. GFM serves the Canadian grower and agricultural industry with digital media, listings, publications, exhibitions and weather and commodities marketing subscriptions. Well-known brands operated by GFM include the Western Producer, Alberta Farmer Express, Manitoba Co-Operator, Country Guide, Farmtario, Canada's Outdoor Farm Show ("COFS"), Ag In Motion ("AIM"), AgDealer, Global Auction Guide, MarketsFarm, METOS Canada and Weather Innovations.



Following the sale of the JWN energy information assets in March 2021, the Glacier Resource Innovation Group ("RIG") now exclusively serves the mining industry, associated suppliers and the financial industry with a wide variety of intelligence offerings. With significant operations in Vancouver and Toronto, RIG produces databases, conferences, digital media and e-learning programs for the mining sector. Key brands include the Northern Miner, the Canadian Mining Journal, CostMine, edumine, Mining.com and the Global Mining Symposium.

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

COMMUNITY MEDIA



DIGITAL MEDIA

Glacier Media Digital ("GMD") operations include local news, general community information and classifieds websites; digital marketing services; and specialty products and services. GMD brands include: Castanet Media, Vancouver Is Awesome, a partial interest in Village Media, Eastward Media (targeting the Asian market) and many others.

The Company's strategy is to build a standalone digital local media business with leading market positions in British Columbia and other Western Canadian markets. Glacier Media now has sufficient traffic, revenue and profit with Vancouver Is Awesome and its local websites and digital marketing services in the Lower Mainland to operate on a standalone basis.

Castanet is a digital only media business that has operated since 2000 and is the leading source of news and information in the Okanagan region of B.C. (Kelowna, Kamloops, Penticton and Vernon), with more than 54 million monthly page views.

Village Media is a digital only news and information business that operates sixteen of its own local websites in Ontario and operates websites for other media companies. It generates 72 million monthly page views across its network, and also licenses its own proprietary community website platform software.

Combined, Glacier's digital operations and network (the Local News Network), including network partners, now reaches over 35 million monthly unique visitors with over 240 million monthly page views. Local News Network is now one of the largest digital news network in Canada as measured by page views.

The Company is expanding its offerings of digital products and marketing services to 1) attract more local audience and provide the content its readers desire and 2) fulfill its clients' marketing needs, which are becoming more comprehensive and complex. The Company is continuing to publish newspapers as they still provide value to readers and advertisers, content and sales resources that can be shared with its digital products, and cash flow. The sharing of these resources and the cash flow generated are assisting with the transformation to local digital media operations.

COMMUNITY MEDIA NEWSPAPER GROUP

The Community Media newspaper group operations reach over 2 million readers in print in over 60 local markets in B.C., Alberta, Saskatchewan, and Manitoba. The group also owns partial interests in the U.S. Its brands include the Victoria Times-Colonist, North Shore News, Tri-Cities News, Burnaby Now, Richmond News, Prince George Citizen, St. Albert Gazette, Estevan Mercury, Yorkton This Week and many others.

Additional information on Glacier's operations is included in the Company's Annual Information Form as filed on SEDAR (www.sedar.com).

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

Q3 2021 OPERATING PERFORMANCE

The following results are presented to include the Company's proportionate share of its joint venture and associate operations; this is the basis on which management bases its operating decisions and performance⁽¹⁾. These reported results have been reconciled to the IFRS results below.

(thousands of dollars)	Revenue		EBITDA	
	Three months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Environmental and Property Information	10,471	6,760	1,505	1,566
Commodity Information	9,400	10,801	138	2,194
Community Media	28,578	25,307	4,326	7,978
Centralized and corporate costs	-	-	(1,518)	(1,594)
Total including joint ventures and associates ⁽¹⁾	48,449	42,868	4,451	10,144
Joint ventures and associates	(8,238)	(7,554)	(1,203)	(1,567)
Total IFRS	40,211	35,314	3,248	8,577

(thousands of dollars)	Revenue		EBITDA	
	Nine months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Environmental and Property Information	30,236	18,561	3,674	2,279
Commodity Information	31,801	33,491	4,322	8,022
Community Media	81,928	81,262	12,652	15,656
Centralized and Corporate Costs	-	-	(4,678)	(4,633)
Total Including Joint Ventures and Associates ⁽¹⁾	143,965	133,314	15,970	21,324
Joint Ventures and Associates	(23,244)	(23,720)	(4,069)	(4,623)
Total IFRS	120,721	109,594	11,901	16,701

(thousands of dollars, except share and per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
EBITDA including joint ventures and associates ⁽¹⁾	\$ 4,451	\$ 10,144	\$ 15,970	\$ 21,324
EBITDA including joint ventures and associates per share ⁽¹⁾	\$ 0.03	\$ 0.08	\$ 0.12	\$ 0.17
EBITDA	\$ 3,248	\$ 8,577	\$ 11,901	\$ 16,701
EBITDA per share	\$ 0.02	\$ 0.07	\$ 0.09	\$ 0.13
Capital expenditures	\$ 1,188	\$ 999	\$ 4,361	\$ 3,536
Weighted average shares outstanding, net	132,755,559	125,213,346	130,269,115	125,213,346

⁽¹⁾ Certain results are presented to include the Company's proportionate share of its joint venture and associate operations, as this is the basis on which management bases its operating decisions and performance. The Company's joint ventures and associates include Great West Media Limited Partnership, the Victoria Times-Colonist, Rhode Island Suburban Newspapers, Inc., and Village Media Inc. Borden Bridge Development Corporation was included up to August 31, 2021 at which point the Company acquired the remaining 50% and started to consolidate the results.

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

The results include the Canadian Emergency Wage Subsidy ("CEWS"), which under IFRS was \$1.4 million for the three months ending September 30, 2021 as compared to \$7.1 million for the three months ending September 30, 2020, and \$4.8 million for the nine months ending September 30, 2021 as compared to \$16.6 million for the nine months ending September 30, 2020.

(thousands of dollars)	IFRS		Including Joint Ventures and Associates	
	Three months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Revenue	40,211	35,314	48,449	42,868
EBITDA without CEWS	1,842	1,443	2,659	1,915
CEWS	1,406	7,134	1,792	8,229
EBITDA	3,248	8,577	4,451	10,144

(thousands of dollars)	IFRS		Including Joint Ventures and Associates	
	Nine months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Revenue	120,721	109,594	143,965	133,314
EBITDA without CEWS	7,078	101	9,670	1,433
CEWS	4,823	16,600	6,300	19,891
EBITDA	11,901	16,701	15,970	21,324

Consolidated revenue for the three months ended September 30, 2021 was \$40.2 million, up \$4.9 million or 13.9% from the same period in the prior year primarily as a result of 1) growth in a number of the Company's businesses due to stronger industry segment conditions and operating performance and 2) the significant impact of the COVID pandemic in the prior year and the resulting restrictions and cut-back in consumer and business activity.

Consolidated EBITDA was \$1.8 million, excluding CEWS but including varying levels of other grants and subsidies, for the period ended September 30, 2021 up \$0.4 million from \$1.4 million for the same period in the prior year. The results for the current period include three months of special Aid to Publishers ("ATP") at lower funding levels, as compared to the same quarter in the prior year which included six months of special ATP funding from the federal government at higher levels due to COVID, resulting in a decline in ATP funds recorded between the current and comparative period.

The Company recognized wage subsidies from the CEWS program of \$1.4 million for the three months ended September 30, 2021 compared to \$7.1 million for the same period last year, a decrease of \$5.7 million.

Consolidated EBITDA including CEWS was \$3.2 million for the three months ended September 30, 2021, down \$5.3 million from the same period in the prior year, including CEWS and other grants and subsidies recorded during the quarter.

The Company will no longer qualify for CEWS program funding subsequent to October 2021.

The Company has experienced an improvement in market conditions in a variety of its businesses, but is still being affected by the pandemic in a number of areas. The Company is monitoring conditions on an ongoing basis and will respond accordingly if required. Revenues have been recovering gradually, and the Company is working to maintain sufficient levels of operating income within these levels and making concerted efforts to bring revenues back further and increase profits and cash flow.

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

Continued investments are being made in key strategic development initiatives, including the REW digital real estate marketplace, new weather and agricultural markets subscription-based products, and digital community media products.

Outlook and Operating Highlights

The Company has been working to strengthen its financial position and operating profitability during the pandemic. Revenues were significantly affected early on, although they have continued to improve during the latter part of 2020 and throughout 2021. It remains unclear how the pandemic will continue to unfold and affect conditions for the market in general and the Company's businesses in particular.

The combination of improved revenues, cost management and stronger business conditions in a number of the markets in which the Company operates has resulted in significantly improved levels of operating profitability excluding wage subsidies. A number of the Company's areas of business remain affected by the pandemic, including the low level of activity in events and tourism in particular.

The Company has no debt net of cash and is now in a significantly stronger financial position with which to 1) operate at the lower levels of revenue and profitability currently being experienced in certain markets, 2) have the financial capacity to handle restructuring costs required and other cash obligations, and 3) withstand further economic uncertainty, additional waves of the pandemic and any related impact on revenues and cash flow.

While the pandemic and related measures are still affecting the Company's businesses to varying degrees, the Company's digital media, data, and information businesses have held up relatively well. The underlying fundamentals and value of these products have demonstrated resilience despite the challenging market conditions.

- Environmental and Property Information revenues were up 54.9% as compared to the prior year.
 - ERIS acquired the assets of GeoSearch in November 2020. ERIS also continues to grow organically, both in the U.S. and Canada.
 - STP and ERIS revenue grew significantly for the quarter, which includes revenue relating to the GeoSearch acquisition.
 - REW (the Company's residential real estate portal) generated significant revenue growth as a result of the strong residential real estate market conditions.
- Local Digital Media revenues were up 30.9% compared to the prior year.
 - Efforts to adjust sales focus and product offerings and pivot to areas of demand have been effective in growing digital revenues and generating marketing results for advertisers during the pandemic.
 - Digital audience growth was strong as the Company's monthly page views grew 40% for the quarter as compared to the same period last year.
- Glacier FarmMedia revenues were off 4.4% as compared to the same period in the prior year. With COVID restrictions still in place, neither of the COFS or AIM farm shows were able to return to the full in-person events. Smaller, localized events were held both virtually and in some cases in-person instead. In general, demand for food and agricultural output has remained strong during the pandemic.
- The energy and mining group revenues were off 35.9% as compared to the same period in the prior year as the result of the sale of the energy business in March 2021. The mining group revenue, on a standalone basis, was up 18.6% for the quarter.
- Print community media advertising revenues increased compared to the same quarter last prior year. The third quarter of 2020 was significantly impacted by the negative effects of the pandemic. Print revenues have been recovering gradually during the pandemic. Operating costs have been reduced significantly in response to the revenue declines. The federal government ATP program was expanded to include non-paid publications (the majority of the Company's publications are controlled non-paid distribution).

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

- Overall, the Company's operating profitability is improving. Excluding CEWS, consolidated IFRS EBITDA increased \$0.4 million to \$1.8 million for the quarter.

It is encouraging that the efforts and investment made in the core areas of focus for the Company prior to the pandemic have allowed demand for these products and services to be resilient during the pandemic. The respective brands, market positions and value to customers have remained strong.

Print advertising revenues declined the most, but are improving, albeit at lower than pre-pandemic levels. The expanded ATP program will help with the continued transition of the local media operations.

The Company and its partners are seeing that it is possible to operate local digital media businesses on a standalone basis without newspapers, and can be operated with newspaper staff as well as new staff.

Overall, the Company expects that as time progresses, and the pandemic abates, revenues will recover further. Due to the uncertainty surrounding the continued magnitude and impact of the COVID pandemic on the economy, it remains unclear what the impact will be on the Company's operations and financial position in the short-term.

The Company is working to reach the point where increases in the revenue, profit and cash flow from its data, analytics and intelligence products and digital media products exceeds the decline of its print advertising related profit and cash flow. The Company had made progress in this regard in the first two months of the first quarter of 2020 before the impact of the pandemic set in. The Company can operate at lower levels of revenue from its digital media, data and information operations in the future and operate profitably.

Financial Position. As at September 30, 2021, the Company was in a net cash positive position, with a cash balance of \$21.8 million and mortgages and other loans of \$4.6 million. This includes a new non-recourse mortgage on farm show land in Saskatchewan.

The Company has net \$6.7 million of deferred purchase price obligations to be paid over the next four years. This amount is net of contributions from minority partners. The Company has a \$5.0 million vendor-take back receivable to be paid over the next two years resulting from the sale of the Company's interest in Fundata and \$1.2 million potential earn-out proceeds receivable over the next three years from the sale of the energy business.

Q3 2021 OPERATING RESULTS

REVENUE

Glacier's consolidated revenue for the period ended September 30, 2021 was \$40.2 million compared to \$35.3 million for the same period in the prior year, up 13.9%.

ENVIRONMENTAL AND PROPERTY INFORMATION

The Environmental and Property Information group generated revenue of \$10.5 million for the three months ended September 30, 2021, as compared to \$6.8 million in the same period in the prior year, or an increase of 54.9%.

REW (the Company's residential real estate portal) generated significant revenue growth as a result of the strong residential real estate market conditions. ERIS and STP's revenues grew significantly compared to the same period in the prior year. This includes both organic growth and increased revenue relating to the GeoSearch acquisition.

COMMODITY INFORMATION

The Commodity Information group generated revenue of \$9.4 million for the three months ended September 30, 2021, as compared to \$10.8 million for the same period in the prior year, or a decrease of 13.0%. The Company sold its energy business in March 2021. During the third quarter, GFM had revenue decreases of 4.4% as the result of continued COVID restrictions on in-person events and limited virtual events. RIG had revenue decreases of 35.9%

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

as the result of the sale of the energy business in March 2021. The mining group on its own had revenue increases of 18.6% for the quarter as compared to the same period in the prior year.

COMMUNITY MEDIA

(thousands of dollars)	Revenue		EBITDA	
	Three months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Community Media including joint ventures and associates	28,578	25,307	4,326	7,978
Joint ventures and associates	(8,238)	(7,554)	(1,203)	(1,567)
Community Media IFRS	20,340	17,753	3,123	6,411

(thousands of dollars)	Revenue		EBITDA	
	Nine months ended September 30,			
	2021	2020	2021	2020
	\$	\$	\$	\$
Community Media Including Joint Ventures and Associates	81,928	81,262	12,652	15,656
Joint Ventures and Associates	(23,244)	(23,720)	(4,069)	(4,623)
Community Media IFRS	58,684	57,542	8,583	11,033

The Community Media Group generated \$20.3 million of revenue, up 14.6% for the three months ended September 30, 2021, as compared to \$17.8 million for the same period in the prior year.

Including the Company's share of joint ventures and associates, the Community Media Group's revenue was \$28.6 million, as compared to \$25.3 million for the same period in the prior year, or an increase of 12.9%.

Print revenues were up compared to the same period in the prior year as the third quarter of 2020 was significantly impacted from the negative effects of the pandemic and conditions have improved since then. Print advertising revenues have been gradually recovering throughout the pandemic.

DIGITAL MEDIA

Local Digital Media revenues were up 30.9% during the quarter compared to the same period in the prior year despite the pandemic.

Efforts to adjust sales focus and product offerings and pivot to areas of demand are proving effective in maintaining revenues despite the challenges of the pandemic.

Digital audience growth was strong, continuing a consistent pre-COVID trend and accelerating during the quarter due to the focus on local news and COVID related issues.

GROSS PROFIT

Glacier's consolidated gross profit, being revenues less direct expenses, for the three months ended September 30, 2021 was \$12.6 million as compared to \$17.7 million for the same period in the prior year. Gross profit improved excluding wage subsidies as a result of the improvement in revenues, but decreased including wage subsidies and other government grants because of the significant reduction in CEWS and other government funding recorded in the quarter compared to the same period last year (which were recorded as an offset to wage expense and other direct printing expenses) and the reversal of wage roll-backs.

Gross profit as a percentage of revenues ("gross profit margin") for the three months ended September 30, 2021 was 31.4% as compared to 50.2% for the same period in the prior year.

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

GENERAL & ADMINISTRATIVE EXPENSES

Glacier's consolidated general and administrative expenses were \$9.4 million for the three months ended September 30, 2021, up from \$9.2 million for the same period in the prior year. The increase in administrative costs primarily related to lower CEWS funds recorded, which were recorded as a reduction of wage expenses, the reversal of wage roll-backs, and increased legal fees.

EBITDA

EBITDA was \$3.2 million for the three months ended September 30, 2021 as compared to \$8.6 million for the same period in the prior year. The results are due to the various reasons stated under "Revenue, Gross Profit and General & Administrative Expenses". Part of this is the amounts recorded in 2021 and 2020 from CEWS and ATP. CEWS recorded during the period ended September 30, 2021 was \$1.4 million as compared to \$7.1 million for the same period in the prior year.

NET INTEREST EXPENSE, DEBT

Glacier's consolidated net interest expense for the three months ended September 30, 2021 was \$0.1 million as compared to \$0.4 million for the same period in the prior year. The lower interest expense recorded during the period was mainly due to the reduction of debt.

INTEREST EXPENSE, LEASE LIABILITIES

Interest expense relating to lease liabilities for the three months ended September 30, 2021 was \$0.1 million as compared to \$0.1 million for the same period in the prior year.

DEPRECIATION AND AMORTIZATION

Depreciation and amortization increased \$0.2 million as compared to the same period in the prior year. Depreciation of property, plant and equipment decreased. Amortization of intangible assets and right-of-use assets increased as the result of additions and acquisitions throughout 2020 and 2021.

RESTRUCTURING AND OTHER EXPENSES (NET)

Restructuring and other expenses (net) for the three months ended September 30, 2021 were less than \$0.1 million compared to \$2.1 million for the same period in the prior year. These expenses include restructuring costs (from the closure or divestiture of operations, or part of operations; including severance, redundant office costs and other direct closure costs during transition periods), transaction costs (including equity transactions with non-controlling interests), foreign exchange, amounts received from a company in which Glacier has a non-controlling interest, amounts received in excess of accrued deferred sales prices receivable and other income and other expenses.

SHARE OF EARNINGS FROM JOINT VENTURES AND ASSOCIATES

Share of earnings from joint ventures and associates, which include the Company's share of Great West Media Limited Partnership ("GWMLP"), the Victoria Times-Colonist ("VTC"), Rhode Island Suburban Newspapers, Inc. ("RISN"), and Village Media Inc. ("Village"), increased \$1.1 million as compared to the same period in the prior year. Included is the CEWS received in the joint ventures and associates.

Borden Bridge Development Corporation was included up to August 31, 2021 at which point the Company acquired the remaining 50% and started to consolidate the results.

Aggregate operating results for the Company's joint ventures and associates, at the Company's proportionate share of the results, are as follows:

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

(thousands of dollars)	As at September 30, 2021	As at December 31, 2020
	\$	\$
Assets	60,976	61,914
Liabilities	13,541	18,827
Net assets	47,435	43,087

(thousands of dollars)	Three months ended September 30, 2021	2020
	\$	\$
Revenues	8,238	7,554
EBITDA	1,203	1,567
Net income for the period	1,370	303

(thousands of dollars)	Nine months ended September 30, 2021	2020
	\$	\$
Revenues	23,244	23,720
EBITDA	4,069	4,623
Net income for the period	3,210	1,067

NET INCOME ATTRIBUTABLE TO NON-CONTROLLING INTERESTS

Net income attributable to non-controlling interest increased by \$0.9 million mainly as the result of the sale of 45% of ERI Environmental Risk LP ("ERI") in July 2020, and ERI's growth in 2021 and the impact CEWS had on net income of subsidiaries with non-controlling interests.

NET INCOME (LOSS) ATTRIBUTABLE TO COMMON SHAREHOLDERS

For the three months ended September 30, 2021 net income attributable to common shareholders decreased by \$1.1 million as compared the same period in the prior year. The change resulted from i) lower operating results of \$5.3 million (the decrease is mainly the result of a decrease in the amount of CEWS recorded), ii) increased depreciation and amortization of \$0.2 million, and iii) higher income attributable to non-controlling interest of \$0.9 million. This was partially offset by i) lower interest expense on debt of \$0.3 million, ii) lower restructuring and other expenses (net) of \$2.1 million, iii) higher share of earnings from joint ventures and associates of \$1.1 million, and iv) a higher income tax recovery of \$1.9 million.

OTHER COMPREHENSIVE INCOME (NET OF TAX)

For the three months ended September 30, 2021, Glacier recognized other comprehensive income (net of tax) of \$0.5 million. The income related to the mix of actuarial gains and losses on defined benefit pension plans resulting from the change in actuarial assumptions, mainly the discount rate, and the change in the currency translation adjustment.

CASH FLOW FROM OPERATIONS

Glacier's consolidated cash flow from operations was \$3.2 million (before changes in non-cash operating accounts) for the three months ended September 30, 2021 as compared to \$6.6 million for the same period in the prior year. The change in cash flow from operations was primarily the result of the factors stated under "Revenue, Gross Profit, General & Administrative Expenses and EBITDA".

Capital expenditures were \$1.2 million in the period as compared to \$1.0 million for the same period in the prior year. The majority of the current year expenditures relate to the development and implementation of software and

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

websites, content development, data and technology acquisition and the purchase of weather stations. Prior year capital expenditures related to development and implementation of software and websites.

See "Summary of Financial Position, Financial Requirements and Liquidity" for further details.

CONTINGENCY

During 2014-2018 an affiliate of the Company ("the affiliate") has received, from the Canada Revenue Agency ("CRA") and provincial tax authorities, tax notices of reassessments and assessments relating to the taxation years 2008-2017. The notices deny the application of non-capital losses, capital losses, scientific research and experimental development ("SR&ED") pool deductions and SR&ED tax credits claimed. As a result additional taxes payable including interest and penalties are assessed at approximately \$60.6 million. The affiliate has filed notices of objection with the CRA and provincial taxing authorities and has substantially paid the required deposits, which has been recorded in Other assets.

The Company, the affiliate and its counsel believe that the filing positions adopted by the affiliate in all years are appropriate and in accordance with the law. The affiliate is vigorously defending such positions. The Company and its affiliate expect to ultimately be successful in its objection.

SELECTED INTERIM FINANCIAL INFORMATION

The following outlines selected financial statistics and performance measures for Glacier, on an IFRS basis (other than the non-IFRS measures noted) for the three months ended September 30, 2021 and 2020:

(thousands of dollars) except share and per share amounts	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Revenue	\$ 40,211	\$ 35,314	\$ 120,721	\$ 109,594
Gross profit ⁽²⁾	\$ 12,610	\$ 17,739	\$ 40,626	\$ 42,152
Gross margin	31.4%	50.2%	33.7%	38.5%
EBITDA ⁽¹⁾	\$ 3,248	\$ 8,577	\$ 11,901	\$ 16,701
EBITDA margin ⁽¹⁾	8.1%	24.3%	9.9%	15.2%
EBITDA per share ⁽¹⁾	\$ 0.02	\$ 0.07	\$ 0.09	\$ 0.13
Net interest expense, debt	\$ 119	\$ 391	\$ 506	\$ 1,335
Net (loss) income attributable to common shareholders	\$ 75	\$ 1,133	\$ (96)	\$ (18,892)
Net (loss) income attributable to common shareholders per share	\$ 0.00	\$ 0.01	\$ 0.00	\$ (0.15)
Cash flow from operations	\$ 3,166	\$ 6,601	\$ 12,437	\$ 12,915
Cash flow from operations per share	\$ 0.02	\$ 0.05	\$ 0.10	\$ 0.10
Capital expenditures	\$ 1,188	\$ 999	\$ 4,361	\$ 3,536
Total assets	\$ 270,383	\$ 255,828	\$ 270,383	\$ 255,828
Total non-current financial liabilities	\$ 21,968	\$ 11,508	\$ 21,968	\$ 11,508
Equity attributable to common shareholders	\$ 182,186	\$ 164,699	\$ 182,186	\$ 164,699
Weighted average shares outstanding, net	132,755,559	125,213,346	130,269,115	125,213,346

Notes:

⁽¹⁾ Refer to "Non-IFRS Measures" and "EBITDA Reconciliation" section for calculation of non-IFRS measures used in this table.

⁽²⁾ Gross profit for these purposes excludes depreciation and amortization.

The main factors affecting the comparability of the third quarter results include:

- Operating performance of the Company's various business units and general market conditions during the reported periods;
- The varying impact of COVID-19 on the Company's operations' revenues and expenses;
- The \$1.4 million of CEWS as an offset to wage expense for the three months ended September 30, 2021, \$1.2 million for the three months ended June 30, 2021 and \$2.2 million for the three months ended March 31, 2021, as compared to \$7.1 million for the three months ended September 30, 2020, \$8.8 million for the three months ended June 30, 2020 and \$0.6 million in the three months ended March 31, 2020. Other subsidies were also

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

received, at varying levels during throughout 2021 as compared to 2020. Additionally, certain joint venture and associate entities also received CEWS during these periods;

- In March 2021, the Company sold its energy business for net cash proceeds of \$4.3 million plus a potential earn-out of up to \$3.5 million. The earn-out is revenue based and payable over three years. The Company recorded an estimated \$1.2 million as a receivable relating to the discounted deferred consideration. A gain of \$2.2 million was recorded on the sale;
- In July 2020, the sale of a 45% non-controlling interest in ERI Environmental Risk LP; and
- In November 2020, the Company, through its subsidiaries ERIS Information Inc. and ERIS Information LP (together "ERIS"), acquired the assets of GeoSearch LLC, a U.S. based company, resulting in increased revenues and expenses in subsequent periods.

SUMMARY OF QUARTERLY RESULTS

The following outlines the significant financial performance measures for Glacier for the last eight quarters:

(thousands of dollars) except share and per share amounts	Trailing 12 Months	Q3 2021	Q2 2021	Q1 2021	Q4 2020
Revenue	\$ 162,431	\$ 40,211	\$ 41,013	\$ 39,497	\$ 41,710
EBITDA ⁽¹⁾	\$ 18,141	\$ 3,248	\$ 4,250	\$ 4,403	\$ 6,240
EBITDA margin ⁽¹⁾	11.2%	8.1%	10.4%	11.1%	15.0%
EBITDA per share ⁽¹⁾	\$ 0.14	\$ 0.02	\$ 0.03	\$ 0.04	\$ 0.05
Net interest expense, debt	\$ 766	\$ 119	\$ 149	\$ 238	\$ 260
Net income (loss) attributable to common shareholders	\$ 3,830	\$ 75	\$ (1,902)	\$ 1,731	\$ 3,926
Net income (loss) attributable to common shareholders per share	\$ 0.03	\$ 0.00	\$ (0.01)	\$ 0.01	\$ 0.03
Cash flow from operations	\$ 20,888	\$ 3,166	\$ 3,356	\$ 5,916	\$ 8,450
Cash flow from operations per share	\$ 0.16	\$ 0.02	\$ 0.03	\$ 0.05	\$ 0.07
Capital expenditures	\$ 5,355	\$ 1,188	\$ 2,060	\$ 1,113	\$ 994
Equity attributable to common shareholders	\$ 182,186	\$ 182,186	\$ 181,765	\$ 182,795	\$ 170,761
Weighted average shares outstanding, net	128,994,784	132,755,559	132,755,559	125,213,346	125,213,346

	Trailing 12 Months	Q3 2020	Q2 2020	Q1 2020	Q4 2019
Revenue	\$ 156,193	\$ 35,314	\$ 30,999	\$ 43,281	\$ 46,599
EBITDA ⁽¹⁾	\$ 18,334	\$ 8,577	\$ 6,191	\$ 1,933	\$ 1,633
EBITDA margin ⁽¹⁾	11.7%	24.3%	20.0%	4.5%	3.5%
EBITDA per share ⁽¹⁾	\$ 0.15	\$ 0.07	\$ 0.05	\$ 0.02	\$ 0.01
Net interest expense, debt	\$ 1,669	\$ 391	\$ 502	\$ 442	\$ 334
Net (loss) income attributable to common shareholders	\$ (20,058)	\$ 1,133	\$ (7,816)	\$ (12,209)	\$ (1,166)
Net (loss) income attributable to common shareholders per share	\$ (0.16)	\$ 0.01	\$ (0.06)	\$ (0.10)	\$ (0.01)
Cash flow from operations	\$ 12,913	\$ 6,601	\$ 5,832	\$ 482	\$ (2)
Cash flow from operations per share	\$ 0.10	\$ 0.05	\$ 0.05	\$ 0.00	\$ 0.00
Capital expenditures	\$ 4,761	\$ 999	\$ 1,214	\$ 1,323	\$ 1,225
Equity attributable to common shareholders	\$ 164,699	\$ 164,699	\$ 152,340	\$ 162,881	\$ 176,953
Weighted average shares outstanding, net	125,213,346	125,213,346	125,213,346	125,213,346	125,213,346

Notes:

⁽¹⁾ Refer to "Non-IFRS Measures" and "EBITDA Reconciliation" section for calculation of non-IFRS measures used in this table.

The main factors affecting comparability of results over the last eight quarters are:

- Operating performance of the Company's various business units, including cost-reduction initiatives and general market conditions during the reported periods;
- The impact of COVID-19 on certain of the Company's operations' revenues and expenses;
- The \$1.4 million of CEWS as an offset to wage expense for the three months ended September 30, 2021, \$1.2 million for the three months ended June 30, 2021 and \$2.2 million for the three months ended March 31, 2021,

GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

as compared to \$7.1 million for the three months ended September 30, 2020, \$8.8 million for the three months ended June 30, 2020 and \$0.6 million in the three months ended March 31, 2020. Other subsidiaries were also received, at varying levels during throughout 2021 as compared to 2020. Additionally, certain joint venture and associate entities also received CEWS during these periods;

- In March 2021, the Company sold its energy business for net cash proceeds of \$4.3 million plus a potential earn-out of up to \$3.5 million. The earn-out is revenue based and payable over three years. The Company recorded an estimated \$1.2 million as a receivable relating to the discounted deferred consideration. A gain of \$2.2 million was recorded on the sale;
- In July 2020, the sale of a 45% non-controlling interest in ERI Environmental Risk;
- In November 2020, the Company, through its subsidiaries ERIS Information Inc. and ERIS Information LP (together "ERIS") acquired the assets of GeoSearch LLC, a U.S. based company, resulting in increased revenues and expenses in subsequent periods; and
- An impairment charge of \$23.5 million for the year ended December 31, 2020. \$3.5 million during the three months ended December 31, 2020, \$9.1 million during the three months ended June 30, 2020 and \$10.9 million during the three months ended March 31, 2020.

EBITDA RECONCILIATION

The following table reconciles the Company's net (loss) income attributable to common shareholders as reported under IFRS to EBITDA.

(thousands of dollars) except share and per share amounts	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Net (loss) income attributable to common shareholders	\$ 75	\$ 1,133	\$ (96)	\$ (18,892)
Add (deduct):				
Non-controlling interests	\$ 2,242	\$ 1,343	\$ 6,526	\$ 1,877
Net interest expense, debt	\$ 119	\$ 391	\$ 506	\$ 1,335
Interest expense, lease liability	\$ 117	\$ 146	\$ 355	\$ 459
Depreciation and amortization	\$ 3,229	\$ 3,050	\$ 9,306	\$ 9,139
Net gain on sale	\$ -	\$ -	\$ (2,207)	\$ -
Impairment expense	\$ -	\$ -	\$ -	\$ 19,964
Restructuring and other expenses (net)	\$ 27	\$ 2,106	\$ 596	\$ 4,620
Share of earnings from joint ventures and associates	\$ (1,370)	\$ (303)	\$ (3,210)	\$ (1,067)
Income tax expense (recovery)	\$ (1,191)	\$ 711	\$ 125	\$ (734)
EBITDA ⁽¹⁾	\$ 3,248	\$ 8,577	\$ 11,901	\$ 16,701
Weighted average shares outstanding, net	132,755,559	125,213,346	130,269,115	125,213,346
Net (loss) income attributable to common shareholders per share	\$ 0.00	\$ 0.01	\$ 0.00	\$ (0.15)
EBITDA per share ⁽¹⁾	\$ 0.02	\$ 0.07	\$ 0.09	\$ 0.13

Notes:

⁽¹⁾ Refer to "Non-IFRS Measures" section for discussion of non-IFRS measures used in this table.

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

SUMMARY OF FINANCIAL POSITION, FINANCIAL REQUIREMENTS AND LIQUIDITY

Glacier generates sufficient cash flow from operations to meet anticipated working capital, capital expenditures, and debt service requirements.

As at September 30, 2021, Glacier had consolidated cash and cash equivalents of \$21.8 million, current and long-term debt of \$4.6 million, and working capital of \$23.2 million excluding deferred revenue. Glacier's actual cash working capital is greater than reflected by the amounts indicated on the consolidated balance sheet due to deferred revenue relating to renewals and subscriptions that have been paid for by subscribers but not yet delivered; and the costs associated with the fulfillment of this liability are less than the amount indicated in current liabilities.

Capital expenditures were \$1.2 million in the period as compared to \$1.0 million for the same period in the prior year. The majority of the current year expenditures relate to the development and implementation of software and websites, content development, data and technology acquisition and the purchase of weather stations. Prior year capital expenditures related to development and implementation of software and websites.

CHANGES IN FINANCIAL POSITION

(thousands of dollars)	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
	\$	\$	\$	\$
Cash generated from (used in)				
Operating activities	9,633	10,038	11,971	12,660
Investing activities	577	(1,485)	4,126	(2,564)
Financing activities	(2,896)	(6,836)	(8,583)	(2,358)
Increase in cash	7,314	1,717	7,514	7,738

The changes in the components of cash flows during the third quarter of 2021 and 2020 are detailed in the consolidated statements of cash flows of the financial statements. The more significant changes are discussed below.

OPERATING ACTIVITIES

Glacier generated cash flow from operations before changes in non-cash operating accounts of \$3.2 million for the period ended September 30, 2021 as compared to \$6.6 million for the same period in the prior year as a result of the factors stated under Revenue, Gross Profit, General & Administrative Expenses and EBITDA. Cash flow generated from operations after changes in non-cash working capital was \$9.6 million for the period ended September 30, 2021 as compared to \$10.0 million used in operating activities for the same period in the prior year.

INVESTING ACTIVITIES

Cash generated from investing activities totalled \$0.6 million for the period ended September 30, 2021 as compared to cash used of \$1.5 million for the same period in the prior year. Investing activities included \$1.2 million of capital expenditures, \$1.4 million distributions received from joint ventures and associates, and \$0.3 million of other investing activities.

FINANCING ACTIVITIES

Cash used in financing activities was \$2.9 million for the period ended September 30, 2021 as compared to \$6.8 million for the same period in the prior year. The Company had net repayment of debt of \$0.1 million as compared to \$16.0 million in the comparative period, \$1.8 million distributions to non-controlling interests, interest paid on debt of \$0.1 million, interest paid on lease liabilities of \$0.1 million, and principal payment of lease liabilities of \$0.8 million.

GLACIER MEDIA INC.

MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

OUTSTANDING SHARE DATA

As at September 30, 2021 and November 10, 2021 there were 132,755,559 common shares and 1,115,000 share purchase warrants outstanding.

The warrants outstanding allow the holder to purchase one common share per warrant at \$4.48 per share. The warrants expire on June 28, 2029, unless extended.

CONTRACTUAL AGREEMENTS

In May 2021, the Company entered into a new financing agreement with a major Canadian bank, replacing the previous facility. The new facility matures on May 31, 2024 and is a revolving facility with no requirement for principal payments during the term.

In summary, the Company's contractual obligations due over the next five calendar years are as follows:

(thousands of dollars)	Total	2021	2022	2023	2024	2025	Thereafter
	\$	\$	\$	\$	\$	\$	\$
Debt	4,630	380	410	326	1,738	129	1,647
Undiscounted lease liabilities	8,598	874	2,489	1,907	1,357	686	1,285
	13,228	1,254	2,899	2,233	3,095	815	2,932

Under the existing agreement, the Company, its subsidiaries and its affiliates are required to meet certain covenants. The Company, its subsidiaries and its affiliates were fully in compliance with these covenants at September 30, 2021 and 2020.

FINANCIAL INSTRUMENTS

The Company's activities result in exposure to a variety of financial risks, including risks relating to foreign exchange, credit, interest rate, and liquidity risk.

Certain of the Company's products are sold at prices denominated in U.S. dollars while the majority of its operational costs and expenses are incurred in Canadian dollars. An increase in the value of the Canadian dollar relative to the U.S. dollar reduces the revenue in Canadian dollar terms realized by the Company from sales made in U.S. dollars.

The Company also has foreign operations in the United States whose earnings are exposed to foreign exchange risk.

The Company sells its products and services to a variety of customers under various payment terms and therefore is exposed to credit risks from its trade receivables from customers. The Company has adopted policies and procedures designed to limit these risks. The carrying amounts for trade receivables are net of applicable expected credit loss allowances, which are determined using the expected credit losses ("ECL") model. Expected credit losses are measured as the present value of cash shortfalls from all possible default events, discounted at the effective interest rate of the financial asset. The Company is protected against any concentration of credit risk through its products, broad clientele and geographic diversity.

The Company's interest rate risk mainly arises from the interest rate impact on cash and floating rate debt. The Company actively manages its interest rate risk through ongoing monitoring of market interest rates and the overall economic situation.

The Company is exposed to liquidity risk with respect to trade payables, debt, and contractual obligations. The Company manages liquidity by maintaining adequate cash balances and by having appropriate lines of credit available. In addition, the Company continuously monitors and reviews both actual and forecasted cash flows. Management believes that future cash flow from operations and the availability under existing banking



GLACIER MEDIA INC. MANAGEMENT'S DISCUSSION & ANALYSIS ("MD&A")

arrangements will be adequate to support its financial liabilities. Glacier's actual cash working capital is greater than reflected by the amounts indicated on the consolidated balance sheet due to deferred revenue relating to renewals and subscriptions that have been paid for by subscribers but not yet delivered; and the costs associated with the fulfillment of this liability are less than the amount indicated in current liabilities.

The carrying value of certain financial instruments maturing in the short-term approximates their fair value. These financial instruments include cash and cash equivalents, trade and other receivable, trade and other payables, debt and other current and non-current liabilities (classified as measured at amortized cost), and other investments (classified as measured at fair value through other comprehensive income or fair value through profit and loss). The fair values calculated approximate the amounts for which the financial instruments could be settled between consenting parties, based on current market data for similar instruments. Consequently, as estimates must be used to determine fair value, they must not be interpreted as being realizable in the event of an immediate settlement of the instruments.

BUSINESS ENVIRONMENT AND RISKS

A comprehensive discussion of Risks and Uncertainties was included in the 2020 Annual Report and can be found on SEDAR. The discussion is applicable for the period ended September 30, 2021.

DISCLOSURE CONTROLS AND INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established disclosure controls and procedures to ensure that the information disclosed in this MD&A and the related financial statements was properly recorded, processed, summarized and reported to the Audit Committee and Board.

The Company did not make any changes to its internal controls over financial reporting ("ICFR") during the most recent period ended September 30, 2021 which materially affected, or are reasonably likely to materially affect, the Company's ICFR.