



**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

**URBANFUND CORP.**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

<b>PROPERTY PORTFOLIO</b>	<b>Accounting treatment under IFRS</b>	<b>Ownership Interest (%)</b>	<b>Site Size (sq. ft.)</b>	<b>Total Suites (#)</b>
<b>Property and Location</b>				
<b>ONTARIO</b>				
<u>Residential</u>				
3080-3094 Don Mills Road. & 200 Van Horne Avenue, Toronto	Wholly-owned	100%	200,812	84
63 Scott Street, Kitchener ("The Scott")	Limited partnership	86.7%	100,610	133
			<u>301,422</u>	<u>217</u>
<u>Commercial</u>				
305 North Front Street, Toronto	Wholly-owned	100%	72,796	12
476 Wonderland Road, London	Wholly-owned	100%	16,000	5
2074, 2080 and 2084 Steeles Avenue East, Brampton	Joint operation	25%	206,261	65
			<u>295,057</u>	<u>82</u>
<b>QUEBEC</b>				
<u>Residential</u>				
7251 Avenue Malicorne, Montreal	Joint operation	10%	535,418	312
11 Rue Thibault, Levis	Joint operation	10%	97,757	90
11 Curé Pelleitier, Levis	Joint operation	10%	125,485	108
249 Avenue Du Pont-Scott, Quebec City	Joint operation	10%	172,803	192
2924 Rue De La Verdure, Quebec City	Joint operation	10%	246,665	208
890 Rue Bourgogne, Quebec City	Joint operation	10%	117,240	92
656 Avenue De Lestres, Quebec City	Joint operation	10%	473,515	396
4300 4e Avenue East, Quebec City	Joint operation	10%	394,938	280
			<u>2,163,821</u>	<u>1,678</u>
<u>Commercial</u>				
352 Avenue Saint-Sacrement, Quebec City	Joint operation	10%	28,084	11
<b>NOVA SCOTIA</b>				
<u>Residential</u>				
10 Joseph Young Street, Dartmouth	Equity investment	20%	48,283	42
15 Highfield Park Drive, Dartmouth	Equity investment	20%	94,813	79
17 Highfield Park Drive, Dartmouth	Equity investment	20%	5,551	44
20 Joseph Young Street, Dartmouth	Equity investment	20%	43,562	39
21 Highfield Park Drive, Dartmouth	Equity investment	20%	85,076	71
25 Highfield Park Drive, Dartmouth	Equity investment	20%	85,078	71
30 Joseph Young Street, Dartmouth	Equity investment	20%	43,581	39
40 Joseph Young Street, Dartmouth	Equity investment	20%	86,243	75
47 Joseph Young Street, Dartmouth	Equity investment	20%	106,286	88
51 Joseph Young Street, Dartmouth	Equity investment	20%	104,610	87
55 Highfield Park Drive, Dartmouth	Equity investment	20%	90,241	72
65 Highfield Park Drive, Dartmouth	Equity investment	20%	90,161	72
76 Highfield Park Drive, Dartmouth	Equity investment	20%	135,533	128
80 Highfield Park Drive, Dartmouth	Equity investment	20%	66,882	56
86 Highfield Park Drive, Dartmouth	Equity investment	20%	66,117	53
90 Highfield Park Drive, Dartmouth	Equity investment	20%	66,117	53
94 Highfield Park Drive, Dartmouth	Equity investment	20%	66,117	53
95 Highfield Park Drive, Dartmouth	Equity investment	20%	104,651	86
96 Highfield Park Drive, Dartmouth	Equity investment	20%	96,703	75
98 Highfield Park Drive, Dartmouth	Equity investment	20%	86,081	71
74 Bellbrook Crescent, Dartmouth	Equity investment	20%	61,943	43
435 Portland Hills Drive, Dartmouth	Equity investment	20%	58,694	51
449 Portland Hills Drive, Dartmouth	Equity investment	20%	53,029	51
10 Micmac Boulevard, Dartmouth	Equity investment	20%	67,420	56
27 Brookdale Crescent, Dartmouth	Equity investment	20%	62,784	54
			<u>1,875,556</u>	<u>1,609</u>

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#### INTRODUCTION

This Management's Discussion and Analysis ("MD&A") is provided to enable a reader to assess the results of the operations and financial condition for Urbanfund Corp. for the three and nine months ended September 30, 2021. This MD&A is dated November 25, 2021 and should be read in conjunction with the unaudited interim condensed consolidated financial statements as at and for the nine months ended September 30, 2021 ("Consolidated Financial Statements") and the annual audited consolidated financial statements and related notes for the year ended December 31, 2020 ("Annual Consolidated Financial Statements"). Unless the context indicates otherwise, references to "Urbanfund", "the Company", "we", "us" and "our" in this MD&A refer to Urbanfund Corp. and its consolidated operations.

#### FORWARD-LOOKING INFORMATION

Certain information included in this MD&A contains forward-looking information within the meaning of applicable Canadian securities laws. This information includes, but is not limited to, statements made in *Business Overview and Strategy*, *Results from Operations*, *Investment Properties*, *Properties under Development*, *Inventory Properties*, *Other Real Estate Investments*, *Debt Profile*, and other statements concerning Urbanfund's objectives, its strategies to achieve those objectives, as well as statements with respect to management's beliefs, plans, estimates, and intentions, and similar statements concerning anticipated future events, results, circumstances, performance or expectations that are not historical facts. Forward-looking information generally can be identified by the use of forward-looking terminology such as "outlook", "objective", "may", "will", "would", "expect", "intend", "estimate", "anticipate", "believe", "should", "plan", "continue", or similar expressions suggesting future outcomes or events or the negative thereof. Such forward-looking information reflects management's beliefs and is based on information currently available. All forward-looking information in this MD&A is qualified by the following cautionary statements.

Forward looking information necessarily involves known and unknown risks and uncertainties, which may be general or specific and which give rise to the possibility that expectations, forecasts, predictions, projections or conclusions will not prove to be accurate, assumptions may not be correct and objectives, strategic goals and priorities may not be achieved. A variety of factors, many of which are beyond Urbanfund's control, affect the operations, performance and results of the Company and its subsidiaries, and could cause actual results to differ materially from current expectations of estimated or anticipated events or results.

Although Urbanfund believes that the expectations reflected in such forward-looking information are reasonable and represent the Company's projections, expectations and beliefs at this time, such information involves known and unknown risks and uncertainties which may cause the Company's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking information. Important factors that could cause actual results to differ materially include but are not limited to: *Market Conditions*, *Real Estate Ownership*, *Additional Costs Related to Acquisitions*, *Additional Costs Related to Real Estate Projects and Lease Renewals and Rental Increases*. See statements made in the *Risks and Uncertainties* section of this MD&A for further information. The reader is cautioned to consider these factors, uncertainties and potential events carefully and not to put undue reliance on forward-looking information, as there can be no assurance that actual results will be consistent with such forward-looking information.

The forward-looking information included in this MD&A is made as of the date of this MD&A and should not be relied upon as representing Urbanfund's views as of any date subsequent to the date of this MD&A. Management undertakes no obligation, except as required by applicable law, to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise.

#### BUSINESS OVERVIEW AND STRATEGY

##### Business Overview

Urbanfund Corp. is an Ontario corporation listed on the TSX Venture Exchange ("TSX-V") under the symbol UFC. The Company is a reporting issuer in Alberta, British Columbia and Ontario. Urbanfund's focus is to invest in Canadian real estate and real estate related projects with a focus on a mix of both residential and commercial properties. The Company's assets are located in Toronto, Brampton, Belleville, Kitchener and London, Ontario, Quebec City and Montreal, Quebec and Dartmouth, Nova Scotia.

##### Operational Highlights

Part of Urbanfund's strength is its ability to attract partners with proven track records with both residential and commercial development expertise. Urbanfund continues to build alliances with its strategic partners:

- 10 Mic Mac Boulevard and 27 Brookdale Crescent - On November 10, 2020, the Company acquired a 20% interest in West Mic Mac Properties Inc., with the remaining 80% interest retained by Westdale Construction Co. Limited ("Westdale"). In turn, West Mic Mac Properties Inc. purchased 10 Mic Mac Boulevard and 27 Brookdale Crescent, Dartmouth, Nova Scotia for

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\$17,000,000 plus customary closing costs, funded by a \$13,000,000 mortgage and \$4,000,000 in equity contributions. This portfolio features three rental apartment buildings containing 110 suites.

- *Steeles Avenue East* – In May 2020, Urbanfund, along with its joint venture partners Takol Real Estate Inc. and 2074-2084 Steeles Avenue East Inc., purchased properties located on 2074-2080-2084 Steeles Avenue East, Brampton, Ontario. The properties were purchased for \$32,000,000 plus customary closing costs, funded by a \$24,000,000 mortgage and \$8,000,000 in equity contributions. The Company holds a 25% interest in this joint venture. The purpose of the joint venture is to develop and sell industrial condominium units upon its completion.
- *Alfred Kuehne* – In February 2020, Urbanfund sold all remaining units within the 4 Alfred Kuehne, Brampton, Ontario project and received a total distribution of \$2,874,228 which included a return of capital of \$1,800,000 and a distribution of income of \$1,074,228. See *Inventory Properties*.

## Objectives

The Company's objectives are to: (i) directly and indirectly acquire, own and operate a portfolio of properties and invest in real estate related projects with a focus on a mix of both residential and commercial properties; (ii) make stable quarterly cash distributions to shareholders; (iii) enhance operating income and property values through active management; and (iv) where prudent, to realize on investments through dispositions.

## Outlook

COVID-19 continues to be at the center of everyone's attention during 2021. Urbanfund is taking all necessary measures to provide support to its residents, tenants, suppliers, and staff. Urbanfund's focus is on how to best manage the challenges to our business during these times.

All governments, where the Company operates, have put in place numerous stringent measures to protect citizens and to slow the spread of the COVID-19 virus. These measures, which include restrictions or closures, may be implemented at any time based on local COVID-19 counts. Nonetheless, the Company has seen our tenants adapt as best that they can, and we continue to work with all of them, collectively or on an individual basis.

COVID-19 continues to have the greatest impact on the Company's retail portfolio followed then by its residential portfolio. The Company expects to face revenue declines and deferrals in its retail portfolio in future quarters. We continue to have discussions with many of our retail tenants regarding potential rent deferrals, rent abatement and lease amendments in addition to the applicability of available government assistance programs. Urbanfund's lenders have been informed of the potential challenges and all have agreed to act accordingly and to provide assistance where possible. Despite unprecedented economic disruption and increasing unemployment, residential rent collection continues to be surprisingly high. Additionally, residential vacancy rates in the geographic areas that the Company operates remain low. With Canada's vaccine roll-out now gaining, we are expecting better news, especially on the retail front, as we move further into the fourth quarter of 2021.

Urbanfund's top priority is ensuring the safety and well-being of its residents and tenants as well as those in the communities it serves. There will be financial pressures on our tenant base, particularly on independent retailers. We will continue to provide support to them to ensure their financial viability while at the same time, protecting the financial stability of the Company.

## PRESENTATION OF FINANCIAL INFORMATION AND NON-IFRS MEASURES

### Presentation of Financial Information

Unless otherwise specified herein, financial results, including historical comparatives, contained in this MD&A are based on Urbanfund's Consolidated Financial Statements, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee ("IFRIC"). Unless otherwise specified, amounts are in Canadian dollars and percentage changes are calculated using whole numbers.

### Non-IFRS Measures

In addition to reported IFRS measures, industry practice is to evaluate real estate entities giving consideration to certain non-IFRS performance measures such as funds from operations, adjusted cash flows from operations and net operating income. Management believes that these measures are helpful to investors because they are widely recognized measures of Urbanfund's performance and provide a relevant basis of comparison to other real estate entities. In addition to IFRS results, these measures are also used internally to measure the operating performance of our property portfolio. These measures are not in accordance with IFRS and have no

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standardized definitions, as such, our computations of these non-IFRS measures may not be comparable to measures by other reporting issuers.

The Real Property Association of Canada ("REALpac") issued a white paper, last revised in February 2019, prescribing revised definitions for certain non-IFRS financial measures of cash flow and operating performance commonly used by the Canadian real estate industry. Urbanfund has reviewed these guidelines and adopted certain measures, where appropriate, commencing with our fourth quarter 2017 reporting.

#### Funds From Operations

Funds from Operations ("FFO") is a non-IFRS financial measure of operating performance widely used by the Canadian real estate industry based on a white paper published in April 2014 and subsequently revised in February 2019. In the view of management, FFO better presents operating performance over IFRS net income and comprehensive income, which does not necessarily provide a complete view on performance. IFRS's net income and comprehensive income includes items such as fair value adjustments on investment properties which are subject to market fluctuations, which is not representative of the Company's year-over-year operating performance.

FFO is computed as IFRS consolidated net income and comprehensive income attributable to Urbanfund's shareholders adjusted for items such as, but not limited to, fair value adjustments on investment properties, transaction gains and losses and fair market value adjustments on marketable securities. FFO should not be construed as an alternative to net income or cash flows provided by or used in operating activities as determined in accordance with IFRS. A reconciliation of FFO to IFRS net income is presented under the *Results from Operations* section of this MD&A.

#### Adjusted Cash Flows from Operations

In February 2019, REALpac introduced a new non-IFRS measure called Adjusted Cash Flow from Operations ("ACFO"), which is intended to measure sustainable economic cash flow available for distributions. ACFO is used by management as an input, together with FFO to assess Urbanfund's distribution payout ratios.

ACFO is computed as cash provided by or used in operating activities per IFRS plus, but not limited to adjustments for working capital items not considered to be indicative of sustainable economic cash flows for distributions, such as changes to other assets, indirect taxes payable and income taxes payable, cash distributions from investments, realized gains or losses from available-for-sale marketable securities and deducts capital expenditures. ACFO should not be construed as an alternative to cash flows provided by or used in operating activities as determined in accordance with IFRS. A reconciliation of ACFO to IFRS cash flows from or used in operating activities is presented in the *Results from Operations* section of this MD&A.

#### Normalized Capital Expenditures

Normalized capital expenditures are an estimate made by management of the amount of ongoing capital investment required to maintain the condition of the physical property and the current rental revenues. Management will consider a number of items in estimating normalized capital expenditures given the age and size of the property portfolio, such as a review of historical capital expenditures and a comparison of budgeted to actual expenditures on a quarterly basis.

Urbanfund does not obtain support from independent sources for normalized capital expenditures but relies on management's expertise in arriving at this estimate. Both the Chief Financial Officer and the Chief Executive Officer of the Company have extensive experience in residential and commercial real estate and in-depth knowledge of the property portfolio.

As actual capital expenditures can vary widely from quarter to quarter depending on a number of factors, management believes that normalized capital expenditures are a more relevant input than actual capital expenditures in assessing the Company's ACFO and for determining appropriate levels of dividends over time. A number of factors affect variations in capital expenditures, including, lease expiries, tenant vacancies, age and location of the properties, and market conditions.

#### Net Operating Income ("NOI")

NOI is a non-IFRS measure and is defined by Urbanfund as rental revenue from income properties less direct property costs such as utilities, property taxes adjusted to normalize the impact of the application requirements of *IFRIC 21*, *Levies*, repairs and maintenance, salaries, insurance, bad debt expenses, property management fees and other property specific costs. Management believes that NOI is a meaningful supplementary measure of the income generated from the Company's income properties and is used in evaluating the portfolio, as well as a key input in determining the value of the income properties.

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#### Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")

Adjusted EBITDA is a non-IFRS measure used by management as an input in several of the debt metrics to measure Urbanfund's debt profile in assessing the ability of the Company to satisfy obligations, including servicing of our debt. Adjusted EBITDA is used as an alternative to net income because it excludes major non-cash items such as fair value adjustments to investment properties and unrealized gains or losses on available-for-sale marketable securities, interest costs, current and deferred income tax expenses and recoveries, equity accounted investments and other items that management considers to be non-operating in nature. A reconciliation of Adjusted EBITDA to IFRS net income is presented under the *Debt Profile* section of this MD&A.

#### Debt to Adjusted EBITDA

Debt to Adjusted EBITDA is a non-IFRS measure calculated on a trailing 12-month basis and is defined as quarterly average total debt (net of cash and cash equivalents) divided by Adjusted EBITDA as is calculated under the *Debt Profile* section of this MD&A.

#### Debt Service Ratio

Debt service ratio is a non-IFRS measure calculated on a trailing 12-month basis and is defined as Adjusted EBITDA divided by the sum of total interest costs (including interest costs capitalized) and scheduled mortgage principal repayments. It measures Urbanfund's ability to meet debt obligations. Debt service ratio is calculated under the *Debt Profile* section of this MD&A.

#### Interest Coverage Ratio

Interest coverage ratio is a non-IFRS measure calculated on a trailing 12-month basis and is defined as Adjusted EBITDA divided by the sum of total interest costs. It measures Urbanfund's ability to meet interest cost obligations. Interest coverage ratio is calculated under the *Debt Profile* section of this MD&A.

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**RESULTS FROM OPERATIONS**

**Selected Quarterly Information**

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Operating results</b>				
Rental Revenue	\$ 1,626,044	\$ 1,331,319	\$ 4,608,068	\$ 3,962,513
Income before taxes	2,753,118	683,336	6,233,227	3,581,048
Net income and comprehensive income	2,341,118	584,436	5,202,227	2,905,148
<b>Per share basis, attributable to shareholders</b>				
Basic income per share	\$ 0.045	\$ 0.012	\$ 0.100	\$ 0.060
Diluted income per share	\$ 0.040	\$ 0.010	\$ 0.087	\$ 0.052
<b>Non-IFRS measures (i)</b>				
FFO	\$ 758,351	\$ 738,465	\$ 2,140,813	\$ 2,852,207
ACFO	(301,184)	520,904	(3,973,438)	3,820,499
As at	September 30, 2021		December 31, 2020	September 30, 2020
<b>Financial position</b>				
Total assets	\$ 134,318,369		\$ 124,091,291	\$ 114,366,235
Total investment properties	99,973,000		92,108,743	83,912,798
Total debt	61,645,682		54,548,405	50,448,149
<b>Non-IFRS measures (i)</b>				
Debt to total assets	46%		44%	44%
Debt to Adjusted EBITDA (ii)	15.33		10.27	8.76
Interest coverage ratio (ii)	2.39		4.59	3.12
Debt service ratio (ii)	1.30		2.20	1.87

(i) Represents non-IFRS measures. For definitions and basis of presentation for non-IFRS measures, refer to the Non-IFRS Measures section of this MD&A.

(ii) Calculated on a trailing 12-month basis

**Summary of Quarterly Results**

For the three months ended,	Revenue	Net income attributable to shareholders	Basic income per share	Diluted income per share
<b>September 30, 2021</b>	\$ 1,626,044	\$ 2,297,573	\$ 0.045	\$ 0.040
June 30, 2021	1,564,591	1,316,475	0.026	0.023
March 31, 2021	1,417,433	1,427,467	0.029	0.025
December 31, 2020	1,345,118	5,098,151	0.105	0.091
September 30, 2020	1,331,319	584,436	0.012	0.010
June 30, 2020	1,277,095	566,521	0.012	0.010
March 31, 2020	1,354,099	1,754,191	0.037	0.032
December 31, 2019	1,238,328	2,439,650	0.053	0.045

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**Net Operating Income**

The following table presents IFRS net operating income relating to the three and nine months ended September 30, 2021 and 2020:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Rental revenue	\$ 1,626,044	\$ 1,331,319	\$ 4,608,068	\$ 3,962,513
Rental expenses	603,954	556,985	2,230,308	1,764,728
<b>NOI</b>	<b>\$ 1,022,090</b>	<b>\$ 774,334</b>	<b>\$ 2,377,760</b>	<b>\$ 2,197,785</b>
<b>NOI as a percentage of rental revenue</b>	<b>63%</b>	<b>58%</b>	<b>52%</b>	<b>55%</b>

Net operating income for the three months ended September 30, 2021 increased by \$247,756 compared to the same period in 2020 primarily attributable to The Scott which occupancy began in March 2021 upon development completion.

**Operating Income (OI) Attributable to Inventory Property**

The following table presents IFRS results relating to the sale of inventory properties for the three and nine months ended September 30, 2021 and 2020:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Inventory property sales	\$ -	\$ -	\$ -	\$ 4,851,350
Inventory property cost of sales	-	-	-	3,573,203
OI, attributable to inventory property	\$ -	\$ -	\$ -	\$ 1,278,147
<b>OI as a percentage of inventory property sales</b>	<b>0%</b>	<b>0%</b>	<b>0%</b>	<b>26%</b>

Operating income attributable to inventory property was \$1,278,147 for the nine months ended September 30, 2020. This relates to the sale of units at 4 Alfred Kuehne, Brampton, Ontario in the Alfred Kuehne Joint venture in February 2020. See *Inventory Properties*.

**Other Income**

The following table presents IFRS other income relating to the three and nine months ended September 30, 2021 and 2020:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Income from equity accounted investment	\$ 126,000	\$ 309,000	\$ 1,143,000	\$ 955,000
Interest income	6,912	8,426	19,876	90,352
Fair value adjustment on investment properties	2,279,202	(90,868)	4,262,619	(7,659)
Other income	\$ 2,412,114	\$ 226,558	\$ 5,425,495	\$ 1,037,693

Income from equity accounted investment for the three months ended September 30, 2021 decreased by \$183,000 in comparison to 2020, attributable to lower fair value gains of \$136,000 and lower net income of \$47,000.

Interest income for the three months ended September 30, 2021 decreased \$1,514 in comparison to the same period in 2020. Interest income is a result of accrued interest on cash held in the Company's bank account and will fluctuate from time to time depending on cash balances.

Fair value adjustment on investment properties for the three months ended September 30, 2021 increased by \$2,370,070 compared to the same period in 2020, primarily attributable to three Quebec properties being externally appraised at higher values, as well as The Scott which was recorded at fair value instead of cost, upon completion of development.

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**Other Expenses**

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Financing costs	\$ 481,930	\$ 275,106	\$ 1,220,429	\$ 747,171
General and administrative costs	199,156	42,450	349,599	185,406
Other expenses	\$ 681,086	\$ 317,556	\$ 1,570,028	\$ 932,577

Financing costs for the three months ended September 30, 2021 increased by \$206,824 in comparison to the same period in 2020, this increase was due to the financing of The Scott for \$31,480,128 in April 2021.

General and administrative costs for the three months ended September 30, 2021 increased by \$156,706 from higher professional fees and marketing fees in The Scott.

**Occupancy**

We continually strive to ensure high rate of occupancy and a diversification of our tenant bases and anchor type to minimize the degree of reliance on any one single tenant. In the regular course of business, our occupancy of our Quebec properties will fluctuate between the second and third quarter, with expiry and assumption of new one-year residential tenant leases. We actively monitor our building occupancies to ensure that tenants are replaced at economically or better lease terms and conditions. See *Risks and Uncertainties*. The following table details our weighted average portfolio occupancy stratified by commercial and residential properties:

	2019		2020			2021		
	Q4	Q1	Q2	Q3	Q4	Q1	Q2	Q3
<u>Wholly-owned</u>								
Commercial properties	99.0%	99.0%	99.0%	89.2%	90.4%	90.4%	90.3%	90.3%
Residential properties	98.8%	98.8%	97.8%	100.0%	96.5%	100.0%	100.0%	100.0%
<u>Joint operation</u>								
Commercial properties	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%	88.0%
Residential properties	99.4%	99.4%	99.4%	99.4%	98.7%	98.4%	98.4%	98.4%
<u>Equity investment</u>								
Residential properties	96.0%	96.1%	97.7%	98.1%	97.3%	98.7%	99.0%	98.8%

**Funds from Operations ("FFO")**

The following table presents a reconciliation of IFRS net income and comprehensive income attributable to shareholders to FFO:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
<b>Net income attributable to shareholders</b>	\$ 2,297,573	\$ 584,436	\$ 5,041,515	\$ 2,905,148
<i>Add back / (deduct):</i>				
Deferred income tax expense	542,000	56,000	1,421,000	181,000
Fair value adjustment on equity accounted investments	145,400	9,400	(284,200)	(235,200)
Fair value adjustment on investment properties	(2,279,202)	90,868	(4,262,619)	7,659
Fair value adjustment on non-controlling interest	55,780	-	234,717	-
Straight-line of rental revenue	(3,200)	(2,239)	(9,600)	(6,400)
<b>FFO</b>	\$ 758,351	\$ 738,465	\$ 2,140,813	\$ 2,852,207
<b>Weighted average number of shares - basic</b>	50,738,008	48,741,594	50,259,890	48,198,914
<b>Weighted average number of shares - diluted</b>	58,163,008	56,166,594	57,684,890	55,623,914
<b>FFO per share - basic</b>	\$ 0.015	\$ 0.015	\$ 0.043	\$ 0.059
<b>FFO per share - diluted</b>	\$ 0.013	\$ 0.013	\$ 0.037	\$ 0.051

FFO for the three months ended September 30, 2021 was \$758,351 in comparison to \$738,465 for the three months ended September 30, 2020, representing an increase of \$19,886. This increase was primarily due to the following:

- Higher net operating income of \$216,588;
- Lower income tax expense of \$172,900;

Offset by,

- Higher financing costs of \$179,291
- Higher general and administrative costs of \$140,836

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- Lower net income from equity accounted investment of \$47,000; and
- Lower interest income of \$1,514

FFO for the nine months ended September 30, 2021 was \$2,140,813 in comparison to \$2,852,207 for the nine months ended September 30, 2020, representing a decrease of \$711,394. This decrease was primarily due to the following:

- Net profit from sale of inventory properties of \$1,278,147 in the prior period;
- Lower interest income of \$70,476;
- Higher financing costs of \$418,911;
- Higher general and administrative costs of \$143,902

Offset by,

- Higher net operating income of \$179,342
- Lower income tax expense of \$884,900; and
- Higher net income from equity accounted investment of \$139,000.

### Adjusted Cash Flows from Operations ("ACFO")

The following table presents a reconciliation of IFRS net income and comprehensive income attributable to shareholders to FFO:

	Three months ended September 30,		Nine months ended September 30,	
	2021	2020	2021	2020
Cash provided by (used in) operating activities	\$ 7,940	\$ 930,899	\$ (2,563,183)	\$ 5,165,281
Adjustments to working capital changes for ACFO (i)	90,876	(9,995)	(210,255)	(144,782)
Normalized capital expenditures (ii)	(400,000)	(400,000)	(1,200,000)	(1,200,000)
<b>ACFO</b>	<b>\$ (301,184)</b>	<b>\$ 520,904</b>	<b>\$ (3,973,438)</b>	<b>\$ 3,820,499</b>

- (i) Includes working capital changes that based on REALpac February 2019 whitepaper, are not indicative of sustainable cash flow for distribution. ACFO includes income taxes not relating to operating activities, tenant deposits, and deferred financing charges.
- (ii) Normalized capital expenditures are management's estimate of ongoing capital investment required to maintain the condition of the property and current rental revenues. Refer to *Non-IFRS Measures* section of this MD&A for further details.

ACFO for the nine months ended September 30, 2021 was \$(3,973,438), representing a decrease of \$7,793,937. The decrease was attributable to a) \$4,851,350 proceeds from the sale of Alfred Kuehne in February 2020; b) \$4,638,546 in accounts payable and accrued liabilities that were paid off upon completion of The Scott; offset by c) \$2,000,000 net funds used in the acquisition of inventory properties in 2020, as well as the impact of timing of cash receipts and cash disbursements from operating items.

### INVESTMENT PROPERTIES

Refer to note 4 of the Consolidated Financial Statements for the change in consolidated IFRS values of Urbanfund's investment properties.

#### Valuation Process

Urbanfund will measure the majority of its income properties, using valuations prepared by its management team. This team consists of individuals who are knowledgeable and have specialized industry experience in real estate valuations. The internal valuations are reviewed and approved by the Chief Executive Officer on a quarterly basis.

Depending on the asset, management may opt to obtain an independent third-party appraisal from firms that employ experienced valuation professionals having the required qualifications in property appraisals for the purpose of assessing the internal valuations. Going forward, Urbanfund's management will judgmentally select properties for external appraisals on a rotating basis.

#### Capitalization Rates

The capitalization rates used in the valuation of income properties are based on the quality of the properties, the location and takes into account market data. The table below provides the weighted average capitalization rates stratified by commercial and residential properties:

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	December 31, 2020			September 30, 2021		
	Minimum	Maximum	Average	Minimum	Maximum	Average
Commercial properties	5.75%	7.75%	5.81%	<b>5.75%</b>	<b>7.75%</b>	<b>5.80%</b>
Residential properties	3.50%	5.25%	4.01%	<b>3.50%</b>	<b>5.25%</b>	<b>4.11%</b>

**PROPERTIES UNDER DEVELOPMENT**

Properties under development include those properties, or components thereof, that will undergo activities that will take a substantial period of time to prepare the properties for their intended use as income properties. The cost of a development property that is an asset acquisition comprises of cash, or the fair value of other consideration, paid to acquire the properties, including transaction costs, the development costs including property taxes and borrowing costs on specific debt. Properties under development are measured under IFRS at cost, until the point in which fair value can be reliably determinable, usually at the point of project completion.

Properties under development represent a significant pipeline for growth of Urbanfund's property portfolio. Properties under development are completed either independently or with a partner as defined in *Joint Operations and Limited Partnerships*. Management expects that the properties under development will continue to be increasing importance to creating future NOI growth.

Management's current estimates and assumptions may change through the course of the development due to market conditions and other factors, see *Risks and Uncertainties*.

The following table presents Urbanfund's properties under development as at September 30, 2021 and December 31, 2020:

As at September 30, 2021	Total
Opening balance	\$ 31,034,743
Transfer	(31,034,743)
Closing balance	\$ -

  

As at December 31, 2020	Total
Opening balance	\$ 11,331,041
Development costs	19,703,702
Closing balance	\$ 31,034,743

- **The Scott.** – In 2021, the construction work at The Scott was substantially completed and occupancy began in March 2021. Accordingly, all costs related to the development property have been transferred to income properties.

**INVENTORY PROPERTIES**

Inventory properties are investment properties acquired or under development for which the Company intends to dispose all or part of such properties in the ordinary course of business, rather than to hold on a long-term basis for capital appreciation or for rental income purposes or both. It is expected that Urbanfund will earn a return on these assets through a combination of NOI during development, which will be included in net income and sales of inventory properties.

Transfers into inventory properties are based on a change in use evidenced by the commencement of development expenditures with the view to sell, at which point an investment property would be transferred to inventory. Transfers from inventory property to investment property are based on a change in use evidenced by management's commitment to use a property for rental purposes or the commencement of an operating lease to another party.

As at September 30, 2021 and December 31, 2020 the movements in inventory properties are as follows:

As at,	September 30, 2021	December 31, 2020
Balance, beginning of period	\$ 8,336,226	\$ -
Acquisition of inventory properties	-	8,000,000
Development expenditures	586,438	336,226
Balance, end of period	\$ 8,922,664	\$ 8,336,226

- (i) **2074, 2080 and 2084 Steeles Avenue East** – In May 2020, the Company together with its joint venture partners, Takol Real Estate Inc. and 2074-84 Steeles Avenue East Inc., purchased 2074, 2080 and 2084 Steeles Avenue East, Brampton, Ontario. The intention of the project is to renovate and sell the units. The Company estimates project completion in Q2 2022.

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**JOINT OPERATIONS AND LIMITED PARTNERSHIPS**

Urbanfund operates some of its real estate investments with its partners through joint operations or limited partnerships. A joint operation is a type of joint arrangement where Urbanfund has joint control of the rights to the assets and the obligations for the liabilities. Urbanfund utilizes limited partnerships whereby the Company does not own all the equity in its subsidiary, and therefore the non-controlling equity interest is presented as a separate component of equity in the Annual Consolidated Financial Statements.

**Select Financial Information of Joint Operations and Limited Partnerships**

September 30, 2021	Method of consolidation under IFRS	Number of investment properties <sup>(i)</sup>	Investment properties	Inventory properties	Mortgages payable	Rental revenues	NOI
Quebec Headway	Proportionately consolidate	9	\$ 14,266,000	\$ -	\$ 1,862,633	\$1,194,040	\$ 550,196
Steeles Avenue East	Proportionately consolidate	3	-	8,922,664	6,541,407	458,148	261,128
Weber LP	Consolidate with NCI <sup>(ii)</sup>	1	36,177,000	-	31,304,025	351,161	4,746

(i) Number of properties includes income properties, properties under development or inventory properties for the purpose of this table.

(ii) NCI means non-controlling interest in accordance with IFRS.

**Distributions from Limited Partnerships**

Distributions by the Limited Partnerships are allocated to the limited partner, first by their initial capital contributions, and then to limited partners who have contributed capital in excess of their pro-rata share. A return is then provided such that each limited partner achieves an annualized internal rate of return of 6% on their excess contribution. Thereafter, the Limited Partnerships' distributions will be 86.7% to Urbanfund and 13.3% to the non-controlling interests. An officer of Urbanfund is also an officer of the general partners.

**OTHER REAL ESTATE INVESTMENTS**

**Equity accounted investments**

On August 21, 2017, Urbanfund invested \$7,569,980 for a 20% interest in Highfield Park Residential Inc., with the remaining 80% interest retained by Westdale, which in turn purchased the Highfield Park portfolio ("Highfield Park") for \$113,000,000 plus customary closing costs, funded by way of a \$77,000,000 mortgage and \$36,000,000 in equity contributions.

Highfield Park owns 1,354 units within 20 buildings spanning approximately 37 acres in Dartmouth, Nova Scotia. In the opinion of management, Highfield Park represented a competitive acquisition for Urbanfund to establish an immediate scale and presence in the Halifax residential market at an attractive price of approximately \$83,456 per unit.

On November 16, 2019, Urbanfund invested \$2,000,000 for a 20% interest in Bellbrook Residential Inc., with the remaining 80% interest retained by Westdale, which in turn purchased the Bellbrook and Regal Luxury Apartment portfolio ("Bellbrook") for \$33,350,000 plus customary closing costs, funded by a \$24,000,000 mortgage and \$9,350,000 in equity contributions.

This acquisition is a 3-building luxury portfolio in a highly desired location augmenting the company's current Dartmouth holdings with 145 "condo quality" units.

On November 10, 2020, Urbanfund acquired a 20% interest in West Mic Mac Properties Inc., with the remaining 80% interest retained by Westdale. In turn, West Mic Mac Properties Inc. purchased 10 Mic Mac Boulevard and 27 Brookdale Crescent, Dartmouth, Nova Scotia for \$17,000,000 plus customary closing costs, funded by a \$12,700,000 mortgage and \$4,300,000 in equity contributions. This portfolio features three rental apartment buildings containing 110 suites.

The following table presents the financial position of Urbanfund's equity accounted investments:

As at,	September 30,				December 31,			
	Highfield	Bellbrook	Mic Mac	2021 Total	Highfield	Bellbrook	Mic Mac	2020 Total
Current assets	\$ 3,194,571	\$ 508,494	\$ 838,692	\$ 4,541,757	\$ 4,728,185	\$ 599,229	\$ 765,846	\$ 6,093,260
Non-current assets	132,660,000	34,680,000	17,000,000	184,340,000	132,070,000	33,620,000	17,000,000	182,690,000
Current liabilities	(1,762,903)	(446,710)	(149,959)	(2,359,572)	(2,212,460)	(822,050)	(282,167)	(3,316,677)
Non-current liabilities	(70,289,616)	(22,886,782)	(12,113,631)	(105,290,029)	(71,828,677)	(23,267,177)	(12,353,678)	(107,449,532)
Net assets	\$ 63,802,052	\$ 11,855,002	\$ 5,575,102	\$ 81,232,156	\$ 62,757,048	\$ 10,130,002	\$ 5,130,001	\$ 78,017,051
<b>Urbanfund's interest</b>	<b>\$ 12,760,410</b>	<b>\$ 2,371,000</b>	<b>\$ 1,115,020</b>	<b>\$ 16,246,430</b>	<b>\$ 12,551,410</b>	<b>\$ 2,026,000</b>	<b>\$ 1,026,000</b>	<b>\$ 15,603,410</b>

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Three months ended September 30,	Highfield	Bellbrook	Mic Mac	2021 Total	Highfield	Bellbrook	2020 Total
Revenue	\$ 3,476,000	\$ 632,000	\$ 373,000	\$ 4,481,000	\$ 3,357,000	\$ 614,000	\$ 3,971,000
Operating expenses	(1,875,000)	(235,000)	(125,000)	(2,235,000)	(1,505,000)	(251,000)	(1,756,000)
Interest expense	(671,000)	(151,000)	(67,000)	(889,000)	(465,000)	(158,000)	(623,000)
Fair value adjustment on investment properties	(1,210,000)	484,000	(1,000)	(727,000)	(37,000)	(10,000)	(47,000)
Net income (loss)	\$ (280,000)	\$ 730,000	\$ 180,000	\$ 630,000	\$ 1,350,000	\$ 195,000	\$ 1,545,000
<b>Income from equity accounted investments</b>	<b>\$ (56,000)</b>	<b>\$ 146,000</b>	<b>\$ 36,000</b>	<b>\$ 126,000</b>	<b>\$ 270,000</b>	<b>\$ 39,000</b>	<b>\$ 309,000</b>

Nine months ended September 30,	Highfield	Bellbrook	Mic Mac	2021 Total	Highfield	Bellbrook	2020 Total
Revenue	\$ 10,316,000	\$ 1,882,000	\$ 1,086,000	\$ 13,284,000	\$ 9,986,000	\$ 1,826,000	\$ 11,812,000
Operating expenses	(5,154,000)	(740,000)	(435,000)	(6,329,000)	(4,905,000)	(865,000)	(5,770,000)
Interest expense	(2,002,000)	(457,000)	(202,000)	(2,661,000)	(1,827,000)	(616,000)	(2,443,000)
Fair value adjustment on investment properties	385,000	1,040,000	(4,000)	1,421,000	1,196,000	(20,000)	1,176,000
Net income	\$ 3,545,000	\$ 1,725,000	\$ 445,000	\$ 5,715,000	\$ 4,450,000	\$ 325,000	\$ 4,774,999
<b>Income from equity accounted investments</b>	<b>\$ 709,000</b>	<b>\$ 345,000</b>	<b>\$ 89,000</b>	<b>\$ 1,143,000</b>	<b>\$ 890,000</b>	<b>\$ 65,000</b>	<b>\$ 955,000</b>

**LIQUIDITY AND CAPITAL RESOURCES**

**Liquidity and Cash Flow Management**

We expect to meet all of our obligations, including dividends to shareholders, property maintenance, capital expenditures and other commitments as they become due. The Company has various financing sources to fund future acquisitions and continues to fund working capital needs from cash flows generated from operating activities.

Cash flows from operating activities are dependent on the occupancy levels of our income properties. See *Risks and Uncertainties*.

The following table presents liquidity as a percentage of debt:

As at	September 30, 2021	December 31, 2020
Cash	\$ 7,013,194	\$ 6,530,044
Accounts receivable (i)	134,856	609,102
<b>Liquidity</b>	<b>\$ 7,148,050</b>	<b>\$ 7,139,146</b>
Mortgages payable	61,775,142	54,707,015
<b>Debt</b>	<b>\$ 61,775,142</b>	<b>\$ 54,707,015</b>
Liquidity expressed as a percentage of debt	<b>11.6%</b>	13.0%

(i) As of the date of this MD&A, Urbanfund has collected its outstanding amounts due as at September 30, 2021 and therefore accounts receivable have been factored in Liquidity.

The Company's liquidity will be impacted by contractual commitments as outlined in the *Debt Profile*. Urbanfund's debt obligations can be funded by the Company's cash and cash equivalents, marketable securities and rental revenue from property operations.

**DEBT PROFILE**

**Mortgages Payable**

The following table presents mortgages payable, net of unamortized financing costs:

As at	September 30, 2021	December 31, 2020
Current	\$ 1,468,140	\$ 25,545,423
Non-current	60,177,542	29,002,982
	<b>\$ 61,645,682</b>	<b>\$ 54,548,405</b>

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The following table sets out the principal payments of our mortgages payable:

2021 (remainder of the year)	\$	363,011
2022		10,259,414
2023		10,400,221
2024		1,749,846
2025		8,960,179
Thereafter		30,042,471
		61,775,142
Unamortized mortgage financing costs		(129,460)
	\$	61,645,682

As at September 30, 2021 total mortgages payable was \$61,645,682 in comparison to \$54,548,405, representing an increase of \$7,097,277. The increase is a result of:

- financing of The Scott for \$31,490,128;
  - advances from 2074, 2080 and 2084 Steeles Avenue East construction loan for \$541,407; and
  - amortization of deferred financing costs of \$29,150.
- Offset by,
- scheduled principal repayments of \$901,924; and
  - repayment of The Scott construction loan of \$24,061,484.

**Other Metrics**

Other metrics are tracked and disclosed to help facilitate financial statement users' understanding of Urbanfund's ability to service debt and fixed charges, these metrics include debt to Adjusted EBITDA, interest coverage, and debt service coverage.

The following table presents the interest coverage and debt service coverage calculation:

12 months ended,	September 30, 2021	December 31, 2020
Interest coverage	2.39	4.59
Debt service coverage	1.30	2.20

Urbanfund's goal is to reduce leverage and further improve our interest and debt service coverage. As at September 30, 2021, the interest coverage and debt service coverage have decreased as a result of lower Adjusted EBITDA compared to December 31, 2020 which included net profit from the sale of inventory properties in 2020.

The following table presents a reconciliation of consolidated net income from continuing operations attributable to shareholders to Adjusted EBITDA:

12 months ended	September 30, 2021	December 31, 2020
Net income attributable to shareholders	\$ 10,139,666	\$ 8,003,299
<i>Add (deduct):</i>		
Current income tax expense	(402,570)	482,330
Deferred income tax expense	2,448,000	1,208,000
Finance costs	1,496,088	1,022,830
Fair value adjustment on equity accounted investments	(1,078,709)	(1,029,800)
Fair value adjustment on investment properties	(9,264,077)	(4,993,799)
Fair value adjustment on non controlling interest	234,717	-
<b>Adjusted EBITDA</b>	<b>\$ 3,573,115</b>	<b>\$ 4,692,860</b>
Debt outstanding	\$ 61,775,142	\$ 54,707,015
Less: cash	(7,013,194)	(6,530,044)
<b>Debt, net of cash</b>	<b>\$ 54,761,948</b>	<b>\$ 48,176,971</b>
<b>Debt to Adjusted EBITDA</b>	<b>15.33</b>	<b>10.27</b>

# URBANFUND CORP.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

As at September 30, 2021, Debt to Adjusted EBITDA increased from 10.27 to 15.33. The increase is due to higher debt level, from the mortgage for The Scott; as well as a lower Adjusted EBITDA compared to December 31, 2020 which included net profit from the sale of inventory properties in 2020.

#### DIVIDEND REINVESTMENT PLAN ("DRIP")

On June 17, 2015, the Company adopted a dividend policy (the "Dividend Policy") and implemented dividend reinvestment plans for the Company's common and preferred shareholders (collectively, the "DRIP"). The DRIP is a voluntary program permitting holders of our common and preferred shares to automatically, and without charge, reinvest quarterly dividends to acquire additional common shares at a discount to the volume-weighted average market price as of the date of payment.

On June 22, 2021, Urbanfund amended its Dividend Policy to increase the annual dividend rate to \$0.05 per common share and \$0.05 per Series A preferred share, or 67% increase from the previous year, payable quarterly in the amount of \$0.0125 per common share and Series A preferred share.

For the nine months ended September 30, 2021, Urbanfund issued 1,465,583 common shares valued at \$1,214,257 to participants enrolled in the DRIP (September 30, 2020 – 1,544,099 and \$986,509). The average participant rate of the DRIP was 64% (September 30, 2020 – 77%).

The record date for dividends is typically the last business day of each quarter and payment is approximately two weeks from the record date. The following table summarizes our quarterly distributions as at September 30, 2021:

	Payment date	Shareholders of record
2020, quarter 3 distribution	Oct. 15, 2020	Sep. 30, 2020
2020, quarter 4 distribution	Jan. 15, 2021	Dec. 31, 2020
2021, quarter 1 distribution	Apr. 15, 2021	Mar. 31, 2021
2021, quarter 2 distribution	Jul. 15, 2021	Jun. 30, 2021

#### SUBSEQUENT EVENT

In November 2021, the Company refinanced the existing mortgages on four Quebec properties for a total of \$4,200,000 bearing an interest rate of 2.39%.

#### OUTSTANDING SHARE DATA

The following table details Urbanfund's outstanding share data as of September 30, 2021 and the date of this MD&A:

	September 30, 2021	Date of this MD&A
Common shares	50,818,488	<b>50,988,415</b>
Preferred shares (Series A)	7,425,000	<b>7,425,000</b>

#### SIGNIFICANT ACCOUNTING POLICIES AND ESTIMATES

The Company's significant accounting policies are described in note 3 of the Consolidated Financial Statements. The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue, expenses and the related disclosures as of the date of the Consolidated Financial Statements. Actual results may differ from estimates under different assumptions and conditions.

Our significant judgments include: (i) capitalization of tenant incentives and capital improvements to investment properties; (ii) lessor accounting; (iii) acquisitions of investment properties; (iv) joint arrangements; (v) significant influence investees; and (vi) classification of assets and liabilities as held for sale. Our significant estimates include: (i) capitalization rates and stabilized net operating income used in the fair value of investment properties; and (ii) fair value of marketable securities. Our significant judgments and estimates have been reviewed and approved by the Audit Committee for completeness of disclosure on what management believes would be relevant and useful to investors in interpreting the amounts and disclosures in our Consolidated Financial Statements.

#### FUTURE CHANGES IN ACCOUNTING POLICIES

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory at certain future dates. Urbanfund monitors the potential changes proposed by the IASB and analyzes the effect that the

# **URBANFUND CORP.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

changes in standards may have on its operations.

Standards issued but not yet effective up to the date of the Consolidated Financial Statements are described below. This description is of the standards and interpretations issued that the Company reasonably expects to be applicable at a future date. Urbanfund intends to adopt these standards when they become effective.

#### *IAS 1 Presentation to Financial Statements – Classification of Liabilities as Current or Non-Current*

In January 2020, the IASB issued amendments to IAS 1 to specify the requirements for classifying liabilities as current or noncurrent. The amendments affect only the presentation of liabilities in the statement of financial position and not the amount or timing of the recognition. It clarifies that the classification of liabilities as current or non-current is based on rights that are in existence at the end of the reporting period and specifies that classification is unaffected by expectations about whether an entity will exercise its right to defer settlement of a liability. It also introduces a definition of 'settlement' to make clear that settlement refers to the transfer to the counterparty of cash, equity instructions, other assets or services. The amendments are effective for annual reporting periods beginning on or after January 1, 2023. Earlier application is permitted. The implementation of these amendments is not expected to have a significant impact on the Company.

## **DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCIAL REPORTING**

The Chief Executive Officer and Chief Financial Officer have designed or caused to design controls to provide reasonable assurance that (i) material information relating to the Company is made known to management by others, particularly during the period in which the annual and interim filings are being prepared; and (ii) information required to be disclosed by the Company in its annual and interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time frame specified in the securities legislation. Based on the evaluations, the Chief Executive Officer and Chief Financial Officer have concluded that the Company's disclosure controls and procedures were adequate and effective.

Urbanfund has established internal controls over financial reporting to provide reasonable assurance regarding the reliability of the Company's financial reporting and the preparation of the financial statements for external purposes in accordance with IFRS. Management, including the Company's Chief Executive Officer and Chief Financial Officer have determined that as at December 31, 2020, the internal controls over financial reporting were effective.

Due to the inherent limitation in all control systems, including well-designed and operated systems, no control can provide absolute assurance that the objectives of the control system will be met. Furthermore, no evaluation of controls can provide absolute assurance that all control issues, including instances of fraud, if any, have been detected or prevented. These inherent limitations include, but are not limited to: (i) management's assumptions and judgments could be incorrect under varying conditions and circumstances; (ii) the impact of any undetected errors; and (iii) controls may be circumvented by the unauthorized acts of individuals, by collusion of two or more people or management override.

## **RELATED PARTY TRANSACTIONS**

In the ordinary course of business, we may enter into transactions with entities whose directors are also Urbanfund's directors and/or part of Urbanfund's senior management. All such transactions are in the normal course of operations and are measured at market-based exchange amounts.

The Company engages Westdale, a related party, to perform management services. Ronald Kimel, Chairman of Urbanfund, is also a shareholder and Director of Westdale.

Key management personnel are those individuals that have the authority and responsibility for planning, directing and controlling the Company's activities, directly or indirectly. The Company's key management personnel include the Chief Executive Officer and the Chief Financial Officer and the Controller (collectively, "Key Management"). No compensation is paid to key management. Westdale, however, charges the Company pursuant to an agreement to provide property management services equal to 4% on wholly-owned residential properties and 3% on wholly-owned commercial properties.

During the nine months ended September 30, 2021 the Company incurred property management fees and cost reimbursements of \$81,922 and \$146,640, respectively (nine months ended September 30, 2020 - \$89,071 and \$204,902 respectively). For further details on related party transactions, refer to note 12 of our Consolidated Financial Statements.

## **RISKS AND UNCERTAINTIES**

# **URBANFUND CORP.**

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

### **FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

The achievement of Urbanfund's objectives is, in part, dependent on the successful mitigation of business risks identified. Real estate investments are subject to a degree of risk. They are affected by various factors including changes in general economic and local market conditions, equity and credit markets, fluctuations in financing costs, attractiveness of investment properties to tenants, competition, credit ratings of existing tenants and other factors.

The following are risks that could affect Urbanfund that each reader should carefully consider. Additional risks and uncertainties may not be presently known to management, or that management believes is not material, which could adversely impact the results of our operations.

#### **Market Conditions**

Urbanfund faces risks associated with general market conditions and their potential effects. Current general market conditions may include, among other things, insolvency of tenants and market participants, tightening of lending standards, decreased availability of cash and changes in unemployment levels, retail sales levels and real estate values. These market conditions may affect occupancy levels and Urbanfund's ability to obtain credit on favourable terms. See *Risks and Uncertainties – COVID-19*.

#### **COVID-19**

Public health crises, including the ongoing health crisis related to the coronavirus (COVID-19) pandemic, or relating to any other virus, flu, epidemic, pandemic or any other similar disease or illness (each a "Health Crisis") could adversely impact the Company. Each could result in: a general or acute decline in economic activity in the jurisdictions in which the Company's properties are located, increased unemployment, mobility restrictions and other quarantine and isolation measures, increased government regulation, and the quarantine or contamination of one or more of the Company's properties. Contagion in a property or market in which the Company operates could negatively impact its occupancy, reputation or attractiveness of that market. All of these occurrences may have a material adverse effect on the Company's business, revenue, cashflows, financial condition, results of operations and share price.

Furthermore, increased government regulation relating to a Health Crisis could result in legislation or regulations that may restrict the Company's ability to enforce material provisions under its leases, including in respect of the collection of rent or other payments obligations, among other potential adverse impacts. Such measures could have a material adverse effect on the Company's revenue, cash flows, business, financial condition, results of operations and share price.

Laws and regulations providing for compliance with various housing matters involving tenant evictions, work orders, health and safety issues or fire and maintenance standards, etc., including in relation to the ongoing COVID-19 pandemic, may become more stringent in the future. The Company may incur increased operating costs as part of its compliance with any such additional government legislation and regulations relating to housing matters, which may have an adverse effect on revenue, cash flows, business, financial condition, results of operations and share price.

As a result of the COVID-19 pandemic, the Ontario Landlord and Tenant Board has ceased issuing eviction orders for tenants in Ontario, unless the matter relates to an urgent issue such as an illegal act or serious safety concerns. In addition, on March 19, 2020, the Ontario Superior Court of Justice issued an order suspending the execution of all existing residential eviction orders issued by Landlord and Tenant Board during the COVID-19 pandemic, unless the Superior Court of Justice orders otherwise. Similar actions have been taken in other jurisdictions in which the Company's properties are located.

In May 2020, in an effort to assist those small to medium sized business that have been most affected by the COVID-19 pandemic, the federal government announced the Canada Emergency Commercial Rent Assistance ("CECRA") program which provides for 50% rent subsidies to qualifying tenants of their rents for the period April to September. Qualifying tenants are required to fund 25% of their rents for the period, and landlords are therefore required to 'forgive' 25% of the rents otherwise payable. Since the inception of the program, the Company has been working with tenants that qualify for this program and on their behalf, the Company has filed applications for the federal subsidies. During the nine months ended September 30, 2021, the Company recorded \$ Nil in COVID-19 rental write offs (nine months ended September 30, 2020 – \$47,600).

#### **Real Estate Ownership**

All real property is subject to a degree of risk and uncertainty. The value of real property and any improvement thereto depend on the credit and financial stability of tenants and vacancy rates of such properties. The value of some of our properties could be adversely affected if tenants fail to comply with their contractual obligations, experience credit or financial instability. If a significant number of tenants are unable to meet their obligations under their leases or of a significant amount of available space in Urbanfund's property portfolio becomes vacant and cannot be re-leased on economically favourable terms, the properties may not generate sufficient rental revenues to meet operating expenses, including debt service, capital expenditures and dividend payments.

# URBANFUND CORP.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021

Certain significant expenditures involved with real estate ownership, such as property taxes, insurance costs, maintenance costs and mortgage payments represent liabilities which must be met, regardless of whether the property is generating rental revenue through tenant occupancy. Urbanfund continually seeks to re-lease vacant space resulting from tenant terminations.

#### Illiquidity of Investment Properties

Real estate investments are relatively illiquid. A significant proportion of Urbanfund's capital is invested in physical assets, which can be difficult to sell, especially if local market conditions are poor. A lack of liquidity could limit Urbanfund's ability to sell components of the portfolio promptly in response to changing economic or investment conditions. If the Company were required to quickly liquidate its assets, there is a risk that we would realize proceeds less than the current value of our real estate investments.

#### Additional Costs Related to Acquisitions

There is a risk associated with any real estate acquisition or project, that there may be undisclosed or unknown liabilities and that Urbanfund may not be insured for some or all of these liabilities. These undisclosed or unknown liabilities may be material and have an adverse impact on the Company. Urbanfund ensures an appropriate level of due diligence prior to any real estate acquisition or project.

#### Additional Costs Related to Real Estate Projects

There is a risk associated with the possibility that completed developments will not be leased or sold, or that the costs to complete the development will exceed the initial estimates, resulting in a lower or less favorable return on investment. Urbanfund's real estate projects are subject to risks ordinarily attributable to construction projects, including: (i) delays in construction due to lack of municipal approvals; (ii) unfavorable cost variances in comparison to budget; and (iii) the subsequent failure to lease or sell the investment property.

#### Lease Renewals and Rental Increases

Growth of rental income is dependent on strong rental markets to ensure expiring leases are renewed and new tenants are found in a timely manner to fill vacancies. It is possible that we may face a disproportionate amount of space expiring in any one period. Upon lease expiry, there can be no assurance that the lease will be renewed or the tenant replaced. The terms of any subsequent lease may also be less favorable. Additionally, rental rates could decline, tenant bankruptcies could increase, particularly in the event of a protracted disruption in the economy, such as a recession. See *Risks and Uncertainties – COVID-19*.

#### Rent Control Legislation

Rent control legislation and the risk of implementation of legislative rent controls or amendments in the markets Urbanfund operates may have an adverse impact. The *Residential Tenancies Act* in Ontario, the *Residential Tenancies Act* in Nova Scotia and the *Régie du Logement* in Quebec are responsible for providing the criteria for the ability to increase rents annually above a prescribed guideline. In Ontario, the government passed a legislation to freeze rent until December 31, 2021 to support tenants during the pandemic. In Nova Scotia, the allowable rent increase for 2021 is 1.2%. In Quebec, Urbanfund is free to negotiate the rental increase with its tenants as deemed just and reasonable, however, if there is difficulty reaching an agreement, the *Régie du Logement* provides guidelines on annual indexed rent increases.

#### Joint Arrangements and Co-ownerships

Urbanfund participates in joint arrangements, partnerships and other similar arrangements (hereinafter "partners") that may involve risks and uncertainties not present absent third-party involvement, including, but not limited to: (i) dependency on the partners that are not under our control; (ii) the partners may have economic or business interests inconsistent with the Company; (iii) the partners could experience financial difficulties or seek the protection of bankruptcy, insolvency or other laws, which could result in additional financial demands to maintain and operate such properties or repay the partners' share of obligations; (iv) whereby Urbanfund does not have control, the partners may enter into activities which may expose or subject Urbanfund or its subsidiaries to liability; and (v) the need to obtain the partners consent with respect to major decisions. Accordingly, we may not be able to favorably resolve issues with respect to such decisions, or we may become engaged in a dispute with the partners which may affect our ability to operate the joint arrangement, partnerships or other arrangements in question.

#### Mortgage Financing Risks

The real estate industry is highly capital intensive. Urbanfund will continue to require access to capital to maintain its properties, fund the development of its properties and invest in other real estate related projects. Given the relatively small size of the Canadian market

# URBANFUND CORP.

## MANAGEMENT'S DISCUSSION AND ANALYSIS

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place in comparison to global markets, there is a limited number of lenders from which Urbanfund can borrow, and there is no assurance that capital will be available when needed.

Urbanfund has outstanding indebtedness in the form of mortgages payable and is subject to the risks normally associated with debt financing, including the risk that we may not generate sufficient cash flow to meet the scheduled terms of repayment. Additionally, upon expiry of the financing, there is risk that the terms and conditions may be less favorable than the existing financing. Urbanfund's financial condition and results would be adversely affected if it were unable to obtain financing or cost-effective financing.

#### Equity Financing Risks

Equity markets for small capitalized public companies are subject to varying degrees of risk. The Company may not always have access to additional capital via equity offerings. As a result, in the absence of obtaining mortgage financing as identified in *Mortgage Financing Risks*, additional capital may not be available. In management's opinion, the risk of lack of financing is not significant, as the Company continues to leverage its existing asset base, as well as mortgage financing to take advantage of real estate opportunities, as they arise.

#### General Uninsured Losses

Urbanfund carries comprehensive general liability insurance for fire, flood and extended coverage for rental loss with policy specific limits and deductibles depending on the property. However, there are certain risks (generally catastrophic, such as war, terrorist acts or environmental contamination) which may be either uninsurable, in whole or in part, or in the opinion of management, not economically insurable. Should an uninsured or underinsured loss occur, Urbanfund could be negatively impacted through loss of the investment, anticipated profits and cash flows from one or more of its investment properties. In addition, the Company would continue to be obligated to repay any balance of mortgages outstanding on such properties.

#### Environmental Matters

Under various environmental and ecological laws, Urbanfund could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in its properties or disposed of at other locations. The failure to remove or remediate such substances may adversely affect the Company's ability to sell such property or to borrow or use the property as collateral and could also result in claims against the Company by third parties. Urbanfund is not currently aware of any material non-compliance, liability or claim with respect to any of its properties that it believes would involve material expenditures to the Company.

#### Key Personnel

Urbanfund's executive and other senior officers have a significant role in the success of our operations. Our ability to retain our current management team or ensure suitable replacements could have an adverse effect on the Company and its operations.

We rely on the services of key personnel on our executive including the Chief Executive Officer and Chief Financial Officer and the loss of their services could have an adverse effect on the Company. We are mitigating this risk through implementation of succession planning.

#### Potential Conflicts of Interest

Urbanfund is subject to various conflicts of interest due to the directors and officers being engaged in other real estate related activities. The Company is, and may become, involved in transactions which may conflict with our overall business objectives. The directors, from time to time may enter into arrangements with individuals or companies with which may also be desirable to Urbanfund. The interests of these persons and/or companies could conflict with those of Urbanfund. In addition, the individuals or companies may be competing with Urbanfund for available investment opportunities.

Our directors or officers who are identified to be in conflict with are required to disclose material interests in material contracts and transactions and are refrained from voting on a resolution to approve a material contract or transaction.

#### Significant Shareholders

As of the date of this MD&A, our directors and officers hold, directly or indirectly, a majority of the outstanding common shares and 100% of the preferred shares. The market price of our common shares could be significantly affected if our directors or officers intend or are perceived to be selling their holdings in Urbanfund.

#### Dividends

## **URBANFUND CORP. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2021**

The declaration and payment of future dividends and the quantum of any such dividends will be subject to the approval of Urbanfund's Board of Directors, in its discretion, taking into account, among other things, operating performance, financial condition, future growth plans, expected capital requirements, statutory solvency tests, as well as any contractual restrictions on such dividends, including any agreements entered into with lenders to the Company or its subsidiaries. There can be no assurance that dividends will be paid at the intended rate or at any rate in the future.

### **Cyber Security Threats**

A cyber incident is an intentional or unintentional event that could threaten the integrity, confidentiality or availability of the Company's information resources. These events include, but are not limited to, unauthorized access to information systems, a disruption to our information systems, or loss of confidential information. Urbanfund's primary risks that could result directly from the occurrence of a cyber incident include operational interruption, damage to our public image and reputation, and/or potentially impact the relationships with our tenants.

We have implemented processes, procedures and controls to mitigate these risks, including, but not limited to, firewalls and antivirus programs and training and awareness programs on the risks of cyber incidents. These procedures and controls do not guarantee that the financial results may not be negatively impacted by such an incident.

### **ADDITIONAL INFORMATION**

These documents, as well as additional information relating to Urbanfund, have been filed electronically with the Canadian securities regulators through the System for Electronic Document Analysis and Retrieval ("SEDAR") and may be accessed through the SEDAR website at [www.sedar.com](http://www.sedar.com).

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of Urbanfund's securities, common share issuances pursuant to the DRIPs and options to purchase the Company's securities authorized for issuance under equity compensation plans, as of December 31, 2020, are contained in Urbanfund's Management Information Circular which was furnished in connection with the annual and special meeting that was held on June 22, 2021.