

MADISON PACIFIC PROPERTIES INC.

MANAGEMENT DISCUSSION AND ANALYSIS

(as of July 13, 2017)

(\$,000's)

Overview

Madison Pacific Properties Inc. (Madison or Company) is in the business of acquiring, developing and managing revenue producing office, industrial, and commercial real estate properties located in British Columbia, Alberta, and Ontario.

The following table shows the leasable area and base annual rent (except for properties under development and held for sale) as of July 13, 2017, for the three real estate property portfolios held by Madison:

Province	Area and Rent^{(1), (2)}	Industrial	Retail/highway-commercial	Office	Total
British Columbia	Leasable area (sq. ft.)	1,225,036	146,331	116,689	1,488,056
	Base annual rent (\$)	13,370	3,065	3,812	20,247
Alberta	Leasable area (sq. ft.)	268,218	-	-	268,218
	Base annual rent (\$)	2,658	-	-	2,658
Ontario	Leasable area (sq. ft.)	63,030	-	-	63,030
	Base annual rent (\$)	434	-	-	434
Total	Leasable area (sq. ft.)	1,556,284	146,331	116,689	1,819,304
	Base annual rent (\$)	16,462	3,065	3,812	23,339

(1) Leasable area includes 100% of the total leasable area of properties in the MT Properties LP of which the Company holds a 60.9% interest and 50% of the total leasable area of joint operations that are proportionally consolidated (at 50%) for financial statement purposes.

(2) Base annual rent is rent excluding recoveries for operating costs and property taxes and rents based on tenant revenue.

Basis of Discussion and Analysis

This management discussion and analysis (MD&A) of the consolidated financial condition of Madison as of May 31, 2017 and the results of its operations for the nine months ended May 31, 2017 was prepared as of July 13, 2017. The MD&A should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and accompanying notes for the nine months ended May 31, 2017 and the audited consolidated financial statements and accompanying notes to the consolidated financial statements and MD&A for the year ended August 31, 2016.

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

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

Forward-Looking Statements

This MD&A contains forward-looking statements regarding the future success of Madison's business that are subject to risk and uncertainties. Forward looking information typically contains statements with words such as "expect", "believe", "plan", "forecast", "intend" or similar words suggesting future outcomes. Examples of such forward-looking statements include statements regarding the Company's expectation to renew mortgage loans as they become due; the estimated amount of potential tax reassessments; the Company's belief that loan facilities together with funds on hand and cash generated from operations should provide adequate liquidity and sufficient funds to pay for potential tax reassessments; the Company's expectation to renew all credit facilities maturing in fiscal 2017 with interest rates and with terms comparable to those currently in place, the Company's expectation to hold interest rate swap contracts and the related floating rate mortgages until maturity, the Company's belief that there will be sufficient future taxable income to utilize income tax losses and undeducted expenditures; and the Company's belief that the recoverability of unrecognized investment tax credits is still in doubt. The material factors and assumptions used to develop forward looking information include the current level of interest rates in the market, current relationships with the Company's lenders, current capitalization rates and long-term lease agreements supporting income expectations to utilize tax losses.

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

Selected Financial Information

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

(in \$000's except per share amounts)	Nine months ended May 31,		Three months ended May 31,	
	2017	2016	2017	2016
Property revenues	22,709	22,805	7,504	7,525
Property operating expenses	6,139	6,109	2,025	2,014
General and administrative expenses	1,872	2,126	613	750
Net gain on fair value adjustment on investment properties	25,614	25,135	10,129	14,358
Equity earnings of associate	4,398	1,384	1,275	1,410
Interest income	134	809	51	301
Interest expense	5,247	5,744	1,745	1,833
(Gains) losses on fair value adjustment on interest rate swaps and disposition of loan receivable	(3,498)	216	190	(584)
Income before income taxes	43,095	35,938	14,386	19,581
Income taxes	4,795	5,558	2,016	2,601
Net income and comprehensive income	38,300	30,380	12,370	16,980
Net income and comprehensive income attributable to the shareholders of the Company	37,454	28,399	12,179	15,221
Income per share	\$0.64	\$0.48	\$0.21	\$0.26
Total assets	501,944	456,546	501,944	456,546
Non-current financial liabilities	169,975	152,585	169,975	152,585
Total debt on investment properties	202,288	200,316	202,288	200,316
Dividends per share	\$0.3940	\$0.0525	\$0.00	\$0.00

Results of Operations

The following discussion highlights the significant activities that have occurred from the beginning of the comparative nine month period ended May 31, 2016 up to the date of this MD&A:

On October 4, 2016, the Company assigned its interest in a loan receivable of \$12,650 due from a 50% related joint venture, to Madison Venture Corporation ("MVC"), a significant shareholder of the Company and a partner in the joint venture, for consideration of \$15,500, resulting in a gain on disposition of the loan receivable of \$2,850.

On September 6, 2016, the Company declared the payment of a special cash dividend of \$0.3415 per Class B common share and Class C common share payable on September 30, 2016 to shareholders of record on September 22, 2016.

Investment property acquisitions:

For the nine months ended May 31, 2017, the Company acquired \$19,953 in investment properties in the Metro Vancouver region, some of which were acquired through 50% co-ownership structures.

For the year ended August 31, 2016, the Company acquired \$6,270 in investment properties in the Metro Vancouver region, some of which were acquired through 50% co-ownership structures.

Investment property dispositions:

For the year ended August 31, 2016, the Company sold three properties in the Metro Vancouver region and three properties in Eastern Canada for total proceeds before closing costs of \$46,325.

Operating results:

Property revenues include rental revenue and property management revenue. Property revenues for the nine months ended May 31, 2017 decreased compared to the nine months ended May 31, 2016 by 0.4%. The decrease in property revenues for the nine months ended May 31, 2017 is due to the sale of properties in fiscal 2016, including our Delta properties located at 7198 Progress Way and 7708 80th Street, our 21771 Fraserwood Way, Richmond property, and the sale of three of our eastern Canadian assets located at 520 – 570 Harrop Drive, Milton, Ontario, 1281 Newton Street, Boucherville, Quebec, and 105 Rotterdam Street, St-Augustin, Quebec. The decrease in revenues from the sale of properties was partially offset by an increase in rental rates on some properties and revenue generated from our completed development at 8155 North Fraser Way in Burnaby.

Excluding committed space and properties under development and held for sale, vacancies were 0.85% as at May 31, 2017 compared to 0.20% as at May 31, 2016. Vacancies were under 0.01% as of the date of this MD&A.

Property operating expenses of \$6,139 for the nine months ended May 31, 2017 were comparable to the nine months ended May 31, 2016 of \$6,109.

General and administrative expenses were \$1,872 for the nine months ended May 31, 2017, a decrease of 12% compared to the nine months ended May 31, 2016 of \$2,126. The decrease was primarily due to a reduction in compensation costs and professional fees.

Net gain on fair value adjustment on investment properties was \$25,614 for the nine months ended May 31, 2017. Valuations are prepared by management based primarily on assumptions relating to cash flows from current leases, rental income from future leases in light of current market conditions and capitalization rates. The capitalization rates used are generally based on ranges provided by external valuation specialists. These assumptions are further compared against information obtained from independent industry experts. Adjustments are made to the carrying values of the investment properties when changes in the underlying valuation assumptions occur. The gain for the period is primarily attributable to a reduction of cap rates for industrial, commercial, and office properties in Metro Vancouver and higher lease rates achieved on some properties.

The table below provides the average capitalization rates (excluding properties under development and held for sale) and the ranges for each market category as at May 31, 2017 as it relates to the Metro Vancouver market where 77% of the Company's properties are located.

	Company average cap rate	Market range
Industrial	4.85%	4.25% to 5.75%
Retail/highway-commercial	5.79%	3.50% to 5.50%
Office	4.82%	4.50% to 5.00%

The following table provides a sensitivity analysis for the weighted average capitalization rate applied at May 31, 2017, except for properties under development and held for sale:

Capitalization rate increase (decrease)	Weighted average capitalization Rate	Fair value of investment properties (at Company's ownership) \$	Fair value variance \$	% Change
(0.75%)	4.07%	546,796	98,005	21.8%
(0.50%)	4.37%	508,325	59,534	13.3%
(0.25%)	4.67%	476,266	27,475	6.1%
May 31	4.96%	448,791	-	-
0.25%	5.24%	424,801	(23,990)	(5.3%)
0.50%	5.51%	403,570	(45,221)	(10.1%)
0.75%	5.78%	384,584	(64,207)	(14.3%)

Equity earnings of associate: The equity earnings of the Grant Street Properties Inc. ("GSP") investment for the nine months ended May 31, 2017 was \$4,398 compared to \$1,384 for the nine months ended May 31, 2016. The increase in equity earnings was primarily due to fair value adjustments on investment properties that GSP holds.

Interest income: For the nine months ended May 31, 2017, the Company earned interest income from loans and surplus cash of \$134. The decrease in interest income compared to the prior period is due to the disposition of a loan receivable of \$12,650 in the period.

Interest expense: The decrease in interest expense of \$497 for the nine months ended May 31, 2017 compared to the nine months ended May 31, 2016 was due primarily to lower average interest rates on our debt on investment properties.

(Gains) losses on fair value adjustment on interest rate swaps and disposition of loan receivable: The gain on the fair value adjustment on interest rate swaps for the nine months ended May 31, 2017 of \$648 relates to the unrealized gain on three interest rate swaps with a total notional amount of \$64,705. The Company mitigates some interest rate risk by entering into interest rate swaps on some of its mortgages. On October 4, 2016, the Company assigned its interest in a loan receivable of \$12,650 due from a 50% related joint venture, to MVC for consideration of \$15,500, resulting in a gain on disposition of the loan receivable of \$2,850.

Income taxes: Income tax expense was \$4,795 for the nine months ended May 31, 2017 and \$5,558 for the nine months ended May 31, 2016. The Company utilized some previously unrecognized federal and provincial investment tax credits in its 2016 tax filings, resulting in a tax expense lower than the prior period. A reconciliation of the income tax provision can be found in note 10 of the condensed interim consolidated financial statements.

Net income and comprehensive income: The overall increase in net income and comprehensive income for the nine months ended May 31, 2017 compared to the nine months ended May 31, 2016 is explained in the analysis provided above.

Operating capital: Madison funds its current operations from its cash flows from operating activities, mortgages, construction loans and a bank line of credit. For the nine months ended May 31, 2017, Madison generated \$9,835 of cash flows from continuing operations (before changes in non-cash balances). Madison has a \$20,000 operating line of credit with a Canadian chartered bank. The Company

and its subsidiaries had collectively drawn \$nil on the line of credit as at May 31, 2017 (August 31, 2016 - \$nil). Madison has been able to obtain new mortgage financing and renew its existing mortgages at interest rates and on terms comparable to fiscal 2016.

Summary of Quarterly Results

Quarter ended (in \$000's except per share amounts)	Property revenues	Net gain on fair value adjustment on investment properties	Net income and comprehensive income	Net income attributable to shareholders of the Company	Income per share attributable to shareholders of the Company
August 31, 2015	7,574	11,211	11,467	10,876	\$0.18
November 30, 2015	7,557	5,206	6,849	6,698	\$0.11
February 29, 2016	7,723	5,571	6,551	6,480	\$0.11
May 31, 2016	7,525	14,358	16,980	15,221	\$0.26
August 31, 2016	7,465	25,825	25,051	24,831	\$0.43
November 30, 2016	7,461	5,156	11,393	11,042	\$0.19
February 28, 2017	7,744	10,329	14,537	14,233	\$0.24
May 31, 2017	7,504	10,129	12,370	12,179	\$0.21

2017 Quarterly Comparison

Overview: Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties. The table above highlights the property revenues and net income and comprehensive income by quarter.

Property revenues for the quarter ended May 31, 2017 decreased compared to the prior quarter due to a decrease in operating costs recovered. Overall, quarterly revenues for fiscal 2017 have been relatively comparable to the prior fiscal year.

Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties and from the gain on the disposition of a loan receivable. As a result, the quarterly net income and comprehensive income amounts are not comparable.

2016 Quarterly Comparison

Overview: Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties. The table above highlights the property revenues and net income and comprehensive income by quarter.

Property revenues remained relatively consistent in fiscal 2016.

Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties. As a result, the quarterly net income and comprehensive income amounts are not comparable.

2015 Quarterly Comparison

Overview: Quarterly net income and comprehensive income is significantly impacted by the net gain on fair value adjustment on investment properties. The table above highlights the property revenues and net income and comprehensive income by quarter.

Property revenues remained relatively consistent in fiscal 2015.

Net income and comprehensive income was significantly impacted by the net gain on fair value adjustment on investment properties and an interest prepayment penalty paid in 2015. As a result, the quarterly net income and comprehensive income amounts are not comparable.

Liquidity and Capital Resources

As at May 31, 2017, the Company had cash on hand of \$12,140 (August 31, 2016 - \$33,427) and had drawn \$nil (August 31, 2016 - \$nil) against its line of credit. The Company has a maximum line of credit of \$20,000. The line of credit with a Canadian chartered bank, bears interest at bank prime rate plus 1.0% or the Bankers Acceptance rate. The line of credit may be used for general business purposes and the amount available for such uses varies with the value of investment properties pledged, up to a maximum of \$20,000. Second mortgages against certain of the Company's investment properties, assignments of rents and insurance, as well as general security agreements creating floating charges over all of the Company's assets, have been provided as security. Amounts advanced under the line of credit are repayable on demand. The line of credit agreement contains financial ratios which must be maintained for which the Company is in compliance.

The primary objective of the Company's capital management is to ensure that it maintains adequate capital in order to support its business and maximize shareholder value. The Company manages its capital structure with the goal of minimizing risk to the stability of cash flows from properties. Other goals include maintaining its debt service coverage, interest coverage and debt to equity ratios as well as maintaining minimum amounts of shareholders' equity as required by the Company's line of credit agreement. The Company's capital includes mortgage and construction loans, a line of credit and shareholders' equity.

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

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

Risks and Uncertainties

Real Estate Industry

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

Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made regardless of whether or not a property is producing sufficient income to cover such expenses. The real estate properties of Madison are subject to mortgages that require ongoing debt payments and repayments of outstanding amounts on maturity. If Madison is unable or unwilling to make mortgage repayments on any property, losses could be sustained as a result of the lenders exercising their rights of foreclosure or sale.

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

Madison manages these risks through ownership of good quality properties combined with a diverse tenant base. As at May 31, 2017, no one tenant accounted for more than 14.41% (August 31, 2016 - 15.07%) of the rental revenue of Madison and lease maturities are staggered such that as at May 31, 2017, no more than 19.93% (August 31, 2016 - 20.27%) of the rental space was subject to renewal in any one year.

Revenue Producing Properties

The revenue producing properties of Madison generate income through rental receipts from tenants. Upon the expiry of any lease, there is no assurance that the lease will be renewed or the tenant replaced. The terms of any subsequent lease may be less favourable to Madison than the existing lease. Furthermore, at any time, a tenant of Madison's properties may seek the protection of bankruptcy, insolvency or similar laws which could result in the rejection and termination of such tenant's lease and a resultant reduction in cash flow available to Madison.

Fluctuations in Real Estate Values

The commercial and industrial real estate industry is subject to variability and fluctuations in real estate values. The Company has elected to report its investment properties at fair value. Fair value represents the amount at which the properties could be exchanged between a knowledgeable and willing buyer and seller in an arm's length transaction at the date of valuation. Adjustments will be made to the fair values when changes in the underlying valuation assumptions occur.

Geographic Concentration

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

Environmental Matters

As an owner of investment properties, Madison is subject to various Canadian federal, provincial, and municipal laws relating to environmental matters. Such laws provide that Madison could be liable for costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, could adversely affect Madison's ability to sell such real estate or pledge real estate as collateral for borrowing. In addition, such a situation could potentially result in claims against Madison. Madison is not

aware of any material pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. It is also possible that asbestos containing material (ACM) and polychlorinated biphenyls (PCB) in light fixtures may be present at some properties which may result in future removal and disposal costs, however management is not aware of any such presence.

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

General Uninsured Losses

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

Income Taxes

In June 2013, 1073774 Properties Inc., a subsidiary of the Company, received from the Canada Revenue Agency ("CRA") tax notices of reassessment relating to the taxation years 2008 to 2010. The reassessments deny the application and usage of non-capital losses, deductions and credits arising from years prior to 2008. The reassessments increase total taxable income by \$22,933 for the reassessed taxation years. As a result, additional taxes payable for the reassessed years, including interest, are \$8,159. The Company has filed notices of objection to the reassessments with the CRA and subsequently a notice of appeal to the Tax Court of Canada. To object to the reassessments, the Company was required to make a deposit of \$3,375 for a portion of the taxes and interest the CRA has claimed are owed. The Company made this deposit in July 2013 and it is included in other non-current assets. Additional interest accruing on the unpaid portion of the reassessments was approximately \$954 as at May 31, 2017.

The Company has received from the CRA tax notices of reassessment relating to the 2009, 2011, 2013 and 2016 taxation years. The reassessments deny the application and usage of capital losses arising from years prior to 2009. The reassessments increase total taxable income by \$13,911 for the reassessed taxation years. In addition, the CRA is disallowing unused carry-forward capital losses of \$9,824. As a result, additional taxes payable for the reassessed years, including interest, are \$4,371. The Company has filed notices of objection to the reassessments with the CRA and subsequently a notice of appeal to the Tax Court of Canada. To object to the reassessments, the Company was required to make deposits totalling \$2,261 for a portion of the taxes and interest the CRA has claimed are owed. The Company has made such deposits which are included in other non-current assets. Additional interest accruing on the unpaid portion of the reassessments was approximately \$299 as at May 31, 2017.

Metro Vancouver Properties Corp. (“Metro”), a subsidiary of the Company, has received from the CRA and Alberta Tax and Revenue Administration (“ATRA”) tax notices of reassessment for the taxation years 2011 to 2016. The reassessments deny the application and usage of non-capital losses, capital losses and investment tax credits arising from prior years. The reassessments increase total taxable income by \$33,386 for the taxation years 2011 to 2016. In addition, the CRA and ATRA are disallowing unclaimed carry-forward losses of \$11,378, carry-forward scientific research and development expenditures of \$35,846 and investment tax credits of \$11,378. As a result, additional taxes payable for the reassessed years, including interest, are \$10,414. The Company has filed notices of objection to the reassessments with the CRA and ATRA. To object to the reassessments, the Company was required to make deposits totalling \$5,241 for a portion of the taxes and interest the CRA and ATRA have claimed are owed. The Company made these deposits and they are included in other non-current assets. Additional interest accruing on the unpaid portion of the reassessments was approximately \$302 as at May 31, 2017.

The Company and its counsel believe that its filing positions for the companies described above are appropriate and in accordance with the law. It intends to vigorously defend such positions as required. Accordingly, the Company has not recorded a liability in its consolidated financial statements for the reassessed taxes payable and related interest described above nor has it reduced the carrying value of deferred income tax assets recorded for unused carry-forward amounts. If the Company is ultimately successful in defending its positions, deposits made plus applicable interest will be refunded to the Company. There is no assurance that the Company’s objections and appeals will be successful. If the CRA and ATRA are successful, the Company will be required to pay the balance of taxes reassessed plus applicable interest and derecognize deferred income tax assets related to the carry-forward amounts.

Interest Rate Fluctuations

Madison’s capital structure involves risks primarily associated with leverage and interest rates. Madison’s financing includes some indebtedness with interest rates set on a floating rate basis which could result in fluctuations in Madison’s cost of borrowing. Madison has mitigated interest rate risk by refinancing over 96% of its debt on investment properties (mortgage loans) at fixed rates ranging from 2.40% to 5.68% per annum and staggering maturities up to six years so that no more than 42% of such debt matures in one year. The Company has not experienced any difficulties in renewing mortgages as they have become due. The Company also mitigates interest rate risk by entering into interest rate swaps. The Company has entered into interest rate swaps with Canadian Chartered banks on three mortgages to reduce the impact of fluctuating interest rates and fix the Company’s interest rates on those mortgages. The swaps have notional amounts as at May 31, 2017 totaling \$64,705, fixed swap rates ranging from 2.92% to 3.14%, and maturity dates ranging June 2020 to June 2021. The total notional amount of the interest rate swaps represented 31.9% as at May 31, 2017 (August 31, 2016 - 33.4%) of the total debt on investment properties (before netting of deferred financing costs and fair value adjustments to assumed debt) and bank indebtedness. The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

The weighted average interest rate on fixed rate mortgage debt as at May 31, 2017 was 3.56% (August 31, 2016 - 3.63%). Madison has approximately \$7,655 in floating rate mortgages and construction loans.

The Company has a line of credit that bears interest at bank prime rate plus 1.0% or the Banker’s Acceptance rate. The line of credit may be used for general business purposes and the amount available for such uses varies with the value of investment properties pledged, up to a maximum of \$20,000. As at May 31, 2017, \$nil had been drawn on the line of credit. The Company’s variable interest rate borrowings represent 3.78% of total borrowings. The impact of a 1.0% interest rate change on the Company’s variable rate debt would increase or decrease interest expense and pre-tax earnings by \$77 per year.

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

Contractual Obligations

(in \$000's)	Payments due by fiscal year				
	Total	June 2017 - August 2017	September 2017 - August 2019	September 2019 - August 2021	September 2021 and thereafter
Debt on investment properties ⁽¹⁾	202,703	12,980	51,707	100,124	37,892
Land lease	3,080	45	186	188	2,661

(1) The amount in the period from June 2017 to August 2017 includes demand loans totaling \$8,273. Principal repayments on these demand loans are made monthly until their maturities between 2017 and 2022.

Off-Balance Sheet Arrangements

Madison is required to provide letters of credit to municipalities in connection with development charges and rezoning applications. As of July 13, 2017, there were no outstanding letters of credit.

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

Transactions with Related Parties

On May 25, 2017, the Company acquired 309,838 shares of GSP for \$1,199. The Company has an ownership interest of 34.29% in GSP.

The Company has engaged the services of G.W. Property Services Ltd., a landscaping company owned by a related party. During the nine months ended May 31, 2017, landscaping and maintenance expenses paid to this company were \$140 (nine months ended May 31, 2016 - \$186). There are no long-term commitments with this company, which provides required landscaping and maintenance on some investment properties.

For the nine months ended May 31, 2017, rental revenues totaling \$1,409 (nine months ended May 31, 2016 - \$1,380) were received from Arrow Speed Controls Limited, Continental Electrical Motor Services Ltd., and Madison Industrial Equipment Inc. which are tenants and companies controlled by MVC, a shareholder of the Company. These companies have lease agreements with the Company.

During the nine months ended May 31, 2017, the Company paid consulting fees for various administration and support services of \$64 (nine months ended May 31, 2016 - \$109) to MVC, a shareholder of the Company.

The Company has provided a limited guarantee of \$16,830 on the MT Properties LP mortgage debt. During the nine months ended May 31, 2017, a guarantee fee of \$39 (nine months ended May 31, 2016 - \$39) was paid to the Company.

On October 4, 2016, the Company assigned its interest in a loan receivable of \$12,650 due from a 50% related joint venture, to MVC, a partner in the joint venture, for consideration of \$15,500, resulting in a gain on disposition of the loan receivable of \$2,850.

Key management personnel include the Company's directors and officers. For the nine months ended May 31, 2017, compensation awarded to key management personnel included salaries and short-term

employee benefits of \$857 (nine months ended May 31, 2016 - \$846) and stock-based compensation of \$46 (nine months ended May 31, 2016 - \$92).

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

Outstanding Share Data

As of July 13, 2017, there were 7,255,500 Class B voting common shares and 51,315,089 Class C non-voting common shares outstanding.

Cash Flows from Operating Activities

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

(in \$000's)	May 31, 2017	May 31, 2016
Net income	38,300	30,380
Items not affecting cash		
Net gain on fair value adjustment on investment properties	(25,614)	(25,135)
Amortization	637	422
Equity earnings of associate	(4,398)	(1,384)
Stock-based compensation	46	92
(Gains) losses on fair value adjustment on interest rate swaps and disposition of loan receivable	(3,498)	216
Recognition of rental revenue on a straight-line basis	(248)	(223)
Deferred income taxes	4,610	5,401
	9,835	9,769
(Increase) decrease in amounts receivable and other assets	(1,204)	865
Decrease in income taxes receivable	74	139
Increase in accounts payable and accrued liabilities	3,948	303
	12,653	11,076

For the nine months ended May 31, 2017, Madison generated \$9,835 of cash flows from continuing operations (before changes in non-cash balances) compared to \$9,769 for the nine months ended May 31, 2016. The increase compared to the prior year is due primarily to lower interest expense for the nine months ended May 31, 2017 compared to the nine months ended May 31, 2016.

Financial Instruments

Madison finances its investment properties primarily through conventional mortgage loans. These mortgages have terms of between one and six years, and as at May 31, 2017, had a weighted average interest rate of 3.56% (August 31, 2016 - 3.63%). Of the total amount of debt on investment properties outstanding as at May 31, 2017, \$3,158 of mortgages are scheduled to mature by August 31, 2017.

Madison anticipates being able to renew all credit facilities maturing in fiscal 2017 at interest rates and with terms comparable to those currently in place.

The Company has entered into interest rate swaps with Canadian Chartered banks on three mortgages to fix the Company's interest rates on those mortgages. The swaps have notional amounts as at May 31, 2017 totaling \$64,705 (August 31, 2016 - \$66,279) fixed swap rates ranging from 2.92% to 3.14%, and maturity dates ranging from June 2020 to June 2021. The total notional amount of the interest rate swaps represented 31.9% as at May 31, 2017 (August 31, 2016 - 33.4%) of the total debt on investment properties (before the netting of deferred financing costs and fair value adjustments to assumed debt) and bank indebtedness. The Company anticipates holding the mortgages and interest rate swap contracts until maturity.

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

	<u>Fair value liabilities</u>		<u>Net (gains) losses on interest rate swaps</u>	
	<u>May 31, 2017</u>	<u>August 31, 2016</u>	<u>Nine months ended,</u>	
	<u>\$</u>	<u>\$</u>	<u>May 31, 2017</u>	<u>May 31, 2016</u>
			<u>\$</u>	<u>\$</u>
Interest rate swaps	523	1,171	(648)	216

Critical Accounting Estimates and Judgements

It is necessary for the Company to use estimates in applying the significant accounting policies as described in note 2 of the August 31, 2016 consolidated financial statements. In determining estimates, management uses the information available to the Company at the time. Management reviews key estimates on a regular basis to determine their appropriateness. There is no material update from the critical accounting estimates disclosure contained in the August 31, 2016 MD&A.

Accounting standards and amendments issued but not effective

In May 2014, the IASB issued IFRS 15, *Revenue from Contracts with Customers*. IFRS 15 establishes principles to address the nature, amount, timing and uncertainty of revenue and cash flows arising from an entity's contracts with customers. The new standard is effective for annual periods beginning on or after January 1, 2018, with early adoption permitted. The Company has not completed its assessment of the effect, if any, of IFRS 15 on its consolidated financial statements.

In July 2014, the IASB issued the final version of IFRS 9, *Financial Instruments*, which addresses the classification and measurement of financial assets and replaces the multiple category and measurement models in IAS 39, *Financial Instruments: Recognition and Measurement*, for debt instruments with a new mixed measurement model having only two categories: amortized cost and fair value through profit or loss. IFRS 9 also replaces the models for measuring equity instruments. Such instruments are either recognized at fair value through profit or loss or at fair value through other comprehensive income. In addition, IFRS 7, *Financial Instruments – Disclosures*, has been amended to require additional disclosures on transition from IAS 39 to IFRS 9. IFRS 9 is effective for annual periods beginning on or after January 1, 2018, with earlier application permitted. The Company has not completed its assessment of the effect, if any, of IFRS 9 on its consolidated financial statements.

In January 2016, the IASB issued IFRS 16, *Leases*. The new standard replaces IAS 17, *Leases*, and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases,

distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019, with early application permitted for entities that apply IFRS 15. The Company has not completed its assessment, but does not expect the new standard to have a significant effect on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 12, *Income Taxes*, to clarify the requirements for recognizing deferred tax assets on unrealized losses, deferred tax where an asset is measured at a fair value below the asset's tax base, and certain other aspects of accounting for deferred tax assets. The amended standard is effective for annual periods beginning on or after January 1, 2017. The Company has not completed its assessment of the effect, if any, of these amendments on its consolidated financial statements.

In January 2016, the IASB issued amendments to IAS 7, *Statement of Cash Flows*, to require disclosures about changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The amended standard is effective for annual periods beginning on or after January 1, 2017. The Company has not completed its assessment of the effect, if any, of these amendments on its consolidated financial statements.

Effectiveness of the Internal and Disclosure Controls and Procedures

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

The Company did not make any changes to the design of its internal controls over financial reporting in the nine months ended May 31, 2017 that would have materially affected, or would reasonably likely to materially affect the Company's internal controls over financial reporting.

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

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

Additional Information

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