

## MADISON PACIFIC PROPERTIES INC.

### INFORMATION CIRCULAR

as at January 10, 2020 unless otherwise noted

#### SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Madison Pacific Properties Inc. (“Madison Pacific” or the “Company”) for use at the Annual General Meeting of the shareholders of the Company (the “Meeting”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The solicitation will be by mail and possibly supplemented by telephone, electronic mail or other personal contact to be made without special compensation by regular officers and employees of the Company. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. The Company does not reimburse shareholders, nominees or agents for the costs incurred in obtaining from their principals authorization to execute forms of proxy.

#### APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors and/or officers of the Company, and are proxyholders nominated by management. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the nominees of management named in the enclosed instrument of proxy. To exercise this right, a shareholder must insert the name of his nominee in the blank space provided on the proxy.** A proxyholder need not be a shareholder of the Company.

A form of proxy will only be valid if it is duly completed and signed and dated then deposited to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9<sup>th</sup> Floor, Toronto Ontario, by the method set out in the form of proxy. In all cases, proxies are to be received, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting or any adjournment thereof.

An instrument of proxy must be signed by the shareholder or by his attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A proxy may be revoked by:

- (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid; or
- (b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and either delivering the same to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

## **VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES**

**If a shareholder specifies a choice with respect to any matter to be acted upon, the shares represented by proxy will be voted or withheld from voting by the proxyholder in accordance with those instructions on any ballot that may be called for. In the enclosed form of proxy, in the absence of any instructions in the proxy, it is intended that such shares will be voted by the proxyholder, if a nominee of management, in favour of the motions proposed to be made at the Meeting as stated under the headings in the Notice of Meeting to which this Information Circular is attached and in particular, in favour of the nominees for the election of directors and in favour of the appointment of auditors, as set forth herein. If any amendments or variations to such matters, or any other matters, are properly brought before the Meeting, the proxyholder, if a nominee of management, will exercise its discretion and vote on such matters in accordance with its best judgement.**

At the time of printing this Information Circular, management of the Company is not aware that any amendments or variations to existing matters or new matters are to be presented for action at the Meeting.

The instrument of proxy enclosed, when properly signed and deposited, confers discretionary authority on proxyholders other than the nominees of management named in the instrument of proxy with respect to the matters identified herein, amendments or variations to those matters, or any other matters which may properly be brought before the Meeting. To enable the proxyholder to exercise its discretionary authority, a shareholder must insert the name of its nominee in the space provided in the form of proxy.

## **NON-REGISTERED SHAREHOLDERS**

Only registered holders of Class B Voting Common Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of Madison Pacific are “non-registered” shareholders because the Class B Voting Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank, or trust company through which they purchased the shares or a clearing agency. More particularly, a person is not a registered shareholder in respect of Class B Voting Common Shares which are held on behalf of that person (the “Non-Registered Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the Class B Voting Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. (“CDS”)) of which the Intermediary is a participant. Madison Pacific has two kinds of Non-Registered Holders - those who have given permission to their Intermediary to disclose their ownership information, otherwise referred to as “non-objecting beneficial owners”, and those who have objected to their Intermediary’s disclosure of this information, otherwise referred to as “objecting beneficial owners”. As allowed under Canadian provincial securities laws, Madison Pacific has obtained a list of non-objecting beneficial owners from Intermediaries and has used that list to distribute proxy-related materials directly to non-objecting beneficial owners. Madison Pacific is not sending proxy-related materials using notice-and-access procedures.

Non-objecting beneficial owners will receive a voting instruction form from Computershare Investor Services Inc. Objecting beneficial owners will receive a voting instruction form from its Intermediary.

The voting instruction form is similar to the proxy that Madison Pacific provided to registered shareholders; however, its purpose is limited to instructing the Intermediary or clearing agency, as the registered shareholder, on how to vote. No person will be admitted at the Meeting to vote by presenting a voting instruction form.

**To vote using the voting instruction form**, Non-Registered Holders should complete and return the voting instruction form in accordance with its instructions.

**To vote in person at the Meeting**, Non-Registered Holders must instruct Computershare Investor Services Inc. if they are a non-objecting beneficial owner, or their Intermediary if they are an objecting beneficial owner, to be appointed as proxyholder.

Recent amendments to securities legislation allow a non-objecting beneficial owner to submit to Madison Pacific or its Intermediary any document in writing that requests that such non-objecting beneficial owner or its nominee be appointed as proxyholder. If such a request is received, Madison Pacific or the Intermediary, as applicable, must arrange, without expense to the non-objecting beneficial owner, to appoint such non-objecting beneficial owner or its nominee as a proxyholder and to deposit that proxy within the time specified in this Information Circular, provided that Madison Pacific or the Intermediary receives such written instructions at least one business day prior to the time at which proxies are to be submitted for use at the Meeting. Accordingly, any such request must be received at least 72 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

Madison Pacific does not intend to pay for Intermediaries to forward to objecting beneficial owners the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and an objecting beneficial owner will not receive those materials unless the objecting beneficial owner's Intermediary assumes the cost of delivery.

If Non-Registered Holders have any questions, they should contact Computershare Investor Services Inc. if they are a non-objecting beneficial owner, or their Intermediary if they are an objecting beneficial owner.

#### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

Only those holders of record of Class B Voting Common Shares on January 10, 2020, will be entitled to vote at the Meeting or any adjournment thereof, in person or by proxy. On January 10, 2020, 7,255,492 Class B Voting Common Shares were issued and outstanding, each share carrying the right to one vote. The authorized share capital of Madison Pacific consists of an unlimited number of Class A Preferred Shares without par value, issuable in series, an unlimited number of Class B Voting Common Shares without par value (the "Class B Shares"), an unlimited number of Class C Non-Voting Shares without par value (the "Class C Shares") and an unlimited number of Old Common Shares without par value.

Certain of the share rights are summarized in Appendix B to this Information Circular.

To the knowledge of the directors and senior officers of the Company, only the following shareholders beneficially own, or controls or directs, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding Class B Shares:

<b>Name of Shareholder</b>	<b>Number of Class B Shares</b>	<b>Percentage of Issued and Outstanding Voting Shares</b>
Madison Venture Corporation <sup>(1)</sup>	2,840,848	39.2%
Delcor Holdings Ltd. <sup>(1)</sup>	912,946	12.6%
Vanac Development Corp. <sup>(1)</sup>	790,507	10.9%

(1) Madison Venture Corporation and affiliates own 20,347,938 Class C Shares, Delcor Holdings Ltd. and affiliates owns 13,152,446 Class C Shares and Vanac Development Corp. owns 1,200,000 Class C Shares.

The above information is based on public filings by the shareholders.

## **FINANCIAL STATEMENTS**

The audited consolidated financial statements of the Company for the year ended August 31, 2019, together with the auditor's report thereon (the "Financial Statements"), will be presented to shareholders at the Meeting. The Financial Statements are being mailed to shareholders of record with this Information Circular. Copies of the Financial Statements, Notice of Meeting, Information Circular and Proxy will also be available from the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario M5J 2Y1 prior to the Meeting.

## **ELECTION OF DIRECTORS**

The Board of Directors presently consists of six directors. The term of office for persons elected at the Meeting will expire at the next Annual General Meeting of shareholders of the Company, unless a director resigns or is otherwise removed in accordance with the by-laws of the Company or the *Canada Business Corporations Act* (the "CBCA").

The persons named below will be presented at the Meeting for election as directors as nominees of management, and the persons named in the enclosed instrument of proxy intend to vote for the election of these nominees. It is not contemplated that any of the nominees will be unable to serve as a director, however should that occur for any reason prior to the Meeting, the persons named in the enclosed instrument of proxy reserve the right to vote for other nominee(s), at their discretion.

The following table sets out the names of the persons to be presented for election as director as nominees of management, all other positions and offices with the Company now held by them, their principal occupation or employment, the year in which they became a director of the Company and the number of Class B Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, if any, as at the date hereof:

Name of Nominee and Present Position With the Company	Principal Occupation During the Past Five Years	Year First Became a Director	No. of Class B Shares Beneficially Owned
<b>PETER J. BONNER</b> <sup>(2),(3)(5)</sup> British Columbia Director	President of PJ Bonner and Associates Ltd. (a diversified holding company)	2008	151,569
<b>MICHAEL W. DELESALLE</b> <sup>(1),(2),(3),(4)</sup> British Columbia Director	President of Delcor Holdings Ltd. (a diversified holding company)	2000	925,099 <sup>(4)</sup>
<b>MARVIN HAASEN</b> <sup>(2)</sup> British Columbia President and Chief Executive Officer and Director	President and Chief Executive Officer	2012	Nil
<b>SAM GRIPPO</b> <sup>(1),(2),(3)</sup> British Columbia Chairman of the Board and Director	President and Chief Executive Officer of Madison Venture Corporation (a diversified holding company)	1998	26,880
<b>MARK E. ELLIOTT</b> <sup>(1),(2),(3)</sup> British Columbia Director	Independent consultant from July 1, 2012	2013	Nil
<b>JONATHAN H. B. REES</b> <sup>(5)</sup> British Columbia Director	Principal at PCRE Group	2019	3,488

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance Committee

(3) Member of Nominating Committee

(4) Mr. Delesalle is the President of Delcor Holdings Ltd. which owns or controls 912,946 Class B Shares. Mr. Delesalle exercises control or direction over these shares.

(5) Member of the Compensation Committee.

Unless otherwise stated, each of the above-named nominees has held the principal occupation or employment indicated for the past five years.

The above information has been furnished by the respective directors individually.

### Majority Voting for Directors

The Board of Directors believes that each of its members should carry the confidence and support of the Company's shareholders. Accordingly, the Board of Directors adopted a majority voting policy in 2013. Pursuant to this policy, the form of proxy for the vote at the Meeting enables shareholders to vote in favour of, or to withhold from voting, separately for each nominee. If, with respect to any particular nominee, the number of common shares withheld exceeds the number of common shares voted in favour of the nominee, then for purposes of the Company's policy, the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a director who is considered under this policy not to have the confidence of shareholders is required to promptly submit to the Board of Directors his or her resignation. The Governance Committee will promptly consider the director's offer to resign and make a recommendation to the Board of Directors whether to accept it. In making its recommendation, the Committee will consider the reason why the votes were withheld, length of service and qualifications of that director, that director's contribution to the Company, and the effect that such resignation may have on the Board of Director's ability to effectively continue fulfilling its responsibilities and the Company's ability to comply with any applicable governance rules and policies. Any director who tenders his resignation will not participate in the deliberations. Within 90 days of the applicable shareholder meeting date, the Board of Directors will decide whether to accept or not accept the resignation of that director. The Board will accept the resignation unless exceptional circumstances exist. If the resignation is accepted, subject to any applicable law, the Board of Directors may leave the resultant vacancy unfilled until the next annual general meeting, fill the vacancy through the appointment of a new director, reduce the size of the Board of Directors, or call a special meeting of shareholders at which there will be presented one or more nominees to fill any vacancy or vacancies. The Board of Directors will issue a press release disclosing its decision whether to accept the director's resignation offer including the reasons for rejecting the offer to resign, if applicable.

## **STATEMENT ON CORPORATE GOVERNANCE AND DIVERSITY DISCLOSURE**

The Company is committed to ensuring that the Company has an effective corporate governance system. The Company's current governance practices pursuant to National Instrument 58-101 are specifically set out in Appendix A to this information circular in the form required by Form 58-101F1. Appendix A also includes the diversity disclosure required pursuant to section 172.1 of the CBCA.

*The following information highlights the structures and processes of corporate governance at the Company.*

### ***Mandate of the Board***

The mandate of the board of directors of the Company (the "Board") is to supervise the management of the business and affairs of the Company. In fulfilling its mandate, the Board as a whole oversees the development and application of policies regarding corporate governance and dealing with corporate governance issues, and is responsible for:

- (a) adoption of a strategic planning process for the Company;
- (b) identification of the principal risks of the Company's business and ensuring the implementation of the appropriate systems to manage these risks;
- (c) succession planning for the Company, including identifying, appointing, training and monitoring senior management;
- (d) overseeing the integrity of the Company's internal controls and management information systems; and
- (e) maintaining a continuing dialogue with management in order to ensure the ability to respond to changes, both internal and external, which may affect the Company and its business operations from time to time.

## **Composition of the Board**

All of the Directors, with the exception of the President and Chief Executive Officer, are unrelated Directors. Independence of the Board from management is enhanced in that the position of Chairman is separate from that of the Chief Executive Officer.

## **Board Effectiveness**

The Governance Committee oversees the corporate governance processes at the Company which include the manner in which the Board should operate. The nature and format of information provided to the Board by management is reviewed. At the Board's regularly scheduled meetings, the Directors review management's significant operational plans, initiatives and activities, as well as systems related to the identification and control of principal business risks. Unrelated Directors hold discussions completely independent of management as required. The Board of Directors met 4 times during the year ended August 31, 2019.

## **Committees of the Board of Directors**

The Board has established an Audit Committee, a Corporate Governance Committee, a Nominating Committee, and a Compensation Committee.

## **Board Authority and Delegation**

The Directors have reserved approval for all matters other than certain authorization and approval levels delegated to management. All Committees make recommendations which are presented to the Board for approval. The composition and mandates of each of these Board Committees are outlined as follows:

### ***Audit Committee***

The Audit Committee reviews the annual financial statements of the Company and certain other public disclosure documents required by regulatory authorities, including news releases disclosing financial results, and makes recommendations to the Board with respect to such statements and documents. The Committee also makes recommendations to the Board regarding the appointment of independent auditors, meets independently with the auditors to review the nature and scope of the annual audit as proposed by the auditors and management, and reviews with management the risks inherent in the Company's business and risk management programs relating thereto. The Audit Committee also reviews with the auditors and management the adequacy of the internal accounting control procedures and systems within the Company. The Audit Committee is composed of three non-related members of the Board.

Further information concerning the Audit Committee is set out in the section entitled "Audit Committee" in the Company's current Annual Information Form.

### ***Corporate Governance Committee and Nominating Committee***

The mandate of the Corporate Governance Committee is the general responsibility for developing the Company's approach to governance issues. The Committee is responsible for assessing directors on an ongoing basis, for assessing the effectiveness of the Board as a whole and the contribution of individual directors. The Corporate Governance Committee is composed of five members of the Board, all of which are non-related members except for one. The Nominating Committee is a subset of the Corporate Governance Committee and is composed entirely of the non-related members of the Board and is

responsible for nominating persons for election or appointment as directors.

### ***Compensation Committee***

For particulars of the composition and functions of the Compensation Committee, see “Executive Compensation”.

### ***Decisions Requiring Prior Board Approval***

In addition to matters which must either by law or by the by-laws of the Company be approved by the Board, management is required to seek Board approval for major transactions.

### ***New Directors***

It is the Board's intention that as and when a new nominee for election or appointment is identified, it will ensure that a full program of orientation and education is provided for the nominee, including (but not limited to) provision of a complete corporate history, including copies of past minutes of Board meetings, as well as information regarding the Company's business and operations.

## **EXECUTIVE COMPENSATION**

### ***Report on Executive Compensation***

The Compensation Committee is responsible for reviewing executive compensation for the President and CEO and other senior officers and providing recommendations to the Board for approval. The Compensation Committee considers implications of the risks associated with the Corporation's compensation policies and practices as part of its responsibilities to review and recommend the compensation policies and practices of the Corporation. The Compensation Committee consists of two independent directors, Peter Bonner and Jonathan Rees. Peter Bonner and Jonathan Rees have experience with the operations and management of various businesses including matters of compensation. The Committee members have experience in assessing survey and other compensation data and criteria relevant to discharging the Committee mandate and their roles on such Committee.

Executive compensation currently has three principal components: salary, bonus and the granting of share options. Each executive is paid compensation that is competitive within the marketplace and the salary is reviewed and approved on an annual basis by the Compensation Committee and the Board. Bonuses, if applicable are determined by the Compensation Committee and the Board. The amount of the bonus is based on management performance of the executive.

The Company adopted a formal share option plan effective January 1, 2019 (the “Plan”). As of the date hereof, no options have been granted under the Plan. The Company did not retain the services of a compensation consultant in fiscal 2019. The Compensation Committee and the Board do not use specific benchmarks in determining executive compensation, but rely on members of the Compensation Committee and the Board who have significant experience in the real estate industry and with companies similar to the Company.

### **Compensation Risks**

The Board has considered the implications of the risks associated with the Company's compensation policies and practices. The Board considered risk throughout the Company's annual compensation review

process. The Board did not identify any risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. Practices the Company uses to identify and mitigate compensation policies and practices that could encourage executive officers to take inappropriate or excessive risks include the following:

- (a) a base salary that is competitive within the marketplace and as such does not encourage excessive risk taking; and
- (b) short term incentives based on the achievement of Company and individual goals with no formal objectives or criteria established in advance which would allow the board to reduce or eliminate any short term incentive based on an assessment of the risk assumed to generate financial results.

The Company does not have a formal policy governing whether an officer or director is permitted to hedge against decreases in market value of equity securities held by that officer or director.

### **Elements of Compensation**

#### **A. Base Salary**

The Company provides a base salary so that our named executive officers have a regular income to cover day-to-day expenses. The Company believes that competitive salaries are important in attracting and retaining talented executives.

#### **B. Short term incentives**

In addition to base salary, the Company provides named executive officers with annual short term incentive awards that are paid as cash bonuses. These awards are based on the achievement of the Company and individual goals. No formal objectives or criteria are established in advance. Short term incentive awards are set on an individual by individual basis based on the Boards' view of what the marketplace offers to individuals of similar roles. The Board determined that our CEO and CFO were entitled to the bonuses set forth in the Summary Compensation Table based on the achievement of performance goals. The CEO's bonus is reflected as consulting fees in the "All Other Compensation" column of the Summary Compensation Table.

#### **C. Share options and other compensation**

In addition to base salary and bonuses, executive officers may receive share options pursuant to the Plan. In addition, the CEO and CFO of the Company received a specified number of shares of a significant shareholder of the Company on the anniversary dates of their employments for a period of five years. The amount of shares to be issued each year was determined at the time the officers entered into their employment agreements. These grants commenced in fiscal 2013 and had fully vested by 2018.

### **Setting Executive Compensation**

The Compensation Committee and the Board are responsible for the administration of the Company's compensation programs and for setting compensation of named executive officers.

Our CEO is actively engaged in the Company's compensation programs (other than with respect to his

own compensation package). The CEO conducts an annual evaluation and recommends salary adjustments and short term incentive awards. The recommendations may be reviewed and approved by the Compensation Committee and the Board depending on the level of the employee.

### Severance and Change in Control Arrangements

The Company and Mr. Di Marco have entered into an employment agreement in respect of Mr. Di Marco's role as CFO. The agreement is for an indefinite term. If the employment of Mr. Di Marco is terminated without just cause the Company shall pay Mr. Di Marco 1.5 years of base salary. If Mr. Di Marco's employment were to be terminated by the Company without notice as of August 31, 2019, Mr. Di Marco would be entitled to a payment of \$450,000.

### Recovery of Compensation

The Company considers it unlikely that misconduct or mistake by the Company or its employees will result in a restatement of its financial statements. The Compensation Committee and the Board have not developed a policy specifying the consequences with respect to past compensation payments or awards if such a restatement occurs. In the event of a restatement, the Compensation Committee and the Board will develop an appropriate response to past compensation payments or rewards.

The following table sets forth the summary of the compensation paid to our Chief Executive Officer and Chief Financial Officer (the "Named Executive Officers"). No other executive officers received compensation in excess of \$150,000 in 2019.

**Summary Compensation Table**

Name and Principal Position	Year ended August 31,	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension plan (\$)	All Other compensation (\$)	Total compensation (\$)
					Annual incentive plan (\$)	Long-term incentive plan (\$)			
Marvin <sup>(1)(2)</sup> Haasen <i>President and Chief Executive Officer</i>	2019	244,800	Nil <sup>(1)</sup>	Nil	Nil	Nil	Nil	138,880 <sup>(2),(3)</sup>	383,680 <sup>(2),(3)</sup>
	2018	240,000	106,144 <sup>(1)</sup>	Nil	Nil	Nil	Nil	141,639 <sup>(2),(3)</sup>	487,783 <sup>(2),(3)</sup>
	2017	225,136	108,506 <sup>(1)</sup>	Nil	Nil	Nil	Nil	133,783 <sup>(2),(3)</sup>	467,425 <sup>(2),(3)</sup>
Dino <sup>(1)</sup> Di Marco <i>Chief Financial Officer</i>	2019	300,000	Nil <sup>(1)</sup>	Nil	225,600	Nil	Nil	26,715 <sup>(4)</sup>	552,315 <sup>(4)</sup>
	2018	283,000	78,732 <sup>(1)</sup>	Nil	150,000	Nil	Nil	25,635 <sup>(4)</sup>	537,367 <sup>(4)</sup>
	2017	255,000	80,484 <sup>(1)</sup>	Nil	142,800	Nil	Nil	24,010 <sup>(4)</sup>	502,294 <sup>(4)</sup>

<sup>(1)</sup> The CEO and CFO of the Company received a specified number of shares of a significant shareholder of the Company on the anniversary dates of their employments for a period of five years. The amount of shares issued each year was determined at the time the officers entered into their employment agreements. The figures presented here represent the estimated fair values of the shares granted in the

- year.
- (2) Amount includes consulting fees for fiscal 2019 of \$116,280 (2018- \$120,000; 2017 - \$112,568) paid or payable to a company controlled by Marvin Haasen.
- (3) Amount includes a retirement allowance of \$12,240 (2018 - \$11,482; 2017 - \$11,257) and automobile allowance of \$10,360 (2018 - \$10,157; 2017 - \$9,958).
- (4) Amount includes a retirement allowance of \$15,000 (2018 - \$14,150; 2017 - \$12,750) and automobile allowance of \$11,715 (2018 - \$11,485; 2017 - \$11,260).

The following table sets forth details on outstanding share-based awards and option-based awards as at August 31, 2019:

**Table on Outstanding Share-Based Awards and Option-Based Awards**

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
Marvin Haasen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Dino Di Marco	Nil	Nil	Nil	Nil	Nil	Nil	Nil

**Table on Incentive Plan Awards-Value Vested or Earned During the Year**

Name	Option-based awards-value vested during the year (\$)	Share-based awards-value vested during the year (\$)	Non-equity incentive plan compensation-value earned during the year (\$)
Marvin Haasen	Nil	Nil	Nil
Dino Di Marco	Nil	Nil	Nil

***Compensation of Directors***

The following table sets forth the summary of the compensation paid to Directors for the Company's most recently completed financial year:

**Directors Compensation Table**

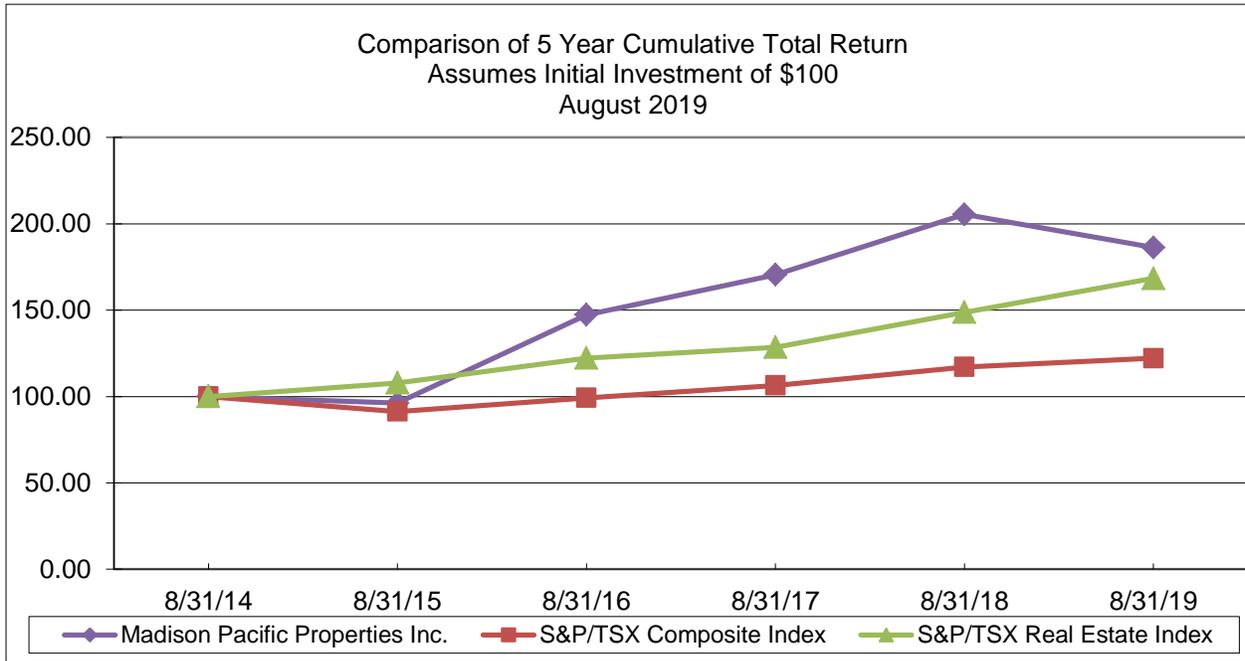
<b>Name</b>	<b>Fees earned (\$)</b>	<b>Share-based awards (\$)</b>	<b>Option-based awards (\$)</b>	<b>Non-equity incentive plan compensation</b>	<b>Pension value (\$)</b>	<b>All other compensation (\$)</b>	<b>Total (\$)</b>
Peter J. Bonner	14,750	Nil	Nil	Nil	Nil	Nil	14,750
Michael W. Delesalle	14,750	Nil	Nil	Nil	Nil	Nil	14,750
Sam Grippo	60,000	Nil	Nil	Nil	Nil	Nil	60,000
Marvin Haasen	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Mark E. Elliott	18,750	Nil	Nil	Nil	Nil	Nil	18,750
Jonathan H. B. Rees	7,250	Nil	Nil	Nil	Nil	Nil	7,250

The Compensation Committee has approved that all Board members excluding executive officers of the Company receive an annual retainer of \$10,000. All Board members receive \$1,500 for each meeting attended. The Chairman of the Board receives \$60,000 per annum for the performance of his duties throughout the year. Members of the Audit Committee excluding the Chairman of the Audit Committee receive a fee of \$1,000 per meeting attended. The Chairman of the Audit Committee receives \$5,000 per annum for the performance of his duties throughout the year. Members of the Corporate Governance Committee receive a fee of \$250 per meeting attended. The Board has approved that the Chairman of the Compensation Committee receives \$5,000 per annum for the performance of his duties throughout the year. All members of the Compensation Committee receive \$1,000 for each meeting attended.

## PERFORMANCE GRAPH

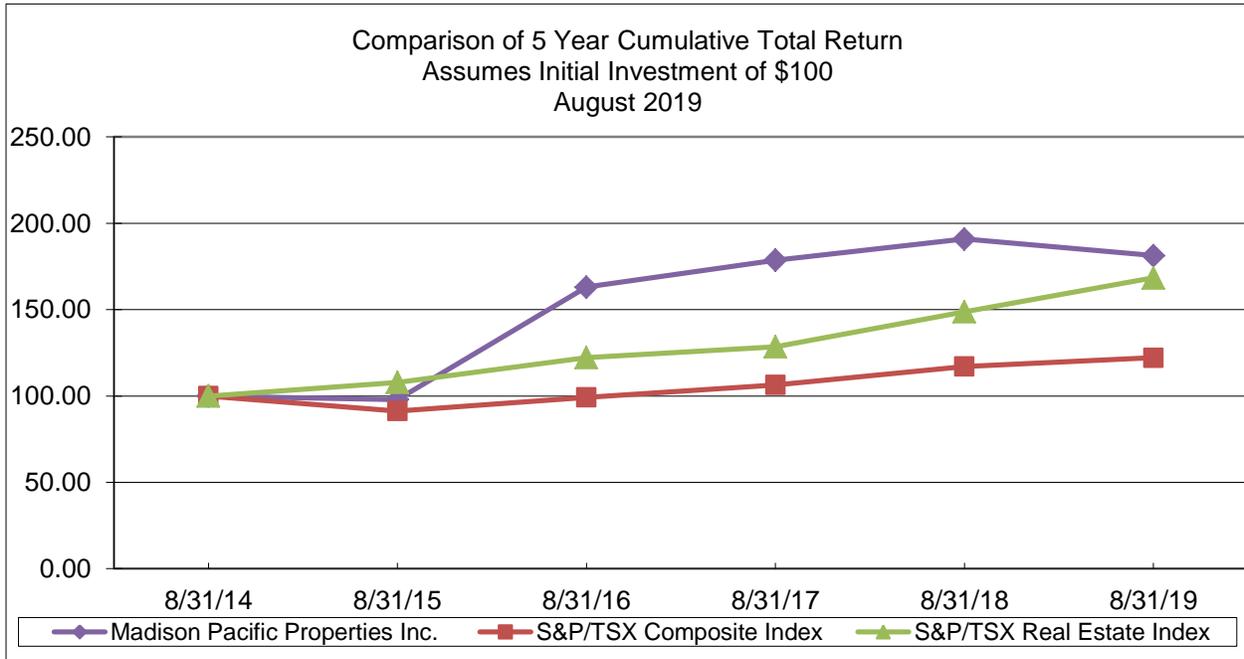
### *Class B Shares*

The following graph compares the cumulative total shareholder return assuming an initial investment of \$100.00 in Class B Shares of the Company on August 31, 2014 and dividends reinvested with the total return index value of the S&P/TSX Composite Index and the TSX Real Estate Index.



**Class C Shares**

The following graph compares the cumulative total shareholder return assuming an initial investment of \$100.00 in Class C Shares of the Company on August 31, 2014 and dividends reinvested with the total return index value of the S&P/TSX Composite Index and the TSX Real Estate Index.



The compensation of the Named Executive Officers during the above periods was not directly tied to the price of the Class B Shares or Class C Shares. The principal compensation of the Named Executive Officers is composed of a fixed salary and performance components tied to financial, operational, and other goals, which do not necessarily correspond to changes in share price.

**APPOINTMENT OF AUDITORS**

The Company is proposing to appoint PricewaterhouseCoopers LLP as auditor until the next annual meeting of shareholders of the Company.

**Fees paid to Auditors**

Fees paid by the Company for audit and other services provided by PricewaterhouseCoopers LLP for 2019 and 2018 were as follows:

<b>Type of Service</b>	<b>Description of Service</b>	<b>Amount (Year ended Aug 31, 2019)</b>	<b>Amount (Year ended Aug 31, 2018)</b>
Audit Fees	For the audit of the Company's annual financial statements	\$140,000	\$137,500
Audit-related Fees	Audit-related fees were for assurance and related services reasonably related to the performance of the annual audit and are not included under "Audit Fees" above	\$18,010	\$15,785
Tax Fees	For advice related to tax compliance and tax planning services	-	-
All Other Fees	Other assurance services	\$13,500	\$12,600
<b>Total fees</b>		<b>\$171,510</b>	<b>\$165,885</b>

The Audit Committee determined that the provision of the non-audit services described above did not compromise the independence of the auditors for the purposes of performing audit services for the Company.

## EQUITY COMPENSATION PLANS

Effective January 1, 2019, the Company implemented the Plan. Under the Plan, the Company reserves Class B Shares equal to 2% of aggregate outstanding Class B Shares and Class C Shares for issuance upon the exercise of share options granted under the Plan. The Plan provides that share options may be issued only to executives, employees and outside directors of the Company or of any of its subsidiaries and that options granted to insiders (as defined by Toronto Stock Exchange rules) shall not exceed 10% of the outstanding Class B Shares within a one year period, or at any time when aggregated with any other stock based compensation arrangement.

The Plan and the terms of options granted, including the exercise price, the expiry time (subject to a maximum 5-year term), the vesting period and other terms and conditions relating to such options, shall be administered by the Compensation Committee. The exercise price may not be lower than the greater of the last closing price of the Class B Shares on the Toronto Stock Exchange or the average closing price of the Class B Shares for the 5 previous trading days as of the date of grant.

As at the date of this Information Circular, no options for Class B Shares have been granted under the Plan and 1,171,411 Class B Shares are reserved for future option grants.

Options granted under the Plan are not assignable. Options must expire and terminate not later than 90 days after an optionee ceases to be an eligible person under the Plan unless the termination is by reason of cause in which event options expire immediately.

The Board may amend the Plan subject to material amendments that require stock exchange and shareholder approval.

The CEO and CFO of the Company had previously received a specified number of shares of a significant shareholder of the Company on the anniversary dates of their employments for a period of five years. The amount of shares issued each year was determined at the time the officers entered into their employment agreements. The shares have fully vested.

The following table sets out equity compensation plan information as at the end of the financial year ended August 31, 2019:

### Equity Compensation Plan Information

	Number of shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of shares remaining available for future issuance under equity compensation plans (excluding outstanding options)
Equity compensation plans approved by shareholders	Nil	N/A	1,171,411
Equity compensation plans not approved by shareholders	Nil	N/A	Nil
Total	Nil	N/A	1,171,411

## **INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS**

None of the directors or senior officers of the Company or any subsidiary thereof, or any associate or affiliate of the above, is or has been indebted to the Company at any time since the beginning of the last financial year of the Company.

## **INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Except as disclosed herein, none of the directors or senior officers of the Company, or any subsidiary thereof, or any proposed management nominee for election as director, or any associate or affiliate of the above, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in any matter to be acted upon at the meeting, other than the election of directors.

## **INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS**

None of the directors or senior officers of the Company, or any subsidiary thereof, or proposed nominees for election as a director of the Company, or any shareholder owning 10% or more of the outstanding voting shares of any associate or affiliate of the above, has or has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction during the past year, or in any proposed transaction, which has materially affected or will materially affect the Company except as described in note 17 to Madison Pacific Properties Inc.'s 2019 consolidated financial statements, a copy of which is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

The management of the Company knows of no matters to come before the Meeting other than as set forth above and in the Notice of Meeting accompanying this Information Circular. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgement of the persons voting the proxy.

## **DIRECTORS AND OFFICERS LIABILITY INSURANCE**

The Company and its subsidiaries have Directors' and Officers' liability insurance including corporate indemnity providing a total of \$5,000,000 coverage for both Directors and Officers as a group. The Company indemnifies, subject to applicable law, all Directors and Officers and is liable in respect of Directors and Officers for the \$15,000 retention. Premium payments totaling \$12,960 were made by the Company for the period June 1, 2019 to May 31, 2020.

## **SHAREHOLDER PROPOSALS**

Shareholder proposals to be considered at the 2020 annual general meeting of shareholders must be received at the head office of the Company no later than October 9, 2020 to be included in the management proxy circular for such annual meeting.

## **ADDITIONAL INFORMATION**

Additional financial information, including audited consolidated financial statements for the year ended August 31, 2019 and Management Discussion and Analysis may be found at [www.sedar.com](http://www.sedar.com)

Additional copies of this Information Circular and the materials listed in the preceding paragraphs of this

section can be obtained upon request from the Secretary of Madison Pacific Properties Inc., 389 West 6<sup>th</sup> Avenue, Vancouver, British Columbia, V5Y 1L1.

THE CONTENTS AND SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS OF MADISON PACIFIC PROPERTIES INC.

DATED at Vancouver, British Columbia on the 10th day of January, 2020.

**MADISON PACIFIC PROPERTIES INC.**

*“Marvin Haasen”*

**Marvin Haasen**  
President and Chief Executive Officer

## APPENDIX A

### STATEMENT OF CORPORATE GOVERNANCE PRACTICES AND CBCA DIVERSITY DISCLOSURE

The Company seeks to attain high standards of corporate governance. The Board of Directors has carefully considered the Corporate Governance Guidelines set forth in National Policy 58-201 (the “Guidelines”). A description of the Company’s corporate governance practices is set out below in response to the requirements of National Instrument 58-101 “Disclosure of Corporate Governance Practices” and the diversity disclosure requirements under section 172.1 of the CBCA.

<b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b>	<b>The Company's Practices</b>
<b>1. Board of Directors -</b>	
(a) Disclose the identity of directors who are independent.	The Board of Directors is currently comprised of six persons. The independent directors are Peter Bonner, Michael W. Delesalle, Sam Grippo, Mark E. Elliott and Jonathan H. B. Rees.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	The only director who is not independent is Marvin Haasen, who is the President and Chief Executive Officer of the Company.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The majority of the Board members are independent directors.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Marvin Haasen is a director of Metro Vancouver Properties Corp. Sam Grippo is a director of Glacier Media Inc.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held during the preceding 12 months. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The independent directors hold regularly scheduled meetings at which members of management are not in attendance. Independent directors communicate with each other on an informal basis several times during the year.  At each of its meetings, the Audit Committee meets without members of management in attendance.

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>														
<p>(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.</p>	<p>The Chairman of the Board, Sam Grippo, is an independent director. Mr. Grippo is generally responsible for overseeing the Board in carrying out its responsibilities, including overseeing that these responsibilities are carried out independently of management.</p> <p>The Chairman of the Board regularly reviews with the Corporate Governance Committee, the size and composition of the Board and its committees to ensure efficient decision-making. The Chairman of the Board also acts as a liaison between the Board and management, which involves working with the Chief Executive Officer (the “CEO”). The Chairman also works with the Corporate Governance Committee to oversee the development of corporate governance principles applicable to the Company.</p>														
<p>(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer’s most recently completed financial year.</p>	<table border="0"> <thead> <tr> <th align="left"><u>Director</u></th> <th align="right"><u>Meetings attended</u></th> </tr> </thead> <tbody> <tr> <td>Marvin Haasen</td> <td align="right">5/5</td> </tr> <tr> <td>Michael Delesalle</td> <td align="right">5/5</td> </tr> <tr> <td>Sam Grippo</td> <td align="right">5/5</td> </tr> <tr> <td>Peter Bonner</td> <td align="right">5/5</td> </tr> <tr> <td>Mark Elliott</td> <td align="right">5/5</td> </tr> <tr> <td>Jonathan Rees</td> <td align="right">2/2</td> </tr> </tbody> </table>	<u>Director</u>	<u>Meetings attended</u>	Marvin Haasen	5/5	Michael Delesalle	5/5	Sam Grippo	5/5	Peter Bonner	5/5	Mark Elliott	5/5	Jonathan Rees	2/2
<u>Director</u>	<u>Meetings attended</u>														
Marvin Haasen	5/5														
Michael Delesalle	5/5														
Sam Grippo	5/5														
Peter Bonner	5/5														
Mark Elliott	5/5														
Jonathan Rees	2/2														
<p><b>2. Board Mandate –</b></p>															
<p>(a) Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.</p>	<p>The Board of Directors does not have a written mandate.</p> <p>The Board of Directors assumes responsibility for the stewardship of the Company and the enhancement of shareholder value. This mandate specifically includes identification and management of risks, strategic planning, succession planning, director nominations and governance. Responsibility for day-to-day operations is delegated to management with the Board retaining responsibility for evaluating management’s performance. Management is required to seek Board approval for major transactions.</p>														

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p><b>3. Position Descriptions –</b></p>	
<p>(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p>	<p>The Board has not developed a written position description for the Chairman of the Board and the chair of each Board committee.</p> <p>The Chairman of the Board and of each board committee acts as a liaison between the Board and management.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>	<p>The CEO does not have a written position description.</p> <p>The Board expects the CEO and his management team to be responsible for management of the Company's strategic and operational agenda and for the execution of the decisions of the Board. The Board expects to be advised on a regular basis as to the results being achieved, and to be presented for approval, alternative plans and strategies, in keeping with evolving business conditions. In addition to those matters which by law must be approved by the Board, the prior approval of the Board, or of a committee of the Board to which approval authority has been delegated by the Board, is required for all matters of policy and all actions proposed to be taken by the Company which are not in the ordinary course of its operations or the approval of which has been delegated. In particular, the Board approves the appointment of all executive officers of the Company and approves all material transactions.</p>
<p><b>4. Orientation and Continuing Education –</b></p>	
<p>(a) Briefly describe what measures the board takes to orient new directors regarding:</p> <p>(i) the role of the board, its committees and its directors, and</p> <p>(ii) the nature and operation of the issuer's business.</p>	<p>The Corporate Governance Committee oversees a program of orientation for new directors, with the object of providing new directors with a base for informed decision-making, for meeting duty and care obligations and for fostering a relationship of confidence between new board members and senior management.</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary for them to meet their obligations as directors.</p>	<p>Senior management makes regular presentations to the Board on the main areas of the Company's business.</p> <p>From time to time, the Board reviews changes, both proposed and implemented, in corporate governance requirements.</p> <p>The Audit Committee is constantly updated on changes in accounting rules and their application to the Company.</p>
<p><b>5. Ethical Business Conduct –</b></p>	
<p>(a) Disclose whether or not the board has adopted a written code for its directors, officers and employees. If the board has adopted a written code:</p>	<p>The Company has a written code for ethical business conduct for its employees, officers and directors.</p>
<p>(i) disclose how an interested party may obtain a copy of the written code;</p>	<p>A copy of the Code of Business Conduct and Ethics may be obtained by writing to the Corporate Secretary at the Company's head office in Vancouver, British Columbia.</p>
<p>(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board ensures compliance with its code; and</p>	<p>Each Board member and employee is required to annually confirm that he or she has complied with the Code of Business Conduct and Ethics.</p>
<p>(iii) provide a cross-reference to any material change report(s) filed within the preceding 12 months that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	<p>There have been no material change reports filed in the preceding 12 months.</p>
<p>(b) Describe any steps the board takes to ensure directors exercise of independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>In accordance with applicable law, when a conflict of interest arises, a director is required to disclose his interest and abstain from voting on the matter. In addition, the Chairman of the Board will ask the director to leave the room during any discussion concerning such matter.</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p>(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>Through the above-noted methods, the Board encourages and promotes a culture of ethical business conduct. This is reinforced by the behaviour of the Board, as provided in its mandate, which is in compliance with the terms and the spirit of these measures.</p>
<p><b>6. Nomination of Directors –</b></p>	
<p>(a) Describe the process by which the board identifies new candidates for board nomination.</p>	<p>The Corporate Governance Committee and the Board as a whole examine, from time to time, the size and the composition of the Board to ensure that it is optimal for decision making and makes recommendations to the Board. The Nominating Committee, which is a subset of the Corporate Governance Committee, develops, reviews and monitors, in consultation with the Chairman, criteria for selecting Directors, by assessing the qualifications, personal qualities, business background and diversified experience of the Board and the Company's circumstances and needs.</p>
<p>(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.</p>	<p>The Nominating Committee is a subset of the Corporate Governance Committee and is comprised entirely of independent Directors.</p>
<p>(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The Corporate Governance Committee ensures that an effective and efficient approach to corporate governance is developed and implemented. The objective is to ensure the business and affairs of the Company are carried out in a manner that will enhance shareholder value. This Committee assesses the effectiveness of corporate governance and makes recommendations accordingly. This includes Director evaluation processes, policies that govern size and composition of the board, recommending nominees to the Board and the composition of Board committees in consultation with the Chairman.</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p><b>7. Compensation –</b></p>	
<p>(a) Describe the process by which the board determines the compensation for your company's directors and officers.</p>	<p>Each executive is paid compensation that is competitive within the marketplace and the salary is reviewed and approved on an annual basis by the Compensation Committee and the Board. Bonuses, if applicable are determined by the Compensation Committee and the Board. The amount of the bonus is based on the management performance of the executive.</p> <p>See the heading “Compensation of Directors” in the Circular for information on the compensation paid to outside directors.</p>
<p>(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.</p>	<p>The Compensation Committee is comprised entirely of independent Directors.</p>
<p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>For particulars of the responsibilities, powers and operations of the Compensation Committee, see “Executive Compensation”.</p>
<p><b>8. Other board Committees –</b></p>	
<p>(a) If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board has no standing committees other than the Audit, Corporate Governance, Nominating, and Compensation committees.</p>
<p><b>9. Assessments –</b></p>	
<p>(a) Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that it, its committees, and individual directors are performing effectively.</p>	<p>The Corporate Governance Committee is responsible for assessing directors on an ongoing basis and for assessing the effectiveness of the Board as a whole and the contribution of individual directors. The Board is implementing a director, as well as a Board and Committee, evaluation process.</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p><b>10. Director Term Limits and Other Mechanisms of Board Renewal –</b></p>	
<p>(a) Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not.</p>	<p>The Company has not adopted term limits for the directors of the Board or other mechanisms of board renewal because term limits and other mechanisms reduce continuity and experience on the Board, and force valuable, experienced and knowledgeable directors to leave. The Company regularly assesses board members’ effectiveness and annual elections are considered sufficient.</p>
<p><b>11. Policies Regarding the Representation of Diversity Groups on the Board –</b></p>	
<p>(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women, Indigenous peoples, persons with disabilities, and members of visible minorities (“Diversity Groups”) as directors. If the issuer has not adopted such a policy, disclose why it has not done so.</p>	<p>The Company has not adopted a written policy specifically relating to the identification and nomination of directors from Diversity Groups as nor does the Board or the Nominating Committee consider the level of representation of Diversity Groups on the Board when nominating candidates for election to the Board.</p> <p>The Board and the Nominating Committee evaluate potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of whether the nominee falls under the four designated Diversity Groups, and determines their appropriateness by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board.</p>
<p>(b) If any issuer has adopted a policy referred to in 11.(a), disclose the following in respect of the policy:</p> <p>(i) a short summary of its objectives and key provisions,</p> <p>(ii) the measures taken to ensure that the policy has been effectively implemented,</p> <p>(iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and</p> <p>(iv) whether and, if so, how the board or its</p>	<p>N/A</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p>nominating committee measures the effectiveness of the policy.</p>	
<p><b>12. Consideration of the Representation of Diversity Groups in the Director Identification and Selection Process –</b></p>	
<p>Disclose whether and, if so, how the board or nominating committee considers the level of representation of Diversity Groups on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of Diversity Groups on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer’s reasons for not doing so.</p>	<p>The Board and the Nominating Committee evaluate potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of whether the nominee falls under the four designated Diversity Groups, and determines their appropriateness by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board.</p> <p>However, the Company values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.</p>
<p><b>13. Consideration Given to the Representation of Diversity Groups in Executive Officer Appointments –</b></p>	
<p>Disclose whether and, if so, how the issuer considers the level of representation of Diversity Groups in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of Diversity Groups in executive officer positions when making executive officer appointments, disclose the issuer’s reasons for not doing so.</p>	<p>In nominating candidates to positions as members of the executive management team, the Company does not take into account the representation of Diversity Groups in the executive management team. The Company’s objective is to identify the person who best possesses the skills required for each senior manager position, regardless of whether the nominee falls under the four designated Diversity Groups. However, the Company values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.</p>

<p align="center"><b>Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</b></p>	<p align="center"><b>The Company's Practices</b></p>
<p><b>14. Issuer’s Targets Regarding the Representation of Diversity Groups on the Board and in Executive Officer Positions –</b></p>	
<p>(a) For purposes of this item, a “target” means a number or percentage, or a range of numbers or percentages, adopted by the issuer of Diversity Groups on the issuer’s board or in executive officer positions by a specific date.</p>	
<p>(b) Disclose whether the issuer has adopted a target regarding Diversity Groups on the issuer’s board. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>The Company has not adopted a target regarding Diversity Groups on its Board and in its executive management. The Company considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates.</p>
<p>(c) Disclose whether the issuer has adopted a target regarding Diversity Groups in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>See above answer.</p>
<p>(d) If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.</p>	<p>N/A</p>
<p><b>15. Number of Directors on the Board and in Executive Officer Positions from Each of the Designated Diversity Groups –</b></p>	
<p>(a) Disclose the number and percentage of directors from each of the designated Diversity Groups on the issuer’s board.</p>	<p>No women, Indigenous peoples, persons with disabilities, and members of visible minorities currently serve on the Company’s Board.</p>
<p>(b) Disclose the number and percentage of executive officers of the issuer, including all major subsidiaries of the issuer from each of the designated Diversity Groups.</p>	<p>As of the date of the Circular, no women, Indigenous peoples, persons with disabilities, and members of visible minorities held any executive officer positions within the Corporation. However, the Company has several women in various positions in senior roles throughout the organization.</p>

**APPENDIX B**  
**SHARE RIGHTS**

The Class B Shares entitle a holder thereof to one vote for each share held at all meetings of shareholders, other than meetings at which only holders of a specified class or series are entitled to vote.

The Class C Shares entitle a holder thereof to receive notice of, attend and be heard at all meetings of shareholders, other than meetings at which only holders of a specified class or series are entitled to vote, but are not entitled to vote at such meetings. If an offer is made to purchase Class B Shares that is not made concurrently with an offer to purchase Class C Shares or if the price and terms offered for the Class C Shares is different than that offered for the Class B Shares, the Class C Shares will be entitled to be converted into Class B Shares on a one for one basis, during specified periods during the period of offer for the purpose of depositing those shares to that offer. Any election to convert will be deemed to also constitute an irrevocable agreement by the holder exercising such rights of conversion not to vote any converted shares. Any election to convert will not be effective and will be deemed to have been withdrawn and be an election to convert back to Class C Shares in certain circumstances as set forth in the special rights and restrictions attached to the Class C Shares, including if more than 50% of the holders of the Class B Shares advise the transfer agent that they will not be depositing shares pursuant to the offer or if the offer is withdrawn or abandoned or if it is not completed within applicable times.

Holders of Class C Shares are cautioned that the conversion rights described herein are limited to very specific circumstances and in no event will entitle the holder of Class C Shares to vote on any item of business, including the election of directors of the Company.

The Class B Shares and the Class C Shares rank equally with one another as to payment of dividends and the participation in the distribution of assets in the event of liquidation, dissolution and winding-up, subject to the rights and privileges, restrictions and conditions attaching to the Class A Preferred Shares.

The Class A Preferred Shares are issuable from time to time in one or more series. The board of directors of Madison Pacific is empowered to fix the number, consideration per share and the designation and the provisions attaching to the shares of each series, including the right to vote. The Class A Preferred Shares of each series will rank prior to the Class B Shares and the Class C Shares and on a parity with the Class A Preferred Shares of every other series with respect to dividends and return of the amount paid up thereon.

The Old Common Shares represent the former common shares of Princeton Mining Corporation exchanged under a Plan of Arrangement. No Old Common Shares are issued.