

**2024 ANNUAL INFORMATION FORM**

November 1, 2024

Madison Pacific Properties Inc.  
389 West 6th Avenue  
Vancouver, B.C.  
V5Y 1L1

## **TABLE OF CONTENTS**

<b>Forward-Looking Statements .....</b>	<b>2</b>
<b>Corporate Structure .....</b>	<b>3</b>
<b>General Development of the Business .....</b>	<b>3</b>
<b>Narrative Description of the Business .....</b>	<b>5</b>
<b>Risk Factors .....</b>	<b>18</b>
<b>Dividends .....</b>	<b>23</b>
<b>Capital Structure .....</b>	<b>23</b>
<b>Market for Securities .....</b>	<b>24</b>
<b>Directors and Officers .....</b>	<b>26</b>
<b>Audit Committee .....</b>	<b>27</b>
<b>Legal Proceedings .....</b>	<b>28</b>
<b>Interest of Management and Others in Material Transactions .....</b>	<b>28</b>
<b>Transfer Agents and Registrars .....</b>	<b>28</b>
<b>Material Contracts .....</b>	<b>28</b>
<b>Interests of Experts .....</b>	<b>28</b>
<b>Additional Information .....</b>	<b>29</b>
<b>Audit Committee Mandate and Charter .....</b>	<b>Appendix A</b>

*In this Annual Information Form all information is presented as at August 31, 2024 and in \$000 except per share amounts, rentable square feet, volume traded and unless otherwise indicated.*

## **FORWARD-LOOKING STATEMENTS**

This Annual Information Form contains forward-looking statements regarding the future success of the Company's business that are subject to risk and uncertainties. Examples of such forward-looking statements include, but are not limited to, statements concerning, management's belief that the Company is positioned to achieve market rental rates within the markets in which it operates, the Company's expectation to hold interest rate swap contracts and the related floating rate mortgages until maturity; the Company's expectation that the Bank of Canada will continue to adjust its overnight interest rate until it achieves its target inflation range; the Company's expectation to renew mortgage loans as they become due; the Company's expectation to be able to renew all credit facilities when they become due, with terms comparable to those currently in place except for higher interest rates and lower loan-to-value ratios; the Company's belief that there will be sufficient future taxable income to utilize income tax losses; and the Company's expectation to pay dividends. 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 the Company'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, financing and interest rates, demand for office, industrial, commercial, and multi-family residential rentals, illiquidity of real estate investments, non-renewal of tenant leases, risks associated with residential development and related zoning and other permit approvals, joint ventures and co-ownerships, fluctuation in real estate values, risks associated with residential rental business, geographic concentration of the business, environmental matters and uninsured losses and income tax risk including reassessments and interest and awarded legal costs thereon 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, the Company 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 Annual Information Form 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.

### **CORPORATE STRUCTURE**

Madison Pacific Properties Inc. (“Madison” or the “Company”) is a Vancouver-based real estate company. The head office of Madison is located at 389 West 6th Avenue, Vancouver, British Columbia, V5Y 1L1 and the registered office is located at 25th Floor, Toronto-Dominion Bank Tower, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3.

Madison was incorporated under the laws of the Province of Nova Scotia on April 30, 1963; was continued into British Columbia on November 7, 1988; changed its name to Princeton Mining Corporation (“Princeton”) on November 16, 1988 and subsequently continued under the Canada Business Corporations Act in 1990. In 1998, Princeton changed its name to Madison and acquired a portfolio of income producing real estate assets in exchange for Class B voting common shares and Class C non-voting shares.

#### **Inter-corporate Relationships**

Madison owns 100% of the equity of MP Western Properties Inc. (“MP Western”). MP Western was incorporated under the laws of the Province of Ontario and was subsequently continued under the Canada Business Corporations Act. MP Western owns 100% of the equity of 1073774 Properties Inc. (“1073774”), which is incorporated pursuant to the Business Corporations Act (British Columbia). Madison owns 100% of the equity of 3530639 Canada Inc. (“3530639”) (formerly The Spectra Group of Great Restaurants Inc.). 3530639 is a Canada Business Corporations Act corporation. Madison owns 50% of the equity of 1100935 B.C. Ltd. (“1100935”) which is incorporated pursuant to the Business Corporations Act (British Columbia). Madison owns 100% of the equity of Madison Silverdale Developments Corp. (“MSD”), which is incorporated pursuant to the Business Corporations Act (British Columbia). MSD has a 50% interest in the Silverdale Hills Limited Partnership (the “Silverdale Hills LP”). The Silverdale Hills LP has a 100% interest in the Polygon Archer Green Homes Limited Partnership (the “Archer Green LP”), the Silverdale Nelson Street South Limited Partnership (the “Nelson Street South LP”) and the Silverdale Loftus Limited Partnership (the “Loftus LP”). Madison owns 100% of the equity of Metro Vancouver Properties Corp. (“MVP”) (formerly Migenix Inc). MVP is incorporated pursuant to the Business Corporations Act (British Columbia). MVP has a 100% interest in the MPW Properties Partnership (“MPW”) and a 60.9% interest in the MT Properties Limited Partnership (“MT Properties LP”). MVP owns 100% of the equity of Madison Developments 2800 Barnet Ltd. (“MDB”), which was incorporated pursuant to the Business Corporations Act (British Columbia). MDB has a 50% interest in the 2798 Barnet Development Limited Partnership (the “Barnet LP”).

### **GENERAL DEVELOPMENT OF THE BUSINESS**

Madison’s portfolio of properties is comprised primarily of industrial, commercial, retail, office, and multi-family residential properties located primarily in the Metro Vancouver region. Madison also has an interest in residential development lands in Mission, British Columbia through the Silverdale Hills LP. Outside of the Metro Vancouver region, Madison has properties located in the British Columbia cities of Whistler, Abbotsford, Chilliwack, Mission, and Kelowna. Outside of British Columbia, Madison has

properties located in Calgary and Edmonton, Alberta, and Sudbury, Mississauga, and Monctonville, Ontario.

Madison has two properties held through separate 50/50 joint ventures where the lands are designated for residential and mixed-use development under the current respective official community plans. See “Retail Property Portfolio – 2800 Barnet Highway, Coquitlam” and “Silverdale Hills LP” below.

The description of the business and assets of Madison contained in this Annual Information Form also includes the business and assets of MP Western, 1073774, 3530639, 1100935, MVP, MSD, MPW, MDB, the MT Properties LP, the Silverdale Hills LP, the Archer Green LP, the Nelson Street South LP, the Loftus LP and the Barnet LP.

### **Three Year History**

#### *Year ended August 31, 2024*

During the year ended August 31, 2024, the Company acquired a 50% interest in a 15-unit apartment property in Metro Vancouver for \$2,225 including closing costs and taxes, a 50% interest in a 42-unit apartment property in Metro Vancouver for \$6,259 including closing costs and taxes and a 50% interest in a 14-unit apartment property in Metro Vancouver for \$3,190 including closing costs and taxes.

On July 3, 2024, the Company acquired the remaining 0.25% equity interest in its subsidiary MVP following completion of MVP’s share consolidation and going private transaction (the “Transaction”). The Transaction was structured as a consolidation of MVP’s Class B Voting Common Shares (the “MVP Class B Shares”) with all MVP Class B Shares being consolidated on the basis of one post-consolidation MVP Class B Share for each 1,941,489 pre-consolidation MVP Class B Shares, without any entitlement to receive fractional shares. In lieu of receiving a fractional share, minority shareholders were paid cash consideration of \$0.36 per pre-consolidation MVP Class B Share. As a result of the consolidation, the Company became the holder of the sole post-consolidation MVP Class B Share and the sole remaining shareholder of MVP.

MVP’s shareholders approved the Transaction at a special meeting of the shareholders of MVP held on June 27, 2024. The vote in favour of completing the Transaction was approved by 94.63% of the votes cast by holders of MVP Class B Shares, excluding the votes cast by the Company and its related entities and their joint actors. MVP paid total consideration of \$1,000 to its minority shareholders. Following the completion of the share consolidation, MVP received an order from the securities regulatory authorities whereby it ceased to be a reporting issuer. The Transaction was accounted for as an equity transaction. The difference between the consideration paid and the related transaction costs for a total of \$1,211, and the carrying value of non-controlling interests of MVP as at July 3, 2024 of \$375 was charged to retained earnings in the consolidated statement of financial position.

#### *Year ended August 31, 2023*

During the year ended August 31, 2023, the Company purchased an industrial property with a 14,042 square foot building and a site area of 4.26 acres located in Calgary, Alberta for \$7,697 including closing costs and taxes. The purchase price for the investment property was settled by the assumption of a mortgage of \$5,408 and cash for \$2,289.

During the year ended August 31, 2023, the Company acquired a 50% interest in a 40-unit apartment property in Metro Vancouver for \$5,795 including closing costs and taxes.

During the year ended August 31, 2023, the Company sold its 50% interest in a retail property with a 9,643 square foot building and a site area of 0.48 acres located in Richmond, British Columbia for net proceeds of \$3,495.

*Year ended August 31, 2022*

During the year ended August 31, 2022, the Company purchased a light industrial property with a 20,040 square foot building and a site area of 12,080 square feet located in Vancouver, British Columbia for \$18,049 including closing costs and taxes.

During the year ended August 31, 2022, the Company purchased a retail property with a 5,484 square foot building and a site area of 31,363 square feet located in Chilliwack, British Columbia for \$3,939 including closing costs and taxes.

During the year ended August 31, 2022, the Company acquired the remaining 50% interest it did not hold in a property located at 8155 North Fraser Way, Burnaby, British Columbia from a company controlled by a shareholder of the Company for \$7,735 excluding closing costs. Payment for the property included the issuance of 99,928 Class B shares and 792,046 Class C shares for a total of \$5,243, and the assumption of debt on the property of \$2,492.

See “Silverdale Hills LP” below for its development history.

## **NARRATIVE DESCRIPTION OF THE BUSINESS**

### **Principal Business Segment**

Madison’s principal business segment is the investment in and development of income producing real estate properties. The Company’s commercial properties are currently located in British Columbia, Alberta, and Ontario with approximately 81.1% of the rentable area located in Metro Vancouver, 1.0% in the rest of British Columbia, 14.6% in Alberta and 3.3% in Ontario. Madison’s investment in income producing commercial real estate properties is summarized under “Income Property Portfolio”. As of the date of this Annual Information Form, Madison also owns a 50% interest in seven multi-family residential properties located in Metro Vancouver and undeveloped residential lands in Mission, British Columbia. See “Multi-Family Residential Portfolio” and “Silverdale Hills LP”.

### **Income Property Portfolio**

Madison’s income property portfolio is comprised of interests in 1,696,335 sq. ft. of net rentable area of industrial properties, with 1,326,274 sq. ft. held by Madison directly and 370,061 sq. ft. held through a 60.9% interest in the MT Properties LP, 120,089 sq. ft. of net rentable area of retail commercial properties of which 25,979 sq. ft. is held through a 50% interest in the Barnet LP, and 116,689 sq. ft. of net rentable area of office properties, for a combined total of 1,933,113 sq. ft.

As of the date of this Annual Information Form, Madison had a committed occupancy rate (excluding properties under development) for its Industrial Property Portfolio of 91.5%, its Retail Portfolio of 100.0%, and its Office Property Portfolio of 78.7%. Overall occupancy for income property portfolio at the date of this Annual Information Form was 91.25%.

The income property portfolio is diversified over different product types and locations. Madison places emphasis on a high level of maintenance for its properties. Through the combination of well-located and well-maintained properties, Madison is positioned to achieve market rental rates within the markets in which it operates.

The following tables summarize Madison's income property portfolio as of the date of this Annual Information Form:

**Industrial Property Portfolio**

<u>Property</u>	<u>Year Built</u>	<u>Net Rentable Area<sup>(2)</sup> (Square Feet)</u>	<u>Percentage Leased and/or Committed</u>	<u>Significant Tenants</u>
<u>Vancouver, B.C.</u>				
Rupert Square I <sup>(3)</sup> 2750 – 2768 Rupert Street	1988	47,555	100%	Acecard Food Group Ltd., D&D Optical Supply, Timeless Windows Corp.
Rupert Square II <sup>(3)</sup> 2774 – 2788 Rupert Street	1990	12,155	100%	End of the Roll,
3355 Grandview Highway <sup>(3)</sup>	1965	48,275	6%	Tenacious Networks Inc.
West 6 <sup>th</sup> Avenue and Yukon Street <sup>(3)</sup>	1975	27,767	100%	AbCellera, V6B Design Group Inc., GVIC Communications, Madison's head office
333-341 West 6 <sup>th</sup> Ave <sup>(3)</sup>	1962/1969	7,976	100%	Quadiant, Innovior Construction
325 West 6 <sup>th</sup> Avenue <sup>(3)</sup>	1965	4,802	100%	Frontier Dental Laboratory
323 West 6 <sup>th</sup> Avenue <sup>(3)</sup>	1988	20,040	100%	QuantoTech Solutions Ltd.
275 West 4 <sup>th</sup> Avenue <sup>(3)</sup> and 1955 Columbia Street <sup>(3)</sup>	1963	20,047	100%	Gescan
1855 Fir Street (50% interest) <sup>(2)</sup>	1941(upgrade 2010)	5,377	100%	OpenRoad Auto Group
1625 West 3 <sup>rd</sup> Avenue (50% interest) <sup>(2)</sup>	2010	2,186	100%	OpenRoad Auto Group
148 West 6 <sup>th</sup> Avenue <sup>(3)</sup> (50% interest) <sup>(2)</sup>	1981(upgrade 2017)	6,510	100%	MacDonald Prescriptions (Lab), MacDonald's Home Health Care
170 West 6 <sup>th</sup> Avenue <sup>(3)</sup>	1973	4,062	100%	Rogers Communications
110 West 2 <sup>nd</sup> Avenue (50% interest) <sup>(2)</sup>	1966(upgrade 2018)	2,452	100%	REW Digital Ltd.
112-116 West 2 <sup>nd</sup> Avenue (50% interest) <sup>(2)</sup>	2000	2,584	100%	Kirkland Metal Shop, AAA Flooring
122 West 2 <sup>nd</sup> Avenue (50% interest) <sup>(2)</sup>	2000(upgrade 2019)	2,584	100%	Brougham Interiors
1209 Adanac Street (50% interest) <sup>(2)</sup>	1969	3,239	100%	The Meyer Floral Company Inc.

<u>Property</u>	<u>Year Built</u>	<u>Net Rentable Area<sup>(2)</sup> (Square Feet)</u>	<u>Percentage Leased and/or Committed</u>	<u>Significant Tenants</u>
1219 Adanac Street (50% interest) <sup>(2)</sup>	1969	6,052	100%	Invinity Energy Systems Inc.
1249 Adanac Street (50% interest) <sup>(2)</sup>	1969	6,653	100%	Arrow Speed Controls Ltd.
<u>Richmond, B.C.</u>				
13651-13851 Bridgeport Road <sup>(3)</sup>	1972	71,304	100%	Midland Appliances, Arrow Speed Controls
11388 No. 5 Road (50% interest) <sup>(2)</sup>	2003	38,842	100%	Hemlock Harling, Chevalier Star Trading
11251 Dyke Road	2006	61,721	100%	The Great Little Box Company Ltd.
11231 Dyke Road <sup>(3)</sup>	2007	98,836	67%	Ace Architectural Millwork, TFI Foods
<u>Delta, B.C.</u>				
1599-1607 Derwent Way	1991	87,397	100%	Premium Line Transport Inc., Project Clean Inc.
7901 Progress Way <sup>(3)</sup>	1985	35,463	-	Vacant
<u>Burnaby, B.C.</u>				
3811 North Fraser Way <sup>(3)</sup>	1954/2012/ 2019	151,698	100%	Armature Electric, WSP Canada., Viking Fire Protection, Keith Panel Systems
9000 Glenlyon Parkway <sup>(3)</sup>	1996	117,000	100%	Ballard Power Systems
7800 Riverfront Gate <sup>(3)</sup>	2001	70,522	100%	Core-Mark International
7700 Riverfront Gate <sup>(3)</sup> (50% interest) <sup>(2)</sup>	2004	57,248	100%	Alpha Technologies, Core-Mark International
8315 Riverbend Court <sup>(6)</sup>	2005	112,765	72%	Westkey Graphics
4750 Tillicum Street <sup>(3)</sup> (50% interest) <sup>(2)</sup>	2019	19,668	100%	SeneGence Canada Inc.
8155 North Fraser Way <sup>(6)</sup>	2017	44,149	100%	PH7 Technologies Inc., Western Integrated
<u>Langley, B.C.</u>				
26848 Gloucester Way <sup>(4)</sup>	1999	99,472	100%	Taiga Building Products
26890 Gloucester Way <sup>(4)</sup>	1999	39,486	100%	Taiga Building Products
26946 Gloucester Way <sup>(4)</sup> (land only)	-	-	100%	Taiga Building Products

<u>Property</u>	<u>Year Built</u>	<u>Net Rentable Area<sup>(2)</sup> (Square Feet)</u>	<u>Percentage Leased and/or Committed</u>	<u>Significant Tenants</u>
Cell Tower-Gloucest <sup>(4)</sup> Way <sup>(4)</sup>	-	-	100%	SBA Canada
<u>Kelowna, B.C.</u>				
2545 Acland Rd. <sup>(4)</sup>	1993	14,340	100%	Taiga Building Products
<u>Calgary, Alberta</u>				
4015 8th Street SE <sup>(3)</sup>	1958	43,608	100%	Continental Electrical Motor Services, Chinook Auto Upholstery Inc.
5230 - 84th Street SE <sup>(4)</sup>	2010	72,505	100%	Taiga Building Products
11447 42nd Street SE <sup>(3)</sup>	2006	14,042	100%	United Rentals of Canada
<u>Edmonton, Alberta</u>				
8909 15th Street NW <sup>(3)</sup>	2010	45,125	100%	Continental Electrical Motor Services
7605 - 67th Street NW <sup>(4)</sup>	1969	52,308	100%	Taiga Building Products
10120 - 17th Street <sup>(4)</sup>	1999	55,490	100%	Taiga Building Products
<u>Mississauga, Ontario</u>				
7855 Tranmere Drive <sup>(3)</sup>	1991	26,570	100%	Madison Industrial Equipment
<u>Sudbury, Ontario</u>				
72 National Street <sup>(4)</sup>	1995	13,760	100%	Taiga Building Products
<u>Monetville, Ontario</u>				
5782 Highway 64 <sup>(4)</sup>	1990/2005	22,700	100%	Taiga Building Products
<b>Total Industrial Properties</b>		<b>1,696,335</b>		



**Retail Property Portfolio**

<u>Property</u>	<u>Year Built</u>	<u>Net Rentable Area<sup>(2)</sup> (Square Feet)</u>	<u>Percentage Leased and/or Committed</u>	<u>Significant Tenants</u>
<u>Richmond, B.C.</u>				
12800 Bridgeport Road	2015	9,560	100%	White Spot Restaurants, Popeyes Chicken, Osmow's
<u>Coquitlam, B.C.</u>				
2800 Barnet Highway <sup>(5)</sup> (50% interest) <sup>(2)</sup>	1984	25,979	100%	Rona
<u>Abbotsford, B.C.</u>				
32073 South Fraser Way	1958/2021	34,226	100%	Rona, Starbucks, Church's Chicken, Pizza Pizza
<u>Chilliwack, B.C.</u>				
45656 Yale Road	1981	28,020	100%	Rona
45662 Yale Road	1989	5,484	100%	Bannister Ventures Ltd.
<u>White Rock, B.C.</u>				
14935 Marine Drive	1990	11,298	100%	Boathouse Restaurants
<u>Whistler, B.C.</u>				
4254-4262 Village Stroll <sup>(1)(3)</sup>	1981	3,029	100%	Whistler Village Sports, Affinity Snowsports Inc.
4308 Main Street <sup>(1)(3)</sup>	1997	2,493	100%	Brickworks
<b>Total Retail Properties</b>		<b>120,089</b>		

**Office Property Portfolio**

<u>Property</u>	<u>Year Built</u>	<u>Net Rentable Area<sup>(2)</sup> (Square Feet)</u>	<u>Percentage Leased and/or Committed</u>	<u>Significant Tenants</u>
<u>Vancouver, B.C.</u>				
1190 Homer <sup>(3)</sup>	2000	37,016	48%	Cactus Club, The Cross Décor and Design
1122 Mainland <sup>(3)</sup>	1900/1989	79,673	94%	Select Wine Merchants, Aburi Restaurant, Zillow, Factory Optical, The David Suzuki Foundation, Yousefi Law Corp.

**Total Office Properties** 116,689

**Total Property Portfolio** 1,933,113

*Notes:*

- (1) *Properties owned in Whistler are commercial strata lots which form part of a larger development.*
- (2) *The net rentable area of properties 50% owned is shown as 50% of the total area for purposes of the above table.*
- (3) *Properties owned in MVP.*
- (4) *Net rentable area of properties owned by MT Properties LP is shown at 100% of the total area. The Company has a 60.9% controlling interest in MT Properties LP.*
- (5) *Property is currently owned by the Barnet LP, of which MVP owns a 50% interest.*
- (6) *Property owned 50% in Madison and 50% in MVP.*

**Properties held for sale**

As at August 31, 2024, no investment properties were classified as held for sale.

**Industrial Property Portfolio**

*Rupert Square I & II & 3355 Grandview Highway, Vancouver*

Rupert Square I, Rupert Square II and 3355 Grandview Highway are three free-standing buildings with leasable areas totalling 107,985 sq. ft. This development is located on 5.0 acres in the Grandview Highway Industrial area, with frontage to Rupert Street and Grandview Highway, Vancouver.

Grandview was substantially renovated in 1987. Rupert Square I and Rupert Square II were built on the undeveloped lands in 1988 and 1990 respectively.

*West 6<sup>th</sup> Avenue and Yukon Street, Vancouver*

This 27,767 sq.ft. industrial/office property is located in the Main/Cambie Industrial area between downtown Vancouver and the Broadway corridor and is within two blocks of the Canada Line rapid transit station on the route to the Vancouver International Airport. The building consists of 18,175 sq. ft. ground floor industrial/showroom space and 9,592 sq. ft. of second floor office space of which 3,762 sq. ft. is occupied by the Company.

*333-341 West 6th Avenue, Vancouver*

These properties were acquired in November 2013 and are comprised of two buildings totalling 7,976 sq. ft. These properties are located next to and on the same block as the Company's building located at West 6th Avenue and Yukon Street. These adjacent properties provide the company development potential in the future. The site area is 9,064 sq. ft.

*325 West 6<sup>th</sup> Avenue, Vancouver*

This property is located within the Main/Cambie Industrial area and is adjacent to our property at 333-341 West 6<sup>th</sup> Avenue. The building is 4,802 sq. ft. with a site area of 6,040 sq. ft.

*323 West 6<sup>th</sup> Avenue, Vancouver*

This property is located within the Main/Cambie Industrial area and is adjacent to our property at 325 West 6<sup>th</sup> Avenue. The building is 20,040 sq. ft. with a site area of 12,080 sq. ft. This property was

acquired in July 2022. These adjacent properties provide the company development potential in the future.

*275 West 4<sup>th</sup> Avenue, Vancouver*

This building is located on the north east corner of 4th Avenue and Alberta Street in the Main/Cambie Industrial area. A significant renovation was completed in August 2013 and the building totalling 20,047 sq. ft. is leased to a single tenant.

*1855 Fir Street, Vancouver*

This building, which was realigned and updated in 2010, totals 10,753 sq. ft. The site is located on the northwest corner of 3<sup>rd</sup> Avenue and Fir Street within three blocks of Granville Island. The site was converted to high-end retail use from its previous industrial use. This property is co-owned with a 50% joint operations partner.

*1625 West 3<sup>rd</sup> Avenue, Vancouver*

This 4,373 sq. ft. building was constructed in 2010 and is located adjacent to our property at 1855 Fir Street. This property is co-owned with a 50% joint operations partner.

*148 West 6<sup>th</sup> Avenue, Vancouver*

This property was acquired in January 2016, is located in the Main/Cambie Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area for the property is 10,065 sq. ft. and the building area is 13,020 sq. ft., which is 100% occupied by a party related to our partner.

*170 West 6<sup>th</sup> Avenue, Vancouver*

This property was acquired in August 2016 and is located in the Main/Cambie Industrial area. The building is 4,062 sq. ft. with a site area of 6,039 sq. ft.

*110 West 2<sup>nd</sup> Avenue, Vancouver*

This Property was acquired in January 2017, is located in the Main/Cambie Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area for the property is 6,039 sq. ft. and the building area is 4,905 sq. ft. The property was retrofitted in 2017 and is leased to a single tenant.

*112-116 West 2<sup>nd</sup> Avenue, Vancouver*

This property was acquired in May 2017, is located in the Main/Cambie Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area is 6,039 sq. ft. and the building area is 5,167 sq. ft.

*118-122 West 2<sup>nd</sup> Avenue, Vancouver*

This property was acquired in May 2017, is located in the Main/Cambie Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area is 6,039 sq. ft. and the building area is 5,167 sq. ft. The property was retrofitted and has been leased to a single tenant.

*1209 Adanac Street, Vancouver*

This property was acquired in March 2020, is located in the Strathcona Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area is 6,530 sq. ft. and the building has 6,479 sq. ft. of leasable area. The property has been leased to a single tenant.

*1219 Adanac Street, Vancouver*

This property was acquired in March 2020, is located in the Strathcona Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area is 13,061 sq. ft. and the building has 12,104 sq. ft. of leasable area. The property has been leased to a single tenant.

*1249 Adanac Street, Vancouver*

This property was acquired in March 2020, is located in the Strathcona Industrial area and is co-owned on a 50/50 basis with a joint operations partner. The site area is 13,061 sq. ft. and the building has 13,306 sq. ft. of leasable area. The property has been leased to a single tenant.

*13651-13851 Bridgeport Road, Richmond*

This 71,304 sq. ft. multi-tenant industrial building is on 3.43 acres of land located on Bridgeport Road east of the Knight Street Bridge in Richmond.

*11388 No. 5 Road, Richmond*

This building is an office-warehouse building of 77,683 sq. ft. located on 3.2 acres in the Riverside Industrial Park in Richmond. This building was completed by Madison in 2003. This property is co-owned with a 50% joint operations partner.

*11251 Dyke Road, Richmond*

This 61,721 sq. ft. single tenant office-warehouse property is situated on 2.82 acres on the south arm of the Fraser River. Construction of this build-to-suit building was completed November 2006.

*11231 Dyke Road, Richmond*

This 98,836 sq. ft. three-tenant building was completed in early 2007 and sits on 4.37 acres immediately west of 11251 Dyke Road.

*1599-1607 Derwent Way, Delta*

This 87,397 sq. ft. building is located within the Annacis Island Industrial Park and is situated on 3.57 acres of land.

*7901 Progress Way, Delta*

This 35,463 sq. ft. building is located within the Tilbury Business Park and is situated on 2.99 acres of land with rail access. This property was acquired in July 2021.

*3811 North Fraser Way, Burnaby*

This 8.8 acre development site was acquired in July 2010. A redevelopment of a significant portion of the site was completed in early 2013. Three units were constructed with a combined total of approximately

98,691 sq. ft. A fourth unit, comprised of a 53,007 sq. ft. separate free-standing building was constructed and completed in April 2019. All four units are leased.

*9000 Glenlyon Parkway, Burnaby*

This 117,000 sq. ft. high tech facility is located within the Glenlyon Business Park. The building is situated on 8.0 acres of land.

*7800 Riverfront Gate, Burnaby*

Madison completed construction of this 70,522 sq. ft. concrete warehouse in late 2001. The building is located on a 4.1 acre site.

*7700 Riverfront Gate, Burnaby*

In 2004, Madison completed construction of this office-warehouse building of 114,497 sq. ft. on the 5.0 acre site. This property is co-owned with a 50% joint operations partner.

*8315 Riverbend Court, Burnaby*

Madison completed construction of this 112,765 sq. ft. industrial/manufacturing building in 2005. The building is located on a 5.17 acre site in the Glenwood Estates area of Burnaby.

*4750 Tillicum Street, Burnaby*

Madison completed construction of this 39,336 sq. ft. industrial building in December 2018. The building is located on a 1.82 acre site and has been leased to a single tenant. This property is co-owned with a 50% joint operations partner.

*8155 North Fraser Way, Burnaby*

Madison completed construction of this 44,149 sq. ft. industrial building in February 2017. The building is location on a 1.87 acre site.

*4015 8th St SE, Calgary*

This 43,608 sq. ft. industrial building is located on 3.21 acres of land southeast of Calgary in the Highfield Industrial area.

*11447 42nd St SE, Calgary*

This 14,042 sq. ft. industrial building is located on 4.26 acres of land southeast of Calgary in the East Shepard Industrial area. This property was acquired in August 2023.

*8909 15th St NW, Edmonton*

This 45,125 sq. ft. industrial building is located on 2.38 acres of land east of the City of Edmonton and within the Southeast Edmonton Industrial Area.

*7855 Tranmere Dr, Mississauga*

This 26,570 sq. ft. industrial building is located on 1.42 acres of land in the established business district of the City of Mississauga.

*MT Properties LP Portfolio*

Madison has a 60.9% interest in a portfolio of industrial properties through the MT Properties LP. The portfolio includes a total of nine industrial properties located in British Columbia, Alberta, and Ontario. The properties, all of which are leased to a single tenant, Taiga Building Products, are as follows:

*26848 Gloucester Way, Langley*

This 99,472 sq. ft. industrial building and storage facility is located on 10.0 acres in Gloucester Industrial Estates in northeast Langley.

*26890 Gloucester Way, Langley*

This 39,486 sq. ft. industrial manufacturing building and storage facility is located on 6.0 acres in Gloucester Industrial Estates in northeast Langley.

*26946 Gloucester Way, Langley*

This 3.4 acre vacant land site is used for storage by the tenant and is located in Gloucester Industrial Estates in northeast Langley.

*2545 Acland Road, Kelowna*

This 14,340 sq. ft. industrial building and storage facility is located on 2.5 acres, three kilometers from the Kelowna International Airport.

*7605 67<sup>th</sup> Street N.W., Edmonton*

This 52,308 sq. ft. industrial building and storage facility is located on 7.25 acres in the Girard Industrial District in southeast Edmonton.

*10120 17<sup>th</sup> Street, Edmonton*

This 55,490 sq. ft. industrial manufacturing building is located on 8.6 acres in the Sherwood Park District in northeast Edmonton.

*5230 84<sup>th</sup> Street S.E., Calgary*

This 72,505 sq. ft. industrial building and storage facility is located on 15.0 acres in the Patton Industrial District in southeast Calgary.

*5782 Highway 64, Monetville*

This 22,700 sq. ft. industrial manufacturing building and storage facility is located on 10.8 acres in Monetville, 80 kilometers from Sudbury.

*72 National Street, Sudbury*

This 13,760 sq. ft. industrial building and storage facility is located on 5.0 acres near Sudbury Town Centre.

## **Retail Property Portfolio**

### *12800 Bridgeport Road, Richmond*

This 9,560 sq. ft. multi-tenant retail development was completed in January 2016.

### *2800 Barnet Highway, Coquitlam*

This single-tenant building of 51,958 sq. ft. is located on 4.47 acres of land. The property has frontage along Barnet Highway and Johnson Street. Of the total rentable area, 25,904 sq. ft. is unheated space. The property is leased to Rona. The lease with Rona expires in December 2029.

In 2018, the Company sold this property to the Barnet LP, of which the Company has a 50% interest, for the purpose of rezoning and redeveloping the property to residential and commercial uses. The other 50% interest in the Barnet LP is owned by a residential developer. In May 2021, the Barnet LP submitted an application to the City of Coquitlam to redevelop this site into a residential and mixed-use property. The original application submitted to the City of Coquitlam is to construct three buildings with a total of 1,061 residential units, and one building with 300 residential rental units and 145,700 square feet of commercial space.

Redevelopment of this site is subject to economic feasibility and obtaining all necessary approvals, including rezoning and development approvals, none of which are certain as of the date of this Annual Information Form.

### *32073 South Fraser Way, Abbotsford*

This 4.0 acre site property has frontage along both South Fraser Way and Old Yale Road. On the property is a 27,845 sq. ft. single-tenant building, occupied by Rona, of which 11,854 sq. ft. of the rentable area is unheated space. In May 2021, Madison completed the construction of a 6,381 sq. ft. retail pad on the eastern corner of this site. All four units of the retail pad are leased.

### *45656 Yale Road, Chilliwack*

This single-tenant building of 28,020 sq. ft. is located on 3.96 acres. The property has frontage along Yale Road West and Airport Road. Of the total rentable area, 13,440 sq. ft. is unheated space. The property is leased to Rona.

### *45662 Yale Road, Chilliwack*

This single-tenant building of 5,484 sq. ft. is located on 0.72 acres of land. The property has frontage along Yale Road West and was acquired in March 2022.

### *14935 Marine Drive, White Rock*

This asset is a retail building only which has been leased to the Boathouse Restaurant. The building is situated on land leased on a long-term basis from a private land owner. The building has a gross floor area of 11,298 sq. ft.

### *4254-4262 Village Stroll, Whistler*

The Clocktower Building is a landmark in the Whistler Village Town Centre area. It overlooks Mountain Square and is close to the base lift facilities for both Whistler and Blackcomb Mountains. The Clocktower

is a strata titled development built in 1981. The commercial strata lots occupying the ground floor have a total net leasable area of 3,029 sq. ft.

*4308 Main Street, Whistler*

Delta Whistler Suites is located at the gateway to Whistler Village North, which is south of the Whistler Village Town Centre. The overall strata-titled development is a major resort condominium hotel with associated ground floor retail/commercial space completed in 1997. Madison owns two strata lots with a combined area of 2,493 sq. ft. These two strata lots have been leased to a pub/restaurant operation.

**Office Property Portfolio**

*1190 Homer Street, Vancouver*

This multi-tenanted building is located in the Yaletown area of Vancouver. 1190 Homer Street is a four-storey building allowing office and retail uses and was renovated in 2000. The building has a rentable area of 37,016 sq. ft.

*1122 Mainland Street, Vancouver*

In 2004, Madison acquired this 79,673 sq. ft. heritage office building. This class 'B' office building consists of two contiguous structures, made up of a heritage building, which was originally constructed in 1900 and completely renovated in 1991 and a new building which was completed in 1989. Along with the four floors of office space, the building has a full level of pedestrian oriented retail space situated on the Mainland Street frontage and underground parking.

**Multi-Family Residential Portfolio**

As of the date of this Annual Information Form, the Company has a 50% interest in seven apartment properties with a total of 219 rental units in Vancouver, British Columbia, which had an overall occupancy of 98.2%.

Details of these apartment properties are summarized as below:

*233 East 14<sup>th</sup> Avenue, Vancouver*

This property was acquired in August 2020 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 54 units and sits on a 28,778 sq. ft. site. The building was constructed in 1966 and has a mix of bachelor, 1 bedroom and 2 bedroom units for rent. The common area, parking lot and 16 of the 54 units have been upgraded since this property was acquired.

*1530 Graveley Street, Vancouver*

This property was acquired in June 2023 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 40 units and sits on a 20,130 sq. ft. site. The building was constructed in 1978 and has a mix of bachelor, 1 bedroom and 2 bedroom units for rent. The common area, parking lot and 15 of the 40 units have been upgraded since this property was acquired.

*1873 Adanac Street, Vancouver*

This property was acquired in December 2023 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 15 units and sits on a 10,788 sq. ft. site. The building was



constructed in 1957 and has a mix of 1 bedroom and 2 bedroom units for rent. Two of the 15 units have been upgraded since this property was acquired.

*2275 Oxford Street, Vancouver*

This property was acquired in February 2024 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 42 units and sits on a 21,142 sq. ft. site. The building was constructed in 1977 and has a mix of bachelor, 1 bedroom and 2 bedroom units for rent. The parking lot and 2 of the 42 units have been upgraded since this property was acquired.

*1465 W 14<sup>th</sup> Avenue, Vancouver*

This property was acquired in June 2024 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 13 units and sits on a 9,375 sq. ft. site. The building was constructed in 1932 and has a mix of 1 bedroom and 2 bedroom units for rent.

*2070 Cornwall Avenue, Vancouver*

This property was acquired in September 2024 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 35 units and sits on a 17,700 sq. ft. site. The building was constructed in 1968 and has a mix of 1 bedroom and 2 bedroom units for rent.

*1919 W 8<sup>th</sup> Avenue, Vancouver*

This property was acquired in September 2024 and is co-owned on a 50/50 basis with a joint operations partner. This rental apartment building has 20 units and sits on a 12,000 sq. ft. site. The building was constructed in 1966 and has a mix of bachelor, 1 bedroom and 2 bedroom units for rent.

**Silverdale Hills LP**

Madison has a 50% interest in the Silverdale Hills LP which owns approximately 1,405 acres of residential development lands in Mission, British Columbia as of the date of this Annual Information Form.

In the year ended August 31, 2023, the Silverdale Hills LP completed development of 162 townhomes and 65 single family lots on the site, which consumed approximately 38 acres of land inventory. As at August 31, 2023, all of the townhome units have been sold and 64 single family lots have been sold to a single developer. In the year ended August 31, 2023, the Company received distributions of \$18,300 from the Silverdale Hills LP funded by the profits from this development.

On March 4, 2024, the Silverdale Hills LP received approval from the City of Mission to rezone 11 properties totalling approximately 139 acres within the Silverdale Central Neighborhood Plan area to the new Comprehensive Development 59 Zone, which could accommodate residential units of varying formats, parks, trails and neighborhood commercial uses (the “Loftus Village Project”).

In July 2024, the Silverdale Hills LP submitted a subdivision and rezoning application to the City of Mission to subdivide and rezone approximately 50 acres of land within the Loftus Village Project. In July 2024, the Silverdale Hills LP also entered into servicing agreements with the City of Mission to construct and install the first phase of public services, facilities, and utilities within the Loftus Village Project lands to support this 50 acre development. The Silverdale Hills LP obtained a letter of credit facility to a maximum of \$30,000 in June 2024 and surety bonds totalling \$25,804 in July 2024 as security for these

servicing agreements with the City of Mission. As of the date of this Annual Information Form, \$nil has been drawn against the \$30,000 letter of credit facility by the Silverdale Hills LP.

In March 2022, the Silverdale Hills LP entered into a contract to purchase approximately 19 acres of residential development lands that are located within the Loftus Village Project site for \$25,000 excluding closing costs and taxes. The purchase is scheduled to close in March 2025. A deposit of \$10,000 has been paid.

For the year ended August 31, 2024, the Company made additional equity investments of \$7,658 in the Silverdale Hills LP to fund development and land servicing costs for the Loftus Village Project and for the acquisition of additional parcels of undeveloped residential land complementary to the project.

Roadwork and sewer construction for the Loftus Village Project commenced in August 2024. Further development is subject to obtaining various approvals and prevailing market and financing conditions, none of which are certain as of the date of this Annual Information Form.

During the year ended August 31, 2023, the Silverdale Hills LP purchased approximately 21 acres of residential development lands in Mission, British Columbia for \$19,589 including closing costs and taxes. Eleven of the 21 acres relate to a potential multi-family site currently undergoing the rezoning process with the City of Mission.

Redevelopment of further properties is subject to economic feasibility and obtaining all necessary approvals, including rezoning, none of which are certain as of the date of this Annual Information Form.

In the year ended August 31, 2024, the Company drew \$35,000 of cash from the Silverdale Hills LP. This was funded from a \$70,000 demand loan facility secured by the Silverdale Hills LP.

### **Competitive Conditions**

Madison competes for suitable real property investments with other real estate investment companies, trusts, pension funds and other institutional investors. Many of these investors have greater financial resources than Madison. An increase in the availability of investment capital and an increase in demand for real property investments would likely result in increased competition for real property investments, thereby increasing purchase prices and reducing the yields from such investments.

### **Employees**

Madison had 11 full-time employees as at November 1, 2024.

## **RISK FACTORS**

The real estate industry is subject to various operating risks. In evaluating Madison and its business, an investor should consider carefully the following risk factors in addition to the other information contained herein.

### **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 a property is producing sufficient income to cover such expenses. Madison's real estate properties 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 August 31, 2024, no one commercial tenant accounted for more than 10.52% (August 31, 2023 – 11.40%) of the commercial rental revenue of Madison and lease maturities are staggered such that as at August 31, 2024, no more than 29.21% (August 31, 2023 – 28.45%) of the commercial rental space was subject to renewal in any one year.

### **Revenue-Producing Properties**

Madison's revenue-producing properties 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.

The Company also has interests in multi-family residential properties. In addition to risks similar to commercial income properties, multi-family residential properties are typically subject to greater government regulations.

### **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.

The geopolitical events in the world have caused global economic disruption and had caused rising inflation and interest rates during calendar years 2022 and 2023. This has increased the risk and uncertainty surrounding valuation estimates due to limited market activity for comparable transactions and the resulting impact on the Company's cash flows from investment properties. Downturns in the real estate market could negatively impact the fair values of the Company's investment properties.

### **Risks Associated with Residential Development Activities**

There are a variety of risks associated with the Company's residential development activities such as municipal regulatory requirements and environmental considerations that affect the approval for planning, subdivision and use of land. During this period, market conditions may change dramatically. Other risks include rising costs of construction, contractual risk, shortage of experienced labour in the construction industry, reduced demand for new residential units, fluctuations in interest rates, financing availability,

changes in regulations and taxes, and general market risk. The Company is also subject to risk that the actual performance of development properties acquired by the Company may be materially different from the assumptions made by management of the Company when purchasing the properties or initiating development. The Company manages the risks associated with its development activities by entering into joint ventures with experienced developers with a long history of successful development in Metro Vancouver.

### **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.

Since the beginning of 2022, the Bank of Canada increased its overnight interest rate by 475 basis points in an attempt to bring inflation under control. During 2022, inflation in Canada rose to its highest level in four decades and was a result of, but not limited to the effects of, the tight labour market, global supply chain disruptions, strong economic growth and the war in Ukraine. Starting in June 2024 to the date of this Annual Information Form, the Bank of Canada decreased its overnight rate by a total of 125 basis points. The Bank of Canada is continuing to monitor inflation figures which could result in further interest rate cuts in its overnight rate.

Madison has also mitigated interest rate risk by refinancing the majority of its debt on investment properties (mortgage loans, excluding lease liabilities) at fixed rates and maintaining a balanced maturity schedule. 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 anticipates holding the mortgages and interest rate swap contracts until maturity. The Company also has a floating rate line of credit that could lead to fluctuations in borrowing costs.

The Company's equity accounted joint venture investments, the Silverdale Hills LP and the Barnet LP, have floating rate financing agreements and instruments. This could lead to fluctuations in borrowing costs, negatively impacting the Company's equity earnings. Additionally, it may necessitate further equity contributions to the joint ventures, adversely affecting Madison's cash flows.

### **Environmental Matters and Climate Change Risk**

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.

Natural disasters and severe weather such as floods, blizzards and rising temperatures may result in damage to the properties. The extent of Madison's casualty losses and loss in operating income in connection with such events is a function of the severity of the event and the total amount of exposure in the affected area. Madison is also exposed to risks associated with inclement winter weather, including increased need for maintenance and repair of its buildings. In addition, climate change, to the extent it causes changes in weather patterns, could have effects on the Company's business by increasing the cost of property insurance, and/or energy at the properties. As a result, the consequences of natural disasters, severe weather and climate change could negatively affect the results of operations and financial condition of Madison.

### **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 flood and 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.

### **Joint Ventures and Co-ownerships**

The Company participates in joint ventures, partnerships and similar arrangements that may involve risks and uncertainties not present absent third-party involvement, including, but not limited to, Madison's dependency on partners, co-tenants or co-venturers that are not under the Company's control and that might become bankrupt or otherwise fail to fund their share of required capital contributions, or suffer reputational damage that could have an adverse impact on the Company. Additionally, the Company's partners might at any time have economic or other business interests or goals that are different than or inconsistent with those of Madison, and the Company may be required to take actions that are in the interest of the partners collectively, but not in Madison's sole best interests. Accordingly, Madison may not be able to favourably resolve issues with respect to such decisions, or the Company could become engaged in a dispute with any of them that might affect its ability to operate the business or assets in question.

### **Residential Rental Business Risks**

Demand for residential rentals fluctuates with changes in the general market and economic conditions, such as consumer confidence, employment levels, financing availability for home buyers, interest rates, demographic trends, immigration levels and housing supply and demand. As a landlord of rental apartments, the Company faces risks inherent in the multi-family rental business. These include fluctuations in occupancy levels, individual credit risk, reputation risk, tenant privacy concerns, potential changes to rent control regulations, increases in operating costs (such as utilities), and increased property taxes. Additionally, certain operating costs, such as property maintenance, repairs, insurance, and property taxes, are not directly recoverable from tenants, which can significantly impact the financial performance of the property. In British Columbia, multi-family residential properties are subject to rent control legislation, which can restrict rent increases above an annually prescribed guideline, requires

sufficient notice before rent increases, or limits the frequency of rent increases. The issue of affordable housing and related policies is becoming increasingly prominent at various government levels. The Company may face risks from new or amended rent control legislation in its operating markets, potentially impacting operations and incurring costs that may not be fully recoverable from tenant rents. Madison mitigates these risks by maintaining a portfolio of well-located and managed properties.

### **Geographic Concentration**

Madison currently carries on the majority of its business in British Columbia, and predominantly 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.

### **Uncertain Tax Positions**

The Company and certain subsidiaries received tax notices of reassessment for various taxation years from the Canada Revenue Agency (“CRA”) and Alberta Tax and Revenue Administration (“ATRA”). The reassessments denied the application and usage of certain non-capital losses, capital losses, deductions and investment tax credits arising from prior years. In addition, the CRA and ATRA disallowed unclaimed carryforward non-capital losses of \$657, carryforward capital losses of \$6,494, and carryforward investment tax credits of \$4,457. The Company and its subsidiaries filed notices of objection and notices of appeal to the reassessments with the CRA and ATRA. The Company and its subsidiaries were required to make deposits totalling \$19,270 for a portion of the taxes and interest the CRA and ATRA claim are owed. The Company and its subsidiaries made these deposits at the time of filing the notice of objections.

A trial in the Tax Court of Canada (“TCC”) for one of the reassessed companies, Madison Pacific Properties Inc., was heard in 2020, 2022 and in 2023 (the “MPP Appeal”). On December 27, 2023, the TCC released its decision for the MPP Appeal in favour of the CRA’s position, confirming the CRA’s, and by implication ATRA’s, reassessments. The decision denied Madison Pacific Properties Inc.’s ability to use certain carryforward losses as described above for certain taxation years between 2009 and 2017. On January 26, 2024, the Company filed a notice of appeal to the Federal Court of Appeal (“FCA”) to appeal the decision issued by the TCC.

Based on the decision of the TCC in respect of the MPP Appeal and other related factors, including the accounting criteria under IFRS regarding tax contingencies, the Company has recorded a full provision against the carrying value of the deposits and deferred tax assets related to unused carryforward amounts and a liability for taxes, estimated interest and awarded legal costs totalling \$51,450 for all three sets of reassessments. The total of these amounts, \$51,450, is recognized partially as income tax expense of \$36,672 and partially as interest expense and other costs on uncertain tax positions of \$14,778 in the results of operation for the year ended August 31, 2024.

The Company and its subsidiaries made an additional payment for the estimated outstanding liability claimed of \$31,310 to the CRA during the year ended August 31, 2024. As of the date of this Annual Information Form, the Company has paid cash tax deposits totalling \$50,580 to the CRA and ATRA for the taxes and estimated interest the CRA and ATRA claimed are owed.

No trial dates have been set for the Company’s other subsidiaries. As a result of the TCC decision in the MPP Appeal, the Company will continue to evaluate its defense positions in respect of the two other reassessed subsidiaries. If the Company is ultimately successful in defending its positions, deposits made

plus applicable interest will be refunded to the Company. There are no assurances that the Company's objections and appeals will be successful. If the CRA and ATRA are successful, the deposits for potential tax liability would be forfeited to the CRA and ATRA.

### **DIVIDENDS**

Madison initiated a formal dividend policy in 2007. An annual dividend of \$0.105 per share is payable to each shareholder semi-annually in February and September of each year. Dividends were paid under this policy in February and September, from 2008 to 2024. The payment of dividends is subject to available cash resources.

The Company has declared four special dividends, \$0.23 per share in February 2009, \$0.35 per share in October 2011, \$0.3415 per share in September 2016 and \$0.34 per share in April 2021.

All dividends paid by the Company are eligible dividends unless the Company indicates otherwise.

### **CAPITAL STRUCTURE**

#### **Authorized and Issued Share Capital**

The authorized share capital of Madison consists of an unlimited number of Class A non-voting preferred shares without par value, issuable in series (the "Class A Preferred Shares"), 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.

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

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 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 exchanged under the Plan. No Old Common Shares are issued.

### **Stock Option Plan**

The Company implemented a share option plan (the “Plan”) effective January 1, 2019. 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 Board of Directors or any committee to which such authority is delegated by the Board of Directors. 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 Annual Information Form, there are no options outstanding.

## **MARKET FOR SECURITIES**

### **Trading Price and Volume**

Madison’s Class B Shares and the Class C Shares are listed and posted for trading on the Toronto Stock Exchange under the symbols MPC and MPC.C respectively. The Class C Shares were listed for trading on September 13, 2007. The following chart summarizes the price ranges and volume for the two classes of shares by month for the fiscal year from September 2023 to August 2024.



**Toronto Stock Exchange Trading Summary (Class B Shares)**

<b>Month</b>	<b>Open</b>	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>Volume Traded</b>
September 2023	6.00	6.08	5.43	5.97	2,503
October 2023	6.05	6.69	5.97	6.28	5,714
November 2023	6.20	6.36	5.85	5.85	4,106
December 2023	5.93	6.78	5.70	6.78	4,622
January 2024	6.78	7.30	6.10	6.84	10,038
February 2024	6.68	6.68	5.50	5.81	1,976
March 2024	5.91	6.50	5.91	6.12	6,720
April 2024	6.04	6.04	5.62	6.04	3,625
May 2024	5.95	5.95	5.87	5.87	300
June 2024	5.79	5.79	5.00	5.42	6,953
July 2024	5.14	5.53	5.14	5.15	2,333
August 2024	5.26	5.26	5.02	5.02	2,900

**Toronto Stock Exchange Trading Summary (Class C Shares)**

<b>Month</b>	<b>Open</b>	<b>High</b>	<b>Low</b>	<b>Close</b>	<b>Volume Traded</b>
September 2023	5.75	5.75	5.75	5.75	501
October 2023	5.50	5.75	5.50	5.75	2,500
November 2023	5.75	5.75	5.75	5.75	4,000
December 2023	5.70	6.05	5.70	5.70	3,500
January 2024	5.42	5.85	5.42	5.50	21,200
February 2024	5.46	5.51	5.35	5.40	26,300
March 2024	5.42	5.45	5.30	5.30	15,021
April 2024	5.35	5.40	4.70	5.40	25,407
May 2024	5.40	5.40	5.10	5.16	12,008
June 2024	5.17	5.17	4.75	5.00	25,300
July 2024	4.90	5.00	4.80	4.80	9,075
August 2024	4.81	4.81	4.10	4.20	33,005

## DIRECTORS AND OFFICERS

The following table sets forth the names and provinces of residence, the position held with Madison and the principal occupation during the preceding five years of each of the directors and officers of Madison:

<u>Name</u>	<u>Position Held</u>	<u>Principal Occupation</u>
Michael W. Delesalle <sup>(1),(2),(3)</sup> British Columbia	Director	President of Delcor Holdings Ltd. (a diversified holding company)
Sam Grippo <sup>(2),(3)</sup> British Columbia	Director	Chairman of the Board of Madison Venture Corporation (a diversified holding company)
Mark E. Elliott <sup>(1),(2),(3)</sup> British Columbia	Chairman of the Audit Committee and Lead Director	Independent consultant from July 1, 2012
Jonathan H. B. Rees <sup>(1)</sup> British Columbia	Director	Principal at PCRE Group (a private Vancouver-based real estate development firm)
John DeLucchi British Columbia	President and Chief Executive Officer and Chairman of the Board and Director	President and Chief Executive Officer of Madison Pacific Properties Inc. since July 17, 2023, President and Chief Executive Officer of Madison Venture Corporation (a diversified holding company) since April 6, 2020, Partner at PricewaterhouseCoopers LLP from 1999 to 2020
Bernice Yip British Columbia	Chief Financial Officer and Secretary	Chief Financial Officer and Secretary of Madison since March 8, 2021, 2018 – 2021 Senior Director of Finance of Madison, 2014 – 2018 Tax Manager of a other public company

*Notes*

- (1) *Member of the Audit Committee*
- (2) *Member of the Corporate Governance Committee*
- (3) *Member of Nominating Committee*

Mr. Delesalle was appointed as a Director in February 2000. Mr. Elliott was appointed as a director in December 2013. Mr. Grippo has held office since 1998. Mr. Rees was appointed as a director in July 2019. Mr. DeLucchi was appointed as President and Chief Executive Officer in July 2023 and as a director in April 2021. Ms. Yip was appointed as Chief Financial Officer and Secretary in March 2021. Each term of office expires immediately prior to the Annual General Meeting of Shareholders. The directors and officers exercise control or direction over 12.8% of Madison's issued and outstanding Class B Shares as of the date of this Annual Information Form.

### **Conflicts of Interest**

Madison's directors and officers are engaged in, and will continue to engage in, other activities in the industry in which Madison operates and, as a result of these and other activities, these directors and officers may become subject to conflicts of interest. The *Canada Business Corporations Act* provides that in the event that a director or officer has an interest in a material contract or material transaction, whether

made or proposed, the director or officer shall disclose his interest in such contract or transaction and directors shall refrain from voting on any matter in respect of such contract or transaction unless otherwise provided under the *Canada Business Corporations Act*. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the *Canada Business Corporations Act*. As at the date hereof, Madison is not aware of any existing or potential material conflicts of interest between Madison, or any of its subsidiaries, and a director or officer.

## AUDIT COMMITTEE

### **Audit Committee Mandate and Charter**

A copy of the Company's Audit Committee Mandate and Charter is set out as Appendix "A" hereto.

### **Composition of Audit Committee**

The audit committee of the Company is currently composed of Mark E. Elliott, Michael W. Delesalle and Jonathan H.B. Rees. Each member of the audit committee is independent and none receives, directly or indirectly, any compensation from the Company other than for service as a member of the board of directors and its committees. All members of the audit committee are financially literate as defined under National Instrument 52-110 – Audit Committees.

### **Relevant Education and Experience of Audit Committee Members**

In addition to each member's general business experience, the education and experience of each audit committee member that is relevant to the performance of his or her responsibilities as an audit committee member is described below.

**Mark E. Elliott** – Mr. Elliott has been an independent consultant since July 2012. Mr. Elliott is a Chartered Professional Accountant and Chartered Accountant and was a partner at the accounting firm of PricewaterhouseCoopers LLP from 1989 to 2012. Mr. Elliott also holds a BA from Simon Fraser University. Mr. Elliott is Chairman of the Audit Committee.

**Michael W. Delesalle** – Mr. Delesalle is the President of Delcor Holdings Ltd., a diversified holding company. Mr. Delesalle was the President and CEO of Lumberland Building Materials Ltd. for four years. Mr. Delesalle obtained an M.B.A. from the University of Windsor, Ontario.

**Jonathan H.B. Rees** – Mr. Rees is the principal at PCRE (a private Vancouver-based real estate development firm). Mr. Rees has over 40 years of experience in senior positions within the real estate industry. Mr. Rees's particular areas of expertise include finance raising through public equity offerings, syndications, and bank financing, as well as managing corporate re-organizations and restructuring.

### **External Auditor Service Fees**

Fees paid by the Company to its external auditors, PricewaterhouseCoopers LLP for the years ended August 31, 2024 and 2023 are as follows:

<b>Type of Service</b>	<b>Description of Service</b>	<b>Year ended Aug 31, 2024</b>	<b>Year ended Aug 31, 2023</b>
		<b>\$</b>	<b>\$</b>
Audit Fees	For the audit of the Company's annual financial statements	148	170
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	28	16
All Other Fees	Other assurance services	17	16
<b>Total Fees</b>		<b>193</b>	<b>202</b>

### **LEGAL PROCEEDINGS**

Madison has filed notices of appeals and objections with the Tax Court of Canada in respect of notices of reassessment issued by the CRA and ATRA. See RISK FACTORS – Uncertain Tax Positions.

### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

In the past three financial years or in the current financial year, no insiders of Madison have been involved in any material transactions with Madison except as described in note 17 and 22 to Madison's 2024 consolidated financial statements and in note 16 and 21 to Madison's 2023 consolidated financial statements, copies of which are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### **TRANSFER AGENTS AND REGISTRARS**

Computershare Investor Services Inc. is the registrar and transfer agent for the Class B and Class C Shares of Madison. Transfers of Class B and Class C Shares can be affected at Computershare's principal offices in Vancouver, British Columbia and Toronto, Ontario.

### **MATERIAL CONTRACTS**

Madison did not enter into material contracts during the most recently completed financial year, or before the most recently completed year that are still in effect, other than contracts entered into in the ordinary course of business.

### **INTERESTS OF EXPERTS**

Madison's auditors are PricewaterhouseCoopers LLP, Chartered Professional Accountants, who have prepared an independent auditors' report dated November 1, 2024 in respect of Madison's consolidated financial statements as at August 31, 2024. PricewaterhouseCoopers LLP has advised that they are independent with respect to Madison within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

**ADDITIONAL INFORMATION**

Additional information relating to Madison, including the audited consolidated financial statements for the year ended August 31, 2024 and Management Discussion and Analysis may be found at [www.sedarplus.ca](http://www.sedarplus.ca). Other information, including directors' and officers' remuneration and indebtedness, principal holders of Madison shares, options to purchase securities and interests of insiders in material transactions is contained in Madison's Information Circular for its most recent annual general meeting of shareholders.

Additional copies of this Annual Information Form 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 6th Avenue, Vancouver, British Columbia, V5Y 1L1.

## APPENDIX A

### Madison Pacific Properties Inc.

#### Audit Committee Mandate and Charter

---

#### I. The Board of Directors' Mandate for the Audit Committee

1. *The Board of Directors* ("Board") bears responsibility for the stewardship of Madison Pacific Properties Inc. (the "Corporation"). To discharge that responsibility, the Board is obligated by the *Canada Business Corporations Act* to supervise the management of the business and affairs of the Corporation. The Board's supervisory function involves Board oversight or monitoring of all significant aspects of the management of the Corporation's business and affairs.

Financial reporting and disclosure by the Corporation constitute a significant aspect of the management of the Corporation's business and affairs. The objective of the Board's monitoring of the Corporation's financial reporting and disclosure (the "Financial Reporting Objective") is to gain reasonable assurance of the following:

- (a) that the Corporation complies with all applicable laws, regulations, rules, policies and other requirements of governments, regulatory agencies and stock exchanges relating to financial reporting and disclosure;
- (b) that the accounting principles, significant judgments and disclosures which underlie or are incorporated in the Corporation's financial statements are the most appropriate in the prevailing circumstances;
- (c) that the Corporation's quarterly and annual financial statements are accurate and present fairly the Corporation's financial position and performance in accordance with International Financial Reporting Standards ("IFRS"); and
- (d) that appropriate information concerning the financial position and performance of the Corporation is disseminated to the public in a timely manner.

The Board is of the view that the Financial Reporting Objective cannot be reliably met unless the following activities (the "Fundamental Activities") are conducted effectively:

- (a) the Corporation's accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of the Corporation's financial transactions;
- (b) the Corporation's internal financial controls are regularly assessed for effectiveness and efficiency;
- (c) the Corporation's quarterly and annual financial statements are properly prepared by management;
- (d) the Corporation's annual financial statements are reported on, once audited by an external auditor appointed by the shareholders of the Corporation; and

- (e) the financial components of the Corporation's Disclosure Policy are complied with by management and the Board.

To assist the Board in its monitoring of the Corporation's financial reporting and disclosure, the Board has established, and hereby continues the existence of a committee of the Board known as the Audit Committee (the "Committee"). The Committee shall develop and present to the Board for the Board's approval a Charter which, amongst other things, will describe the activities in which the Committee will engage for the purpose of gaining reasonable assurance that the Fundamental Activities are being conducted effectively and that the Financial Reporting Objective is being met.

## **2. *Composition of Committee***

- (a) The Committee shall be appointed annually by the Board and consist of at least 3 members from among the directors of the Corporation, each of whom shall be an independent director and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Committee. Executive officers of the Corporation, may not serve as members of the Audit Committee; and
- (b) The Board shall designate the Chairman of the Committee.

## **3. *Reliance on Experts***

In contributing to the Committee's discharging of its duties under this mandate, each member of the Committee shall be entitled to rely in good faith upon:

- (a) financial statements of the Corporation represented to him or her by an officer of the Corporation or in a written report of the external auditors to present fairly the financial position of the Corporation in accordance with IFRS; and
- (b) any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

## **4. *Limitations on Committee's Duties***

In contributing to the Committee's discharging of its duties under this mandate, each member of the Committee shall be obliged only to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Nothing in this mandate is intended, or may be construed, to impose on any member of the Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all Board members are subject. The essence of the Committee's duties is monitoring and reviewing to gain reasonable assurance (but not to ensure) that the Fundamental Activities are being conducted effectively and that the Financial Reporting Objective is being met and to enable the Committee to report thereon to the Board.

## **II. Audit Committee Charter**

The Audit Committee's Charter outlines how the Committee will satisfy the requirements set forth by the Board in its mandate. This Charter comprises:

- A. Operating Principles
- B. Operating Procedures
- C. Specific Responsibilities and Duties

### **A. Operating Principles**

The Committee shall fulfill its responsibilities within the context of the following principles.

#### **1. Committee Values**

The Committee expects the management of the Corporation to operate in compliance with the Corporation's Code of Business Conduct and Ethics and corporate policies, with laws and regulations governing the Corporation and to maintain strong financial reporting and control processes.

#### **2. Communications**

The Chairman (and others on the Committee) expects to have direct, open and frank communications throughout the year with management, other Committee Chairmen, the external auditors and other key Committee advisors as applicable.

#### **3. Financial Literacy**

All Audit Committee Members should be sufficiently versed in financial matters to understand the Corporation's accounting practices and policies and the major judgments involved in preparing the financial statements.

#### **4. Annual Audit Committee Work Plan**

The Committee, in consultation with management and the external auditors, shall develop an annual Audit Committee Work Plan responsive to the Committee's responsibilities as set out in this Charter. In addition, the Committee, in consultation with management and the external auditors, shall develop and participate in a process for review of important financial topics that have the potential to impact the Corporation's financial disclosure.

#### **5. Meeting Agenda**

Committee meeting agendas shall be the responsibility of the Chairman of the Committee in consultation with Committee members, senior management and the external auditors.

#### **6. Committee Expectations and Information Needs**

The Committee shall communicate its expectations to management and the external auditors with respect to the nature, timing and extent of its information needs. The Committee expects that written materials will be received from management and the external auditors at least one week in advance of meeting dates.



## **7. External Resources**

To assist the Committee in discharging its responsibilities, the Committee may, in addition to the external auditors, at the expense of the Corporation, retain one or more persons having special expertise.

## **8. In Camera Meetings**

At each meeting of the Committee, the members of the Committee may meet in private session with the external auditors, with management, and with the Committee members only.

## **9. Reporting to the Board**

The Committee, through its Chairman, shall report after each Committee meeting to the Board at the Board's next regular meeting.

## **10. Committee Self Assessment**

The Committee shall annually review, discuss and assess its own performance. In addition, the Committee shall periodically review its role and responsibilities.

## **11. The External Auditors**

The Committee expects that, in discharging their responsibilities to the shareholders, the external auditors shall be accountable to the Board through the Committee. The external auditors shall report all material issues or potentially material issues to the Committee.

## **B. Operating Procedures**

1. The Committee shall meet at least two times annually or more frequently as circumstances dictate. Meetings shall be held at the call of the Chairman, upon the request of two (2) members of the Committee or at the request of the external auditors.
2. A quorum shall be a majority of the members.
3. Unless the Committee otherwise specifies, the Secretary or Assistant Secretary of the Corporation shall act as Secretary of all meetings of the Committee.
4. In the absence of the Chairman of the Committee, the members shall appoint an acting Chairman.
5. A copy of the minutes of each meeting of the Committee shall be provided to each member of the Committee and to each director of the Corporation in a timely fashion.

### **C. Specific Responsibilities and Duties**

To fulfill its responsibilities and duties, the Committee shall:

#### **Financial Reporting**

1. review the Corporation's quarterly and annual financial statements, and related management discussion and analysis with management to gain reasonable assurance that the statements are accurate, complete, represent fairly the Corporation's financial position and performance and are in accordance with IFRS and report thereon to the Board before such financial statements are approved by the Board;
2. review the Corporation's annual financial statements with the external auditors to gain reasonable assurance that the statements are accurate, complete, represent fairly the Corporation's financial position and performance and are in accordance with IFRS and report thereon to the Board before such financial statements are approved by the Board;
3. review with management and the external auditors the financial statements of the Corporation's significant subsidiaries;
4. receive from the external auditors reports on their review of the annual financial statements;
5. receive from management a copy of the representation letter provided to the external auditors and receive from management any additional representations required by the Committee;
6. review and, if appropriate, recommend approval to the Board of news releases and reports to shareholders issued by the Corporation with respect to the Corporation's annual and quarterly financial statements; and
7. review and, if appropriate, recommend approval to the Board of prospectuses, material change disclosures of a financial nature, management discussion and analysis, annual information forms and similar disclosure documents to be issued by the Corporation.

#### **Accounting Policies**

1. review with management and the external auditors the appropriateness of the Corporation's accounting;
2. review policies, disclosures, reserves, key estimates and judgments, including changes or variations thereto;
3. obtain reasonable assurance that they are in compliance with IFRS, and report thereon to the Board; and

4. review with management and the external auditors the degree of conservatism of the Corporation's underlying accounting policies, key estimates and judgments and reserves.

### **Risk and Uncertainty**

1. acknowledge that it is the responsibility of the Board, in consultation with management, to identify the principal business risks facing the Corporation, determine the Corporation's tolerance for risk and approve risk management policies, the Committee shall focus on financial risk and gain reasonable assurance that financial risk is being effectively managed or controlled by:
  - (a) reviewing with management the Corporation's tolerance for financial risks;
  - (b) reviewing with management its assessment of the significant financial risks facing the Corporation;
  - (c) reviewing with management the Corporation's policies and any proposed changes thereto for managing those significant financial risks; and
  - (d) reviewing with management its plans, processes and programs to manage and control such risks.
2. ascertain that policies and procedures are in place to minimize environmental, occupational health and safety and other risks to asset value and mitigate damage to or deterioration of asset value and review such policies and procedures periodically;
3. review policies and compliance therewith that require significant actual or potential liabilities, contingent or otherwise to be reported to the Board in a timely fashion;
4. review foreign currency, interest rate, and commodity price risk mitigation strategies, including the use of derivative financial instruments;
5. review the adequacy of insurance coverage maintained by the Corporation;
6. review regularly with management, the external auditors and the Corporation's legal counsel, any legal claim or other contingency, including tax assessments, that could have a material effect upon the financial position or operating results of the Corporation and the manner in which these matters have been disclosed in the financial statements.

### **Financial Controls and Control Deviations**

1. review the plans of the external auditors to gain reasonable assurance that the combined evaluation and testing of internal financial controls is comprehensive, coordinated and cost-effective;
2. receive regular reports from management, the external auditors and legal counsel on all significant deviations or indications/detection of fraud and the corrective activity undertaken in respect thereto.

### **Compliance with Laws and Regulations**

1. review regular reports from management and others (e.g. external auditors) with respect to the Corporation's compliance with laws and regulations having a material impact on the financial statements including:
  - (a) tax and financial reporting laws and regulations
  - (b) legal withholding requirements
  - (c) environmental protection laws and regulations
  - (d) other laws and regulations which expose directors to liability.
2. review the status of the Corporation's tax returns and those of its subsidiaries;
3. have management report to the Board in writing their compliance with respect to making all remittances on a timely basis.

### **Relationship with External Auditors**

1. recommend to the Board the nomination of the external auditors;
2. approve the remuneration and the terms of engagement of the external auditors as set forth in the Engagement Letter;
3. review the performance of the external auditors annually or more frequently as required;
4. receive annually from the external auditors an acknowledgement in writing that the shareholders, as represented by the Board and the Committee, are their primary client;
5. receive a report annually from the external auditors with respect to their independence such report to include a disclosure of all engagements (and fees related thereto) for non-audit services by the Corporation;
6. review with the external auditors the scope of the audit, the areas of special emphasis to be addressed in the audit, the extent to which the external audit can be coordinated with internal audit activities and the materiality levels which the external auditors propose to employ;
7. meet regularly with the external auditors in the absence of management to determine, inter alia, that no management restrictions have been placed on the scope and extent of the audit examinations by the external auditors or the reporting of their findings to the Committee;
8. establish effective communication processes with management and the Corporation's internal and external auditors to assist the Committee to monitor

objectively the quality and effectiveness of the relationship among the external auditors, management and the Committee.

### **Other Responsibilities**

1. periodically review the form, content and level of detail of financial reports to the Board;
2. approve annually the reasonableness of the expenses of the Chairman of the Board and the Chief Executive Officer;
3. after consultation with the Chief Financial Officer and the external auditors, gain reasonable assurance, at least annually of the quality and sufficiency of the Corporation's accounting and financial personnel and other resources;
4. review in advance the appointment of the Corporation's senior financial executives;
5. investigate any matters that, in the Committee's discretion, fall within the Committee's duties;
6. review reports from the external auditors, and/or other Committee Chairmen on their review of compliance with the Corporation's Code of Business Conduct and Ethics, and the Corporation's policies on political donations and commissions paid to suppliers or others;
7. perform such other functions as may from time to time be assigned to the Committee by the Board.

### **Accountability**

1. review and update this Charter on a regular basis for approval by the Board;
2. from time to time, as requested by the Board, disclose its Mandate and this Charter in the Corporation's statement of corporate governance practices; review the description of the Committee's activities as set forth in the Corporation's Statement of Corporate Governance Practices.