

CIBT EDUCATION GROUP INC.

Annual Information Form

**For the fiscal year ended
August 31, 2022**

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GLOSSARY

In addition to the terms defined elsewhere in this AIF, the following terms have the meanings shown.

“**AIF**” means an annual information form prepared pursuant to Part 6 of NI 51-102.

“**Board**” means the Company’s board of directors.

“**Company**” means CIBT Education Group Inc. and its direct and indirect subsidiaries on a consolidated basis unless otherwise indicated.

“**Fiscal 2020**” means the Company’s fiscal year ended August 31, 2020.

“**Fiscal 2021**” means the Company’s fiscal year ended August 31, 2021.

“**Fiscal 2022**” means the Company’s fiscal year ended August 31, 2022.

“**Fiscal 2023**” means the Company’s fiscal year ending August 31, 2023.

“**Fiscal 2024**” means the Company’s fiscal year ending August 31, 2024.

“**GEA**” means the Company’s subsidiary, Global Education Alliance Inc.

“**NI 51-102**” means National Instrument 51-102 *Continuous Disclosure Obligations*.

“**NI 52-110**” means National Instrument 52-110 *Audit Committees*.

“**RMB**” means the renminbi, the national currency of the People’s Republic of China.

“**SEDAR**” means the System for Electronic Document Analysis and Retrieval.

“**TSX**” means the Toronto Stock Exchange.

PRELIMINARY NOTES

Date of Information

Unless otherwise stated, the information herein is presented as at August 31, 2022, being the last day of the Company's most recently completed financial year.

Currency

Unless otherwise specified, in this AIF all references to "dollars" or to "\$" are to Canadian dollars.

Cautionary Note Regarding Forward-Looking Statements

This AIF contains "forward-looking information" within the meaning of Canadian securities laws. Statements that are not historical facts are forward-looking statements that involve risks and uncertainties. Forward-looking statements include, but are not limited to, financial projections, information or expectations about the Company's business plans, results of operations, products or markets, or otherwise makes statements about future events. Such forward-looking statements can be identified by the use of words such as "intends", "anticipates", "believes", "estimates", "projects", "forecasts", "expects", "plans" and "proposes". The forward-looking statements in this AIF include, without limitation, plans and expectations relating to GEC® projects currently under development.

Although the Company believes that the expectations reflected in these forward-looking statements are based on reasonable assumptions, there are a number of risks and uncertainties that could cause actual results to differ materially from such forward-looking statements. These include, among others, the risk factors and other cautionary statements under "*Description of Business*" which identify important factors that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause actual results to differ materially from the forward-looking statements include but are not limited to risks related to real estate project developments generally such as interest rates; customary risks of the construction industry such as delays in the issuance of permits and approvals, increasing costs, and labour market shortages; and the ability to raise any additional required funds in a timely manner.

Although the Company has attempted to identify important factors that could affect the Company and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The forward-looking statements in this AIF speak only as of the date hereof. The Company does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events, other than as required by applicable securities laws.

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CORPORATE STRUCTURE

Name, Address and Incorporation

The Company is a corporation governed by the *Business Corporations Act* (British Columbia). It was incorporated on November 17, 1986 pursuant to the *Company Act* (British Columbia) under the name Moneywise Resources Inc. The Company changed its name to Stealth Ventures Inc. on October 1, 1992 and to Annova International Holdings Corp on May 10, 1994. The Company changed its name to Annova Business Group Inc. and consolidated its share capital on a 1:4 basis on April 27, 1995. On November 27, 1998, the Company changed its name to Capital Alliance Group Inc. and consolidated its share capital on a 1:2 basis. On November 14, 2007, the Company changed its name to CIBT Education Group Inc. and on February 23, 2010, the Company increased its authorized share capital from 100,000,000 to 150,000,000 common shares without par value.

The head office of the Company is located at 777 West Broadway, Suite 1200, Vancouver, BC V5Z 4J7 and its registered office is located at 733 Seymour Street, Suite 2900, Vancouver, BC V6B 0S6.

Intercorporate Relationships

Set out below are two corporate organization charts. Chart 1 shows, as at August 31, 2022, the Company's material subsidiaries comprising its education division, along with its other non-real estate division subsidiaries. Chart 2 shows the Company's material subsidiaries comprising its real estate division as at August 31, 2022. The domicile of each entity is shown within parentheses.

Chart 1

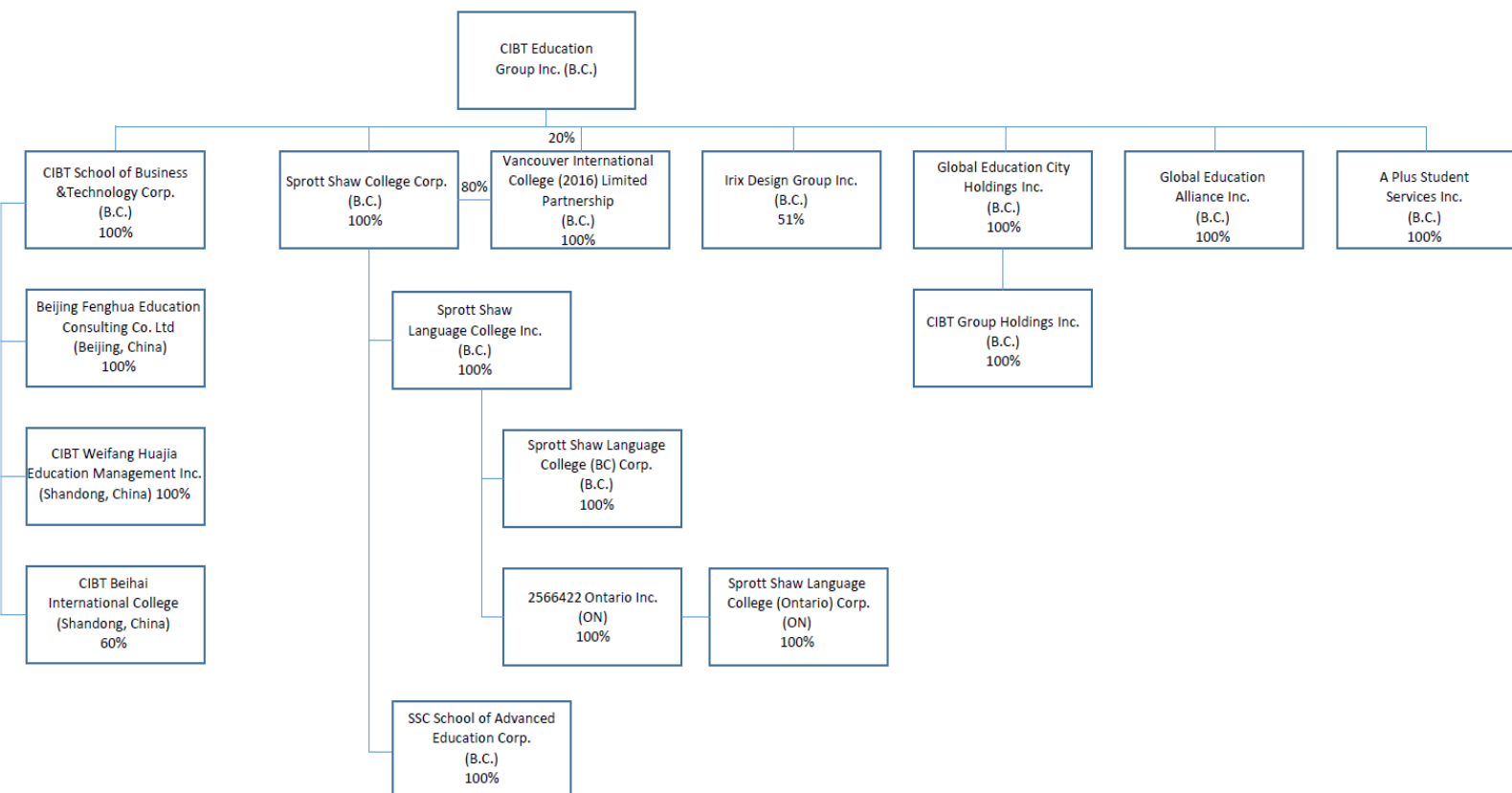
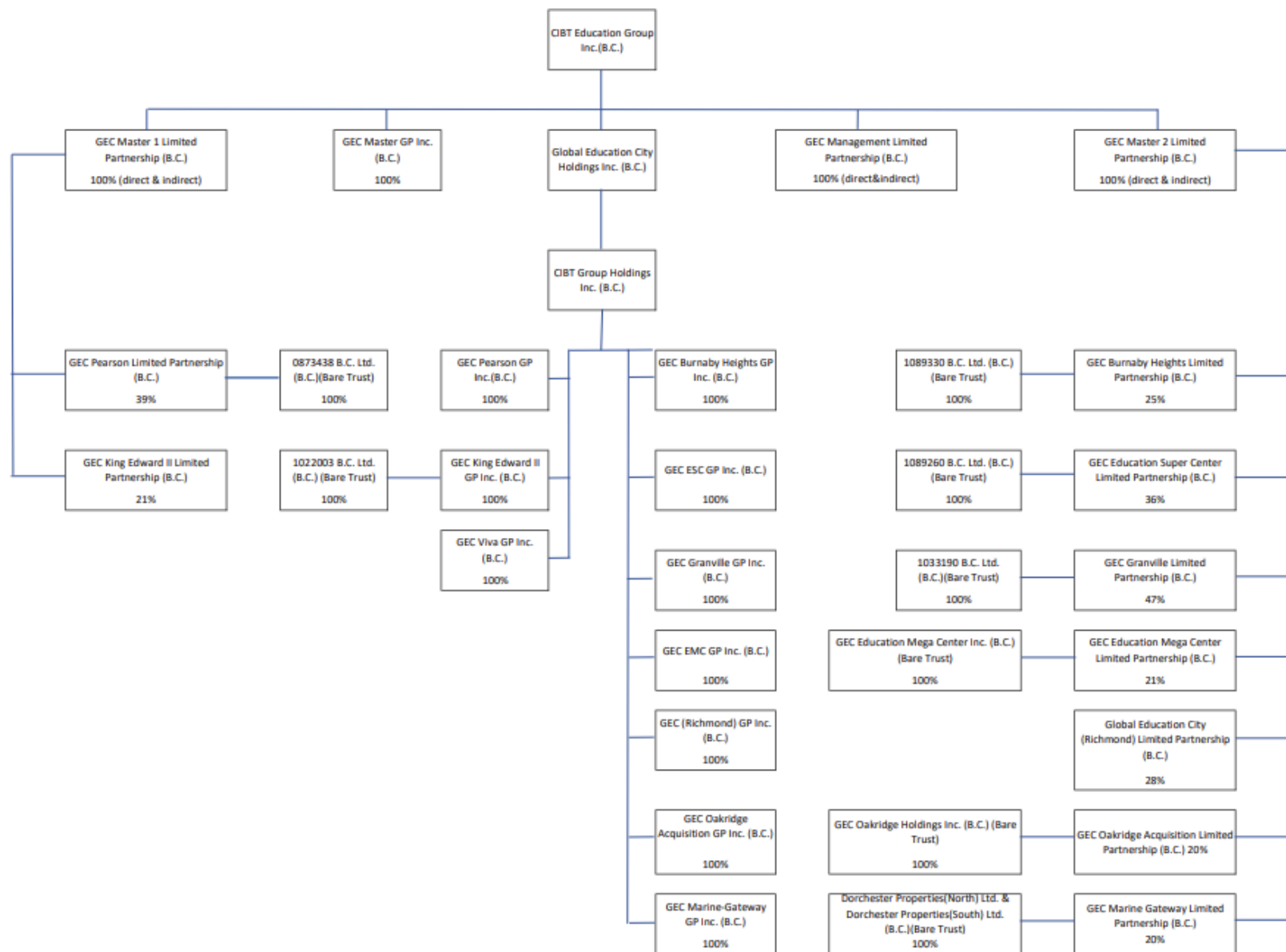


Chart 2



GENERAL DEVELOPMENT OF THE BUSINESS

Three Year History

During Fiscal 2020, despite the challenges presented by COVID-19, major events relating to the Company’s business included the following:

1. the completion of the purchase of the land for the development of the GEC[®] Oakridge project;
2. the execution of a purchase and sale agreement by the Company for two fully occupied rental apartment buildings located in Metro Vancouver to be operated as GEC[®] Marine Gateway; and

3. the completion of equity private placements undertaken by the real estate limited partnerships comprising the Company's real estate division.

During Fiscal 2021, despite the continued challenges presented by COVID-19, major events relating to the Company's business included the following:

1. the commencement of construction of the GEC[®] King Edward project;
2. the completion of the purchase of two residential rental buildings for the GEC[®] Marine Gateway project;
3. the receipt of city council public hearing approval for the GEC[®] Oakridge project; and
4. the receipt of final rezoning approval for the GEC Education Mega Center[®] project.

During Fiscal 2022, despite the continued challenges presented by COVID-19, major events relating to the Company's business included the following:

1. advancement of construction of the GEC[®] King Edward project;
2. a strong recovery of the Company's businesses including:
 - (a) a strong recovery in international student enrolment; and
 - (b) increased occupancy and rental rates across all GEC[®] properties.

DESCRIPTION OF BUSINESS

General

The Company owns business and language colleges, student-centric rental apartments, recruitment centres and has corporate offices at 45 locations in Canada and abroad. The Company's education subsidiaries offer over 150 educational programs in health care, business management, e-commerce, cyber-security, hotel management, and language training. Its real estate business provides rental housing and provides accommodation service to 90 schools in Metro Vancouver, serving domestic and international students from 71 countries. In 2022, the Company provided educational services to over 10,000 students through its 45 locations and provided housing to many of these students. The Company controls and is an investor in limited partnerships that own a network of serviced apartments and one hotel. Certain subsidiaries of the Company act as general partner and manager to these limited partnerships.

The Company's common shares are listed on the TSX under the trading symbol 'MBA' and are quoted on the OTCQX-International under the trading symbol 'MBAIF'.

The Company's operating entities are as follows:

Name of Entity	Business Description
Global Education City Holdings Inc. ("GECH")	Investment holding, development and management company with a focus on real estate projects such as serviced apartments and hotels for domestic and international students as well as corporate housing in Metro Vancouver.
Sprott Shaw College Corp. ("SSCC")	Private career and technical training college offering diplomas and certificates in health care, tourism, hospitality, business, administrative, technical trades, and international studies in Canada
Sprott Shaw Language College ("SSLC") and Vancouver International College ("VIC")	English as a second language college, offering accredited programs such as General English (ESL), College Preparation/Pathway, Business English, Medical English, English Language Test Preparation, Vacation English and Online English Career training college, offering accredited programs in the following fields: Business Management, Customer Service, TESOL Teacher Training, Interpreting and Translation for Koreans and Online English Teacher Training
Global Education Alliance Inc. ("GEA") and A Plus Student Services Inc. ("A Plus")	Recruitment of international students and on-ground concierge services for elite kindergarten, primary, secondary school and university students coming to study in North America
CIBT School of Business & Technology Corp. ("CIBT China")	College program provider offering automotive technical training, English teacher preparation, English as a Second Language, and accounting programs in China
IRIX Design Group Inc. ("IRIX")	Design and advertising company which mainly services the real estate industry

The Company's primary business units consist of three categories with corporate (head office) as the supporting hub: *Education related real estate* (GECH); *Education* (SSCC, SSLC/VIC, GEA, A Plus and CIBT China); and *Media* (IRIX).

The Company's business activities cover three complementary areas:

1. operation of a network of business, technical and language colleges in North America and Asia;
2. recruitment of international students to North America; and
3. development and management of student-centric accommodations.

The following table summarizes the revenue for each category of products or services from the Company's core business activities. The figures in the following table are in thousands of Canadian dollars.

	12 Months Ended August 31, 2022 (\$)	12 Months Ended August 31, 2021 (\$)	Percentage of Total Revenues Fiscal 2022	Percentage of Total Revenues Fiscal 2021
Total revenues	73,235	60,869	---	---
Educational revenues – SSCC	39,784	40,282	54.3%	66.2%
Educational revenues – SSLC/VIC	10,173	3,280	13.9%	5.4%
Educational revenues – CIBT China	2,577	2,671	3.5%	4.4%
Rental revenues – GECH	18,547	9,878	25.3%	16.2%
Commissions and referral fees - GEA	985	628	1.3%	1.0%
Development fees – GECH and Corporate	588	3,134	0.8%	5.1%
Design and advertising revenues - IRIX	581	996	0.8%	1.6%

None of these revenues resulted from sales or transfers to controlling shareholders or sales or transfers to joint ventures in which the Company is a participant or to entities in which the Company has an investment accounted for by the equity method.

Services

(i) Education Business

Activities

The Company, owns and operates SSC, SSLC, VIC and CIBT (China), a network of business, technical and language colleges in North America and Asia offering Western and Chinese accredited business and management programs, programs in college preparation, healthcare, hotel management and tourism, English language training, English teacher certifications, junior and high school preparation programs for overseas study, and other career/vocational training.

CIBT (China) is a post-secondary education provider in China offering Chinese college degree and training programs. These programs range in length from one to three years. This subsidiary generated approximately 3.5% of the Company's total revenue in Fiscal 2022. It currently serves as an outpost providing students for the Company's education subsidiaries in Canada.

SSCC currently provides education programs and services in Canada through its operating entities SSC, SSLC and VIC. SSCC is a regulated career and technical training college offering diplomas and certificates in health sciences, e-commerce development, early childhood education, tourism, business, administration, trades, IT, and international studies. These programs range in length from 12 weeks to 24 months.

SSLC is a language college offering certificates in English as a Second Language (ESL) for ages six years old and up. SSLC also offers specialized English programs in the following fields; College Preparation/Pathway, Business English, Medical English, English Language Test Preparation, Vacation English and Online English. All programs range in length from one to 48+ weeks. VIC is a private career college with programs primarily designed for international students. VIC specializes in custom-designed curriculum in programs such as: Customer Service Professional, Global Business Expertise, Interpreting and Translation, and a variety of Teaching English to Speakers of Other Languages (TESOL) programs. VIC also offers a successful online program for both international and domestic students, TESOL Advanced Online; eligible graduates can apply for TESL Canada Certification. All programs range from four to 48 weeks.

Student Enrollment Statistics

Annual student enrollment is defined as new students who entered into the Company's colleges in that fiscal year and the existing students who re-enrolled for the second and third year's courses.

Presented as follows is a table indicating total annual student enrollment for the Company's colleges.

	Annual Enrollment (9/1/2021 – 8/31/2022)
CIBT (China)	1,849
SSCC	5,112
SSLC and VIC	3,308
Total	10,269

GEA and A Plus also recruited over 491 students for enrollment into various other public and private schools in Canada during Fiscal 2022, covering primary school (including kindergarten), secondary school and university level, as well as summer and winter camp studies.

Locations

SSCC provides its programs from 16 leased campuses in British Columbia, Canada. SSCC also offers programs through blended and on-line delivery models.

SSLC provides its programs from three campuses in Canada: Vancouver, Victoria and Toronto, and one centralized head office in Vancouver, all of which are leased. VIC provides its programs from one leased campus in downtown Vancouver, and is also supported by the SSLC centralized head office.

The programs in China are provided from either a university campus or from a satellite centre organized within an established local university or college through cooperation agreements between the Company or a subsidiary and the respective university or college. The cooperating university or college provides its facilities, and the Company is responsible for renovating classrooms and providing video conferencing equipment.

CIBT (China) also has joint programs/schools at three locations in China offering accounting, auto, logistics, physical education, business and other courses.

Target Students

The target students for the Company's schools are recent high school graduates and others in the 19-25 year old age group, individuals undertaking a career change, working adults and international students. The Company believes that its core educational programs in business, human services and social development, nursing, administration, dental assisting, veterinary assisting, early childhood education, trades and healthcare represent large and growing markets with attractive employment opportunities.

The Company's management believes prospective students are attracted to its schools due to the quality of its programs, its reputation and relatively long operating history in the regulated career college education sector (SSCC was founded 1903), its extensive international network and its ability to provide co-op and clinical training which is relevant in obtaining jobs from multinational corporations and other employers. SSCC's student recruitments are generated through a combination of organic and search engine marketing, brand campaigns, recruitment agencies, community and government partners, and student referrals. SSCC marketing focuses on digital marketing, social media, and search engine optimization (SEO) methods as well as radio, newspaper, transit and billboard advertising. CIBT (China) and SSCC employ a variety of marketing and recruiting activities and increase enrollments.

Governmental Approvals

The educational operations of SSCC in Canada and CIBT (China) in China require approvals from various government authorities.

SSCC is subject to the jurisdiction of certain regulatory bodies, including the following:

- **Private Training Institutions Branch:** The Private Training Institutions Branch sets basic education standards for registered private career training institutions and language institutions in British Columbia and establishes standards of quality which must be met by designated institutions in areas such as programs, instructors and staff, enrolment contracts, fees and tuition, work experience, student withdrawal and dismissal, and student dispute resolution. The Private Training Institutions Branch, which replaced the Private Career Training Institutions Agency, is established under the *Private Training Act*, and currently falls under the responsibility of the BC Ministry of Advanced Education.
- **StudentAid BC:** StudentAid BC helps eligible students with the cost of their post-secondary education through loans, grants, scholarships, and other programs and also offers programs for borrowers who need help repaying their loans. BC student loans are provided by the provincial government and Canada student loans are provided by the federal government. These loans are managed as a single Canada-BC integrated loan at the National Student Loans Service Centre.
- **College of Licensed Practical Nurses of British Columbia:** The College of Licensed Practical Nurses of British Columbia is responsible for regulating the profession of Licensed Practical Nurses in the public interest.
- **BC Care Aide & Community Health Worker Registry:** This registry develops a process for Health Care Assistant program recognition and lists Health Care Assistant educational institutions in British Columbia that meet specific program standards. The Registry acts to serve and protect vulnerable patients, residents and clients receiving care from health care assistants employed by publicly funded facilities.

- Ministry of Children and Families (British Columbia): The Ministry of Children and Families provides programs and services to ensure that healthy children and responsible families are living in safe, caring and inclusive communities, including the establishment of Child Care Occupational Competencies that must be met by both training facilities and early childhood educators.
- Industry Training Authority: The Industry Training Authority is a provincial crown agency. It was established in 2004 and is responsible for managing BC's industry training system to develop the skilled workforce needed to ensure the competitiveness and economic prosperity of the Company's businesses and the Province of British Columbia. The Industry Training Authority leads and coordinates BC's skilled trades system, working with employers, employees, industry, labour, training providers and government to issue credentials, support apprenticeships, fund programs, set program standards and increase opportunities in the trades.
- The Ministry of Advanced Education and Skills Development (Ontario): The Ministry of Advanced Education and Skills Development develops policy directions and registers private career and language colleges in Ontario. The ministry administers several legislations, including the *Ministry of Training, Colleges and Universities Act*, and International Student Program regulations.

In British Columbia, all vocational programs costing over \$1,000 and providing at least 40 hours of instruction are accredited by the Ministry of Education. SSCC's Practical Nursing program is approved by the College of Licensed Practical Nurses of British Columbia. The Early Childhood Education program is approved by the Ministry of Children and Families. The Trades Programs are approved by the Industry Training Authority. All academic programs are subjected to a quality assessment process undertaken by the Degree Quality Assessment Board which then makes recommendations in support of the Minister of Advanced Education's statutory powers to approve new degree programs.

In order to open its campuses and/or offer its educational programs, CIBT (China) obtained approvals from the Ministry of Education in China which is the national agency that is responsible for approvals of all Chinese and foreign bachelor's and master's degree programs offered in China.

(ii) Student Recruitment Business

Activities

GEA and A Plus recruit international students for primary schools, secondary schools and universities and colleges in North America, such as British Columbia Institute of Technology, Capilano University, City University Seattle (Vancouver Campus), Columbia College, Langara College, Douglas College, Pythagoras Academy, Southpointe Academy and Vancouver Community College. One source of students for recruitment is the recruitment centres operated by the Company in Asia under the brand name, *Global Education Alliance*. GEA also relies upon social media marketing, referral contacts and its network of international sub-agents around the world to provide international student leads.

(iii) Student-Centric Accommodations Business

Activities

The Company's student-centric accommodations business, offering serviced apartments and a hotel for domestic and international students as well as working professionals in Metro Vancouver, is administered through GECH, an investment holding and management company with a special focus on education real estate projects in Canada.

Due to the low vacancy rate generally, and, in particular, the significant shortage of affordable rental apartments in Metro Vancouver, students face difficulty in finding affordable housing when coming to study in Vancouver. In order to help meet this need, GECH has developed education themed, fully furnished and move-in ready real estate projects in Metro Vancouver featuring student-centric accommodations. In addition to serviced apartments for students and a short-stay hotel for students and tourists, the Company has also identified a need for affordable housing for technology workers and working professionals migrating from across Canada and the USA to Metro Vancouver.

The student-centric accommodations business currently provides the Company with three potential revenue streams:

1. fees from developing and structuring each project;

2. a proportional interest in the net profits generated by each project through the holding of limited partnership units; and
3. management fees and, in some cases, rental income from managing the business operations of each project.

In addition, those properties that meet the definition of investment properties are recorded at fair value at the end of each reporting period, and the Company shares in the proportional interest of any gains or loss on changes in fair value. On disposition of the property, the Company will receive its share of proceeds as set forth in the applicable limited partnership agreement.

The Company controls and manages the limited partnerships which own the student-centric accommodation projects by means of contractual arrangements between the general partners (which are indirect subsidiaries of the Company) and each of the limited partnerships.

The following is the portfolio of GEC[®] branded projects (completed and planned) as at the date of this AIF:

1. GEC[®] Viva Tower – a 17-storey tower sold in 2018 with a leaseback agreement expiring in Fiscal 2024
2. GEC[®] Granville Suites – a 12-storey concrete construction tower which is fully operational as a hotel and as accommodations for tourists, students and working professionals
3. GEC[®] Burnaby Heights – a four-storey concrete and wood-frame condominium building which is fully operational as accommodations for students and working professionals
4. GEC[®] Pearson – two six-storey rental apartment towers which are fully operational as rental apartments for students and working professionals
5. GEC[®] Marine Gateway – two rental apartment buildings, comprised of one four-storey and one six-storey, which are fully operational as rental apartments for students and working professionals
6. GEC[®] Global Education City (Richmond) – a planned office tower and a rental apartment building, currently subject to proceedings commenced by the developer under the *Companies' Creditors Arrangement Act* (Canada)
7. GEC[®] King Edward – a four-storey rental apartment building and six townhouses under construction
8. GEC[®] Cyber City – a planned project with two office towers and a micro-suite hotel which is in the rezoning phase
9. GEC Education Mega Center[®] Surrey – a planned 49-storey, concrete high-rise commercial, condo and rental tower which has received rezoning approval
10. GEC[®] Oakridge – a planned 18-storey, concrete high-rise rental tower which has received rezoning approval

(iv) Operations of IRIX

Products and Services

IRIX provides a wide range of media production and design services. The types of major services and the percentages of overall revenues of IRIX are summarized as follows:

Description	Percentage of Overall Revenues in Fiscal 2022
Graphic Design	41%
Product Sales	9%
Production Services for print, video, film and multimedia	50%

Marketing Strategy

IRIX provides marketing services including corporate identity development, printing services, multimedia production, marketing support, website development, web application, online marketing, merchandising, copywriting and multi-language translation, video and photography services, and internet and traditional advertising. Its services are provided primarily to real estate developers and firms. IRIX's experience and understanding of the Chinese market in particular, and Asian market in general, allows it to target clients who intend to build a Chinese (or broader Asian) customer base.

Specialized Skill and Knowledge

The Company's education business requires instructors with knowledge of the subjects taught as part of the programs offered by the Company's subsidiaries. The Company's other business activities do not require personnel with specialized skill or knowledge.

Competitive Conditions

The Company's education business faces competition from providers of traditional education programs and training services, and expects to face increasing competition from existing competitors and new market entrants in the online education market, including the following:

- Canadian and American for-profit post-secondary and English as a Second Language education companies
- overseas for-profit post-secondary education *companies* that offer western-style educational programs
- not-for-profit post-secondary education companies that offer western-style educational programs, typically public schools run by the local government
- online education companies that offer download and self-study, language based one-on-one video conference teaching using low-cost personal computers, and American and Canadian universities (such as Simon Fraser University and Richard Ivey School of Business) who use video conferencing equipment to deliver classes within their school system, but do not operate outside of their school system

The Company's student recruitment business faces competition from independent agents, and immigration companies as well as direct recruitment by schools.

The Company's student-centric accommodations business does not currently face any significant competition but no assurance can be given that this situation will continue.

IRIX faces intense competition from a wide range of companies. The multimedia, advertising and graphic design market consists of many competitors, from world-wide or nation-wide advertising companies or agencies, to self-employed web designers or programmers. Many of IRIX's competitors have substantially greater financial and other resources. IRIX primarily competes with small-size, rather than large-size, Vancouver-based advertising agencies.

IRIX's products and services are distinguished by the quality of the products and services being offered and an emphasis on customer focus rather than low price. Therefore, an aggressive price competition from existing or future competitors could result in the need to reduce prices or increase the Company's spending and could result in a decrease in the Company's revenues and/or profitability.

Intangible Assets

The Company's trademarks, copyrights, domain names, trade secrets and other intellectual property rights distinguish its services from those of its competitors and contribute to its ability to compete in its target markets. The Company relies on a combination of copyright and trademark law, trade secret protection and confidentiality agreements with its employees, lecturers, business partners and others, to protect its intellectual property rights. In addition, the Company requires its employees to enter into agreements with the Company under which they acknowledge that all inventions, trade secrets, works of authorship, developments and other processes made by them during their employment are the Company's property.

The Company owns the copyright to all of the contents of its websites, which include www.cibt.net, www.cibt.edu, www.cibt.ca, www.cibt.cn, www.mygea.ca, www.vicenglish.com, www.studyssl.com, www.sprotshaw.com, www.studenthotel.ca, www.myaplus.ca, www.GECliving.com and www.rix-design.com. The Company, directly or indirectly, is the owner of registered trademarks including the following: Sprott Shaw College, Sprott-Shaw, Sprott-Shaw Community College, Pitman Business College, Tourism Training Institute, Concordia Career College and Modus International Language Institute, GEC, Global Education City, GEC Education Super Center, GEC Education Mega Center and Education Mega Center.

In addition, the Company owns, directly or indirectly, the following intangible assets, among others, related to its education programs, apartment rental business, and training services business:

- affiliation agreements
- recruiting agent agreements
- course curriculum
- pathway programs to migrate students of SSCC and SSLC programs into public universities

The Company's intellectual property is subject to risks of theft and other unauthorized use, and the Company's ability to protect its intellectual property from unauthorized use is limited. In addition, the Company may be subject to claims that it has infringed on the intellectual property rights of others. The Company's failure to protect its intellectual property rights may undermine its competitive position, and litigation to protect its intellectual property rights or defend against third-party allegations of infringement may be costly and ineffective.

Cycles

The Company's education business includes minor seasonal variations as revenue fluctuates with school terms. The Company historically has a spike in its deferred revenues in September which is the typical starting date of courses geared towards domestic students.

Given the low rental vacancy rate in Vancouver, rental revenues from the Company's real estate business are generally consistent throughout the year except for the hotel property which typically has its highest revenues from March to September.

The Company's other business activities are not cyclical or seasonal in nature.

Employees

Total Employees

As at August 31, 2022, the Company's head office in Vancouver, British Columbia employed 13 full-time personnel who oversee its operations and carry out strategic planning, corporate communications, marketing, financing, human resources and information technology functions. In addition, the number and type of personnel employed in the Company's various businesses were as follows:

	Full-time Instructors	Part-time Instructors	Administrative and Other Employees	Total Employees
SSCC	49	213	153	415
SSLC	4	48	36	88
CIBT (China)	13	2	9	24
VIC	3	3	5	11
GECH	0	0	62	62
IRIX	0	0	7	7
GEA and A Plus	0	0	12	12
Total	69	266	284	619

Foreign Operations

Approximately 3.5% of the Company's consolidated revenues earned during Fiscal 2022 were generated through foreign operations, most of which are conducted in China and other parts of Asia.

Bankruptcy and Similar Procedures

Management of the Company is not aware of any bankruptcy, receivership or similar proceedings against the Company or any of its subsidiaries, within the three most recently completed fiscal years or during (or proposed for) the current fiscal year.

Risk Factors

In addition to the risks described elsewhere in this AIF, the Company and its subsidiaries are subject to certain risks including those described as follows.

Risks Related to the Company's Business

Potential non-recovery of deposits placed for the purchase of a property

In February 2018, a subsidiary of the Company entered into a purchase contract and advanced \$60,000,000 towards the purchase of two of the seven buildings to be constructed at the Atmosphere Project in Richmond, British Columbia. On April 1, 2022, the developer and its partners (collectively, the “**Developer**”) applied for and were granted an initial order to commence proceedings under the *Companies' Creditors Arrangement Act* (Canada) to restructure its business. At August 31, 2022, the outcome of these proceedings was not known and may not be known until December 2022 or later. There remains a risk that the Company may not be repaid any portion of the funds paid to the Developer.

The Impact of COVID-19 on the Company's business is uncertain.

The COVID-19 pandemic impacted the Company during Fiscal 2022 due to border closures as well as the social distancing requirement requiring lower density in the Company's campuses and real estate rental units. The length of the COVID-19 outbreak across the globe is uncertain and may continue to cause general economic uncertainty in key global markets and a worsening of global economic conditions which may cause continued low levels of economic growth. Effective October 1, 2022, all remaining Canadian travel restrictions were lifted and vaccination is no longer required to enter Canada; however, it is possible that travel restrictions could return. Restrictions in China continue to occur.

The Company will need additional capital to fully carry out its proposed plans.

The Company will require significant expenditures of capital in order to carry out its full business strategy. If the Company is not able to obtain the necessary additional financing, it may be forced to scale back its business plans or eliminate them altogether.

Environmental matters

The Company is an investor in entities holding real property (the “**Real Estate Entities**”) which are subject to various federal, provincial and municipal laws relating to environmental matters. Such laws provide that the Real Estate Entities could be liable for the costs of removal of hazardous substances and remediation of hazardous locations. The failure to remove substances or remediate locations, if any, could adversely affect the Real Estate Entities' ability to sell such real estate or to borrow using such real estate as collateral and could potentially also result in claims against the Real Estate Entities. The Company is not aware of any material non-compliance with environmental laws with respect to any of the properties held by a Real Estate Entity in which the Company holds an interest, nor of any pending or threatened investigations or actions by environmental regulatory authorities.

Environmental laws and regulations may change and the Company may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have an adverse effect on the Company's business, financial condition or results of operations.

Liquidity of real estate investments

The Company's investments in the Real Estate Entities are long-term investments therefore relatively illiquid. Such illiquidity may tend to limit the Company's ability to vary its portfolio promptly in response to changing economic or investment conditions.

The expansion of the Company's business through acquisitions, joint ventures, and other strategic transactions creates risks that may reduce the benefits the Company anticipates from these strategic transactions.

The Company intends to consider entering into acquisitions, joint ventures and other strategic transactions to acquire new campuses or schools to expand its operations. The Company's management is unable to predict whether or when any other future strategic transactions will occur.

Acquisitions, joint ventures or other strategic transactions may present financial, managerial and operational challenges, including but not limited to maintaining the consistency of the Company's quality of instruction and its culture to ensure that recognition of the Company's brands does not suffer. The Company may be exposed to successor liability relating to prior actions involving a predecessor company, or contingent liabilities incurred before a strategic transaction. Liabilities associated with an acquisition or a strategic transaction could adversely affect the Company's financial performance. Any failure to integrate new businesses or manage any new alliances successfully could adversely affect the Company's reputation and financial performance.

A substantial decrease in government student loans, or a significant increase in financing costs for SSCC's students, could have a material adverse effect on student enrollment and financial results.

Some of SSCC's domestic students in Canada are highly dependent on government-funded financial aid programs. Students apply for student loans on an annual basis. If there are changes to financial aid program regulations that restrict student eligibility or reduce funding levels for student loans, SSCC's enrollment and/or collection of student billings may suffer, causing revenues to decline.

Interest rates reached historically low levels in recent years, creating a favourable borrowing environment for students. However, increasing interest rates may lead to SSCC's students having to pay higher interest rates on their loans, which could result in a significant reduction in SSCC's student population and revenues.

If SSCC is not able to continue to have its campuses and education facilities in Canada certified as eligible educational institutions in accordance with the requirements of applicable student loan regulations at the federal and provincial levels, its students will not be eligible for student loans if they enroll in SSCC's programs and SSCC could suffer from reduced enrollment levels, which would have a material adverse effect on its revenues.

Private educational institutions must be certified on a campus by campus basis in order for their students to be eligible to apply for student loan and student grant funding. Certifications are valid for a period of up to five years, subject to review by the granting authority. There are also a number of administrative requirements that must be complied with in order to maintain an existing certification. SSCC employs a Manager of Student Services and two other staff members whose responsibilities include the oversight of each campus' compliance program with the administrative requirements to maintain their student loan accreditations. In addition, SSCC's head office and StudentAid BC each conduct semi-annual audits to verify that the campuses are in compliance. However, there can be no assurance that SSCC's campuses will be certified in the future or will maintain their existing certifications. If SSCC was to lose certifications for a number of its campuses, its enrollment levels would in all likelihood decrease, which would negatively impact its results of operations and financial condition.

The Company's quarterly results of operations may fluctuate based on seasonal student enrollment patterns.

The Company's education business is seasonal in nature and it receives a large portion of its cash flows at the beginning of each new school year in September and cash flows increase again in the summer due to summer classes. Accordingly, the Company's results in a given quarter may not be indicative of its results in any subsequent quarter or annually.

The Company operates its education business in a competitive industry.

The post-secondary education market is highly fragmented and competitive. The Company competes for students with traditional public and private colleges and universities, other not-for-profit schools, including those that offer online learning programs, and alternatives to higher education, such as employment and military service. Many public and private schools, colleges, and universities offer online programs. The Company expects to experience additional competition in the future as more colleges, universities, and for-profit schools offer an increasing number of online

programs. Public institutions receive substantial government subsidies, and public and private non-profit institutions have access to government and foundation grants, tax-deductible contributions, and other financial resources generally not available to for-profit schools. Accordingly, public and private non-profit institutions may have instructional and support resources superior to those in the for-profit sector, and public institutions can offer substantially lower tuition prices. Some of the Company's competitors in both the public and private sectors also have substantially greater financial and other resources than the Company. The Company may not be able to compete successfully against current or future competitors and may face competitive pressures that could adversely affect its business, prospects, financial condition, and results of operations. These competitive factors could cause the Company's enrollments, revenues, and profitability to significantly decrease. However, any students which enroll at a competitor's school will still be a potential client of the Company's student-centric accommodations business.

A portion of the Company's Canadian business is generated through overseas recruitment activities which require students to apply for student visas, and this exposes the Company to the risk of visa and immigration policy changes.

International student recruitment is subject to uncertainty regarding the student's application for a student visa. Should the Canadian government decrease the number of student visas it offers within various foreign countries in which the Company actively recruits, it could have a material adverse effect on the Company's results of operation and financial condition.

A surge of student housing could adversely affect the Company's education-related real estate business.

Although there is currently a large need for student-centric accommodations in Metro Vancouver, a material decrease in this need, whether due to an increase in competition, international border closures due to pandemic or other reasons could jeopardize the Company's education-related real estate business. In addition, the Company's real estate business is dependent upon securing substantial third-party investment for its projects.

Real estate market fluctuations, increased interest rates, increased insurance premiums, delays in permits and rezoning approvals, and construction budget overruns due to delays and cost increases.

In addition to the other risks mentioned herein relating to the Company's student housing business, an increase in interest rates, insurance premiums, delays in construction for reasons including but not limited to delays in obtaining required permits, cost overruns, and fluctuations in the value of real estate may also adversely affect the Company's business operations and implementation of its growth strategy.

Duty to act in good faith

Although the general partners of the Company's real estate limited partnerships are subsidiaries of the Company, they are required to act in good faith towards all of the limited partners which may result in decisions being made by the general partners that are not beneficial to the Company.

The Company may be negatively affected by an economic crisis.

If global economic or financial conditions worsen, the Company's cost of borrowing may increase and it may become more difficult to obtain financing for its operations or investments, which may adversely affect the Company's business operations and implementation of its growth strategy.

Liquidity risk (Numbers are expressed in thousands)

The Company is exposed to liquidity risk which is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due in the normal course of business. The Company manages its liquidity risk by monitoring its operating requirements, securing new loans and refinancing on reasonable terms, and reducing costs where possible. The Company has an undrawn facility of \$3,930 at August 31, 2022, in addition to cash and cash equivalents of \$9,724 at August 31, 2022 (August 31, 2021 - \$18,338). At August 31, 2022 and 2021, the Company was in a working capital deficit position. The majority of the Company's assets are long-term in nature; however, the amount of borrowings due within 12 months fluctuates which impacts the working capital deficit position. The Company has successfully renegotiated debt instruments on reasonable terms to continue to provide liquidity and anticipates that it will be able to do so in future, although no assurance of this can be given. In addition,

the Company anticipates capital financing could be raised if required, which it has successfully raised in the past; however, there is no assurance that such financing will be available on favourable terms or at all.

Tax risks

The Company is subject to various taxes including, but not limited to, Canadian income tax, goods and services tax, provincial sales tax, land transfer tax and payroll tax, and its tax filings will be subject to audit by various taxation authorities. While the Company intends to base its tax filings and compliance on the advice of its tax advisors, there can be no assurance that its tax filing positions will never be challenged by a relevant taxation authority resulting in a greater than anticipated tax liability.

No Dividends on Shares

The Company has never declared or paid any dividends or distributions on its shares. It is currently expected that the Company will retain future earnings, if any, to support operations and to finance future acquisitions and investments and therefore will not pay any cash dividends on its shares for the foreseeable future.

Risks Related to Doing Business in China

The Company is exposed to currency exchange risk which could cause its reported earnings or losses to fluctuate.

Currency risk is the risk that the fair values or future cash flows of the Company's financial instruments will fluctuate because of changes in foreign currency rates. Although the Company conducts the majority of its business in Canada, a small portion of its business is conducted in China giving rise to exposure to market risk from changes in foreign currency rates. The Company is exposed to additional currency risk associated with a convertible debenture which is denominated in Hong Kong dollars. Subsequent to August 31, 2022, the debenture was amended with a maturity date now in Fiscal 2024; as such, currency risk is limited at this time to the required interest payments. Currently, the Company does not use derivative instruments or other measures to reduce its exposure to foreign currency risk.

The Company is subject to limitations on its ability to convert Chinese currency.

Conversion of RMB into foreign currencies and of foreign currencies into RMB, for payments relating to "capital account transactions", which principally includes investments and loans, generally requires the approval of the Chinese State Administration of Foreign Exchange and other relevant Chinese governmental authorities. Restrictions on the convertibility of the RMB for capital account transactions could affect the ability of the Company's Chinese subsidiary to make investments overseas or to obtain foreign exchange through debt or equity financing, including by means of loans or capital contributions from the Company. The Company did not require the conversion of RMB in Fiscal 2022.

The Company depends upon the acquisition and maintenance of approvals to conduct its business in China. Failure to obtain or renew these approvals will adversely affect operations in China.

The Company is dependent upon certain approvals in China, including, without limitation, campus approvals, and program approvals, to conduct its business. While the Company believes that all steps necessary to obtain or maintain these approvals have been or will be taken, the failure to obtain or renew these approvals could have a material adverse impact on the Company's business, results of operations and financial condition. It is also possible that new laws and regulations governing the education business in China will prohibit or restrict foreign investment in the education business generally, which would significantly impact the scope of its operations and may materially adversely impact its results of operations.

Chinese economic, political and social conditions, as well as changes in any government policies, laws and regulations, could adversely affect the overall economy in China or the prospects of the education market, which in turn could adversely affect the Company's business.

Demand for the Company's programs and services in China depends, in large part, on economic conditions in China. A continued slowdown in China's economic growth may cause the Company's potential customers to delay or cancel their plans to participate in the Company's educational services, which in turn could reduce its revenues.

There are various restrictions under Chinese law on the distribution of dividends by the Company's Chinese operating companies.

The *Wholly-Foreign Owned Enterprise Law (1986)*, as amended and the *Wholly-Foreign Owned Enterprise Law Implementing Rules (1990)*, as amended and the *Company Law of the People's Republic of China (2006)* contain the principal regulations governing dividend distributions by wholly foreign owned enterprises. Under these regulations, wholly foreign owned enterprises may pay dividends only out of their accumulated profits, if any, determined in accordance with Chinese accounting standards and regulations. Additionally, a wholly foreign owned enterprise is required to set aside a certain amount of its accumulated profits each year, if any, to fund certain reserve funds. These reserves are not distributable as cash dividends except in the event of liquidation and cannot be used for working capital purposes.

General Operating Risks

Loss of certain key personnel may adversely impact the Company's business.

The success of the Company's business will depend on the management skills of certain key personnel and the relationships they have with educators, administrators and other business contacts they have in North America and China. The loss of the services of any of the Company's key personnel could impair our ability to successfully manage our business in North America and China. The Company also depends on successfully recruiting and retaining qualified and experienced managers, salespersons and other personnel who can function effectively in North America and China. In some cases, the market for these skilled employees is highly competitive. The Company may not be able to retain or recruit such personnel on terms acceptable to it, which could adversely affect the Company's business prospects and financial condition.

The Company's success depends, in part, on its ability to keep pace with changing market needs.

The success of the Company's business will depend on the Company's ability to anticipate the needs and preferences of its students and other clients. The failure to do so could adversely affect the Company's business prospects and financial condition.

The personal information that the Company collects may be vulnerable to breach, theft or loss, which could subject the Company to liability or adversely affect its reputation and operations.

Possession and use of personal information in the Company's operations subjects it to risks and costs that could harm the Company's business and reputation. The Company collects, uses and retains large amounts of personal information regarding its students and their families, including personal and family financial data. The Company also collects and maintains personal information of its employees in the ordinary course of business. Although the Company uses security and business controls to limit access and use of personal information, a third party may be able to circumvent those security and business controls, which could result in a breach of student or employee privacy. In addition, errors in the storage, use or transmission of personal information could result in a breach of student or employee privacy. Possession and use of personal information in the Company's operations also subjects it to legislative and regulatory burdens that could require the Company to implement certain policies and procedures, regarding the identity theft related to student credit accounts, and could require the Company to make certain notifications of data breaches and restrict its use of personal information. A violation of any laws or regulations relating to the collection or use of personal information could result in the imposition of fines against the Company. As a result, the Company may be required to expend significant resources to protect against the threat of these security breaches or to alleviate problems caused by these breaches. While the Company believes it takes appropriate precautions and safety measures, there can be no assurances that a breach, loss or theft of any such personal information will not occur. Any breach, theft or loss of such personal information could have a material adverse effect on the Company's financial condition, reputation and growth prospects and result in liability under privacy statutes and legal actions against the Company.

Compliance with rules and requirements applicable to public companies may cause the Company to incur increased costs.

Changing laws, regulations and standards relating to corporate governance and continuous disclosure result in increased legal and financial compliance costs. These laws, regulations and standards are subject to varying

interpretations, in many cases due to their lack of specificity, and, as a result, their application in practice may evolve over time as new guidance is provided by regulatory and governing bodies. This could result in continuing uncertainty regarding compliance matters and higher costs necessitated by ongoing revisions to disclosure and governance practices.

DIVIDENDS

The Company has never declared or paid any cash or stock dividends on their common shares since their inception. Since the Company currently has a policy of investing earnings in the expansion of its business, the Company does not anticipate paying cash or stock dividends on their common shares for the foreseeable future. Future dividends on their common shares will be determined by the Board in light of circumstances existing at the time, including earnings and financial condition. There is no assurance that dividends will ever be paid.

DESCRIPTION OF CAPITAL STRUCTURE

Common Shares

All of the issued common shares of the Company are fully paid and non-assessable. Each common share entitles the holder thereof to one vote per share at all meetings of shareholders. All of the common shares issued rank equally as to dividends, voting rights and distribution of assets on wind up or liquidation. Shareholders have no pre-emptive rights, nor any right to convert their common shares into other securities. There are no existing indentures or agreements affecting the rights of shareholders other than the notice of articles and articles of the Company.

MARKET FOR SECURITIES

Market

The common shares of the Company are listed and posted for trading on the TSX under the symbol ‘MBA’ and on the OTCQX under the symbol ‘MBAIF’.

Trading Price and Volume

The following table sets forth the particulars of the trading of the common shares of the Company on the TSX during the most recently completed financial year:

Month	High (\$)	Low (\$)	Close (\$)	Volume
September 2021	0.73	0.60	0.62	329,427
October 2021	0.65	0.61	0.63	387,292
November 2021	0.66	0.58	0.65	875,063
December 2021	0.68	0.59	0.63	811,177
January 2022	0.67	0.58	0.63	219,602
February 2022	0.65	0.60	0.60	162,368
March 2022	0.66	0.59	0.60	344,490
April 2022	0.64	0.58	0.59	342,847
May 2022	0.62	0.50	0.55	396,707
June 2022	0.55	0.49	0.51	274,888
July 2022	0.63	0.52	0.63	166,570
August 2022	0.66	0.58	0.59	302,327

DIRECTORS AND OFFICERS

Name, Occupation and Security Holding

The name, province or state and country of residence, position with and principal business or occupation in which each director and executive officer of the Company has been engaged during the immediately preceding five years, is as follows:

Name, Position, Province or State and Country of Residence	Principal Occupation or Employment for the Past Five Years	Director Since
MORRIS CHEN BC, Canada <i>Director</i>	Real estate development entrepreneur	April 23, 2018
TOBY CHU ^{3,4} BC, Canada <i>Chief Executive Officer, President, Chairman and Director</i>	Chairman, president and chief executive officer of the Company	May 11, 1994
TONY DAVID ^{2, 4} BC, Canada <i>Director</i>	Retired oral maxillofacial surgeon	July 28, 1998
DEREK FENG ^{1, 2, 4} California, USA <i>Director</i>	Investor in, and advisor to, several technology and education companies since 2020. Formerly, chief executive officer of Bright Scholar Education; co-founder and chief executive officer of Kidsmile Dental, a chain of premium children orthodontics clinics in China, from 2017 to 2018; managing director of Fosun Group from July 2016 until March 2017	July 19, 2011
MAY HSU ^{1,2,4} California, USA <i>Lead Independent Director</i>	Management consultant; investor in real estate businesses in the United States and abroad	January 26, 2018
DENNIS HUANG BC, Canada <i>Corporate Secretary and Chief Accounting Officer</i>	Employee of the Company	Not Applicable
HILBERT NG BC, Canada <i>Chief Financial Officer</i>	Employee of the Company	Not Applicable
TROY RICE ^{1, 3} Arizona, USA <i>Director</i>	Peer group leader for Tiger 21 and a master chair for Vistage International working with and coaching over 90 executives; chief financial officer of Strategic Solar Energy, LLC from November 2009 until January 2017	October 28, 2005
VICTOR TESAN BC, Canada <i>Chief Operating Officer</i>	Employee of the Company	Not Applicable
SHANE WEIR ^{1, 3, 4} Hong Kong, PRC <i>Director</i>	Senior solicitor and consultant with Weir & Associates in Hong Kong and Shanghai, also licensed in British Columbia and Saskatchewan	December 12, 2008

¹ Member of the Company's audit committee

² Member of the Company's compensation committee

³ Member of the Company's corporate governance committee

⁴ Member of the Company's executive committee

Term of Office

The term of office for each of the Company's directors expires immediately before each annual general meeting of shareholders.

Share Ownership

As of August 31, 2022, the directors and executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control or direction over an aggregate of 15,347,013 common shares, which together represented approximately 22.4% of the Company's issued and outstanding common shares. The foregoing information is based upon information provided by the Company's directors and executive officers.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

None of the directors or executive officers of the Company is, at the date of the AIF, or was within the past ten years before the date of the AIF, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order (as defined below) that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer and chief financial officer.

In this section, "order" means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation.

None of the directors or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company are, or have been within the past ten years, directors, officers or promoters of other companies which were declared bankrupt or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with any creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that company.

None of the directors or executive officer of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has, within the past ten years, declared bankruptcy or made a voluntary assignment in bankruptcy, made a proposal under any legislation relating to bankruptcy or insolvency or has been subject to or instituted any proceedings, arrangement or compromise with any creditors or had a receiver, receiver manager or trustee appointed to hold the assets of that director, executive officer or shareholder.

None of the directors or executive officers of the Company or a shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

- (a) On August 13, 2020, GEC Pearson Limited Partnership, by its general partner GEC Pearson GP Inc., and 0873438 B.C. Ltd., subsidiaries of the Company, commenced an action in the Supreme Court of British Columbia against Cambie Street Limited Partnership, by its general partner Cambie Street GP Inc., Metro Can Construction (CM) Ltd., Northmark Mechanical Systems Inc., Rocky Point Engineering Ltd., William G. May and Gerard Sass dba Protection Engineering, A Proprietorship, and GBL Architects Inc. The claim is for breach of contract, breach of duty of care and/or negligence and breach of guarantee, warranty and indemnity obligations caused by water leaks and design and/or construction defects in the mechanical systems of the two residential rental housing buildings purchased by GEC Pearson Limited Partnership located at 7655 and 7657 Cambie Street in Vancouver, BC. The action is proceeding. The parties have started exchanging documents but pleadings are being amended and steps are being taken to add new parties as defendants and third parties.
- (b) On January 30, 2020, Dorchester Properties (North) Ltd. and Dorchester Properties (South) Ltd., which became subsidiaries of the Company as a result of the purchase of the property on which GEC® Marine Gateway is operated in Fiscal 2021, commenced an action in the Supreme Court of British Columbia against Intracorp S.W. Marine Limited Partnership, Intracorp S.W. Marine Ltd., Axiom Builders Inc., Integral Group Consulting (BC) LLP, Olympic International Sales Ltd., Olympic Controls Inc., Jaga Canada Climate Systems Inc., Aermec S.P.A., Giacomini Consulting Canada Inc., Giacomini S.P.A., Enerpro Systems Corp., DMS Mechanical Ltd., DMS Hydronics Mechanical Systems Ltd., and James K.M. Cheng Architects Inc. The claim is generally related to construction and design deficiencies with the HVAC system at the two residential rental housing buildings located at 8018-8150 Cambie Street in Vancouver, BC and breaches of representations and warranties related thereto, negligence related to the marketing and construction of the building and its HVAC system, resultant damage to the buildings, and loss of use. The last recorded activity on the court file was the filing of a response on October 30, 2020.
- (c) The plaintiff, Tri View Capital Ltd. (“**Tri View**”), commenced an action on December 24, 2020 in the in the Supreme Court of British Columbia claiming fees allegedly owed by the defendants, GEC Education Mega Center II Limited Partnership, GEC Education Mega Center Limited Partnership, GEC Education Mega Center Inc. and the Company, pursuant to three agreements that were made between the parties from 2016 to 2017. Tri View seeks judgment in the amount of \$615,000. The proceeding is contested. The parties have exchanged documents and pre-trial examinations of witnesses are scheduled for January 2023.
- (d) On October 6, 2022, Global Education City (Richmond) Limited Partnership and GEC (Richmond) GP Inc. filed a notice of civil claim commencing legal action against Romspen Investment Corporation (the “**Lender**”) claiming, amongst other things, damages in respect of the Lender not meeting its funding obligations in respect of the Atmosphere Project. The Lender has filed a response.

Regulatory Actions

The Company has not:

- (a) had any penalties or sanctions imposed against it by a court relating to securities legislation or by a securities regulatory authority during the most recently completed financial year;
- (b) had any other penalties or sanctions imposed against it by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision; or
- (c) entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the most recently completed financial year.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

For the purposes of this AIF, “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a person or company that beneficially owns, or controls or directs, directly or indirectly, more than 10% of any class or series of the outstanding voting securities of the Company; and
- (c) any associate or affiliate of any of the persons or companies referred to in paragraphs (a) or (b) above.

No informed person has or has had any material interest, direct or indirect, in any transaction undertaken by the Company during its three most recently completed fiscal years or during the current fiscal year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

TRANSFER AGENT AND REGISTRAR

The registrar and transfer agent of the Company is Computershare Trust Company of Canada. The Company's register of transfer of its common shares is located in Vancouver, BC.

MATERIAL CONTRACTS

The following is the only material contract (as defined in NI 51-102) entered into by the Company during the most recently completed financial year or in a year prior thereto but which contract is still in effect that is required to be filed pursuant to section 12.2 of NI 51-102:

- registration rights agreement dated December 10, 2007 with Shane Corporation S.à.r.l., a private limited liability company incorporated in Luxembourg, setting out the rights of Shane Corporation S.à.r.l. in connection with registration, public offerings and sales of common shares of the Company

INTERESTS OF EXPERTS

The Company's independent auditor is KPMG LLP, 11th Floor, 777 Dunsmuir Street, Vancouver, BC V7Y 1K3. KPMG LLP has reported on the Company's consolidated financial statements for Fiscal 2022 which have been filed with the relevant securities regulatory authorities. KPMG LLP has advised that it is independent from the Company within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

Audit Committee

Pursuant to the provisions of NI 52-110, reporting issuers in those jurisdictions which have adopted NI 52-110 are required to provide disclosure with respect to its audit committee including the text of the audit committee's charter, composition of the committee, and the fees paid to the external auditor. The Company's amended and restated audit committee charter is attached as Appendix A.

Composition of Audit Committee

The Company's audit committee is comprised of Derek Feng, May Hsu, Troy Rice and Shane Weir; Troy Rice is its chairman. All members of the audit committee are independent directors of the Company within the meaning of NI 52-110 and all are financially literate. The Company considers "financial literacy" to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, statement of income (loss) and cash flow. The members of the audit committee are appointed by the Board at its first meeting following the annual shareholders' meeting to serve one-year terms and are permitted to serve an unlimited number of consecutive terms.

Relevant Education and Experience

In addition to each member's general business experience, the following sets out the relevant education and experience of each member of the Company's audit committee:

Derek Feng is currently an investor in and advisor to several technology and education companies. Previously, he was the chief executive officer of Bright Scholar Education, a NYSE listed education company headquartered in China with over 10,000 employees worldwide, from 2019 to 2020; co-founder and chief executive officer of Kidsmile Dental, a chain of premium children orthodontics clinics in China, from 2017 to 2018; managing director of Fosun Group from July 2016 until March 2017; chief executive officer of Global Education & Technology Group, a leading education company in China, from 2014 to 2016; and the chairman/interim chief executive officer responsible for the restructuring of ChinaCast Education Corporation from 2011 to 2013. From 2006 to 2011, Mr. Feng was executive vice president of strategy, planning and operations at Knowledge Universe, one of the largest education holding company in the US. Prior to joining Knowledge Universe, he spent eight years at the General Electric Company in the US. Mr. Feng graduated from Tsinghua University in China in 1989 with a Bachelor's degree in Industrial Automation and earned a Master of Business Administration degree from University of California, Los Angeles in 1992.

May Hsu has over 20 years of experience in market research, business development, management consulting and marketing for international businesses. She assists North American firms establish a business presence in Asia and Chinese companies setting up businesses in the U.S.A. Ms. Hsu's experience includes having been appointed as the acting secretary of state for California in 1990, and senior consultant to Zhuhai New Hi-Tech Industries Development Zone in China in 1997. She also served an advisor to Suzhou Machinery Holding (Group) Co. Ltd. in China in 1999. Ms. Hsu is affiliated with numerous community organizations in California, including the Young Generation Asian Professionals, Asian American Senior Citizens Service Center, Bowers Museum and Pan Pacific Performing Arts.

Troy Rice has been an executive and/or founder of over 20 start-ups or early-stage ventures and, in addition, has been an investor in over 20 more. These ventures span the spectrum of technology verticals. Beyond early-stage companies, Mr. Rice has been an executive of several mid-cap companies including Petsmart, Comfort Systems USA, TransUnion, Universal Technical Institute, Trammell Crow, and CIBT. Currently, he is a peer group leader for Tiger 21 and is a Master Chair for Vistage International, working with and coaching over 90 executives. In addition to being a director of the Company, Mr. Rice serves on the boards of directors of Statistics and Data Corporation, Strategic Solar Energy, HR Pivot, Fusebox, and Cooper Companies. His academic background includes a BS in Accounting from the University of Iowa and an MBA from Arizona State University. He is also a Certified Public Accountant (CPA).

Shane Weir is a senior solicitor and consultant with Weir & Associates, Solicitors & Notaries in Hong Kong and is also licenced in British Columbia and Saskatchewan. He received his LL.B from the University of Saskatchewan in 1977 and practices in areas of business law, banking law, commercial law, finance, immigration, intellectual property, securities, taxation, telecoms, trademarks, entertainment law, and trusts and estates. He has more than 40 years experience that assist in understanding and evaluating a company's financial statements and other financial information, and to make knowledgeable and thorough inquiries regarding same.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.4 (Events Outside Control of Member), 3.5 (Death, Disability or Resignation of Audit Committee Member) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Reliance of the Exemption in Subsection 3.3(2) or Section 3.6

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

Reliance on Section 3.8

At no time since the commencement of the Company's most recently completed financial year, has the Company relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year, was a recommendation of the Company's audit committee to nominate or compensate an external auditor not adopted by the Board.

Pre-Approval Policies and Procedures

The Company's audit committee is required to approve the engagement of the Company's external auditors in respect of non-audit services.

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ended	Audit Fees	Audit Related Fees⁽¹⁾	Tax Fees⁽²⁾	All Other Fees⁽³⁾
2022	\$795,000	\$12,000	\$177,567	\$77,929
2021	\$760,750	\$41,400	\$287,408	Nil

¹ Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".

² Fees charged for tax compliance, tax advice and tax planning services.

³ Fees for services other than disclosed in any other column.

KPMG LLP, of Vancouver, BC, was appointed as the Company's auditor on May 27, 2021.

General

Additional information relating to the Company may be found under the Company's profile on the SEDAR website at www.sedar.com.

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Company's securities, and securities authorized for issuance under equity compensation plans, is contained in the Company's information circular for its annual general meeting of shareholders held on January 28, 2022.

Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for Fiscal 2022.

APPENDIX A

Amended and Restated Audit Committee Charter

Purpose

The primary purpose of the Company's audit committee (the "**Committee**") is to assist the Company's board of directors (the "**Board**") in fulfilling its responsibility to oversee management's conduct of the Company's financial reporting process. This includes oversight and review of the following:

- financial reporting and the accounting system
- the Company's systems of internal accounting and financial controls
- the annual independent audit of the Company's financial statements

In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Company and the power to retain outside counsel, auditor or other experts for this purpose. The Board and the Committee are in place to represent the Company's shareholders; accordingly, the outside auditor is ultimately accountable to the Board and the Committee.

The Committee shall review the adequacy of this charter on an annual basis and regularly report to the Board about Committee activities, issues and related recommendations.

Membership

The Committee shall be comprised of not less than three members of the Board all of whom shall be "independent" pursuant to applicable laws, rules and regulations of applicable Canadian and U.S. securities regulators. All members must also be financially literate or become financially literate within a reasonable period of time subsequent to appointment to the Committee. In addition, at least one member of the Committee will have accounting or related financial management expertise.

The Committee may seek guidance from the Company's legal counsel to determine the independence of a particular director on an as needed basis.

Each Committee member will be appointed by the Board for a term expiring at the next annual general meeting and may serve any number of consecutive terms.

At the beginning of each fiscal year, the Committee members shall select a chairperson.

Meetings

The Committee is required to meet at least once per fiscal quarter to review interim and annual financial statements before filings are made with the appropriate regulatory body.

The Committee chairperson shall, in consultation with management and the auditor, establish the agenda for each meeting and ensure agenda materials are circulated to members in advance of each meeting such that sufficient time is provided for members to review the materials.

The Committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose and shall distribute such minutes to the Board.

A majority of the members of the Committee shall constitute a quorum thereof. Questions arising shall be determined by a majority of votes of the members of the Committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote.

Authority

The Committee shall have the power, authority and discretion delegated to it by the Board which shall not include the power to change the membership of or fill vacancies in the Committee.

The Committee shall conform to the regulations which may from time to time be imposed upon it by the Board. The Board shall have the power at any time to revoke or override the authority given to or acts done by the Committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the Committee or fill vacancies in it as it shall see fit.

Resolutions

A resolution approved in writing by all of the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the Committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

General Responsibilities

The Committee's job is one of oversight and members of the Committee recognize that the Company's management is responsible for preparing the Company's financial statements and that the outside auditor is responsible for auditing those financial statements. In carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the outside auditor's work.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight function:

- review the annual financial statements and related matters and recommend their approval to the Board, after discussing matters such as the selection of accounting policies, major accounting judgements, accruals and estimates with the auditor and management prior to the Company's filing of its annual report
- review the Company's annual filings as necessary
- review and approve the interim financial statements
- oversee all aspects of the external audit, including the following:
 - audit results, selection of an independent public accounting firm
 - terms of engagement of each audit, including review of the interim financial statements and the audit of the annual financial statements
 - the reasonableness of estimated audit fees
 - the scope of the audit, including materiality, locations to be visited, audit reports to be prepared, areas of audit risk, timetable, deadlines and coordination with any internal audits taking place, the post-audit management letter together with management's response
 - the form of the audit report
 - any other related audit engagements (e.g. audit of the company pension plan)
 - non-audit services performed by an auditor
 - pre-approval of all audit and non-audit services
 - provision by the auditor of a formal written statement outlining all relationships between the auditor and the Company on an annual basis
 - assessing the auditor's performance, as well as the impact non-audit services performed by the auditors' accounting firm on the auditors' independence
 - recommending the auditor for appointment by the Board
 - meeting with the auditor to discuss pertinent matters, including the quality of accounting personnel

- discuss with management and the outside auditor the quality and adequacy of the Company's accounting systems, the reliability of the accounting systems, the effectiveness of the internal controls and any changes needed to improve such reliability and effectiveness
- review any internal control weaknesses identified by the auditor, together with management's responses
- ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements (except for disclosure required to be reviewed by the Committee), and periodically assess the adequacy of those procedures
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company
- review and oversee any and all transactions between the Company and a related party of the Company unless a special committee of the Board is appointed with respect to a specific transaction
- oversee the hiring process to fill key financial positions within the Company, including chief financial officer and the controller
- oversee succession planning and human resource development within the Company's accounting and finance groups
- report to the Board following each meeting on the major discussions and decisions made by the Committee and propose recommendations to the Board

The above functions are set forth as a guide with the understanding that the Committee may diverge from this guide as appropriate given the circumstances.

The Committee shall:

- have the power to conduct or authorize investigations into matters within the Committee's scope of responsibilities
- have unrestricted access to members of management and all information relevant to its responsibilities
- be empowered to retain independent counsel, external accountants, or others to assist it in the conduct of its duties, as the Committee deems necessary
- be provided with appropriate funding, as determined by the Committee, by the Company to compensate the external accountants engaged for the purpose of rendering an audit report or performing other audit, review or attest services, to compensate any advisers employed by the Committee, and to pay ordinary administrative expenses that are necessary or appropriate in carrying out the Committee's duties
- request members of management, counsel, internal audit, and external accountants, to participate in Committee meetings, as necessary, to carry out the Committee responsibilities
- periodically and at least annually, meet in private session with only the Committee members.

The Committee shall also meet in executive session separately with the external accountants, at least annually. However, either the external accountants or counsel, may, at any time, request a meeting with the Committee or the Committee chairperson, with or without management attendance.

Other Functions — The Committee shall perform such other functions required by law, rules of applicable securities regulators, the Company's certificate of incorporation or bylaws, or the Board.

External Reports — The Committee shall provide for inclusion in the Company’s filings with applicable securities regulators, any report from the Committee required by applicable laws and regulations.

Adopted by the Board on November 30, 2020.