

HALMONT PROPERTIES CORPORATION

HALMONT PROPERTIES CORPORATION

Notice of 2023 Annual General Meeting
AND
Special Meeting of Shareholders

and

Information Circular

May 17, 2023

HALMONT

Halmont Properties Corporation invests directly and indirectly in real assets, including commercial, residential, and forest properties. Our shares are publicly traded on the TSX Venture Exchange (TSX-V: HMT.V). Halmont regulatory filings are available on www.sedar.com.

REQUEST FOR ELECTRONIC DELIVERY OF SHAREHOLDER MATERIALS

Halmont Properties Corporation has adopted the “notice-and-access” provisions of the Canadian securities regulations. Under notice-and-access, Canadian companies may post electronic versions of shareholder meeting-related materials, such as information circulars and annual financial statements, on a website for investor access, with notice of the meeting and availability of the materials provided by letter. Physical copies of such materials are still made available if specifically requested. Shareholders who have already signed up for electronic delivery of meeting materials will continue to receive them electronically.

Meeting materials are available electronically at www.sedar.com and also at <https://docs.tsxtrust.com/2174>.

LETTER TO SHAREHOLDERS

Dear Shareholders,

You are invited to attend Halmont Properties Corporation Annual General Meeting and Special Meeting of Shareholders, which will be held at 2:00 pm (Eastern Time) on Wednesday, June 21, 2023 as an in-person and online (hybrid) meeting at 400 – 51 Yonge Street, Toronto and via the following zoom link.

Link: <https://us06web.zoom.us/j/4085366809?pwd=QThSdUxpeE9EaFErdDBhR0dxTGp3UT09>

This Information Circular contains important information about the Annual General Meeting and Special Meeting of Shareholders and the business to be conducted, voting, director nomination, proposed amendment to the Articles of the Corporation, auditor appointment, corporate governance practices, executive and director compensation.

We hope you can join us on June 21, 2023.

Sincerely,



David Kerr
Chair of the Board



Heather Fitzpatrick
President and Chief Executive Officer

WHERE TO FIND IT

Notice of Annual General Meeting of Shareholders	3
Voting and General Proxy Information	4
Business of the Meeting	9
Proposed Amendment to the Articles of Incorporation	11
Executive and Director Compensation	16
Corporate Governance	17
Other Information	17
Appendices	
• A – National Instruments Requirements	19
• B – Board of Directors Mandate	25
• C – Audit and Corporate Governance Committee Mandate	27
• D – Amendment Resolution	33
• Schedule to Appendix D	34

NOTICE OF ANNUAL GENERAL MEETING AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN regarding the Annual General Meeting and Special Meeting (the “**Meeting**”) of shareholders of the Class A common voting shares (the “**Class A Common Shares**”) of **HALMONT PROPERTIES CORPORATION** (the “**Corporation**”).

When

Wednesday, June 21, 2023
2:00 p.m. (Eastern Time)

Where

400 – 51 Yonge Street
Toronto ON, M5E 1J1 and
Online via zoom

BUSINESS OF THE MEETING

Business of the Annual General Meeting and Special Meeting of Shareholders:

1. to receive the Annual Report of the Corporation, containing the consolidated financial statements for the period ended December 31, 2022, and the external auditors’ report;
2. to elect six (6) directors to the Corporations Board of Directors for the ensuing year;
3. to re-appoint the auditors of the Corporation for the ensuing year and to authorize the directors of the Corporation to fix the remuneration to be paid to the auditors;
4. to consider and, if deemed advisable, approve, with or without variation, a special resolution authorizing and approving an amendment to the articles of the Corporation, to amend the rights and restrictions of the existing class of Class A Common Shares and Class B common non-voting shares such that the Class A Common Shares will be re-designated as multiple voting shares (the “**Multiple Voting Common Shares**”), and each holder of a former Class A Common Share will be entitled to five (5) votes per Multiple Voting Common Share, and the Class B common non-voting shares will be re-designated as subordinate voting shares (the “**Subordinate Voting Common Shares**”), and each holder of a former Class B common non-voting share will be entitled to one (1) vote per Subordinate Voting Common Share; and
5. to transact such other business as may properly come before the Meeting.

The accompanying Management Information Circular (the “**Circular**”) and form of proxy provides additional information relating to the matters to be dealt with at the Meeting and forms part of this notice. Shareholders are directed to read the Circular carefully in evaluating the matters for consideration at the meeting.

Only Class A Shareholders of record as at May 12, 2023, are entitled to receive notice of and vote their Class A Common Shares at the Meeting on all resolution or at any adjournment(s) or postponement(s) thereof, either in person or by proxy. Pursuant to the *Business Corporations Act* (Ontario) (“**OBCA**”) and the policies of the TSX Venture Exchange (the “**TSXV**”), certain Class B common non-voting shares (the “**Class B Common Shares**”) and preferred shares (the “**Preferred Shares**”) of the Corporation are entitled to receive notice of the Meeting as it relates to the Amendment Resolution, or at any adjournment(s) or postponement(s) thereof, and vote their shares on the Amendment Resolution, as further described below.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy, or complete another suitable form of proxy, and deliver it by fax or by mail by 2:00 p.m. (Toronto time) on Monday, June 19, 2023 in accordance with the instructions set out in the form of proxy and in this Management Information Circular.

VOTING AND ADMISSION TO THE MEETING

If you are a registered holder of Class A Common Shares, Class B Common Shares, Preferred Shares or a duly appointed and registered proxyholder and wish to vote at the meeting, please attend the meeting in-person or online.

If you wish to join online, Please email admin@halmontproperties.com to obtain a password in order to join the meeting no later than 24 hours in advance being June 20th at 2:00 p.m. (Eastern time).

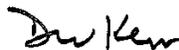
Join Zoom Meeting: <https://us06web.zoom.us/j/4085366809?pwd=QThSdUxpeE9EaFErdDBhR0dxTGp3UT09>

Meeting ID: 408 536 6809

A non-registered holder who plans to attend the Meeting must follow the instructions set out in the form of proxy or voting instruction form and in this Management Information Circular to ensure that such shareholder's shares will be voted at the Meeting. If you hold your shares in a brokerage account, you are not a registered shareholder, please contact your broker or intermediary for instructions.

DATED this 17th day of May 2023.

BY ORDER OF THE BOARD OF DIRECTORS



David Kerr
Chair of the Board

HALMONT PROPERTIES CORPORATION

Information Circular

Information as of May 17, 2023, unless otherwise stated

The management of Halmont Properties Corporation is soliciting the proxy of holders of Class A Common Shares for use at the Annual General Meeting and Special Meeting of Shareholders to be held on June 21, 2023. In this Document: we, us, our, Halmont, the Corporation, refers to Halmont Properties Corporation.

NOTICE AND ACCESS

The “Notice-and-Access Provisions” are those provisions concerning the delivery of proxy-related materials to Shareholders found in section 9.1.1 of National Instrument 51-102 - Continuous Disclosure Obligations (“NI 51-102”), in the case of registered Shareholders, and section 2.7.1 of National Instrument 54-101 - Communication with Beneficial Owners of Securities of a Reporting Issuer (“NI 54-101”), in the case of non-registered Shareholders, which allow an issuer to deliver a management information circular forming part of its proxy-related materials to Shareholders by certain specified electronic means, provided that the conditions of NI 51-102 and NI 54-101 are met. The Notice-and-Access Provisions are a mechanism which allows reporting issuers other than investment funds to choose to deliver proxy-related materials to registered shareholders and non-registered shareholders by posting such materials on a non-SEDAR website (usually the reporting issuer’s website and sometimes the transfer agent’s website) rather than delivering such materials by mail. The Notice-and-Access Provisions can be used to deliver materials for both special and general meetings. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of the management information circular at the reporting issuer’s expense. Shareholders will receive paper copies of a notice package (the “Notice Package”) via prepaid mail containing a notice with information prescribed by NI 54-101, a letter to Shareholders and a form of proxy (if you are a registered Shareholder) or a voting instruction form (if you are a non-registered Shareholder), in each case with a supplemental mail list return box for Shareholders to request that they be included in the Corporation’s supplementary mailing list for receipt of the Corporation’s annual and interim financial statements. Shareholders can access the material online at: <https://docs.tsxtrust.com/2174> and also on SEDAR under the Corporation’s profile.

Shareholders may obtain a paper copy of this Circular or address any questions about the Notice and Access Provisions by contacting the Corporation’s transfer agent, TSX Trust Company at 301 – 100 Adelaide Street West, Toronto, Ontario, M5H 4H1, Facsimile: (416) 595-9593, Toll-free: 1-866-600-5869. In order to receive paper copies of these materials in time to vote before the Meeting, your request should be received by **June 12, 2023**.

VOTING INFORMATION – CLASS A COMMON SHARES

Each Class A Common Share entitles the holder of record as of the close of business on Friday, May 12, 2023 (the “**Record Date**”) to vote on all matters to come before the Meeting, or any adjournment(s) or postponement(s) thereof, except to the extent that a person has transferred any such shares after that date and the transferee of such shares (i) establishes that they own such shares, and (ii) makes a written demand to be added to the shareholders list, both at least 10 days before the date of the Meeting, to the Secretary of the Corporation at the Corporation’s registered office, in which case the transferee would be entitled to vote such shares.

Shares represented by any proxy in the form enclosed herewith will be voted or withheld from voting on any ballot that may be called for in accordance with the instructions given by the shareholder and, if the shareholder specifies a choice for or against any matter to be acted upon, the shares will be voted accordingly. **If a choice is not so specified, it is intended that the person(s) designated by management in the accompanying proxy will vote the shares represented by the proxy in favour of the nominees for directors and for the appointment of the auditors.** The proxy accompanying the Circular confers

discretionary authority upon the named proxy holder with respect to amendments or variations to the matters identified in the notice of meeting and with respect to any other matters, which may properly come before the Meeting. As of the date of the Circular, the management of the Corporation knows of no such amendment or variation or matters to come before the Meeting other than those referred to in the accompanying notice of meeting.

Any matter that is submitted in a vote of shareholders at the Meeting shall be determined by a majority of votes cast, either upon a show of hands or upon a ballot. In case of an equality of votes, the Chairman of the Meeting shall be entitled to a second or casting vote.

REGISTERED SHAREHOLDERS – CLASS A COMMON SHARES

You are a registered shareholder if your shares are registered directly in your own name in the records of registered shareholders maintained for the Corporation by our Transfer Agent and Registrar, TSX Trust Company.

The persons named in the enclosed form of proxy are representatives of management of the Corporation. **Each shareholder has the right to appoint a person to attend and act for and on behalf of such shareholders at the meeting other than the persons named in the enclosed form of proxy.** To exercise this right, a shareholder shall strike out the names of the persons named in the form of proxy and insert the name of the person to be appointed in the blank space provided or complete another proper form of proxy.

To be valid, the completed proxy must be deposited with TSX Trust Company before 2:00 p.m. on **Monday, June 19, 2023** or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjournment of the meeting, in one of the following ways: by mail, or by online: Attention: Proxy Department, TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, ON M5H 4H1 or by fax at 416-595-9593 or www.voteproxyonline.com.

BENEFICIAL SHAREHOLDERS (NON-REGISTERED HOLDERS) – CLASS A COMMON SHARES

Only registered holders of Class A Common Shares of the Corporation, or the persons they appoint as their proxies, are permitted to attend and vote at the Meeting. However, in many cases, Class A Common Shares of the Corporation beneficially owned by a holder (a “Non-Registered Holder”) are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFFs, RESPs and similar plans; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 entitled “Communication with Beneficial Owners of Securities of a Reporting Issuer” of the Canadian Securities Administrators, the Corporation has distributed copies of the accompanying Notice, this Circular and the Annual Report (which includes management’s discussion and analysis) (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- i) be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder, but which is otherwise not completed. The Non-Registered Holder should refer to the instructions provided on their Voting Information Form (VIF).

- ii) more typically, be given a proxy which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “voting instruction form”) which the Intermediary must follow. Typically, the Non-Registered Holder will also be given a page of instructions, which contains a removable label containing a bar code and other information. In order for the proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy, properly complete and sign the proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or the service company.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder who receives either proxy wish to attend and vote at the meeting in person, the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder’s name in the blank space provided. In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries, including those regarding when and where the proxy authorization form is to be delivered.

Non-registered holders should follow the instructions on the forms they receive and contact their Intermediaries promptly if they need assistance.

REVOCATION OF PROXIES

A registered shareholder may revoke a proxy by instrument in writing executed by the shareholder or by his attorney authorized in writing and deposited either at the head office of the Corporation at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which time the proxy is to be used or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

A Non-Registered Holder may revoke a proxy authorization form (voting instructions) or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a proxy authorization form (voting instructions) or of a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

VOTING INFORMATION – CLASS B COMMON SHARES AND PREFERRED SHARES

Pursuant to the OBCA and the policies of the TSXV, holders of Class B Common Shares and Preferred Shares as of the Record Date are entitled to vote on the Amendment Resolution, except to the extent that a person has transferred any such shares after that date and the transferee of such shares (i) establishes that they own such shares, and (ii) makes a written demand to be added to the shareholders list, both at least 10 days before the date of the Meeting, to the Secretary of the Corporation at the Corporation’s registered office, in which case the transferee would be entitled to vote such shares.

Shares represented by a proxy in the form sent by the Corporation will be voted “FOR” or “AGAINST” the Amendment Resolution, in accordance with the instructions given by the shareholder. **If a choice is not so specified, it is intended that the person(s) designated by management in the accompanying proxy will vote the shares represented by the proxy in “FOR” the Amendment Resolution.** Please refer to “*Proposed Amendment to the Articles of the Corporation*” below for further details.

The persons named in the form of proxy are representatives of management of the Corporation and are directors and/or officers of the Corporation. A shareholder desiring to appoint some other person, who need not be a shareholder of the Corporation, to represent him, her or it at the Meeting may do so by filling in the name of such person in the blank space provided in the form of proxy or by completing another proper form of proxy. A shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed form of proxy to 400 – 51 Yonge

Street, Attention: Heather Fitzpatrick, Email: admin@halmontproperties.com, on or before 2:00 p.m. on **Monday, June 19, 2023** or, if the meeting is adjourned, 48 hours (excluding Saturdays and holidays) before any adjournment of the Meeting.

In addition to any other manner permitted by law, a proxy may be revoked, before it is exercised, by an instrument in writing executed in the same manner as a proxy and deposited at the registered office of the Corporation at any time up to the close of business on the second business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used.

Registered Shareholders

Only registered shareholders of the Corporation or the persons they appoint as their proxies are permitted to vote at the Meeting. Registered shareholders are shareholders whose shares are held in their own name, and they will have received a form of proxy in their own name from the Corporation.

OUTSTANDING SHARES AND PRINCIPAL HOLDERS

As at December 31, 2022 and date hereof, the Corporation had 83,940,000 Class A Common Shares, 40,000,000 Class B Common Shares and 30,769,231 Preferred Shares outstanding.

To the knowledge of the directors and officers of the Corporation, no person(s) beneficially owns, directly or indirectly, or exercises control or direction over more than 10% of the issued and outstanding Class A Common Shares of the Corporation, other than Brookfield Partners Foundation which owns 13.3% of the issued and outstanding Class A Common Shares of the Corporation.

BUSINESS OF THE MEETING

ANNUAL REPORT AND FINANCIAL STATEMENTS

The annual audited financial statements of the Corporation for the period commencing January 1, 2022 and ended December 31, 2022 and the report of the auditors thereon are included in the Corporation's Annual Report, which is being mailed with this Circular to the Corporation's registered shareholders and to those non-registered shareholders who have so requested. The December 31, 2022 Annual Report will be placed before the shareholders at the meeting but the approval of Shareholders with respect thereto is not required.

ELECTION OF DIRECTORS

The Articles of the Corporation provide for the Board of Directors (the "Board") to consist of a minimum of three and a maximum of fifteen, with the number of directors from time to time to be determined by resolution of the directors or the shareholders of the Corporation, the Board has set the number of Directors to be elected at the meeting at six (6). The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated, each director elected will hold office until the conclusion of the next annual meeting of the Corporation, or if no director is then elected, until a successor is elected or appointed in accordance with the OBCA and the By-laws of the Corporation.

Unless a holder of Class A Common Shares has specified in the enclosed form of proxy that the shares represented by such proxy are to be withheld from voting for any of the persons listed below, the persons designated in the enclosed form of proxy intend to vote for the election of the nominees listed below to the Board.

The following table sets out the names of management's nominees for appointment as directors, all major offices and positions with the Corporation now held by them, and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment, the period of time during which each has been a director of the Corporation and the number of Class A Common Shares of the Corporation beneficially owned by each, directly or indirectly, or over which each has exercised control or direction, as at the date of this Circular. The Board recommends that the nominees be elected at the meeting to serve as directors for the Corporation until the next annual meeting of shareholders or until their successors are elected and appointed.

Name, Position Held with the Corporation and Municipality of Residence	Principal Occupation, Business or Employment for the Past Five Years	Director Since	Number of Class A Common Shares Beneficially Owned or Controlled
David W. Kerr Toronto, Ontario <i>Chairman</i>	Corporate Director	February 2009	7,450,000
Heather Fitzpatrick, CPA⁽¹⁾ Toronto, Ontario <i>President</i>	Officer of the Corporation	November 2014	3,800,000

Name, Position Held with the Corporation and Municipality of Residence	Principal Occupation, Business or Employment for the Past Five Years	Director Since	Number of Class A Common Shares Beneficially Owned or Controlled
M. Diane Horton Toronto, Ontario	President Rockton Properties Corporation	February 2007	7,450,000
Claude A. Doughty Huntsville, Ontario	Corporate Director Claudex Inc.	May 2017	–
Randal L. Froebelius, P. Eng. ⁽²⁾ Toronto, Ontario <i>Property Manager</i>	President Equity ICI Real Estate Services Inc.	April 2019	–
Timothy Price ⁽³⁾ Toronto, Ontario	Corporate Director Duncree Holdings Inc.	April 2018	7,030,000

Notes:

- (1) Heather Fitzpatrick is a director of Acadian Timber Corp. and holds a direct interest in 11 million Class B non-voting common shares.
- (2) Randal Froebelius is a director of Equity ICI Real Estate Services Inc., BOMA International and Northern Centre for Advanced Technologies.
- (3) Timothy Price is a director of Fairfax Financial Holding Ltd. and Chairman of The Royal Conservatory of Music.

The Board of Directors does not have an Executive Committee. The Board has an Audit & Corporate Governance Committee, whose current members are Diane Horton, David Kerr and Timothy Price.

APPOINTMENT OF AUDITORS

BDO Canada LLP was appointed as auditors of the Corporation at our Annual General Meeting of the Shareholders of the Corporation on June 22, 2022.

During 2022, BDO Canada LLP performed only audit services for the Corporation. Audit services include services that would normally be provided by the external auditor in connection with statutory and regulatory filings or engagements, including fees for services to perform an audit or review in accordance with International Financial Reporting Standards. This category also includes services that generally only the external auditor reasonably can provide, including comfort letters, statutory audits, attest services, consents and assistance with the review of certain documents filed with securities regulatory authorities.

Accordingly, upon recommendation of the Audit Committee and approval by the Board, it is proposed that BDO Canada LLP be re-appointment of as auditors of the Corporation at the Meeting.

Unless a holder of Class A Common Shares has specified in the enclosed form of proxy that the shares represented by such proxy are to be withheld from voting in the appointment of the external auditors, on any ballot that may be called for in the appointment of auditors, the management representatives designated in the enclosed form of proxy intend to vote the Class A Common Shares in respect of which they are appointed proxy in favour of the appointment of BDO Canada LLP, as external auditors of the Corporation to hold office until the next Annual Meeting of Shareholders, and authorizing the directors to set the remuneration to be paid to the external auditors.

PROPOSED AMENDMENT TO THE ARTICLES OF THE CORPORATION

At the Meeting, shareholders will be asked to consider and, if deemed advisable, approve, with or without variation, a special resolution (the “**Amendment Resolution**”) authorizing and approving an amendment (the “**Amendment**”) to the articles of the Corporation (the “**Articles**”) to amend the rights and restrictions of the existing class of Class A common voting shares (the “**Class A Common Shares**”) and the existing class of Class B Common Shares, and re-designate the Class A Common Shares as multiple voting shares (the “**Multiple Voting Common Shares**”) and re-designate the Class B Common Shares as subordinate voting shares (the “**Subordinate Voting Common Shares**”). If the Amendment Resolution is approved, the Articles will be amended such that holders of the Multiple Common Voting Shares will be entitled to five (5) votes per Multiple Voting Common Share and holders of Subordinate Voting Common Shares will be entitled to one (1) vote per Subordinate Voting Common Share.

The Amendment Resolution

The full text of the Amendment Resolution is attached as “Appendix D – Amendment Resolution” to this Circular. The terms of the Multiple Voting Common Shares and the Subordinate Voting Common Shares are set out in “Schedule 1 to Appendix D – Articles of Amendment” and are summarized below. To be effective, the Amendment Resolution requires: (i) the affirmative vote of not less than two-thirds of the votes cast by holders of Class A Common Shares present in person or represented by proxy and entitled to vote at the Meeting; (ii) the affirmative vote of not less than two-thirds of the votes cast by holders of Class B Common Shares present in person or represented by proxy and entitled to vote on the Amendment Resolution; (iii) the affirmative vote of not less than two-thirds of the votes cast by holders of Preferred Shares present in person or represented by proxy and entitled to vote on the Amendment Resolution; (iv) the affirmative vote of a majority of the votes cast by the Amendment Resolution Disinterested Shareholders (as defined below); and (v) the affirmative vote of a majority of the votes cast by the Class A Disinterested Shareholders (as defined below).

The Corporation will seek Majority of the Minority Approval (as defined below) for the creation of the Multiple Voting Common Shares pursuant to Section 5 of TSXV Corporate Finance Policy 3.5 (“**TSXV Policy 3.5**”). “**Majority of the Minority Approval**” means the approval, at a properly constituted meeting of the holders of shares of the Corporation, of a resolution to create a class or series of “Multiple Voting Shares” (as defined by TSXV Policy 3.5), by a majority of the votes cast by the shareholders who vote at the meeting, other than Promoters (as defined by the policies of the TSXV), directors, officers or other Insiders (as defined by the policies of the TSXV) of the Corporation and of any proposed recipient of Multiple Voting Common Shares and their Associates and Affiliates (as each are defined under the policies of the TSXV) (the “**Amendment Resolution Disinterested Shareholders**”). Accordingly, the votes attaching to the shares held by any Promoters, directors, officers or other Insiders of the Corporation and any proposed recipient of Multiple Voting Common Shares and their Associates and Affiliates will be excluded for the purposes of determining whether Majority of the Minority Approval is obtained for the Amendment Resolution. It is currently anticipated that approximately 83,940,000 Class A Common Shares and approximately 200,000 Class B Common Shares will be excluded from voting on the Amendment Resolution in connection with obtaining Majority of the Minority Approval.

In addition, the TSXV requires that the Corporation seek approval from the Class A Common Shares other than Promoters (as defined by the policies of the TSXV), directors, officers or other Insiders (as defined by the policies of the TSXV) of the Corporation (the “**Class A Disinterested Shareholders**”). It is currently anticipated that approximately 33,180,000 Class A Common Shares held by Promoters, directors, officers and other Insiders will be excluded from voting on the Amendment Resolution in connection with obtaining Class A Disinterested Shareholder approval.

The Amendment Resolution authorizes the Board to decide not to proceed with the Amendment if shareholder approval is attained. Shareholders are urged to read this Circular, including the Appendices, in their entirety. Unless otherwise indicated, no changes to the Corporation’s capital structure or the Corporation’s issued and outstanding securities are made other than pursuant to the Amendment Resolution described below.

The following is a summary of certain information contained in this Circular, including its Appendices. This summary is not intended to be complete and is qualified in its entirety by the more detailed information contained elsewhere in this Circular, including its Appendices.

Summary of the Amendment Resolution and the Amendment

If the Amendment Resolution is approved, the Corporation intends to amend the Articles in order to re-designate its Class A Common Shares as Multiple Voting Common Shares and re-designate its Class B Common Shares as Subordinate Voting Common Shares and amend the rights of its Class A Common Shares and Class B Common Shares such that holders of Multiple Voting Common Shares are entitled to five (5) votes per Multiple Voting Common Share held and holders of Subordinate Voting Common Shares are entitled to one (1) vote per Subordinate Voting Common Share held.

The Corporation's authorized share capital currently consists of an unlimited number of Class A Common Shares, an unlimited number of Class B Common Shares and an unlimited number of Preferred Shares, issuable in series. If the Amendment Resolution is approved, the authorized share capital of the Corporation will consist of an unlimited number of Multiple Voting Common Shares, an unlimited number of Subordinate Voting Common Shares and an unlimited number of Preferred Shares, issuable in series.

As of the date of this Circular, if the Amendment Resolution is approved on the basis described herein, holders of Multiple Voting Common Shares would hold approximately 91.3% of the votes, and holders of Subordinate Voting Common Shares would hold approximately 8.7% of the votes as outlined in the table below.

	<u>Current Voting Rights</u>			<u>Voting Rights Upon Approval of the Amendment</u>		
	<i>Quantity</i>	<i>Total Votes</i>	<i>Percentage of Voting Rights</i>	<i>Quantity</i>	<i>Total Votes</i>	<i>Percentage of Voting Rights</i>
Class A Common Shares (to be re-designated as Multiple Voting Common Shares)	# 83,940,000	83,940,000	100%	# 83,940,000	419,700,000	91.30%
Class B Common Shares (to be re-designated as Subordinate Voting Common Shares)	40,000,000	-	-	40,000,000	40,000,000	8.70%

As of the date of this Circular, 30,769,231 Preferred Shares, which are convertible into 30,769,230 Class B Common Shares on or before December 31, 2024 and \$25,000,000 of Capital Notes (as defined below), which are convertible into 31,250,000 Class B Common Share, are outstanding. If the Amendment Resolution is approved on the basis described herein and in the event of the conversion of the Preferred Shares and Capital Notes, holders of Multiple Voting Common Shares would hold approximately 80.4% of the votes, and holders of Subordinate Voting Common Shares would hold approximately 19.6% of the votes as outlined in the table below.

	<u>Voting Rights</u>			<u>Voting Rights Upon Approval of the Amendment</u>		
	<i>Quantity</i>	<i>Total Votes</i>	<i>Percentage of Voting Rights</i>	<i>Quantity</i>	<i>Total Votes</i>	<i>Percentage of Voting Rights</i>
Class A Common Shares (to be re-designated as Multiple Voting Common Shares)	# 83,940,000	83,940,000	100%	# 83,940,000	419,700,000	80.4%
Class B Common Shares (fully converted)⁽¹⁾ (to be re-designated as Subordinate Voting Common Shares)	# 102,019,231	-	-	# 102,019,231	102,019,231	19.6%

Note:

(1) Assumes the conversion of 30,769,231 Preferred Shares and 31,250,000 Capital Notes (as defined herein). During the year ended December 31, 2019, the Company issued \$20,000,000 convertible preferred shares, which are convertible into 30,769,230 Class B Common Shares on or before December 31, 2024. During the year ended December 31, 2021, the Company issued \$25,000,000 Series II subordinated convertible capital notes (the “**Capital Notes**”) which are convertible into 31,250,000 Class B Common Shares.

Summary of Share Terms

If the Amendment Resolution is approved, the terms and the rights of the Class A Common Shares, to be re-designated as Multiple Voting Common Shares, and the Class B Common Shares, to be re-designated as Subordinate Voting Common Shares, will change as a result of the Amendment. The terms of the Subordinate Voting Common Shares and Multiple Voting Common Shares are summarized below.

Subordinate Voting Common Shares

Holders of Subordinate Voting Common Shares will be entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation will have the right to vote. At each such meeting, holders of Subordinate Voting Common Shares will be entitled to one (1) vote in respect of each Subordinate Voting Common Share held. As long as any Subordinate Voting Common Shares remain outstanding, the Corporation will not, without the consent of the holders of the Subordinate Voting Common Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Subordinate Voting Common Shares.

Holders of Subordinate Voting Common Shares will be entitled to receive as and when declared by the directors of the Corporation dividends in cash or other assets legally available of the Corporation. The holders of Subordinate Voting Common Shares and Multiple Voting Common Shares are entitled to receive dividends on a *pari passu* basis out of the Corporation’s assets legally available for the payment of dividends at such times and in such amount and form as the Board may from time to time determine, subject to any preferential rights of the holders of any outstanding preferred shares. In

the event of a payment of a dividend in the form of shares, Subordinate Voting Common Shares shall be distributed with respect to outstanding Subordinate Voting Common Shares, unless otherwise determined by the Board.

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Subordinate Voting Common Shares and the holders of Multiple Voting Common Shares are entitled to participate equally in the remaining property and assets of the Corporation available for distribution to the holders of shares, without preference or distinction among or between the Subordinate Voting Common Shares and the Multiple Voting Common Shares, subject to any preferential rights of the holders of any outstanding preferred shares.

No subdivision or consolidation of the Subordinate Voting Common Shares or Multiple Voting Common Shares shall occur unless the Subordinate Voting Common Shares and Multiple Voting Common Shares are simultaneously consolidated or subdivided utilizing the same divisor or multiplier. The Subordinate Voting Common Shares are not convertible into any other class of shares.

Multiple Voting Common Shares

Holders of Multiple Voting Common Shares will be entitled to notice of and to attend at any meeting of the shareholders of the Corporation, except a meeting of which only holders of another particular class or series of shares of the Corporation will have the right to vote. At each such meeting, holders of Multiple Voting Common Shares will be entitled to five (5) votes per Multiple Voting Common Share held. As long as any Multiple Voting Common Shares remain outstanding, the Corporation will not, without the consent of the holders of the Multiple Voting Common Shares by separate special resolution, prejudice or interfere with any right or special right attached to the Multiple Voting Common Shares. Consent of the holders of a majority of the outstanding Multiple Voting Common Shares shall be required for any action that authorizes or creates shares of any class having preferences superior to or on a parity with the Multiple Voting Common Shares.

Holders of Multiple Voting Common Shares will be entitled to receive as and when declared by the directors of the Corporation, dividends in cash or other assets legally available of the Corporation. The holders of Multiple Voting Common Shares and Subordinate Voting Common Shares are entitled to receive dividends on a *pari passu* basis out of the Corporation's assets legally available for the payment of dividends at such times and in such amount and form as the Board may from time to time determine, subject to any preferential rights of the holders of any outstanding preferred shares. In the event of a payment of a dividend in the form of shares, Multiple Voting Common Shares shall be distributed with respect to outstanding Multiple Voting Common Shares, unless otherwise determined by the Board.

In the event of the liquidation, dissolution or winding-up of the Corporation or any other distribution of its assets among its shareholders for the purpose of winding-up its affairs, whether voluntarily or involuntarily, the holders of Multiple Voting Common Shares and the holders of Subordinate Voting Common Shares are entitled to participate equally in the remaining property and assets of the Corporation available for distribution to the holders of shares, without preference or distinction among or between the Multiple Voting Common Shares and the Subordinate Voting Common Shares, subject to any preferential rights of the holders of any outstanding preferred shares.

No subdivision or consolidation of the Multiple Voting Common Shares or Subordinate Voting Common Shares shall occur unless the Multiple Voting Common Shares and Subordinate Voting Common Shares are simultaneously subdivided or consolidated in the same manner, or such other adjustment is made so as to maintain and preserve the relative rights of the holders of the shares of each of the said classes.

Each outstanding Multiple Voting Common Share may at any time, at the option of the holder, be converted into one (1) Subordinate Voting Common Share.

Coattail Provisions

Under applicable Canadian law, an offer to purchase Multiple Voting Common Shares would not necessarily require that an offer be made to purchase Subordinate Voting Common Shares. In accordance with the rules of the TSXV designed to ensure that, in the event an offer is made to purchase Multiple Voting Common Shares, the holders of the Subordinate Voting Common Shares will be entitled to participate on an equal footing with holders of the Multiple Voting Common Shares, the Corporation intends to amend the Articles in order to include customary coattail provisions with respect to the Multiple Voting Common Shares and the Subordinate Voting Common Shares (the “**Coattail Provisions**”). See Article 1.6 of “Schedule 1 to Appendix D – Articles of Amendment” to this Circular for the full text of the Coattail Provisions. The Coattail Provisions contain terms that are customary for dual-class, TSXV-listed corporations, and are designed to prevent transactions that otherwise would deprive the holders of Subordinate Voting Common Shares of rights under applicable Canadian securities laws to which they would have been entitled if the Multiple Voting Common Shares had been Subordinate Voting Common Shares. If the Amendment Resolution is approved by the shareholders of the Corporation, each holder of Multiple Voting Common Shares and each holder of the Subordinate Voting Common Shares will be bound by the Coattail Provisions.

As per the Coattail Provisions, in the event an offer to purchase Multiple Voting Common Shares under circumstances in which securities legislation or the requirements of the TSXV require that the same offer be made to the holders of all or substantially all of the Multiple Voting Common Shares (an “**MVS Offer**”), each Subordinate Voting Common Share shall become convertible at the option of the holder into Multiple Voting Common Shares, on the basis of one (1) Subordinate Voting Common Share for one (1) Multiple Voting Common Share, at any time while such MVS Offer is in effect and until one (1) day after the time prescribed by the applicable securities legislation or the TSXV for the offeror to take up and pay for such shares as are to be acquired pursuant to such MVS Offer.

The Coattail Provisions shall not apply to prevent a sale by any holder of Multiple Voting Common Shares if concurrently an offer is made to purchase Subordinate Voting Common Shares that:

- (i) offers a price per Subordinate Voting Common Share at least as high as the highest price per share paid pursuant to the MVS Offer for the Multiple Voting Common Shares;
- (ii) provides that the percentage of outstanding Subordinate Voting Common Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Common Shares to be sold (exclusive of Multiple Voting Common Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror including, its associates and affiliates);
- (iii) has no condition attached other than the right not to take up and pay for the Subordinate Voting Common Shares tendered if no shares are purchased pursuant to the offer for the Multiple Voting Common Shares; and
- (iv) is in all other material respects identical to the offer for the Multiple Voting Common Shares.

In addition, the Coattail Provisions shall not apply to prevent a sale by any holder of Multiple Voting Common Share if less than 50% of the Multiple Voting Common Shares outstanding immediately before the offer, other than Multiple Voting Common Shares owned by the offeror or persons acting jointly or in concert with the offeror, including, its associates and affiliates, are deposited pursuant to the offer.

The Coattail Provisions will not prevent the sale of Multiple Voting Common Shares by a holder thereof, provided such sale does not or would not constitute a MVS Offer or, if so, is exempt or would be exempt from the formal bid requirements (as defined in applicable securities laws). The conversion of Multiple Voting Common Shares into Subordinate Voting Common Shares shall not, in and of itself constitute a sale of Multiple Voting Common Shares for the purposes of the Coattail Provisions. The Coattail Provisions do not limit the rights of any holders of Subordinate Voting Common Shares under applicable law.

Board Recommendation

The Board believes that approval of the Amendment Resolution is in the best interests of the Corporation and therefore unanimously recommends that shareholders vote **FOR** the Amendment Resolution.

Unless otherwise directed, the management designees, if named as proxy, intend to vote such proxies in favour of the Amendment Resolution.

EXECUTIVE AND DIRECTOR COMPENSATION

COMPENSATION OF DIRECTORS

There were no arrangements, standard or otherwise, pursuant to which directors were compensated by the Corporation or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments for services as consultants or experts during the most recently completed fiscal year or subsequent year. For the fiscal year ended December 31, 2022, there was no compensation paid to directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, no individual who is, or at any time during the most recently completed fiscal period of the Corporation ended December 31, 2022, was, a director or executive officer of the Corporation, no individual proposed as a nominee for election as a director of the Corporation and no associates or any such director, officer or proposed nominee, has been indebted to the Corporation or any of its subsidiaries, nor has any such individual's indebtedness to another entity at any time since the beginning of the most recently completed financial year been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation (or any of its subsidiaries) in connection with the purchase of securities of the Corporation.

SUMMARY COMPENSATION TABLE

The following table provides a summary of the compensation for each of the Corporation's Named Executive Officers for each of the Corporation's three most recently completed financial years:

Name and Principal Position	Year	Annual Base Salary	All Other Compensation	Total Compensation
		(\$)	(\$)	(\$)
Heather Fitzpatrick <i>President & CEO</i>	2022	100,000	Nil	100,000
	2021	100,000	Nil	100,000
	2020	100,000	Nil	100,000
Euan Darling <i>Chief Investment Officer</i>	2022	100,000	Nil	100,000
	2021	100,000	Nil	100,000
	2020	100,000	Nil	100,000
Ines Zaloshnja <i>Controller</i>	2022	50,000	Nil	50,000
	2021	50,000	Nil	50,000
	2020	50,000	Nil	50,000
Anthony Rubin <i>Secretary and Treasurer</i>	2022	30,000	Nil	30,000
	2021	30,000	Nil	30,000
	2020	30,000	Nil	30,000

EMPLOYMENT ARRANGEMENTS WITH EXECUTIVE OFFICERS

The Corporation does not have written employment contracts or contractual severance obligations in place with its Named Executive Officers nor does the Corporation have any pension plan that provides for payments or benefits to Named Executives Officers or Directors.

CORPORATE GOVERNANCE

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The Board considers that good corporate governance is essential to the efficient and effective operation of the Corporation. They also believe that a system of corporate governance should reflect a corporation's particular situation and circumstances, having as its objective the best interests of the Corporation and enhancement of value for all shareholders. The Board is of the view that the Corporation's corporate governance policies and practices, outlined below, are appropriate and are consistent with the requirements of National Instrument 58-101 – Disclosure of Corporate Governance Practices and in the form set forth in Form 58-101F1 Corporate Governance Disclosure and is attached as Appendix A. The Corporation's Board mandate is attached as Appendix B.

OTHER INFORMATION

INTEREST OF INFORMED PERSON IN MATERIAL TRANSACTIONS

No informed person or proposed nominee for election as a director of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction in the prior three fiscal years of the Corporation that has materially affected or will materially affect the Corporation.

SHAREHOLDER PROPOSAL FOR NEXT YEAR'S ANNUAL MEETING

The Canada Business Corporations Act permits certain eligible Shareholders, subject to certain conditions, to submit shareholder proposals to the Corporation for inclusion in a management proxy circular for an annual meeting of shareholders. The final date by which the Corporation must receive shareholder proposal for the annual meeting of shareholders of the Corporation to be held in respect of fiscal year 2022 is December 23, 2022. Shareholders should consult their legal advisors for more information.

ADDITIONAL INFORMATION

Additional information relating to the Corporation and financial information for the most recently completed financial year of the Corporation is provided in its comparative annual statements and MD&A can be found on SEDAR under the profile of the Corporation at www.sedar.com and may be obtained from the Secretary of the Corporation at Suite 400 – 51 Yonge St., Toronto, Ontario, M5E 1J1.

The contents of the Circular and the delivery thereof to the Shareholders of the Corporation have been approved by the Board. Information contained in this circular is given as of May 12, 2022, unless otherwise stated.

BY ORDER OF THE BOARD OF DIRECTORS

(signed)
David Kerr
Chair of the Board

Toronto, Ontario
May 17, 2023

APPENDIX A

National Instrument Requirements

<p style="text-align: center;">Form 58-101F1 Corporate Governance Matters</p>	<p style="text-align: center;">Halmont Properties Corporation Governance Practices</p>
<p>1. The Board</p>	
<p>(a) Disclose the identity of Directors who are independent.</p>	<p>The Board has determined that the following Directors are independent directors in that they are free from any interests in or relationships with the Corporation:</p> <ul style="list-style-type: none"> • Timothy Price • Diane Horton • Claude Doughty • David Kerr
<p>(b) Disclose the identity of Directors who are not independent.</p>	<p>The Board considers the following Directors not independent:</p> <ul style="list-style-type: none"> • Heather Fitzpatrick: President and CEO • Randal Froebelius: Property Manager
<p>(c) Disclose whether or not a majority of Directors are independent.</p>	<p>The majority of Directors are independent, constituting 67% of the total number of directors.</p>
<p>(d) If a Director is presently a Director of any other issuer that is a reporting issuer, identify both the Director and the other issuer.</p>	<p>Ms. Fitzpatrick is a Director of Acadian Timber Corp. Mr. Timothy Price is Director of Fairfax Financial Holdings Ltd.</p>
<p>(e) Disclose whether or not the independent Directors hold regularly scheduled meetings at which non-independent Directors and management are not in attendance.</p>	<p>The Board has at least four scheduled meetings each year, at each meeting the independent Directors decide if a private session is necessary. During 2022, no private sessions were held.</p>
<p>(f) Disclose whether or not the chair of the Board is an independent Director.</p>	<p>The Chairman of the Board is David Kerr and is considered an independent Director.</p>
<p>(g) Disclose the attendance record of each Director for all meetings held in the Corporation's most recently completed financial year.</p>	<p>During 2022 four Board meetings and four Audit and Corporate Governance Committee meetings were held. All Board and Committee Members attended all meetings.</p>

<p align="center">Form 58-101F1 Corporate Governance Matters</p>	<p align="center">Halmont Properties Corporation Governance Practices</p>
<p>2. Board Mandate</p>	
<p>(a) Disclose the text of the Boards written mandate.</p>	<p>The Boards mandate can be found attached to this Circular as Appendix B.</p>
<p>3. Position Descriptions</p>	
<p>(a) Disclose whether or not the Board has written position descriptions for the chair and the chair of each Board committee.</p>	<p>The position description of the Chairman of the Board and the Corporation’s President are reviewed annually by the Board of Directors, either directly or through its Audit & Corporate Governance Committee.</p> <p>The Board, Chair(s), and management liaison continuously through meetings and other means of correspondence effectively and all parties understand their roles and responsibilities.</p>
<p>(b) Disclose whether or not the Board and the Chief Executive Officer have developed a written position description for the Chief Executive Officer.</p>	<p>The position description of the Chairman of the Board and the Corporation’s President are reviewed annually by the Board of Directors, either directly or through its Audit & Corporate Governance Committee.</p> <p>The Board, Chair(s), and management liaison continuously through meetings and other means of correspondence effectively and all parties understand their roles and responsibilities.</p>
<p>4. Orientation and Continuing Education</p>	
<p>(a) Briefly describe what measure the Board takes to orient new Directors regarding the role of the Board and the nature of the Corporations business.</p>	<p>The Corporation believes that well-informed Directors are essential for the effective performance of a Board. New Directors are supplied with comprehensive information about the Corporation. Directors are provided an opportunity to meet individually in work sessions with senior management to obtain further insight into the operations of the Corporation and its subsidiaries and are involved on a regular basis in discussions with management. Individual directors are also free to consult with members of senior management whenever so required and to engage outside advisers with Board authorization.</p>

<p align="center">Form 58-101F1 Corporate Governance Matters</p>	<p align="center">Halmont Properties Corporation Governance Practices</p>
<p>(b) Briefly describe what measures, if any, the Board takes to provide continuing educations for its Directors.</p>	<p>Each Director has current and significant past industry specific experience. Each member of the Board prides him/herself in being knowledgeable and current with relevant information. Senior management continuously provide market/industry updates and ensures that each Board member understands what is necessary to fulfill their duties.</p>
<p>5. Nomination or Directors</p>	
<p>(a) Describe the process by which the Board identifies new candidates for the Board nomination.</p>	<p>The Corporate Governance Committee is responsible for proposing new nominees for the Board or undertaking a thorough review of recommended additions or replacements, being responsive to the Corporation’s needs and the interest of its shareholders.</p>
<p>(b) Disclose whether or not the Board has a nominating committee composed entirely of independent Directors. If the Board does not have a nominating committee composed entirely of independent Directors, describe what steps the Board takes to encourage an objective nomination process.</p>	<p>The Audit and Corporate Governance Committee is composed entirely of independent directors.</p>
<p>6. Compensation</p>	
<p>(a) Describe the process by which the Board determines the compensation for the Directors and officers of the Corporation. If the Board does not have a compensation committee composed entirely of independent Directors, describe what steps the Board takes to ensure an objective process for determining such compensation.</p>	<p>Director and officer compensation are reviewed annually by the Board, either directly or through its Audit & Corporate Governance Committee. At present, no compensation is provided by the Corporation to its directors. Currently, executives participate in an Executive Share Purchase Plan aligning their interests with the Corporation’s other shareholders.</p>
<p>(c) Disclose whether or not the Board has a compensation committee composed entirely of independent Directors. If the Board does not have a compensation committee, describe what steps the Board takes to ensure an objective process for determining such compensation.</p>	<p>The Board of Directors performs the functions of a compensation committee when applicable.</p>

<p align="center">Form 58-101F1 Corporate Governance Matters</p>	<p align="center">Halmont Properties Corporation Governance Practices</p>
<p>7. Other Board Committees</p>	<p>The Board has no other standing committees.</p>
<p>8. Assessments</p>	
<p>Disclose whether or not the Board, its committees and individual Directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board, its committees, and individual Directors are performing effectively.</p>	<p>The Corporation believes that the selection of directors who are actively involved with the Corporation ensures the effective performance of the Board.</p>
<p>9. Directors Term Limits and Mechanisms for Board Renewal</p>	
<p>Disclose whether or not the Corporation has adopted term limits for the Directors on its Board or other mechanisms of Board renewal.</p>	<p>The Corporation has not adopted director limits or other mechanisms for Board renewal.</p>
<p>10. Policies regarding the Representation of Women on the Board</p>	
<p>Disclose whether the Corporation has adopted a written policy relating to the identification and nomination of women Directors. If the Corporation has not adopted such policy, disclose why it has not done so.</p>	<p>The Corporation has not adopted a written policy relating to the identification and nomination of women Directors.</p> <p>The Board understands the value of diversity and recognizes this through currently having two female Board members.</p>

<p style="text-align: center;">Form 58-101F1 Corporate Governance Matters</p>	<p style="text-align: center;">Halmont Properties Corporation Governance Practices</p>
<p>11. Consideration of Women in the Director Identification and Selection Process</p>	
<p>Disclose whether and, if so, how the Corporation considers the level of representation of women on the Board in identifying and nominating candidates for elections or re-election to the Board.</p>	<p>The Corporation recognizes the value of diversity, including the representation of women on the Board. The Corporate Governance Committee evaluates candidates based on objective merit-based criteria which afford due regard to the potential benefits of diversity.</p>
<p>12. Consideration Given to the Representation of Women in Executive Officer Appointments</p>	
<p>Disclose whether and, if so, how the Corporation considers the level of representation of women in executive officer positions when making executive officer appointments.</p>	<p>The Corporation recognizes the value of diversity, including the representation of women in Executive Officer positions. The Corporate Governance Committee evaluates candidates based on objective merit-based criteria which afford due regard to the potential benefits of diversity.</p>
<p>13. Issuer’s Targets Regarding the Representation of Women on the Board in Executive Officer Position</p>	
<p>Disclose whether the Corporation has adopted targets regarding women on the Corporation’s Board or in executive officer positions of the Corporation. If the Corporation has not adopted targets, disclose why it has not done so.</p>	<p>The Corporation has not adopted targets regarding women on the Board or in an executive position, if the Corporation were to do so it would target a Board composition of at least 20% as well as to maintain a senior management composition of at least 20%. The Corporation currently would exceed both targets.</p>

<p align="center">Form 58-101F1 Corporate Governance Matters</p>	<p align="center">Halmont Properties Corporation Governance Practices</p>
<p>14. Number of Women on the Board and in Executive Officer Positions</p>	
<p>Disclose the number and proportion (in percentage terms) of Directors on the Corporation’s Board who are women. Disclose the number and proportion (in percentage terms) of executive officers of the Corporation, including all major subsidiaries of the corporation, who are women.</p>	<p>Currently, the Board has two female Directors, comprising 33% of the Board.</p> <p>Currently, the Corporation has two female executives, comprising 50% of executive officers of the Corporation.</p>

APPENDIX B

Board of Directors Mandate

The Corporation's Board of Directors supervises the management of the business and affairs of the Corporation directly and through its committees. In so doing, the Board endeavours to act always in the best interests of the Corporation. In carrying out its responsibilities, the Board appoints the senior executives of the Corporation and meets with them on a regular basis to receive and consider reports on the Corporation's affairs. Along with those matters which must by law be approved by the Corporation's Board, key strategic decisions are also submitted by management to the Board for approval.

In addition to approving specific corporate actions, the Board reviews and approves reports issued to shareholders, including annual and interim financial statements, as well as materials prepared for shareholders' meetings. The Board also approves the Corporation's overall business strategies and annual business plans.

The Corporation's Board meets at least once in each quarter, with additional meetings held when appropriate. During the period ended December 31, 2022, there were four meetings. Four regular meetings are scheduled for the year ended December 31, 2022. Meeting frequency may change depending on the opportunities or risks facing the Corporation.

1. ROLE OF THE BOARD

The role of the Board of Directors (the "Board") of the Corporation is to oversee, directly and through its committees, the business and affairs of the Corporation, which are conducted by its officers and employees under the direction of the President. In doing so, the Board acts at all times with a view to the best interests of the Corporation and its shareholders.

The Board is elected by the Corporation's shareholders to oversee management, with the objective of advancing the best interests of the shareholders and by enhancing shareholder value in a manner that recognizes the concerns of other stakeholders in the Corporation, including its employees, suppliers, customers and the communities in which it operates.

2. AUTHORITY AND RESPONSIBILITY

The Board meets regularly to review reports by management on the Corporation's performance. In addition to the general supervision of management, the Board performs the following functions:

- (a) Strategic planning – overseeing the strategic planning process within the Corporation and, at least annually, reviewing, approving and monitoring the strategic plan for the Corporation including fundamental financial and business strategies and objectives;
- (b) Risk assessment – assessing the major risks facing the Corporation and reviewing, approving and monitoring the manner of managing those risks;
- (c) Senior executive officers – overseeing the selection, evaluation and compensation of senior management and monitoring succession planning;
- (d) Communications and disclosure policy – adopting a communications and disclosure policy for the Corporation, including ensuring the timeliness and integrity of communications to shareholders and establishing suitable mechanisms to receive stakeholder views;
- (e) Corporate governance – developing the Corporation's approach to corporate governance, including developing a set of corporate governance principles and guidelines applicable to the Corporation;

- (f) Internal controls – reviewing and monitoring the controls and procedures within the Corporation to maintain its integrity including its disclosure controls and procedures, and its internal controls and procedures for financial reporting and compliance; and
- (g) Maintaining integrity – on an ongoing basis, satisfying itself as to the integrity of the Corporation’s officers and that a culture of integrity exists in their dealings with the Corporation’s tenants, business partners and the financial community.

3. BOARD AND PROCEDURES

- (a) Size of Board and selection process – The directors of the Corporation are elected each year by the shareholders at the annual meeting of shareholders. The Board proposes a slate of nominees to the shareholders for election. Any shareholder may propose a nominee for election to the Board either by means of a shareholder proposal upon compliance with the requirements prescribed by the *Business Corporations Act* (Ontario) or at the annual meeting.
- (b) Qualifications – Directors should have the highest personal and professional ethics and values and be committed to advancing the best interest of the shareholders of the Corporation. They should possess skills and competencies in areas that are relevant to the Corporation’s activities. At least 50% of the directors will be independent directors based on the rules and guidelines of applicable stock exchanges and securities regulatory authorities.
- (c) Director orientation – The Corporation’s management team and the Corporation’s Chairman is responsible for providing an orientation and education program for new directors.
- (d) Meetings – The Board has at least four scheduled meetings a year. The Board is responsible for its agenda. Prior to each Board meeting, the President discusses agenda items for the meeting with the Chairman of the Board. Materials for each meeting are distributed to the directors in advance of the meetings. At the conclusion of each regularly scheduled meeting, the independent directors meet without management and related directors present.
- (e) Committees – The Board has established one standing committee to assist it in discharging its responsibilities: The Audit & Corporate Governance Committee. Special committees are established from time to time to assist the Board in connection with specific matters. The Chair of each committee reports to the Board following meetings of the committee. The terms of reference of each standing committee are reviewed annually by the Board.
- (f) Evaluation – The Board directly or through its Audit & Corporate Governance Committee performs an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors. In addition, each committee assesses its performance annually.
- (g) Access to independent advisors – The Board and any committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation. Any director may, subject to the approval of the Chairman of the Board, retain an outside advisor at the expense of the Corporation.

APPENDIX C

Audit and Corporate Governance Committee Mandate

1. MANDATE

The Audit & Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Corporation assists the Board in fulfilling its financial oversight responsibilities. The Committee will review and consider in consultation with the auditors the financial reporting process, the system of internal control and the audit process. In performing its duties, the committee will maintain effective working relationships with the Board, management, and the external auditors. To effectively perform his or her role, each committee member must obtain an understanding of the principal responsibilities of committee membership as well as the Corporation’s business, operations and risks.

2. COMPOSITION

The Board appoints from among their membership an Audit & Corporate Governance Committee after each Annual General Meeting of the shareholders of the Corporation. The Committee will consist of a minimum of three directors.

Independence

Majority of the members of the Committee are independent directors.

Expertise of Committee Members

Majority of the members of the Committee are financially literate or become financially literate within a reasonable period of time after their appointment to the committee. At least one member of the committee has accounting or related financial management expertise. The Board shall interpret the qualifications of financial literacy and financial management expertise in its business judgment and shall conclude whether a director meets these qualifications.

3. MEETINGS

The Committee shall meet in accordance with a schedule established each year by the Board, and at other times that the Committee may determine. The Committee shall meet at least annually with the Corporation’s Chief Financial Officer and external auditors in separate executive sessions.

4. ROLES AND RESPONSIBILITIES

The Committee shall fulfill the following roles and discharge the following responsibilities:

4.1 *External Audit*

The Committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, including the resolution of disagreements between management and the external auditors regarding financial reporting and audit scope or procedures. In carrying out this duty, the Committee shall:

- (a) recommend to the Board the external auditor to be nominated by the shareholders for the purpose of preparing or issuing an auditor’s report or performing other audit, review, or attest services for the Corporation;

- (b) review by discussion and enquiry the external auditor's proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors; and
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards.

4.2 *Internal Control*

The Committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Corporation. In carrying out this duty, the Committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Corporation; and
- (b) ensure that the external auditors discuss with the Committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

Financial Reporting

The Committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the Committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (c) review the draft annual financial statement and provide a recommendation to the Board with respect to the approval of the financial statements;
- (d) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and
- (e) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (f) review and approve the interim financial statements prior to their release to the public; and

- (g) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Release of Financial Information

- (h) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public.

4.3 *Non-Audit Services*

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Corporation or any subsidiary of the Corporation shall be subject to the prior approval of the Committee.

Delegation of Authority

- (a) The Committee may delegate to one or more independent members of the Committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the Committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (b) The Committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the Corporation and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (c) The Committee may also satisfy the requirement for the pre-approval of non-audit services, if:
 - (i) the pre-approval policies and procedures are detailed as to the particular service;
 - (ii) the Committee is informed of each non-audit service; and
 - (iii) the procedures do not include delegation of the Committee's responsibilities to management.

4.4 *Other Responsibilities*

The Committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters;

- (b) establish procedures for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditors are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.5 *Reporting Responsibilities*

The Committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. **RESOURCES AND AUTHORITY OF THE AUDIT & CORPORATE GOVERNANCE COMMITTEE**

The Committee shall have the resources and the authority appropriate to discharge its responsibilities, including the authority to:

- (a) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (b) set and pay the compensation for any advisors employed by the Committee; and
- (c) communicate directly with the internal and external auditors.

6. **GUIDANCE – ROLES AND RESPONSIBILITIES**

The following guidance is intended to provide the Committee members with additional guidance on fulfillment of their roles and responsibilities on the committee:

6.1 *Internal Control*

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 *Financial Reporting*

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements;
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Corporation's adoption of them.

Annual Financial Statements

- (d) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriated accounting principles in light of the jurisdictions in which the Corporation reports or trades its shares;
- (e) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (f) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (g) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (h) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (i) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (j) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (k) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:
 - (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
 - (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Corporation's operations and financing practices;
 - (iii) generally accepted accounting principles have been consistently applied;
 - (iv) there are any actual or proposed changes in accounting or financial reporting practices;

- (v) there are any significant or unusual events or transactions;
- (vi) the Corporation's financial and operating controls are functioning effectively;
- (vii) the Corporation has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
- (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 *Compliance with Laws and Regulations*

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 *Other Responsibilities*

- (a) review, with the Corporation's counsel, any legal matters that could have a significant impact on the Corporation's financial statements.

APPENDIX D

Amendment Resolution

“BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. the Class A Common Shares of Halmont Properties Corporation (the “Corporation”) are re-designated as multiple voting shares, and the rights and restrictions of the Class A Common Shares shall be amended such that each holder of a former Class A Common Share will be entitled to five (5) votes per multiple voting share and they shall have the rights and restrictions attached to the multiple voting shares as set forth in Schedule 1 to Appendix C;
2. the Class B Common Non-Voting Shares of the Corporation are re-designated as subordinate voting shares, and the rights and restrictions of the Class B Common Non-Voting Shares shall be amended such that each holder of a former Class B Common Non-Voting Share will be entitled to one (1) vote per subordinate voting share and they shall have the rights and restrictions attached to the subordinate voting shares as set forth in Schedule 1 to Appendix C;
3. any officer or director of the Corporation be and is hereby authorized and directed on behalf of the Corporation to execute or cause to be executed, and to deliver or file, or cause to be delivered or filed, all certificates, notices and other documents, including, without limitation the Notice of Articles and Articles, in the forms prescribed by the *Business Corporations Act* (Ontario), and to do or cause to be done all such acts and things, as such officer or director may determine to be necessary, desirable, or useful for the purpose of giving effect to the foregoing resolutions, such determination to be conclusively evidenced by the execution and delivery of such documents, or the doing of any such act or thing; and
4. notwithstanding the passing of this special resolution by the shareholders, the board of directors of the Corporation is authorized, in its sole discretion, to revoke the special resolution before it is acted on without further approval of the shareholders.”

SCHEDULE 1 TO APPENDIX D
Articles of Amendment

The classes and any maximum number of shares that the Corporation is authorized to issue:

The Corporation is authorized to issue an unlimited number of subordinate voting shares (the “**Subordinate Voting Shares**”), an unlimited number of multiple voting shares (the “**Multiple Voting Shares**”) and an unlimited number of preferred shares issuable in series (the “**Preferred Shares**”).

1. Subordinate Voting Shares and Multiple Voting Shares

The rights, privileges, restrictions and conditions attaching to the Subordinate Voting Shares and the Multiple Voting Shares are:

1.1. ***Dividends; Rights on Liquidation, Dissolution or Winding-Up.*** The Subordinate Voting Shares and the Multiple Voting Shares shall be subject to and subordinate to the special rights or restrictions attached to the Preferred Shares and the shares of any other class ranking senior to the Subordinate Voting Shares and the Multiple Voting Shares. The Subordinate Voting Shares and the Multiple Voting Shares shall rank *pari passu* with each other, share for share, as to the right to receive dividends and to receive the remaining property and assets of the Corporation on the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs. For the avoidance of doubt, holders of Subordinate Voting Shares and Multiple Voting Shares shall, subject to the rights of the holders of Preferred Shares and the shares of any other class ranking senior to the Subordinate Voting Shares and the Multiple Voting Shares, be entitled to receive (i) such dividends at such times and in such amounts and form as the Board of Directors of the Corporation shall determine, and (ii) in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntarily or involuntarily, or any other distribution of assets of the Corporation among its shareholders for the purposes of winding up its affairs, the remaining property and assets of the Corporation, in the case of (i) and (ii) in an identical amount per share, at the same time and in the same form (whether in cash, in specie or otherwise) as if the Subordinate Voting Shares and the Multiple Voting Shares were of one class only, provided, however, that in the event of a payment of a dividend in the form of shares of the Corporation, holders of Subordinate Voting Shares shall receive Subordinate Voting Shares and holders of Multiple Voting Shares shall receive Multiple Voting Shares, unless otherwise determined by the Board of Directors of the Corporation.

1.2. ***Meetings and Voting Rights.***

1.2.1. Each holder of Multiple Voting Shares and each holder of Subordinate Voting Shares shall be entitled to receive notice of and to attend all meetings of shareholders of the Corporation, except meetings at which only holders of another particular class or series shall have the right to vote. At each such meeting, each Multiple Voting Share shall entitle the holder thereof to five (5) votes and each Subordinate Voting Share shall entitle the holder thereof to one (1) vote, and the holders of Subordinate Voting Shares and Multiple Voting Shares shall vote together as a single class, except as otherwise expressly provided herein or as provided by law.

- 1.2.2. Neither the holders of the Multiple Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (e) of subsection 170(1) of the *Business Corporations Act* (Ontario) (the “**Act**”). Neither the holders of the Multiple Voting Shares nor the holders of the Subordinate Voting Shares shall be entitled to vote separately as a class upon a proposal to amend the articles of the Corporation in the case of an amendment referred to in paragraph (b) of subsection 170(1) of the Act unless such exchange, reclassification or cancellation: (i) affects only the holders of that class; or (ii) affects the holders of Subordinate Voting Shares and Multiple Voting Shares differently, on a per share basis, and such holders are not otherwise entitled to vote separately as a class under any applicable law or subsection 1.2.3 in respect of such exchange, reclassification or cancellation.
- 1.2.3. In connection with any Change of Control Transaction (as defined below) requiring approval of the holders of Subordinate Voting Shares and Multiple Voting Shares under the Act, holders of Subordinate Voting Shares and Multiple Voting Shares shall be treated equally and identically (other than with respect to voting), on a per share basis, unless different treatment of the shares of each such class is approved by a majority of the votes cast by the holders of outstanding Subordinate Voting Shares who voted in respect of that resolution and by a majority of the votes cast by the holders of outstanding Multiple Voting Shares who voted in respect of that resolution, each voting separately as a class at a meeting of the holders of that class called and held for such purpose.
- 1.2.4. For purposes of subsection 1.2.3, “**Change of Control Transaction**” means an amalgamation, arrangement, recapitalization, business combination or similar transaction of the Corporation, other than an amalgamation, arrangement, recapitalization, business combination or similar transaction that would result in the voting securities of the Corporation outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted or exchanged into voting securities of the continuing entity or its parent) more than fifty percent (50%) of the total voting power represented by the voting securities of the Corporation, the continuing entity or its parent and more than fifty percent (50%) of the total number of outstanding shares of the Corporation, the continuing entity or its parent, in each case as outstanding immediately after such transaction, and the shareholders of the Corporation immediately prior to the transaction own voting securities of the Corporation, the continuing entity or its parent immediately following the transaction in substantially the same proportions (*vis a vis* each other) as such shareholders owned the voting securities of the Corporation immediately prior to the transaction.
- 1.3. **Subdivision or Consolidation.** No subdivision or consolidation of the Subordinate Voting Shares or the Multiple Voting Shares shall be carried out unless, at the same time, the Multiple Voting Shares or the Subordinate Voting Shares, as the case may be, are subdivided or consolidated in the same manner and on the same basis.

1.4. **Voluntary Conversion.** The Subordinate Voting Shares cannot be converted into any other class of shares. Each outstanding Multiple Voting Share may at any time, at the option of the holder, be converted into one fully paid and non-assessable Subordinate Voting Share, in the following manner:

1.4.1. The conversion privilege for which provision is made in this subsection 1.4 shall be exercised by notice in writing given to the transfer agent of the Corporation, if one exists, and if not, to the Corporation at its registered office, accompanied by a certificate or certificates representing the Multiple Voting Shares in respect of which the holder desires to exercise such conversion privilege, or the equivalent in any non-certificated inventory system administered by any applicable depository or transfer agent of the Corporation. Such notice shall be signed by the holder of the Multiple Voting Shares in respect of which such conversion privilege is being exercised, or by the duly authorized representative thereof, and shall specify the number of Multiple Voting Shares which such holder desires to have converted. On any conversion of Multiple Voting Shares, the Subordinate Voting Shares resulting therefrom shall be registered in the name of the registered holder of the Multiple Voting Shares converted or, subject to payment by the registered holder of any stock transfer or other applicable taxes and compliance with any other reasonable requirements of the Corporation in respect of such transfer, in such name or names as such registered holder may direct in writing.

1.4.2. Upon receipt by the transfer agent of the Corporation, if one exists, and if not, by the Corporation at its registered office, of such notice and certificate or certificates, if any, and, as applicable, compliance with such other requirements, the Corporation shall, at its expense, effective as of the date of such receipt and, as applicable, compliance, remove or cause the removal of such holder from the register of holders in respect of the Multiple Voting Shares for which the conversion privilege is being exercised, add the holder (or any person or persons in whose name or names such converting holder shall have directed the resulting Subordinate Voting Shares to be registered) to the register of holders in respect of the resulting Subordinate Voting Shares, cancel or cause the cancellation of any certificate or certificates representing such Multiple Voting Shares and issue or cause to be issued a certificate or certificates representing the Subordinate Voting Shares issued upon the conversion of such Multiple Voting Shares, or the equivalent in any non-certificated inventory system administered by any applicable depository or transfer agent of the Corporation. If less than all of the Multiple Voting Shares represented by any certificate are to be converted, the holder shall be entitled to receive a new certificate representing the Multiple Voting Shares represented by the original certificate which are not converted.

1.4.3. The Corporation may, from time to time, establish such policies and procedures relating to the conversion of the Multiple Voting Shares to Subordinate Voting Shares and the general administration of this dual class share structure as it may deem necessary or advisable, and may from time to time request that holders of Multiple Voting Shares furnish certifications, affidavits or other proof to the Corporation as it deems necessary to verify the ownership of Multiple Voting Shares and to confirm that a conversion to Subordinate Voting Shares has not occurred. A determination by the Corporate Secretary of the Corporation that a conversion of Multiple Voting Shares to Subordinate Voting Shares has occurred shall be conclusive and binding.

- 1.5. **Single Class.** Except as otherwise provided above, Subordinate Voting Shares and Multiple Voting Shares are equal in all respects and shall be treated as shares of a single class for all purposes under the Act.
- 1.6. **Coattail Provisions.**
- 1.6.1. Subject to subsection 1.6.2, in the event an offer to purchase Multiple Voting Shares which, under the applicable securities legislation or the requirements of a stock exchange on which the Subordinate Voting Shares are listed, requires that the same offer be made to all or substantially all of the holders of the Subordinate Voting Shares located in a particular province of Canada in which the requirement applies (an “MVS Offer”), each Subordinate Voting Share shall become convertible at the option of the holder into Multiple Voting Shares, on the basis of one (1) Subordinate Voting Shares for one (1) Multiple Voting Share, at any time while such MVS Offer is in effect and until one (1) day after the time prescribed by the applicable securities legislation or the applicable stock exchange rules for the offeror to take up and pay for such shares as are to be acquired pursuant to such MVS Offer.
- 1.6.2. Subsection 1.6.1 shall not apply to prevent a sale by any holder of Multiple Voting Shares if concurrently an offer is made to purchase Subordinate Voting Shares that:
- (i) offers a price per Subordinate Voting Share at least as high as the highest price per share paid pursuant to the MVS Offer for the Multiple Voting Shares;
 - (ii) provides that the percentage of outstanding Subordinate Voting Shares to be taken up (exclusive of shares owned immediately prior to the offer by the offeror or persons acting jointly or in concert with the offeror) is at least as high as the percentage of Multiple Voting Shares to be sold (exclusive of Multiple Voting Shares owned immediately prior to the offer by the offeror and persons acting jointly or in concert with the offeror including, its associates and affiliates);
 - (iii) has no condition attached other than the right not to take up and pay for the Subordinate Voting Shares tendered if no shares are purchased pursuant to the offer for the Multiple Voting Shares; and
 - (iv) is in all other material respects identical to the offer for the Multiple Voting Shares.
- 1.6.3. Subsection 1.6.1 shall not apply to prevent a sale by any holder of Multiple Voting Shares if less than 50% of the Multiple Voting Shares outstanding immediately before the offer, other than Multiple Voting Shares owned by the offeror or persons acting jointly or in concert with the offeror, are deposited pursuant to the offer.
- 1.6.4. For the purposes of this subsection 1.6, any sale that would result in a direct or indirect acquisition of Multiple Voting Shares or Subordinate Voting Shares, or in the direct or indirect acquisition of control or direction over those shares, shall be construed to be a sale of those Multiple Voting Shares or Subordinate Voting Shares, as the case may be.

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