URBANA CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the nine months ended September 30, 2021

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the unaudited condensed interim financial statements of Urbana Corporation ("Urbana" or the "Corporation") and notes thereto for the nine months ended September 30, 2021 (the "Interim Financial Statements") and the audited financial statements of Urbana and notes thereto for the year ended December 31, 2020 (the "Annual Audited Financial Statements"). Consequently, the following discussion and analysis of the financial condition and results of operations should be read in conjunction with the Interim Financial Statements and the Annual Audited Financial Statements, both of which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All amounts shown in this MD&A, unless otherwise specified, are presented in Canadian dollars. This MD&A is current as of November 10, 2021. The Corporation's Audit Committee reviewed this document, and prior to its release, the Corporation's Board of Directors approved it, on the Audit Committee's recommendation.

You can obtain information relating to the Corporation, including the Corporation's annual information form and Annual Audited Financial Statements, at no cost, by calling Urbana collect at (416) 595-9106, by writing to us at: 150 King Street West, Suite 1702, Toronto, Ontario M5H 1J9 or by visiting our website at www.urbanacorp.com or the SEDAR website at www.sedar.com.

REPORTING REGIME

Urbana is subject to National Instrument 51-102 ("NI 51-102") *Continuous Disclosure Obligations*. For accounting purposes, Urbana is treated as an investment entity under IFRS.

NON-GAAP MEASURES

The Corporation prepares audited annual financial statements and unaudited condensed interim financial statements in accordance with IFRS. This MD&A complements IFRS results with the following financial measures which are not recognized under IFRS and which do not have a standard meaning prescribed by IFRS: "net assets per share", "total return of net assets per share" and "compound annual growth rate of net assets per share since inception".

Net assets per share

The three financial measures used to calculate "net assets per share", namely assets, liabilities and number of shares outstanding, are individually recognized under IFRS, but "net assets per share" is not. The calculation of net assets per share as at September 30, 2021 and December 31, 2020 is presented in the following table:

	September 30, 2021	December 31, 2020
Assets ($)	345,053,371	288,334,640
LESS Liabilities ($)	47,299,445	39,165,354
EQUALS Net Assets ($)	297,753,926	249,169,286
DIVIDED BY Number of Shares Outstanding	43,500,000	44,211,727
EQUALS Net assets per share ($)	6.84	5.64

Total return of net assets per share

The total return of net assets per share over a given period refers to the increase or decrease of Urbana's net assets per share over a specified time period, expressed as a percentage of Urbana's net assets per share at the beginning of the time period**,** assuming that each dividend paid during the period was reinvested at a price equal to the net assets per share at the relevant time.

Compound annual growth rate of net assets per share since inception

Compound annual growth rate ("CAGR") of net assets per share since inception is the compound annual growth rate of Urbana's net assets per share from October 1, 2002, when Caldwell Investment Management Ltd., the investment manager of Urbana, started managing Urbana's investment portfolio, to the end of the period in question.

We calculate CAGR of net assets per share since inception by dividing Urbana's net assets per share at the end of the period in question by its net assets per share at inception (i.e. October 1, 2002), raising the result to the power of the quotient obtained by having one divided by the number of years representing the period length, and then subtracting one.

The Corporation provides the three non-IFRS measures indicated above because it believes each measure can provide information that may assist shareholders to better understand the Corporation's performance and to facilitate a comparison of the results of ongoing operations. No measure that is calculated in accordance with IFRS is directly comparable to or provides investors with this net assets per share information. As a result, no quantitative reconciliation from "net assets per share" to an IFRS measure is provided in this MD&A.

Non-IFRS measures should not be construed as alternatives to net comprehensive income (loss) determined in accordance with IFRS as indicators of the Corporation's performance. CAGR of net assets per share since inception describes the historical rate at which Urbana's net assets per share would have increased at a steady rate. This single historical rate is only an illustration and does not represent the actual annual growth rate of Urbana's net assets per share in any given year. The growth rate of Urbana's net assets per share in any given year since 2002 may have been higher or lower than the CAGR of net assets per share due to market volatility and other factors.

BUSINESS OBJECTIVES AND STRATEGIES, AND RISK FACTORS

The business objectives and strategies of Urbana are to seek out, and invest in, private investment opportunities for capital appreciation and to invest in publicly traded securities to provide growth, income and liquidity. Urbana has the scope to invest in any sector in any region. There were no material changes to Urbana's investment style during the third financial quarter of 2021 ("2021 Q3") that affected the overall level of risk associated with investment in the Corporation. Some of the risk factors associated with investing in Urbana are described in Urbana's most recent annual information form, which is available on the Corporation's website at www.urbanacorp.com and on SEDAR at www.sedar.com. Risks and uncertainties that may materially affect Urbana's future performance include individual corporate risk, macroeconomic risk, currency risk and product price risk.

OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS

The third quarter of 2021 was a clear illustration of the statement that "Bull markets ignore bad news". Markets ignoring negativity are generally an affirmation of continuing price improvements. In the present time frame, huge liquidity and low interest rates continue to drive investors to look for better returns and asset growth to match or beat inflation.

During 2021 Q3, Urbana's net assets per share increased from $6.56 to $6.84, resulting in a 4.3% total return of net assets per share. During the same period, the S&P/TSX Composite Total Return Index ("S&P/TSX Index") increased by 0.2% and the Dow Jones Industrial Average Total Return Index (converted to Canadian Dollars) ("DJIA Index") increased by 0.8%.

During the first nine months of 2021, Urbana's net assets per share increased from $5.64 to $6.84, after the payment of a dividend of nine cents ($0.09) per share[1] in January 2021, resulting in a 23.3% total return of net assets per share. During the same period, the S&P/TSX Index increased by 17.5% and the DJIA Index increased by 11.7%.

We have already seen massive asset value inflation across broad asset categories such as equities, real estate, wine and art. Governments and central banks only measure cost of living inflation. This does not include asset values.

Exacerbating the above has been the move by financial institutions and large energy companies to cut loans and investments in the energy sector, whether that be pipelines, exploration or increased production. Remember, hydrocarbons bring goods to market.

We have always believed there is opportunity or good news within bad news. In this case, the debasement of the energy sector and its resultant reduction in exploration and development presented a significant investment opportunity. For those who studied Economics 101, if you cut supply, prices go up! This message seemed to elude policy makers with their political "climate change" fixation. It will be a long time before electricity totally replaces hydrocarbons. Power shortages are now underlining this lack of planning and misguided focus.

During 2021 Q3, Urbana added to its energy investments, with those holdings now showing $17.0 million in gains as at the date of this MD&A.

We also took some profits in the infrastructure group (Stelco Holdings Inc. and SNC Lavalin Group Inc.). We continue to profitably lighten some of our long-term holdings such as Real Matters and AGF Management Ltd.

Short-term trading also provided some gains in the quarter. In addition, U.S. financial services moved up significantly in value.

Within Urbana's private equity holdings, in 2021 Q3 we increased the valuation of our investment in CNSX Markets Inc., the operator of the Canadian Securities Exchange ("CSE"), by approximately $10 million as a result of an independent trade in which Urbana also participated with the purchase of 200,000 additional shares. We now hold 49.9% of the CSE.

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[1] The common shares and the Class A shares participate equally in dividends.

In September 2021, Urbana purchased and cancelled 600,000 non-voting Class A shares ("Class A shares") at $3.30 per share in a Normal Course Issuer Bid ("NCIB"). A further purchase and cancellation of 350,000 Class A shares at $3.36 shares took place in October.

The third quarter saw repeated record highs for Urbana's after tax net assets per share, ending the quarter at $6.84. As at the date of this MD&A, the net assets per share is $7.03.

Urbana's long-term performance, represented by its CAGR of net assets per share since inception on October 1, 2002 to September 30, 2021, was 15.0% (after-tax). This compares favourably with the CAGR of the S&P/TSX Index of 9.3% and the CAGR of the DJIA Index of 9.6%, for the same period.[2] Our long-term goal is to strive for and maintain superior long-term performance.

Looking forward to the end of the year, our original comment illustrates our view. Despite the current market volatility, we believe we are still in a bull phase.

In 2021 Q3, dividend income was $812,225, up slightly from $804,739 in the third quarter of 2020 ("2020 Q3"). A decrease in domestic dividends, due to the sale of some of our Canadian dividend paying stocks, was more than offset by an increase in foreign dividends. In 2021 Q3, interest income amounted to $96,439, up from $68,787 in 2020 Q3. 2021 Q3 revenue reflects interest on promissory notes held by Urbana in Highview Financial Holdings Inc. ("Highview") and Vive Crop Protection Inc., as well as interest on a debenture held by Urbana in Integrated Grain Processors Co-operative Inc. 2020 Q3 interest revenue related to Highview and Radar Capital Inc. ("Radar"). The Radar note was fully repaid in 2021 Q1.

Urbana realized a net gain of $7.8M from the sale and disposal of investments in 2021 Q3 (2020 Q3 - $299,738). This gain stemmed primarily from the disposal of Metamaterial Inc. ($3.7M), Stelco Holdings Inc. ($1.6M) and AGF Management Ltd. ($1.0M).

Urbana recorded $5.5M in unrealized gains in 2021 Q3 (2020 Q3 - $3.9M). The best performers during 2021 Q3 were CNSX Markets Inc. ($10.0M), Tamarack Valley Energy Ltd. ($2.7M), Whitecap Resources Inc. ($2.6M), Morgan Stanley ($2.4M) and Miami International Holdings Inc. ($1.1M). These unrealized gains were partially offset by an unrealized loss on Real Matters Inc. ($13.2M).

During 2021 Q3, Urbana recorded net income before income taxes of $11.7M (2020 Q3 - $3.2M) primarily due to both realized and unrealized gains on investments. Investment management fees in 2021 Q3 were $1.8M, up from $1.4M in 2020 Q3, due to an increase in the average net assets under management. Interest expense in 2021 Q3 amounted to $171,993 compared to $67,156 in 2020 Q3 due to an increase in borrowings in 2021 Q3. Transaction costs, which relate entirely to purchases under the NCIB, amounted to $18,586 in 2021 Q3, down from $35,112 in 2020 Q3 due to reduced NCIB purchases. Transaction costs in respect of all trades, excluding NCIB trades, are absorbed by Caldwell Investment Management Ltd. ("CIM" or the "Manager"). Professional fees, comprised of audit fees and legal costs, were $83,105 in 2021 Q3, up from $72,370 in 2020 Q3, due to legal expenses incurred in 2021 Q3 related to amending the loan facility. Administrative expenses in 2021 Q3 were $350,070, up from $261,380 in 2020 Q3, primarily due to increased compensation costs in 2021 Q3. Foreign withholding tax expense in 2021 Q3 was $85,280, up

[2] The CAGR of the indexes is calculated in the same way as the CAGR of net assets per share since inception.

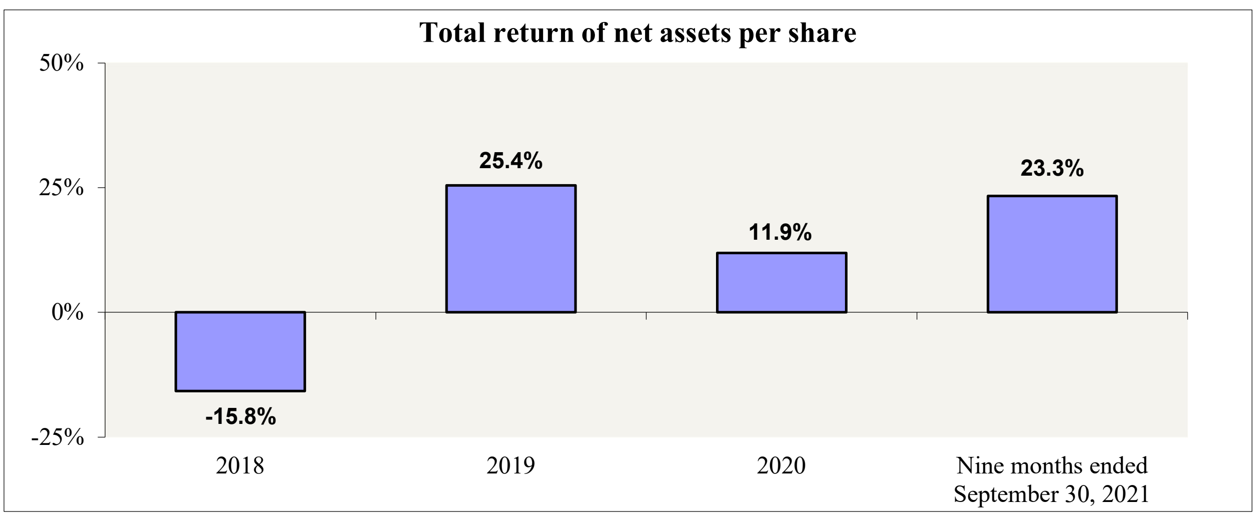
from $70,949 in 2020 Q3, due to an increase in foreign dividends in 2021 Q3. There is no current tax expense in 2021 Q3 compared to a current tax recovery of $270,000 in 2020 Q3 since there are sufficient expenses to shelter taxable income in 2021 Q3. A deferred income tax expense of $1.3M has been recorded in 2021 Q3 (2020 Q3 - $483,000) due to the unrealized gains recorded during 2021 Q3, which exceeded the unrealized gains in 2020 Q3.

Urbana purchased and cancelled 711,727 Class A shares in the first nine months of 2021 at an average price of $3.28 per Class A share. Subsequent to September 30, 2021, Urbana purchased an additional 350,000 Class A shares at an average price of $3.36 per Class A share. Since May 2010, Urbana has purchased and cancelled a total of 44,376,320 Class A shares under its normal course issuer bid programs. The number of Class A shares now outstanding is 33,150,000.

Past Performance
The performance information presented in this section shows how Urbana has performed in the past and does not necessarily indicate how it will perform in the future.

Year-by-Year Performance
The following bar chart shows the net assets per share performance of Urbana's common shares for the financial periods indicated. The bar chart shows, in percentage terms, how much an investment made on the first day of each financial period would have grown or decreased by the last day of each financial period based on the net assets per share of Urbana, assuming that each dividend paid during the period was reinvested.

Urbana's Class A shares, which have the same rights as the common shares as to dividends and upon liquidation, are treated as if they are common shares for the purposes of the net assets per share calculation**.**



Summary of Investment Portfolio as at September 30, 2021

The following data is extracted from Urbana's Interim Financial Statements:

Number of securities	Description	Cost ($)	Fair value ($)	% of Portfolio Fair Value
	Private equity investments			
13,460,878	CNSX Markets Inc.	8,048,349	55,189,600	16.0%
1,327,620	Miami International Holdings Inc.	12,257,268	13,455,163	3.9%
800,000	Caldwell Financial Ltd.	1,826,650	2,656,000	0.8%
2,350,000	Radar Capital Inc. Class A Common	50	-	-%
16,755,081	Radar Capital Inc. Class B Common	11,561,006	8,541,740	2.5%
1,544,236	Evolve Funds Group Inc. Class B Preferred	1,850,000	2,748,740	0.8%
3,000,000	Evolve Funds Group Inc. Class C Preferred	2,280,658	5,340,000	1.5%
719,342	Evolve Funds Group Inc. Class D Preferred	719,342	719,342	0.2%
15,259,886	Highview Financial Holdings Inc.	11,546,243	19,380,055	5.6%
5	Integrated Grain Processors Co-operative Inc. Memb.	500	500	-%
1,759,299	Integrated Grain Processors Co-operative Inc. Class E	4,486,212	4,486,212	1.3%
4,538,460	Four Lakes Capital Fund Limited Partnership	4,999,998	8,178,446	2.4%
84,012	Caldwell Growth Opportunities Fund ("CGOF") (i)	703,437	773,148	0.2%
7,000	Caldwell India Holdings Inc. ("CIHI") (ii)	152,472	38,299	-%
8,000	Urbana Mauritius Inc. ("UMI") (ii)	147,921	62,532	-%
465,381	Vive Crop Protection Inc. Class A2 Preferred	314,132	314,132	0.1%
455,671	Vive Crop Protection Inc. Class B1 Preferred	45,567	45,567	-%
6,500,000	Vive Crop Protection Inc. Class B3 Preferred	3,250,000	3,250,000	0.9%
3,250,000	Vive Crop Protection Inc. ("Vive") Warrants (iii)	-	-	-%
27,428	Kognitiv Corporation Preferred	353,000	316,547	0.1%
122,222	Kognitiv Corporation	2,404,596	1,189,148	0.4%
6,047,895	FundThrough Inc. Preferred	6,250,000	6,250,000	1.8%
2,000,000	LaurelCrest SPV III LP Class B Units	2,562,700	2,445,020	0.7%
1,750,000	Tetra Trust Company Class A Common	1,750,000	1,750,000	0.5%
500,000	Urbana Special Investment Holdings Ltd.("USIH") (iv)	3,639,065	3,381,718	1.0%
5,622	Urbana International Inc. ("UII") (v)	10,479,725	10,675,890	3.1%
	Public equity investments			
796,939	Caldwell Canadian Value Momentum Fund	15,000,000	19,460,630	5.6%
110,000	Cboe Global Markets, Inc.	3,637,004	17,260,324	5.0%
100,000	Intercontinental Exchange Group Inc.	4,153,846	14,545,972	4.2%
200,000	Citigroup Inc.	10,176,194	17,781,507	5.2%
350,000	Bank of America Corp.	4,882,387	18,822,224	5.5%
250,000	Morgan Stanley	6,933,526	30,819,293	9.0%
1,500,000	Real Matters Inc.	5,826,250	15,060,000	4.4%
5,000,000	Tamarack Valley Energy Ltd.	13,399,065	15,950,000	4.6%
118,000	AGF Management Ltd. Class B	681,797	915,680	0.3%
200,000	KKR & Co. Inc. Class A	7,516,623	15,425,166	4.5%
3,000,000	Whitecap Resources Inc.	10,531,333	21,030,000	6.1%
	Private debt investments			
3,000,000	Highview Financial Holdings Inc. (vi)	3,000,000	3,000,000	0.9%
1,000	Integrated Grain Processors Co-operative Inc. (vii)	1,000,000	1,000,000	0.3%
1,500,000	Vive Crop Protection Inc. (viii)	1,500,000	1,500,000	0.4%
	Cash	510,677	510,677	0.2%
		180,377,593	344,272,272	100.0%

(i) Urbana owns 11.41% of CGOF, which owns 5.50% of the Class B common shares of Radar Capital Inc.

(ii) CIHI and UMI, both wholly-owned subsidiaries of Urbana, formed for the purpose of holding equity shares of the Bombay Stock Exchange (the "BSE"), completed the sale of all of the BSE shares they held in early 2021. Subsequently, almost all of the sale proceeds have been repatriated to Urbana, leaving some cash in CIHI and UMI for administrative purposes. Approximately $38,000 and $63,000 in cash remain in CIHI and UMI, respectively. CIHI and UMI are being wound up.

(iii) Each Vive warrant is exercisable at $0.65 until December 31, 2021 and then at $0.75 from January 1, 2022 to December 31, 2022.

(iv) USIH, a wholly-owned subsidiary of Urbana, holds securities of publicly traded companies.

(v) UII, a wholly-owned subsidiary of Urbana, holds 5,621.5 units of Blue Ocean Technologies, LLC. Urbana also owns 100 common shares of UII, which have a nominal fair value.
(vi) Unsecured convertible promissory note maturing on June 30, 2023 with interest at 8% per annum payable quarterly. This promissory note was issued in connection with a $3 million revolving line of credit and is convertible (in whole or in part) into common shares on the maturity date at $1.07 per common share.
(vii) Debenture maturing on July 31, 2023 with interest at 7% per annum payable quarterly.
(viii) Secured convertible promissory note maturing on August 17, 2024 with interest at 10% per annum in year one, 15% per annum in year two and 20% per annum in year three. Interest is payable on maturity. The note is convertible into equity at a conversion price of 90% in year one, 85% in year two and 80% in year three of the per share price paid by purchasers if certain financing or sale events (each an "Event") occur. In the absence of an Event, upon maturity, Urbana may elect that the note be repaid in full or that the note be converted into equity at a conversion price of 80% of the per share fair market value at the time.

In addition to the investments listed above, Urbana holds 44 mining claims in Urban Township, Quebec. No mining expenditures were incurred in 2021 or 2020.

The above summary of the investment portfolio may change due to ongoing portfolio transactions. Weekly and quarterly updates are available at Urbana's website at www.urbanacorp.com.

Demand Loan Facility

Pursuant to a loan facility agreement between Urbana and a major Canadian chartered bank (the "Bank") dated February 15, 2008, as amended on March 2, 2015, the Bank provided a demand loan facility to Urbana which allowed Urbana to borrow up to $25M. On July 2, 2021, the loan facility agreement was amended and restated to allow Urbana to borrow up to $50M. Effective as of the date of the amended and restated loan facility agreement, interest is charged on the outstanding balance of the loan facility at the Bank's prime rate plus 0.25%, calculated on a daily basis and paid monthly. Previously, interest was charged at the Bank's prime rate plus 1.25%. The loan facility is secured by a general charge on Urbana's assets. Loan proceeds may be used to make additional investments and/or for general corporate purposes. As at September 30, 2021, the outstanding balance of the loan was $24.2M. The minimum and maximum amounts borrowed during 2021 Q3 were $12.1M and $30.0M respectively. As at the date of this MD&A, the Corporation has complied with all covenants, conditions and other requirements of the loan facility.

Normal Course Issuer Bid

On August 31, 2020 the Toronto Stock Exchange (the "TSX") accepted a notice of intention to conduct a normal course issuer bid from Urbana to purchase up to 3,754,840 of its own Class A shares (the "2020 NCIB"), representing 10% of the public float, pursuant to TSX rules. Purchases under the 2020 NCIB were permitted starting on September 4, 2020, and terminated on September 3, 2021. Urbana purchased and cancelled 3,738,227 Class A shares pursuant to the 2020 NCIB at an average purchase price of $2.60 per Class A share.

On August 31, 2021 the Toronto Stock Exchange (the "TSX") accepted a notice of intention to conduct a normal course issuer bid from Urbana to purchase up to 3,373,358 of its own Class A shares (the "2021 NCIB"), representing 10% of the public float, pursuant to TSX rules. Purchases under the 2021 NCIB were permitted starting on September 7, 2021, and will terminate on the earlier of September 6, 2022, the date Urbana completes its purchases pursuant to the notice of intention to conduct a normal course issuer bid filed with the TSX or the date of notice by Urbana of termination of the bid. As at September 30, 2021, Urbana had purchased and cancelled 600,000 Class A shares pursuant to the 2021 NCIB at an average purchase price of $3.30 per Class A share.

Mining Claims

Urbana has owned mineral claims in Urban Township, Quebec for a number of years. Management monitors the exploration activity in the area on an ongoing basis and may carry out exploration work on its mineral claims if and when it is deemed suitable. Urbana has received several enquiries from companies operating in the area but has not yet decided on a partner for further development. Urbana holds 44 claims in the area totaling 1,154.4 hectares (2,852.7 acres). A report which summarizes both the exploration work and results to date has been completed and will assist in determining next steps.

Urbana has incurred mining expenditures totaling $1.1M, all of which relate to periods prior to 2019. These expenditures were recorded in the financial statements of the Corporation as a loss in computing "net realized gain on sale and disposal of investments", in accordance with IFRS 6 *"Exploration for and Evaluation of Mineral Resources"*. Management has elected to expense exploration and evaluation costs related to the mineral claims as the property holds no known proven reserves or resources. Although the property has several interesting gold occurrences, there has been no ore body tonnage proven up at this time. The property is therefore still highly speculative. If ore body type tonnage is proven up in the future, and the determination has been made to move into the development phase, then future expenditures on development will be capitalized and tested for impairment. The amount of money laid out on exploration has not been material for Urbana and is expected to continue to be immaterial for the near-term.

Dividend Policy and Dividend Declared

Currently the Corporation has a dividend policy that it intends to pay a cash dividend to the shareholders as soon as practical after the end of each year. The amount of the dividend to be paid is determined each year by the Board, taking into consideration all factors that the Board deems relevant, including the performance of the Corporation's investments, the economic and market conditions, and the financial situation of the Corporation.

On January 29, 2021, the Corporation paid a cash dividend of $0.09 per share on the issued and outstanding common and Class A shares as at January 15, 2021. Pursuant to subsection 89(14) of the *Income Tax Act* of Canada (ITA) each dividend paid by Urbana qualifies as and is designated an eligible dividend for Canadian income tax purposes, as defined in subsection 89(1) of the ITA.

Outstanding Share Data

As at November 10, 2021, the Corporation has 10,000,000 common shares and 33,150,000 Class A shares outstanding.

RELATED PARTY DISCLOSURES

Caldwell Financial Ltd. ("CFL"), a company under common management with Urbana, is the parent company of CIM, which is the investment manager of Urbana, and of Caldwell Securities Ltd. ("CSL"). Urbana pays CIM investment management fees for investment management services that CIM provides to Urbana – refer to "Management Fees" below. As at September 30, 2021 Urbana had a 20% ownership interest in CFL.

CSL, a sister company of CIM and a registered broker and investment dealer, handles Urbana's portfolio transactions. The total amount of commission fees paid to CSL by Urbana in the nine month periods ended September 30, 2021 and 2020, and during the years ended December 31, 2020 and 2019, were $22,249, $55,566, $143,922 and $179,281 respectively. Commissions paid subsequent to 2019 relate solely to NCIB trades. All securities transactions conducted through CSL are reviewed by Urbana's independent directors on a quarterly basis.

Pursuant to an administrative services agreement between Urbana and CSL effective March 1, 2019 Urbana paid CSL a monthly fee of $28,702 (HST inclusive) for administrative services, including investor relations, information technology, professional corporate office, and office and conference room access for Urbana's staff, directors and officers. On April 1, 2021 the administrative services agreement was amended to increase the fee by $2,260 per month due to the increase in investor relations services performed by CSL on behalf of Urbana, resulting in a monthly fee of $30,962 (HST inclusive).

In March and April 2021 Urbana paid total fees of $16,063 to CSL for their services in respect of arranging for the transfer of private equity securities to Urbana by way of a "share transfer platform" that CSL manages.

As at September 30, 2021 Urbana owned 50% of the voting class A common shares and 68.49% of the voting class B common shares of Radar Capital Inc. ("RCI"), a private capital company. As a result, Urbana owns a total of 65.51% of the voting common shares of RCI with each class A and class B common share entitled to one vote. In February 2021, RCI repaid in full the $2.1M principal balance of the unsecured promissory note held by Urbana plus accrued interest.

As at September 30, 2021 Urbana had an 11.41% ownership interest in Caldwell Growth Opportunities Fund, which is a private equity pool managed by CIM. Urbana does not pay a management fee pursuant to the investment management and advisory agreement between Urbana and CIM (see "*Management Fees*" below), on this investment.

As at September 30, 2021 Urbana had a 9.03% ownership interest in Caldwell Canadian Value Momentum Fund, which is a mutual fund managed by CIM. Urbana pays a 0.5% per annum management fee, instead of the regular 2% per annum pursuant to the investment management and advisory agreement between Urbana and CIM (see "*Management Fees*" below), on this investment.

As at September 30, 2021 Urbana owned 49.92% of the common shares of CNSX, the operator of the CSE.

In February 2021 Urbana purchased $5.9M of common shares of Highview Financial Holdings Inc. ("HFHI") from RCI at a price per share based on the prescribed formula in the HFHI shareholders' agreement. As a result, as at September 30, 2021 Urbana had a 73.42% direct ownership interest in HFHI and RCI had a Nil ownership interest in HFHI. This shareholding allows Urbana to exercise control over the majority of HFHI's common shares. Pursuant to the HFHI amended and restated shareholders' agreement dated and effective as of December 30, 2020, Urbana has agreed that it shall not be entitled to elect a majority of the board of directors of HFHI and therefore it is not considered a subsidiary of Urbana.

As at September 30, 2021 Urbana had a receivable of $90,402 from Urbana International Inc. ("UII"), Urbana's wholly-owned subsidiary, in respect of professional fees incurred by UII.

As at September 30, 2021, there were no fees payable to related parties, other than a management fee of $600,914 payable to CIM.

During 2020, Urbana, as lender, issued loans to three directors of the Corporation, Charles A. V. Pennock, George D. Elliott and Michael B. C. Gundy. Each loan agreement provides for a revolving credit facility of up to $100,000 for each such director, which they may use for the sole purpose of purchasing Urbana shares. Interest is charged at the interest rate used by the Canada Revenue Agency to calculate taxable benefits for employees and shareholders from interest-free and low-interest loans. The securities of Urbana purchased by each director with funds advanced under each revolving credit facility are held in a broker's account as security for the loan. As at September 30, 2021, the total outstanding principal amount of such loans is $149,463, being $50,090, $26,921 and $72,452 in respect of Messrs. Elliott, Gundy and Pennock respectively. As at September 30, 2021, Messrs. Elliott, Gundy and Pennock have purchased, respectively, 19,000 Common Shares, 9,900 Common Shares, and 6,000 Common Shares and 20,000 Class A Shares, of the Corporation with funds borrowed under each respective credit facility.

MANAGEMENT FEES

Pursuant to an investment management and advisory agreement effective as of January 1, 2020, CIM is entitled to an investment management fee equal to 2.0% per annum of the market value of Urbana's investment portfolio, and, with the exception of NCIB purchases, CIM will pay a fee to CSL to cover all charges for brokerage, trade execution and other necessary investment-related services rendered directly or indirectly for the benefit of Urbana by CSL. In 2021 Q3, CIM earned $1.8M of investment management fees from Urbana (2020 Q3 - $1.4M). The investment management fees are accrued daily and were paid quarterly in arrears until April 1, 2021, when the investment management and advisory agreement was amended to change the frequency of the investment management fee payment from quarterly to monthly. As at September 30, 2021 there was an investment management fee of $600,914 payable to CIM (December 31, 2020 - $1.5M).

SUMMARY OF QUARTERLY RESULTS

The table below shows the key operating results of the Corporation for each of the eight most recently completed quarters:

	3rd Quarter 2021 ($)	**2nd Quarter 2021 ($)**	**1st Quarter 2021 ($)**	**4th Quarter 2020 ($)**
Realized gain (loss)	7,761,289	6,132,354	(2,791,871)	(358,322)
Change in unrealized gain	5,483,826	24,323,963	26,252,702	29,357,732
Dividend income	812,225	643,355	663,466	738,495
Interest income	96,439	78,076	69,868	80,554
Total expenses	2,439,739	2,224,435	2,144,406	2,202,164
Net income before income taxes	11,714,040	28,953,313	22,049,759	27,616,295
Net assets per share (beginning of period)	6.56	5.98	5.64	4.93
Net assets per share (end of period)	6.84	6.56	5.98	5.64

	3rd Quarter 2020 ($)	**2nd Quarter 2020 ($)**	**1st Quarter 2020 ($)**	**4th Quarter 2019 ($)**
Realized gain	299,738	13,991,997	7,861,268	45,457
Change in unrealized gain (loss)	3,864,600	23,142,602	(59,361,039)	40,107,536
Dividend income	804,739	648,107	879,293	848,672
Interest income	68,787	184,050	36,986	91,205
Total expenses	1,858,471	1,696,689	2,144,626	2,004,909
Net income (loss) before income taxes	3,179,393	36,270,067	(52,728,118)	15,441,490
Net assets per share (beginning of period)	4.80	4.13	5.12	4.83
Net assets per share (end of period)	4.93	4.80	4.13	5.12

The variations shown in the table above relate to the timing of investment decisions and do not reflect any general trends or seasonality.

LIQUIDITY AND CAPITAL RESOURCES

The Corporation has no significant financial or contractual obligations other than a demand loan facility with a major Canadian bank – refer to "Demand Loan Facility" above. The Corporation currently holds approximately 57% of its assets, with a fair value of approximately $205.8M, in cash and marketable securities. It has the liquidity to readily meet all of its operating expense requirements and its obligations under the loan facility.

In 2021 Q3, the Corporation did not conduct any additional financing activities. As at the date of this MD&A, the Corporation does not have any capital expenditure commitments, which the Corporation plans to fund from sources other than the existing loan facility or by liquidating some of its marketable securities.

Currently, holdings of readily marketable securities generate dividend income and can be disposed of with relative ease. Should in future the composition of its portfolio be weighted significantly more toward private investments, which do not produce income and cannot be readily sold, the Corporation may need to rely on its loan facility or issue securities to help meet its liquidity needs. There is no immediate need to rely on these liquidity sources.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the Corporation's financial statements in accordance with IFRS requires management to make estimates and exercise judgments that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses for the period. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognized in the period in which the estimates are revised and in any future period affected. The following discusses the most significant accounting judgments that Urbana has made in preparing the financial statements:

Fair value measurement of private investments

Urbana holds private investments that are not quoted in active markets and for which there may or may not be recent comparable transactions. In determining the fair value of these investments, Urbana has made significant accounting judgments and estimates. See Notes 1 and 2 of the Interim Financial Statements for more information on the fair value measurement techniques and types of unobservable inputs employed by the Corporation in its valuation of private investments.

Changes in Accounting Policies

There have been no changes in accounting policies during 2021 Q3 that affect the Corporation.

DISCLOSURE CONTROLS AND PROCEDURES ("DC&P") AND INTERNAL CONTROL OVER FINANCIAL REPORTING ("ICFR")

Urbana's management ("Management"), under the supervision of its chief executive officer ("CEO") and chief financial officer ("CFO"), is responsible for establishing and maintaining the Corporation's DC&P and ICFR (as defined in National Instrument 52-109 – *Certification of Disclosure in Issuers' Annual and Interim Filings*).

Consistent with NI 52-109, the Corporation's CEO and CFO have reviewed the design of the Corporation's DC&P and ICFR and have concluded that as at September 30, 2021 (A) the Corporation's DC&P provide reasonable assurance that (i) material information relating to the Corporation has been made known to them, particularly during the financial quarter ended September 30, 2021 and (ii) information required to be disclosed by the Corporation in its annual filings, interim filings or other reports filed or submitted by it under securities legislation has been recorded, processed, summarized and reported within the time periods specified in securities legislation; and (B) the Corporation's ICFR provides reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

There have been no changes in the Corporation's ICFR that occurred during the period beginning July 1, 2021 and ending on September 30, 2021 that have materially affected, or are reasonably likely to materially affect, the Corporation's ICFR. All control systems contain inherent limitations, no matter how well designed. As a result, Management acknowledges that the Corporation's ICFR will not prevent or detect all misstatements due to error or fraud. In addition, Management's evaluation of controls can provide only reasonable, not absolute, assurance that all control issues that may result in material misstatements, if any, have been detected.

FORWARD-LOOKING STATEMENTS

Certain information contained in this MD&A constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of the Corporation, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. Forward-looking information is often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "target", "intend", "could", "might", "should", "believe", and similar words or phrases (including negative variations) suggesting future outcomes or statements regarding an outlook. Forward-looking information in this MD&A includes, but is not limited to, statements with respect to: the Corporation's investment approach, objectives and strategy, including its focus on specific sectors; the structuring of its investments and its plans to manage its investments; the Corporation's financial performance; and its expectations regarding the performance of certain sectors.

Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information. The Corporation believes that the expectations reflected in the forward-looking information are reasonable but no assurance can be given that these expectations will prove to be correct. Some of the risks and other factors which could cause results to differ materially from those expressed in forward-looking information contained in this MD&A include, but are not limited to: the nature of the Corporation's investments; the available opportunities and competition for its investments; the concentration of its investments in certain industries and sectors; the Corporation's dependence on its management team; risks affecting the Corporation's investments; global political and economic conditions; investments by the Corporation in private issuers which have illiquid securities; management of the growth of the Corporation; exchange rate fluctuations; and other risks and factors referenced in this MD&A including under "Business Objectives And Strategies, And Risk Factors".

Although the Corporation has attempted to identify important factors that could cause actual events or results to differ materially from those described in forward-looking information, there may be other factors that cause events or results to differ from those intended, anticipated or estimated. Readers are cautioned that the foregoing list of risks and factors is not exhaustive. The forward-looking information contained in this MD&A is provided as at the date of this MD&A, based upon the opinions and estimates of management and information available to management as at the date of this MD&A, and the Corporation undertakes no obligation to update publicly or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by law. Readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.