

# URBANA CORPORATION

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the nine months ended September 30, 2024

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, 2024 (the "Interim Financial Statements") and the audited financial statements of Urbana and notes thereto for the year ended December 31, 2023 (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 and all references to "millions" within this MD&A will be described as "M" hereafter. Unless specifically referred to a particular class of shares, all references to "Shares" or "per Share" refer collectively to the Corporation's common shares (the "Common Shares") and the Corporation's non-voting Class A shares (the "Class A Shares"). This MD&A is current as of November 12, 2024. The Corporation's Audit Committee reviewed this document, and prior to its release, the Corporation's Board of Directors approved it, based on the Audit Committee's recommendation.

You can obtain information relating to the Corporation, including the Corporation's most recent 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](http://www.urbanacorp.com) or the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

### 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-IFRS MEASURES

The Corporation prepares audited annual financial statements and unaudited condensed interim financial statements in accordance with IFRS. This MD&A complements the Corporation's 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, 2024 and December 31, 2023 is presented in the following table:

	September 30, 2024	December 31, 2023
Assets (\$)	508,309,687	450,645,044
LESS Liabilities (\$)	81,148,950	76,073,772
EQUALS Net assets (\$)	427,160,737	374,571,272
DIVIDED BY Number of Shares outstanding	41,395,100	41,395,100
EQUALS Net assets per Share (\$)	10.32	9.05

Urbana publishes its net assets per Share weekly and quarterly on its website at [www.urbanacorp.com/net-asset-reports](http://www.urbanacorp.com/net-asset-reports).

*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 (determined as described above) 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 by the Corporation during the period was reinvested at a price equal to the net assets per Share at the relevant time.

The Common Shares and the Class A Shares participate equally in dividends and upon liquidation, dissolution or winding-up of Urbana. Therefore, they are treated the same for purposes of the net assets per Share calculation.

*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. (“CIM” or the “Manager”), 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 dividing one by the number of years representing the period length, and then subtracting one.

The Corporation provides the non-IFRS measures described 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, except as set forth in the above table, 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 since inception due to market volatility and other factors.

## **STRATEGY AND RISK FACTORS**

Urbana's strategy is to seek out, and invest in, private investment opportunities for capital appreciation and invest in publicly traded securities to provide growth, income and liquidity. Urbana has the scope to invest in any sector in any geographic region. There were no material changes to Urbana's investment style during the third quarter of 2024 ("2024 Q3") that affected the overall level of risk associated with an 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](http://www.urbanacorp.com) and under the Corporation's profile on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca). Risks and uncertainties that may materially affect Urbana's future performance include private entity investing risk, market fluctuations, currency risk and macroeconomic risk.

## **OVERALL PERFORMANCE AND DISCUSSION OF OPERATIONS**

Urbana's net assets per Share grew 15.5% (after tax) during the first nine months of 2024 and 6.0% during 2024 Q3. These returns are slightly below the major indices over these time frames.

More specifically, during 2024 Q3, Urbana's net assets per Share increased from \$9.74 to \$10.32, resulting in a 6.0% total return of net assets per Share. During this period the Dow Jones Industrial Average Total Return Index (in Canadian Dollars) ("DJTR Index") increased by 7.5% and the S&P/TSX Composite Total Return Index ("S&P/TSX Index") increased by 10.5%.

During the first nine months of 2024, Urbana's net assets per Share increased from \$9.05 to \$10.32, after the payment of a dividend of twelve cents (\$0.12) per Share<sup>1</sup> in January 2024, resulting in a 15.5% total return of net assets per Share. During the same period, the S&P/TSX Index increased by 17.2% and the DJTR Index increased by 16.4%.

Improvements in Urbana's public holdings over the 2024 year and 2024 Q3 came predominantly from our holdings in large U.S. financials.

Within our private component, Integrated Grain Processors Co-Operative Inc. saw a \$6.15M increase. In October 2024, the company entered into a definitive purchase and sale agreement for the sale of its business (the "Sale Transaction"). The completion of the Sale Transaction is subject to a vote by the shareholders which is scheduled to take place in mid-November. We anticipate that the required shareholders' approval will be obtained and that the net proceeds from our investment in the company will be in line with our current valuation, which has been a significant win for Urbana. This liquidity event will enable some re-allocation to public market investments and/or loan reduction.

Since inception on October 1, 2002 to September 30, 2024, Urbana's after tax net assets per share have grown at 15.2% annually compounded. This compares favorably with the CAGR of the

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<sup>1</sup> The Common Shares and the Class A Shares participate equally in dividends.

S&P/TSX Index of 9.4% and the CAGR of the DJTR Index of 10.0% for the same period.<sup>2</sup> The Corporation's long-term goal is to strive for and maintain long-term performance that exceeds the returns of the S&P/TSX Index and the DJTR Index.

During 2024 Q3 and to-date, Urbana did not purchase any Class A Shares under its Normal Course Issuer Bid ("NCIB"). Since May 2010, Urbana has purchased and cancelled a total of 46,131,220 Class A Shares under its normal course issuer bid programs and has returned \$127.1M to shareholders in the form of NCIB purchases and dividends. The number of Class A Shares outstanding as of the date of this MD&A is 31,395,100.

On balance, we have had a successful third quarter and year to date.

We remain optimistic for the balance of the year.

In 2024 Q3, dividend income was \$2.3M, up from \$2.1M in the third quarter of 2023 ("2023 Q3"). Both domestic and foreign dividends increased primarily due to increased dividend rates. In 2024 Q3, interest income amounted to \$146,245, up from \$129,710 in 2023 Q3. The increase in 2024 Q3 is due to a \$2.0M debt security held by Urbana in Highview Financial Holdings Inc., which commenced in late July 2023, as well as increased interest rates.

Urbana realized a net gain of \$43,673 from the sale and disposal of investments in 2024 Q3 (2023 Q3 - \$491,185). This gain stemmed primarily from the sale of Caldwell-Lazard CorePlus Infrastructure Fund (\$48,683) and also included a small foreign exchange loss.

Urbana recorded \$28.4M in unrealized gains in 2024 Q3 (2023 Q3 - \$64.2M). The best performers during 2024 Q3 were U.S. financials (\$12.8M), Integrated Grain Processors Co-operative Inc. (\$6.2M), Real Matters Inc. (\$4.3M), Intercontinental Exchange Group Inc. (3.0M) and Evolve Funds Group Inc. (\$1.9M). There were no notable underperformers during 2024 Q3.

During 2024 Q3, Urbana recorded net income before income taxes of \$26.9M (2023 Q3 - \$63.5M) primarily due to \$28.4M in unrealized gains on investments. Investment management fees in 2024 Q3 were \$2.8M up from \$2.2M in 2023 Q3, due to an increase in the average net assets under management. Interest expense in 2024 Q3 amounted to \$720,758, down from \$762,946 in 2023 Q3, primarily due to lower borrowing rates in 2024 Q3. Transaction costs, which typically relate to purchases under the NCIB, were not incurred in 2024 Q3 or in 2023 Q3, since no shares were purchased under the NCIB during those periods. Transaction costs in respect of all trades, excluding NCIB trades, are absorbed by CIM. Professional fees, comprised of audit fees and legal costs, were \$122,458 in 2024 Q3, up from \$68,810 in 2023 Q3, due to increased legal fees incurred in respect of special projects. Administrative expenses in 2024 Q3 were \$479,717, up from \$354,348 in 2023 Q3, primarily due to increased compensation expenses for directors and officers as well as a fee for cyber security costs. Foreign withholding tax expense in 2024 Q3 was \$108,414, up from \$99,996 in 2023 Q3, due to an increase in foreign dividends in 2024 Q3. A current income tax recovery of \$863,421, up from \$130 in 2023 Q3, was recorded in 2024 Q3 because of expenses incurred during the quarter which serve to shelter capital gains. A deferred

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<sup>2</sup> The CAGR of the indexes is calculated in the same way as the CAGR of net assets per Share since inception.

income tax expense of \$3.8M was recorded in 2024 Q3, down from \$7.9M in 2023 Q3, primarily due to reduced unrealized gains in 2024 Q3.

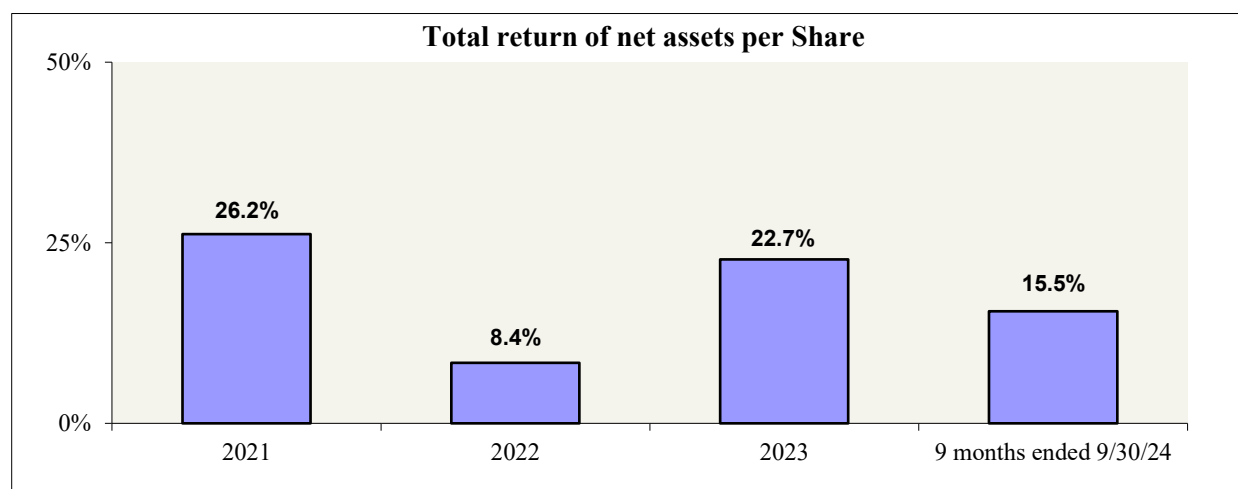
Subsequent to September 30, 2024, Urbana wrote-down its \$3M equity investment in Class B-1 preferred shares and its \$1M debt investment, plus accrued interest of \$374,907, of Kognitiv Corporation to Nil. These write-downs reflect recent developments at Kognitiv that in management’s view, have created uncertainty as to the short- or long-term viability of the company. Since there is insufficient information at this time to determine whether any recovery will be possible, management has taken a conservative approach by recording a full write-down.

### 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 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 at the time of payment.



### Summary of Investment Portfolio as at September 30, 2024

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

Number of securities	Description	Cost (\$)	Fair value (\$)	% of Portfolio Fair Value
<b>Private equity investments</b>				
13,490,878	CNSX Markets Inc.	8,228,349	80,945,268	16.0%
1,327,620	Miami International Holdings Inc.	12,257,268	18,383,870	3.6%
800,000	Caldwell Financial Ltd.	1,826,650	4,040,000	0.8%
5,000,000	Developer Capital Inc. Class B Common	500,000	500,000	0.1%
5,000,000	Developer Capital Inc. Warrants (i)	-	-	-%
2,350,000	Radar Capital Inc. Class A Common	50	-	-%
16,755,081	Radar Capital Inc. Class B Common	11,561,006	1,124,266	0.2%

1,544,236	Evolve Funds Group Inc. (“Evolve”) Class B Preferred	1,346,533	8,153,566	1.6%
3,000,000	Evolve Funds Group Inc. Class C Preferred	1,302,568	15,840,000	3.1%
771,638	Evolve Funds Group Inc. Class D Preferred	771,638	771,638	0.2%
1,195,246	EFG Management Holdings Inc. (“EFG”) Class A Common (ii)	3,597,690	6,310,899	1.2%
498,041	EFG Management Holdings Inc. Class E Common (ii)	1,462,549	2,629,657	0.5%
15,259,886	Highview Financial Holdings Inc.	11,546,243	5,798,757	1.1%
5	Integrated Grain Processors Co-operative Inc. Membership Shares	500	500	-%
16,300	Integrated Grain Processors Co-operative Inc. Class E Preferred	299,729	456,400	0.1%
2,035,266	Integrated Grain Processors Co-operative Inc. / 1000912961 Ontario Inc. Class E Preferred (iii)	50,881,650	56,987,448	11.2%
4,538,460	Four Lakes Capital Fund Limited Partnership	4,999,998	8,849,983	1.8%
465,381	Vive Crop Protection Inc. Class A2 Preferred	314,132	167,537	-%
975,337	Vive Crop Protection Inc. Class B1 Preferred	284,613	351,121	0.1%
6,500,000	Vive Crop Protection Inc. Class B3 Preferred	3,250,000	3,250,000	0.6%
2,492,279	Vive Crop Protection Inc. Class C1 Preferred	1,629,452	1,629,452	0.3%
2,144,714	Vive Crop Protection Inc. Class C2 Preferred	1,557,920	1,557,920	0.3%
688,326	Vive Crop Protection Inc. Warrants (iv)	-	-	-%
27,428	Kognitiv Corporation Class A-2 Preferred	353,000	-	-%
2,000,000	Kognitiv Corporation Class B-1 Preferred	3,000,000	3,000,000	0.6%
122,222	Kognitiv Corporation	2,404,596	-	-%
8,000,000	Kognitiv Corporation Warrants (v)	-	-	-%
480,000	Lyceum CME Inc. Class B Preferred	2,400,000	4,761,600	0.9%
408,164	Lyceum CME Inc. Class C Preferred	4,085,857	4,052,857	0.8%
6,047,895	FundThrough Inc. Class A-3 Preferred	6,250,000	6,894,600	1.4%
1,570,680	FundThrough Inc. Class A-4 Preferred	2,999,999	1,790,575	0.3%
208,290	Varo Money, Inc.	2,565,000	410,829	0.1%
7,292,930	Tetra Trust Company Class A Common	4,850,759	4,011,112	0.8%
5,622	Blue Ocean Technologies, LLC / Urbana International Inc. (vi)	10,479,725	55,290,626	10.9%
<b>Public equity investments</b>				
110,000	Cboe Global Markets, Inc.	3,637,004	30,444,604	6.0%
100,000	Intercontinental Exchange Group Inc.	4,153,846	21,701,661	4.3%
100,000	Citigroup Inc.	5,088,097	8,456,947	1.7%
350,000	Bank of America Corp.	4,882,387	18,761,994	3.7%
250,000	Morgan Stanley	6,933,526	35,205,757	6.9%
1,500,000	Real Matters Inc.	5,955,324	13,725,000	2.7%
3,701,900	Tamarack Valley Energy Ltd.	9,920,400	14,474,429	2.9%
200,000	KKR & Co. Inc. Class A	7,516,623	35,281,410	7.0%
2,435,300	Whitecap Resources Inc.	8,548,985	24,596,530	4.8%
<b>Private debt investments</b>				
3,000,000	Highview Financial Holdings Inc. (vii)	3,000,000	3,000,000	0.6%
2,000,000	Highview Financial Holdings Inc. (viii)	2,000,000	2,000,000	0.4%
1,000,000	Kognitiv Corporation (ix)	1,000,000	1,000,000	0.2%
<b>Cash</b>		380,257	380,662	0.1%
		220,023,923	506,989,474	100.0%

(i) The Developer Capital Inc. (“DevCap”) warrants were issued to Urbana in connection with Urbana’s purchase of the Class B common shares of DevCap. The entire purchase price was allocated to the Class B common shares since it was determined that the warrants had no value at the time. Each warrant entitles Urbana to purchase one Class B common share of DevCap at \$0.15 per share on or before January 31, 2029.

(ii) EFG is a holding company formed for the sole purpose of holding shares of Evolve. EFG owns a controlling interest in Evolve and is controlled by the management of Evolve.

(iii) 1000912961 Ontario Inc., a wholly-owned subsidiary of Urbana, formed for the sole purpose of holding an investment in Integrated Grain Processors Co-operative Inc. (“IGPC”), holds 2,035,266 Class E preferred shares of IGPC.

(iv) The Vive Crop Protection Inc. (“Vive”) warrants were issued to Urbana in connection with Urbana’s purchase of the Class C2 preferred shares of Vive. The entire purchase price was allocated to the Class C2 preferred shares since it was determined that the warrants had no value at the time. Each warrant entitles Urbana to purchase one Class C2 preferred share of Vive at \$0.7264 per share on or before March 31, 2029.

(v) The Kognitiv Corporation (“Kognitiv”) warrants were issued to Urbana in connection with Urbana’s purchase of the Class B-1 preferred shares of Kognitiv. The entire purchase price was allocated to the Class B-1 preferred shares since it was

determined that the warrants had no value at the time. Each warrant entitles Urbana to purchase one Class B-1 preferred share of Kognitiv at \$1.50 per share on or before November 30, 2028.

(vi) Urbana International Inc., a wholly-owned subsidiary of Urbana, formed for the sole purpose of investing in Blue Ocean Technologies, LLC (“Blue Ocean”), holds 5,621.5 units of Blue Ocean.

(vii) Unsecured convertible promissory note matured on June 30, 2024 with interest at 8% per annum payable quarterly. Subject to further arrangements being made by December 31, 2024, demand for payment will be made thereafter. This promissory note was issued in connection with a \$3M 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.

(viii) Secured promissory note matured on June 30, 2024 with interest at 8% per annum payable on maturity. Subject to further arrangements being made by December 31, 2024, demand for payment will be made thereafter.

(ix) Secured subordinated convertible note initially maturing on July 31, 2023 was extended to July 31, 2025 with interest continuing at 12% per annum payable monthly. In lieu of a monthly cash interest payment, Kognitiv made a payment-in-kind by capitalizing the interest payable on each monthly interest payment date. Subsequent to September 30, 2024 this note and the related interest accruals were written-down to Nil.

In addition to the investments listed above, Urbana holds 44 mining claims in Urban Township, Quebec. No mining expenditures were incurred in 2024 or 2023. See below under the heading “*Mining Claims*” for more information.

The above summary of the investment portfolio may change due to ongoing portfolio transactions and/or revaluation of portfolio assets. Weekly and quarterly updates are available at Urbana’s website at [www.urbanacorp.com](http://www.urbanacorp.com).

### **Demand Loan Facility**

Pursuant to a loan facility agreement between Urbana and a major Canadian chartered bank (the “Bank”) dated July 2, 2021, the Bank provides a demand loan facility to Urbana, which allows Urbana to borrow up to \$50M. 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. The loan facility is secured by a general charge on Urbana’s assets. Proceeds from the loan may be used to make additional investments and/or for general corporate purposes. As at September 30, 2024, the outstanding balance of the loan was \$41.2M. The minimum and maximum amounts borrowed during 2024 Q3 were \$40.0M and \$41.7M 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 September 4, 2024, the Toronto Stock Exchange (the “TSX”) accepted a notice of intention to conduct a normal course issuer bid (the “Notice”) from Urbana to purchase up to 3,107,404 of its own Class A Shares (the “2024 NCIB”), representing 10% of the public float, pursuant to TSX rules. Purchases under the 2024 NCIB were permitted starting on September 9, 2024, and will terminate on the earlier of September 8, 2025, the date Urbana completes its purchases pursuant to the Notice filed with the TSX, and the date of notice by Urbana of termination of the 2024 NCIB. The Class A Shares purchased under the 2024 NCIB must be cancelled. As at September 30, 2024, Urbana had not purchased any Class A Shares pursuant to the 2024 NCIB. Shareholders may obtain a copy of the Notice, free of charge, by contacting Urbana.

### **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 is expected to assist Urbana 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 mineral reserves or mineral resources. Although the property has several interesting gold occurrences, there has been no mineral resource nor mineral reserve proven up at this time. The property is therefore still highly speculative. If any mineral resource or mineral reserve 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 exploration expenditures 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 certain 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 31, 2024, the Corporation paid a cash dividend of \$0.12 per Share on the aggregate issued and outstanding Common Shares and Class A Shares as at January 17, 2024. Pursuant to subsection 89(14) of the *Income Tax Act* (Canada) (the “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 12, 2024, the Corporation has 10,000,000 Common Shares and 31,395,100 Class A Shares outstanding.

### **RELATED PARTY DISCLOSURES**

Caldwell Financial Ltd. (“CFL”), a company under common management with Urbana, is the parent company of Caldwell Securities Ltd. (“CSL”) and CIM, which is the investment manager of Urbana. Urbana pays CIM investment management fees for investment management services that CIM provides to Urbana (see below under the heading “*Management Fees*”). As at September 30, 2024 Urbana had a 20% ownership interest in CFL.

CSL, an affiliate of CIM and a registered broker and investment dealer, handles Urbana’s portfolio transactions. During the nine month periods ended September 30, 2024 and 2023 there were no commission fees paid to CSL by Urbana. The total amount of commission fees paid to CSL by Urbana during the years ended December 31, 2023 and 2022 were \$Nil and \$54,116, respectively. Commissions paid relate solely to NCIB trades.



Pursuant to an administrative services agreement between Urbana and CSL dated March 1, 2019 and as amended on April 1, 2021, January 1, 2023 and January 1, 2024, during 2024 Q3 Urbana paid CSL a monthly fee of \$39,290 (HST inclusive) for administrative services, including investor relations services, information technology services, professional corporate office services, and office and conference room access for Urbana's staff, directors and officers.

In June 2024 Urbana transferred 2,035,266 Class E preferred shares of IGPC for \$50.9M to 1000912961 Ontario Inc. (the "Sub"), a wholly-owned subsidiary of Urbana. The Sub was formed for the sole purpose of holding an investment in IGPC. Urbana paid total fees of \$287,481 (HST inclusive) to CSL for their services in respect of arranging for this transfer of private equity securities by way of a proprietary share transfer platform that CSL manages on behalf of IGPC. These fees were approved by the independent directors.

In September 2024 Urbana paid a fee of \$60,003 (HST inclusive) to CSL for its share of cyber security costs that were incurred by CSL. These fees were approved by the independent directors.

As at September 30, 2024 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. As at September 30, 2024 Urbana had a receivable of \$437 from RCI in respect of operating expenses incurred by RCI.

In July 2024 Urbana redeemed 502,073 units of Caldwell-Lazard CorePlus Infrastructure Fund ("CLCIF") for \$5.1M. As a result, as at September 30, 2024 Urbana no longer had an ownership interest in CLCIF, which is a mutual fund managed by CIM. Urbana paid a 0.95% per annum management fee on this investment pursuant to an agreement dated June 28, 2023 between Urbana and CIM, a reduction from the 2.0% per annum management fee paid to CIM (see below under the heading "*Management Fees*").

As at September 30, 2024 Urbana owned 50.03% of the common shares of CNSX Markets Inc. ("CNSX"), the operator of the Canadian Securities Exchange. Pursuant to an order by the Ontario Securities Commission dated May 12, 2023, Urbana is prohibited from nominating more than 50% of the directors of the CNSX and therefore it is not considered a subsidiary of Urbana for accounting purposes.

As at September 30, 2024 Urbana had a 73.42% ownership interest in Highview Financial Holdings Inc. ("HFHI"). Pursuant to the HFHI amended and restated shareholders' agreement effective as of December 30, 2020, Urbana is not entitled to elect a majority of the board of directors of HFHI and therefore it is not considered a subsidiary of Urbana for accounting purposes. As at September 30, 2024 Urbana held a \$3M convertible promissory note and a \$2M non-convertible promissory note from HFHI. These notes matured on June 30, 2024 and subject to further arrangements being made by December 31, 2024, demand for payment will be made thereafter.

As at September 30, 2024 Urbana had a 35.45% ownership interest in Blue Ocean through Urbana International Inc. ("UII"), its wholly-owned subsidiary. UII was formed for the sole purpose of

investing in Blue Ocean. As at September 30, 2024 Urbana had a receivable of \$147,541 from UII in respect of operating expenses incurred by UII.

As at September 30, 2024 there were no fees payable to related parties, other than a management fee of \$929,121 payable to CIM.

Prior to 2024, Urbana issued loans to three directors of the Corporation, Charles A. V. Pennock, George D. Elliott and Michael B. C. Gundy and to one officer of the Corporation, Sylvia V. Stinson. The loan agreement for each of these loans provides for a revolving credit facility of up to \$100,000 for each such person, which they may use for the sole purpose of purchasing shares of the Corporation, at the discretion of the borrower. 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 or officer with funds advanced under each revolving credit facility are held in a broker's account as security for the loan. As at September 30, 2024, the total outstanding principal amount of such loans is \$322,888, being \$92,005, \$97,321, \$72,452 and \$61,110 in respect of Messrs. Elliott, Gundy and Pennock and Ms. Stinson, respectively. As at September 30, 2024, Messrs. Elliott, Gundy and Pennock, and Ms. Stinson have purchased, respectively, 22,500 Common Shares, 29,900 Common Shares, 6,000 Common Shares and 20,000 Class A Shares, and 3,000 Common Shares and 15,000 Class A Shares of the Corporation with funds borrowed under each respective credit facility.

## MANAGEMENT FEES

Pursuant to an investment management and advisory agreement dated December 6, 2019 and as amended on April 1, 2021, 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 pays 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 2024 Q3, CIM earned \$2.8M of investment management fees from Urbana. The investment management fees are accrued daily and paid monthly in arrears. As at September 30, 2024 there was an investment management fee of \$929,121 payable to CIM.

## SUMMARY OF QUARTERLY RESULTS

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

	3 <sup>rd</sup> Quarter 2024 (\$)	2 <sup>nd</sup> Quarter 2024 (\$)	1 <sup>st</sup> Quarter 2024 (\$)	4 <sup>th</sup> Quarter 2023 (\$)
Realized gain	43,673	47,260,460	2,230	551,625
Change in unrealized gain (loss)	28,425,845	(54,121,137)	48,059,630	6,492,814
Dividend income	2,348,109	2,277,366	2,240,056	7,234,765
Interest income	146,245	144,007	143,701	147,721
Total expenses	4,101,066	4,373,867	3,949,112	3,744,892
Net income (loss) before income taxes	26,862,806	(8,813,171)	46,496,505	10,682,033
Net income (loss) before income taxes per Share	0.65	(0.21)	1.12	0.26
Net assets per Share (beginning of period)	9.74	9.92	9.05	8.80
Net assets per Share (end of period)	10.32	9.74	9.92	9.05

	3 <sup>rd</sup> Quarter 2023 (\$)	2 <sup>nd</sup> Quarter 2023 (\$)	1 <sup>st</sup> Quarter 2023 (\$)	4 <sup>th</sup> Quarter 2022 (\$)
Realized gain	491,185	490,119	245,406	308,360
Change in unrealized gain (loss)	64,169,598	(1,984,785)	7,108,020	20,041,119
Dividend income	2,120,086	1,934,650	1,169,864	1,000,042
Interest income	129,710	101,689	111,023	114,991
Total expenses	3,365,496	3,080,838	2,938,960	3,110,899
Net income (loss) before income taxes	63,545,083	(2,539,165)	5,695,353	18,353,613
Net income (loss) before income taxes per Share	1.54	(0.06)	0.14	0.44
Net assets per Share (beginning of period)	7.45	7.50	7.48	7.07
Net assets per Share (end of period)	8.80	7.45	7.50	7.48

The variations shown in the tables 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 (see above under the heading “*Demand Loan Facility*”). The Corporation currently holds approximately 42% of its assets, with a fair value of approximately \$223.5M, 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 2024 Q2, 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. If in the future the composition of the Corporation’s portfolio becomes weighted significantly more toward private investments, which may not produce income and cannot be readily sold, the Corporation may need to rely on its loan facility or issue and sell securities to help meet its liquidity needs. There is no immediate need to rely on these liquidity sources.

## OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has 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 2024 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, 2024 (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, 2024 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, 2024 and ending on September 30, 2024 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 within the meaning of applicable Canadian securities laws, which is information relating to possible events, business, operations, financial performance, condition or results of operations of the Corporation, that 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”, “schedule”, “may”, “will”, “project”, “predict”, “potential”, “target”, “intend”, “could”, “might”, “should”, “believe”, and similar words (including negative or grammatical variations) or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative connotation or grammatical variation thereof. 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, both in its public holdings and private sector holdings; the ability to achieve and maintain long-term performance; the structuring of its investments and its plans to manage its investments; the Corporation’s outlook for the equity markets; the timing for the disposition of investments and the performance of such investments, including the outcome of IGPC’s liquidation initiative and Blue Ocean’s ability to increase overnight market participation; the Corporation’s financial performance; the Corporation’s ability to manage relevant conflicts of interest; the Corporation’s plans regarding future dividends; the Corporation’s funding sources for any capital expenditure commitments; the Corporation’s ability to meet its liquidity and debt needs and potential courses of action to address any future liquidity needs; any purchases under the Corporation’s normal course issuer bid; statements related to future development or prospects of Urbana’s mineral claims, including Urbana determining the next steps with respect to such mineral claims based on the report received by Urbana; and its expectations regarding the performance of its investments and 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; fluctuations in the value of investments; the available opportunities and competition for its investments; the availability of good values in many major companies and the Corporation’s ability to realize on such values; the concentration of its investments in certain industries and sectors; the Corporation’s dependence on its management team; risks affecting the Corporation’s investments; factors affecting and fluctuations in markets; private entity investing; limited liquidity of certain assets; global political and economic conditions, including the impact of war or civil insurrection; any impact of the COVID-19 pandemic; 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 “Strategy 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. Forward-looking information and statements serve to provide information about management’s current expectations and plans and to allow investors and others to get a better understanding of the Corporation’s operating environment. 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 applicable securities laws. Readers are cautioned not to place undue reliance on forward-looking information contained in this MD&A.*