

### Management's Discussion and Analysis of Financial Condition and Results of Operations as at November 29<sup>th</sup>, 2016.

The following is management's discussion and analysis ("MD&A") of Chinook Tyee Industry Limited's (the "Company" or "Chinook") financial condition and results of operations for the nine months ended September 30<sup>th</sup>, 2016 and should be read in conjunction with the unaudited condensed consolidated financial statements and related notes for the same reporting period. The MD&A will also outline the economic operating conditions and how these influence Chinook Tyee Industry Limited's business activities.

All references herein refer to the unaudited condensed consolidated financial statements and related notes for the nine months ended September 30<sup>th</sup>, 2016 and except where otherwise indicated, all financial information is expressed in Canadian dollars ("\$"). Unless otherwise indicated, reference to the "Company" or "Chinook" means Chinook Tyee Industry Limited and its subsidiaries. The financial year is the calendar year. Reference to a "fiscal year" means the Company's year commencing on January 1<sup>st</sup> of that year and ending on December 31<sup>st</sup> of that year. For example, fiscal 2016, means the period beginning January 1<sup>st</sup>, 2016 and ending December 31<sup>st</sup>, 2016. Reference to "reported quarter" means the nine calendar months commencing on January 1<sup>st</sup> of that year and ending on September 30<sup>th</sup> of that year. In addition, reference will be made to "Notes", which refers to the Notes to the Unaudited Condensed Consolidated Financial Statements. References to Statements of "Financial Position", "Income or Loss" and "Cash Flows, refers to Unaudited Condensed Consolidated Statements of Financial Position, Comprehensive Income (Loss) and Cash Flows, respectively.

The Company files reports and other information on the System for Electronic Document Analysis and Retrieval ("SEDAR") in Canada at <u>www.sedar.com</u>. The Company's website is <u>www.chinooktyee.com</u>

#### Forward-Looking Statements

This document contains forward-looking statements. The Company's representatives may also make forward-looking statements orally from time to time.

Statements in this document that are not historical facts, including statements about the Company's beliefs and expectations, recent business and economic trends constitute forward-looking statements. Forward-looking statements include, without limitation, statements regarding the outlook for future operations, forecasts of future revenue and expenditures, market conditions, specifically the Canadian and German stock markets or other business plans. Forward-looking statements include statements regarding the intent, belief or current expectations of the Company, primarily with respect to the results of operations, financial position or cash flows of the Company.

The statements are based on current plans, estimates and projections and are subject to change. A number of factors could cause actual results to differ materially from those contained in any forward-looking statement and the Company undertakes no obligation to update publicly any changes in light of new information or future events.

Shareholders and potential investors are cautioned that any such forward-looking statements are not guarantees and involve risks and uncertainties, and that actual results may differ from those in the forward-looking statements as a result of various factors such as general economic and business conditions particularly in North America and Europe, including changes in interest rates, actions by government authorities in Canada, Germany or the European Union, including changes in government regulation, political conditions in Europe and future decisions by the Company's directors or officers in response to changing conditions, the ability to execute prospective business plans and misjudgments in the course of preparing forward-looking statements.

Material factors and assumptions underlying the Company's expectations regarding forward-looking statements include, among others: the ability of the Company to obtain financing on acceptable terms, that the Company will be able to maintain appropriate levels of liquidity in order to make investments when attractive opportunities arise, stability in the global economic environment particularly in Canada and Germany and broadly in regard to North America and the European Union, and Canadian and German interest rates and that interest rates and foreign exchange rates, particularly in regard to the Canadian dollar and Euro, will not vary materially from current levels.

Shareholders and potential investors are advised that these cautionary remarks expressly qualify in their entirety all forward-looking statements attributable to the Company or persons acting on its behalf contained in this MD&A.

## **Chinook Tyee Industry Limited**

The Company will review its forward-looking statement when it files its year-end financial results for the fiscal year ending December 31<sup>st</sup>, 2016.

This forward-looking statement dated November 29<sup>th</sup>, 2016, references CSA Staff Notice 51-330 Guidance regarding the Application of Forward-Looking Information Requirements under National Instrument 51-102 Continuous Disclosure Obligations dated November 20<sup>th</sup>, 2009.

### Accounting Policy

Financial information for the nine months ended September 30<sup>th</sup>, 2016 and 2015 presented and discussed in this MD&A is prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB")<sup>1</sup>.

The Company prepares consolidated financial statements which, in addition to Chinook as operating parent company, incorporates all material subsidiaries in which the Company is deemed to have control or influence over (IFRS 10), which includes Mercury Partners & Company plc ("MPC"). MPC and its European joint investment partner ("EJIP") equally fund and own 50% of the share capital of an investment-joint-venture, which is accounted for using the equity method of accounting<sup>2</sup> ("MPC-JV").

### The Company

Chinook is a financial service company listed on the TSX Venture Exchange ("TSXV") with total assets of approximately \$3.3-million<sup>3</sup> and 3,405,932 common shares outstanding.

Subsequent to the reporting period<sup>4</sup>, MPC-JV loans were repaid or settled in full, resulting in MPC-JV owning approximately 5% of Solidare Real Estate Holding GmbH (XETRA, Frankfurt Stock Exchange: SRH) and a majority shareholding in Taiga Atlas PLC, the holding company which has loans to a real estate development company in Dusseldorf, Germany, which have been partly repaid. Accordingly, Chinook's subsidiary MPC and EJIP's investment loan receivable<sup>5</sup> have begun to be repaid proportionately.

During the reported period, the majority of Chinook's assets included an investment loan receivable from MPC.

The status of the equity markets in Canada and Germany, in particular, the TSXV and the Frankfurt Stock Exchange, may affect the financial performance of the Company. In addition, as the Company's cash and assets are held in Euros and to a lesser extent in Canadian dollars, high annual inflation in Germany, the European Union and Canada may affect the financial performance and condition of the Company. A majority of the Company's assets have an economic interest in Germany. Therefore the fluctuation between the Canadian dollar and the Euro may affect financial performance. The economic health of the economies of Germany and the European Union may also affect the financial performance of the Company. Generally, the status of the real estate property markets in Germany and in particular Dusseldorf, Germany may affect the financial position of the Company.

Chinook is a reporting issuer in the Canadian provinces of British Columbia, Alberta, Ontario and Québec.

### Summary of Quarterly Results

The following selected financial data as reported by the Company for the past eight business quarters have been summarized from the Company's unaudited quarterly financial statements and are qualified in their entirety by reference to, and should be read in conjunction with, such financial statements.

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<sup>&</sup>lt;sup>1</sup> See Note 2, "Basis of Presentation".

<sup>&</sup>lt;sup>2</sup> See Note 3, "Significant Accounting Policies" and Note 5, "Investment Loan Receivable".

<sup>&</sup>lt;sup>3</sup> See "Statements of Financial Position".

<sup>&</sup>lt;sup>4</sup> See Note 12, "Subsequent Event".

<sup>&</sup>lt;sup>5</sup> See Note 5, "Investment Loan Receivable".

Source: CHINOOK TYEE INDUSTRY LIMITED | Management's Discussion and Analysis of Financial Condition for the quarter ended September 30<sup>th</sup>, 2016 and information contained herein as at August 29<sup>th</sup>, 2016.

# Chinook Tyee Industry Limited

	2016						2015						2014				
	(In thousands, except per share amounts)																
		Q3		Q2		Q1		Q4		Q3		Q2		Q1		<b>Q</b> 4	
Revenue	\$	-	\$	-	\$	22	\$	1	\$	-	\$	1	\$	1	\$	109	
Income (loss) attributable to owners	\$	(63)	\$	(76)	\$	(49)	\$	(244)	\$	(59)	\$	53	\$	(99)	\$	665	
Income (loss) per share attributable to owners,																	
basic and diluted	\$	(0.02)	\$	(0.02)	\$	(0.02)	\$	(0.07)	\$	(0.02)	\$	0.02	\$	(0.03)	\$	0.19	

### Liquidity and Capital Resources

The following analysis of the Company's liquidity and capital resources for the nine months ended September 30th, 2016, includes a comparison to the corresponding, comparative nine months ended September 30th, 2015.

The Company's principal sources of capital are its available cash and public financing on the TSXV. The Company believes it has sufficient cash to maintain its liquidity and does not anticipate any major expenditures or use of funds during 2016<sup>6</sup>.

The Company's principal assets<sup>7</sup> are its \$3.2-million investment loan receivable and cash of \$11,590.

As at September 30th, 2016, the Company's total debt consisted of trade and other payables of \$86,4948.

The Company's recurring cash requirements include public company expenses such as regulatory, shareholder communication and corporate governance expenses, which totaled \$17,6189 year to date and some general and administration expenses.

The statement of cash flows shows the structure of and changes in each cash and cash equivalent and is broken down into operating activities, investing activities and financing activities. The Company used cash of \$249,641 to hold cash of \$11,590 at quarter-end. Operating activities used cash of \$184,011 to finance the operating loss for the reported period. Investing activities used cash of \$34,632 due to an increase in the investment loan receivable. Other than the aforementioned, other uses and generations of cash flows from operating and investing activities did not materially affect cash flows during the reported period.

Total assets and shareholder equity declined, as a result of the comprehensive loss incurred during the reported period, to \$3.3million compared to \$3.5-million in the corresponding comparative period. Basic and diluted loss per common share attributable to owners was \$0.06 and \$0.03 for the respective periods.

### Summary of Reported Period Results

For the nine months ended September 30th, 2016.

The following analysis of the Company's operating results for the nine months ended September 30<sup>th</sup>, 2016, includes a comparison to the corresponding, comparative nine months ended September 30<sup>th</sup>, 2015.

The Company earned merchant banking fees of \$22,050 during the reported period while interest income was immaterial. Expenses of \$210,503 in the reported period did not change materially compared to the corresponding comparative period. General and administration expenses<sup>10</sup> totaled \$165,668 and included professional fees of \$35,128, office and supplies of \$48,679, rent and insurance of \$37,621 and salaries and benefits of \$44,240.

The Company reported a loss of \$188,003 compared to a loss of \$105,259 for the corresponding comparative period due to higher equity income recorded in the comparative period.

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<sup>&</sup>lt;sup>6</sup> See Note 10, "Capital Management".

<sup>&</sup>lt;sup>7</sup> See "Statements of Financial Position".

<sup>&</sup>lt;sup>8</sup> See Note 6, "Trade and Other Payables".

<sup>9</sup> See "Statements of Comprehensive Loss".

<sup>&</sup>lt;sup>10</sup> See Note 8, "General and Administration Expenses".

Source: CHINOOK TYEE INDUSTRY LIMITED | Management's Discussion and Analysis of Financial Condition for the quarter ended September 30<sup>th</sup>, 2016 and information contained herein as at August 29<sup>th</sup>, 2016.

## Summary of Quarterly Results

For the three months ended September 30<sup>th</sup>, 2016

The following analysis of the Company's operating results for the three months ended September 30<sup>th</sup>, 2016, includes a comparison to the corresponding, comparative three months ended September 30<sup>th</sup>, 2015. Income from interest and merchant banking was not a material amount while expenses of \$62,846 in the reported period did not change materially compared to the corresponding comparative period.

The Company reported a loss of \$62,795 during the reported period compared to a loss of \$58,585 during the corresponding comparative period. Basic and diluted loss per common share attributable to owners was \$0.02 for the reported periods.

## **Disclosure of Outstanding Share Data**

The Company's weighted average and shares outstanding as at the reported period were 3,405,932 common shares and no dilutive securities were either granted or issued in the past five years.

### Transactions Between Related Parties<sup>11</sup>

Chinook has a related party relationship with its subsidiaries, with shareholders who hold more than 10% of the Company shares, Executive Officers and the Company's Directors.

Accordingly, during the nine months ended September 30<sup>th</sup>, 2016, the Company paid independent board meeting and service fees of \$27,175 (2015 - \$33,266) and paid or accrued professional fees of \$22,650 (2015 - \$33,115) to its Chief Financial Officer's consulting company for accounting services.

Included in accounts payable at September 30th, 2016 is \$54,200 owing to two officers of the Company for accounting fees and expenses incurred on behalf of the Company.

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<sup>&</sup>lt;sup>11</sup> See Note 9, "Related Party Transactions".

Source: CHINOOK TYEE INDUSTRY LIMITED | Management's Discussion and Analysis of Financial Condition for the quarter ended September 30<sup>th</sup>, 2016 and information contained herein as at August 29<sup>th</sup>, 2016.