

# URBANA CORPORATION

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the three months ended June 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 six months ended June 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 August 7, 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 June 30, 2024 and December 31, 2023 is presented in the following table:

	June 30, 2024	December 31, 2023
Assets (\$)	482,086,294	450,645,044
LESS Liabilities (\$)	78,776,370	76,073,772
EQUALS Net assets (\$)	403,309,924	374,571,272
DIVIDED BY Number of Shares outstanding	41,395,100	41,395,100
EQUALS Net assets per Share (\$)	9.74	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 second quarter of 2024 ("2024 Q2") 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 experienced a slight decline in its net assets per Share during 2024 Q2 of -1.8%. This compares with a small decline in the major indices of -1.3% for the Dow Jones Industrial Average Total Return Index ("DJTR Index"), -0.3% for the DJTR Index (in Canadian dollars) and -0.5% for the S&P/TSX Composite Total Return Index ("S&P/TSX Index").

During the first half of 2024, Urbana's net assets per Share increased from \$9.05 to \$9.74, after the payment of a dividend of twelve cents (\$0.12) per Share<sup>1</sup> in January 2024, resulting in a 9.0% total return of net assets per Share. During the same period, the S&P/TSX Index increased by 6.1% and the DJTR Index (in Canadian dollars) increased by 8.2%.

Within our publicly traded component during 2024 Q2, Urbana's energy investments declined slightly and our U.S. financial holdings improved marginally with the net result being essentially flat.

The overall asset decline is attributed to our private equity component.

First, our Integrated Grain Processors Co-operative Inc. ("IGPC") shares experienced a \$3.00 per share increase from \$25.00 to \$28.00 in mid June 2024 and then a \$3.00 per share decline from \$28.00 to \$25.00 in late June 2024. This \$3.00 per share difference is essentially the spread between the bid and ask prices, so depending upon the day, a \$3.00 per share change impacts Urbana's portfolio by slightly over \$6.0M. Given negotiations are still continuing regarding IGPC's liquidity initiative and its potential sale, management does not view this volatility as a matter of concern.

Management also thought it prudent to write down Urbana's investment in Highview Financial Holdings Inc. ("Highview") by approximately \$9.6M in 2024 Q2. This was based upon both independent evaluations and the fact that profitability has been a concern. Two of Urbana's directors are also directors of Highview and they are working to improve company operations.

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

Not taken into account in 2024 Q2 is the impact of the Federal government's tax changes to capital gains because the tax legislation has not been substantially enacted. Once enacted, with an effective date of June 25, 2024, the tax rate on capital gains will increase 33.4% from 13.25% to 17.67%. This increase will impact all accrued and unrealized gains to-date, in addition to post June 25, 2024 realized gains.

If the increase does proceed, management estimates an asset write down of \$12.0M or \$0.29 per Share. This will be the result of having to write up our deferred income tax liability. It is hoped a more growth oriented government in the future might reverse this ill-advised measure.

Since inception on October 1, 2002, Urbana's after tax net assets per share have grown at 15.1% annually compounded. This compares favorably with the CAGR of the S&P/TSX Index of 9.0% and the CAGR of the DJTR Index (in Canadian dollars) of 9.7% 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 (in Canadian dollars).

During 2024 Q2 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 \$122.1M 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.

Management remains optimistic for the remainder of the year with growth being seen in our after-hours trading venue Blue Ocean Technologies, LLC and in our other private equity holdings.

In 2024 Q2, dividend income was \$2.3M, up from \$1.9M in the second quarter of 2023 ("2023 Q2"). Both domestic and foreign dividends increased due to a combination of increased dividend rates, new dividend paying securities and some entities paying dividends for the first time in 2024. In 2024 Q2, interest income amounted to \$144,007, up from \$101,689 in 2023 Q2. The increase in 2024 Q2 is due to a \$2.0M debt security held by Urbana in Highview Financial Holdings Inc., which commenced in July 2023.

Urbana realized a net gain of \$47.3M from the sale and disposal of investments in 2024 Q2 (2023 Q2 - \$490,119). This gain stemmed primarily from the sale of 2,035,266 Class E preferred shares of IGPC to 1000912961 Ontario Inc., a wholly-owned subsidiary of Urbana (\$45.9M). This sale occurred prior to June 25, 2024, the proposed effective date of the increase in the capital gains tax rate.

Urbana recorded \$54.1M in unrealized losses in 2024 Q2 (2023 Q2 - \$2.0M). \$45.9M of these unrealized losses stemmed from the sale of IGPC (as discussed above) and resulted in a shift of the gain from unrealized to realized. The best performers during 2024 Q2 were U.S. financials (\$1.6M) and Lyceum CME Inc. (\$2.4M). Some notable underperformers during 2024 Q2 were Highview (\$9.6M) and FundThrough Inc. (\$2.4M).

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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.

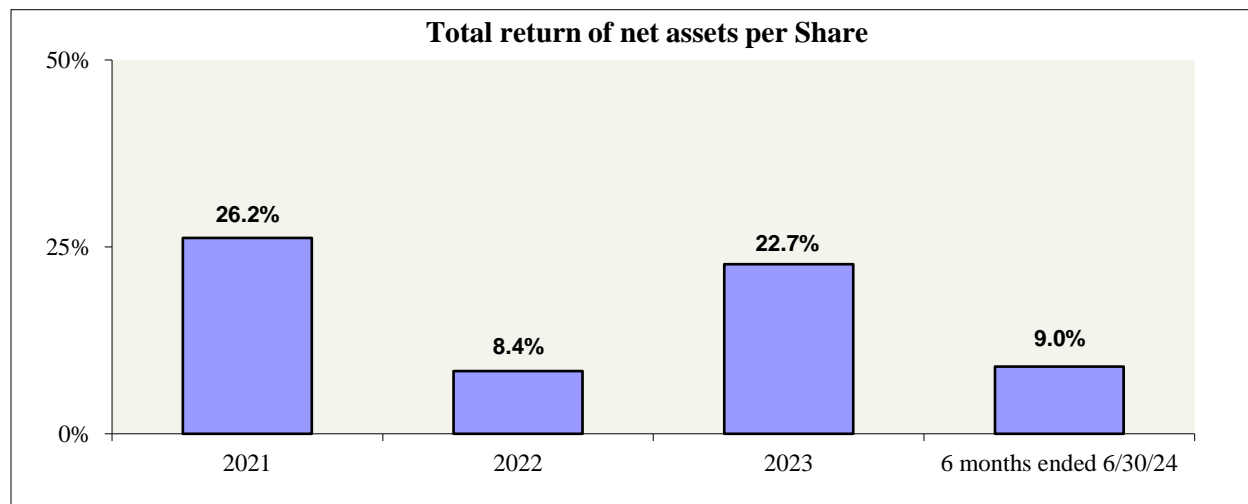
During 2024 Q2, Urbana recorded a net loss before income taxes of \$8.8M (2023 Q2 - \$2.5M) primarily due to \$54.1M in unrealized losses on investments. Investment management fees in 2024 Q2 were \$2.7M up from \$2.0M in 2023 Q2, due to an increase in the average net assets under management. Interest expense in 2024 Q2 amounted to \$855,701, up from \$638,423 in 2023 Q2, due to increased average borrowings and higher borrowing rates in 2024 Q2. Transaction costs, which typically relate to purchases under the NCIB, were not incurred in 2024 Q2 or in 2023 Q2, 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 \$67,008 in 2024 Q2, down from \$73,088 in 2023 Q2, due to reduced legal fees incurred in respect of continuous disclosure reviews, which were paid in the first quarter of 2024 and not until the second quarter of 2023. Administrative expenses in 2024 Q2 were \$721,524, up from \$338,864 in 2023 Q2, primarily due to a securities transfer fee incurred to effect potential capital gains tax savings as well as due to increased compensation expenses for directors and officers. Foreign withholding tax expense in 2024 Q2 was \$103,247, up from \$96,862 in 2023 Q2, due to an increase in foreign dividends in 2024 Q2. A current income tax expense of \$4.4M was recorded in 2024 Q2 as a result of the realization of capital gains prior to June 25, 2024 in order to benefit from the lower capital gains inclusion rate for tax during that period. A deferred income tax recovery of \$6.2M was recorded in 2024 Q2, up from a recovery of \$756,000 in 2023 Q2, primarily due to increased unrealized losses in 2024 Q2.

**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 June 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	16.8%
1,327,620	Miami International Holdings Inc.	12,257,268	18,620,650	3.9%
800,000	Caldwell Financial Ltd.	1,826,650	3,856,000	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	1,390,672	0.3%
1,544,236	Evolve Funds Group Inc. ("Evolve") Class B Preferred	1,424,050	7,752,065	1.6%
3,000,000	Evolve Funds Group Inc. Class C Preferred	1,453,162	15,060,000	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	6,000,135	1.3%
498,041	EFG Management Holdings Inc. Class E Common (ii)	1,462,549	2,500,166	0.5%
15,259,886	Highview Financial Holdings Inc.	11,546,243	6,256,553	1.3%
5	Integrated Grain Processors Co-operative Inc. Membership Shares	500	500	-%
14,000	Integrated Grain Processors Co-operative Inc. Class E Preferred	237,129	350,000	0.1%
2,035,266	Integrated Grain Processors Co-operative Inc. / 1000912961 Ontario Inc. Class E Preferred (iii)	50,881,650	50,881,650	10.6%
4,538,460	Four Lakes Capital Fund Limited Partnership	4,999,998	8,850,151	1.8%
465,381	Vive Crop Protectigon Inc. Class A2 Preferred	314,132	186,152	-%
975,337	Vive Crop Protection Inc. Class B1 Preferred	284,613	390,135	0.1%
6,500,000	Vive Crop Protection Inc. Class B3 Preferred	3,250,000	3,250,000	0.7%
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%
388,326	Vive Crop Protection Inc. Warrants (iv)	-	-	-%
27,428	Kognitiv Corporation Class A-2 Preferred	353,000	30,776	-%
2,000,000	Kognitiv Corporation Class B-1 Preferred	3,000,000	3,000,000	0.6%
122,222	Kognitiv Corporation	2,404,596	26,759	-%
8,000,000	Kognitiv Corporation Warrants (v)	-	-	-%
480,000	Lyceum CME Inc. Class B Preferred	2,400,000	4,819,200	1.0%
6,047,895	FundThrough Inc. Class A-3 Preferred	6,250,000	5,926,937	1.2%
1,570,680	FundThrough Inc. Class A-4 Preferred	2,999,999	1,539,266	0.3%
208,290	Varo Money, Inc.	2,565,000	376,218	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	56,031,451	11.7%
<b>Public equity investments</b>				
502,073	Caldwell-Lazard CorePlus Infrastructure Fund	5,020,850	5,060,345	1.1%
110,000	Choe Global Markets, Inc.	3,637,004	25,597,176	5.3%
100,000	Intercontinental Exchange Group Inc.	4,153,846	18,731,343	3.9%
100,000	Citigroup Inc.	5,088,097	8,683,549	1.8%
350,000	Bank of America Corp.	4,882,387	19,046,748	4.0%
250,000	Morgan Stanley	6,933,526	33,247,484	6.9%
1,500,000	Real Matters Inc.	5,955,324	9,420,000	2.0%
3,701,900	Tamarack Valley Energy Ltd.	9,920,400	13,808,087	2.9%
200,000	KKR & Co. Inc. Class A	7,516,623	28,801,031	6.0%
2,435,300	Whitecap Resources Inc.	8,548,985	24,377,353	5.1%
<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>		1,546,861	1,546,795	0.3%
		222,291,031	480,830,737	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 August 15, 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 August 15, 2024, demand for payment will be made thereafter.
- (ix) Secured subordinated convertible note initially maturing on July 31, 2023 has been extended to July 31, 2025 with interest continuing at 12% per annum payable monthly. In lieu of a monthly cash interest payment, Kognitiv makes a payment-in-kind by capitalizing the interest payable on each monthly interest payment date.

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. 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 June 30, 2024, the outstanding balance of the loan was \$41.7M. The minimum and maximum amounts borrowed during 2024 Q2 were \$41.7M and \$48.8M 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, 2023, 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 3,107,298 of its own Class A Shares (the “2023 NCIB”), representing 10% of the public float, pursuant to TSX rules. Purchases under the 2023 NCIB were permitted starting on September 7, 2023, and will terminate on the earlier of September 6, 2024, 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 2023 NCIB. The Class A Shares purchased under the 2023 NCIB must be cancelled. As at June 30,

2024, Urbana had not purchased any Class A Shares pursuant to the 2023 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 August 7, 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 June 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 six month periods ended June 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 Q2 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 paid total fees of \$287,481 (HST inclusive) to CSL for their services in respect of arranging for the transfer of private equity securities from Urbana to 1000912961 Ontario Inc., a wholly-owned subsidiary of Urbana, by way of a proprietary share transfer platform that CSL manages on behalf of IGPC. These fees were approved by the independent directors.

As at June 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 June 30, 2024 Urbana had a receivable of \$254 from RCI in respect of operating expenses incurred by RCI.

As at June 30, 2024 Urbana owned 42.56% of Caldwell-Lazard CorePlus Infrastructure Fund (“CLCIF”), which is a mutual fund managed by CIM. Since September 2023, Urbana has been receiving a \$20,936 monthly cash distribution from CLCIF. Urbana pays 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 June 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 June 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 June 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 August 15, 2024, demand for payment will be made thereafter.

As at June 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 June 30, 2024 Urbana had a receivable of \$118,593 from UII in respect of operating expenses incurred by UII.

As at June 30, 2024 there were no fees payable to related parties, other than a management fee of \$906,761 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 June 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 June 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 Q2, CIM earned \$2.7M of investment management fees from Urbana. The investment management fees are accrued daily and paid monthly in arrears. As at June 30, 2024 there was an investment management fee of \$906,761 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:

	2 <sup>nd</sup> Quarter 2024 (\$)	1 <sup>st</sup> Quarter 2024 (\$)	4 <sup>th</sup> Quarter 2023 (\$)	3 <sup>rd</sup> Quarter 2023 (\$)
Realized gain	47,260,460	2,230	551,625	491,185
Change in unrealized gain (loss)	(54,121,137)	48,059,630	6,492,814	64,169,598
Dividend income	2,277,366	2,240,056	7,234,765	2,120,086
Interest income	144,007	143,701	147,721	129,710
Total expenses	4,373,867	3,949,112	3,744,892	3,365,496
Net income (loss) before income taxes	(8,813,171)	46,496,505	10,682,033	63,545,083
Net income (loss) before income taxes per Share	(0.21)	1.12	0.26	1.54
Net assets per Share (beginning of period)	9.92	9.05	8.80	7.45
Net assets per Share (end of period)	9.74	9.92	9.05	8.80

	2 <sup>nd</sup> Quarter 2023 (\$)	1 <sup>st</sup> Quarter 2023 (\$)	4 <sup>th</sup> Quarter 2022 (\$)	3 <sup>rd</sup> Quarter 2022 (\$)
Realized gain	490,119	245,406	308,360	7,914
Change in unrealized gain (loss)	(1,984,785)	7,108,020	20,041,119	2,747,296
Dividend income	1,934,650	1,169,864	1,000,042	1,190,559
Interest income	101,689	111,023	114,991	110,276
Total expenses	3,080,838	2,938,960	3,110,899	2,764,272
Net income (loss) before income taxes	(2,539,165)	5,695,353	18,353,613	1,291,773
Net income (loss) before income taxes per Share	(0.06)	0.14	0.44	0.03
Net assets per Share (beginning of period)	7.50	7.48	7.07	7.02
Net assets per Share (end of period)	7.45	7.50	7.48	7.07

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 (see above under the heading “*Demand Loan Facility*”). The Corporation currently holds approximately 39% of its assets, with a fair value of approximately \$188.3M, 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 Q2 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 June 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 June 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 April 1, 2024 and ending on June 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.*