

# URBANA CORPORATION

2023

2023 ANNUAL REPORT

# Corporate Information

## **EXECUTIVE OFFICE:**

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## **TRANSFER AGENT & REGISTRAR:**

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## **AUDITOR:**

Deloitte LLP  
Bay Adelaide East  
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## **DIRECTORS AND OFFICERS OF THE COMPANY:**

Thomas S. Caldwell, C.M.  
Director, President and CEO  
Toronto, Ontario

Beth Colle  
Director  
Toronto, Ontario

George D. Elliott  
Director  
Toronto, Ontario

Michael B.C. Gundy  
Director  
Toronto, Ontario

Charles A.V. Pennock  
Director  
Toronto, Ontario

Sylvia V. Stinson  
Chief Financial Officer

Harry K. Liu  
General Counsel and Corporate Secretary

Urbana Corporation's Common Shares and Non-Voting Class A Shares are listed for trading on the Toronto Stock Exchange and the Canadian Securities Exchange.  
Ticker Symbols:  
URB (Common Shares)  
URB.A (Non-Voting Class A Shares)

Website: [www.urbanacorp.com](http://www.urbanacorp.com)

# URBANA CORPORATION

## REPORT TO SHAREHOLDERS

The broader equity markets were relatively choppy throughout the first three quarters of 2023. A few (seven) major technology companies shone during that period, leaving the majority of companies' shares in a sideways trend for much of the year.

Clearly, rising interest rates, inflation concerns, political division and geo-political crises had a muting effect on sentiment.

That all changed in the fourth quarter when the Federal Reserve Board indicated they were near the end of their rate increases. As is said, a rising tide lifts all boats with most major indices rising by double digits in the fourth quarter.

On balance, 2023 ended up being a good year for overall equity markets.

Urbana Corporation's ("Urbana") after tax net assets per share grew by 22.7% (including dividend) from \$7.48 to \$9.05 in 2023 and 15.0% since inception on October 1, 2002.

Within the publicly traded component of our portfolio, our U.S. Financial Services group provided excellent gains. Our Canadian Energy holdings were a negative drag on our numbers.

Our performance was significantly enhanced by our Private Equity investments, particularly IGPC Ethanol Inc. (division of Integrated Grain Processors Co-operative Inc. ("IGPC")), Blue Ocean Technologies, LLC ("Blue Ocean") and Evolve ETFs.

During the final quarter, we took write-downs on several of our private equity holdings such as, Highview Financial Group, FundThrough Inc., Radar Capital Inc. and Tetra Trust Company.

We view 2024 positively as we can see the potential of IGPC's liquidation initiative and Blue Ocean's increasing overnight market participation.

As Urbana holds approximately 50% of its assets in Securities Exchanges we feel it appropriate to include a portion of the Horizon Kinetics Q3 2023 Market Commentary where they speak of the results of Securities Exchanges. This, we believe will speak to our organization's rationale for these investments.

*"For a diverse array of physical assets and financial assets and activities, it is a securities exchange that gives the most asymmetrically positive exposure. Exchanges participate in almost every economic activity that becomes sufficiently large to operate on a national and global scale. They get to participate because business activity on that scale requires the ability to hedge and transact on a wholesale, transparent, and secure basis that only a centralized and regulated marketplace offers.*

*It is for this reason—as the croupiers for global financial transactions and risk control activity—that exchanges provide unparalleled participation in the overall expansion of trading activity, monetary inflation and even technological innovation. A new technology that wins the lottery-ticket odds necessary to reach critical economic mass will almost necessarily find its way into exchange activity.*

*Like a royalty company, a securities exchange is a form of croupier, always taking a share of the action without the heavy capital investment, operating risk or financial leverage that its customers take on. The exchange's value is in providing the venue and the associated data services. Which is why their profitability is exceeded only by royalty companies. The difference between the two is simply that exchanges have a higher staffing requirement: for maintaining their computer trade matching and information platforms, and for financial oversight and reporting, which includes constant interaction with regulatory agencies.”*

Geopolitically, we do hope there is not a widening of the major armed conflicts in the coming year. We do not see increasing interest rates as a great potential threat. This election year will also be a period of extreme rhetoric from all participants. The anticipated volatility should present opportunities.

I think most of us hope for political renewal in both the United States and Canada. Clearly, new management can be a significant help for our broad economy and in all of our lives.

On behalf of the Board of Directors,

A handwritten signature in cursive script that reads "Thomas S. Caldwell".

Thomas S. Caldwell, C.M.  
Chairman, Chief Executive Officer and President

March 18, 2024

*Forward-Looking Statements: Certain information contained in this Report constitutes forward-looking information, which is information relating to possible events, conditions or results of operations of Urbana, which are based on assumptions about future economic conditions and courses of action and which are inherently uncertain. All information other than statements of historical fact may be forward-looking information. For important information regarding forward-looking statements, please refer to Urbana's most recently filed MD&A under the heading "Forward-Looking Statements".*

# URBANA CORPORATION

## MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2023

This Management's Discussion and Analysis ("MD&A") supplements, but does not form part of, the audited financial statements of Urbana Corporation ("Urbana" or the "Corporation") 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 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 March 18, 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 December 31, 2023 and 2022 is presented in the following table:

	<b>December 31, 2023</b>	<b>December 31, 2022</b>
Assets (\$)	450,645,044	367,126,050
LESS Liabilities (\$)	76,073,772	57,523,862
EQUALS Net Assets (\$)	374,571,272	309,602,188
DIVIDED BY Number of Shares Outstanding	41,395,100	41,395,100
EQUALS Net assets per Share (\$)	9.05	7.48

*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 in 2023 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**

The first quarter of 2023 ("Q1") performance was mixed for Urbana as its Canadian energy holdings weakened and its U.S. financial holdings gained, in the aftermath of the collapse of Silicon Valley Bank. Urbana's net assets per Share increased from \$7.48 to \$7.50 in Q1, including a dividend of eleven cents (\$0.11) per Share<sup>1</sup> paid in January 2023, resulting in a 1.7% total return of net assets per Share.

In the second quarter of 2023 ("Q2") Urbana's total return of net assets per Share declined by 0.7% as its net assets per Share decreased from \$7.50 to \$7.45. Larger high tech companies led the market and broadly based companies fared poorly despite some strength in broader markets at the end of Q2.

The third quarter of 2023 ("Q3") was very positive for Urbana as its private holdings in Blue Ocean, Integrated Grain Growers Co-operative Inc. ("IGPC") and Evolve ETFs added significant unrealized gains to our portfolio. During this quarter, Urbana's net assets per Share increased from \$7.45 to \$8.80, resulting in an 18.1% total return of net assets per Share.

The final quarter of 2023 ("Q4") witnessed an improvement in equity markets, which may have been triggered in whole or in part by the Federal Reserve Board indicating they were near the end of their interest rate increases. Urbana's publicly traded holdings outperformed its private investments in Q4 with gains in its U.S. financials more than offsetting declines in its Canadian energy holdings. However, in Q4 several of Urbana's private holdings were written-down. In Q4, Urbana's after-tax net assets per Share increased from \$8.80 to \$9.05 or 2.8%, which is less than the Dow Jones Industrial Average Total Return Index (in Canadian Dollars) ("DJIA Index") of 10.3% and the S&P/TSX Composite Total Return Index ("S&P/TSX Index") of 8.1%.

By comparison, however, for the year ended December 31, 2023, Urbana's after-tax net assets per Share increased from \$7.48 to \$9.05 or 22.7%, including a dividend of eleven cents (\$0.11) per Share<sup>1</sup> paid in January 2023. This return was significantly greater than the DJIA Index of 13.5% and the S&P/TSX Index of 11.8% for the year.

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

On balance, 2023 ended up being a good year for the financial performance of Urbana, driven in part by the overall equity markets.

Looking into 2024, the Corporation is encouraged as it sees the potential of IGPC's liquidity initiative and Blue Ocean's increasing overnight market participation.

Urbana's long-term performance, represented by its CAGR of net assets per Share since inception on October 1, 2002 to December 31, 2023, was 15.0%. This compares favorably with the CAGR of the S&P/TSX Index of 8.9% and the CAGR of the DJIA Index of 9.5%, 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 DJIA Index.

In 2023, dividend income amounted to \$12.5M, up \$8.4M from \$4.1M in 2022. The increase in 2023 primarily relates to \$7.3M in dividends from IGPC. Distributions from IGPC in 2022 were much lower and represented a return of capital. In 2023, interest income amounted to \$490,143, a slight decrease from \$503,526 in 2022. The decrease in 2023 is primarily related to the IGPC debenture, which was redeemed early on March 31, 2023.

Urbana realized a net gain of \$1.8M from the sale of investments in 2023 (2022 - \$8.7M). The 2023 gain stemmed primarily from the disposition of Caldwell Canadian Value Momentum Fund ("CCVMF") (\$1.7M). The 2022 gain resulted primarily from the partial dispositions of the Corporation's Canadian energy holdings and CCVMF.

Urbana recorded \$75.8M in unrealized gains in 2023 (2022 - \$19.2M), with \$62.6M of gains related to private equity investments and \$13.2M of gains stemming from its public holdings. The best performers during 2023 were Blue Ocean (\$42.6M), IGPC (\$15.8M), Evolve ETFs (\$10.0M), KKR & Co. (\$9.3M) and Cboe Global Markets (\$7.2M). Partially offsetting these unrealized gains were unrealized losses in Tamarack Valley Energy (\$5.6M), Whitecap Resources (\$4.7M), Highview Financial Group (\$4.1M) and Radar Capital (\$3.0M). The 2022 unrealized gain related primarily to private equity investments (\$38.6M) with offsetting losses in public holdings (\$19.4M).

During 2023, Urbana recorded net income before income taxes of \$77.4M (2022 - \$21.5M) primarily due to \$75.8M in unrealized gains on investments. Investment management fees in 2023 were \$8.6M, an \$805,000 increase over \$7.8M in 2022, due to increased average assets under management. Interest expense in 2023 amounted to \$2.7M, up from \$1.3M in 2022 due to higher average borrowings and borrowing rates in 2023. Transaction costs, which typically relate to purchases under the normal course issuer bid ("NCIB"), were not incurred in 2023 (2022 - \$54,132), since no shares were purchased under the NCIB in 2023. Transaction costs in respect of all trades, excluding NCIB trades, are absorbed by CIM. Professional fees, comprised of audit fees and legal costs, were \$296,639 in 2023, up slightly from \$290,365 in 2022, primarily due to increased audit fees in 2023. Administrative expenses in 2023 were \$1.5M, down from \$1.6M in 2022 due primarily to reduced marketing expenses in 2023. Foreign withholding tax expense in 2023 was \$395,235, up from \$362,947 in 2022, due to an increase in foreign dividend income in

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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.



2023. A current income tax recovery in 2023 of \$156,500 stems from the carryback of capital losses to recover taxes paid in 2022. A deferred income tax expense of \$7.6M has been recorded in 2023, up from \$2.0M in 2022, primarily due to increased unrealized gains in 2023.

During 2023 and to-date, Urbana did not purchase any Class A Shares under its 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 now outstanding is 31,395,100.

### Selected Annual Information

The following table shows selected annual information about Urbana for the three most recently completed fiscal years of the Corporation:

	2023 (\$)	2022 (\$)	2021 (\$)
<b>Total revenue</b>	90,513,490	32,520,838	77,398,109
<b>Profit from continuing operations attributable to owners of the parent:</b>			
<b>Total</b>	69,522,569	18,917,077	59,994,254
<b>Per Share</b>	1.68	0.45	1.37
<b>Diluted per Share</b>	1.68	0.45	1.37
<b>Profit attributable to owners of the parent:</b>			
<b>Total</b>	69,522,569	18,917,077	59,994,254
<b>Per Share</b>	1.68	0.45	1.37
<b>Diluted per Share</b>	1.68	0.45	1.37
<b>Total assets</b>	450,645,044	367,126,050	348,099,367
<b>Total non-current financial liabilities</b>	31,996,000	24,374,000	22,331,000
<b>Cash dividends declared per Share:</b>			
Common Shares	0.11	0.10	0.09
Class A Shares	0.11	0.10	0.09

Revenue and profit levels in 2023, 2022 and 2021 were determined primarily by the unrealized and realized gains on the Corporation's investment portfolio. Variations among the years relate to the investment decisions made, market price fluctuations of securities held in Urbana's investment portfolio and changes in foreign exchange rates. There have been no changes in accounting policies during the years 2021 to 2023 that had any impact on the financial performance of the Corporation during these years (see also below under the heading "*Changes in Accounting Policies*"). There have been no discontinued operations during the years 2021 to 2023. Total assets increased during 2022 and 2023 due to increased market values of the investment portfolio. Non-current financial liabilities, namely deferred income tax liability, increased during 2022 and 2023 as a result of unrealized gains recorded in those years. Dividends amounted to \$0.09 per Share in January 2021 and increased to \$0.10 per Share in January 2022 due to improved results in 2021. A dividend of \$0.11 per Share was paid in January 2023, an increase of 10.0% over 2022, also due to improved results in 2022. In all instances, Common Shares and the Class A Shares

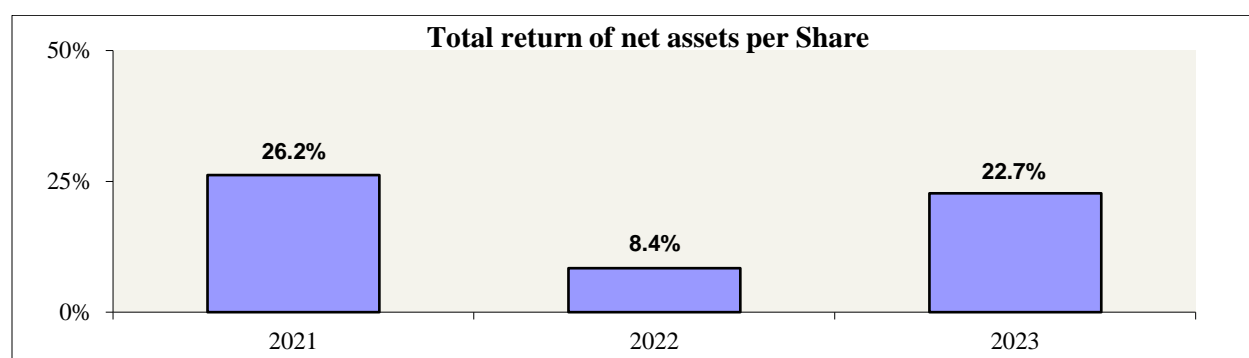
participated equally in dividends. For each of the years 2021 to 2023, the financial data has been prepared in accordance with IFRS and the Canadian Dollar has been the presentation currency.

## 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.



## Summary of Investment Portfolio as at December 31, 2023

The following data is extracted from Urbana's Annual Audited 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	18.2%
1,327,620	Miami International Holdings Inc.	12,257,268	17,943,647	4.0%
800,000	Caldwell Financial Ltd.	1,826,650	3,544,000	0.8%
2,350,000	Radar Capital Inc. Class A Common	50	-	-%
16,755,081	Radar Capital Inc. Class B Common	11,561,006	1,687,237	0.4%
1,544,236	Evolve Funds Group Inc. ("Evolve") Class B Preferred	1,579,085	6,964,504	1.6%
3,000,000	Evolve Funds Group Inc. Class C Preferred	1,754,350	13,530,000	3.0%
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 (i)	3,597,690	5,390,559	1.2%
498,041	EFG Management Holdings Inc. Class E Common (i)	1,462,549	2,246,165	0.5%
15,259,886	Highview Financial Holdings Inc.	11,546,243	15,717,682	3.6%
5	Integrated Grain Processors Co-operative Inc. Membership Shares	500	500	-%
1,972,366	Integrated Grain Processors Co-operative Inc. Class E Preferred	3,251,961	24,851,812	5.6%
4,538,460	Four Lakes Capital Fund Limited Partnership	4,999,998	8,602,261	1.9%
465,381	Vive Crop Protection 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	0.4%
768,062	Vive Crop Protection Inc. Class C2 Preferred	557,920	557,920	0.1%
27,428	Kognitiv Corporation Class A-2 Preferred	353,000	30,380	-%
2,000,000	Kognitiv Corporation Class B-1 Preferred	3,000,000	3,000,000	0.7%
122,222	Kognitiv Corporation	2,404,596	80,581	-%
8,000,000	Kognitiv Corporation Warrants (ii)	-	-	-%
480,000	Lyceum CME Inc. Class B Preferred	2,400,000	2,400,000	0.5%
6,047,895	FundThrough Inc. Class A-3 Preferred	6,250,000	8,950,885	2.0%
1,570,680	FundThrough Inc. Class A-4 Preferred	2,999,999	2,999,999	0.7%
208,290	Varo Money, Inc.	2,565,000	1,101,351	0.3%
7,292,930	Tetra Trust Company	4,850,759	4,011,111	0.9%
5,622	Blue Ocean Technologies, LLC / Urbana International Inc. ("UII") (iii)	10,479,725	53,996,503	12.2%
<b>Public equity investments</b>				
502,073	Caldwell-Lazard CorePlus Infrastructure Fund	5,020,850	5,069,884	1.1%
110,000	Cboe Global Markets, Inc.	3,637,004	25,899,414	5.8%
100,000	Intercontinental Exchange Group Inc.	4,153,846	16,934,780	3.8%
125,000	Citigroup Inc.	6,360,121	8,478,598	1.9%
350,000	Bank of America Corp.	4,882,387	15,539,042	3.5%
250,000	Morgan Stanley	6,933,526	30,739,862	6.9%
1,600,000	Real Matters Inc.	6,352,346	10,080,000	2.3%
3,772,200	Tamarack Valley Energy Ltd.	10,108,791	11,580,654	2.6%
200,000	KKR & Co. Inc. Class A	7,516,623	21,849,202	4.9%
2,500,000	Whitecap Resources Inc.	8,776,111	22,175,000	5.0%
10,000	Alibaba Group Holding Ltd. Sponsored ADR	1,217,738	1,022,047	0.2%
445,000	Crescent Point Energy Corp.	4,500,682	4,089,550	0.9%
<b>Private debt investments</b>				
3,000,000	Highview Financial Holdings Inc. (iv)	3,000,000	3,000,000	0.7%
2,000,000	Highview Financial Holdings Inc. (v)	2,000,000	2,000,000	0.5%
1,000,000	Kognitiv Corporation (vi)	1,000,000	1,000,000	0.2%
<b>Cash</b>		341,426	341,421	0.1%
		179,977,984	444,579,196	100.0%

(i) 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.

(ii) The Kognitiv Corporation ("Kognitiv") warrants were issued to Urbana in connection with Urbana's purchase of Class B-1 preferred shares of Kognitiv. The entire purchase price was allocated to the 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.

(iii) UII, 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.

(iv) Unsecured convertible promissory note initially maturing on June 30, 2023 has been extended to June 30, 2024 with interest continuing at 8% per annum payable quarterly. This promissory note was issued in connection with a \$3 million revolving line of credit and is convertible (in whole or in part) into common shares on the maturity date at \$1.07 per common share.

(v) Secured promissory note initially maturing on December 31, 2023 has been extended to June 30, 2024 with interest continuing at 8% per annum payable on maturity.

(vi) Secured subordinated convertible note initially maturing on July 31, 2023 has been extended to July 31, 2024 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 2023 or 2022. 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. Loan proceeds may be used to make additional investments and/or for general corporate purposes. As at December 31, 2023, the outstanding balance of the loan was \$42.7M. The minimum and maximum amounts borrowed during 2023 were \$32.0M and \$42.7M 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 August 31, 2022, the Toronto Stock Exchange (the “TSX”) accepted a notice of intention to conduct a normal course issuer bid from Urbana to purchase up to 3,139,548 of its own Class A Shares (the “2022 NCIB”), representing 10% of the public float, pursuant to TSX rules. Purchases under the 2022 NCIB were permitted starting on September 7, 2022 and terminated on September 6, 2023. Urbana purchased and cancelled 290,000 Class A Shares pursuant to the 2022 NCIB at an average purchase price of \$3.95 per Class A Share.

On August 31, 2023, 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 of intention to conduct a normal course issuer bid 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 December 31, 2023, 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, 2023, the Corporation paid a cash dividend of \$0.11 per Share on the issued and outstanding Common Shares and Class A Shares as at January 17, 2023. 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 March 18, 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 of 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 December 31, 2023 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. 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 and January 1, 2023, during 2023, Urbana paid CSL a monthly fee of \$37,403 (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. On January 1, 2024, the administrative services agreement was amended to increase the monthly fee by \$1,887 (HST inclusive) due to the increased costs of all services performed by CSL on behalf of Urbana. This fee increase was approved by the independent directors.

In 2023 Urbana paid total fees of \$257 to CSL for their services in respect of arranging for the transfer of private equity securities to Urbana by way of a “share transfer platform” that CSL manages on behalf of IGPC.

As at December 31, 2023 Urbana owned 50% of the voting class A common shares and 68.49% of the voting class B common shares of Radar Capital Inc. (“RCI”), a private capital company. As a result, Urbana owns a total of 65.51% of the voting common shares of RCI with each class A and class B common share entitled to one vote.

In August 2023, Urbana redeemed 84,012 units of Caldwell Growth Opportunities Fund (“CGO”) for \$524,279. As a result, as at December 31, 2023 Urbana no longer had an ownership interest in CGO, which is a private equity pool managed by CIM. Urbana did not pay a management fee on this investment (see below under the heading “*Management Fees*”).

In 2023, Urbana redeemed 715,599 units of Caldwell Canadian Value Momentum Fund (“CCVMF”) for \$15.4M. As a result, as at December 31, 2023 Urbana no longer had an ownership interest in CCVMF, which is a mutual fund managed by CIM. Urbana paid a 0.50% per annum management fee on this investment pursuant to an agreement dated July 30, 2020 between Urbana and CIM, instead of the 2.0% per annum management fee paid to CIM (see below under the heading “*Management Fees*”).

In June 2023, Urbana purchased 500,000 units of the newly created Caldwell-Lazard CorePlus Infrastructure Fund (“CLCIF”) for \$5.0M. In August 2023, Urbana received a distribution of \$20,850 that was reinvested in 2,073 units of CLCIF. As at December 31, 2023 Urbana had a 52.85% ownership interest in CLCIF, which is a mutual fund managed by CIM. 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*”).

In September 2023, Urbana purchased 10,000 common shares of CNSX Markets Inc. (“CNSX”), the operator of the Canadian Securities Exchange, for \$60,000. As at December 31, 2023 Urbana owned 50.03% of the common shares of CNSX. 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 December 31, 2023, 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 December 31, 2023, Urbana held a \$3M convertible promissory note and a \$2M non-convertible promissory note from HFHI. The initial maturity dates of these notes have been extended from June 30, 2023 and December 31, 2023, respectively, to June 30, 2024.

As at December 31, 2023, 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 December 31, 2023 Urbana had a receivable of \$116,313 from UII in respect of operating expenses incurred by UII.

As at December 31, 2023, there were no fees payable to related parties, other than a management fee of \$841,954 payable to CIM.

During 2023, Urbana, as lender, increased its loan to one director of the Corporation, George D. Elliott. Prior to 2023, 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 December 31, 2023, 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 December 31, 2023, 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 2023, CIM earned \$8.6M of investment management fees from Urbana. The investment management fees are accrued daily and paid monthly in arrears. As at December 31, 2023 there was an investment management fee of \$841,954 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:

	4 <sup>th</sup> Quarter 2023 (\$)	3 <sup>rd</sup> Quarter 2023 (\$)	2 <sup>nd</sup> Quarter 2023 (\$)	1 <sup>st</sup> Quarter 2023 (\$)
Realized gain	551,625	491,185	490,119	245,406
Change in unrealized gain (loss)	6,492,814	64,169,598	(1,984,785)	7,108,020
Dividend income	7,234,765	2,120,086	1,934,650	1,169,864
Interest income	147,721	129,710	101,689	111,023
Total expenses	3,744,892	3,365,496	3,080,838	2,938,960
Net income (loss) before income taxes	10,682,033	63,545,083	(2,539,165)	5,695,353
Net income (loss) before income taxes per Share	0.26	1.54	(0.06)	0.14
Net assets per Share (beginning of period)	8.80	7.45	7.50	7.48
Net assets per Share (end of period)	9.05	8.80	7.45	7.50

	4 <sup>th</sup> Quarter 2022 (\$)	3 <sup>rd</sup> Quarter 2022 (\$)	2 <sup>nd</sup> Quarter 2022 (\$)	1 <sup>st</sup> Quarter 2022 (\$)
Realized gain	308,360	7,914	7,637,705	763,754
Change in unrealized gain (loss)	20,041,119	2,747,296	(39,683,841)	36,119,008
Dividend income	1,000,042	1,190,559	936,473	948,923
Interest income	114,991	110,276	144,816	133,443
Total expenses	3,110,899	2,764,272	2,644,888	2,521,385
Net income (loss) before income taxes	18,353,613	1,291,773	(33,609,735)	35,443,743
Net income (loss) before income taxes per Share	0.44	0.03	(0.80)	0.83
Net assets per Share (beginning of period)	7.07	7.02	7.68	7.00
Net assets per Share (end of period)	7.48	7.07	7.02	7.68

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

#### **FOURTH QUARTER**

Realized gains of \$551,625 were generated in Q4 compared to \$491,185 in Q3. This quarter over quarter variation does not reflect any type of pattern or seasonality. Rather, variations relate to the timing of investment decisions. Similarly, variations between Q4 in 2023 and Q4 in 2022 also relate to the timing of investment decisions, which are influenced by market movements, cash flow requirements and expectations regarding the economy, the political landscape and considerations related to the specific investments held. See above under the heading “*Overall Performance and Discussion of Operations*” for additional Q4 information.

#### **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 38% of its assets, with a fair value of approximately \$186.6M, 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 2023, 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.

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 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 Annual Audited 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 2023 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 December 31, 2023, (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 year ended December 31, 2023 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.

The Corporation’s CEO and CFO have evaluated the effectiveness of the Corporation’s DC&P as at December 31, 2023 and have concluded that the Corporation’s DC&P were effective as of that date.

The Corporation’s CEO and CFO have also evaluated the effectiveness of the Corporation’s ICFR as at December 31, 2023, using the Internal Control-Integrated Framework 2013 issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and have concluded that the Corporation’s ICFR was effective as at that date.

There have been no changes in the Corporation’s ICFR that occurred during the year beginning January 1, 2023 and ending on December 31, 2023 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.*

Audited Financial Statements of

**Urbana Corporation**

December 31, 2023 and December 31, 2022

# Urbana Corporation

Audited Financial Statements  
December 31, 2023 and December 31, 2022

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## Independent Auditor's Report

To the Shareholders and the Board of Directors of  
Urbana Corporation

### Opinion

We have audited the financial statements of Urbana Corporation (the "Company"), which comprise the statements of financial position as at December 31, 2023 and 2022, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the financial statements, including material accounting policy information (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2023 and 2022, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

### Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matter

A key audit matter is a matter that, in our professional judgment, was of most significance in our audit of the financial statements for the year ended December 31, 2023. This matter was addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on this matter.

#### ***Valuation of Level 3 Investments — Refer to Notes 1 and 2 to the Financial Statements***

##### ***Key Audit Matter Description***

The Company's investment portfolio includes private investments, including securities of private issuers, ("private investments") for which reliable quotations are not readily available, or for which there is no closing bid price. Management uses various valuation methodologies with unobservable market inputs in its determination of the fair value of private investments which are outlined in Notes 1 and 2 to the financial statements. The valuation methodologies used in estimating the fair value of these private investments vary based on the specific characteristics of the private investments.

The valuation of the private investments is inherently subjective, and involves the use of significant management judgment and unobservable market inputs. As a result, the procedures related to the valuation methodologies and unobservable market inputs required a high degree of auditor judgment and increased audit effort, including the use of fair value specialists.

### *How the Key Audit Matter Was Addressed in the Audit*

Our audit procedures related to the valuation methodologies and unobservable market inputs used by management to estimate the fair value of the private investments included the following, among others:

For a sample of private investments, with the assistance of fair value specialists,

- Evaluated the appropriateness of the methodology used in the valuation of the private investments.
- Evaluated the reasonableness of any significant changes in valuation methodologies or significant unobservable market inputs.
- Reviewed relevant internal and external information, including industry information, to assess the reasonability of unobservable market inputs in instances where these inputs were more subjective.
- Developed independent fair value estimates by using private investment financial information, which was compared to agreements or underlying source documents provided to the Company by the private investments, and available market information from third party sources such as market spreads, market multiples, and leverages.
- Evaluated management's fair value estimates by comparing to subsequent transactions, taking into account changes in market or investment specific conditions, where applicable.

### Other Information

Management is responsible for the other information. The other information comprises:

- Management's Discussion and Analysis
- The information, other than the financial statements and our auditor's report thereon, in the Annual Report.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in this auditor's report. We have nothing to report in this regard.

The Annual Report is expected to be made available to us after the date of the auditor's report. If, based on the work we will perform on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact to those charged with governance.

### Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Francesco Quatrale.

The image shows a handwritten signature in black ink that reads "Deloitte LLP". The signature is written in a cursive, flowing style.

Chartered Professional Accountants

Licensed Public Accountants

March 18, 2024



# Urbana Corporation

## Statements of financial position as at December 31, 2023 and December 31, 2022

(In Canadian dollars)

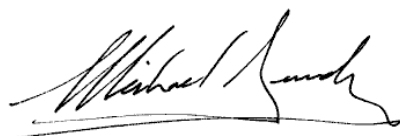
	2023	2022
	\$	\$
<b>Assets</b>		
Cash	341,421	268,579
Investments, at fair value (Note 2)	444,237,775	364,156,343
Accounts and other receivables (Notes 4 and 9)	6,065,848	2,701,128
	<b>450,645,044</b>	<b>367,126,050</b>
<b>Liabilities</b>		
Loan payable (Note 6)	42,700,000	32,000,000
Accounts payable and accrued liabilities (Note 5)	1,377,772	1,149,862
Deferred income tax liability (Note 10)	31,996,000	24,374,000
	<b>76,073,772</b>	<b>57,523,862</b>
<b>Shareholders' equity</b>		
Share capital (Note 8)	98,760,119	98,760,119
Contributed surplus	66,649,532	66,649,532
Retained earnings	209,161,621	144,192,537
Shareholders' equity representing net assets	<b>374,571,272</b>	<b>309,602,188</b>
Total liabilities and shareholders' equity	<b>450,645,044</b>	<b>367,126,050</b>
<b>Number of shares outstanding (Note 8)</b>	<b>41,395,100</b>	<b>41,395,100</b>

See accompanying notes

Approved by the Board



Director



Director

# Urbana Corporation

## Statements of comprehensive income

for the years ended December 31, 2023 and December 31, 2022

(In Canadian dollars)

	2023	2022
	\$	\$
<b>Revenue</b>		
Net realized gain on sale and disposal of investments	1,778,335	8,717,733
Net change in unrealized gain on investments	75,785,647	19,223,582
Dividends	12,459,365	4,075,997
Interest	490,143	503,526
	<b>90,513,490</b>	<b>32,520,838</b>
<b>Expenses</b>		
Investment management fees (Note 9)	8,603,805	7,798,935
Interest	2,697,919	1,279,533
Administrative (Note 9)	1,531,823	1,618,479
Transaction costs (Note 9)	-	54,132
Professional fees	296,639	290,365
	<b>13,130,186</b>	<b>11,041,444</b>
Net income before income taxes	<b>77,383,304</b>	<b>21,479,394</b>
Foreign withholding tax expense (Note 10)	395,235	362,947
Current income tax expense (recovery) (Note 10)	(156,500)	156,370
Provision for deferred income taxes (Note 10)	7,622,000	2,043,000
Income tax expense	<b>7,860,735</b>	<b>2,562,317</b>
<b>Total profit and comprehensive income for the year</b>	<b>69,522,569</b>	<b>18,917,077</b>
<b>Basic and diluted earnings per share</b>	<b>1.68</b>	<b>0.45</b>
<b>Weighted average number of shares outstanding</b>	<b>41,395,100</b>	<b>42,050,100</b>

See accompanying notes

# Urbana Corporation

## Statements of changes in equity for the years ended December 31, 2023 and December 31, 2022

(In Canadian dollars)

	Share capital	Contributed surplus	Retained earnings	Total
	\$	\$	\$	\$
Balance at January 1, 2022	103,399,782	68,164,415	129,575,481	301,139,678
Total profit and comprehensive income for the year	-	-	18,917,077	18,917,077
Dividends paid	-	-	(4,300,021)	(4,300,021)
Normal course issuer bid repurchases	(4,639,663)	(1,514,883)	-	(6,154,546)
<b>Balance at December 31, 2022</b>	<b>98,760,119</b>	<b>66,649,532</b>	<b>144,192,537</b>	<b>309,602,188</b>
<b>Balance at January 1, 2023</b>	<b>98,760,119</b>	<b>66,649,532</b>	<b>144,192,537</b>	<b>309,602,188</b>
<b>Total profit and comprehensive income for the year</b>	<b>-</b>	<b>-</b>	<b>69,522,569</b>	<b>69,522,569</b>
<b>Dividends paid</b>	<b>-</b>	<b>-</b>	<b>(4,553,485)</b>	<b>(4,553,485)</b>
<b>Balance at December 31, 2023</b>	<b>98,760,119</b>	<b>66,649,532</b>	<b>209,161,621</b>	<b>374,571,272</b>

See accompanying notes

# Urbana Corporation

## Statements of cash flows

for the years ended December 31, 2023 and December 31, 2022

(In Canadian dollars)

	2023	2022
	\$	\$
<b>Operating activities</b>		
Total profit and comprehensive income for the year	69,522,569	18,917,077
Items not affecting cash		
Net realized gain on sale and disposal of investments	(1,778,335)	(8,717,733)
Net change in unrealized gain on investments	(75,785,647)	(19,223,582)
Provision for deferred income taxes	7,622,000	2,043,000
Purchases of investments	(24,667,093)	(17,101,294)
Proceeds on sale of investments	22,149,643	28,065,550
	<b>(2,936,863)</b>	3,983,018
Net change in non-cash working capital items		
Accounts and other receivables	(3,364,720)	(2,168,135)
Accounts payable and accrued liabilities	227,910	221,173
	<b>(3,136,810)</b>	(1,946,962)
Cash provided by (used in) operating activities	<b>(6,073,673)</b>	2,036,056
<b>Financing activities</b>		
Issuance of loan payable	27,700,000	33,500,000
Repayment of loan payable	(17,000,000)	(25,200,000)
Dividends paid	(4,553,485)	(4,300,021)
Normal course issuer bid repurchases	-	(6,154,546)
Cash provided by (used in) financing activities	<b>6,146,515</b>	(2,154,567)
Net change in cash during the year	<b>72,842</b>	(118,511)
Cash, beginning of year	<b>268,579</b>	387,090
<b>Cash, end of year</b>	<b>341,421</b>	268,579
<b>Supplemental disclosure</b>		
Dividends received	7,009,832	3,625,990
Interest received	293,554	444,806
Interest paid	2,615,075	1,161,499

See accompanying notes

# Urbana Corporation

## Schedule of investment portfolio

as at December 31, 2023

(In Canadian dollars)

Number of securities	Description	Cost	Fair value
	<b>Private equity investments</b>	\$	\$
13,490,878	CNSX Markets Inc. (Note 9)	8,228,349	80,945,268
1,327,620	Miami International Holdings Inc.	12,257,268	17,943,647
800,000	Caldwell Financial Ltd. (Note 9)	1,826,650	3,544,000
2,350,000	Radar Capital Inc. Class A Common (Note 9)	50	-
16,755,081	Radar Capital Inc. Class B Common (Note 9)	11,561,006	1,687,237
1,544,236	Evolve Funds Group Inc. ("Evolve") Class B Preferred	1,579,085	6,964,504
3,000,000	Evolve Funds Group Inc. Class C Preferred	1,754,350	13,530,000
771,638	Evolve Funds Group Inc. Class D Preferred	771,638	771,638
1,195,246	EFG Management Holdings Inc. ("EFG") Class A Common (i)	3,597,690	5,390,559
498,041	EFG Management Holdings Inc. Class E Common (i)	1,462,549	2,246,165
15,259,886	Highview Financial Holdings Inc. (Note 9)	11,546,243	15,717,682
5	Integrated Grain Processors Co-operative Inc. Membership Shs	500	500
1,972,366	Integrated Grain Processors Co-operative Inc. Class E Preferred	3,251,961	24,851,812
4,538,460	Four Lakes Capital Fund Limited Partnership	4,999,998	8,602,261
465,381	Vive Crop Protection Inc. Class A2 Preferred	314,132	186,152
975,337	Vive Crop Protection Inc. Class B1 Preferred	284,613	390,135
6,500,000	Vive Crop Protection Inc. Class B3 Preferred	3,250,000	3,250,000
2,492,279	Vive Crop Protection Inc. Class C1 Preferred	1,629,452	1,629,452
768,062	Vive Crop Protection Inc. Class C2 Preferred	557,920	557,920
27,428	Kognitiv Corporation Class A-2 Preferred	353,000	30,380
2,000,000	Kognitiv Corporation Class B-1 Preferred	3,000,000	3,000,000
122,222	Kognitiv Corporation	2,404,596	80,581
8,000,000	Kognitiv Corporation Warrants (ii)	-	-
480,000	Lyceum CME Inc. Class B Preferred	2,400,000	2,400,000
6,047,895	FundThrough Inc. Class A-3 Preferred	6,250,000	8,950,885
1,570,680	FundThrough Inc. Class A-4 Preferred	2,999,999	2,999,999
208,290	Varo Money, Inc.	2,565,000	1,101,351
7,292,930	Tetra Trust Company	4,850,759	4,011,111
5,622	Blue Ocean Technologies, LLC / Urbana International Inc. ("UII") (iii) (Note 9)	10,479,725	53,996,503
		104,176,533	264,779,742
	<b>Public equity investments</b>		
502,073	Caldwell-Lazard CorePlus Infrastructure Fund (Note 9)	5,020,850	5,069,884
110,000	Cboe Global Markets, Inc.	3,637,004	25,899,414
100,000	Intercontinental Exchange Group Inc.	4,153,846	16,934,780
125,000	Citigroup Inc.	6,360,121	8,478,598
350,000	Bank of America Corp.	4,882,387	15,539,042
250,000	Morgan Stanley	6,933,526	30,739,862
1,600,000	Real Matters Inc.	6,352,346	10,080,000
3,772,200	Tamarack Valley Energy Ltd.	10,108,791	11,580,654
200,000	KKR & Co. Inc.	7,516,623	21,849,202
2,500,000	Whitecap Resources Inc.	8,776,111	22,175,000
10,000	Alibaba Group Holding Ltd. Sponsored ADR	1,217,738	1,022,047
445,000	Crescent Point Energy Corp.	4,500,682	4,089,550
		69,460,025	173,458,033
	<b>Private debt investments</b>		
3,000,000	Highview Financial Holdings Inc. (iv) (Note 9)	3,000,000	3,000,000
2,000,000	Highview Financial Holdings Inc. (v) (Note 9)	2,000,000	2,000,000
1,000,000	Kognitiv Corporation (vi)	1,000,000	1,000,000
		6,000,000	6,000,000
		179,636,558	444,237,775

# Urbana Corporation

## Schedule of investment portfolio as at December 31, 2023

(In Canadian dollars)

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- (i) 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.
- (ii) 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 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.
- (iii) Ull, 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.
- (iv) Unsecured convertible promissory note initially maturing on June 30, 2023 has been extended to June 30, 2024 with interest continuing at 8% per annum payable quarterly. This promissory note was issued in connection with a \$3 million revolving line of credit and is convertible (in whole or in part) into common shares on the maturity date at \$1.07 per common share.
- (v) Secured promissory note initially maturing on December 31, 2023 has been extended to June 30, 2024 with interest continuing at 8% per annum payable on maturity.
- (vi) Secured subordinated convertible note initially maturing on July 31, 2023 has been extended to July 31, 2024 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 2023 or 2022.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

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Urbana Corporation (“Urbana” or the “Company”) is an investment company that is not considered an investment fund for securities law purposes but is treated as an investment entity for accounting purposes.

The Company’s common shares (“Common Shares”) and non-voting class A shares (“Class A Shares”) are listed for trading on the Toronto Stock Exchange (“TSX”) and the Canadian Securities Exchange (“CSE”). Its registered head office is located at 150 King Street West, Suite 1702, Toronto, Ontario, M5H 1J9.

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.

### 1. Material accounting policy information

Effective January 1, 2023, the Company adopted the International Accounting Standard 1 – Presentation of Financial Statements (“IAS 1”) amendment with regards to disclosure of material accounting policies. This amendment did not have a material impact on these financial statements. There are no other standards, amendments to standards or interpretations that are effective for annual periods beginning on January 1, 2023 that have a material effect on the financial statements of the Company. The material accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise indicated.

#### *Basis of presentation*

These annual financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as published by the International Accounting Standards Board (“IASB”) and as required by Canadian securities legislation and the Canadian Accounting Standards Board.

The Company qualifies as an investment entity under IFRS 10 “*Consolidated Financial Statements*”.

#### *Statement of compliance*

The financial statements have been prepared on the historical cost basis, except for the revaluation of certain financial instruments. Historical cost is generally based on the fair value of the consideration given in exchange for assets.

#### *Judgments and estimates*

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions, which 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. Significant judgments and estimates included in the financial statements relate to the valuation of level 3 investments and settlement of the deferred income tax liability.

#### Classification and measurement of investments

In classifying and measuring financial instruments held by the Company, Urbana is required to make significant judgments about the Company’s business model for managing its financial instruments, and whether or not the business of the Company is to manage the financial assets with the objective of realizing cash flows through the sale of the assets for the purpose of classifying certain financial instruments at fair value through profit or loss (“FVTPL”).

#### Valuation of investments

Investments are measured at fair value in accordance with IFRS 13 “*Fair Value Measurement*”. Publicly traded securities are valued at the close price on the recognized stock exchange on which the securities are listed or principally traded, provided the close price is within the bid-ask spread.

Securities which are listed on a stock exchange or traded over-the-counter and which are subject to a hold period or other trading restrictions are valued as described above, with an appropriate discount as determined by management.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

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### 1. Material accounting policy information (continued)

Investments for which reliable quotations are not readily available, or for which there is no closing bid price, including securities of private issuers, are valued at fair value using management's best estimates. A number of valuation methodologies may be considered in arriving at fair value, including comparable company transactions, earnings multiples, the price of a recent investment, a recent arm's length transaction, net assets, discounted cash flows, industry valuation benchmarks, available market prices and formulas prescribed by applicable shareholder agreements. During the initial period after an investment has been made, cost (translated using the period end foreign currency exchange rate) may represent the most reasonable estimate of fair value. Unrealized gains and losses on investments are recognized in the Statements of comprehensive income.

The Company takes its own credit risk and the risk of its counterparties into account in determining the fair value of financial assets and financial liabilities, including derivative instruments. Management has reviewed its policies concerning valuation of assets and liabilities and believes that the fair values ascribed to the financial assets and financial liabilities in the Company's financial statements incorporate appropriate levels of credit risk.

There are inherent uncertainties in the process of valuing investments for which there are no published markets. Management uses various valuation techniques with unobservable market inputs in its determination of fair value of private investments, those most significant of which are disclosed in Note 2. Management exercises judgment in the determination of certain assumptions about market conditions existing at the date of the financial statements in the application of the chosen valuation techniques. As such, the resulting values may differ from values that would have been used had a ready market existed for the investments and may differ from the prices at which the investments may be sold.

Refer to Note 2 for the classification of the fair value measurements.

#### Mining Claims

In accordance with IFRS 6 "*Exploration for and Evaluation of Mineral Resources*", Urbana has elected to expense exploration and evaluation costs given that its mineral claims hold no known proven reserves or resources.

#### *Segmented information*

The Company is organized as one main operating segment, namely the management of the Company's investments, in order to achieve the Company's investment objectives.

#### *Functional and presentation currency*

The Company considers its functional and presentation currency to be the Canadian dollar, which is the currency of the primary economic environment in which it operates. The Company's performance is evaluated and its liquidity is managed in Canadian dollars.

#### *Foreign currency translation*

The monetary assets and liabilities of the Company are translated into Canadian dollars, the Company's functional currency, at exchange rates in effect at the date of the statement of financial position. Non-monetary items are translated at rates of exchange in effect when the assets were acquired or obligations incurred. Foreign exchange gains and losses are included in the Statements of



# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

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### 1. Material accounting policy information (continued)

comprehensive income. Purchases and sales of investments, investment income and expenses are calculated at the exchange rates prevailing on the date of the transactions.

#### *Financial instruments*

The Company's financial instruments are comprised of cash, investments, accounts and other receivables, loan payable, and accounts payable and accrued liabilities. The Company recognizes financial instruments at fair value upon initial recognition. The Company measures the expected credit loss ("ECL") allowance on accounts and other receivables at an amount equal to the 12 month expected credit losses. Given the short-term nature of accounts and other receivables and the high credit quality, the Company has determined that the ECL allowance is not material.

Investments have been classified at FVTPL with gains and losses recorded in net income. Cash, accounts and other receivables are measured at amortized cost. Loan payable and accounts payable and accrued liabilities are measured at amortized cost. The carrying values approximate their fair values due to their short-term maturities.

#### *Transaction costs*

Transaction costs are expensed as incurred and are included in "Transaction costs" in the Statements of Comprehensive Income. Transaction costs are incremental costs that are directly attributable to the acquisition or disposal of an investment, which include fees and commission paid to agents, advisors, brokers and dealers, levies by regulatory agencies and securities exchanges, and transfer taxes and duties.

#### *Deferred income taxes*

The Company accounts for deferred income taxes using the liability method, whereby deferred tax assets and liabilities are determined based on differences between the financial reporting and tax bases of assets and liabilities and measured using substantively enacted income tax rates and laws that are expected to be in effect when the differences are expected to reverse. Income tax expense for the period is the tax payable for the period and any change during the period in the deferred tax assets and liabilities. A deferred tax asset will be recognized to the extent that it is probable that it will be realized.

#### *Investment transactions and income recognition*

Investment transactions are recorded on the trade date. Dividend income is recorded on the ex-dividend date. Interest income is recorded on an accrual basis.

Realized gains and losses from investment transactions and unrealized net gain or loss on foreign exchange and investments are calculated on an average cost basis.

#### *Earnings (loss) per share*

Basic earnings per share is computed by dividing the total profit for the year by the weighted average number of Common and Class A Shares outstanding during the year, including contingently issuable shares, which are included when the conditions necessary for issuance have been met. Diluted earnings per share reflects the assumed conversion of all dilutive securities using the "treasury stock" method for purchase warrants and stock options.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 1. Material accounting policy information (continued)

#### Interests in Other Entities

The table below presents the unconsolidated subsidiaries of the Company as at December 31, 2023 and 2022:

Subsidiary's Name	Place of Business	% of Equity Interest held by Urbana	% of Voting Rights held by Urbana
Urbana International Inc. <sup>(1)</sup>	United States	100%	100%
Radar Capital Inc.	Toronto	65.51%	65.51%

<sup>(1)</sup> UII, a wholly-owned subsidiary of Urbana, holds units of Blue Ocean Technologies, LLC.

### 2. Fair value measurement

Fair value measurements of the investments are classified based on a three-level hierarchy that reflects the significance of the inputs used in making the measurements. The three levels of the fair value hierarchy are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not active or financial instruments for which all significant inputs are observable, either directly or indirectly; and

Level 3 – Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

Transfers between the levels of the fair value hierarchy are deemed to occur on the date of the event or change in circumstances that caused the transfer.

The following is a summary of the Company's investments categorized in the fair value hierarchy as at December 31, 2023:

Investments	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Public equity investments	168,388,149	5,069,884	-	173,458,033
Private equity investments	-	-	264,779,742	264,779,742
Private debt investments	-	-	6,000,000	6,000,000
<b>Total investments at FVTPL</b>	<b>168,388,149</b>	<b>5,069,884</b>	<b>270,779,742</b>	<b>444,237,775</b>

Level 2 and 3 valuation methods – December 31, 2023

Description	Fair value (\$) <sup>(1)</sup>	Primary Valuation technique used	Significant unobservable inputs	Input/Range <sup>(2)</sup>
<b>Public equity investments</b>				
Caldwell-Lazard CorePlus Infrastructure Fund	5,069,884	Net asset value per unit	Net asset value per unit	N/A

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

<b>Private equity investments</b>				
Caldwell Financial Ltd.	<b>3,544,000</b>	Prescribed formula which approximates fair value	1 x net fees plus net assets	N/A
Miami International Holdings Inc.	<b>17,943,647</b>	Market transaction	Recent transaction price	N/A
CNSX Markets Inc.	<b>80,945,268</b>	Market transaction	Recent transaction price	N/A
Highview Financial Holdings Inc.	<b>15,717,682</b>	EV as a % of AUM <sup>(3)</sup>	EV as a % of AUM	1.0%-4.0%
Four Lakes Capital Fund Limited Partnership	<b>8,602,261</b>	Net asset value per unit	Net asset value per unit	N/A
Radar Capital Inc. Class A	-	Net asset value per share	Net asset value per share	N/A
Radar Capital Inc. Class B	<b>1,687,237</b>	Net asset value per share	Net asset value per share	N/A
Evolve Funds Group Inc. Class B	<b>6,964,504</b>	EV as a % of adjusted AUM	EV as a % of adjusted AUM	0.8%-6.1% <sup>(4)</sup>
Evolve Funds Group Inc. Class C	<b>13,530,000</b>	EV as a % of adjusted AUM	EV as a % of adjusted AUM	0.8%-6.1% <sup>(4)</sup>
Evolve Funds Group Inc. Class D	<b>771,638</b>	Market transaction	Recent transaction price	N/A
EFG Management Holdings Inc. Class A	<b>5,390,559</b>	EV as a % of adjusted AUM	EV as a % of adjusted AUM	0.8%-6.1% <sup>(4)</sup>
EFG Management Holdings Inc. Class E	<b>2,246,165</b>	EV as a % of adjusted AUM	EV as a % of adjusted AUM	0.8%-6.1% <sup>(4)</sup>
Integrated Grain Processors Co-operative Inc. Membership Shares	<b>500</b>	Market transaction	Recent transaction price	N/A
Integrated Grain Processors Co-operative Inc. Class E	<b>24,851,812</b>	Market transaction	Recent transaction price	N/A
Lyceum CME Inc. Class B	<b>2,400,000</b>	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class A2	<b>186,152</b>	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class B1	<b>390,135</b>	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class B3	<b>3,250,000</b>	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class C1	<b>1,629,452</b>	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class C2	<b>557,920</b>	Market transaction	Recent transaction price	N/A
Kognitiv Corporation Class A-2	<b>30,380</b>	Market transaction	Recent transaction price	N/A
Kognitiv Corporation Class B-1	<b>3,000,000</b>	Market transaction	Recent transaction price	N/A
Kognitiv Corporation	<b>80,581</b>	Average EV/revenue multiple	Average EV/revenue multiple	LTM:1.8-9.5 <sup>(5)</sup> NTM:1.6-7.2 <sup>(5)</sup>

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

Kognitiv Corporation Warrants	-	Market transaction	Recent transaction price	N/A
FundThrough Inc. Class A-3	8,950,885	Average EV/LTM revenue/net interest income (NII) multiple	Average EV/LTM revenue/net interest income (NII) multiple	Rev:1.6-16.2 <sup>(6)</sup> NII:1.6-12.3 <sup>(6)</sup>
FundThrough Inc. Class A-4	2,999,999	Market transaction	Recent transaction price	N/A
Varo Money, Inc.	1,101,351	Market transaction	Recent transaction price	N/A
Tetra Trust Company	4,011,111	Market transaction	Recent transaction price	N/A
Blue Ocean/Urbana International Inc.	53,996,503	Market transaction	Recent transaction price	N/A
<b>Private debt investments</b>				
Highview Financial Holdings Inc.	3,000,000	Face value	N/A	N/A
Highview Financial Holdings Inc.	2,000,000	Face value	N/A	N/A
Kognitiv Corporation	1,000,000	Face value	N/A	N/A
<b>Ending balance</b>	<b>275,849,626</b>			

<sup>(1)</sup> See Note 1 – Valuation of investments

<sup>(2)</sup> Where it is applicable, an input or range has been provided

<sup>(3)</sup> Enterprise value as a percentage of assets under management

<sup>(4)</sup> Enterprise value as a percentage of adjusted assets under management: 2.77%.

<sup>(5)</sup> Last twelve months enterprise value/revenue: 6.0x. Next twelve months enterprise value/revenue: 5.0x.

<sup>(6)</sup> Last twelve months enterprise value/revenue: 4.7. Last twelve months enterprise value/NII: 5.3x.

The following is a summary of the Company's investments categorized in the fair value hierarchy as at December 31, 2022:

Investments	Level 1	Level 2	Level 3	Total
	\$	\$	\$	\$
Public equity investments	151,352,502	14,839,811	-	166,192,313
Private equity investments	-	-	192,964,030	192,964,030
Private debt investments	-	-	5,000,000	5,000,000
<b>Total investments at FVTPL</b>	<b>151,352,502</b>	<b>14,839,811</b>	<b>197,964,030</b>	<b>364,156,343</b>

Level 2 and 3 valuation methods – December 31, 2022

Description	Fair value (\$) <sup>(1)</sup>	Primary Valuation technique used	Significant unobservable inputs	Input/Range <sup>(2)</sup>
<b>Public equity investments</b>				
Caldwell Canadian Value Momentum Fund	14,839,811	Net asset value per unit	Net asset value per unit	N/A

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

<b>Private equity investments</b>				
Caldwell Financial Ltd.	3,168,000	Prescribed formula which approximates fair value	1 x net fees plus net assets	N/A
Miami International Holdings Inc.	14,318,916	Average EV/revenue multiple	Average EV/revenue multiple	LTM:3.8-19.6 <sup>(3)</sup> NTM:7.9-18.5 <sup>(4)</sup>
CNSX Markets Inc.	80,885,268	Market transaction	Recent transaction price	N/A
Caldwell Growth Opportunities Fund	627,958	Net asset value per unit	Net asset value per unit	N/A
Highview Financial Holdings Inc.	19,837,852	EV as a % of AUM <sup>(5)</sup>	EV as a % of AUM	1.0%-4.0%
Four Lakes Capital Fund Limited Partnership	8,142,469	Net asset value per unit	Net asset value per unit	N/A
Radar Capital Inc. Class A	-	Net asset value per share	Net asset value per share	N/A
Radar Capital Inc. Class B	4,681,370	Net asset value per share	Net asset value per share	N/A
Evolve Funds Group Inc. Class B	4,648,150	Market transaction	Recent transaction price	N/A
Evolve Funds Group Inc. Class C	9,030,000	Market transaction	Recent transaction price	N/A
Evolve Funds Group Inc. Class D	771,638	Market transaction	Recent transaction price	N/A
EFG Management Holdings Inc. Class A	3,597,690	Market transaction	Recent transaction price	N/A
EFG Management Holdings Inc. Class E	1,499,103	Market transaction	Recent transaction price	N/A
Integrated Grain Processors Co-operative Inc. Membership Shares	500	Market transaction	Recent transaction price	N/A
Integrated Grain Processors Co-operative Inc. Class E	8,906,046	Market transaction	Recent transaction price	N/A
Lyceum CME Inc. Class B	1,900,000	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class A2	314,132	EV/LTM revenue multiple	EV/LTM revenue multiple	2.5-4.0 <sup>(6)</sup>
Vive Crop Protection Inc. Class B1	209,609	Market transaction	Recent transaction price	N/A
Vive Crop Protection Inc. Class B3	3,250,000	EV/LTM revenue multiple	EV/LTM revenue multiple	2.5-4.0 <sup>(6)</sup>
Vive Crop Protection Inc. Class C1	1,629,452	EV/LTM revenue multiple	EV/LTM revenue multiple	2.5-4.0 <sup>(6)</sup>
Kognitiv Corporation Class A-2	253,827	Market transaction	Recent transaction price	N/A
Kognitiv Corporation	145,732	Average EV/revenue multiple	Average EV/revenue multiple	LTM:1.4-8.5 <sup>(7)</sup> NTM:1.3-6.1 <sup>(7)</sup>

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

FundThrough Inc. Class A-3	9,132,322	Average EV/LTM revenue/net interest income (NII) multiple	Average EV/LTM revenue/net interest income (NII) multiple	Rev:2.0-5.7 <sup>(8)</sup> NII:2.6-14.5 <sup>(8)</sup>
Varo Money, Inc.	2,615,046	Market transaction	Recent transaction price	N/A
Tetra Trust Company	1,995,000	Market transaction	Recent transaction price	N/A
Urbana International Inc.	11,403,950	Market transaction	Recent transaction price	N/A
<b>Private debt investments</b>				
Highview Financial Holdings Inc.	3,000,000	Face value	N/A	N/A
Integrated Grain Processors Co-operative Inc.	1,000,000	Face value	N/A	N/A
Kognitiv Corporation	1,000,000	Face value	N/A	N/A
Ending balance	212,803,841			

<sup>(1)</sup> See Note 1 – Valuation of investments

<sup>(2)</sup> Where it is applicable, an input or range has been provided

<sup>(3)</sup> Last twelve months enterprise value/revenue: 11.4x

<sup>(4)</sup> Next twelve months enterprise value/revenue: 11.9x

<sup>(5)</sup> Enterprise value as a percentage of assets under management

<sup>(6)</sup> Last twelve months enterprise value/revenue: 3.0x

<sup>(7)</sup> Last twelve months enterprise value/revenue:4.5x. Next twelve months enterprise value/revenue:3.7x.

<sup>(8)</sup> Last twelve months enterprise value/revenue: 3.5x. Last twelve months enterprise value/NII: 6.2x.

#### Change in valuation methodology

During 2023, the Company changed the primary valuation technique for Miami International Holdings Inc. from a methodology based on EV/revenue multiples to a methodology based on a recent market transaction since a recent market transaction was more suitable in determining fair value. Also during 2023, the Company changed the primary valuation technique for the Class A2, B3 and C1 preferred shares of Vive Crop Protection Inc. (“Vive”) from a methodology based on an EV/revenue multiple to a methodology based on recent market transactions since recent market transactions were more suitable in determining fair value. Lastly during 2023, the Company changed the primary valuation technique for the Class B and C preferred shares of Evolve Funds Group Inc. and for the Class A and E common shares of EFG Management Holdings Inc. from a methodology based on a recent market transaction to a methodology based on EV as a % of adjusted AUM as there was no recent market transaction.

During 2022, the Company changed the primary valuation technique for Miami International Holdings Inc. from a methodology based on a recent market transaction to a methodology based on an EV/revenue multiple as there was no recent market transaction. In the absence of a recent transaction, the EV/revenue multiple methodology was more suitable in determining fair value. Also during 2022, the Company changed the primary valuation technique for the Class B and Class C preferred shares of Evolve Funds Group Inc. from a methodology based on EV as a % of AUM to a methodology based on a recent market transaction since a recent market transaction was more suitable in determining fair value. Lastly during 2022, the Company changed the primary valuation technique for the Class B1 preferred shares of Vive from a methodology based on an EV/revenue multiple to a methodology based on a recent market transaction since a recent market transaction was more suitable in determining fair value.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

During the years ended December 31, 2023 and 2022 the reconciliations of investments measured at fair value using unobservable inputs (Level 3) are presented as follows:

December 31, 2023			
	Private equity investments	Private debt investments	Total
	\$	\$	\$
Beginning balance	192,964,030	5,000,000	197,964,030
Change in unrealized gain	62,569,721	-	62,569,721
Purchases	9,949,428	2,000,000	11,949,428
Sales	(703,437)	(1,000,000)	(1,703,437)
Ending balance	264,779,742	6,000,000	270,779,742

December 31, 2022			
	Private equity investments	Private debt investments	Total
	\$	\$	\$
Beginning balance	147,135,692	5,500,000	152,635,692
Change in unrealized gain	38,589,530	-	38,589,530
Purchases	7,238,808	1,000,000	8,238,808
Sales	-	(1,500,000)	(1,500,000)
Ending balance	192,964,030	5,000,000	197,964,030

### Sensitivity analysis to significant changes in unobservable inputs within the Level 3 hierarchy

The significant unobservable inputs used in the fair value measurement categorized within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at December 31, 2023 and 2022 are shown below:

Level 3 valuation methods – December 31, 2023

Description	Input	Sensitivity used <sup>(1)</sup>	Effect on fair value (\$)
Private equity investments	1 x net fees plus net assets	10%	354,400
	Recent transaction price	10%	19,806,587
	Net asset value	10%	1,028,950
	EV as a % of AUM – Highview	1%	7,477,347
	EV as a % of adjusted AUM – Evolve, EFG	10%	2,806,885
	Average EV/LTM_NTM revenue multiple – Kognitiv	10%	62,853
	Average EV/LTM revenue/NII multiple – FundThrough	10%	846,705
	Face value	10%	600,000
Private debt investments			600,000
Total			32,983,727

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 2. Fair value measurement (continued)

Level 3 valuation methods - December 31, 2022

Description	Input	Sensitivity used <sup>(1)</sup>	Effect on fair value (\$)
Private equity investments	1 x net fees plus net assets	10%	316,800
	Recent transaction price	10%	12,771,583
	Net asset value	10%	1,345,180
	EV as a % of assets under mgt. – Highview	1%	8,545,535
	Average EV/LTM_NTM revenue multiple – Kognitiv, Miami	10%	1,495,393
	EV/LTM revenue multiple - Vive <sup>(2)</sup>	2.4%	1,461,256
	Average EV/LTM revenue/Nil multiple - FundThrough	10%	967,663
	Face value	10%	500,000
Private debt investments			
Total			27,403,409

<sup>(1)</sup> The sensitivity analysis refers to a percentage or multiple added or deducted from the input and the effect this has on the fair value while all other variables were held constant.

<sup>(2)</sup> The sensitivity has been performed on the total equity price given the valuation approach takes into account that the preferred shares have liquidation preference to the common shares. Based on the sensitivity performed, there is sufficient equity value to support Urbana's holdings in the respective preferred share classes.

During 2023 and 2022, there were no transfers into/out of Level 1, Level 2 or Level 3 investments.

### 3. Financial instruments and risk management

The Company's activities expose it to a variety of financial risks. Management seeks to minimize potential adverse effects of these risks on the Company's performance by employing professional, experienced portfolio advisors, and through daily monitoring of the Company's position and market events.

#### *Credit risk*

Credit risk represents the potential loss that the Company would incur if the counterparties failed to perform in accordance with the terms of their obligations to the Company. The Company maintains all of its cash at its custodian or in overnight deposits with a Canadian chartered bank. All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal, as delivery of securities sold is only made once the broker has received payment. Payment is made on a purchase once the securities have been received by the broker. The trade will fail if either party fails to meet its obligation. As at December 31, 2023, the Company held \$6,000,000 (December 31, 2022 – \$5,000,000) in debt instruments. The fair value of the debt instruments includes a consideration of the credit worthiness of the debt issuer and the security provided against the outstanding amount. The carrying amounts of debt instruments and other assets, as disclosed in the statements of financial position, represent the maximum credit exposure. The Company measures credit risk and lifetime ECLs related to accounts and other receivables using historical analysis and forward looking information in determining the ECLs.



# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 3. Financial instruments and risk management (continued)

#### Liquidity risk

Liquidity risk is the risk that the Company may not be able to settle or meet its obligation when due. The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Company can be required to pay.

<b>December 31, 2023</b>				
<b>Financial Liabilities</b>	<b>Due on demand</b>	<b>&lt; 3 months</b>	<b>3 months to 1 year</b>	<b>Total</b>
	\$	\$	\$	\$
Loan payable	42,700,000	-	-	42,700,000
Accounts payable and accrued liabilities	-	1,377,772	-	1,377,772
	<b>42,700,000</b>	<b>1,377,772</b>	<b>-</b>	<b>44,077,772</b>

<b>December 31, 2022</b>				
<b>Financial Liabilities</b>	<b>Due on demand</b>	<b>&lt; 3 months</b>	<b>3 months to 1 year</b>	<b>Total</b>
	\$	\$	\$	\$
Loan payable	32,000,000	-	-	32,000,000
Accounts payable and accrued liabilities	-	1,149,862	-	1,149,862
	<b>32,000,000</b>	<b>1,149,862</b>	<b>-</b>	<b>33,149,862</b>

Liquidity risk is managed by investing in assets that are traded in an active market and can be readily sold or by borrowing under its credit facility (Note 6). The Common Shares and Class A Shares cannot be redeemed by shareholders. The Company endeavors to maintain sufficient liquidity to meet its expenses.

#### Currency risk

Currency risk arises from financial instruments that are denominated in a currency other than the Canadian dollar. The Company is exposed to the risk that the value of securities denominated in other currencies will fluctuate due to changes in exchange rates. When the value of the Canadian dollar falls in relation to foreign currencies, then the value of foreign investments rise. When the value of the Canadian dollar rises, the value of foreign investments falls.

The table below indicates the currencies to which the Company had significant exposure as at December 31, 2023 and 2022:

	<b>December 31, 2023</b>	December 31, 2022
Currency	<b>As a % of net assets</b>	As a % of net assets
	%	%
United States Dollar	<b>51.77</b>	41.30

As at December 31, 2023, the Company's net assets would have decreased or increased by approximately \$9,695,674 (2022 - \$6,394,016) in response to a 5% appreciation or depreciation of the Canadian dollar, with all other variables held constant. In practice, the actual results may differ materially.

#### Interest rate risk

Interest rate risk arises on interest-bearing financial assets such as cash and debt securities held and on financial liabilities such as loan payable. The Company is exposed to the risk that the value of interest-bearing financial instruments will fluctuate due to changes in the prevailing levels of market interest rates. The Company's interest income and expense are positively correlated to interest rates in that rising interest rates increase both the interest income and expense while the reverse is true in a declining interest rate environment.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 3. Financial instruments and risk management (continued)

The table below summarizes the Company's exposure to interest rate risks by remaining term to maturity.

<b>As at December 31, 2023</b>	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Cash	341,421	-	-	-	341,421
Financial asset – debt	6,000,000	-	-	-	6,000,000
Loan payable	(42,700,000)	-	-	-	(42,700,000)
	<b>(36,358,579)</b>	-	-	-	<b>(36,358,579)</b>

<b>As at December 31, 2022</b>	<b>Less than 1 year</b>	<b>1 to 3 years</b>	<b>3 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	\$	\$	\$	\$	\$
Cash	268,579	-	-	-	268,579
Financial asset – debt	5,000,000	-	-	-	5,000,000
Loan payable	(32,000,000)	-	-	-	(32,000,000)
	<b>(26,731,421)</b>	-	-	-	<b>(26,731,421)</b>

As at December 31, 2023, had prevailing interest rates increased or decreased by 1%, with all other variables held constant, the net assets would have decreased or increased by approximately \$315,144 (2022 - \$221,043). In practice, the actual results may differ materially.

#### *Other market risk*

Other market risk is the risk that the value of financial instruments will fluctuate as a result of changes in market prices (other than those arising from interest rate risk or currency risk), whether caused by factors specific to an individual investment, its issuer, or all factors affecting all instruments traded in a market or market segment. All securities present a risk of loss of capital. Any equity and derivative instrument that the Company may hold is susceptible to market price risk arising from uncertainties about future prices of the instruments. Management moderates this risk through a careful selection of securities and other financial instruments within the parameters of the investment strategy. The maximum risk resulting from financial instruments is equivalent to their fair value.

The most significant exposure for the Company to other price risk arises from its investment in publicly and privately traded securities. As at December 31, 2023, for publicly traded securities, had the prices on the respective stock exchanges for these securities increased or decreased by 10%, with all other variables held constant, net assets would have increased or decreased, respectively, by approximately \$17,345,803 (2022 - \$ 16,619,231) or approximately 4.63% (2022 – 5.37%) of total net assets. In practice, the actual results may differ materially. Management is unable to meaningfully quantify any correlation of the price of its privately owned equities to changes in a benchmark index.

#### *Capital management*

Management manages the capital of the Company which consists of the net assets, in accordance with the Company's investment objectives. The Company is not subject to any capital requirements imposed by a regulator. The Company must comply with the covenants on the loan payable (Note 6).

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 4. Accounts and other receivables

Accounts and other receivables consist of the following:

	2023	2022
	\$	\$
Dividends and distributions	5,236,050	2,122,072
Interest	390,597	194,008
Loans	322,888	280,973
Due from subsidiary	116,313	104,075
	<b>6,065,848</b>	<b>2,701,128</b>

### 5. Accounts payable and accrued liabilities

Accounts payable and accrued liabilities consist of the following:

	2023	2022
	\$	\$
Investment management fees (Note 9)	841,954	672,495
Professional fees	205,041	237,346
Loan interest	258,185	175,341
Administrative fees	61,400	53,900
Other	11,192	10,780
	<b>1,377,772</b>	<b>1,149,862</b>

### 6. Loan payable

Pursuant to a loan facility agreement between the Company and a major Canadian bank (the "Bank") dated July 2, 2021, the Bank provides a demand loan facility to the Company which allows Urbana to borrow up to \$50,000,000. 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 the Company's assets. Proceeds from the loan may be used to make additional investments and/or for general corporate purposes. As at December 31, 2023, the outstanding balance of the loan was \$42,700,000 (2022 - \$32,000,000) which is the fair value of the loan. During the year ended December 31, 2023, the minimum amount borrowed was \$32,000,000 (2022 - \$19,400,000) and the maximum amount borrowed was \$42,700,000 (2022 - \$35,000,000). As at December 31, 2023 and 2022, the Company has complied with all covenants, conditions and other requirements of the loan facility.

### 7. 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 holds 44 claims in the area totaling 1,154.4 hectares (2,852.7 acres). A report which summarizes both the exploration work and results to date has been completed and will assist in determining next steps. In accordance with IFRS 6 "*Exploration for and Evaluation of Mineral Resources*", Urbana has elected to expense exploration and evaluation costs given that its mineral claims hold no known proven reserves or resources. Urbana has incurred costs totaling \$1,146,119, all of which were incurred prior to 2019. These costs have been expensed as incurred and recorded as a loss in net realized gain on sale and disposal of investments.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 8. Share capital

As at December 31, 2023 and 2022 share capital consists of the following:

	Year ended December 31, 2023		Year ended December 31, 2022	
	Number	Amount (\$)	Number	Amount (\$)
<i>Authorized</i>				
Preferred Shares	Unlimited	N/A	Unlimited	N/A
Common Shares	Unlimited	N/A	Unlimited	N/A
Class A Shares	Unlimited	N/A	Unlimited	N/A
<i>Issued - Common Shares</i>				
Balance, beginning of year	10,000,000	7,998,893	10,000,000	7,998,893
Issued during the year	-	-	-	-
Balance, end of year	10,000,000	7,998,893	10,000,000	7,998,893
<i>Issued - Class A Shares</i>				
Balance, beginning of year	31,395,100	90,761,226	33,000,000	95,400,889
Normal course issuer bid repurchases during the year	-	-	(1,604,900)	(4,639,663)
Balance, end of year	31,395,100	90,761,226	31,395,100	90,761,226
Total	41,395,100	98,760,119	41,395,100	98,760,119

The Common Shares and Class A Shares have the same rights, preferences and restrictions in payment of dividends and upon liquidation, dissolution or winding up, and have been classified as equity in these financial statements as the holders of these shares have no contractual rights that would require the Company to redeem the shares.

On August 31, 2023, the TSX accepted Urbana's notice of intention to conduct a normal course issuer bid to purchase up to 3,107,298 of its own Class A Shares (the "NCIB"), representing 10% of the public float, pursuant to TSX rules. Purchases under the 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 of intention to conduct a normal course issuer bid filed with the TSX, and the date of notice by Urbana of termination of the bid. Purchases are to be made on the open market by Urbana through the facilities of the TSX or the CSE in accordance with the rules and policies of the TSX. The price that Urbana may pay for any such shares is to be the market price of such shares on the TSX or the CSE at the time of acquisition. The Class A Shares purchased under the NCIB must be cancelled. Urbana is not to purchase on any given day, in the aggregate, more than 2,441 Class A Shares ("Daily Restriction"), being 25% of the average daily volume for the most recently completed six months prior to the filing of the NCIB with the TSX, which is 9,765 Class A Shares, calculated in accordance with the TSX rules. Notwithstanding the Daily Restriction, Urbana may make one purchase of more than the Daily Restriction in any given week in accordance with the TSX's block purchase rules. As at December 31, 2023, Urbana has not purchased any Class A Shares pursuant to the NCIB. Pursuant to the previous normal course issuer bid that terminated on September 6, 2023, Urbana purchased and cancelled 290,000 Class A Shares at an average price of \$3.95 per share.

### 9. Related party disclosures

Caldwell Financial Ltd. ("CFL"), a company under common management with Urbana, is the parent company of Caldwell Securities Ltd. ("CSL") and of Caldwell Investment Management Ltd. ("CIM"), which is the investment manager of Urbana. Urbana pays CIM investment management fees for investment management services that CIM provides to Urbana. As at December 31, 2023 and 2022, 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. In 2023, the total commission fees paid to CSL by Urbana amounted to \$Nil (2022 – \$54,116), which was incurred in connection with the NCIB and was included in transaction costs.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

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### 9. Related party disclosures (continued)

Pursuant to an administrative services agreement dated April 1, 2021 and as amended on January 1, 2023, in 2023 Urbana paid CSL \$448,836 (2022 - \$371,544) 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 addition, in 2022 Urbana paid CSL \$45,200 in respect of two special projects that were undertaken by CSL on behalf of Urbana. These costs were included in administrative expenses. On January 1, 2023 and January 1, 2024, the administrative services agreement was amended to increase the monthly fee by \$6,441 and \$1,887, respectively, due to the increased costs of all services performed by CSL on behalf of Urbana. These fee increases and the fees for the special projects were approved by the independent directors.

In February 2023 Urbana paid total fees of \$257 (2022 - \$3,308) to CSL for their services in respect of arranging for the transfer of private equity securities to Urbana by way of a "share transfer platform" that CSL manages on behalf of Integrated Grain Processors Co-operative Inc.

As at December 31, 2023 and 2022 Urbana owned 50% of the voting class A common shares and 68.49% of the voting class B common shares of Radar Capital Inc. ("RCI"), a private capital company. As a result, Urbana owns a total of 65.51% of the voting common shares of RCI with each class A and class B common share entitled to one vote.

In August 2023, Urbana redeemed 84,012 units of Caldwell Growth Opportunities Fund ("CGO") for \$524,279. As a result, as at December 31, 2023 Urbana no longer had an ownership interest in CGO (December 31, 2022 – 11.47%), which is a private equity pool managed by CIM. Urbana did not pay a management fee, as described in the management fee paragraph below, on this investment.

In 2023 and 2022, Urbana redeemed 715,599 and 189,837 units, respectively, of Caldwell Canadian Value Momentum Fund ("CCVMF") for \$15,365,143 and \$4,300,000, respectively. As a result, as at December 31, 2023 Urbana no longer had an ownership interest in CCVMF (2022 – 7.40%), which is a mutual fund managed by CIM. Urbana paid a 0.5% per annum management fee on this investment pursuant to an agreement dated July 30, 2020 between Urbana and CIM, a reduction from the 2.0% per annum management fee paid to CIM, as described in the management fee paragraph below.

In June 2023 Urbana purchased 500,000 units of the newly created Caldwell-Lazard CorePlus Infrastructure Fund ("CLCIF") for \$5,000,000. In August 2023 Urbana received a distribution of \$20,850 that was reinvested into 2,073 units of CLCIF. As at December 31, 2023 Urbana had a 52.85% ownership interest (2022 – Nil) in CLCIF, which is a mutual fund managed by CIM. 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, as described in the management fee paragraph below.

Pursuant to an investment management and advisory agreement dated December 6, 2019 and effective as of January 1, 2020, CIM is entitled to an investment management fee equal to 2.0% per annum of the market value of Urbana's investment portfolio, and, with the exception of NCIB purchases, CIM 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 2023, CIM earned \$8,603,805 of investment management fees from Urbana (2022 - \$7,798,935). The investment management fees are accrued daily and paid monthly in arrears. As at December 31, 2023 there was an investment management fee payable included in accounts payable and accrued liabilities of \$841,954 to CIM (December 31, 2022 – \$672,495).

In September 2023 and December 2022, Urbana purchased 10,000 and 20,000 common shares, respectively, of CNSX Markets Inc. ("CNSX"), the operator of the CSE, for \$60,000 and \$120,000, respectively. As at December 31, 2023 Urbana owned 50.03% (December 31, 2022 – 49.99%) of the common shares of CNSX. 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.

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

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### 9. Related party disclosures (continued)

As at December 31, 2023 and 2022 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 December 31, 2023 Urbana held a \$3,000,000 convertible promissory note and a \$2,000,000 non-convertible promissory note from HFHI (2022 - \$3,000,000). The initial maturity dates of these notes have been extended from June 30, 2023 and December 31, 2023, respectively, to June 30, 2024.

As at December 31, 2023 Urbana had a 35.45% ownership interest (2022 – 37.31%) in Blue Ocean Technologies, LLC ("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 December 31, 2023 Urbana had a receivable of \$116,313 (2022 - \$104,075) from UII in respect of operating expenses incurred by UII.

In 2023, the remuneration of key management personnel (including directors), which included salaries and short-term benefits, was \$657,441 (2022 - \$630,195).

Urbana has issued loans to certain of its directors and officers in connection with their purchase of securities of the Company. The loan agreements provide for a revolving credit facility of up to \$100,000 for each such person. Interest is charged at the interest rate specified by the Canada Revenue Agency for loans of this nature. The securities of the Company purchased by each person with funds advanced under the revolving credit facility are held in a broker's account as security for the loan. As at December 31, 2023 the total principal amount of the loans outstanding, which is included in accounts and other receivables, is \$322,888 (2022 - \$280,973).

All related party transactions are recorded at their exchange amounts.

### 10. Income taxes

The Company's provision for income taxes for the years ended December 31, 2023 and 2022 is summarized as follows:

	2023	2022
	\$	\$
Net income before income taxes	<b>77,383,304</b>	21,479,394
Expected taxes payable at future rates - 26.5%	<b>20,506,576</b>	5,692,039
Income tax effect of the following:		
Non-taxable portion of realized capital gains	<b>(235,629)</b>	(1,666,611)
Non-taxable portion of unrealized capital gains	<b>(10,041,598)</b>	(2,547,125)
Non-taxable dividends	<b>(2,589,067)</b>	(438,933)
Foreign withholding tax expense	<b>395,235</b>	362,947
Adjustment to prior year's tax balance	<b>11,772</b>	1,010,144
Current income tax expense (recovery)	<b>(156,500)</b>	156,370
Other	<b>(30,054)</b>	(6,514)
<b>Income tax expense</b>	<b>7,860,735</b>	2,562,317

# Urbana Corporation

## Notes to the financial statements

for the years ended December 31, 2023 and December 31, 2022

### 10. Income taxes (continued)

The income tax expense is represented as follows:

	2023	2022
	\$	\$
Provision for deferred income taxes	7,622,000	2,043,000
Current income tax expense (recovery)	(156,500)	156,370
Foreign withholding tax expense	395,235	362,947
<b>Income tax expense</b>	<b>7,860,735</b>	<b>2,562,317</b>

The components of the Company's deferred income tax liability are as follows:

	December 31, 2023	December 31, 2022
	\$	\$
Resource deductions available in perpetuity	(7,242)	(7,682)
Unrealized capital gains on investments	36,087,342	25,970,890
Non-capital loss carryforwards	(3,808,428)	(1,589,587)
Capital loss carryforwards	(275,882)	-
Other	210	379
<b>Total deferred income tax liability</b>	<b>31,996,000</b>	<b>24,374,000</b>

As at December 31, 2023, the Company had capital losses of \$2,082,127 (2022 – Nil) available for carryforward for tax purposes. Capital losses do not expire. Also at December 31, 2023, the Company had non-capital losses of \$14,371,428 (2022 - \$5,998,443) available for carryforward for tax purposes. The expiry dates of these losses are as follows:

Expiry Date	Amount
	\$
December 31, 2042	4,025,449
December 31, 2043	10,345,979
	<b>14,371,428</b>

### 11. Dividends

On January 31, 2023 the Company paid a cash dividend of \$0.11 per share on the issued and outstanding Common and Class A Shares as at January 17, 2023 amounting to \$4,553,485. On January 31, 2022 the Company paid a cash dividend of \$0.10 per share on the issued and outstanding Common and Class A Shares as at January 17, 2022 amounting to \$4,300,021. Subsequent to the 2023 year end, on January 31, 2024 the Company paid a regular cash dividend of \$0.12 per share on the issued and outstanding Common and Class A Shares as at January 17, 2024 amounting to \$4,967,438.

### 12. Approval of financial statements

The financial statements were approved by the Board of Directors and authorized for issue on March 18, 2024.

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# Notes





**URBANA**  
CORPORATION

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