



## **PARKIT ENTERPRISE INC.**

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MANAGEMENT'S DISCUSSION AND ANALYSIS  
FOR THE THREE MONTHS ENDED MARCH 31, 2022



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This Management’s Discussion and Analysis (“MD&A”) is prepared as of May 25, 2022 and outlines the business strategy, risk profile, business outlook and analysis of financial performance and financial position of Parkit Enterprise Inc. (“Parkit,” or “the Company”) for the three months ended March 31, 2022 (“Q1”). This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements and accompanying notes for three months ended March 31, 2022 (the “Financial Statements”).

This MD&A is based on financial statements prepared in accordance with International Financial Reporting Standards (“IFRS”). All dollar amounts are in Canadian dollars (“CAD”), unless otherwise stated.

## REVIEW AND APPROVAL BY THE BOARD OF DIRECTORS

The Board of Directors approved the contents of this MD&A on May 25, 2022.

## SECTION 1

### FORWARD LOOKING STATEMENTS

Included in this MD&A is certain forward-looking information, as such term is defined under applicable Canadian securities laws. This information relates to future events or future performance and reflects management's expectations and assumptions regarding the growth, results of operations, performance and business prospects and opportunities of the Company. Such forward-looking information reflects management's current beliefs and is based on information currently available to management and a number of assumptions that management believed were reasonable on the day such forward-looking information was presented. In some cases, forward-looking information can be identified by terminology such as "may", "will", "should", "expect", "plan", "anticipate", "intend", "believe", "estimate", "predict", "potential", "continue" or the negative or grammatical variations of these terms or other similar expressions concerning matters that are not historical facts. In particular, information regarding the Company's future operating results and economic performance is forward-looking information. A number of factors could cause actual events or results to differ materially from the events and results discussed in the forward-looking information. See "Risks and Uncertainties".

Forward-looking information relates to analyses and other information that are based on forecasts of future results, estimates of amounts not yet determinable and other uncertain events. Forward-looking information, by its nature, is based on assumptions, including those described in the paragraph below, and involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements to differ materially from those expressed in the forward-looking information. Any forecasts or forward-looking predictions or statements cannot be relied upon due to, among other things, changing external events and general uncertainties of the business. These forward-looking statements include, among other things, statements relating to:

- Establishment and expansion of business segments
- Capital and general expenditures
- Projections of market prices and costs
- Expectations regarding the ability to raise capital
- Treatment under governmental regulatory regimes

Actual results could differ materially from those anticipated in this MD&A as a result of the factors set forth below and elsewhere in the MD&A:

- Liabilities inherent in our operations
- Uncertainties associated with estimated market demand and sector activity levels
- Competition for, among other things, capital, acquisitions and skilled personnel
- Fluctuations in foreign exchange or interest rates and stock market volatility
- The impact of the COVID-19 pandemic on operations
- The other factors discussed under "Risks and Uncertainties"

Prospective purchasers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended.

All forward-looking information in this MD&A, is qualified by these cautionary statements. The forward-looking information is made only as of the date that such information is made and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required under applicable securities regulations.



## NON-IFRS MEASURES

Certain terms used in the MD&A such as “Income from Operations”, “Yield”, “Appraised Value”, “Investor Rate of Return” and any related per share amounts used by management to measure, compare and explain the operating results and financial performance of the Company are not recognized terms under IFRS, and therefore should not be construed as alternatives to net income or cash flow from operating activities calculated in accordance with IFRS. Management believes that these terms are relevant measures in comparing the Company’s performance to industry data, and the Company’s ability to earn cash from, and invest cash in real estate. These terms are defined in this MD&A. Such terms do not have standardized meaning prescribed by IFRS and may not be comparable to similarly titled measures presented by other publicly traded companies.

Net operating income (“NOI”) is a non-IFRS measure commonly used as a measurement tool in real estate businesses. Net operating income is equal to net rental income (“NRI”) presented in the Financial Statements. For the purposes of this MD&A, NRI is defined as investment property revenue less investment property operating costs. NRI does not include interest expense or income, depreciation and amortization, corporate administrative costs, stock based compensation costs or taxes. NRI assists management in assessing profitability and valuation from principal business activities.

Funds from Operations (“FFO”) is a non-IFRS measure of operating performance as it focuses on cash flow from operating activities. REALPAC is the national industry association dedicated to advancing the long-term vitality of Canada’s real property sector. REALPAC defines Funds From Operations (FFO) as net income (calculated in accordance with IFRS), adjusted for, among other things, depreciation, transaction costs, gains and losses from property dispositions, foreign exchange, as well as other non-cash items. AFFO is FFO, but adjusted for straight-line rent adjustments, normal capital expenditures and normalized tenant incentives and leasing commissions. The Company’s goal is to increase FFO and AFFO over the long term. While the Company’s methods of calculating FFO and AFFO comply with REALPAC recommendations, they may differ from and not be comparable to those used by other companies.

## SIGNIFICANT ACCOUNTING POLICIES

The Company’s significant accounting policies are described in Note 2 to its unaudited condensed consolidated interim financial statements for the three months ended March 31, 2022. The preparation of financial statements requires the Company to make estimates and judgements that affect the reported results. For a detailed discussion of the critical estimates refer to Note 4 to the Company’s audited consolidated financial statements for the year ended December 31, 2021, two months ended December 31, 2020 and year ended October 31, 2020.

## COVID-19 PANDEMIC

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic (“COVID-19” or “the pandemic”). This contagious disease outbreak has adversely affected workforces, economies, and financial markets globally. It has been very challenging to both businesses and individuals in response to the rapidly changing coronavirus pandemic.

The Company has undertaken certain measures in response to the COVID-19 pandemic.

- The Company is monitoring guidance and programs from the government, regulators, and health authorities.
- Personnel are working remotely and maintaining social distancing.
- Management is also closely monitoring all expenses and is reducing non-essential expenses



## SECTION 2 – OVERALL PERFORMANCE AND STRATEGY

### Business Overview

Parkit Enterprise is an industrial real estate platform focused on the acquisition, growth and management of strategically located industrial properties across key markets in Canada, with a focus on the Greater Toronto Area+ ("GTA+"), Ottawa and Montreal, to complement its parking assets across the United States of America ("USA").

### Business Update – Continued Shift in Strategy

In Q1, Parkit continued its transformation into an industrial real estate platform by adding additional investment properties, continuing its development of its expansion properties and streamlining the operations. The Company's parking assets operations continue to improve as air travel and business activity recover from the effects of COVID-19.

### Strategic Direction

Parkit's strategy is to own and operate a portfolio of strategically located industrial properties. The Company is committed to:

- owning and operating a premium portfolio of industrial and parking assets with strong fundamentals
- focusing resources on long-term cash flow and increasing value
- maximizing the value of industrial and parking assets through expansion and innovative asset management
- ensuring the Company follows progressive environmental, social and governance policies

Parkit's investment strategy is to maximize shareholder value through growing income streams, acquisitions of high-quality assets, and increasing the intrinsic value of portfolio assets. It is anticipated that targeted acquisitions will have a combination of current and growing free cash flow, opportunities for yield enhancement and in certain circumstances opportunity for repositioning and expansion. Combined, these factors should increase the Company's value significantly over time. While Parkit's assets are not marked-to-market, and gains in value are not recognized in the Company's financial statements, it is expected that this value will be reflected through growing cash flow.

### Acquisition of Industrial Assets

In Q1, the Company continued its shift in strategy by acquiring two additional industrial assets:

- In January 2022, the Company acquired a property consisting of a 55,547 sf of industrial warehouse located on 2 acres of land at 1665 Blvd Lionel-Bertrand, Boisbriand, Quebec for a purchase price of \$8.5 million. The purchase price was satisfied through cash on hand.
- In February 2022, the Company acquired a 85,000 sf single tenant industrial and flex warehouse located on 3.6 acres of land at 568 Second St, London, Ontario for a purchase price of \$8.5 million. The acquisition was satisfied through the issuance of 2,000,744 common shares in the capital of the Company at a deemed aggregate consideration of \$2,500,000 and \$6,000,000 from cash on hand.



## Parking Joint Ventures

In addition to its industrial real estate assets, the Company holds its parking assets in two joint ventures.

### ***OP Holdings Joint Venture***

The Company's primary parking asset is an effective 24.39% equity interest in OP Holdings JV LLC ("OP Holdings"). On April 22, 2015, the Company entered into a joint arrangement with Parking Real Estate, LLC ("PRE") and Sculptor Capital Management ("Sculptor") to form OP Holdings. The majority member of OP Holdings is a division of Sculptor, an institutional asset manager. OP Holdings has 3 assets:

- Chapel Square, located in New Haven, Connecticut (commercial/business district)
- Z Parking, located in East Granby, Connecticut (Bradley International Airport)
- Canopy Airport Parking, located in Denver, Colorado

### ***Fly-Away Parking - Nashville***

In addition to the assets held in OP Holdings, on October 30, 2015 the Company acquired a 50% indirect investment in Fly-Away Airport Parking ("Fly-Away Parking", together with OP Holdings the "Joint Ventures"), servicing the Nashville International Airport.

As asset manager and investor in parking facilities, the Company has multiple sources of revenue (management fees, acquisition fees, and earnings in equity). Upon disposition, Parkit expects to realize capital gains and incentive distributions. The combination of income streams and gains in intrinsic value (unrealized capital gains) provide Parkit shareholders the opportunity for leveraged returns alongside institutional private equity.

## Joint Venture Operations

In Q1, the parking assets continue to improve though the effects of COVID-19 still persist. The Company's share of profit or (loss) from the joint ventures are summarized in the Financial Statements, note 4. The Company's profit or loss from equity accounted investees for the three months ended March 31, 2022 and March 31, 2021 was a profit of \$39,412 and a loss of \$315,855 respectively. The improvement is a result of an increase in business activity and air travel as the effects of COVID-19 subside, in addition to improved operations.

The Company expects the results of the joint ventures to continue to improve, though it is difficult to forecast the results given the continued uncertainty of COVID-19 and its impact to the Joint Ventures' parking operations.

## Outlook and Subsequent Events

In Q1, the Company continued build its portfolio, maximize its leasing activity, and improve operations as the industrial market continues to grow. Industrial real estate has strong market dynamics with rising rents, low vacancies, and declining cap rates. The market is positively driven by e-commerce and warehousing, and these factors have accelerated with the effects of COVID-19.



In the Greater Toronto Area Plus (“GTA+”), Ontario, availability rates held at 0.8% from 0.9% in the previous quarter, and market rents increased to \$13.59 net rent per sq ft<sup>1</sup> from \$12.30 net rent per sq ft the previous quarter. In Ottawa, Ontario availability rates increased to 2.0% from 1.7% in the previous quarter, and market rents increased to \$12.70 net rent per sq ft<sup>2</sup> from \$12.15 net rent per sq ft the previous quarter.

The COVID-19 pandemic has accelerated positive trends for industrial real estate with unprecedented demand for warehousing, logistics and distribution space.

The parking Joint Ventures have steadily improved and with the USA lifting nearly all COVID-19 restrictions, the demand for travel should progressively accelerate. The Company expects operations to continue to recover throughout the year.

The Company expects to continue its acquisition activity and deploy the capital raised in the private placements to accretive acquisitions that will maximize net asset value and generate positive returns over the long term. Management remains confident that the Company will be able to expand the size of its portfolio through discipline, data-driven and accretive acquisitions. Over the long term, Parkit’s goal is to continue to grow its portfolio through acquisitions, expansions, and developments of industrial real estate while maximizing returns on its industrial and parking assets.

Subsequent to March 31, 2022, the Company completed and announced the acquisitions of industrial assets:

- In May 2022, the Company announced it had acquired 3 properties for an aggregate purchase price of \$40,280,000. Two of the acquisitions are arm's length, and one is non-arm's length. The acquisitions are approximately 139,700 square feet on 13.8 acres of lands in Burlington and Ottawa, Ontario.

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<sup>1</sup> Per CBRE – Canada Q1 2022 Quarterly Statistics



## Environmental, Social and Governance (“ESG”)

The Company believes maintaining a focus on ESG in all key decisions is a driver of long-term success. Sustainability and corporate responsibility are the pillars of long-term growth. The Company is focused on reducing its environmental impact, promoting equity, diversity, inclusion, and community initiatives, and striving for top-tier governance. Parkit’s ESG strategy is promoted at all levels of the Company with both the Board of Directors (“the Board”) and management collaborating to continue to improve and refine its initiatives.

Some of the Company’s ESG initiatives and accomplishments include:

- |               |  |
|---------------|--|
| Environmental | <ul style="list-style-type: none"><li>• member of Canada Green Building Council, a leading not-for-profit national environmental organization</li><li>• utilization of solar panels and planning for the expansion of solar panels</li><li>• upgrade all properties to energy-efficient lighting on tenant turnover</li><li>• use of low-flow toilets</li><li>• paperless administration including cloud-based systems and records distribution</li></ul>  |
| Social        | <ul style="list-style-type: none"><li>• supported eligible tenants during COVID-19, with the Canada Emergency Commercial Rent Assistance (CECRA) program</li><li>• ensure safe working conditions through adherence to occupational health and safety standards</li><li>• promoting diversity and inclusion through Board, management and Company’s use of merit-based hiring practices</li><li>• community involvement and charitable initiatives</li><li>• support wellness through continuing education for employees</li><li>• ensure safe conditions through adherence to jurisdictional occupational health, safety and labour standards</li></ul> |
| Governance    | <ul style="list-style-type: none"><li>• established Board committees for Audit, Governance &amp; Compensation, Investments</li><li>• Audit, Governance &amp; Compensation Committees are majority independent</li><li>• significant board ownership at over 35%</li></ul>  |

## SECTION 3 – FINANCIAL INFORMATION AND KEY PERFORMANCE INDICATORS

Select Financial Information (Unaudited)	Three months ended March 31, 2022	Three months ended March 31, 2021
<b>Operating results</b>		
Revenue from investment properties	\$ 2,110,455	\$ 594,696
Net rental income	\$ 868,035	\$ 362,273
Share of profit (loss) – equity-accounted investees	\$ 39,412	\$ (315,855)
Net loss	\$ (493,271)	\$ (1,826,232)
Net loss per share	\$ (0.00)	\$ (0.01)
Funds from Operations	\$ 358,325	\$ (199,238)
FFO per share	\$ 0.00	\$ (0.00)
Weighted Avg shares outstanding	235,286,208	160,505,932
<b>Liquidity and Leverage</b>		
Cash	\$ 5,793,167	\$ 82,421,631
Working capital	\$ 4,961,786	\$ 81,882,291
Total assets	\$ 181,046,654	\$ 174,174,086
Total debt (loans and borrowings) (i)	\$ 17,011,671	\$ 17,462,911
Total equity	\$ 160,056,425	\$ 155,630,693
Weighted avg mortgage term (years)	4.90	5.77
Weighted avg effective mortgage rate	3.52%	3.61%
<b>Investment properties</b>		
Properties acquired	2	2
Number of properties (cumulative)	10	4
Site area (acres) (cumulative)	60.89	24.48
In place gross leasable area (“GLA”) (sf) (ii) (iii)	934,935	452,780
Expansion GLA in development (sf) (iv)	271,050	61,050
GLA after Stabilized & Expansion (sf)	1,205,985	513,830
In place occupancy rate (v) (vi)	100%	100%
Average in-place net rent (viii)	\$12.61	\$7.12
Weighted average lease term (“WALT”) (years)	4.80	6.01

- (i) During the three months ended March 31, 2021, Parkit paid off \$8,350,168 of vendor take back loans.
- (ii) In place GLA is split into stabilized in place GLA of 740,274 sf and development in place GLA of 194,661 sf
- (iii) GLA for 1485 Speers went from 101,500 to 73,500 as the Company repositioned the building for an incoming tenant
- (iv) Expansion GLA includes 5610 Finch Ave East / 720 Tapscott Rd and 415 Legget Dr. See Industrial Asset Developments
- (v) The occupancy rate does not include assets in development except 5610 Finch Ave East, which has an interim lease
- (vi) The occupancy rate includes 1485 Speers Rd, however occupancy for that property will commence in Q4 2022
- (vii) The Company’s properties in development include 720 Tapscott Rd and 415 Legget Drive
- (viii) The average in-place rent has increased substantially from the new leases signed, see Leasing Activity below

## SECTION 4 – DISCUSSION OF OPERATIONS

Financial results for three months and twelve months ended March 31, 2022

### *Segmented Information*

The Company operates in two reportable business segments as at March 31, 2022:

- Investment Properties – acquisition, management, and growth of industrial real estate in key markets in Canada.
- Parking Assets – acquisition and management of income-producing parking facilities across the United States.

<b>For the three months ended March 31, 2022</b>	<b>Investment Properties</b>	<b>Parking Assets</b>	<b>Corporate</b>	<b>Total</b>
Investment properties revenue	\$ 2,110,455	\$ -	\$ -	\$ 2,110,455
Investment properties expenses	(1,242,420)	-	-	(1,242,420)
<b>Net rental income</b>	<b>868,035</b>	<b>-</b>	<b>-</b>	<b>868,035</b>
<b>Operating expenses</b>				
Share of (profit) loss from equity-accounted investees	-	(39,412)	-	(39,412)
General and administrative expenses and other income	-	(31,338)	383,304	351,966
Depreciation	-	-	864,211	864,211
Finance costs	-	-	184,541	184,541
	-	(70,750)	1,432,056	1,361,306
<b>Income or (loss) before tax</b>	<b>868,035</b>	<b>70,750</b>	<b>(1,432,056)</b>	<b>(493,271)</b>
Income tax expense	-	-	-	-
<b>NET INCOME (LOSS)</b>	<b>\$ 868,035</b>	<b>\$ 70,750</b>	<b>\$ (1,432,056)</b>	<b>\$ (493,271)</b>
Additions:				
Investment properties	\$ 18,103,721	\$ -	\$ -	\$ 18,103,721

<b>For the three months ended March 31, 2021</b>	<b>Investment Properties</b>	<b>Parking Assets</b>	<b>Corporate</b>	<b>Total</b>
Investment properties revenue	\$ 594,696	\$ -	\$ -	\$ 594,696
Investment properties expenses	(232,423)	-	-	(232,423)
<b>Net rental income</b>	<b>362,273</b>	<b>-</b>	<b>-</b>	<b>362,273</b>
<b>Operating expenses</b>				
Share of loss from equity-accounted investees	-	315,855	-	315,855
General and administrative expenses and other income	-	(31,334)	369,624	338,290
Transaction costs	1,103,901	-	-	1,103,901
Depreciation	-	-	187,480	187,480
Finance costs	-	-	242,662	242,662
	1,103,901	284,521	799,766	2,188,188
<b>Income or (loss) before tax</b>	<b>(741,628)</b>	<b>(284,521)</b>	<b>(799,766)</b>	<b>(1,825,915)</b>
Income tax expense	-	-	(317)	(317)
<b>NET INCOME (LOSS)</b>	<b>\$ (741,628)</b>	<b>\$ (284,521)</b>	<b>\$ (800,083)</b>	<b>\$ (1,826,232)</b>
Additions:				
Investment properties	\$ 40,750,000	\$ -	\$ -	\$ 40,750,000



***Investment properties revenue, expenses and net rental income***

Investment properties revenue includes base rent from investment properties, recovery of operating costs, property taxes and capital expenditures from tenants, the impact of straight-line rent adjustments, lease termination fees and other adjustments, as well as fees earned from property management.

Investment properties revenue for the three months ended March 31, 2022 rose to \$2,110,455, compared to \$594,696 for the three months ended March 31, 2021. The increase in revenue from investment properties is due to the acquisitions made by the Company.

Investment properties expenses comprise operating costs and property taxes as well as certain expenses that are not recoverable from tenants. Operating expenses fluctuate with changes in occupancy levels, expenses that are seasonal in nature, and the level of repairs and maintenance incurred during the period.

Investment properties expenses for the three months ended March 31, 2022 increased to \$1,242,420, compared to \$232,423 for the three months ended March 31, 2021. The increase in expenses from investment properties is due to the acquisitions made by the Company. The investment properties expenses increased at a larger rate than revenues as a result certain investment properties transitioning and in development.

Net rental income for the three months ended March 31, 2022 increased to \$868,035, compared to \$362,273 for the three months ended March 31, 2021. The increase in net rental income is due to the acquisitions made by the Company. The net rental income did not increase in proportion to revenues as a result of additional investment property expenses from investment properties that are unstabilized and in-transition.

The gross margin in Q1 is lower as there are several investment properties transition. The stabilized investment properties are properties with long-term leases in place. Development properties include properties that are in development for the construction of a new building or a transition of the building to a different use to maximize future revenues. Development properties may have some holding income, however, the short-term revenue and markets are more indeterminant than stabilized properties. In-transition properties are properties which have a long-term lease signed, however, there is an interim period before the commencement of the lease.

<b>Stabilized properties</b>	<b>In Transition and in development properties</b>
<ul style="list-style-type: none"> <li>• 5600 Finch Ave East</li> <li>• 4390 Paletta Crt</li> <li>• 1165 Kenaston St</li> <li>• 1151-1181 Parisien St</li> <li>• 1665 Blvd Lionel-Bertrand</li> </ul>	<ul style="list-style-type: none"> <li>• 415 Legget Dr (iii)</li> <li>• 5610 Finch Ave East (i)</li> <li>• 568 Second St (iii)</li> <li>• 720 Tapscott Rd</li> <li>• 1485 Speers Rd (ii)</li> </ul>

- (i) 5610 Finch Ave East is in transition. The property has a mid-term lease signed during the quarter and will move to stabilized in future quarters.
- (ii) 1485 Speers Rd has signed a long-term lease, however the commencement date is October 1<sup>st</sup>, 2022, so the property is in transition until Q4 2022.
- (iii) 415 Legget Dr and 568 Second St are transitioning to industrial, the properties may have interim revenue during this process.



	Stabilized Properties	In Transition and In Development Properties	Total for the three Months ended March 31, 2022
Investment property revenue	\$ 1,821,498	\$ 288,957	\$ 2,110,455
Investment property expenses	(676,584)	(565,836)	(1,242,420)
<b>Net Rental Income (Loss)</b>	<b>\$ 1,144,914</b>	<b>\$ (276,879)</b>	<b>\$ 868,035</b>
<b>Gross Margin (i)</b>	<b>63%</b>	<b>(96%)</b>	<b>41%</b>

- (i) The margin for stabilized properties is 63%.
- (ii) The in transition and in development properties may have interim revenue, however, they are not fully occupied so the properties have a net rental loss. Once these properties are stabilized, the Company expects the margins to improve.

### ***Share of profit and loss from equity-accounted investees***

The share of profit and loss from equity-accounted investees includes the investment in the Company’s Joint Ventures, investment in associate, and long-term receivable.

- The investment in the Company’s Joint Venture includes the equity participation in the OP Holdings portfolio and Fly-Away Parking
- The Company’s share of profit (loss) from associate represents its equity participation of income in Green Park Denver whose only significant asset is an earnings-based contingent receivable from OP Holdings
- The Company’s long-term receivable pertains to the Company’s advanced to Parking Real Estate, LLC (“PRE”), a joint venture partner, for the purpose of PRE funding investments in income-producing properties and related costs of acquisition. A portion has been repaid from the assignment of certain distributions due to PRE and the balance of \$1,207,200 (US \$960,000) is to be repaid upon disposition of certain investments or parking assets.

The share of profit and loss from equity-accounted investees for the three months ended March 31, 2022 was a gain of \$39,412, compared to a loss of \$315,855 for the three months ended March 31, 2021. The share in the profit and losses from the Joint Ventures, reflects the Company’s equity participation of the profit and loss from PAVe LLC (OP Holdings and Fly-Away Parking). The results from the equity-accounted investees improved with the improvement of results from the Joint Ventures operations. The Company continues to manage its joint ventures as operations recover from COVID-19. The Company expects the parking results to continue to improve as the effects of the pandemic diminish.

The details of the Joint Ventures are detailed below and can also be found in note 4 of the financial statements.



The operations of the Joint Ventures translated using average exchange rates for the period are summarized as follows:

	<b>For the three months ended March 31, 2022</b>	<b>For the three months ended March 31, 2021</b>
Property revenue	\$ 633,590	\$ 169,714
Property expenses	(553,738)	(291,035)
Net property income (loss)	79,852	(121,321)
Depreciation expense	(62,940)	(62,930)
Mortgage interest expense	(59,379)	(123,594)
Loss – property operations	(42,467)	(307,845)
Profit (loss) from associate	73,217	(195,501)
Profit (loss)	\$ 30,750	\$ (503,346)
<b>Share of profit or (loss) from joint venture <sup>(iv)</sup></b>	<b>\$ 39,412</b>	<b>\$ (315,855)</b>

- i. The joint venture has different classes of membership units, and the entitlements to voting and distributions are different among each membership class. The Company's entitlements to each membership class ranges from 0% to 82.83%. Under the equity method, on initial recognition the investment in the joint venture is recognised at cost, and the carrying amount is increased or decreased to recognise the investor's share of the profit or loss of the investee after the date of acquisition.
- ii. The functional currency of the joint venture is the United States dollar. The net assets of the joint venture and the net assets attributable to the Company in the above table were translated using the period end exchange rates.
- iii. In accordance with the Company's accounting policy, the carrying value of the investment in the joint venture on the consolidated statements of financial position is translated into Canadian dollars at historical cost. The difference in the translation method accounts for the difference between "net assets attributable to the Company" and "investment in joint venture" in the above table.
- iv. The Company, based on its membership in the OP Holdings joint venture and Fly Away Parking joint venture, is entitled to profits (losses) on the investments included in the joint ventures ranging from 50% to 82.8% based on the membership agreement and waterfall calculations for each joint venture. As a result, the calculated percentage of the Company's total share of profits (losses) of the joint venture profits (losses) will vary from period to period.

### ***General and administrative expenses and other income***

General and administrative expenses and other income for the three months ended March 31, 2022 increased to \$351,966, compared to \$338,290 for the three months ended March 31, 2021. The increase is in line with no material increase.

### ***Transaction costs and land transfer taxes***

The transaction costs and land transfer taxes were expensed for the three months ended March 31, 2022 decreased to nil, compared to \$1,103,901 for the three months ended March 31, 2021. The Company expensed the transaction costs for the period ended March 31, 2021, while the transaction costs were capitalized for the period ended March 31, 2022.



### ***Depreciation***

The Company elected the cost model for measurement for its investment properties where the investment properties are stated at cost less accumulated depreciation and accumulated impairment losses.

Depreciation for the three months ended March 31, 2022 increased to \$864,211, compared to \$187,480 for the three months ended March 31, 2021. The increase in depreciation is due to the number of investment properties held by the Company up to the end of the period.

### ***Finance costs***

Finance costs for the three months ended March 31, 2022 was \$184,541, compared to \$242,662 for the three months ended March 31, 2021. The decrease in finance costs is due to the repayment of the VTB loans held by the Company in the three months ended March 31, 2021.

### ***Net Income***

The net loss for the three months ended March 31, 2022 was \$493,271, compared to a net loss of \$1,826,232 for the three months ended March 31, 2021. The change is a result of net rental income offset by increases to general and administration expenses, depreciation, finance costs, and a profit or loss from equity accounted investees.

### ***Funds from Operations (“FFO”)***

	<b>Three months ended March 31, 2022</b>	<b>Three months ended March 31, 2021</b>
Net loss and comprehensive loss	\$ (493,271)	\$ (1,826,232)
Add / (Deduct):		
Share of loss (gain) from equity-accounted investees	(39,412)	315,855
Transaction costs and land transfer taxes	-	1,103,901
Depreciation	864,211	187,480
Foreign exchange	26,797	19,441
Income tax expense (recovery)	-	317
<b>FFO</b>	<b>\$ 358,325</b>	<b>\$ (199,238)</b>
<b>FFO per share</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>

Management has determined that FFO, non-GAAP measures, are useful measures of operating performance as it focuses on cash flow from operating activities.

The FFO for the three months ended March 31, 2022 increased to \$358,325, compared to an FFO loss of \$199,238 for the three months ended March 31, 2021. The increase in FFO comes from the operations of investment properties as the Company onboarded more industrial real estate assets.



### *Investment properties - Acquisitions*

The Company's investment properties acquisitions for the three months ended March 31, 2022 are detailed below:

	<b>Number of properties</b>	<b>GLA</b>	<b>Cost</b>	<b>Date acquired</b>
1665 B. Lionel-Bertrand, Boisbriand, QC	1	55,547	\$ 8,500,000	January 7, 2022
568 Second St, London, Ontario	1	84,000	8,500,000	February 22, 2022
<b>Total for three months ended March, 31, 2022</b>	<b>2</b>	<b>139,547</b>	<b>\$ 17,000,000</b>	
<b>Total for year ended December 31, 2021</b>	<b>6</b>	<b>593,646</b>	<b>\$ 100,633,400</b>	
<b>Total for two months ended December 31, 2020</b>	<b>2</b>	<b>229,742</b>	<b>\$ 36,250,000</b>	

### *Industrial Asset Developments*

The Company plans to develop 415 Legget Dr, by repositioning the property from a flexible office and warehouse to a combination of light industrial and warehouse. In addition to the repositioning, the Company also plans on adding at least 150,000 sq feet of light industrial and warehouse on the property.

The Company continues to advance on its development at 5610 Finch Avenue East and 720 Tapscott Rd where the Company plans to add at least 121,050 sq feet and resulting in an industrial warehouse of at least 175,000 sq feet at these two properties.

Over the long-term, management intends to expand the Company's development program on a selective basis through building expansions or construction on new properties. In all cases, the objective of the development is to generate elevated returns to augment the returns from the Company's core portfolio of stabilized assets and to upgrade the portfolio through the addition of Class A assets, but in a manner that minimizes risk to the Company. The Company's development focus is where capitalization rates are at historic lows and in areas where the market remains significantly undersupplied.

The following table summarizes the Company's ongoing development projects as at March 31, 2022:

<b>Property</b>	<b>Planned GLA</b>	<b>Ownership</b>	<b>Comment</b>
<b>Planning and permitting stage</b>			
5610 Finch Ave East, & 720 Tapscott Rd, Toronto, Ontario	121,050	100%	Construction to commence in 2024
415 Legget Drive, Ottawa, Ontario	150,000	100%	Construction to commence in 2023
<b>Total</b>	<b>271,050</b>		



### ***Industrial Asset Operations***

The Company has ten industrial properties. Five of the properties are stabilized and produce net rental income (“NRI”) and five of the properties are in development.

In Q1, the Company had 100% collections and has made arrangements with one tenant, previously in arrears, on a payment plan for past due rents.

### ***Industrial Asset Portfolio***

As of March 31, 2022, Parkit owns and operates a portfolio of 10 industrial assets totaling 934,935 sq ft of GLA with an additional 271,050 sq ft planned in future expansions.

The Company leases industrial properties to tenants under operating leases. For the three months ended March 31, 2022, the Company had revenue from two tenants that individually exceeded 10% or more of the Company’s total revenue from investment properties. The Company’s tenants operate in a variety of industries, with no one tenant accounting for more than 10.5% of total GLA. The Company’s portfolio of 10 industrial assets has 26 tenants.

As at March 31, 2022, the Company has an in-place and committed occupancy of 100% for 5 stabilized properties and 5 properties are in development. The stabilized properties have an average in-place net rent for the portfolio of \$12.61 per sq ft compared with market rents of \$12.22 per sq ft in Q1 of 2022<sup>3</sup>.

<b>Portfolio as at March 31, 2022</b>	<b>Average in place base rent (per sq ft)</b>	<b>Estimated market rent (per sq ft)</b>	<b>WALT</b>
Greater Toronto Area +, Ontario	\$14.12	\$12.30	4.8 years
Ottawa, Ontario and Montreal, Quebec	\$10.56	\$12.15	4.8 years
<b>Total Portfolio</b>	<b>\$12.61</b>	<b>\$12.22</b>	<b>4.8 years</b>
<b>GTA+ without 1485 Speers Lease, Ontario</b>	<b>\$7.14</b>	<b>\$12.30</b>	<b>2.7 years</b>

- (i) The average in place rents include a new lease at 1485 Speers Rd for 15 years at a starting rate of \$17.00 per sq ft.
- (ii) Without this lease the GTA plus portfolio would have an Avg in place base rent of \$7.14 and a WALT of 2.7 years
- (iii) The GTA plus portfolio still has significant rent growth when we exclude 1485 Speers Rd

<sup>3</sup> Per CBRE – Canada Q1 2022 Quarterly Statistics



### ***Leasing Activity – Renewals***

In Q1, the Company renewed 4,647 sq feet of space in Ottawa at a net rental rate averaging \$12.75 per sf over 4 years, which was 38% over the prior in-place rents. The Company expects to renew leases at market rates.

	<b>Renewal Total</b>	
	<b>GLA</b>	<b>Rental rate growth (%)</b>
2022 renewals	4,647	38%
2021 renewals	9,310	44%

### ***Leasing Activity – New Deals***

In Q1, the Company signed a two new lease deal.

- 1485 Speers Rd – the Company signed a long-term lease deal with a tenant starting at \$17.00 per sf
- 5610 Finch Ave East – the Company signed an interim lease deal with a tenant starting at \$10.00 per sf

The effective lease rates for the new deals is starting at \$14.00 per sf.

### ***Lease Maturity***

The following table details the portfolio lease maturity profile of stabilized investment properties:

<b>Portfolio as at March 31, 2022</b>	<b>Vacancy</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>	<b>2025</b>	<b>2026+</b>
Total vacancy / renewal (sq ft)	-	-	84,000	92,062	142,696	42,967	406,550
Total stabilized GLA <sup>(i)</sup>							768,275
Percentage of stabilized GLA	-	-	11%	12%	19%	6%	40%

- (i) Includes stabilized and in-transition properties
- (ii) Total GLA excludes 194,661 sq ft for 415 Legget Drive and 720 Tapscott Rd, which are in development.

## SECTION 5 – SUMMARY OF QUARTERLY RESULTS

The following table sets forth the selected financial information of the Company for the most recent financial quarters:

	Three months ended March 31, 2022 <sup>(i)</sup> (ii)	Three months ended December 31, 2021 <sup>(i)</sup>	Three months ended September 30, 2021 <sup>(i)</sup>	Three months ended June 30, 2021 <sup>(i)</sup>
Investment properties revenue	\$ 2,110,455	\$ 2,115,089	\$ 1,741,371	\$ 1,327,495
Investment properties expense	(1,242,420)	(1,000,960)	(694,785)	(527,922)
<b>Net rental income</b>	<b>868,035</b>	<b>1,114,129</b>	<b>1,046,586</b>	<b>799,573</b>
<b>Other expenses (income)</b>				
Share of (profit) loss from equity investees	(39,412)	(30,769)	6,547	(2,400)
General and admin and other (income)	351,966	247,436	291,132	219,951
Transaction costs and land transfer taxes	-	(1,793,739)	689,838	-
Share-based compensation	-	1,507,545	-	1,667,520
Depreciation	864,211	807,597	562,434	409,310
Finance costs	184,541	176,124	174,945	176,430
	<b>1,361,306</b>	<b>914,194</b>	<b>1,724,896</b>	<b>2,470,811</b>
<b>Income (loss) before tax</b>	<b>(493,271)</b>	<b>199,935</b>	<b>(678,310)</b>	<b>(1,671,238)</b>
Income tax (expense) recovery	-	-	-	(12,530)
<b>Net (loss) and comprehensive loss</b>	<b>\$ (493,271)</b>	<b>\$ 199,935</b>	<b>\$ (678,310)</b>	<b>\$ (1,683,768)</b>
<b>Per share – basic and diluted</b>	<b>\$ (0.00)</b>	<b>\$ 0.00</b>	<b>\$ (0.00)</b>	<b>\$ (0.01)</b>

	Three months ended March 31, 2021	Two months ended December 31, 2020 <sup>(vii)</sup>	Three months ended October 31, 2020 <sup>(v)</sup> (vi)	Three months ended July 31, 2020 <sup>(vi)</sup>
Investment properties revenue	\$ 594,696	\$ 17,290	\$ -	\$ -
Investment properties expense	(232,423)	(5,974)	-	-
<b>Net rental income</b>	<b>362,273</b>	<b>11,316</b>	<b>-</b>	<b>-</b>
<b>Other expenses (income)</b>				
Share of (profit) loss from equity investees	315,855	78,061	4,054,601	359,780
General and admin and other (income)	338,290	233,386	103,970	146,241
Transaction costs <sup>(iii)(iv)</sup>	1,103,901	1,259,824	-	-
Depreciation	187,480	-	-	-
Finance costs	242,662	8,114	-	-
	<b>2,188,188</b>	<b>1,579,385</b>	<b>4,158,571</b>	<b>506,021</b>
<b>Income (loss) before tax</b>	<b>(1,825,915)</b>	<b>(1,568,069)</b>	<b>(4,158,571)</b>	<b>(506,021)</b>
Income tax (expense) recovery	(317)	-	(197,437)	(410)
<b>Net (loss) and comprehensive loss</b>	<b>\$ (1,826,232)</b>	<b>\$ (1,568,069)</b>	<b>\$ (4,356,008)</b>	<b>\$ (506,431)</b>
<b>Per share – basic and diluted</b>	<b>\$ (0.01)</b>	<b>\$ (0.04)</b>	<b>\$ (0.12)</b>	<b>\$ (0.01)</b>

- (i) The results for the three months ended December 31, September 30, June 30, and March 31, 2021, reflect the continued shift into an industrial real estate platform.
- (ii) The additional costs for the quarter ending March 31, 2022 are a result of unstabilized investment properties
- (iii) The transaction costs and land transfer taxes have been expensed for the three months ended March 31, 2021 and three months ended Sept 30, 2021 have been subsequently capitalized in the three months ended December 31, 2021.
- (iv) The costs for the two months ended December 31, 2020 have been capitalized and subsequently expensed to reflect a one-time impairment of the investment properties.



- (v) For the three months ended October 31, 2020, the loss from equity investees is a result of the Company's book value adjustment to its Joint Venture balance arising from an impairment based on the appraised values to the Joint Venture due to the impacts of COVID-19.
- (vi) The period October 31, 2020 and prior, reflect a parking platform with the operations consisting of equity investments.
- (vii) The Company changed its year-end to December 31, which resulted in a two-month stub period for December 31, 2020.

## SECTION 6 – LIQUIDITY AND CAPITAL RESOURCES

	<b>Balance at March 31, 2022</b>	<b>Balance at December 31, 2021</b>	<b>Balance at December 31, 2020</b>
<b>Liquidity and Leverage</b>			
Cash	\$ 5,793,167	\$ 21,797,256	\$ 9,140,322
Working capital	\$ 4,961,786	\$ 20,698,840	\$ 8,796,836
Total assets	\$ 181,185,538	\$ 177,640,703	\$ 60,332,290
Total debt (loans and borrowings) (i)	\$ 17,011,671	\$ 17,126,214	\$ 25,923,039
Total equity	\$ 160,332,809	\$ 158,326,080	\$ 33,681,061

### ***Cash***

Cash decreased to \$5,793,167 as at March 31, 2022 from \$21,797,256 as at December 31, 2021. The decrease is a result of the cash used in operations, cash used in the acquisition of investment properties and the associated transaction costs, and cash used for the repayment of debt.

### ***Working capital***

Working capital decreased to \$4,961,786 as at March 31, 2022 from \$20,698,840 as at December 31, 2021. The decrease is a result of the decrease in cash for the period.

### ***Total assets***

Total assets increased to \$181,185,538 as at March 31, 2022 from \$177,640,703 as at December 31, 2021. The increase is a result of additional investment properties purchased less cash consideration paid and any changes in working capital.

### ***Total debt***

Total debt decreased to \$17,011,671 as at March 31, 2022 from \$17,126,214 as at December 31, 2021. The decrease is a result of the repayment of the mortgage debt.

### ***Total equity***

Total equity increased to \$160,332,809 as at March 31, 2022 from \$158,326,080 as at December 31, 2021. The increase is a result of additional capital received as consideration for the purchase of investment properties offset by the net loss for the period.



### Debt summary

The following table summarizes the debt as of March 31, 2022 and December 31, 2021

	Maturity	Interest rate	March 31, 2022	December 31, 2021
Mortgages:				
At amortized cost – Fixed	January 1, 2024	4.46%	\$ 8,144,483	\$ 8,199,628
At FVTPL - Mortgages			9,335,580	8,876,796
- Interest rate swap <sup>(ii)</sup>			(414,611)	108,488
	November 1, 2029	3.49%	8,920,969	8,985,284
<b>Total Debt <sup>(i)</sup></b>			<b>\$ 17,065,452</b>	<b>\$ 17,184,912</b>
Financing costs, net <sup>(iii)</sup>			(53,781)	(58,698)
<b>Carrying value <sup>(iv)</sup></b>			<b>\$ 17,011,671</b>	<b>\$ 17,126,214</b>

- i. The mortgages are collateralized by a first charge certain investment properties (note 3).
- ii. The mortgage models a fixed rate mortgage with a set interest rate of 3.49% over a 10 year amortization period with a fixed monthly repayment. The components of a mortgage consist of (1) a mortgage with a non-revolving floating rate instalment payment in fixed principal amounts plus interest at the lender's prime rate plus 1.30% per annum, where prime rate is 1.5% and (2) banker acceptance swap for a stamping fee at 1.50% per annum. There is an interest rate swap that limits the floating interest rate exposure under the loan to a fixed rate of 3.49% per annum. The swap contract requires settlement of net interest receivable or payable every 30 days. The settlement dates coincide with the dates on which interest is payable on the underlying mortgage payable. The mortgage and interest rate swap have been accounted for at FVTPL. As at March 31, 2022, the interest rate swap was in a net asset position amounting to \$414,611 (December 31, 2021 – liability position \$108,488).
- iii. The deferred financing costs consist of fees and costs incurred to obtain the related mortgage financing, less accumulated amortization of \$24,589 at March 31, 2022 (December 31, 2021 - \$19,671).
- iv. See note 15 of the unaudited condensed consolidated interim financial statements for the three months ended March 31, 2022 for additional disclosure on the estimated fair value of the debt.

The following table provides a continuity of total debt for the three months ended March 31, 2022.

	March 31, 2022
<b>Balance at beginning of period</b>	<b>\$ 17,126,214</b>
Debt repayment	(119,461)
Change in fair value of mortgage payable measured at FVTPL	523,099
Change in fair value of interest rate swap	(523,099)
Amortization of debt issuance costs	4,918
<b>Balance at end of period</b>	<b>\$ 17,011,671</b>



Principal repayments on mortgages in each of the next five years and thereafter are estimated as follows:

	<b>Total</b>
2022	\$ 365,473
2023	504,291
2024 <sup>(i)</sup>	8,020,432
2025	289,383
2026	299,646
Thereafter <sup>(i)</sup>	7,586,227
	<b>\$ 17,065,452</b>

i. Includes debt balance due at maturity.



## SHARES OUTSTANDING

As at the date of this report, the Company has:

- 242,349,662 issued and outstanding common shares (March 31, 2022 – 236,464,424)
- 7,400,000 common share stock options outstanding (March 31, 2022 – 7,400,000)
- No common share purchase warrants outstanding

### *Equity*

The following table shows the change in number of common shares outstanding and share capital for the periods presented:

	Number	Amount
Balance as at December 31, 2021	234,463,680	\$ 168,898,901
Shares issued – consideration for acquisition of investment properties	2,000,744	2,500,000
<b>Balance as at March 31, 2022</b>	<b>236,464,424</b>	<b>\$ 171,398,901</b>

Subsequent to March 31, 2022, the Company issued 5,885,238 shares as consideration for an acquisition of an investment property.

### *Stock Options*

Stock option transactions are summarized as follows:

	Number of options	Weighted average exercise price
Balance as at December 31, 2021	7,400,000	\$ 1.50
Granted	-	-
<b>Balance as at March 31, 2022</b>	<b>7,400,000</b>	<b>\$ 1.50</b>

As of March 31, 2022, the following stock options were outstanding and exercisable:

Exercise Price	Number of exercisable options	Number of outstanding options	Weighted average years to expiry
\$1.50	7,400,000	7,400,000	9.73



### ***Joint Venture Debt and Cash Obligations***

Management of the Joint Ventures renegotiated existing debt within the Joint Venture to increase amortization and lower servicing costs. Additional reserves were established. The details are in Section 2 – Joint Venture Operations.

During the quarter ended March 31, 2022, the Company contributed \$557,712 to Fly Away Parking. The Company does not expect an additional contribution will be made as the Joint Ventures have been restructured for cost and debt servicing.

### ***Private Placements***

#### *Bought Deal and Non-Brokered Private Placement – February 17, 2021*

On February 17, 2021, the Company completed (i) a bought deal private placement for \$69,000,006 and (ii) concurrent non-brokered private placement for \$14,999,999, each at a price of \$0.95 per common share, issuing 72,631,585 and 15,789,473 common shares, respectively.

#### *Bought Deal and Non-Brokered Private Placement – March 18, 2021*

On March 18, 2021, the Company completed (i) a bought deal private placement for \$40,261,500 and (ii) concurrent non-brokered private placement for \$999,498, each at a price of \$1.50 per common share, issuing 26,841,000 and 666,332 common shares, respectively. The funds from the non-brokered private placement on December 29, 2020, the private placements on February 17, 2021, and the private placements on March 18, 2021 (collectively “Private Placements”) will fund future acquisitions and be used for general operational purposes. At the close of the private placements on March 18, 2021, the Company had 233,549,647 common shares issued and outstanding.

The Company raised \$125,261,003 less commission fees in the above listed private placements.

### ***Liquidity***

Notwithstanding, the uncertainty caused by the COVID-19 pandemic, the Company has strengthened its liquidity position by completing private placements at higher valuations and acquired assets which will generate strong cash flows. The Company is in a strong position to strategically acquire assets which will be accretive to cash flows and net asset value.

As of March 31, 2022, the is the available liquidity of the Company:

	<b>March 31, 2022</b>	<b>December 31, 2021</b>
FV of unencumbered assets available to be encumbered	\$ 40,037,000	\$ 120,321,060
Estimated borrowing capacity on unencumbered assets (i)	22,020,350	66,176,583
Cash	5,793,167	21,797,256
Available financing based on commitment letter (ii)	55,000,000	-
Additional estimated borrowing capacity (above)	22,020,350	66,176,583
Estimated available liquidity (iii)	\$ 82,813,517	\$ 87,973,839



- i. The estimated borrowing capacity is calculated as unencumbered assets available to be encumbered multiplied by 55% loan to value.
- ii. During the quarter ended March 31, 2022, the Company signed a commitment letter with a bank for a three-year \$55 million credit facility to fund real estate acquisitions, refinance certain investment properties, and other general corporate purposes. The facility is comprised of a \$35 million demand revolving term loan and a \$20 million non-revolving term loan. No amount has been drawn from the \$35 million demand revolving term loan as of the date of these consolidated financial statements and the non-revolving term loan of \$20 million was fully drawn by a single drawdown, on April 27, 2022. Interest is payable monthly based on the bank's prime lending rate plus an applicable margin, and stand-by fees apply to the demand revolving term loan. Security on the loan includes first priority charges and assignment of rents on certain investment properties. The Corporation must maintain certain covenants which include a total debt to assets ratio, a tangible net worth ratio, and loan to value ratio.
- iii. For March 31, 2022, the estimated available liquidity was \$82,813,517, compared to \$87,973,839 for December 31, 2021. Though the estimated available liquidity decreased \$5,160,322, the Company purchased, during the three months ended March 31, 2022, \$17,500,000 in investment properties with a combination of shares and funds on hand. The Company expects to use a combination of the estimated available liquidity, in addition to shares and debt to acquire future investment properties.



## CASH FLOW SUMMARY

A summary of the Company's consolidated cash flows is as follows:

	Three months ended March 31, 2022	Three months ended March 31, 2021
Cash flows from operating activities	\$ 897,823	\$ 360,570
Cash flows used in investing activities	(16,483,481)	(38,141,402)
Cash flows (used in) from financing activities	(414,973)	111,065,297
Increase in cash and cash equivalents	(16,000,631)	73,284,465
Foreign exchange effect on cash	(3,458)	(3,156)
Cash balance, beginning of the period	21,797,256	9,140,322
<b>Cash balance, end of period</b>	<b>\$ 5,793,167</b>	<b>\$ 82,421,631</b>

### *Operating Activities:*

The Company had net cash of \$897,823 in operating activities for the three months ended March 31, 2022, compared to cash flow from operations of \$360,570 for the three months ended March 31, 2021, which reflects the Company's activity for the period.

### *Investing Activities:*

The Company used net cash of \$16,483,481 in investing activities for the three months ended March 31, 2022, compared to cash used of \$38,141,402 from investing activities for the three months ended March 31, 2021, as a result of payments for investment properties and the transaction costs and land transfer tax associated with those purchases. The Company also contributed \$557,692 to its joint venture Fly-Away Parking for the three months ended March 31, 2022, compared to a contribution of \$172,456 for the three months ended March 31, 2021.

### *Financing Activities:*

The Company used net cash of \$414,973 in financing activities for the three months ended March 31, 2022, compared to net cash received of \$111,065,297 for the three months ended March 31, 2021, as a result of two private placements for \$125,261,003 less fees on February 17, 2021 and March 18, 2021, the repayment of vendor take back loans, and monthly repayment of mortgage debt.



## SECTION 7 – DISCLOSURES

### OFF BALANCE SHEET ARRANGEMENTS AND CONTINGENCIES

None.

### RELATED PARTY TRANSACTIONS

#### *Compensation of key management personnel*

Senior management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly and indirectly. Senior management personnel include the Company's executive officers and members of the Board of Directors.

	<b>For the three months ended March 31, 2022</b>	<b>For the three months ended March 31, 2021</b>
Total for all senior management		
Salaries, fees, and short-term benefits	\$ 60,720	\$ 23,100
Total for all directors		
Fees	42,000	36,000
<b>Total</b>	<b>\$ 102,720</b>	<b>\$ 59,100</b>

#### *Transactions with related parties*

Included in accounts payable and accrued liabilities as of March 31, 2022 is \$42,000 for director fees. Included in accounts payable and accrued liabilities as of December 31, 2021 is \$9,361 due to officers for expense reimbursements.

Concurrent with completion of the investment properties acquisitions on December 29, 2020, the Company entered into a property management agreement with Access Results Management Services Inc. ("ARMS"). ARMS and the Company are related by having common members on its Board of Directors. The management agreement has, subject to certain conditions, a five-year term. The Company also receives invoices from ARMS and its related companies for construction, maintenance and other services related to the day-to-day property management.

- For the three months ended March 31, 2022, the Company incurred property management fees and other rental and general operating expenses totalling \$518,371 from ARMS and its related companies (March 31, 2021 - \$107,946).
- For the three months ended March 31, 2022, \$557,036 of costs incurred through ARMS and its related companies have been capitalized to investment properties (March 31, 2021 - \$Nil).
- Amounts due to ARMS and its related companies at March 31, 2022 includes \$905,542 in accounts payable and accrued liabilities (December 31, 2021 - \$1,069,163). Amounts due from ARMS and its related companies at March 31, 2022 include \$89,210 in accounts receivable (December 31, 2021 - \$104,203).

For the three months ended March 31, 2022, the Company earned \$ 256,656 in investment properties revenues from



leases with companies controlled by two directors of the Company (March 31, 2021 - \$24,962).

## CONTRACTUAL OBLIGATIONS AND COMMITMENTS

The Company has a commitment to contribute 5% of any capital call made by the joint venture. Capital calls will be made for the purpose of acquiring new parking real estate assets as jointly agreed by the members, and at other times as the joint venture may require working capital.

During the three months ended March 31, 2022, the Company contributed \$557,712 to Fly Away Parking. The Company does not expect an additional contribution will be made as the Joint Ventures have been restructured for cost and debt servicing.

## PROPOSED TRANSACTIONS

Unless otherwise mentioned in the MD&A there are no proposed transactions.

## CONTROLS AND PROCEDURES

For the purposes of National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings, the Company is a Venture Issuer and has made no representations relating to the design and evaluations of the disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR") and it has not completed such an evaluation. Inherent limitations on the ability of the certifying officers to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Parkit's shares trade on the TSX-Venture Exchange under the symbol PKT, and the OTC under the symbol PKTEF.

Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com).

## SECTION 8 – RISKS AND UNCERTAINTIES

In addition to the specific risks discussed in this MD&A, the Company is exposed to various risks and uncertainties, many of which are beyond the control of the Company and could impact the business, financial condition, operating results and prospects. The shareholders should consider these risks and uncertainties when assessing the Company's outlook in terms of investment potential.

The following is an analysis of some key factors that influence the Company's operations:

### ***COVID-19***

While the impact of COVID-19 is expected to be temporary, the current circumstances are dynamic, and it is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak. The economic downturn resulting from the COVID-19 pandemic and government measures to contain it may, in the short or long term, materially adversely impact the Company's industrial and parking operations and financial performance. A recovery in operations will depend on future developments that are uncertain and unpredictable, including the duration and spread of COVID-19, increase in government regulations, "lockdowns", and the resulting impact to economies and to the demand. With respect to parking, the recovery of air travel will be an important factor to the parking facilities that primarily service nearby airports. It is difficult to estimate the nature, timing, and extent of the business



and economic impact on the Company's financial performance or its ability to raise funds, and this uncertainty could materially affect the Company's operations and financial condition.

### ***Current Economic Environment***

Continued concerns about the uncertainty over whether the economy will be adversely affected by inflation, deflation or stagflation, and the systemic impact of increased unemployment, volatile energy costs, geopolitical issues, the availability and cost of credit, the mortgage market, distressed commercial real estate market and the global outbreak of COVID-19 have contributed to increased market volatility and a weakened business and consumer confidence. Market uncertainty have also adversely impacted on the ability of the Company's tenants and operators to maintain occupancy rates in properties which could harm our financial condition.

### ***Future Financing, Interest Rate and Access to Capital***

We may require additional financing in order to fund our operations or business expansion. The Company is subject to risk associated with both debt and equity financing. Our ability to arrange such financing in the future will depend in part upon prevailing capital market conditions, as well as our business success. There can be no assurance that we will be successful in our efforts to arrange additional financing on terms satisfactory to us. If additional financing is raised by the issuance of shares from treasury, control of the Company may change and shareholders may suffer additional dilution. If adequate funds are not available, or are not available on acceptable terms, we may not be able to operate our businesses at their maximum potential, to expand, to take advantage of other opportunities, or otherwise remain in business.

### ***Competition***

In the real estate business, the Company faces significant competition with developers, managers, and owners of industrial properties competing to acquire properties and also seeking tenants. Some of the Competition may be better capitalized and may be strong financially and hence better able to withstand an economic downturn. The competition could negatively affect the Company's ability to lease space and acquire properties which could adversely affect the Company's financial condition.

The Company's parking facilities directly compete with existing parking facilities and results are affected by availability of other facilities servicing the same geographic region. The proximity of competitors that will have an impact on operations varies from type of parking facility (off-airport, stadium, central business district).

### ***Real Property Ownership and Tenant Risks***

The Company owns properties in the portfolio and is expected to acquire other real property in the future.

The value of the real property depends on the credit and financial stability of tenants and on minimizing vacancy rates. The Company's financial condition will be affected by the tenants' ability to meet their obligations and the Company's ability to lease vacant space. During the term of a tenants' occupancy, the Company has lease provisions requiring tenants maintain continuous occupancy, but there is no assurance that the tenants will maintain their occupancy. At the end of a lease term, a tenant may not renew their lease and there are no assurances that the tenant will be replaced. The terms of subsequent leases may be less favourable than the existing lease.

### ***Geographic***

The Company's investment properties are located in Ontario in the Toronto and Ottawa region. The Company's performance and the value of the investment properties are sensitive to changes in the economic condition and



regulatory environment of Ontario, and any adverse changes in economic condition or regulatory environment may adversely affect its financial condition.

The Company's parking assets are located in the US. The performance of the joint ventures and the value of the parking assets are sensitive to changes in the economic condition and regulatory environment of the US, and any adverse changes in economic condition or regulatory environment may adversely affect its financial condition.

### ***Fixed costs***

The Company's investment properties have fixed costs including but not limited to property taxes, maintenance costs, mortgage payments, insurance costs, ongoing servicing costs and capital expenditures. Significant vacancy will have an adverse effect on the Company's financial condition. The timing of capital expenditures may also affect the capital and liquidity of the Company.

### ***Future Acquisitions***

As part of our business strategy, the Company plans to grow through identifying acquisition opportunities, pursuing such opportunities, consummating acquisitions and effectively operating and leasing such properties. If the Company is unable to manage growth effectively, it could adversely impact the financial condition of the Company.

Acquisitions and developments rely on the representations and warranties given by third parties to protect against undisclosed, unknown, or unexpected liabilities which may adversely affect the Company's financial condition. The representations and warranties may not adequately protect against all liabilities and any recourse against third parties may be limited by the financial capacity of such third parties. The acquisitions and developments may not meet the Company's expectation of operational or financial performance due to unexpected costs and other unknown items which is inherent to the any real estate acquisition.

### ***Developments***

Development and expansion of properties have significant risks including, but not limited to, contractual risks, construction risks, inflation and cost risks, shortages of experience labour, trades and services, and regulation risk associated with entitlements, zoning, and permit approval. The COVID-19 pandemic adds additional risks to the development process which include but are not limited to, potential development delays, fluctuations in costs, slower pace of lease-up, lower sales price and lower property valuation. The effect of the COVID-19 pandemic are uncertain and difficult to predict. There are no certainty to the timing, cost and financial yield of the development activities.

### ***Industry Regulation***

There can be no assurances that we may not be negatively affected by changes in Canada, United States, or other legislation, or by any decisions or orders of any governmental or administrative body or applicable regulatory authority.

Our operations are governed by a broad range of federal, state, provincial and local environmental, health and safety laws and regulations, permits, approvals, common law and other requirements that impose obligations in relation to, among other things: worker health and safety. As such, there are potential liability risks (including potential civil actions, compliance or remediation orders, fines and other penalties) with respect to certain aspects of our businesses.



### ***Cybersecurity Risk***

Cybersecurity is an increasing area of focus as the Company relies on digital technologies in its operations. The introduction of work from home, reliance on computers, digital devices, digital storage, banking and other services increase the exposure to cyber related risks. Cyber-attacks can include but are not limited to phishing, virus, cyber extortion, social media fraud, financial theft, identity theft and attacks on personal and sensitive data. The Company has programs, systems and processes to protect against cyberattacks but the results of successful attacks could have an adverse impact on the Company's financial condition.

The Company is continuing to evolve its security protocols and has engaged technology vendors concerning data security, access controls and other programs.

### ***General insured and uninsured risks and potential litigation***

The operations of the Company have an inherent liability risks. The Company may be the subject of complaints, litigation from tenants, employees or third parties. The damages claimed could be substantial.

The Company carries comprehensive general liability, fire and flood and extended coverage and rental loss insurance with standard policy specifications, limits and deductibles. There can be no assurance that all claims will be covered by the insurance coverage. A successful claim against the Company could materially affect the financial condition of the Company.

### ***Conflicts of Interest***

Certain directors and officers are, and may continue to be, involved in consulting activities outside of their roles with the Company. Situations may arise where the other interests of these directors and officers may conflict with our interests. Directors and officers of the Company with conflicts of interest will be subject to and follow the procedures set out in applicable corporate and securities legislation, regulation, rules, and policies.

### ***Dependence on, and Protection of, Key Personnel***

We depend on the continued support and involvement of our directors and officers to develop our business and operations, and the services of our key technical, sales, marketing, and management personnel. The Company is also dependent on its property manager and asset manager, ARMS, which manages its investment properties. The loss of any of these key persons or a change to its relationship with ARMS could have a material adverse effect on our business, our results of operations, our ability to implement our business plans, and our financial condition. Our success is also highly dependent on our continuing ability to identify, hire, train, motivate and retain highly qualified technical, sales, marketing and management personnel. Competition for such personnel can be intense, and we cannot provide assurance that we will be able to attract or retain highly qualified personnel in the future. Our inability to attract and retain highly qualified technical, sales, marketing and management personnel may adversely affect our future growth and profitability. It may be necessary for us to increase the level of compensation paid to existing or new employees to a degree that our operating expenses could be materially increased. We do not currently maintain corporate life insurance policies on key employees.

### ***Currency Fluctuations***

Our revenue and operating expenses are incurred in Canadian and U.S. dollars. Fluctuations in the exchange rate between the U.S. and Canadian dollar may have a material adverse effect on our business, financial condition, and operating results.



### ***Internal Controls and Procedures***

Management of the Company has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that (i) the financial statements of the Company do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented thereby, and (ii) the financial statements of the Company fairly present in all material respects the financial condition, results of operations and cash flow of the Company, as of the date of and for the periods presented. However, as a venture issuer, the certifying officers of the Company filing such financial statements do not make any representations relating to the establishment and maintenance of:

- controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the Company's accounting principles.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis disclosure controls and procedures, and internal controls over financial reporting, may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### ***Credit risk***

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's exposure to credit risk is primarily on its cash and receivables. All of the Company's cash is held with reputable financial institutions. The Company's policy is to deal only with creditworthy counterparties. None of the Company's financial assets are secured by collateral or other credit enhancements.

With respect to the joint venture activities, the main activities are the management fee receivables and distributions from a joint venture partner. In determining expected credit losses from these counterparties, the Company considered estimated future cash-flows of the joint venture. The maximum exposure to credit risk is equal to the carrying value of the financial assets.

The Company has credit risk from the possibility that tenants in investment properties may not fulfill their lease or contractual obligations. The Company mitigates its credit risk by attracting tenants of sound financial standing and by diversifying its mix of tenants. The Company also monitors tenant payment patterns and discusses potential tenant issues with property managers on a regular basis. The maximum exposure to credit risk is the carrying value of the accounts receivables disclosed in the financial statements. An impairment analysis is performed at each statement of financial position date using a provision matrix to measure expected credit losses, adjusted for forward-looking factors specific to the tenant and the economic environment. The provision is reduced for tenant security deposits held as collateral.

### ***Liquidity risk***

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company manages maturities of the fixed rate debts, monitors the repayment dates and maintains



adequate cash on hand and to ensure sufficient capital will be available to cover obligations as they become due. The Company expects to fund its operations and liabilities through existing cash resources, revenue generated from operations, additional debt and equity financings (note 22), and from funds raised through the partial disposition of interests in its assets. Subsequent to March 31, 2022, the Company signed a commitment letter with a bank for a three-year \$55 million credit facility (note 22).

Based on the funds from the private placements and the Company's twelve month cash flow forecast, the Company has sufficient capital to fund its targeted acquisitions and meet its current obligations and corporate overheads.

### ***Environmental Risk***

Environmental risk is inherent in the ownership of real property. Various municipal, provincial and federal regulations can result in penalties or potential liability for remediation should hazardous materials enter the environment. The presence of hazardous substances could also impair the Company's ability to finance or sell the property, or it may expose the Company to civil lawsuits. To mitigate such risk, the Company will procure recent or updated environmental reports for all acquisitions. It also prohibits the storage of hazardous substances as a condition of the rental contract signed by tenants.

### ***Market Risk***

#### a) Interest rate risk

Interest rate risk arises from changes in market interest rates that may affect the fair value of future cash flows from the Company's financial assets or liabilities. The Company is exposed to interest rate risk primarily relating to its long-term debt.

Interest rate risk may be partially mitigated by holding both fixed and floating rate debt, or by staggering the maturities of fixed rate debt. The Company will manage interest rate risk by utilizing fixed interest rates on its mortgages where possible, entering into interest rate swap contracts, staggering maturities over a number of years to mitigate exposure to any single year, and by attempting to ensure access to diverse sources of funding. The Company currently only has fixed rate debt and debt hedged with an interest rate swap, so the Company will have no exposure to fluctuations in interest rates on its current debt.

#### b) Foreign currency risk

The Company is exposed to foreign currency risk on fluctuations related to cash, accounts receivable, long-term receivable, and its accounts payable and accrued liabilities, denominated in US Dollars.

The Company's main foreign currency risk comes from its investment in joint ventures, where all the parking assets are located in the USA.

#### c) Price risk

The Company is not exposed to any significant price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.