



# PARKIT ENTERPRISE INC.

**ANNUAL INFORMATION FORM  
FOR THE YEAR ENDED DECEMBER 31, 2021**

**June 28, 2022**

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The information in this AIF is given as of December 31, 2021, unless otherwise indicated. All dollar amounts set forth in this AIF are in Canadian dollars unless otherwise indicated. Capitalized terms and industry terms used herein without definition have the respective meanings set forth in the Glossary.

## GLOSSARY

In this AIF, in addition to terms defined in the body of this AIF, unless otherwise indicated or the context otherwise requires, the following terms shall have the indicated meanings. Words importing the singular include the plural and vice versa and words importing a gender include any genders. A reference to an agreement means the agreement as it may be amended, supplemented or restated from time to time.

“**affiliate**” or “**associate**” has the meaning ascribed thereto in the *Securities Act* (Ontario), as amended from time to time.

“**AIF**” means this Annual Information Form.

“**BCBCA**” means the *Business Corporations Act* (British Columbia), as amended from time to time, including the regulations promulgated thereunder.

“**Board**” means the board of directors of the Corporation.

“**Common Shares**” means common shares in the capital of the Corporation.

“**Corporation**” or “**Parkit**” means Parkit Enterprise Inc.

“**GLA**” means gross leasable area.

“**OBCA**” means the *Business Corporations Act* (Ontario), as amended from time to time, including the regulations promulgated thereunder.

“**Option**” means an option to acquire a Common Share granted pursuant to the Option Plan.

“**Option Plan**” means the stock option plan of the Corporation as constituted on the date hereof.

“**Shareholder**” means a holder of Common Shares.

“**TSX-V**” means the TSX Venture Exchange.

“**WALT**” means the weighted average lease term.

## FORWARD-LOOKING STATEMENTS

Certain statements contained in this AIF, and in certain documents incorporated by reference into this AIF, constitute forward-looking statements and forward-looking information (collectively referred to herein as “**forward-looking statements**”) within the meaning of applicable Canadian securities laws. Such forward-looking statements relate to future events or the Corporation’s future performance. All statements other than statements of historical fact may be forward-looking statements. Such forward-looking statements are often, but not always, identified by the use of words such as “seek”, “anticipate”, “budget”, “plan”, “continue”, “estimate”, “expect”, “forecast”, “may”, “will”, “project”, “predict”, “potential”, “targeting”, “intend”, “could”, “might”, “should”, “believe” and similar expressions. These statements involve 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 statements. The Corporation believes the expectations reflected in those forward-looking statements are reasonable but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in, or incorporated by reference into, this AIF should not be unduly relied upon. These forward-looking statements speak only as of the date of this AIF or as of the date specified in the documents incorporated by reference into this AIF, as the case may be.

In particular, this AIF, and the documents incorporated by reference, contain forward-looking statements, including, but not limited to, the following:

- Parkit's strategic objectives and focus, including regarding acquiring high-quality and strategically located industrial properties with a focus on the Greater Toronto Area+ (“GTA+”), Ottawa and Montreal; generating stable and growing cash flows; growing the asset base and increasing cash flow; enhancing the value of Parkit’s assets through active management of its assets, maximizing the value of industrial and parking assets through expansion and innovative asset management; and ensuring Parkit follows progressive environmental, social and governance (“ESG”) policies;
- Parkit’s investment and acquisition strategy, the criteria to be considered in connection therewith and the benefits to be derived therefrom;
- the organic growth and expansion of certain of Parkit’s industrial real estate platform;
- potential growth and opportunities in the Canadian industrial real estate sector and potential factors in such growth and opportunities;
- Parkit's growth and growth strategy of Parkit, including the potential expansion of existing industrial real estate properties;
- potential acquisitions by Parkit that have previously been announced by Parkit, and closing dates for such potential acquisitions;
- potential sources of financing for potential future growth and potential acquisitions including a combination of free cash flow from operations, mortgage financing and the issuance of debt or equity securities;
- the impact of COVID-19 on Parkit’s business; and
- market dynamics and factors driving the industrial real estate industry.

Although the forward-looking statements contained in this AIF are based upon assumptions which management of the Corporation believes to be reasonable, the Corporation cannot assure investors that actual results will be consistent with these forward-looking statements. With respect to forward-looking statements contained in this AIF, the Corporation has made assumptions regarding, but not limited to:

- the successful negotiation and execution of purchase agreements in respect of potential acquisitions;
- Parkit completing current and future acquisitions in a manner consistent with previous disclosure and consistent with past acquisitions;
- market acceptance of Parkit’s future acquisitions and industrial real estate expansions;
- market acceptance and receipt of approvals, including Board approval, and TSX-V acceptance of the potential issuance of Common Shares, if any, for potential acquisitions, and the closing of such potential acquisitions;
- the satisfactory fulfilment of all of the conditions precedent to any potential acquisitions;
- the ability of Parkit to rely on exemptions from the formal valuation and minority approval requirements of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* in respect of any related party transactions;

- the completion of satisfactory due diligence by Parkit in relation to the potential acquisitions;
- the value of the appraisals received for potential acquisitions;
- factors and trends in Canada's industrial real estate sector being consistent with the past and projections for such growth;
- no material adverse change in economic conditions or capital markets in Canada generally;
- no material adverse change in the Canadian industrial real estate sector;
- factors in Parkit's growth being consistent with the past and projections for such growth;
- the impact of increasing competition;
- receipt of regulatory approvals;
- the ability to obtain additional financing on satisfactory terms;
- the ability of Parkit to successfully market its services;
- the Corporation's future debt levels;
- anticipated adjustments, if any, to Parkit's operations as a result of the COVID-19 pandemic; and
- Parkit's continued response and ability to navigate the COVID-19 pandemic being consistent with, or better than, its ability and response to date.

The Corporation's actual results could differ materially from those anticipated in the forward-looking statements as a result of the risk factors set forth herein and in the documents incorporated by reference herein, including but not limited to:

- general business, economic, competitive, political and social uncertainties;
- general capital market conditions and market prices for securities;
- delay or failure to receive Board or regulatory approvals;
- the actual results of future operations;
- competition;
- changes in legislation, including environmental legislation, affecting Parkit;
- the timing and availability of external financing on acceptable terms;
- conclusions of economic evaluations and appraisals;
- lack of qualified, skilled labour or loss of key individuals;
- changes in operating and capital costs;
- the availability of capital on acceptable terms;
- adverse claims made in respect of the Corporation's properties or assets;
- failure to realize the anticipated benefits of recently completed acquisitions;
- risks related to the COVID-19 pandemic including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place, stay at home orders, curfews, social distancing, and mandatory vaccination policies, disruptions to markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession;
- the impact that the COVID-19 pandemic may have on Parkit, which may include: a short-term delay in payments from customers, an increase in accounts receivable and an increase of losses on accounts receivable; decreased demand for the services that Parkit offers; and a deterioration of financial markets that could limit the Corporation's ability to obtain external financing; and
- other factors, many of which are beyond the control of the Corporation, some of which are discussed under "*Risk Factors*" in this AIF.

Forward-looking statements and other information contained herein concerning the industrial real estate sector in Canada and the Corporation's general expectations concerning this industry are based on estimates prepared by management of the Corporation using data from publicly available industry sources as well as from market research and industry analysis and on assumptions based on data and knowledge of this industry which the Corporation believes to be reasonable. However, this data is inherently imprecise, although generally indicative of relative market positions, market shares and performance characteristics. While the Corporation is not aware of any material misstatements regarding any industry data presented herein, the industrial real estate sector involves numerous risks and uncertainties and is subject to change based on various factors.

Management of the Corporation has included the above summary of assumptions and risks related to forward-looking statements provided in this AIF in order to provide shareholders with a more complete perspective on the Corporation's current and future operations and such information may not be appropriate for other purposes. The Corporation's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Corporation will derive therefrom.

Readers are cautioned that the foregoing list of important factors is not exhaustive and they should not unduly rely on the forward-looking statements included in this AIF or in any of the documents incorporated by reference. These forward-looking statements are made as of the date of this AIF and the Corporation disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise, other than as required by applicable securities laws. All forward-looking statements contained in this AIF are expressly qualified by this cautionary statement. Further information about the factors affecting forward-looking statements and management's assumptions and analysis thereof, is available in filings made by the Corporation with Canadian provincial securities commissions available on the System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com).

## PRESENTATION OF FINANCIAL INFORMATION

### Non-IFRS Financial Measures

**This AIF refers to certain financial measures ("Non-IFRS Financial Measures") that are not determined in accordance with Canadian generally accepted accounting principles applicable to publicly traded companies ("GAAP"), including International Financial Reporting Standards ("IFRS"). Investors are cautioned, however, that these measures should not be construed as alternatives to measures determined in accordance with GAAP and IFRS.** Parkit believes that these Non-IFRS Financial Measures are useful supplemental measures as they facilitate an understanding of Parkit's operating and financial performance. Management of the Corporation uses both IFRS and Non-IFRS Financial Measures to assess the financial and operating performance of the Corporation's operations. These Non-IFRS Financial Measures are not recognized measures under IFRS, do not have a standardized meaning under IFRS and are unlikely to be comparable to similar measures presented by other companies. The Non-IFRS Financial Measures referenced in this AIF include the following:

- 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. The Corporation believes that FFO can be a beneficial measure, when combined with primary IFRS measures, to assist in the evaluation of the Corporation's ability to generate cash and evaluate its return on investments as it excludes the effects of real estate amortization and gains and losses from the sale of real estate, all of which are based on historical cost accounting and which may be of limited significance in evaluating current performance.

FFO should not be viewed as an alternative to, in isolation from, or superior to, net income or cash flow from operations, or results from Parkit's comprehensive operations, respectively, or other measures calculated in accordance with IFRS. FFO should not be interpreted as an indicator of cash generated from operating activities and is not indicative of cash available to fund operating expenditures, or for the payment of cash distributions. FFO is simply an additional measure of operating performance which highlight trends in Parkit's core business that may not otherwise be apparent when relying solely on IFRS financial measures. Parkit's management also uses these non-IFRS measures in order to facilitate operating performance comparisons from period to period and to prepare operating budgets. In addition, the Corporation's definitions of FFO may differ from that of other issuers.

## CORPORATE STRUCTURE

Parkit Enterprise Inc. was incorporated on December 6, 2006 under the BCBCA as “Lela Designs Inc.” On January 10, 2008, the Corporation amended its authorized capital to consist solely of Common Shares. On April 18, 2008, the Corporation changed its name from “Lela Designs Inc.” to “Greenscape Capital Group Inc.” On September 11, 2013 the Corporation changed its name from “Greenscape Capital Group Inc.” to “Parkit Enterprise Inc.” On July 9, 2021, the Corporation filed Articles of Continuance to continue the Corporation from the BCBCA to the OBCA.

The Corporation’s head office is located at 100 Canadian Road, Toronto, Ontario, M1R 4Z5 and its registered office is located at 100 King Street West, Suite 6000, 1 First Canadian Place, Toronto, Ontario M5X 1E2.

The following chart depicts the intercorporate relationships among the Corporation and its principal subsidiaries as of the date hereof:



## GENERAL DEVELOPMENT OF THE BUSINESS

### Business Overview

Parkit 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+, Ottawa and Montreal, to complement its parking assets across the United States of America.

Parkit currently owns a portfolio of 8 industrial properties of which 5 are in the GTA+ and 3 are in Ottawa. As of the date of this AIF, the total gross leasable area (“GLA”) of the properties comprising Parkit’s portfolio is approximately 823,388 square feet on 55.3 acres.

Parkit’s objectives are to: (i) generate stable and growing cash flows from operations, (ii) grow the asset base in key urban markets through accretive acquisitions of properties, with a focus on the GTA+, Ottawa, and Montreal; and (iii) enhance the value of Parkit’s assets through active management of its assets.

The Corporation is a reporting issuer in British Columbia, Alberta, Saskatchewan, Ontario and Nova Scotia. The Common Shares are listed and posted for trading on the TSX-V under the trading symbol “PKT”.

### Three Year History

The general development of Parkit’s business during the last three fiscal years and to the date of this AIF, including acquisitions and other events which have had an influence on the Corporation’s development, are described below.

*Financial Year Ended December 31, 2019*

On February 11, 2019, the Corporation announced that it had received a payment of CAD \$561,569 (USD \$423,506) from OP Holdings JV, LLC (the “**OP Holdings Joint Venture**”). The payment resulted from the release of an environmental trust that was established for the sale of Espresso Airport Parking. The property was sold in October 2018 and the Department of Toxic Substances Control (California, U.S.A) released the environmental trust after the purchaser of the Property established its own environmental trust for the Property. The payment added cash of approximately CAD \$0.016 per share to Parkit's treasury.

On May 23, 2019, the Corporation announced that it had received a payment of CAD \$655,140 (USD \$487,854) from the OP Holdings Joint Venture. The payment was Parkit's effective 24.39% net share of a USD \$2,000,000 distribution from the OP Holdings Joint Venture. The payment resulted from the release of operating cash flow from the OP Holdings Joint Venture.

*Financial Year Ended December 31, 2020*

On December 7, 2020, the Corporation announced that the Riccio parking lot in Connecticut, USA, which was held within the OP Holdings Joint Venture, was disposed of at a price of USD \$4,550,000. Parkit's share of the proceeds was approximately USD \$2,000,000 with such funds remaining in the OP Holdings Joint Venture.

On December 29, 2020, the Corporation announced that it had completed the acquisition of two industrial properties, one located at 5600 Finch Ave East, Toronto, Ontario and the other at 4390 Paletta Court, Burlington, Ontario, for an aggregate purchase price of \$36,250,000. The purchase price was satisfied as follows: (i) the sum of \$10,000,000 by the issuance of 40,000,000 Common Shares of Parkit at a deemed price of \$0.25 per Common Share; (ii) the assumption of mortgages on the properties totaling approximately \$17,800,000; and (iii) Vendor take-back loans in the aggregate a amount of approximately \$8,450,000.

Concurrent with the closing of these acquisitions (together, with the below, the “**December 29, 2020 Transactions**”):

- Parkit also completed a \$10,000,000 private placement of Common Shares at a price of \$0.25 per Common Share.
- Parkit entered into a property management agreement with Access Results Management Services Inc. (the “**Manager**”), an affiliate of one of the vendors, to manage the Properties. The management agreement among the Manager and Parkit has, subject to certain conditions, a term of 5 years from the closing date and results in industry standard (non-material) compensation payable to the Manager.
- In connection with the completion of these transactions, Brad Miller and Elie Norowitz resigned from the Parkit Board and Parkit's board was reconstituted with the addition of Steven Scott, Iqbal Khan and Julie Neault.

*Financial Year Ended December 31, 2021*

On February 17, 2021, the Corporation announced that it had closed a bought deal private placement (the “**February Bought Deal Offering**”) and a concurrent non-brokered private placement (the “**February Non-Brokered Offering**”) of an aggregate of 88,421,058 Common Shares at a price of \$0.95 per Common Share. The February Bought Deal Offering consisted of 72,631,585 Common Shares for aggregate gross proceeds of approximately \$69,000,000. The February Bought Deal Offering was conducted by a syndicate of underwriters, co-led by Stifel GMP and Scotiabank and included Canaccord Genuity Corp., CIBC Capital Markets and Cormark Securities Inc. The February Non-Brokered Offering consisted of 15,789,473 Common Shares for aggregate gross proceeds of approximately \$15,000,000 issued to certain insiders of the Corporation and a president's list on the same terms as the February Bought Deal Offering.

On March 15, 2021, the Corporation announced that it had completed the acquisition of 5610 Finch Ave East, for an aggregate purchase price of \$12,250,000 plus customary closing costs. The purchase was funded with cash on hand. The property complemented Parkit's platform as it neighbors the Corporation's 5600 Finch Ave East property. With



the acquisition of 5610 Finch Avenue East, Parkit now also owns the adjacent Class A industrial property totaling 54,853 square feet of rentable space on 5.5 acres of land.

On March 18, 2021, the Corporation announced that it had closed a bought deal private placement (the “**March Bought Deal Offering**”) and a concurrent non-brokered private placement (the “**March Non-Brokered Offering**”) of an aggregate of 27,507,332 Common Shares at a price of \$1.50 per Common Share. The March Bought Deal Offering consisted of 26,841,000 Common Shares for aggregate gross proceeds of approximately \$40.3 million. The March Bought Deal Offering was co-led by Stifel GMP and Scotiabank. The March Non-Brokered Offering consisted of 666,332 Common Shares for aggregate gross proceeds of approximately \$1.0 million issued to a president's list on the same terms as the March Bought Deal Offering.

On March 18, 2021, the Corporation announced that it had completed the purchase of a fully tenanted 180,000 square feet Class A industrial building on 7 acres of land located in Ottawa, Ontario. The purchase price for the property was \$28,500,000, subject to adjustments, and was satisfied through the issuance of an aggregate of 2,667,000 Common Shares at a pre-approved deemed price of \$1.50 per share with the remainder of the purchase price being satisfied with funds on hand. The Corporation measured the fair value of the consideration of the 2,667,000 shares issued based on the transaction closing share price of \$1.70 for gross proceeds of \$4,533,900. As the vendor of the property, Access Self Storage Inc. (“**Access**”), is a related party to Parkit, the acquisition was considered to be a “related party transaction” under *Multilateral Instrument 61-101— Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”) and TSX-V Policy 5.9. Parkit was exempt from obtaining a formal valuation for, and minority approval of, the acquisition pursuant to Section 5.5(b) and 5.7(1)(a) of MI 61-101, respectively.

On July 7, 2021, the Corporation announced that it had completed the arm's length purchase of 415 Legget Drive, Ottawa, Ontario. The property was 200,000 square feet of flex and industrial space on approximately 18 acres of land. Along with repositioning the property to take advantage of industrial demand, the Corporation will look to expand the property by adding at least 150,000 additional square feet of industrial space. The purchase price of \$24,500,000 was satisfied through funds on hand.

On October 6, 2021, the Corporation announced that it had completed the acquisition of a class A industrial property in Ottawa, 1151 Parisien St., for an aggregate purchase price of \$13,250,000. The property was approximately 75,000 square feet of multi-tenanted light industrial space on approximately 4 acres of land. The purchase price was satisfied through funds on hand.

On October 14, 2021, the Corporation announced that it had completed the acquisition of a neighbouring industrial property in Toronto, Ontario, 720 Tapscott Road, for an aggregate purchase price of \$3,600,000. The property complements Parkit's existing platform as it neighbours two of Parkit's properties, 5600 and 5610 Finch Ave East. With the acquisition of this property, Parkit then owned a contiguous 14 acre parcel of land. The purchase price was satisfied through the issuance of 61,552 Common Shares at a deemed aggregate consideration of \$100,000 and \$3,500,000 from funds on hand.

On December 16, 2021, the Corporation announced that it had completed the acquisition of 1485 Speers Rd., Oakville, Ontario for an aggregate purchase price of \$18,000,000. The property was approximately 101,500 square feet on approximately 6.7 acres of land. The purchase price was satisfied through the issuance of 702,481 Common Shares for \$1,000,000 and \$17,000,000 from funds on hand.

#### *Period After December 31, 2021*

On February 22, 2022, the Corporation announced that it had completed the acquisition of two industrial assets from two vendor groups for an aggregate purchase price of \$17,000,000, subject to customary adjustments. Both acquisitions were arm's length. The properties acquired were 568 Second Street, London, ON and 1665 Boul. Lionel-Bertrand, Boisbriand, QC for an aggregate purchase price of \$17,000,000. The properties are approximately 141,000

square feet on 5.6 acres of land. The aggregate purchase price for the acquisitions was satisfied through the issuance of 2,000,744 Common Shares for \$2,500,000 and \$14,500,000 from funds on hand.

On February 22, 2022, Parkit announced that it appointed RSM Canada LLP as auditor of Parkit effective February 22, 2022.

On March 14, 2022, Parkit announced a Normal Course Issuer Bid (“NCIB”) to purchase for cancellation, during the 12-month period starting March 18, 2022, up to 11,723,184 of the outstanding Common Shares of the Corporation, representing 5% of the Common Shares outstanding.

On May 12, 2022, the Corporation announced that it had completed the acquisition of two industrial assets from two vendor groups for an aggregate purchase price of \$22,680,000, subject to customary adjustments. One of the acquisitions was arm’s length and one was non-arm’s length with SRS Realty Group Inc. (“SRS”), a company wholly owned by Steven Scott, a director and chair of Parkit, as the Vendor (the “**SRS Related Party Acquisition**”). The properties acquired were 3455 Mainway Dr, Burlington, ON and 5300 Harvester Rd, Burlington, ON for an aggregate purchase price of \$22,680,000. The properties are approximately 77,299 square feet on 10.8 acres of land. The aggregate purchase price for the acquisitions was satisfied through the issuance of 5,885,238 Common Shares of Parkit for \$7,000,000, assumption of a mortgage of approximately \$4,500,000 and approximately \$11,180,000 from funds on hand. As the vendor of the SRS Related Party Acquisition, SRS, is a related party to Parkit, the acquisition was considered to be a “related party transaction” under MI 61-101 and TSX-V Policy 5.9. Parkit was exempt from obtaining a formal valuation for, and minority approval of, the acquisition pursuant to Section 5.5(b) and 5.7(1)(a) of MI 61-101, respectively.

On May 25, 2022, the Corporation announced that it had completed the acquisition of 1155 Lola St., Ottawa, Ontario for an aggregate purchase price of \$17,600,000, subject to customary adjustments. The property is approximately 62,400 square feet on 3.0 acres of land. The purchase price was satisfied through the issuance of the assumption of a mortgage of approximately \$8,800,000 and the balance from funds on hand.

### **Significant Acquisitions**

During the fiscal year ended December 31, 2021, the Corporation did not complete any significant acquisitions as defined in National Instrument 51-102 - *Continuous Disclosure Obligations*.

## **BUSINESS OF PARKIT**

### **Business Overview**

Parkit 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 GTA+, Ottawa and Montreal, to complement its parking assets across the United States of America (“USA”).

### **Strategic Direction**

Parkit’s strategy is to own and operate a portfolio of strategically located industrial properties. The Corporation 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 Corporation follows progressive ESG 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.

### **Industrial Real Estate – Market Dynamics and Impact of COVID-19**

In 2021 and to the date of this AIF, Parkit continued its transformation into an industrial real estate platform by adding additional investment properties, continuing its development of its expansion properties and streamlining its industrial real estate operations. The Corporation continues to monitor its parking assets in the USA as the business begins to recover from the effects of COVID-19.

Industrial real estate has strong market dynamics with rising rents, low vacancies, and declining capitalization rates. The market is positively driven by e-commerce and warehousing, and these factors have accelerated with the effects of COVID-19.

Parkit is well positioned to capitalize on this growth as it has raised substantial capital and reconstituted its Board and management to add personnel with notable experience in acquiring, developing, and managing real estate properties. The Corporation’s specific focus will be on the GTA+, Ottawa, Montreal, and other key markets in Canada if accretive opportunities become available.

#### *Competition – Industrial Real Estate*

In each jurisdiction in which Parkit does business, there are a significant number of competitors including private individuals and corporations, real estate investment trusts, real estate companies, pension funds, insurance companies, foreign entities, and similar institutions and investors which are presently seeking or which may seek in the future real property investments. In particular, Parkit competes with larger and similar-sized publicly traded real estate investment trusts for acquisition opportunities in industrial real estate asset.

Industrial real estate is an attractive investment for investors who are seeking stable cash flow. The supply of industrial properties available for sale in Parkit’s key markets are relatively limited. To the extent Parkit has a competitive advantage in a marketplace, that advantage arises from its internal underwriting and expertise, property management agreement with Access Results Management Services Inc, the network of real estate brokers, owners and operators maintained by Parkit’s principals and strategic partners.

### *Parkit's Investment in Industrial Properties*

As at December 31, 2021, the Parkit's properties comprise an aggregate of approximately 823,388 square feet of GLA on 55.3 acres in the GTA+ and Ottawa. The Properties are located in both primary and secondary markets, well-located within their respective markets and provide an attractive platform from which to grow. In addition, the geographic diversification within the portfolio of Properties mitigates concentration risk and supports the stability of Parkit's cash flows.

The following chart provides summary information about the Properties as at December 31, 2021

<b>Property Address</b>	<b>Rentable Area (Square feet)</b>	<b>Land Area (Acres)</b>
4390 Paletta Court, Burlington, ON	101,160	5.48
5600 Finch Ave East, Scarborough, ON	128,582	6.08
5610 Finch Ave East, Scarborough, ON	54,853	5.53
720 Tapscott Rd, Scarborough, ON	-	2.35
1165 Kenaston St, Ottawa, ON	168,185	7.39
415 Legget Dr, Ottawa, ON	194,661	17.96
1151 Parisien St, Ottawa, ON	74,447	4.01
1485 Speers Rd, Oakville, ON	101,500	6.51
<b>Total</b>	<b>823,388</b>	<b>55.3</b>

<b>Investment properties</b>	<b>December 31, 2021</b>
Number of properties (cumulative)	8
Site area (acres) (cumulative)	55.3
In place gross leasable area ("GLA") (sf)	823,388
Expansion GLA in development (sf)	271,050
Stabilized GLA after Expansion (sf)	1,094,438
In place occupancy rate	100%
Average in-place net rent	\$9.09
Weighted average lease term ("WALT") (years)	5.1

### *Industrial Asset Portfolio*

As of December 31, 2021, Parkit owns and operates a portfolio of 8 industrial assets totaling 823,388 sq ft of GLA with an additional 271,050 sq ft planned in future expansions.

The Corporation leases industrial properties to tenants under operating leases. For the year-ended December 31, 2021, the Corporation had revenue from four external customers that individually exceeded 10% or more of the Corporation's total revenue from investment properties. The Corporation's tenants operate in a variety of industries, with no one tenant accounting for more than 14% of total GLA. The Corporation's portfolio of 8 industrial assets has 22 tenants.

As at December 31, 2021, the Corporation has an in-place and committed occupancy of 100% for 4 stabilized properties and 4 properties are in development. The stabilized properties have an average in-place net rent for the portfolio of \$9.09 per sq ft compared with market rents of \$12.22 per sq ft in Q4 of 2021<sup>1</sup>.

<b>Portfolio as at December 31, 2021</b>	<b>Average in place base rent (per sq ft)</b>	<b>Estimated market rent (per sq ft)</b>	<b>Estimated market rent/ avg in place rent</b>	<b>WALT</b>
Greater Toronto Area, Ontario	\$6.57	\$12.30	87.2%	4.0 years
Ottawa, Ontario	\$10.64	\$12.15	14.2%	6.0 years
<b>Total Portfolio</b>	<b>\$9.09</b>	<b>\$12.22</b>	<b>34.4%</b>	<b>5.1 years</b>

### *Lease Maturities*

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

<b>Portfolio as at December 31, 2021</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)	-	-	15,998	36,515	87,843	42,966	300,403
Total stabilized GLA <sup>(1)</sup>							483,725
Percentage of stabilized GLA	-	-	3%	8%	18%	9%	62%

#### **Note**

<sup>(1)</sup> Total GLA excludes 339,663 sq ft for 5610 Finch Ave East, 415 Legget Drive, and 1485 Speers Rd, which are in development.

### **Parking Joint Venture**

In addition to its industrial real estate assets, the Corporation holds its parking assets through its joint venture.

#### *OP Holdings Joint Venture*

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

The OP Holdings Joint Venture 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 (Denver International Airport)

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

In addition to the assets held in the OP Holdings Joint Venture, on October 30, 2015 the Corporation acquired a 50% indirect investment in Fly-Away Airport Parking ("**Fly-Away Parking**", together with the OP Holdings Joint Venture, the "**Joint Ventures**"), servicing the Nashville International Airport. As asset manager and investor in parking facilities, the Corporation has multiple sources of revenue (management fees, acquisition fees, and earnings in equity).

<sup>1</sup> Per CBRE – Canada Q4 2021 Quarterly Statistics

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.

### *Competition – Parking*

The 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, commercial/business district).

### **Cycles and Seasonal Activity**

The Corporation's business from its industrial real estate assets is generally not cyclical.

For parking assets held within the joint venture, demand for airport parking can be impacted by the same seasonality in travel demand for that airport.

### **Environmental, Social and Governance**

The Corporation 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 Corporation 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 Corporation with both the Board and management collaborating to continue to improve and refine its initiatives.

Some of the Corporation'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</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 Corporation'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>  |

### **Employees**

As at December 31, 2021, Parkit currently had 1 employee.

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

## BORROWING

The Corporation partially funds the purchase of industrial real estate assets through leverage. A number of factors are considered when evaluating the level of debt in Parkit’s capital structure, as well as the amount of fixed and variable rate debt. In making financing decisions, the factors that Parkit considers include, but are not limited to interest rates, amortization period, covenants and restrictions, security requirements, prepayment rights and costs, overall debt level, maturity date in relation to existing debt, overall percentage of fixed and variable rate debt and expected asset performance.

### *Debt summary*

The following table summarized the debt as of December 31, 2021:

	Maturity	Interest rate	December 31, 2021
Mortgages:			
At amortized cost – Fixed <sup>(1)</sup>	<i>January 1, 2024</i>	4.46%	\$ 8,199,628
At FVTPL - Mortgages <sup>(1)</sup>			8,876,796
- Interest rate swap <sup>(2)</sup>			108,488
	<i>November 1, 2029</i>	3.49%	8,985,284
<b>Total mortgages</b>			<b>17,184,912</b>
Financing costs, net <sup>(3)</sup>			(58,698)
<b>Carrying value</b>			<b>\$ 17,126,214</b>

### Notes:

- <sup>(1)</sup> The mortgage is collateralized by a first charge on specific investment properties.
- <sup>(2)</sup> The mortgage consist of a non-revolving floating rate loan with fixed principal instalment amounts plus interest using an interest rate swap to fix the interest rate exposure to a notional rate of 3.49% per annum.
- <sup>(3)</sup> The deferred financing costs consist of fees and costs incurred to obtain the related mortgage financing, less accumulated amortization.

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

	Total
2022	484,933
2023	504,291
2024 <sup>(1)</sup>	8,020,432
2025	289,383
2026	299,646
Thereafter <sup>(1)</sup>	7,586,227
	<b>\$ 17,184,912</b>

### Note:

- <sup>(1)</sup> Includes debt balance due at maturity.

As part of the non-brokered private placement on February 17, 2021, the Corporation paid back the vendor take back loans. The vendors used a portion of the funds to participate in the non-brokered private placement.

## DIVIDENDS

The Corporation has not declared or paid any dividends since incorporation. Any decision to pay dividends on the Common Shares will be made by the Board of Directors on the basis of the Corporation's earnings, financial requirements and other conditions existing at the relevant time.

## CAPITAL STRUCTURE OF PARKIT

### Authorized Shares

The Corporation is authorized to issue an unlimited number of Common Shares, of which, as at the date of this AIF 241,759,662 Common Shares are issued and outstanding as fully paid and non-assessable. As of December 31, 2021, 234,463,680 Common Shares were issued and outstanding.

### Common Shares

The holders of Common Shares are entitled to dividends if, as and when declared by the directors, to one vote per share at meetings of the holders of Common Shares and, upon liquidation, to receive such assets of the Corporation as are distributable to the holders of the Common Shares.

## MARKET FOR SECURITIES

### Trading Price and Volume

#### Common Shares

The Common Shares are listed and posted for trading on the TSX-V under the symbol "PKT". The following table sets out the price range (monthly high and low prices) of the Common Shares and monthly volumes of Common Shares traded on the TSX-V for the financial year ended December 31, 2021.

Period	High (\$)	Low (\$)	Volume
<b>2021</b>			
January	1.64	0.59	3,646,299
February	1.75	1.37	4,301,797
March	1.85	1.57	2,243,209
April	1.71	1.55	982,066
May	1.62	1.47	3,541,083
June	1.58	1.41	7,155,488
July	1.74	1.42	4,028,429
August	1.69	1.41	10,305,235
September	1.75	1.56	4,572,226
October	1.67	1.50	2,831,393
November	1.62	1.36	4,819,550
December	1.55	1.32	710,604

### Prior Sales

The following table summarizes the securities of the Corporation not listed on a marketplace for the financial year ended December 31, 2021 and granted during the most recently completed financial year.

Description of Security	Date Issued	Number of Securities Issued	Exercise Price Per Security (\$)
Options	June 30, 2021	4,000,000	\$1.50
Options	December 31, 2021	3,400,000	\$1.50



## ESCROWED SECURITIES AND SECURITIES SUBJECT TO CONTRACTUAL RESTRICTION ON TRANSFER

The following table summarizes the Corporation's securities that remained in escrow or subject to restrictions on transfer as at December 31, 2021:

Designation of Class	Number of securities held in escrow or that are subject to a contractual restriction on transfer	Percentage of Class <sup>(1)</sup>
Common Shares	27,070,000	11.54%
<b>Total</b>	<b>27,070,000</b>	<b>11.54%</b>

**Notes:**

- (1) Percentages based on 234,463,680 Common Shares issued and outstanding as of December 31, 2021.
- (2) As a result of the December 29, 2020 Transactions, 54,140,000 Common Shares ("**Escrowed Shares**") were deposited in escrow with Computershare Trust Company of Canada. Upon the issuance by the TSX of their final bulletin on January 5, 2021, approving the December 29, 2020 Transactions, 25% (13,535,000) of such Escrowed Shares were released from escrow, an additional 25% (13,535,000) of such Escrowed Shares were released from escrow on July 5, 2021 and January 5, 2022, and an additional 25% (13,535,000) of such Escrowed Shares are to be released on July 5, 2022.

## DIRECTORS AND EXECUTIVE OFFICERS

### Directors and Executive Officers of Parkit

The names, municipalities of residence, principal occupations for the five preceding years and committee membership of each of the directors and executive officers of Parkit as of the date hereof are set out below:

Name, Residence and Principal Occupation	Position and Offices Held
<p><b>Steven Scott</b> Toronto, Ontario, Canada</p> <p>Chair of the Board of Directors of the Corporation. Mr. Scott is a director, Chair and Chief Executive Officer StorageVault Canada Inc. (TSX: SVI). Mr. Scott is also a director and Audit Committee Chair of Park Lawn Corporation (TSX: PLC). Mr. Scott is a Principal and Chief Executive Officer of The Access Group of Companies focusing on the ownership, acquisition and development of storage, multi-residential and commercial real estate in Canada. Mr. Scott is also a Director and Treasurer of the Canadian Self Storage Association.</p>	<ul style="list-style-type: none"> <li>• Chair</li> <li>• Director since December 29, 2020</li> <li>• Member of the Investment Committee</li> <li>• Member of the Audit Committee</li> </ul>
<p><b>Iqbal Khan</b> Toronto, Ontario, Canada</p> <p>Chief Executive Officer of the Corporation. Mr. Khan is a director and the Chief Financial Officer of StorageVault Canada Inc. (TSX:SVI). Mr. Khan is a Principal and Chief Financial Officer of The Access Group of Companies focusing on the ownership, acquisition and development of storage, multi-residential and commercial real estate in Canada, and prior to the internalization into the Corporation, President of RecordXpress, a records management company. He is the Chairperson of the Canadian Self Storage Association Tax Committee.</p>	<ul style="list-style-type: none"> <li>• Chief Executive Officer</li> <li>• Director since December 29, 2020</li> </ul>
<p><b>JoAnne Odette</b> West Vancouver, BC, Canada</p> <p>Co-Chief Financial Officer of the Corporation. Ms. Odette has held the CFO or Controller role for various Canadian public companies. Ms. Odette holds a Bachelor of Commerce degree from the University of Alberta and is a Chartered Professional Accountant.</p>	<ul style="list-style-type: none"> <li>• Co-Chief Financial Officer</li> </ul>

Name, Residence and Principal Occupation	Position and Offices Held
<p><b>Carey Chow</b> Markham, Ontario, Canada Co-Chief Financial Officer of the Corporation. Prior to joining the Corporation, Mr. Chow held CFO roles at various private Canadian companies. Mr. Chow holds a Bachelor of Mathematics from the University of Waterloo and is a Chartered Professional Accountant.</p>	<ul style="list-style-type: none"> <li>• Co-Chief Financial Officer</li> </ul>
<p><b>Brad Dunkley</b> Toronto, Ontario, Canada Co-Founder, Chief Investment Officer and Chief Risk Officer at Waratah Capital Advisors Ltd., a Toronto-based alternative asset manager. Prior to co-founding Waratah in 2010, Mr. Dunkley worked for 12 years at Gluskin Sheff + Associates. Mr. Dunkley holds a Bachelor's degree in business administration from Wilfrid Laurier University.</p>	<ul style="list-style-type: none"> <li>• Director since May 18, 2017</li> <li>• Member of the Audit Committee</li> <li>• Member of the Governance and Compensation Committee</li> <li>• Chair of the Investment Committee</li> </ul>
<p><b>David Delaney</b> Toronto, Ontario, Canada President of Concord Investment Partners, an investment company focused on listed equities and private investment. Prior thereto, Mr. Delaney spent five years working for a Toronto based real estate developer and a Toronto based lender. From 2007 to 2011, Mr. Delaney trained and practiced as an architect at the University of Toronto and Diamond and Schmitt Architects. He has been a CFA Charterholder since 2016. Mr. Delaney has a Master of Architecture degree from the University of Toronto and a Bachelor of Arts degree from Acadia University.</p>	<ul style="list-style-type: none"> <li>• Director since May 30, 2018</li> <li>• Member of the Governance and Compensation Committee</li> </ul>
<p><b>Avi Geller</b> Spring Valley, NY, USA Chief Executive Officer of the Corporation from October 30, 2018 to June 28, 2021. Mr. Geller has been the Chief Investment Officer of Leonite Capital LLC since 2017.</p>	<ul style="list-style-type: none"> <li>• Director since May 30, 2018</li> <li>• Member of the Investment Committee</li> </ul>
<p><b>Blair Tamblyn</b> Toronto, Ontario, Canada Chief Executive Officer and Co-Founder of Timbercreek Asset Management and Chair of the Board for Timbercreek Financial Corporation (TSX:TF). Prior to founding Timbercreek in 1999, Mr. Tamblyn worked with Connor, Clark &amp; Corporation. Mr. Tamblyn is a graduate of the University of Western Ontario and completed the small/medium sized Enterprise Board Effectiveness Program offered by Rotman, together with the Institute of Corporate Directors.</p>	<ul style="list-style-type: none"> <li>• Director since April 29, 2021</li> <li>• Chair of the Audit Committee</li> <li>• Member of the Governance and Compensation Committee</li> <li>• Member of the Investment Committee</li> </ul>

Each director will hold office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Corporation or the provisions of the OBCA. Between annual meetings, the Board has the authority to appoint one or more additional directors to serve until the next annual meeting provided that the number of directors so appointed does not exceed 1/3 of the number of directors holding office at the expiration of the last annual meeting.

#### Security Holding by Directors and Officers

As at the date of this AIF, the directors and executive officers, as a group, beneficially own, directly or indirectly, or exercise control or direction over, an aggregate of 86,581,721 Common Shares, representing approximately 36% of the issued and outstanding Common Shares. The information as to Common Shares beneficially owned by directors and executive officers, not being within the knowledge of the Corporation, has been furnished by the respective directors or obtained from SEDI. This amount includes: 28,040,456 Common Shares owned by SRS Realty Group Inc., a company wholly owned and controlled by Mr. Steven Scott; 635,617 Common Shares owned by IKHAN Solutions Inc., a company controlled by Mr. Iqbal Khan; 25,527,065 Common Shares owned by NAWOC Holdings Limited, an associate of each of Mr. Scott and Mr. Khan; 443,000 Common Shares owned by Dunkley Capital Corporation, a company controlled by Mr. Brad Dunkley; 958,142 Common Shares owned by KDI Corporation, a

company controlled by Mr. David Delaney; 6,908,105 Common Shares owned by Leonite Capital LLC, a company controlled by Mr. Avi Geller; and 1,000,000 Common Shares owned by 2180233 Ontario Inc., a company controlled by Mr. Blair Tamblyn.

### **Cease Trade Orders**

To the knowledge of management no director or executive officer as at the date of this AIF, is or was within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any corporation (including the Corporation), that (a) was subject to an order that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer, or (b) was subject to an order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer. For the purposes hereof, “order” means (a) a cease trade order, (b) an order similar to a cease trade order, or (c) an order that denied the relevant Corporation access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days.

### **Bankruptcies**

To the knowledge of management, no director, executive officer of the Corporation or a Shareholder holding a sufficient number of securities of the Corporation to affect materially the control of the Corporation (a) is, as at the date of this AIF, or has been within the 10 years before the date hereof, a director or executive officer of any corporation (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or (b) has, within the 10 years before the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

### **Penalties or Sanctions**

To the knowledge of management no director, executive officer or Shareholder holding a sufficient number of securities of the Corporation to materially affect the control of the Corporation (i) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (ii) has incurred any other penalties imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

### **Conflicts of Interest**

There are potential conflicts of interest to which the directors and officers of the Corporation may be subject to in connection with the operations of the Corporation. In particular, certain directors and officers of the Corporation are associated with other reporting issuers or other corporations, which may give rise to conflicts of interest with the Corporation.

In accordance with the applicable corporate and securities legislation, directors who have a material interest or any person who is a party to a material contract or a proposed material contract with the Corporation are required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract. In addition, the directors are required to act honestly and in good faith with a view to the best interests of the Corporation. Certain of the directors and each of the executive officers of the Corporation have either other employment or other business or time restrictions placed on them and accordingly, these directors and officers of the Corporation will only be able to devote part of their time to the affairs of the Corporation. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the applicable corporate law. In addition, the Corporation has established an Investment Committee in order to assist with any conflicts that may arise from future acquisitions and to ensure that future acquisitions are free from any related party influences. See “*GENERAL DEVELOPMENT OF THE BUSINESS –Business Overview*”.

## **RISK FACTORS**

**An investment in the Common Shares is speculative due to the nature and stage of development of the Corporation's business.**

In carrying out its business and operations, the Corporation deals with a number of risks. Generally, the Corporation's risks fall into two principal categories: (i) operational risks, including legal, regulatory and strategic risks; and (ii) financial risks. These categories are outlined below along with summaries of the specific risk factors within each general category. In some instances, risks may fall into both categories. In such cases Parkit has classified risks based on the primary category in terms of how they affect the Corporation. The most significant risks in each category are listed first, based on the Corporation's current assessment of each risk. To the extent the Corporation's business or operations are affected by these risks, there could be an adverse effect on the Corporation's financial performance.

The Corporation continually works to identify and evaluate significant risks and to develop and maintain appropriate strategies to mitigate the impact of potential risks to its business. The Corporation's approach to risk management is integrated into its overall approach to decision making (both formal and informal) and also includes formal risk reviews with respect to certain matters. The summary provided below describes the main risks known to the Corporation and also identifies some of the steps that the Corporation takes to mitigate these identified risks.

All statements regarding the Corporation's business should be viewed in light of these risk factors. Investors should consider carefully whether investment in the Common Shares is suitable for them in light of the information in this AIF and in the documents incorporated by reference herein and their personal circumstances. If any of the identified risks were to materialize, the Corporation's business, financial position, results and/or future operations may be materially affected. Additional risks and uncertainties not presently known to the Corporation, or which the Corporation currently deems not to be material, may also have an adverse effect upon the Corporation and the Common Shares.

Readers should carefully consider all of the information set out in this AIF and in the documents incorporated by reference herein and the risks attaching to an investment in the Corporation including in particular, but not limited to, the factors set out below before making an investment decision. Readers are cautioned that this summary of risks may not be exhaustive, as there may be risks that are unknown and other risks that may pose unexpected consequences. Further, many of the risks are beyond the Corporation's control and, in spite of the Corporation's active management of its risk exposure, there is no guarantee that these risk management activities will successfully mitigate such exposure.

### **Operational Risks**

#### *Real Estate Industry Risk*

Real estate investments are subject to varying degrees of risk depending on the nature of each property. Such investments are affected by general economic conditions, local real estate markets, supply and demand for lease space, competition from others with similar developments, the perceived "attractiveness" of a given property and various other factors. The value of income-producing real property may also depend on the credit worthiness and financial stability of the borrowers and/or the tenants. Changes in market conditions may decrease the value of the secured property and reduce the cash flow from the property, thereby impacting on the ability of the borrower to service the debt and/or repay the loan based on the property income.

While the Corporation typically obtains independent appraisals before acquiring industrial real property, the appraised values provided are not necessarily reflective of the market value of the underlying real property, which may fluctuate. In addition, the appraised values reported in independent appraisals may be subject to certain conditions, including the completion of construction, rehabilitation or leasehold improvements on the real property providing security for the loan. There can be no assurance that these conditions will be satisfied and if, and to the extent they are not satisfied, the appraised value may not be achieved. Even if such conditions are satisfied, the appraised value may not necessarily reflect the market value of the real property at the time the conditions are satisfied.

The value of real property and any improvements thereon may depend on the strength of the real estate market in the Corporation's target markets. The Corporation's future income may be adversely affected if there is a marked increase

in the current vacancy rates, or decrease in the market lease rates, for competitive industrial real estate space in the Corporation's target markets or if the Corporation is unable to continue to lease a significant number of its industrial real estate on economically favourable lease terms.

Upon the expiry of any lease, there can be no assurance that the lease will be renewed or the tenant will be replaced. The terms of any subsequent lease may be less favourable to the Corporation than those of an existing lease. In the event of default by a tenant, the Corporation may experience delays or limitations in enforcing its rights as landlord and incur substantial costs in protecting its investment. Furthermore, at any time, a tenant may seek the protection of bankruptcy, insolvency or similar laws which could result in the rejection and termination of the lease of the tenant and, thereby, cause a reduction in the cash flows available to the Corporation.

Historical occupancy rates and revenues are not necessarily an accurate prediction of the future occupancy rates for the Corporation's properties or revenues to be derived therefrom. There can be no assurance that upon the expiry or termination of existing leases, the average occupancy rates and revenues will be higher than historical occupancy rates and revenues and it may take a significant amount of time for market rents to be recognized by the Corporation due to internal and external limitations on its ability to charge these new market-based rents in the short term.

#### *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.

#### *Joint Ventures and Parking operations*

The Joint Ventures and parking operations are subject to varying degrees of risk depending on the nature of each parking asset and joint venture. Such investments are affected by general economic conditions, local markets, supply and demand for parking, competition from others with similar developments, the perceived "attractiveness" of a given property and various other factors. The value of income-producing real property may also depend on the credit worthiness and financial stability of the Joint Ventures and income produced by operations. Changes in market conditions may decrease the operating cash flows from the parking assets and reduce the value in the property, thereby impacting on the ability of the borrower to service the debt and/or repay the loan based on the property income. Historical occupancy rates and revenues are not necessarily an accurate prediction of the future occupancy rates for the Corporation's parking assets and Joint Ventures.

#### *Economic Conditions*

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 Corporation's tenants and operators to maintain occupancy rates in properties which could harm our financial condition.

#### *Risks relating to the Corporation's Growth Strategy*

Management's business strategy is dependent upon the Corporation's ability to identify acquisition targets in both new and existing markets, to obtain the financing required to complete such transactions, and to integrate the acquired businesses into the Corporation's existing operations. There is no guarantee that the Corporation will be able to identify suitable acquisition targets or to negotiate acceptable terms for such transactions. Even if the Corporation is able to identify acquisition targets on acceptable terms, it may not be able to obtain the financing required in order to complete such transactions on terms acceptable to the Corporation, or at all. In addition, while the Corporation is careful in selecting the businesses that it transacts with, management may not be able to successfully integrate new operations, and such transactions involve a number of risks, including:

- a) the possibility that the Corporation will pay more than the acquired assets are worth, or that it may become subject to unknown or undisclosed liabilities for which it cannot seek indemnification;
- b) the possibility that cost efficiencies realized at acquired locations may be less favourable than management's estimates, which are based on various assumptions as to purchasing and other efficiencies;
- c) the difficulty of integrating and assimilating the operations and personnel of the acquired assets into the Corporation's existing operations including the challenge of implementing uniform operating strategies, standards and policies throughout the acquired business;
- d) the potential inability to integrate, train, retain and motivate key personnel of the acquired assets; and
- e) the fact that integration may require substantial attention from, and place substantial demands upon, the Corporation's senior management team.

In addition, the Corporation faces competition when it attempts to grow through acquisitions of industrial real estate locations. An increase in the availability of investment funds in the general market, and a subsequent increase in demand for industrial real estate locations would have a tendency to increase the price for future acquisitions of industrial real estate locations and reduce the yields thereon.

#### *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, to the extent that hazardous materials enter the environment. If the Corporation fails to comply with those laws, the Corporation could be subject to significant fines or other governmental sanctions. Under various such regulations, an owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances at a facility and may be held liable to a governmental entity or to third parties for property damage and for investigation and clean-up costs incurred by such parties in connection with contamination. Such liability may be imposed whether or not the owner or operator knew of, or was responsible for, the presence of these hazardous or toxic substances. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances, or the failure to properly remediate such substances, may adversely affect the owner's ability to sell or rent such facility or to borrow using such facility as collateral. In addition, in connection with the ownership, operation and management of real properties, the Corporation could potentially be liable for property damage or injuries to persons, property and civil lawsuits. Environmental laws and regulations can change at any time and the Corporation may become subject to more stringent environmental laws and regulations in the future. Compliance with more stringent environmental laws and regulations could have a material adverse effect on the Corporation's business, financial condition and results of operations.

To mitigate such risk, the Corporation procures recent or updated environmental reports or assessments for all acquisitions to help to ascertain the risk, if any, that exist at a property. However, there is no guarantee that such reports or assessments will identify all environmental hazards or remove all environmental risks.

#### *The Corporation incurs fixed and operating costs which could increase*

Companies in the industrial real estate business must incur many of the costs of operating and maintaining their facilities, land and equipment, regardless of the level of occupancy during any given period. For example, the Corporation must pay property taxes, salaries, utilities, insurance and maintenance costs on its properties regardless of the amount of properties utilized. Because the Corporation cannot decrease these costs significantly or rapidly when it experiences declines in occupancy, profits and cash flow may decline at a greater rate than the decline in revenue.

In addition, as a matter of conducting business in the ordinary course, certain significant expenditures, including property taxes, debt payments, maintenance costs and related charges, must be made throughout the period of ownership of the Corporation's properties, regardless of whether the Corporation's business is producing sufficient income to pay such expenses. In order to generate adequate revenue over the long term, the Corporation must maintain or, in some cases, improve each property's condition to meet market demand. Maintaining its properties in accordance with market standards can entail significant costs, which the Corporation may not be able to pass on. Numerous factors

could result in substantial unbudgeted costs for upkeep and maintenance. The timing and amount of capital expenditures required by the Corporation indirectly affects the amount of cash available to the Corporation.

In addition, operating costs could be negatively impacted from factors beyond the Corporation's control such as increases in property tax, staffing costs, insurance premiums, repairs and maintenances costs, utility costs and others due to various factors such as the need for governments to raise funds, natural disasters, commodity and energy prices.

#### *The Corporation is subject to competition*

The Corporation is subject to competition. The Corporation competes with other individuals, corporations and institutions which currently own, or are anticipating owning similar properties in a given region. To compete successfully, the Corporation's industrial real estate properties must maintain good reputations and high professional standards in the industry, as well as offer attractive products and services at competitive prices. Management is monitoring the impact of competitors and new initiatives undertaken by them, in order to respond where appropriate. Competitive forces could have a negative effect on occupancy levels, lease rates or operating costs such as marketing. If the Corporation is unable to successfully compete, its revenue and margins could be adversely affected.

The Corporation'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, commercial/business district).

#### *Illiquidity*

Real estate investments are relatively illiquid, with the degree of liquidity generally fluctuating in relation to demand for and the perceived desirability of such investments. Such illiquidity may limit the Corporation's ability to vary its portfolio promptly in response to changing economic or investment conditions. If the Corporation were to need to liquidate a property, the proceeds to the Corporation might be significantly less than the aggregate carrying value of such property.

#### *Possible Failure to Realize Anticipated Benefits of Recently Completed Acquisitions*

Parkit has recently completed several acquisitions to achieve a variety of benefits. Achieving the benefits of such acquisitions depends in part on successfully consolidating functions and integrating operations, procedures and personnel in a timely and efficient manner, as well as Parkit's ability to realize the anticipated growth and development opportunities from the assets underlying such acquisitions. The integration of the assets underlying such acquisitions will require the dedication of considerable management effort, time and resources, which may divert management's focus and resources from other strategic opportunities and from operational matters during this process. The integration process may result in the loss of key employees and the disruption of ongoing business, customer and employee relationships that may adversely affect Parkit's ability to achieve the anticipated benefits of its recently completed and proposed acquisitions.

If the Corporation is not able to respond effectively to changing consumer preferences, its market share, revenue and profitability could decrease

Future market share, revenue and profit will depend in part on the Corporation's ability to anticipate, identify and respond to changing consumer preferences. Although the Corporation continually monitors consumer preferences, it may not correctly anticipate or identify trends in consumer preferences, or it may identify them later than its competitors do. In addition, any strategies the Corporation may implement to address these trends may prove incorrect or ineffective, which could have a material adverse effect on its financial condition, results of operations and cash flows.

#### *Employees and Contractors*

A skilled workforce is important to the ongoing success of the Corporation. If the Corporation is unable to attract and retain skilled employees and contractors in variable employment markets, the Corporation's business and operations could be adversely affected. Further, the cost of retaining employees and hiring contractors in some locations can place inflationary pressure on the Corporation's costs.

Given the demand for many of these skilled individuals, the Corporation devotes a significant amount of resources and planning to the recruitment, retention, and training of its employees and contractors to secure the required level of staffing and skills necessary to support its businesses. As a result, the Corporation maintains a relatively good relationship with its employees and tries to cultivate a work environment in which employees have internal growth opportunities. The Corporation also tries to cultivate good relationships with dependable contractors in order to try to benefit from reliability and continuity of service. Nevertheless, if the Corporation is not able to attract skilled employees and contractors, its ability to execute its business plans may be impaired.

#### *Geographic concentration of the Corporation*

The Corporation only operates in certain jurisdictions in Eastern Canada. As a result, the income generated by the Corporation and the performance of the Corporation will be sensitive to a decline in the economic conditions in Eastern Canada when compared to the rest of the globe.

The Corporation's parking assets are located in the USA. 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 USA, and any adverse changes in economic condition or regulatory environment may adversely affect its financial condition.

#### *Litigation Risk*

The Corporation is, in the course of its business, subject to lawsuits and other claims. Defence and settlement costs associated with such lawsuits and claims can be substantial, even with respect to lawsuits and claims that have no merit. Resolution of these claims would divert resources from the Corporation such as cash to pay expenses and damages and the diversion of management's time and attention from the Corporation's business. The impact and results from litigation cannot be predicted with certainty and can have a material adverse effect on the business. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding could have an adverse effect on the Corporation's operating results or financial performance.

#### *Change in Legislation*

There can be no assurance that certain laws applicable to the Corporation, including Canadian federal and provincial tax laws, tax proposals, other governmental policies or regulations and governmental, administrative or judicial interpretation thereof, will not change in a manner that will adversely affect the Corporation or fundamentally alter the consequences, including tax consequences, to shareholders acquiring, holding or disposing of Common Shares.

#### *Risk of Catastrophic Events*

While the Corporation has insurance coverage for all of its properties, the insurance coverage may have deductible amounts and may not cover all damage which may occur to the properties. Floods, hurricanes, storms, earthquakes, terrorism, or other events may significantly affect the Corporation's operations and properties, and may cause the Corporation to experience reduced lease revenue, incur clean-up costs or otherwise incur costs in connection with these events. These events may have a material adverse effect on the Corporation's business, cash flows, financial condition and results of operations.

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

The Corporation depends 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 Corporation 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.

### *Cybersecurity*

Cybersecurity is an increasing area of focus as the Corporation 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 Corporation has programs, systems and processes to protect against cyberattacks but the results of successful attacks could have an adverse impact on the Corporation's financial condition.

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

### *Conflicts of Interest*

There are potential conflicts of interest to which the directors and officers of the Corporation may be subject in connection with the operations of the Corporation. In particular, certain directors and officers of the Corporation are associated with other reporting issuers or other corporations, which may give rise to conflicts of interest with the Corporation. In addition, certain of the Corporation's directors and officers may face actual or potential conflicts of interest due to their positions as directors or officers of the Corporation and other companies, for which they may act. These directors and officers may have a conflict of interest in allocating their time between their other respective businesses, projects and interests, and the business of the Corporation.

The directors and officers of the Corporation are required by law to act in the best interests of the Corporation. Discharge by the directors and officers of their obligations to the Corporation may result in a breach of their obligations to those other companies, and in certain circumstances could expose the Corporation to liability to those companies. Similarly, discharge by the directors and officers of their obligations, if applicable, to any other company could result in a breach of their obligations to act in the best interests of the Corporation.

Directors of the Corporation may from time to time deal with parties with whom the Corporation is dealing, or may be seeking acquisitions similar to those being pursued by the Corporation. Corporate law requires directors to disclose material interests in material contracts and transactions and to refrain from voting thereon. See "DIRECTORS AND EXECUTIVE OFFICERS – Conflicts of Interest".

### *The COVID-19 Pandemic*

The Corporation's operations and financial results may be adversely affected by the COVID-19 pandemic, including any variants thereto. In March 2020, the World Health Organization declared a global pandemic related to COVID-19. While the Corporation continues to monitor related developments, there still remains a great deal of uncertainty regarding COVID-19, including any variants thereto, and it continues to be difficult to predict the full scope, duration and extent of the impact of COVID-19, including any variants thereto, on the Corporation's business and operations, and to accurately assess the length, impact and severity that the pandemic will have on the Corporation's operations, financial condition or results, and share price in both the short and long-term. While vaccination programs have been implemented throughout Canada, industries, including retail and commercial real estate, continue to be affected in varying degrees by COVID-19, including any variants thereto. Instances of actual or perceived risk of infection among the Corporation's employees, or suppliers' or service providers' employees, could negatively impact its operations. The Corporation's operations could be negatively affected if its own personnel or those of its service providers and customers are quarantined or sickened as a result of exposure to COVID-19, including any variants thereto, or if they are subject to further restrictions, stay at home orders, advisories and quarantining requirements.

The Corporation may be subject to risks related to the COVID-19 pandemic, including any variants thereto, including various recommendations, orders and measures of governmental authorities to try to limit the pandemic, including travel restrictions, border closures, non-essential business closures, service disruptions, quarantines, self-isolations, shelters-in-place, stay at home orders, curfews, social distancing and mandatory vaccination policies, disruptions to

markets, economic activity, financing, supply chains and sales channels, and a deterioration of general economic conditions including a possible national or global recession.

The Corporation is required and continues to comply with the directives provided by the federal and provincial governments and public health authorities to help mitigate the spread of COVID-19, including any variants thereto. These directives and any additional changes in operations in response to COVID-19, including any variants thereto, could potentially impact, among other things, the operations and financial results of the Corporation.

The Corporation has taken actions to mitigate the effects of the COVID-19 pandemic, including any variants thereto, on its operations, liquidity, financial condition and results, keeping in mind the interests of its employees, customers and other stakeholders. These actions include:

- the Corporation 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

To date, the pandemic has not had a significant adverse impact on the Corporation's industrial real-estate operations or financial results, however, the pandemic has affected its parking Joint Ventures. The Corporation is not able to predict the effect of the pandemic on its future operations or financial results. The extent of the impact that the pandemic will have on the Corporation's operations and financial results will depend on future developments, including the duration, spread, severity and any recurrences of the COVID-19 pandemic, or the evolution of new variants that are more contagious, have more severe effects or are resistant to treatments or vaccinations, the duration and scope of government orders and restrictions and the extent of the impact of the pandemic on the competitive landscape and overall economic conditions. These future developments are highly uncertain and cannot reasonably be predicted. For example, a prolonged pandemic and/or economic downturn may have negative effects on the overall demand for the Corporation's services and increase the difficulty and costs of protecting its employees and customers from the spread of the virus. If the Corporation is unable to successfully mitigate potential impacts from the COVID-19 pandemic, including any variants thereto, it could have a material adverse effect on its operations and financial results.

The impact that the COVID-19 pandemic, including any variants thereto, may have on the Corporation may include: a negative impact on parking Joint Venture results, a short-term delay in payments from customers, an increase in accounts receivable and an increase of losses on accounts receivable; and a deterioration of financial markets that could limit the Corporation's ability to obtain external financing. In addition, the COVID-19 pandemic, including any variants thereto, or any future outbreak of other highly infectious or contagious diseases, could impact demand for our industrial real estate properties, which can result in potential decreases in occupancy, lease rates and administrative fees, and increases in expenses, which could adversely affect our results.

### *Climate Change*

Climate change continues to attract the focus of governments and the general public as an important threat, given that the emission of greenhouse gases and other activities continue to negatively impact the planet. The Corporation faces the risk that its properties or tenants may be subject to government initiatives aimed at countering climate change, such as a mandatory reduction of greenhouse gas emissions, which could impose constraints on our operational flexibility or cause the Corporation or its tenants to incur financial costs to comply with various reforms. Any failure to adhere and adapt to climate change reform could result in fines or adversely affect the Corporation's reputation, operations or financial performance.

### **Financial Risks**

#### *Market Price*

A publicly-traded company will not necessarily trade at values determined by reference to the underlying value of its business. The prices at which the Common Shares will trade cannot be predicted. The market price of the Common Shares could be subject to significant fluctuations in response to variations in quarterly operating results, the issuance of dividends, if any, and other factors.

In addition, the market price for the Common Shares may be adversely affected by changes in general market conditions, fluctuations in the market for equity or debt securities and numerous other factors that are beyond the control of the Corporation.

#### *Future Sales or Issuances of Securities*

The Corporation may sell Common Shares or other securities in subsequent offerings. The Corporation may also issue additional securities to finance future activities. The Corporation cannot predict the size of future issuances of securities or the effect, if any, that future issuances and sales of securities will have on the market price of the Common Shares. Sales or issuances of a substantial number of Common Shares, or the perception that such sales could occur, may adversely affect the prevailing market price of the Common Shares. With any additional sale or issuance of Common Shares, investors will suffer dilution to their voting power and the Corporation may experience dilution in its earnings per share.

#### *Trading Liquidity*

Trading volumes on the TSX-V indicate that the market for the Common Shares may not always be liquid. Illiquid securities may trade at a discount from comparable, more liquid investments, and may be subject to wide fluctuations in market value. In addition, the market price of the Common Shares at any given point in time may not accurately reflect the long-term value of the Corporation.

#### *Refinancing Risk and Debt Matters*

The Corporation relies on debt financing for some of its business activities, including capital and operating expenditures. There are no assurances that the Corporation will be able to refinance any or all of its borrowings, including mortgage financing, at their maturity. In addition, there are no assurances that the Corporation will be able to comply at all times with the covenants applicable under its current borrowings; nor are there assurances that the Corporation will be able to secure new financing that may be necessary to finance its operations and capital growth program. Any failure of the Corporation to secure refinancing, to obtain new financing or to comply with applicable covenants under its borrowings could have a material adverse effect on the Corporation's financial results. If the Corporation is unable to refinance an existing indebtedness on favorable terms, the Corporation may need to dispose of one or more properties on disadvantageous terms. Prevailing interest rates, limited availability of credit or other factors at the time of refinancing could increase interest expense and ultimately decrease the return to investors. Further, any inability of the Corporation to obtain new financing may limit its ability to support future growth.

The Corporation believes that the existing credit facilities and debt (including mortgages) will be sufficient for its immediate requirements and has no reason to believe that it will not be able to renew its existing credit facilities on commercially reasonable terms. The Corporation's ability to raise debt in the future will be dependent upon, among other factors, the overall state of the capital markets and investor appetite for investments in the industrial real estate sector generally and in the Corporation's securities in particular. The ability to make scheduled payments on or to refinance debt obligations depends on the financial condition and operating performance of the Corporation, which is subject to prevailing economic and competitive conditions and to certain financial, business and other factors beyond its control. As a result, the Corporation may be unable to maintain a level of cash flow from operations sufficient to permit it to pay the principal, premium, if any, and interest on its indebtedness. These conditions could have an adverse effect on the industry in which the Corporation operates and its business, including future operating and financial results. There can be no assurance that the Corporation's cash flow will be adequate for future financial obligations or that additional funds will be able to be obtained.

The debt facilities relating to certain of the Corporation's assets contain restrictions that require the Corporation to satisfy specified financial ratios and tests. The Corporation's ability to comply with those financial ratios and tests may be affected by events beyond its control, and the Corporation may not be able to meet those ratios and tests. A breach of any of the covenants to comply with such ratios and tests could result in a default under such facilities and the lenders under such facilities could elect in certain circumstances to declare all amounts borrowed under the facilities, together with accrued interest, to be immediately due and payable and could proceed against the collateral securing that indebtedness.

### *Overall Level of Indebtedness*

From time to time, the Corporation may have a significant amount of indebtedness from lenders whose interest in the assets of the Corporation would be senior to that of the equity holders of the Corporation. If the Corporation's business were to decline to a level where lenders were realizing on the Corporation's assets, this loss of value would be borne first by the equity holders of the Corporation. The Corporation's level of indebtedness could materially and adversely affect it in a number of ways. For example, it could:

- make it more difficult for the Corporation to conduct its operations;
- increase the Corporation's vulnerability to general adverse economic and industry conditions;
- require the Corporation to dedicate a portion of its cash flow from operations to service payments on its indebtedness, thereby reducing the availability of the Corporation's cash flow to fund working capital, capital expenditures and other general corporate purposes;
- limit the Corporation's flexibility in planning for, or reacting to, changes in its business and the industry in which it operates;
- place the Corporation at a competitive disadvantage compared to its competitors that have less debt; and
- limit the Corporation's ability to borrow additional funds on commercially reasonable terms, if at all, to meet its operating expenses and for other purposes.

### *Ability to Obtain Sufficient Funding*

The Corporation's ongoing activities may not generate sufficient cash flow from the operation of the industrial real estate platform. The Corporation may require additional external financing and the amount of such financing may be significant. While there are various financing options available to the Corporation, including the sale of new equity or debt, the Corporation's ability to arrange such financing in the future may depend in part upon the prevailing capital market conditions, as well as the Corporation's business performance. There can be no assurance that the Corporation will be successful in its efforts to arrange additional financing on terms satisfactory to the Corporation or at all. Failure to obtain such financing on a timely basis could cause the Corporation to miss certain acquisition opportunities and reduce or terminate operations. This may have an adverse effect on its financial position. In addition, if the Corporation obtains additional financing by the issuance of shares from treasury, control of the Corporation may change and existing Shareholders may suffer additional dilution.

From time to time the Corporation may enter into transactions to acquire assets. Such transactions may be financed partially or wholly with debt, which may temporarily increase the Corporation's debt levels above industry standards.

### *Credit Risk*

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

With respect to the parking Joint Ventures 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 Corporation 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 Corporation has credit risk from the possibility that tenants in investment properties may not fulfill their lease or contractual obligations. The Corporation mitigates its credit risk by attracting tenants of sound financial standing and by diversifying its mix of tenants. The Corporation 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.

### *Interest Rates*

The Corporation takes on interest rate risk in association with its debt financing. Amounts paid in respect of interest on debt reduce cash flow. Interest rates are influenced by Canadian and global economic conditions beyond the Corporation's control. Floating rate debt obligations expose the Corporation to changes in interest payments, which could have an adverse effect on the Corporation's financial results, as variations in interest rates could result in changes in the amount required to service debt.

### *Changes in Tax Legislation*

Tax laws may be amended (its interpretation may change), retroactively or prospectively, resulting in tax consequences that materially differ from those contemplated by the Corporation across the jurisdictions in which the Corporation has operations or sales which may create a risk of non-compliance and re-assessment. While the Corporation believes that its tax filing positions are appropriate and supportable, it is possible that tax authorities may: (a) amend tax legislation (or its interpretation may change), or (b) successfully challenge the Corporation's interpretation of tax legislation which may affect the Corporation's estimate of current and future income taxes affecting the financial condition, prospects, and cash flow.

To help mitigate this risk, the Corporation retains knowledgeable, competent employees and consultants who are responsible for preparation of tax compliance filings, Canada Revenue Agency audits, quarterly provisions and tax forecasts to aid in predicting timing and the amount of cash taxability. In addition, the Corporation engages accountants who assist with the review of its tax filings and tax provisions to help the Corporation to comply with applicable legislation.

### *Adequacy of Insurance*

The Corporation currently maintains customary insurance of the types and amounts consistent with prudent industry practice. In addition, the Corporation maintains director and officer liability coverage consistent with industry practice. The Corporation is not obligated to maintain insurance if it is not available to the Corporation on commercially reasonable terms. Further, there can be no assurance that such insurance coverage will be available in the future on commercially reasonable terms or at commercially reasonable rates. The insurance coverage obtained with respect to the Corporation's business will be subject to limits and exclusions or limitations on coverage that are considered to be reasonable, given the cost of procuring insurance and current operating conditions. Natural disasters, such as floods, earthquakes or severe winter storms may result in damage and business interruption losses that are greater than the aggregate limits of the Corporation's insurance coverage. Although the Corporation maintains a comprehensive insurance policy to cover such events, some insurance coverage may be or become unavailable or cost prohibitive. Losses beyond the scope of the Corporation's insurance coverage could have a material adverse effect on its business, operations and financial performance. There can be no assurance that the insurance proceeds received by the Corporation in respect of a claim will be sufficient in any particular situation to satisfy the indebtedness of the Corporation.

### *Property Taxes*

Real property taxes may increase in the future as property tax rates change and as the Corporation's properties are reassessed by tax authorities. Such increases could adversely impact the Corporation's profitability, although the Corporation's leases are substantially triple net, so in most cases, the risk and cost of property taxes are transferred to the tenant.

### *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*

Effective internal controls are necessary for the Corporation to provide reliable financial reports and to help prevent fraud. Although the Corporation has undertaken a number of procedures and safeguards in order to help ensure the reliability of the Corporation's financial reports, including those imposed on the Corporation under Canadian securities law, the Corporation cannot be certain that such measures will ensure that the Corporation will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Corporation's results of operations or cause it to fail to meet its reporting obligations. If the Corporation or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in Corporation's consolidated financial statements and harm the trading price of the Common Shares

### **AUDIT COMMITTEE**

The Audit Committee of the Corporation consists of the following members as at the date of this AIF:

Blair Tamblin (Chair)	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Brad Dunkley	Independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>
Steven Scott	Non-independent <sup>(1)</sup>	Financially literate <sup>(1)</sup>

**Note:**

(1) As defined by National Instrument 52-110 ("**NI 52-110**").

Other information relating to the Corporation's Audit Committee can be found under the heading "Audit Committee" in the Corporation's management information circular dated May 16, 2022 regarding the annual general and special meeting of shareholders of the Corporation held on June 21, 2022, that was filed on SEDAR at [www.sedar.com](http://www.sedar.com) on May 24, 2022, and which information about the Corporation's Audit Committee is incorporated by reference herein.

### **LEGAL PROCEEDINGS AND REGULATORY ACTIONS**

There are no outstanding legal proceedings that the Corporation is or was a party to, or that any of the Corporation's property is or was the subject of, since January 1, 2021, that were or are material to the Corporation, and there are no such material legal proceedings that the Corporation knows to be contemplated. For the purposes of the foregoing, a legal proceeding is not considered to be "material" by the Corporation if it involves a claim for damages and the amount involved, exclusive of interest and costs, does not exceed 10% of the Corporation's current assets, provided that if any proceeding presents in large degree the same legal and factual issues as other proceedings pending or known to be contemplated, the Corporation has included the amount involved in the other proceedings in computing the percentage. See "*Risk Factors*".

There were no: (i) penalties or sanctions imposed against the Corporation by a court relating to provincial and territorial securities legislation or by a securities regulatory authority within the three years immediately preceding the date of this AIF; (ii) other penalties and sanctions imposed by court or regulatory body against the Corporation that the Corporation believes must be disclosed for this AIF to contain full, true and plain disclosure of all material facts relating to the Common Shares; or (iii) settlement agreements the Corporation entered into before a court relating to provincial and territorial securities legislation or with a securities regulatory authority during the most recently completed financial year.

### **INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS**

Except as described below or elsewhere in this AIF, there is no material interest, direct or indirect, of: (i) any director or executive officer of the Corporation; (ii) any person or corporation that beneficially owns, or controls or directs, directly or indirectly, more than 10% of the Common Shares; or (iii) an associate or any affiliate of any persons or companies referred to above in (i) or (ii), in any transaction within the three years before the date of this AIF that has materially affected or is reasonably expected to materially affect the Corporation.

In connection with the December 29, 2020 Transactions, and the \$10,000,000 private placement of Common Shares at a price of \$0.25 per Common Share ("**\$10,000,000 Private Placement**"), the following directors and officers participated in such private placement. See "GENERAL DEVELOPMENT OF THE BUSINESS - Three Year

History” and also please refer to the Corporation’s news release dated December 29, 2020, filed on SEDAR at [www.sedar.com](http://www.sedar.com).

- Leonite Capital LLC, a company controlled by Avi Geller, a current director of the Corporation, and a director and officer at the time of the \$10,000,000 Private Placement, subscribed for a total of 2,000,000 Common Shares
- KDI Corporation Ltd., a company controlled by David Delaney, a current director of the Corporation, and a director at the time of the \$10,000,000 Private Placement, subscribed for a total of 400,000 Common Shares
- B&M Miller Equity Holdings Inc., a company controlled by Brad Miller, a director of the Corporation at the time of the \$10,000,000 Private Placement, subscribed for a total of 400,000 Common Shares
- Brad Dunkley, a current director of the Corporation, and a director of the Corporation at the time of the \$10,000,000 Private Placement subscribed for a total of 7,200,000 Common Shares

On February 17, 2021, the Corporation completed a \$69,000,000 bought deal private placement and \$15,000,000 non-brokered private placement at a price of \$0.95 per Common Shares (collectively, the “**Financings**”). See “GENERAL DEVELOPMENT OF THE BUSINESS - Three Year History” and also please refer to the Corporation’s news release dated Feb 17, 2021, filed on SEDAR at [www.sedar.com](http://www.sedar.com). In relation thereto:

- Leonite Capital LLC, a company controlled by Avi Geller, a current director of the Corporation, and a director and officer at the time of the Financings, subscribed for a total of 250,000 Common Shares
- Steven Scott, the current Chair and a director of the Corporation, and a director at the time of the Financings, Mr. Scott’s spouse and SRS subscribed for a total of 2,236,258 Common Shares
- IKHAN Solutions Inc., a company controlled by Iqbal Khan, the current Chief Executive Officer and a director of the Corporation, and a director at the time of the Financings, subscribed for a total of 578,950 Common Shares
- Julie Neault, a director at the time of the Financings, subscribed for a total of 100,000 Common Shares
- David Delaney, a current director of the Corporation, and a director at the time of the Financings, individually, and through KDI Corporation Ltd., a company controlled by David Delaney, subscribed for a total of 80,000 Common Shares
- JoAnne Odette, currently, and at the time of the Financings, an officer of the Corporation, subscribed for a total of 10,500 Common Shares
- NAWOC Holdings Limited., a company that currently holds, and at the time of the financings held, greater than 10% of the outstanding Common Shares, subscribed for a total of 5,527,065 Common Shares. NAWOC Holdings Limited is an associate of each of Mr. Scott and Mr. Khan.

On March 18, 2021, the Corporation completed the acquisition of a property from Access. See “GENERAL DEVELOPMENT OF THE BUSINESS - Three Year History” and also please refer to the Corporation’s news release dated March 18, 2021, filed on SEDAR at [www.sedar.com](http://www.sedar.com). Steven Scott, the Chair and a director of the Corporation, is also a director, officer and shareholder of Access Self Storage Inc.; and Iqbal Khan, the Chief Executive Officer and a director of the Corporation, is also a director, officer and shareholder of Access Self Storage Inc.

On March 18, 2021, the Corporation completed a \$40,300,000 bought deal private placement and \$1,000,000 non-brokered private placement at a price of \$1.50 per Common Shares. See “GENERAL DEVELOPMENT OF THE BUSINESS - Three Year History” and also please refer to the Corporation’s news release dated March 18, 2021, filed on SEDAR at [www.sedar.com](http://www.sedar.com). In relation thereto, IKHAN Solutions Inc., a company controlled by Iqbal Khan, the current Chief Executive Officer and a director of the Corporation, and a director at the time of such financings, subscribed for a total of 56,667 Common Shares.

#### **AUDITOR, TRANSFER AGENT AND REGISTRAR**

The independent auditor of the Corporation is RSM Canada LLP, Toronto, Ontario.

The transfer agent and registrar for the Common Shares is Computershare Trust Corporation of Canada at its principal office in Toronto, Ontario.

## **MATERIAL CONTRACTS**

Except for contracts entered into in the ordinary course of business, there have been no material contracts entered into by the Corporation within the most recently completed financial year, or before the most recently completed financial year that are still in effect.

## **INTERESTS OF EXPERTS**

RSM Canada LLP is the Corporation's independent auditors. RSM Canada LLP has advised they are independent with respect to the Corporation within the Rules of Professional Conduct of the Institute of Chartered Professional Accountants of Ontario.

## **ADDITIONAL INFORMATION**

- (a) Additional information in relation to Parkit may be found on SEDAR at [www.sedar.com](http://www.sedar.com).
- (b) Additional information including directors' and officers' remuneration, principal holders of securities and securities authorized for issuance under equity compensation plans is contained in Parkit's management information circular dated May 16, 2022 filed on SEDAR at [www.sedar.com](http://www.sedar.com) on May 24, 2022.
- (c) Additional financial information is provided in Parkit's most recent interim financial statements, audited annual financial statements and accompanying management discussion and analysis filed on SEDAR at [www.sedar.com](http://www.sedar.com).