SKYLINE
INVESTMENTS

# Management's Discussion and Analysis

*For the three months and six months ended June 30, 2021*

## MANAGEMENT'S DISCUSSION AND ANALYSIS

August 12, 2021

### ***Introduction***

This Management's Discussion and Analysis (this "MD&A") of the operating results and financial condition of Skyline Investments Inc. ("Skyline", "the Company", "we", "us" or "our") constitutes management's ("Management") review of the factors that affected the Company's operating performance for the three months and six months ended June 30, 2021 and its financial position as at June 30, 2021. This MD&A is dated and has been prepared with information available as of June 30, 2021.

This MD&A should be read in conjunction with the Company's condensed consolidated interim financial statements for the three and six months ended June 30, 2021 and accompanying notes (the "Financial Statements").

The Financial Statements for the three months and six months ended June 30, 2021 have been prepared in accordance with International Financial Reporting Standards, using accounting policies adopted by the Company. These accounting policies are based on the International Accounting Standards, International Financial Reporting Standards and IFRS Interpretations Committee interpretations (collectively, "IFRS") that are applicable to the Company. Amounts discussed below are based on our condensed consolidated interim financial statements for the three and six months ended June 30, 2021 and are presented in thousands of Canadian dollars, unless otherwise stated.

Additional information relating to the Company is available under our SEDAR profile at www.sedar.com.

Except as expressly provided herein, none of the information on the SEDAR website is incorporated by reference into this document by this or any other reference.

### ***Forward-Looking Information***

Certain statements contained in this MD&A constitute forward-looking information within the meaning of securities laws. Forward-looking information may relate to the Company's future outlook and anticipated events or results and may include statements regarding the future financial position, business strategy, budgets, projected costs, capital expenditures, financial results, taxes and plans and objectives of or involving the Company. In particular, statements regarding the Company's future operating results and economic performance are forward-looking statements. In some cases, forward-looking information can be identified by terms such as "may", "will", "should", "expect", "plan", "anticipate", "believe", "intend", "estimate", "predict", "potential", "continue" or other similar expressions concerning matters that are not historical facts. Examples of such statements include the statements with respect to the Company's strategy, objectives and intentions disclosed in the section entitled "Strategy & Outlook" and "Portfolio Overview", including: the Company's intention to complete future acquisitions and the expected benefits from any such acquisitions; and the Company's intention to implement its student-oriented operating strategy and the expected results this might provide for revenue and net operating income growth through improved occupancy, introduction of value-added leasing and operational revenue streams and increased management efficiencies.

Forward-looking information is subject to certain factors, including risks and uncertainties, which could cause actual results to differ materially from what the Company currently expects. These factors include the ability of the Company to complete future acquisitions, obtain necessary equity and debt financing and grow its business; the future operations and performance of the Company's properties including the anticipated extent of the accretion of any acquisitions and generating improved occupancy levels and rental income: the ability of the Company to reinvest to make improvements and maintenance to its properties; overall indebtedness levels, which could be impacted by the level of acquisition activity Skyline is able to achieve and future financing opportunities; general economic and market conditions and factors; local real estate conditions; competition; interest rates; changes in government regulation; and reliance on key personnel. For more information on these risks and uncertainties readers should refer to the risks disclosed in the section entitled "Risks", as well as the risks disclosed in Skyline's materials filed with Canadian securities regulatory authorities from time to time, including the Annual Information Form of the Company dated March 11, 2021, which are available under the Company's profile on SEDAR at www.sedar.com.

Given the impact of the changing circumstances surrounding the COVID-19 pandemic and the related response from the Company, governments (federal, state, provincial and municipal), regulatory authorities, businesses and customers, there is inherently more uncertainty associated with the Company's assumptions as compared to prior periods. These assumptions and related risks, include but are not limited to, management's expectations with respect to the factors noted above as well as general economic conditions, such as the impact on the economy and financial markets of the COVID-19 pandemic and other health risks.

Forward-looking information contained in this MD&A is based on the Company's current estimates, expectations and projections, which the Company believes are reasonable as of the date hereof. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. While the Company may elect to, it is under no obligation and does not undertake to update this information at any particular time except as may be required by applicable securities laws.

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## I. Overview

Skyline is a Canadian investment company listed on the Tel-Aviv Stock Exchange under the symbol SKLN and is a reporting issuer in Canada. The Company owns hotels and resorts in Canada and the United States ("US"). Currently, the Company has 18 income producing assets, with 3,266 rooms and 85,238 square feet of commercial space (collectively, the "Properties"). The Company also has a strategic development business that develops excess real estate surrounding its resorts to further enhance cash flow and the value of its assets. The Company is regularly engaged in discussions with respect to possible acquisitions or dispositions of new properties or portfolios.

The Company is also in the very early stages of considering or exploring certain potential corporate transactions as part of its business strategy. The Company does not know whether any such transaction will be advanced or completed. The Company will disclose details regarding any such transactions if and when it is legally required or otherwise deems it appropriate to do so.

The Company's operating segments are as follows:

1. US hotels and resorts
2. Canadian hotels and resorts
3. Development of real estate

The Company focuses its capital and investment initiatives on enhancing cash flow from hotels and resorts, while at the same time selling non-core development assets. The Company's assets are located in southern Ontario, Canada and in 10 US States.

The Company is an offering corporation and a reporting issuer in Ontario (following the filing and receipt of a non-offering long form prospectus in 2014) but, as of June 30, 2021, does not have any of its securities listed or quoted on any marketplace in Canada.

## II. Strategy & Outlook

The following section contains forward-looking information and users are cautioned that actual results may vary.

*Our Strategy*

Skyline's business model is centered on 4 distinct strategies

1. Identification and acquisition of hotels with stable cash flows that provide an acceptable risk-adjusted rate of return, with a specific focus on the limited service and select service segments. Adjacent development rights are viewed as an independent value creation opportunity;
2. Driving short- and medium-term efficiencies in our resort and hotel operations;
3. Strategic development with low capital investment and risk, to further enhance the cash flow and value of the existing asset base and sale of non-core real estate; and
4. Diversification of hotel and resort income through acquisition of other retail and/or commercial properties that are complementary to the existing asset base and that provide stable and predictable cash flow.

Skyline will seek to pursue acquisitions that align with the Company's stringent investment criteria focused on location, valuation and asset quality. However, the Company may also selectively undertake opportunistic acquisitions under circumstances in which Management believes a hotel or resort asset requiring value-add capital can be acquired at an attractive valuation and its profitability improved upon completion of repositioning efforts.

When evaluating potential acquisition opportunities, Skyline focuses on: (i) growing markets with strong economic fundamentals ; (ii) markets with multiple demand drivers (including but not limited to: hospitals, universities, multiple corporate head offices, government and private sector investment); (iii) markets that have limited new supply; (iv) properties with strong brand affiliation; (v) properties characterized by a good operating history with stabilized in-place income, or with potential for value enhancement through re-positioning or other value-add initiatives; and (vi) properties that can be purchased at an attractive valuation, preferably below replacement cost.

*COVID-19 Update*

At the end of 2019, the COVID-19 virus began spreading rapidly, and in March 2020, the virus was declared a global pandemic by the World Health Organization ("WHO"). This had wide-ranging implications, including international and domestic travel restrictions, temporary closure of businesses, and an immediate contraction in overall global economic activity. The North American hospitality industry has not been immune and has witnessed a slowdown in activity. At the outset of the crisis, the Company implemented immediate countermeasures, including the temporary closure of Horseshoe Valley Resort ("Horseshoe") and Bear Valley Resort ("Bear Valley"), a temporary closure of Deerhurst Resort ("Deerhurst") (collectively, the "Resorts"), staff reductions, and other cost containment measures.

In December 2020, the local jurisdictions where Horseshoe and Bear Valley are located re-implemented restrictions, causing the partial closure of certain operations at the ski resorts. These restrictions were subsequently removed in February 2021 for the remainder of the ski season. On April 3rd, 2021 the Province of Ontario issued a stay-at-home order, resulting in the temporary closure of certain operations at Horseshoe and Deerhurst. These restrictions began easing on June 11th, 2021 for the summer season. As of the date of this report, the Resorts are open and are operating in accordance with public health guidelines.

*Canadian Hotel and Resort Operations*

Deerhurst is a "drive to" resort (rather than a "fly to" resort), and mainly caters to locally-based clients, with demand from Toronto and the surrounding regions. Furthermore, due to its geography, Deerhurst allows for operation with strict sanitation measures in place. Average occupancy during the second quarter of 2021, which was impacted by the Province of Ontario's stay-at-home order, and also includes Deerhurst's "low" season, was 26% compared to 5% during the second quarter of 2020, when Deerhurst was also partially closed. In July 2021, Deerhurst's average occupancy increased to 85%, exceeding its pre-pandemic average occupancy of 83% in July 2019. Due to the Company's expense management measures taken and the wage subsidy provided by the government of Canada under the Canada Employment Wage Subsidy ("CEWS"), and the Canada Emergency Rental Subsidy ("CERS"), the Company was able to partially mitigate the impact of COVID-19 during the three and six months ended June 30, 2021. As a result, Deerhurst's net operating income (loss) was $146 and ($111) compared to net operating income (loss) of ($471) and ($916) for the three and six months ended June 30, 2020, respectively. If restrictions are not further relaxed and/or if government restrictions are renewed, Deerhurst's financial results may be materially affected and may have a material impact on the Company's future results.

Horseshoe, like Deerhurst, is a "drive to" resort (rather than a "fly to" resort), and mainly caters to locally-based clients, with demand from Toronto and the surrounding regions. On December 26th, 2020, local public health restrictions necessitated the closure of certain activities at Horseshoe, which fully reopened on February 16th 2021 to very strong demand for the 2021 ski season. During the second quarter of 2021, which was impacted by the Province of Ontario's stay-at-home order and also includes Horseshoe's "low" season, the average occupancy rate at the hotel was 13% compared to 3% during the second quarter of 2020, when Horseshoe was also partially closed. In July 2021, Horseshoe's average occupancy increased to 66%, exceeding its pre-pandemic average occupancy of 53% in July 2019. Horseshoe's net operating income (loss) for the three and six months ended June 30, 2021 was ($880) and $2,819 compared to net operating income (loss) of ($723) and $2,399 for the three and six months ended June 30, 2020. The negative impact on revenue related to resort operating restrictions during the first half of the quarter was partially mitigated by expense reduction measures put in place, coupled with assistance from the government of Canada through CEWS and CERS. If restrictions are not further relaxed and/or if government restrictions are renewed, the resort's financial results may be materially affected and may have a material impact on the Company's future results.

*U.S. Hotel Operations*

Bear Valley fully reopened on January 13, 2021, and as of the date of this report is open and operating in accordance with public health guidance. Like Horseshoe and Deerhurst, Bear Valley is a “drive-to” resort that is not dependant on air travel or international tourists, and is therefore less vulnerable to the effects of the pandemic. Despite restrictions at the beginning of the winter ski season, Bear Valley experienced a strong end to the ski season and improved demand during the second quarter. and net operating income for the three and six months ended June 30, 2021 was $219 and $3,681, respectively compared to net operating income (loss) of ($518) and $2,709 for the three and six months ended June 30, 2020, respectively. Average occupancy during the second quarter of 2021, which includes Bear Valley’s “low” season, was 9% compared to 0% during the second quarter of 2020, when the resort was temporarily closed. On March 26th, Bear Valley received additional funds under the Paycheque Protection Program (“PPP”), a portion of which may be forgiven under certain circumstances. If restrictions are not further relaxed and/or if government restrictions are renewed, and if such restrictions result in the closure of the resort or limit its operations, this may have a material financial impact on the Company.

As of the date of this report, the Courtyard hotels (“CY13”), which never closed, are open and operating with appropriately reduced staffing levels. The Company has undertaken efforts to reduce costs including staff reductions, deferral of capital expenditures, and reductions in asset management and franchise fees. On March 30th, 2021, the Company received additional funding from the US government under the PPP, a portion of which may be forgiven under certain circumstances. CY13’s net operating income for the three and six months ended June 30, 2021, was $3,998 and $4,113 compared to net operating income (loss) of ($1,241) and $1,194 for the three and six months ended June 30, 2020, respectively. Occupancy during the second quarter increased to 59% from 18% in the second quarter of 2020. In June 2021, the CY13 portfolio achieved 66% occupancy compared to 26% in June of 2020, and the improving trend continued through July, with the portfolio achieving occupancy of 66% compared to 35% in July 2020. The Company completed the Property Improvement Plan (“PIP”) at its Tucson, Arizona property at the end of Q4 2020, and is in the process of completing the PIP at its Dayton, Ohio property. The Company will continue to evaluate its PIP schedule and its cash obligations under the PIP relative to the current operating environment. The Company expects that the PIPs will contribute to enhanced earnings at its properties as they are completed, which will further drive EBITDA growth coming out of the pandemic and over the medium to long term.

As of the date of this report, the Company’s full-service hotels, which never closed, are operating. The Company has accessed funding from the US government under the PPP for its full-service hotels, a portion of which may be forgiven under certain circumstances, and which may offset certain expenses incurred by the full-service hotels. Average occupancy during the second quarter of 2021 was 43% compared to 8% during the second quarter of 2020. Occupancy, which is partially driven by group meetings and weddings, is showing signs of improvement, but has not yet returned to normalized levels. This continues to have an impact on the Company’s financial results. Combined net operating income for the three and six months ended June 30, 2021 was $2,811 and $3,631 compared to net operating income (loss) of ($2,093) and ($4,102) for the three and six months ended June 30, 2020. The improvement in NOI was due to improved occupancy throughout the year, coupled with expense management initiatives put in place and government assistance received. If restrictions are not further relaxed and/or if government restrictions are renewed, the hotel’s financial results may be materially affected and may have a material impact on the Company’s future results.

*Government Assistance*

In response to the COVID-19 crisis, the Canadian and US governments have unveiled multiple stimulus measures for which the Company qualifies or believes it qualifies. In the US, Skyline has qualified for and received loans under the PPP. US$6.7 million ($9.3 million) was received during the Q2 2020, US$5.5 million ($7.0 million) was received during Q1 2021, and US$2.0 million ($2.5 million) was received during Q2 2021. As part of this program, the portion of any of these loans spent on payroll, utilities, interest and other specified costs may be forgiven by the US Government under certain circumstances. Any unforgiven portion will be repayable over 5 years, with interest payable based on an annual rate of 1% based on current legislation. During the three and six months ended June 30, 2021, the Company recorded an offset to hotel operating expenses in the amount of $4,453 and $5,230 related to the PPP, respectively, and to finance expenses in the amount of $167 and $167, respectively. In addition, the Company believes that it qualifies for the Employee Retention Credit ("ERC"), which was enacted as part of the US Government's stimulus measures. During the three and six months ended June 30, 2021, the Company did not recognize any benefits related to the ERC.

In Canada, the Company has applied for and received the CEWS, which covers up to 75% of the first CAD $58.7 thousand normally paid to eligible employees, representing a benefit of up to CAD $847 per week, per eligible employee, between March 15, 2020 and at least September 25, 2021, as well as the Canada Emergency Rent Subsidy ("CERS"), which covers certain rental and building operating expenses. For the three and six months ended June 30, 2021, the Company recorded an offset to operating expenses from hotels and resorts in the amount of $2,056 and $4,399, respectively, (three and six months ended June 30, 2020: $1,219 and $1,413, respectively) and to administrative and general expenses of $343 and $611, respectively (three and six months ended June 30, 2020: $192 and $230, respectively) related to CEWS and CERS.

*Covenants*

As part of the Company's analysis and actions as a result of the impact of the COVID-19 crisis, the Company:

a) Proactively reached out to all of its lending institutions regarding covenant relief that would constitute an event of default should it be needed, which was granted in all instances where requested;
b) Continuously monitors covenants to determine if it will be in violation of said covenants in light of temporary revenue declines.

As of the date of this report, the Company does not believe that it will experience any issues related to existing covenants with its mortgage lenders. In all instances where the Company was not in compliance with its covenants related to mortgage financing as at June 30, 2021, it has received a waiver from its lender. These waivers will also be in place at least until the end of August 2021, where required.

## III. Period Highlights

Financial highlights for the three and six months ended June 30, 2021, including subsequent events occurring up to the date of publication of this report are as follows:

- For the three and six months ended June 30, 2021 the Company recorded revenue of $26,317 and $57,424, respectively, compared to $7,288 and $78,947 recorded for the three and six months ended June 30, 2020, respectively.
- The Company recorded net income attributable to shareholders of $769 and $934, respectively for the three and six months ended June 30, 2021, compared to a net loss attributable to shareholders of $7,476 and $12,828 for the three and six months ended June 30, 2020, respectively. Including the effect of minority interests, the Company recorded a net loss of $2,206 and $2,051 during the three and six months ended June 30, 2021, respectively, compared to a net loss of $7,322 and $13,188 during the three and six months ended June 30, 2020, respectively.
- The Company's shareholders' equity, excluding minority interests was $230,791 or $13.78 per share (36.24 NIS based on the NIS/CAD exchange rate as at June 30, 2021).
- The Company's Common Shares closed on June 30, 2021 at 21.34 NIS per share, implying a discount of 41%.
- During Q1 2021, the Company completed the sale of the 9 remaining lots at its Golf Cottages Phase 1 development at Deerhurst. As part of the sale, the Company received $438 in cash and used this amount to repay certain debt and expenses related to this project. The Company provided the purchaser with a $1.1 million, two-year VTB for the remaining balance of the sale price.
- During Q1 2021, the Company received US$5.5 million ($7.0 million) in funding under the second round of the PPP. On May 5, 2021, the Company received a further US$2.0 million ($2.5 million) in funding under the PPP.

- During Q1 2021, the Company achieved 100% occupancy at its Lakeside development project at Deerhurst.
- During Q4 2020, the company launched its new 66-unit Edge condo development, and pre-sold 80% of the units as of the date of this report. The company is currently in process of obtaining construction financing for this project.
- On January 10, 2021 at the annual general meeting ("AGM"), the shareholders approved changes to the Company's remuneration policy, including changes to the CEO's compensation. Shareholders also approved the extension of a loan to the Company's CEO, for an additional period of three years, until February 18, 2024, or six months after termination of his employment, whichever is first. As well, an allocation to the CEO of 100,000 stock options (the "Options") was approved, which were granted on February 11, 2021 (the "Grant Date"). The Options have a strike price of 24 NIS, a vesting period of three years, and expire five years after the Grant Date.
- During Q2 2021, the VTB issued in connection with the sale of Boathouses 3 and 4 at Blue Mountain was fully repaid.
- During Q2, 2021, the Company received payment in full related to the VTB issued in connection with the sale of non-core golf course lands at Horseshoe in the amount of $1.5 million.
- Please refer to Section XVII, "Additional Information" for details on subsequent events occurring up to the date of this report.

## IV. Portfolio Overview

As at June 30, 2021 Skyline owned 18 hotel and resort assets with 3,266 rooms and 85,238 sq ft of commercial space.

| Asset Name or Flag | Location | Rooms | Commercial Sq. Ft. |
|---|---|---|---|
| Courtyard Marriott | Birmingham Hoover, AL | 153 | |
| Courtyard Marriott | Huntsville, AL | 149 | |
| Courtyard Marriott | Little Rock, AR | 149 | |
| Courtyard Marriott | Tucson, AZ | 149 | |
| Courtyard Marriott | Fort Myers, FL | 149 | |
| Courtyard Marriott | Arlington Heights, IL | 147 | |
| Courtyard Marriott | Deerfield, IL | 131 | |
| Courtyard Marriott | Rockford, IL | 147 | |
| Courtyard Marriott | Lexington, KY | 146 | |
| Courtyard Marriott | Miamisburg, OH | 146 | |
| Courtyard Marriott | Holland, OH | 149 | |
| Courtyard Marriott | Oklahoma City, OK | 149 | |
| Courtyard Marriott | Battlefield (Manassas), VA | 149 | |
| *Total Select Service Hotels* | | *1,913* | |
| Hyatt Hotel | Cleveland, Ohio | 293 | 54,400 |
| Renaissance Hotel | Cleveland, Ohio | 491 | 30,838 |
| *Total Full-Service Hotels* | | *784* | *85,238* |
| Deerhurst Resort | Huntsville, Ontario | 374[1] | |
| Horseshoe Valley Resort | Oro Medonte, Ontario | 143[2] | |
| Bear Valley Ski Resort | Bear Valley, California | 52 | |
| *Total Resorts* | | *569* | |
| **Total** | | **3,266** | **85,238** |

[1]Included in the total number of rooms are 272 condo owned units.
[2] Included in the total number of rooms are 13 Copeland condo owned units & 29 Slopeside condo owned units.

*Key Performance Indicators*

A summary of key performance indicators for the three and six months ended June 30, 2021 is as follows:

| SECOND QUARTER HIGHLIGHTS AND KEY PERFORMANCE INDICATORS | | | | |
|---|---|---|---|---|
| | **Three Months Ended June 30,** | | **Six Months Ended June 30,** | |
| | **2021** | **2020** | **2021** | **2020** |
| **TOTAL PORTFOLIO INFORMATION** | | | | |
| Number of rooms | 3,266 | 3,301 | 3,266 | 3,301 |
| Number of hotel properties | 18 | 18 | 18 | 18 |
| Occupancy rate | 48% | 13% | 42% | 28% |
| Average daily room rate (“ADR”) | 128.24 | 108.30 | 122.75 | 135.75 |
| Revenue per available room (“RevPAR”) | 62.09 | 14.13 | 50.89 | 38.54 |
| **HOSPITALITY** | | | | |
| Revenue | $24,919 | $6,972 | $53,110 | $48,539 |
| Net operating income | $6,498 | ($4,775) | $14,752 | $2,732 |
| **DEVELOPMENT** | | | | |
| Revenue | $1,398 | $316 | $4,314 | $30,408 |
| Net operating income | ($440) | ($137) | ($98) | $3,067 |
| **CONSOLIDATED** | | | | |
| Same asset NOI | $6,498 | ($4,775) | $14,752 | $2,732 |
| Adjusted EBITDA | $4,546 | ($6,808) | $11,260 | $2,283 |
| **FUNDS FROM OPERATIONS (FFO)** | | | | |
| Funds from operations | $1,350 | ($7,727) | $4,682 | ($4,975) |
| FFO per share | $0.08 | ($0.47) | $0.28 | ($0.30) |
| **CAPITALIZATION AND LEVERAGE** | | | | |
| Equity to total assets | 41% | 38% | 41% | 38% |
| Cash & cash equivalents | $29,819 | $40,995 | $29,819 | $40,995 |
| Restricted cash and other deposits | $14,957 | $13,657 | $14,957 | $13,657 |
| Net debt to net capitalization | 50% | 54% | 50% | 54% |
| Loan to value (hospitality only) | 52% | 56% | 52% | 56% |
| Weighted average debt face interest rate | 4.50% | 4.17% | 4.50% | 4.17% |
| Weighted average debt term to maturity (years) | 1.59 | 2.38 | 1.59 | 2.38 |

One of the primary key performance indicators in the hospitality industry is revenue per available room or (“RevPAR”). RevPAR is a function of the daily occupancy rate expressed as a percentage of total rooms available (“Occupancy”) and the average daily rate or (“ADR”).

Skyline tracks these three metrics for all of its hospitality assets. Q2 2021 saw a year over year increase in RevPAR at all of the Company’s properties, driven by increased an occupancy rate and ADR across the entire portfolio due to the trajectory of recovery from the COVID-19 pandemic. The Company expects occupancy and ADR to continue to increase as the US and Canadian economies reopen.

A summary of occupancy, ADR, and RevPAR is as follows:

| | | Q3-2020 | Q3-2019 | Q4-2020 | Q4-2019 | Q1-2021 | Q1-2020 | Q2 2021 | Q2-2020 |
|---|---|---|---|---|---|---|---|---|---|
| US select service Hotels and a California Ski Resort in USD[1] | RevPAR | $27.12 | $71.23 | $25.06 | $61.41 | $32.10 | $53.04 | $52.97 | $14.02 |
| | ADR | $81.61 | $104.07 | $75.76 | $101.56 | $82.23 | $110.17 | $91.86 | $79.69 |
| | Occ. | 33% | 68% | 33% | 61% | 39% | 48% | 58% | 18% |
| | | | | | | | | | |
| | | Q3-2020 | Q3-2019 | Q4-2020 | Q4-2019 | Q1-2021 | Q1-2020 | Q2 2021 | Q2-2020 |
| US full-service Hotels in USD | RevPAR | $25.30 | $117.52 | $19.70 | $87.27 | $36.07 | $41.83 | $56.10 | $8.16 |
| | ADR | $112.24 | $162.73 | $101.06 | $145.71 | $105.06 | $115.77 | $131.57 | $105.53 |
| | Occ. | 23% | 72% | 20% | 60% | 34% | 36% | 43% | 8% |
| | | | | | | | | | |
| | | Q3-2020 | Q3-2019 | Q4-2020 | Q4-2019 | Q1-2021[3] | Q1-2020[2] | Q2 2021[3] | Q2-2020[2] |
| Canadian Resorts in CAD | RevPAR | $157.36 | $176.30 | $47.33 | $74.87 | $34.69 | $74.20 | $37.63 | $8.28 |
| | ADR | $272.31 | $243.24 | $161.42 | $174.98 | $178.57 | $180.39 | $167.90 | $177.07 |
| | Occ. | 58% | 73% | 29% | 43% | 19% | 41% | 22% | 5% |

(1) Figures include Bear Valley, which was temporarily closed until late 2020.
(2) Note that the Canadian resorts were closed from March until June 12,2020; figures presented are shown for the full quarter.
(3) Note that between December 26, 2020 and February 16, 2021, and between April 3 and June 11, 2021, local health restrictions necessitated the closure of certain activities at Horseshoe and Deerhurst. This resulted in reduced demand, and as a result negatively impacted occupancy, ADR, and RevPAR.

The table below presents the above metrics for the months of April to July 2021:

| | | April 2021 | May 2021 | June 2021 | July 2021 |
|---|---|---|---|---|---|
| 13 US select service Hotels and a California Ski Resort in USD | RevPAR | $47.66 | $50.10 | $61.24 | $64.92 |
| | ADR | $89.80 | $90.11 | $95.12 | $99.77 |
| | Occupancy | 53% | 56% | 64% | 65% |
| | | | | | |
| | | April 2021 | May 2021 | June 2021 | July 2021 |
| US full-service Hotels in USD | RevPAR | $58.78 | $54.38 | $55.20 | $71.21 |
| | ADR | $137.45 | $127.50 | $129.88 | $143.37 |
| | Occupancy | 43% | 43% | 43% | 50% |
| | | | | | |
| | | April 2021 | May 2021 | June 2021 | July 2021 |
| Canadian Resorts in CAD[1] | RevPAR | $11.60 | $13.72 | $89.02 | $256.25 |
| | ADR | $107.16 | $105.07 | $202.58 | $321.17 |
| | Occupancy | 11% | 13% | 44% | 80% |

(1) Note that between April 3 and June 11, 2021, local health restrictions necessitated the closure of certain activities at Horseshoe and Deerhurst. This resulted in reduced demand, and as a result negatively impacted occupancy, ADR, and RevPAR.

*Development*

The Company has a strategic development business that develops excess real estate surrounding its resorts in order to further enhance the cash flow and value of its assets. The development projects are located in and around the Ontario resort properties where additive development projects are expected to achieve two goals: (1) earn development profits that are commensurate with the risk involved and (2) grow or enhance cash flows of the adjacent/nearby asset. The Company has a number of ongoing active development projects and is continually evaluating additional projects and the timing of their launch.

| Condominium Projects | Location | Condo Units | Units Sold | Units Occupied | Revenue Recognized in 2021[1] |
|---|---|---|---|---|---|
| Lakeside | Deerhurst Resort | 150 | 150 | 150 | $1,048 |

(1) Revenue is recognized on unit occupancy and cash is collected on unit closing.

| Lot Servicing Projects | Location | Lots[1] | Sale Terms[2] | Completion[3] | Total Budgeted Revenue | VTB Balance |
|---|---|---|---|---|---|---|
| Second Nature Phase 1 | Blue Mountain Resort | 37 SF | 25% deposit; 75% VTB | Q2 2018 | $ 6,412 | $135 |
| Second Nature Phase 2 | Blue Mountain Resort | 54 SF | 25% deposit; 75% VTB | Q1 2020 | $ 8,910 | $3,455 |
| Second Nature Phase 3 | Blue Mountain Resort | 88 SF | 15% deposit; 85% VTB | Q1 2020 | $ 19,976 | $16,280 |
| Second Nature Phase 4 | Blue Mountain Resort | 70 TH | No VTB | Q2 2018 | $ 3,450 | $- |

(1) SF represents Single Family Homes; TH represents Townhomes

(2) Deposits received prior to closing; Vendor Take Back mortgage ("VTB") received when homes are transferred to buyers. Terms of the VTB may vary and purchaser provides the land as security to Skyline. The purchaser is not allowed to further encumber the asset beyond the VTB. All VTBs stand in a first collateral position.

(3) Revenue is recognized on project completion and title transfer.

The following table summarizes the Company's expected net cash flows from its VTBs:

| VTB | Q3 -Q4 2021 | 2022 | 2023 | 2024 and Thereafter | Total |
|---|---|---|---|---|---|
| Second Nature[1] | $328 | $687 | $12,506 | - | **$13,521** |
| Port McNicoll[2] | $3,600 | $2,400 | $2,400 | $27,168 | **$35,568** |
| Blue Mountain Retail | - | - | - | $3,800 | **$3,800** |
| Vetta Spa | - | - | - | $804 | **$804** |
| **Total** | **$3,928** | **$3,087** | **$14,906** | **$31,772** | **$53,693** |

(1) A portion of proceeds may be received earlier based on completion of construction. Net cash flows represent gross cash flows less costs to complete construction and debt repayments. Subsequent to the end of the second quarter, on August 12, 2021, Skyline received early repayment for the VTB related to Second Nature Phase 3 in the amount of $16,307 including accrued interest of $77. Upon receipt of the funds, Skyline fully repaid a loan, including discharge fees related to Second Nature Phase 3, in the amount of $4,199. As well, Skyline deposited $1,347 in a restricted bank account to secure letters of credit that will be released as lot servicing is completed and/or the homes to be built are occupied by end users. Cash received net of these amounts was $10,761, which will be used to fund expected future development costs related to all phases of Second Nature in the amount of $3,224 (the majority of which are expected to be paid over the next three years and have been accrued as a liability on the balance sheet as at June 30, 2021). The remaining proceeds will be distributed to Skyline and its joint venture partner at Blue Mountain. Please refer to note 14 of the Financial Statements.

(2) On July 24, 2021, Skyline announced that it reached an agreement with an unrelated third party for the sale of Port McNicoll under the power of sale process (the "Transaction"). The total purchase price is $32.5 million, and the Transaction is firm and not subject to further due diligence. The Transaction is expected to close on September 30, 2021 (the buyer has the option to extend closing for a further 30 days). Upon closing of the transaction, Skyline will receive $3 million. The balance of the consideration in a total amount of $29.5 million will be provided to the buyer as a first ranking vendor take back loan ("VTB"), bearing an annual interest rate of 2.5% for a 5-year period. The buyer will make monthly payments of $200 thousand every month after closing, to be applied against interest and principal. Further principal payments are expected as the buyer develops the land during the next five years and will require partial discharges of security from the Company (the table above does not reflect any such discharges). At the end of the five years, any remaining VTB balance will be due in full.

*Development Highlights*

- The Company reported negative net operating income from the Development segment of $440 and $98 for the three and six months ended June 30, 2021, respectively, which compares to negative net operating income from the Development segment of $137 for the three months ended June 30, 2020 and positive net operating income from the Development segment of $3,067 for the six months ended June 30, 2020.
- At Second Nature Phase 1, 36 of 37 homes have been built and turned over to homeowners as at June 30, 2021 and the VTBs have been repaid on these lots.
- At Second Nature Phase 2, 26 of 54 homes have been built and turned over to homeowners as at June 30, 2021 and the VTBs have been repaid on these lots.
- At Second Nature Phase 3, on August 12, 2021, Skyline received early repayment for the VTB in the amount of $16,307 including accrued interest of $77. Upon receipt of the funds, Skyline fully repaid a loan, including discharge fees related to Second Nature Phase 3, in the amount of $4,199. As well, Skyline deposited $1,347 in a restricted bank account to secure letters of credit that will be released as lot servicing is completed and/or the homes to be built are occupied by end users. Cash received net of these amounts was $10,761, which will be used to fund expected future development costs related to all phases of Second Nature in the amount of $3,224 (the majority of which are expected to be paid over the next three years and have been accrued as a liability on the balance sheet as at June 30, 2021). The remaining proceeds will be distributed to Skyline and its joint venture partner at Blue Mountain.
- Provided occupancy to 1 additional unit at Lakeside during Q2 2021, resulting in the project being sold out.
- Provided occupancy to 2 additional units at Copeland House during Q2 2021, resulting in the project being sold out.
- During Q4 2020, the Company completed the sale of an investment property and vacant land inventory adjacent to the investment property located near Blue Mountain for $4.1 million and took back a 75% VTB for 4 months. During Q2 2021, the VTB was fully repaid.
- During Q1 2021, the Company completed the sale of the 9 remaining lots at its Golf Cottages Phase 1 development at Deerhurst. As part of the sale, the Company received $438 in cash and used this amount to repay certain debt and expenses related to this project. The Company provided the purchaser with a $1.1 million, two-year VTB for the remaining balance of the sale price.
- During Q4 2020, the Company launched the first phase (66 units) of its new Edge Condos development. As of the date of this report, the Company has pre-sold 80% of the Phase 1 units. The company is currently in the process of obtaining construction financing for this project.

*Fair Value*

The Company recognizes the fair value of certain assets on its Balance Sheet. These assets represent 78% of the total assets of Skyline as at June 30, 2021. During the last twelve months, the Company received independent, third-party appraisals on all of its hotels and resorts, as well as certain development lands located at Blue Mountain, Deerhurst and Horseshoe. For the remainder of the Company's assets measured at fair value, the Company undertook specific actions to determine if there was any change in value, including discussion with independent, third-party experts, referencing market transactions, and review of internal forecasts. The Company then uses these inputs in a discounted cash flow analysis over ten years to determine if there is any required revaluation at each reporting date. The following table summarizes the Company's investment properties and property, plant and equipment ("PP&E"):

| | As at June 30, 2021 | As at December 31,2020 |
|---|---|---|
| Balance, beginning of year | $495,262 | $514,702 |
| Capital expenditures | $3,095 | $7,508 |
| Depreciation | ($9,586) | ($20,251) |
| Dispositions & transfers | $2,720 | ($3,944) |
| Changes in fair value | $17,267 | $1,755 |
| Foreign exchange and other | ($8,507) | ($4,508) |
| **Balance, end of period** | **$500,251** | **$495,262** |

During the three and six months ended June 30, 2021, the Company recorded a change to the fair value of its hotels and resorts in the amount of $9,748, primarily due to increased near term profitability forecasts. Please refer to note 6 in the Financial Statements. The Company also recorded an increase of $7,519 to the value of its investment properties, primarily driven by an increase in value of the Company's development lands at Deerhurst. A breakdown of this change is as follows:

| | YTD Fair Value Change | Tax Impact | Net Change – OCI | Net Change – Net Income |
|---|---|---|---|---|
| **Property, Plant & Equipment** | | | | |
| Courtyard by Marriott hotels | $6,114 | ($1,394) | $4,720 | - |
| Renaissance | $1,482 | ($169) | $1,313 | - |
| Hyatt Arcade | $1,691 | ($386) | $1,305 | - |
| Bear Valley | $62 | ($17) | $45 | - |
| Deerhurst | ($1,069) | $283 | ($786) | - |
| Horseshoe | $1,468 | ($389) | $1,079 | - |
| **Total PP&E** | **$9,748** | **($2,072)** | **$7,676** | **-** |
| Investment Properties | $7,519 | ($1,993) | - | $5,526 |
| **Total Change** | **$17,267** | **($4,065)** | **$7,676** | **$5,526** |

*Real Estate Inventory*

As part of its normal reporting process, as at June 30, 2021 the Company reviewed its real estate inventory balances for indicators of impairment, including the impact of COVID-19. The Company reviewed each project, and has determined that there is no impairment to real estate inventory as at June 30, 2021.

As part of the review process, the Company also reviewed the land it holds as investment property. These lands are primarily located at the resorts, where residential inventory is being constructed. There are no internally identified indicators of impairment. The Company will continue to review the market to determine if there are any indicators that the fair value of its investment properties have changed. As at June 30, 2021, the Company did not have any major development projects that were in the construction phase, and therefore does not expect to experience any delays or budget overages due to COVID-19. The Company has received conditional site plan approval to develop 31 townhomes at Blue Mountain village. It has not received a notice in the change of status of any other development projects that are in the planning phase.

The Company will continue to monitor any relevant factors that become subsequently apparent, when reassessing the fair value of its real estate inventory as at the next reporting date.

*Net Asset Value*

The Company is focused on increasing value to shareholders through its hotel business and its development opportunities. The Company, as most real estate companies do, measures value creation through growth in Net Asset Value ("NAV"). The Company's hotel business creates value to shareholders by executing on three pillars of its strategy:

- Using strict acquisition criteria, with the intent of acquiring assets at or below replacement cost;
- Generating operational efficiencies; and
- Taking advantage of value-add opportunities

Each of these items may lead to valuation increases in its assets and, as a result, the Company's NAV. Increases in the fair value of the Company's real estate assets is the primary driver of NAV growth.

The Development opportunities add shareholder value by leveraging underutilized assets to provide development profits and further enhance the long-term cash flows of the resorts. Development opportunities provide additional rooms to the resort with minimal investment to the existing resort itself. The Company calculates its NAV using Fair Values as disclosed on its balance sheet.

The Company's NAV is summarized as follows:

| As at June 30, 2021 | **Balance Sheet Value** | **Outstanding Secured Liabilities[1]** | ***LTV*** | **Net Asset Value** |
|---|---|---|---|---|
| US select service hotels | $174,260 | $117,552 | 68% | $56,708 |
| US full-service hotels | $126,047 | $48,279 | 38% | $77,768 |
| Resorts | $134,955 | $62,083 | 46% | $72,872 |
| Development lands | $70,201 | $3,192 | 5% | $67,009 |
| Projects under construction & other | $8,444 | $9,896 | 117% | ($1,452) |
| **Total real estate and other** | **$513,907** | **$241,002** | **47%** | **$272,905** |
| Cash | $29,819 | | | |
| Other assets | $97,550 | $4,188 | | |
| **Total Assets** | **$641,276** | | | **$641,276** |
| Total Debt | $293,100 | | | |
| Other Liabilities | $86,442 | | | |
| **Total Liabilities** | **$379,430** | **$245,190** | | **$379,430** |
| Non-controlling interest | $31,055 | | | |
| **Total NAV** | **$261,846** | | | **$261,846** |
| **NAV per share[2] (CAD)** | **$13.78** | | | |
| **NAV per share[2] (NIS)** | **NIS36.24** | | | |

(1) Includes secured capital leases.
(2) Excluding non-controlling interest.

*Debt Strategy*

The Company employs modest debt levels and endeavors to create an optimized capital stack for each asset and the portfolio as a whole in order to maximize value and cash flow. The Company will endeavour to operate below 55% of total assets.

## V. Results of Operations

The financial performance and results of operations contained in this MD&A cover the three and six months ended June 30, 2021.

### Non-IFRS Performance Measures

All financial information has been prepared in accordance with IFRS. However, Skyline uses certain non-IFRS measures as key performance indicators including net operating income ("NOI"), funds from operations ("FFO"), and adjusted earnings before interest, taxes, depreciation and amortization ("Adjusted EBITDA"). Skyline believes these non-IFRS measures provide useful supplemental information to both Management and investors in measuring the financial performance of the Company.

These are key measures commonly used by entities in our industry as useful metrics for measuring performance. However, they do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar measures presented by other publicly traded real estate entities. These measures should be considered as supplemental in nature and not as a substitute for related financial information prepared in accordance with IFRS.

*NOI*

Skyline defines NOI as property revenues less property operating expenses. Management believes that NOI is a useful key indicator of performance on an unlevered basis as it represents a measure over which Management of property operations has control. NOI is also a key input in determining the value of the Properties. NOI is used by industry analysts, investors and Management to measure operating performance of Canadian companies. NOI represents revenue from cash generating properties less property operating expenses excluding depreciation as presented in the consolidated statements of income and comprehensive income prepared in accordance with IFRS.

Given the seasonality of its hospitality operations, NOI for a fiscal year (or trailing four quarters) is considered by Management as a more accurate measure of the Company's performance.

Skyline calculates NOI as operating income before depreciation, valuation adjustments and other income, adjusted for:

i) Segmented results from Development Segment

ii) Selling and Marketing expenses

iii) Administrative and General expenses

Alternatively, the same result is arrived at by adding segmented results (per note 13 in the condensed consolidated interim financial statements) of the US and Canadian hotels and resorts segments.

*FFO*

FFO is a non-IFRS financial measure of operating performance widely used by the real estate industry, particularly by those publicly traded entities that own and operate income-producing properties. FFO should not be considered as an alternative to net income determined in accordance with IFRS. Skyline calculates its FFO in accordance with the Real Property Association of Canada White Paper on FFO for IFRS issued in February 2019, except for (i) changes in the fair value of financial instruments which are economically effective hedges but do not qualify for hedge accounting, (ii) non-controlling interest, and (iii) operational revenue and expenses from right-of-use assets. The use of FFO, combined with the required IFRS presentations, has been included for the purpose of improving the understanding of the operating results of Skyline.

Management believes that FFO provides an operating performance measure that, when compared period-over- period, reflects the impact on operations of trends in occupancy, room rates, operating costs and realty taxes and interest costs, and provides a perspective of the Company's financial performance that is not immediately apparent from net income determined in accordance with IFRS. FFO adds back to net income items that do not arise from operating activities, such as fair value adjustments, business combination transaction costs, and deferred income taxes, if any. FFO, however, still includes non-cash revenues related to accounting for straight-line rent and makes no deduction for recurring capital expenditures necessary to sustain the Company's existing earnings stream.

*Adjusted EBITDA*

The Company's operations include income producing assets and revenue from the sale of developed real estate. As such, Management believes Adjusted EBITDA (as defined below) is a useful supplemental measure of its operating performance for investors and debt holders.

EBITDA is defined as Earnings Before Interest, Taxes, Depreciation, and Amortization. The Company calculates Adjusted EBITDA as follows:

- Income from hotels and resorts;
- Sale of residential real estate;

Less:

- Operating expenses from hotels and resorts;
- Cost of sales of residential real estate;
- Selling and marketing expenses;
- Administration and general expenses

Adjusted EBITDA does not include fair value gains, gains on sale or other expenses, and is presented in the Company's condensed interim consolidated statement of income for the three and six months ended June 30, 2021 as operating income before depreciation, valuation adjustments and other income.

NOI, FFO, and Adjusted EBITDA are not measures defined by IFRS, do not have standardized meanings prescribed by IFRS and should not be construed as alternatives to net income/loss, cash flow from operating activities or other measures of financial performance calculated in accordance with IFRS. NOI, FFO, and Adjusted EBITDA, as computed by the Company, may differ from similar measures as reported by other companies in similar or different industries.

## VI. Summary of Selected Financial and Operational Information

Revenue is generated by three business segments: US hotels and resorts, Canadian hotels and resorts, and Development. Hospitality operations include hotel operations, alpine and Nordic ski facilities, golf courses, adventure park operations, as well as other businesses including food and beverage, spa, retail and rental operations, and other related or ancillary activities. The Canadian hotels and resorts segment represented 17% and 22% of total revenue for the three and six months ended June 30, 2021, respectively (three and six months ended June 30, 2020 – 19% and 23%, respectively), while the US Hotels and resorts segment contributed 77% and 70% of revenue for the three and six months ended June 30, 2021, respectively (three and six months ended June 30, 2020 – 42% and 72%). Development revenue includes the sale of serviced lots and condominiums.

Revenue from the hotels and resorts segments is driven by the volume of guests, and competitive pricing and guests' spending patterns. Volume is impacted by a number of factors, including the guest experience, economic conditions, geo-political factors, weather and accessibility of the hotels and resorts. Revenue from the Development segment is not typical or consistent. Project timing and revenue recognition can vary from quarter to quarter as a result of the circumstances surrounding individual projects. Skyline has a number of ongoing projects with various timelines that are expected to provide some regular revenue on an annual basis in an attempt to smooth revenue from this segment. Refer to Section II, "Strategy & Outlook" above for a discussion of the impact of COVID-19 on Skyline's financial performance. The selected financial information set out below is based on and derived from the Financial Statements:

| Statement of Income | Three Months Ended June 30, | | Six Months Ended June 30, | | Year Ended December 31, 2020 |
|---|---|---|---|---|---|
| | 2021 | 2020 | 2021 | 2020 | |
| Revenue | $26,317 | $7,288 | $57,424 | $78,947 | $129,362 |
| Expenses and costs | ($20,259) | ($12,200) | ($42,770) | ($73,148) | ($114,945) |
| | **$6,058** | **($4,912)** | **$14,654** | **$5,799** | **$14,417** |
| Selling and marketing & administrative and general expenses | ($1,512) | ($1,896) | ($3,394) | ($3,516) | ($6,533) |
| Depreciation | ($4,769) | ($5,165) | ($9,586) | ($10,872) | ($20,250) |
| Gain (loss) from fair value adjustments | $5,125 | $5,001 | $7,519 | $4,858 | $4,569 |
| Other expenses | ($558) | $0 | ($680) | ($50) | ($1,249) |
| Financial expense | ($3,263) | ($1,345) | ($9,715) | ($14,099) | ($19,627) |
| Financial income | $972 | ($392) | $4,126 | $1,997 | $2,193 |
| Net income (loss) before income taxes | $2,053 | ($8,709) | $2,932 | ($15,883) | ($26,480) |
| Net income (loss) (after tax) per share Basic | 0.05 | (0.45) | 0.06 | (0.78) | (1.09) |
| Diluted | 0.05 | (0.45) | 0.06 | (0.78) | (1.09) |
| FFO[1] | $1,350 | ($7,727) | $4,682 | ($4,975) | ($3,761) |
| FFO per share (basic) | $0.08 | ($0.47) | $0.28 | ($0.30) | ($0.23) |
| Weighted avg. shares outstanding (basic)[2] | 16,545,227 | 16,545,227 | 16,545,227 | 16,545,227 | 16,545,227 |

(1) FFO is a non-IFRS performance measures. Please refer to definition in Section V, "Results of Operations."
(2) Excludes 200,000 shares held in trust by a Company controlled by the CEO, which are accounted for as share-based compensation.

| Selected items from Statement of Financial Position | As at June 30, 2021 | As at December 31, 2020 |
|---|---|---|
| Cash and cash equivalents | $29,819 | $22,436 |
| Investment properties | $68,522 | $61,278 |
| Property, plant and equipment | $431,729 | $433,984 |
| Other assets | $111,206 | $120,165 |
| **Total assets** | **$641,276** | **$637,863** |
| Loans and leases payable, current | $52,561 | $25,338 |
| Bonds, current | $6,061 | $6,282 |
| Other current liabilities | $52,450 | $43,745 |
| Loans and leases payable, non-current | $148,218 | $182,025 |
| Bonds, non-current | $86,260 | $92,460 |
| Deferred tax | $33,795 | $31,496 |
| Other non-current liabilities | $85 | $88 |
| **Total liabilities** | **$379,430** | **$381,434** |

The table below provides selected quarterly information for our most recently completed 8 fiscal quarters. Quarter-by-quarter comparisons of our financial results are not necessarily meaningful and should not be relied upon as an indicator of future performance.

| Statement of Income | Q2 2021 | Q1 2021 | Q4 2020 | Q3 2020 | Q2 2020 | Q1 2020 | Q4 2019 | Q3 2019 |
|---|---|---|---|---|---|---|---|---|
| Revenue | $26,317 | $31,107 | $22,524 | $27,891 | $7,288 | $71,659 | $45,492 | $59,167 |
| Expenses and costs | ($20,259) | ($22,511) | ($20,352) | ($21,445) | ($12,200) | ($60,948) | ($38,530) | ($44,467) |
| **Net Operating Income** | **$6,058** | **$8,596** | **$2,172** | **$6,446** | **($4,912)** | **$10,711** | **$6,962** | **$14,700** |
| Real estate selling and marketing expenses | ($143) | ($50) | ($296) | ($358) | ($248) | ($31) | ($157) | ($121) |
| Administrative and general expenses | ($1,369) | ($1,832) | ($806) | ($1,557) | ($1,648) | ($1,589) | ($2,104) | ($2,098) |
| **Adjusted EBITDA** | **$4,546** | **$6,714** | **$1,070** | **$4,531** | **($6,808)** | **$9,091** | **$4,701** | **$12,481** |
| Depreciation | ($4,769) | ($4,817) | ($4,796) | ($4,582) | ($5,165) | ($5,707) | ($5,680) | ($5,440) |
| Gain (loss) from fair value adjustments of investment properties | $5,125 | $2,394 | ($234) | ($55) | $5,001 | ($143) | ($13) | ($292) |
| Derecognition of investment costs and other capital gains (losses) | | $8 | - | - | - | - | - | - |
| Other income (expenses) | ($558) | ($122) | ($1,192) | ($7) | - | ($50) | ($838) | $204 |
| **Net income (loss) from operations** | **$4,344** | **$4,177** | **($5,152)** | **($113)** | **($6,972)** | **$3,191** | **($1,830)** | **$6,953** |
| Financial expense | ($3,263) | ($6,452) | ($3,309) | ($2,219) | ($1,345) | ($12,754) | ($3,433) | ($7,068) |
| Financial income | $972 | $3,154 | $1,038 | ($842) | ($392) | $2,389 | ($590) | $2,291 |
| **Net income (loss) before income taxes** | **$2,053** | **$879** | **($7,423)** | **($3,174)** | **($8,709)** | **($7,174)** | **($5,853)** | **$2,176** |
| Income tax recovery (expense) | $153 | ($1,034) | $4,504 | $644 | $1,387 | $1,308 | $250 | $456 |
| **Net income (loss)** | **$2,206** | **($155)** | **($2,919)** | **($2,530)** | **($7,322)** | **($5,866)** | **($5,603)** | **$2,632** |
| **Attributable to:** | | | | | | | | |
| Shareholders of the Company | $769 | $165 | ($3,158) | ($2,014) | ($7,476) | ($5,352) | ($4,980) | $2,245 |
| Non-controlling interest | $1,437 | ($320) | $239 | ($516) | $154 | ($514) | ($623) | $387 |
| | $2,206 | ($155) | ($2,919) | ($2,530) | ($7,322) | ($5,866) | ($5,603) | $2,632 |
| **Net income (loss) per share:** | | | | | | | | |
| Basic | $0.05 | $0.01 | ($0.20) | ($0.12) | ($0.45) | ($0.32) | ($0.30) | $0.14 |
| Diluted | $0.05 | $0.01 | ($0.20) | ($0.12) | ($0.45) | ($0.32) | ($0.30) | $0.14 |

*Same Asset Analysis*

| Same Asset Analysis | | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|---|
| | | 2021 | 2020 | 2021 | 2020 |
| **Same Asset Revenue** | USA | $20,371 | $5,271 | $40,248 | $33,293 |
| | Canada | $4,548 | $1,701 | $12,862 | $15,246 |
| | **Total** | **$24,919** | **$6,972** | **$53,110** | **48,539** |
| **Same Asset NOI** | USA | $7,030 | ($3,848) | $11,429 | ($197) |
| | Canada | ($532) | ($927) | $3,323 | $2,929 |
| | **Total** | **$6,498** | **($4,775)** | **$14,752** | **$2,732** |

The same asset analysis incorporates results of operations of assets that the Company has held for at least two full years ending June 30, 2021. For the three and six months ended June 30, 2021, all of the Company's assets are included in the same asset analysis.

The combined revenue from same assets in the hotels and resorts (USA and Canada) segments recorded during the three and six months ended June 30, 2021 was $24,919 and $53,110, respectively compared to $6,972 and $48,539 during the three and six months ended June 30, 2020, respectively. The increase is a result of higher revenue from hotels and resorts due to higher occupancy rates and RevPAR compared to previous periods.

During the three and six months ended June 30, 2021, same asset NOI (NOL) was $6,498 and $14,752, respectively compared to ($4,775) and $2,732 for the three and six months ended June 30, 2020, respectively. The increase is a result of higher revenue from hotels and resorts due to higher occupancy rates and RevPAR compared to previous periods driven by the trajectory of improvement of the COVID-19 crisis, coupled with continued strong expense management.

Skyline does not expect a material increase in operating costs over the short to mid-term due to COVID-19, as it expects that its ongoing safety protocols will consist of minimal one-time costs coupled with slightly higher general supplies costs that will be offset with reductions in different areas of its cost base as necessary. Current discussions in the industry would suggest that pre-COVID-19 daily housekeeping of a room will move to only providing housekeeping on a change in occupant of a room. Housekeeping currently is one of the biggest costs of any hotel. Reducing the number of cleanings would significantly improve margins, and the Company has already begun experimenting with such measures to determine the impact to guest satisfaction, if any.

| NOI | | | | |
|---|---|---|---|---|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2021 | 2020 | 2021 | 2020 |
| Operating income before depreciation, valuation adjustments and other income | $4,546 | (6,808) | $11,260 | $2,283 |
| Segmented results from Development Segment | $440 | $137 | $98 | ($3,067) |
| Selling and Marketing Expenses | $143 | $248 | $193 | $279 |
| Administrative and General Expenses | $1,369 | $1,648 | $3,201 | $3,237 |
| **NOI from income producing assets** | **$6,498** | **($4,775)** | **$14,752** | **$2,732** |
| Revenue from hotels and resorts | $24,919 | $6,972 | $53,110 | $48,539 |
| Operating expenses of hotels and resorts | ($18,421) | ($11,747) | ($38,358) | ($45,807) |
| **NOI from income producing assets** | **$6,498** | **($4,775)** | **$14,752** | **$2,732** |
| **Change in % compared to corresponding period** | **236%** | | **440%** | |

| ADJUSTED EBITDA[1] from Operations<br>ADJUSTED EBITDA from Operations combines<br>performance of income producing and development activities: | | | | |
|---|---|---|---|---|
| | Three Months Ended June 30, | | Six Months Ended June 30, | |
| | 2021 | 2020 | 2021 | 2020 |
| **ADJUSTED EBITDA from operations** | $4,546 | ($6,808) | $11,260 | $2,283 |
| **Change in % compared to corresponding period** | **167%** | | **393%** | |

(1) The calculation of Adjusted EBITDA was revised to better tie into the Financial Statements. Management believes this calculation provides the reader with a better understanding of the business.

| Funds from Operations (FFO)[1] | | | | |
|---|---|---|---|---|
| | Three Months Ended June 30 | | Six Months Ended June 30 | |
| | 2021 | 2020 | 2021 | 2020 |
| Net income net of minority interests | $769 | ($7,476) | $934 | ($12,828) |
| Loss (gain) from fair value adjustments | ($3,129) | ($2,988) | ($5,522) | ($2,881) |
| Depreciation | $4,362 | $4,666 | $8,763 | $9,820 |
| Deferred tax | ($653) | ($1,937) | $28 | ($4,272) |
| Revaluation component included in cost of sale, that was previously recognized in gain (loss) on fair value adjustments of investment property prior to its transfer to inventory (1) | - | - | $488 | $4,860 |
| Tax on gain of disposal of a property | - | $8 | | $326 |
| Derecognition of investment costs and other capital gains (losses) | - | - | ($8) | - |
| **FFO** | **$1,350** | **($7,727)** | **$4,682** | **($4,975)** |

*Sales and marketing expenses*

Sales and marketing expenses for the three and six months ended June 30, 2021 were $143 and $193, respectively, compared to $248 and $279 for the three and six months ended June 30, 2020, respectively. The decrease is a result of lower marketing activity related to the Company's future development projects and commissions related to the sale of real estate.

*Administrative and general expenses*

Administrative and general expenses for the three and six months ended June 30, 2021 were $1,369 and $3,201, respectively compared to $1,648 and $3,237, respectively, for the three and six months ended June 30, 2020, respectively. The decrease relates to lower personnel costs, offset by higher legal, consulting and audit costs.

*Fair Value Adjustment*

See "Section IV – *Portfolio Review*", above.

*Depreciation*

Depreciation for the three and six months ended June 30, 2021, was $4,769 and $9,586, respectively, compared to $5,165 and $10,872 for the three and six months ended June 30, 2020, respectively. The decrease was driven by a lower PP&E balance during the current year.

*Financial expenses, net*

Financial expenses, net, for the three and six months ended June 30, 2021 were $2,291, and $5,589, respectively compared to $1,737 and $12,102 for the three and six months ended June 30, 2020, respectively. A summary of financial expenses is as follows:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | **2021** | **2020** | **2021** | **2020** |
| Interest on long-term loans and leases | $1,714 | $2,006 | $3,612 | $4,284 |
| Interest on bonds | $1,436 | $1,545 | $2,927 | $3,160 |
| Interest on short-term loans | $180 | $200 | $375 | $338 |
| **Total interest expense** | **$3,330** | **$3,751** | **$6,914** | **$7,782** |
| | | | | |
| Foreign exchange loss (gain) on bonds payable | ($521) | ($2,990) | ($3,573) | $5,157 |
| Fair value loss (gain) on financial derivative | ($522) | $550 | $1,863 | ($1,097) |
| **Total revaluation due to foreign exchange** | **($1,043)** | **($2,440)** | **($1,710)** | **$4,060** |
| | | | | |
| Bank charges | $103 | $109 | $198 | $225 |
| Amortization of deferred financing costs | $352 | $475 | $740 | $935 |
| Other financial loss (income) | ($451) | ($158) | ($553) | ($900) |
| **Net other financial expense (income)** | **$4** | **$426** | **$385** | **$260** |
| | | | | |
| **Financial expenses, net** | **$2,291** | **$1,737** | **$5,589** | **$12,102** |

Interest expense of $3,330 and $6,914 for the three and six months ended June 30, 2021 compared to interest expense of $3,751 and $7,782 for the three and six months ended June 30, 2020, respectively. The decrease was primarily due to lower debt balances coupled with lower interest rates on the Company's variable rate debt. Please refer to the "*Liquidity and Financial Position*" for a discussion of the Company's debt.

*Income Taxes*

For the three and six months ended June 30, 2021, the Company recognized $153 and ($881) of income tax recovery (expense), respectively, while in the corresponding period in 2020, an income tax recovery of $1,387 and $2,695, respectively, was recognized.

*Net Income/(Loss) for the period*

Net income for the three and six months ended June 30, 2021 was $2,206 and $2,051, respectively, compared to net loss of $7,322 and $13,188 for the three and six months ended June 30, 2020, respectively. See *VIII "Income Statements and Segmental Highlights"* below.

**VII. Balance Sheet Highlights**

- The Company's shareholders' equity, excluding minority interests was $230,791 or $13.78 per share (36.24 NIS based on the NIS/CAD exchange rate as at June 30, 2021).
- The Company's shares closed on June 30, 2021 at 21.34 NIS per share, implying a discount of 41%.
- The consolidated assets of the Company as at June 30, 2021 totaled $641,276 compared to $637,863 as at December 31, 2020. The $3,413 increase is primarily driven by increased fair value of investment properties and higher cash balances, offset by decreased real estate inventory and loans to purchasers.
- The consolidated liabilities of the Company as at June 30, 2021 totaled $379,430, compared to $381,434 as of December 31, 2020. The decrease of $2,004 is primarily driven by bond and loan principal repayments coupled with movement in foreign exchange.
- As at June 30, 2021 there is approximately $5,000 available on the Company's line of credit facilities.
- Trade receivables, other receivables and prepayments increased from $15,045 as at December 31, 2020 to $15,843 as at June 30, 2021.

- Real estate inventory and other inventory was $18,378 as at June 30, 2021 compared to $23,491 as at December 31, 2020. The decrease of $5,113 was primarily due to allocation of the pool in Deerhurst from inventory to PP&E.
- Loans to purchasers (current and non-current) were $56,425 as at June 30, 2021, compared to $62,903 as at December 31, 2020. The decrease of $6,478 is the result of VTB repayments.
- Investment properties were $68,522 as at June 30, 2021 compared to $61,278 as at December 31, 2020. The increase of $7,244 is primarily the result of independent third party appraisals carried out during the first half of the year.
- Restricted bank deposits (current and non-current) were $12,917 as at June 30, 2021 compared to $9,396 as at December 31, 2020. The change is primarily due to deposits held in trust for development projects.
- Property Plant and Equipment was $431,729 as at June 30, 2021 compared to $433,984 as at December 31, 2020. The decrease of $2,255 is primarily due to depreciation on PP&E and unfavourable foreign exchange movement, offset by increased fair value of the Company's hotels and resorts as a result of improving near-term profitability forecasts and appraisals carried out during the first half of the year.
- Bonds payable were $92,321 as at June 30, 2021 compared to $98,742 as at December 31, 2020. The decrease of $6,421 is a mainly the result of principal repayments.
- Loans and leases payable were $200,779 as at June 30, 2021 compared to $207,363 as at December 31, 2020. The decrease of $6,584 is primarily related to movement in foreign exchange and principal repayments, offset by new PPP loans granted.
- Trade payables, other payables and deferred revenue were $49,692 as at June 30, 2021, compared to $43,256 as at December 31, 2020. The increase of $6,436 was due primarily to seasonality.
- Purchasers' deposits were $2,682 as at June 30, 2021 compared to $110 as at December 31, 2020. The increase of $2,572 was due primarily to presales of the Edge Condos development project.
- Current tax payable was $76 as at June 30, 2021 compared to $379 as at December 31, 2020. The decrease was mainly due to tax payments made during the first quarter of 2021.
- Deferred tax liability was $33,975 as at June 30, 2021 compared to $31,496 as at December 31, 2020. The increase of $2,299 was primarily driven by increases in the fair value of the Company's investment properties, offset by taxable losses incurred at certain hotels and resorts.

## VIII. Income Statement and Segmented Highlights

- For the three and six months ended June 30, 2021, the Company's consolidated revenue was $26,317 and $57,424, respectively, compared to $7,288 and $78,947, for the three and six months ended June 30, 2020, respectively. The increase was a result of higher occupancy rates in both US and Canadian properties offset by lower development income.
- **US Hospitality segment:** For the three and six months ended June 30, 2021, the US Hospitality segment recorded an increase in revenue of $15,100 and $6,955, respectively, compared to the three and six months ended June 30, 2020, respectively. The increase in revenue was due primarily to the increase in occupancy rates at the properties compared to the prior year periods. Expenses increased (decreased) by $4,222 and ($4,671) for the three and six months ended June 30, 2021 compared to the three and six months ended June 30, 2020, respectively. The increase in the three-month period was driven by one-time costs associated with ramping up operations to meet increased demand. The decrease in the six-month period was driven by personnel cuts, other cost-containment measures and government assistance received. As a result, NOI increased by approximately $10,878 and $11,626, respectively.
- **Canadian Hospitality segment:** During the three and six months ended June 30, 2021, the Canadian Hospitality segment recorded an increase (decrease) in revenue of $2,847 and ($2,384) compared to the three and six months ended June 30, 2020, respectively. The increase during the three-month period is due to higher demand as a result of improvements in the COVID-19 pandemic. The decrease in revenue during the six-month period was due primarily to the fact that the effects of the COVID-19 crisis on the Company's hotel and resort operations did not begin to have a material impact on the Company's operations until March of 2020, and therefore Q1 2020 was stronger than Q1 2021. Expenses increased (decreased) by ($2,452) and ($2,778) for the three and six months ended June 30, 2021 compared to the three and six months ended June

30, 2020, respectively. The company continues to manage personnel levels commensurate with demand and continues to access government subsidies. As a result, NOI for the three and six months ended June 30, 2021 increased by $395 and $394, respectively, compared to the three and six months ended June 30, 2020.

- **Development segment:** During the three and six months ended June 30, 2021, the Company recognized $1,398 and $4,314 of development revenue, respectively. This compares to $316 and $30,408 for the three and six months ended June 30, 2020 respectively, during which the Company sold the Second Nature project. Refer to "Development Highlights".
- For a detailed NOI, Adjusted EBITDA and FFO analysis see *Non-IFRS Financial Measures* above.

## IX. Cash Flow Statement Highlights

As part of its business strategy, the Company seeks to acquire real estate properties adjacent to its hotels and resorts. Those activities may result in negative cash flows from investing activities at acquisition and positive cash flow on disposition. In addition, the Company is involved in construction of various residential real estate projects that are typically funded by third parties, which results in negative cash flow from operations and positive cash flow from financing activities during the construction periods and the opposite impact on closing of a project.

- During the three and six months ended June 30, 2021, the Company's cash and cash equivalents increased by $5,702 and $7,383, respectively, compared to an increase of $3,225 and $14,121**,** during the three and six months ended June 30, 2020, respectively. The increases were the result of a number of factors but were primarily driven a net inflow from operations.
- During the three and six months ended June 30, 2021, the Company recorded a cash inflow from operations of $10,944 and $13,857, respectively. The inflow was primarily the result of earnings generated from the Company's hotels and resorts, combined with positive changes in non-cash working capital. This compares to a cash outflow from operations of $3,070 and $2,951, during the three and six months ended June 30, 2020, respectively.
- During the three and six months ended June 30, 2021, the Company recorded a cash outflow from investing activities of $2,985 and $4,579, respectively, compared to a cash outflow from investing activities of 2,141 and $3,501, or the three and six months ended June 30, 2020, respectively. The negative cash flow from investing activities for the three and six months ended June 30, 2021 was primarily due to capital expenditures the Company's hotels and resorts.
- During the three and six months ended June 30, 2021, the Company recorded a cash outflow from financing activities of $2,203 and $1,764, respectively, compared to a cash inflow from financing activities of $8,812 and $20,109, for the three and six months ended June 30, 2020, respectively. The positive cash flow from financing activities for the three and six months ended June 30, 2021 was driven primarily by loan and bond principal repayments, offset by receipt of funds from the US government under the PPP.

For further information, see the cash flow report in the condensed consolidated interim financial statements for June 30, 2021 and Section X – "*Liquidity and Financial Position"* below.

## X. Liquidity and Financial Position

The following section contains forward-looking information and users are cautioned that actual results may vary.

*Liquidity and Capital Resources*

Skyline intends to fund capital for acquisitions through (i) cash on hand, (ii) issuance of common shares or other securities and (iii) debt financing including floating and fixed rate debt. Cash flow from operating properties represents the sources of cash to fund capital expenditures, debt service and general & administrative expenses.

The Company also has a strategic development business. Development projects typically have an operating cycle longer than one year and the Company funds most of its investment in real estate development projects through credit from financial institutions.

The Company's current liabilities include $58,622 of current maturities of long-term loans, bonds and short-term construction debt. The Company recorded a net cash inflow from operations of $10,944 and $13,857 for the three and six months ended June 30, 2021, respectively. Although the Company may periodically experience a net cash outflow from operations, when such an outflow occurs, it is not expected to adversely affect the Company's business operations, as it is the Company's past experience that lending financial institutions refinance any outstanding loans. In addition, the number of potential lenders is sufficiently large that securing an alternate lender would be reasonably expected. There is, however no guarantee that the Company will be able to secure any required refinancing or any additional financing. Readers are reminded that past experience is not a reliable indicator of future results. See the "Cautionary Note Regarding Forward Looking Statements" section and the "Risk Factors" section in this MD&A.

*Cash and available lines of credit*

As at June 30, 2021, the balance of Cash and cash equivalents of the Company totaled $29,819 compared to $22,436 as at December 31, 2020. In addition, as at June 30, 2021 the Company has approximately $5,000 of available and undrawn funds on its line of credit as well as $12,917 in restricted bank deposits that can be accessed under certain circumstances.

*Working capital:*

As at June 30, 2021, the Company had negative net working capital of $35,837 compared to positive working capital of $5,832 as at December 31, 2020. Net working capital is negative due to the maturity of a hotel mortgage in Q1 2022 totalling approximately $26,045, as well as certain development loans totalling $7,381, all of which the Company expects to refinance or discharge prior to maturity. In addition, the Company has $5,000 in available undrawn lines of credit. Management believes that it has a sufficient working capital.

The following table summarizes the statement of cash flows of the Company:

| | **Three Months Ended June 30,** | | **Six Months Ended June 30,** | |
|---|---|---|---|---|
| | **2021** | **2020** | **2021** | **2020** |
| Net income (loss) for the period | $2,206 | ($7,322) | $2,051 | ($13,188) |
| Net cash used for operations | $10,944 | ($3,070) | $13,857 | ($2,951) |
| Net cash used for investment activities | ($2,985) | ($2,141) | ($4,579) | ($3,501) |
| Net cash used for financing activities | ($2,203) | $8,812 | ($1,764) | $20,109 |
| Foreign Exchange translation of foreign operations | ($54) | ($376) | ($131) | $464 |
| Increase (decrease) in cash and cash equivalents | $5,702 | $3,225 | $7,383 | $14,121 |
| Cash and cash equivalents, beginning of the period | $24,117 | $37,770 | $22,436 | $26,874 |
| **Cash and cash equivalents, end of the period** | **$29,819** | **$40,995** | **$29,819** | **$40,995** |

The following table summarizes the Company's financial expenses and cash interest paid:

| | Three Months Ended June 30, | | Six Months Ended June 30, | |
|---|---|---|---|---|
| | 2021 | 2020 | 2021 | 2020 |
| Financial expenses | $3,263 | $1,345 | $9,715 | $14,099 |
| Cash interest paid | $1,804 | $1,841 | $6,675 | $7,196 |

Under Israeli law the Company is obligated to disclose an unconsolidated stand-alone financial statement of the parent public entity. These statements are unconsolidated and as a result have none of the operating activity or cash flow that takes place in the Company's subsidiaries. The parent public entity has minimal revenue but does have head office expenses and interest from the unsecured debt (which is funded from operating activity in the Company's subsidiaries). The following is a translation of this disclosure under Israeli law and if not for the dual reporting requirements would not be included in this MD&A.

In the Company's solo cash flow statement for the three and six months ended June 30, 2021, the Company presents negative cash flow from operations totalling approximately $3,968 and $9,957 for the three and six months ended June 30, 2021, respectively, and $2,724 and $6,737 of negative cash flow from operations for the three and six months ended June 30, 2020, respectively. The Company anticipates that in the future it could present a negative cash flow from operations in its solo reports as the majority of the Company's activity in Canada and the United States is carried out through its subsidiaries.

In light of this, the Company's Board of Directors examined whether the continuing negative cash flow from the current activity in the solo report as aforementioned could indicate a problem with the Company's liquidity. In the opinion of the Company's Board of Directors, nothing in the aforementioned negative cash flow indicates a problem with the Company's liquidity, paying heed to the fact, inter alia¸ that: (a) the majority of the Company's activity in Canada and the United States is carried out by means of the Company's subsidiaries; (b) the cash balances held by the Company; and (c) the financing sources available to the Company and the Company's anticipated liabilities.

*Debt*

The Company's long-term debt (loans, mortgages and bonds) principal repayments as at June 30, 2021 are as follows:

| As at June 30, 2021 | Principal Amount (loans and bonds) | % of Total Principal (excluding unamortized financing costs) |
|---|---|---|
| By June 30, 2022 | $59,930 | 20.45% |
| By June 30, 2023 | $168,386 | 57.45% |
| By June 30, 2024 | $26,577 | 9.07% |
| By June 30, 2025 and thereafter | $40,963 | 13.98% |
| Unamortized financing transaction costs[1] | ($2,756) | (0.94%) |
| **Total** | **$293,100** | **100.00%** |

(1) As at June 30, 2021, deferred financing costs related to bonds payable were $1,481

Loans, mortgages and bonds have fixed rates that range from 0.15% to 13.01%. The variable rate loans and mortgages range from 2.10% to 8.00%. Maturity dates range from March 2022 to June 2031.

The Company has two series of bonds that trade on the Tel-Aviv Stock Exchange. The two series are referred to as "Series A Bonds" (secured) and "Series B Bonds" (unsecured). The Company has been given a rating of Baa1.il from Midroog the Israeli subsidiary of Moody's.

| | Currency | Original Principal | Principal Outstanding at June 30, 2021 in '000 NIS | Nominal annual interest rate | Timing of Interest Payments | Maturity Date | Amortization |
|---|---|---|---|---|---|---|---|
| Series A | NIS | 148,240[1] | 119,002 | 5.20% | Jan/Jul | Jan 15, 2023 | 20 Years |
| Series B | NIS[2] | 164,464 | 137,483 | 5.65% | Jan/Jul | Jul 15, 2024 | 15 Years |

[1] Including the extension of 20,000 NIS
[2] Linked to USD

*Series A Bonds*

On July 27, 2016, the Company closed its first prospectus offering of Series A Bonds in Israel. The Company issued 128,240 bond units at an interest rate of 5.20% (fixed) and raised 123,300 NIS, net of fees (approximately $41,500 CAD). The Series A Bonds commenced trading on the Tel Aviv Stock Exchange on July 19, 2016. The proceeds were used to refinance a maturing loan of approximately $32,000 and a credit line of credit of approximately $11,000. For additional information, see note 13 in the annual consolidated financial statements.

On August 29, 2017, the Company closed an additional offering of Series A Bonds, by private placement in Israel to institutional investors. The Company issued 20,000 bond units at an interest rate of 5.20% (fixed) and raised 20,750 NIS (raised with a premium approximately $7,000 CAD), reflecting an effective interest rate of approximately 5%.

The Series A Bonds are redeemable (principal) in payments that shall be made on January 15 and July 15 of each year with the last payment being on January 15, 2023. Each payment shall redeem approximately 2.5% of the par value of the principal, except the final payment, which shall be in the amount of the balance of the principal to be redeemed, at the rate of 72.5% of the par value of the principal.

The unpaid balance of the principal shall bear a fixed annual interest. The interest shall be paid in semi-annual payments on January 15 and on July 15 of each year with the last payment of interest to be made on January 15, 2023.

The Series A Bonds are supported by a general guarantee of the Company and are backed by a first mortgage on the Deerhurst Resort only (excluding the surrounding developable real estate).

The main financial covenants, as set out in the Series A Deed of Trust, include the requirement of the Company to maintain a maximum outstanding balance of the Series A Bonds to a property value ratio ("LTV") of not more than 72.5% and a minimum shareholder' equity of $100,000. The Company complies with all covenants required in the Series A Deed of Trust (as defined below).

In January 2017 the Company purchased a derivative to hedge its NIS currency exposure to Bonds (series A). See note 13 (d) for the consolidated financial statements as for December 31, 2020.

***The balance of this section included in "Series A Bonds" is a requirement of the Israeli Security Authority as part of the MD&A disclosure rules.***

Hereinafter are details regarding the financial criteria with which the Company has undertaken to comply, pursuant to the deed of trust dated July 12, 2016, for the Company's Series A Bonds (the "Series A Deed of Trust").

| Financial Criterion | Result of Calculation as at June 30, 2021 |
|---|---|
| Ratio of the loan to security shall not exceed 0.725 inasmuch as the attached assets include a yielding asset[1] | 0.622 |
| The Company's adjusted equity capital shall be no less than 100 million Canadian dollars[2] | $231 million Canadian dollars |
| The ratio between the Company's adjusted equity capital and the Company's total balance sheet shall be no less than 25%[3] | 41% |

*Certain restrictions pertaining to dividends*

The Company shall be permitted to "distribute", as the term is defined in the Israeli Companies Law (including by way of independent purchase of the Company's shares) (in this section: "distribution"), subject to compliance with the Companies Law requirements for distributions, provided that:

a. Total equity capital after any distribution shall be no less than 120 million Canadian dollars.
b. The dividend shall not exceed 50% of the "current net profit" in any calendar year starting from January 1, 2016.
c. The Company has complied with all other applicable financial criteria under the Israeli Companies Law.

[1] The ratio of loan to security is calculated as the ratio of (A-B-D)/C; in this matter -
A = the balance of the par value of the Debentures (Series A) outstanding as of the date of the examination, plus interest accrued up to that date in accordance with the terms of the Debentures (Series A);
B = the cumulative amount of the collateral value of monetary deposits and/or bank guarantees and/or government securities, inasmuch as they shall be pledged at the time of the examination;
C = value of the collateral of the Income Producing Properties, inasmuch as they shall be pledged at the time of the examination;
D = the balance of the par value of Debentures (Series A) held by the Company's wholly-owned subsidiaries at the time of examination, plus interest accrued up to that date in accordance with the terms and conditions of the Debentures (Series A).
In the event that all Pledged Assets constitute a financial deposit and/or bank guarantees and/or government security (i.e., without rental assets), the Loan to Collateral Ratio shall not exceed 1. The hedging instrument was not deducted in calculating the loan to collateral ratio.

[2] For this purpose, "Adjusted Equity" shall mean the equity under IFRS, less minority interests, plus capital notes and shareholders' loans provided, all in accordance with the condensed consolidated interim financial statements of the Company.

[3] For this purpose, "Total Balance" shall mean the total consolidated balance, according to the IFRS rules and in accordance with the condensed consolidated interim financial statements of the Company. "Adjusted Equity" shall mean - equity under IFRS rules, plus minority interests, Capital Note and all shareholders' loan to be provided, all in accordance with the condensed consolidated interim financial statements of the Company

**“Current net profit”** means profit for a period according to the accepted rules of accounting pursuant to the Company’s latest quarterly or annual consolidated financial reports, as the case may be, less income and plus costs and expenses that are not cash flow based, which were recognized as profit for the period.
Without derogating from the generality of the aforementioned: income which is not cash flow based could include, for example, an increase in the fair value of real estate for investment and profit from purchase at an incidental price. Expenses and costs which are not cash flow based could include, for example, decrease in the fair value of real estate for investment, depreciation and reductions and expenses due to share-based payment

Notwithstanding the above, the Company shall be permitted to distribute a dividend during a realization of assets (including by way of adding a partner), of up to 50% of the cash flow profit derived from realization of the asset. This is due, in part, to the cash flow profit, which is not included in the current net profit.

“**Cash flow profit**” means net consideration from sale of the asset, whether this sale is recognized as current net profit or its expenses are recognized as other inclusive profit, less the following components: original cost of purchase, capital investments (CAPEX) executed during the period in which the Company held the asset, transaction costs and taxes. Cash flow profit shall also include any other sum, which as a result of realization, pursuant to accepted accounting rules, is to be transferred from a capital fund to accumulated losses.

Note that, if the sale of the asset was carried out in instalments, the dividend can be made in instalments, pursuant to the table of payments for the sale.

In the event the Company does not distribute a dividend for a particular calendar year, the right to distribute accrues, and the dividend can be distributed in future years, subject to compliance with applicable law. There were no dividends paid by the Company on the Common Shares during each of the previous three financial years.

The following table sets forth the calculation of the Company’s current net profit balance as defined above:

| **In Thousands of Canadian dollars** | **Six Months Ended June 30, 2021** |
|---|---|
| Net profit (loss) | $2,051 |
| **Plus: costs and expenses which are not cash flow based** | |
| Depreciation and deductions | $10,326 |
| Expenses for share-based payment | $43 |
| (Increase)/Decrease in fair value of real estate for investment | ($7,519) |
| Decrease in value of real estate inventory to net realizable value | - |
| Revaluation component included in cost of sale, that was previously recognized in gain (loss) on fair value adjustments of investment property prior its transfer to inventory | $488 |
| **Total additions** | **$3,338** |
| **Less: income that is not cash flow based:** | |
| Increase of value of real estate inventory to the net value of realization | - |
| **Total deducted** | **-** |
| **Current net profit** | **$5,389** |
| Opening balance | $63,212 |
| **Ending balance** | **$68,601** |

Additional details pursuant to disclosure required pursuant to the provisions of the deed of trust for Series A Bonds:

1. Financial restrictions and liabilities in regard to the pledging companies: as of the date of the report Skyline Deerhurst Resort Inc. (hereinafter: “Skyline Deerhurst”) is a company fully owned by the Company (100%).
2. Restriction on provision of loans: As of the date of the report the Company has not provided a loan/s in favour of Mishorim Real Estate Investments Ltd., the controlling shareholder of the Company.
3. Liquidity: the balance of the cash and cash equivalents as of June 30, 2021, pursuant to the Company’s consolidated financial reports is a total of approximately $29,819. The interest and principal payment for the Series A Bonds paid on July 15, 2021 totals approximately NIS 6,817.

4. Lien on the Deerhurst chattels: all the liens created under the Deerhurst chattels guarantee, as of the date of the report, constituted a total debt of approximately $812 Canadian dollars. As of the date of the report Skyline Deerhurst is complying with all the terms of its secured debts by all the liens so created, and the value of all the pledged chattels is insignificant as compared to the overall value of the pledged asset. The Company has undertaken that all liens that shall be created on the on the Deerhurst chattels shall not guarantee at any time a debt of more than the accrued amount of $3 million Canadian dollars.
5. As of the date of this report, no changes have been made to the terms of the management agreement in regard to Deerhurst (hereinafter: "The Management Agreement") that deviate from that detailed in Appendix D of the Series A Deed of Trust. As of the date of the report, the Company (by means of the subsidiary, as defined in Appendix D of the Series A Deed of Trust), is entitled to management fees and commission by virtue of the Management Agreement at the following rates:

   a. 3.5% of revenue and incentive fee of 25% of the adjusted profit; in case of high profitability (under the terms of the Management Agreement), the Company shall be entitled to 25% of the excess of the EBITDA, subject to the resort's liquidity and operational ability.
   b. In the event of sale of the resort, the Company shall be entitled to a commission of 2% to 5% of the sale proceeds, and if the investment's internal rate of return (IRR) on the date of the sale exceeds 10%, the Company shall be entitled to additional consideration of 20% to 35% of the excess amount.

   As of the date of the report the Company is compliant with all the terms and undertakings pursuant to the Series A Deed of Trust, including its compliance with the financial criteria as stated in this section above, and no conditions establishing a case for placing the Series A Bonds for immediate realization of the securities given to guarantee the payment to the Series A Bond holders have been established.

Hereinafter are details of the Deerhurst and Horseshoe assets

*The Deerhurst asset*

| | **For the Six Months Ended June 30, 2021** | **For the Year Ended December 31, 2020** |
|---|---|---|
| Previously Externally Appraised Value (in '000s of Canadian dollars)[1] | $74,440 | $74,440 |
| NOI for the period (in '000s of Canadian dollars) | ($111) | $3,804 |
| Value on the books at the end of the period (in '000s of Canadian dollars) | $75,040 | $74,440 |
| Average occupancy rate during the period | 21% | 35% |
| RevPAR (in Canadian dollars) | $35.28 | $78.38 |
| Total revenues (in '000s of Canadian dollars)[2] | $4,938 | $19,650 |
| Average rent per rented room per day for the purpose of annual evaluation (in Canadian dollars) | $168.96 | $226.37 |

(1) Valuations were carried out on June 30 2020.
(2) The NOI (EBITDA) is defined as profit from regular activities after payment of rent to the apartment owners whose units are rented out by the Company to its guests, while neutralizing depreciation and before expenses for management fees paid to affiliated companies that manage the assets. Management fees paid to the external management companies fluctuate between 2%-3% of the sales turnover.

*The Horseshoe asset*

| | For the Six Months Ended June 30, 2021 | For the Year Ended December 31, 2020 |
|---|---|---|
| Previously Externally Appraised Value (in ‘000s of Canadian dollars)[1] | $41,000 | $41,000 |
| NOI for the period (in ‘000s of Canadian dollars)[2] | $2,819 | $2,836 |
| Value on the books at the end of the period (in ‘000s of Canadian dollars) | $41,200 | $41,000 |
| Average occupancy rate during the period | 18% | 30% |
| RevPAR (in Canadian dollars) | $32.34 | $59.04 |
| Total revenues (in ‘000s of Canadian dollars) | $6,897 | $14,790 |
| Average rent per rented room per day for the purpose of annual evaluation (in Canadian dollars) | $183.22 | $194.89 |

(1) The Valuation was carried out on December 31, 2020.
(2) The NOI (EBITDA) is defined as profit from regular activities after payment of rent to the apartment owners whose units are rented out by the Company to its guests, while neutralizing depreciation and before expenses for management fees paid to affiliated companies that manage the assets. Management fees paid to the external management companies fluctuate between 2%-3% of the sales turnover.

*Series B Bonds*

Under a shelf prospectus dated February 23, 2015, and a supplementary Shelf Offering Report issued by the Company in Israel on September 24, 2017, the Company issued 164,464 units comprising of NIS 1,000 par value Series B Bond at a fixed interest rate of 5.65% and raised 164,464 NIS (approximately $57,786 CAD) (the “Series B Bond Offering”). The Series B Bonds’ interest and principal are linked to the NIS/US dollar exchange rate. The Series B Bonds commenced trading on the Tel Aviv Stock Exchange on September 28, 2017.

The Series B Bonds are redeemable (principal) in payments that shall be made semi-annually on January 15 and July 15 from 2019 to 2024 (inclusive). Each payment shall redeem 3.25% of the par value of the principal of the Series B Bonds except the final payment, which shall be in the amount of the balance of the principal to be redeemed, at the rate of 64.25% of the par value of the principal of the Series B Bonds.

The interest on the Series B Bonds shall be paid in semi-annual payments on January 15 and on July 15 of each of the years 2018 to 2024, with the first payment of interest to be made on January 15, 2018, and the last payment of interest to be made on July 15, 2024.

The financial liabilities, as set out in Section 6.2 of the Series B Deed of Trust, dated September 24, 2017, include the requirement that the Company maintain a consolidated nominal equity (excluding minority interests) of not less than $130,000 and a ratio between the Company’s consolidated equity (including minority interests) and the total assets of not less than 26%. The financial covenants, as set out in Section 5.4 of the Series B Deed of Trust (regarding Interest Rate Adjustment), include the requirement of the Company to maintain a consolidated nominal equity (excluding minority interests) of not less than $180 million CAD and a ratio between the Company’s consolidated equity (including minority interests) and the total assets of not less than 28.5%. Therefore, the Company complies with all covenants and liabilities prescribed by the Series B Deed of Trust.

The net proceeds of the Series B Bond Offering were used for the acquisition of 13 Marriott Courtyard hotels.

***The balance of this section included in the "Series B Bonds" section is a requirement of the Israeli Security Authority as part of the MD&A disclosure rules.***

Hereinafter are details regarding the financial criteria, pursuant to Section 5.4 of the deed of trust (adjustment of the rate of interest as a result of non-compliance with the financial criteria), as of September 24, 2017 for the Company's Series B Bonds (hereinafter: "Series B Deed of Trust").

| Financial Criterion | Result of Calculation as at June 30, 2021 |
|---|---|
| The Company's consolidated equity capital (not including minority rights) shall be no less than 180,000 thousand Canadian dollars (this sum shall not be linked to any linkage index whatsoever) | $231 million CAD |
| The ratio of the Company's consolidated capital (including minority rights) to the total balance sheet shall be no less than 28.5%. | 41% |
| The operating EBITDA of the Company (as defined in Section 1.5.31 of the Trust Deed) in the last four quarters shall be no less than 18 million Canadian dollars. | $18.7 million CAD |

Hereinafter are details regarding the financial stipulations with which the Company has undertaken to comply, pursuant to Section 6.2 (Financial undertakings) of the Series B Deed of Trust. Please refer to Note 1(b) of the Condensed Financial Statements as of June 30, 2021 for further details on the Debentures.

On May 16, 2021 the Company announced an increase of 0.25% in the interest rate on the principal balance of the Series B Debentures due to non-compliance with the non-defaulting Operating EBITDA provision (as defined in Section 1.5.31 of the Deed of Trust for the Debentures (Series B) dated September 24, 2017 (the "Deed of Trust") provided for in Section 5.4 of the Deed of Trust (see immediate report published by the Company on May 20, 2021 (Reference No. 2021-01-087792)). Pursuant to the consolidated financial statements as at June 30, 2021, attached hereto, the Company's Operating EBITDA for the last four quarters preceding the date of the said financial statements increased and stands at $18.7. As according to said financial statements the Company meets the Operating EBITDA, then pursuant to Section 5.4(D) of the Deed of Trust, from the date of publication of this report the interest rate on the outstanding principal balance of the Series B Debentures will decrease by 0.25%, so that the annual interest rate on the outstanding principal balance of the Series B Debentures is 5.65%. The exact annual interest rate on the principal of the Series B Debentures for the current interest period, from May 14, 2021 until the publication of this report, was 5.9%. The annual interest rate to be paid on the balance of the principal of the Debentures for the period commencing on the date of publication of this report and ending on the next interest payment date (January 15, 2022) is 5.65%. The weighted interest rate to be paid on the next interest payment date is 2.84413%. The annual interest rate reflected by the weighted interest rate is 5.68825%. The annual and semi-annual interest rates to be paid for the Debentures for the next periods (from and after January 16, 2022) will be 5.65% and 2.825%, respectively.

| Financial Criterion | Result of Calculation as at June 30, 2021 |
|---|---|
| The Company's consolidated equity capital (not including minority rights) shall be no less than 130,000 thousand Canadian dollars (this sum shall not be linked to any linkage index whatsoever) | $231 million CAD |
| The ratio of the Company's consolidated capital (including minority rights) to the total balance sheet shall be no less than 26%. | 41% |

The Company clarifies that, as part of the collateral provided to a Canadian bank (in connection with a non-material credit facility of up to 20 million CAD, obtained by the Company in March 2017, of which, as of June 30, 2021 the Company used approximately $16.0 million, whereas as of the date of publication of the report, the unused balance stood at approximately $4 million), a floating charge was registered over all of the Company's assets (excluding the Company's Skyline Deerhurst shares). The credit facility is not material to the Company. The floating charge was registered prior to the issuance of the Series B Bonds; it is limited to the amount of the debt, as from time to time in effect, and should the Company wish to increase its credit facility and floating charge, the consent of the Holders of Series B Bonds and/or the Trustee shall be required. In addition to the aforesaid, the Company did not record a current lien on its assets.

<u>Hereinafter are details of the financial stipulations with which the Company has undertaken to comply, pursuant to Section 8.1.27 (causes for immediate defrayal) of the Series B Deed of Trust:</u>

Pursuant to Section 8.1.27 of the Series B Deed of Trust, the Company confirms that there has been no change to its principal activity, furthermore, the scope of the Company's entrepreneurial residential and real estate project.

*Certain restrictions pertaining to dividends*

The Company shall be permitted to carry out distributions as this term is defined in the Companies Law (including by way of independent purchase of the Company's shares) (in this section: "Distribution"), subject to compliance with the provisions of the Companies Law for the purpose of Distribution and on condition that the following accumulated conditions are met:

a. The Company's total consolidated equity capital (not including minority rights), pursuant to the Company's consolidated financial reports, after Distribution as aforementioned, shall be no less than a total of 200 million Canadian dollars and, the ratio of the Company's consolidated capital (including minority rights) to the total balance sheet pursuant to the annual or quarterly financial reports that were published prior to the date of passing the resolution as to the Distribution, after execution of the Distribution, shall be no less than 28.5%;

b. The scope of the Distribution that the Company shall be permitted to make to its shareholders shall not exceed 50% of "the current net profit" for every calendar year, starting from January 1, 2016;

c. The Company is complying and shall comply after the Distribution with the financial criteria pursuant to Section 6.2a of the Series B Deed of Trust; and

d. The Company has transferred to the trustee approval by the senior officer in the field of finance in the Company pursuant to Section 6.2(i)(d) of the Series B Deed of Trust.

In this matter "current net profit" means profit for the period pursuant to the accepted rules of accounting pursuant to the Company's latest quarterly or annual consolidated financial reports, accordingly, less revenues and plus costs and expenses which are not cash flow based, which were recognized in the profit for the period. Without derogating from the generality of the aforementioned: revenues that are not cash flow based could include, for example, an increase in the fair value of real estate for investment and profit from purchase at an incidental price. Expenses and costs which are not cash flow based could include, for example: decreases in the fair value of real estate for investment, depreciation and deductions and expenses due to share-based payment. Notwithstanding the aforementioned, the Company shall be permitted to distribute a dividend during the realization of assets (including by way of adding a partner), at a scope of up to 50% of the cash flow profit derived from realization of the asset, and this due to the share of the cash flow profit, which was not included in the current net profit, as defined above.

In this matter "cash flow profit" means net consideration derived to the Company from sale of the asset, whether this sale was recognized as current net profit or whether its results were recognized as the other inclusive profit, less the following components: cost of the original purchase, capital investments (CAPEX) executed in the period in which the Company held the asset, transaction costs and taxes. Furthermore, the cash flow profit shall include any other sum which as a result of realization, pursuant to the accepted rules of accounting, shall be transferred from the capital fund to the accumulated losses. It shall be emphasized that if the sale of the asset was carried out in instalments, it shall be possible to distribute the dividend in instalments, subject to the aforementioned, relatively, pursuant to the payment table of the sale. It shall be stated that in the event that the Company did not distribute a dividend for a certain calendar year, the right to distribute shall accrue for it, and it shall be entitled to distribute it in the coming years, subject to the provisions of the law. See above, calculation of the current net profit as of June 30, 2021. As of the date of the report the Company is compliant with all the terms and undertakings pursuant to the Series B Deed of Trust, including compliance with financial stipulations as stated in this section above, and no conditions have been established for cause for placing the bonds (Series B) for immediate defrayal.

*The Company's compliance with financial covenants*

As of the date of publication of the report, the Company and its subsidiaries are compliant with the financial criteria which it has undertaken to comply with vis-à-vis the banking corporations and the bond holders.
<u>Hereinafter are details regarding the financial criteria which the Company and its subsidiaries have undertaken to comply with in regard to the significant loan agreements to which they are a party:</u>

With regard to the loan for some $89.5 million USD (June 30, 2021: 95.5 million USD) taken by the Company's subsidiary on November 14, 2017, to finance purchase of hotels in the Courtyard by Marriott chain, and which is described in Note 15 (d) of the consolidated reports for the year ended December 31, 2020:

a. The Company's net asset value (apart from the assets purchased) is some $160.2 million USD – the value is required to be no less than $100 million USD.
b. The scope of the cash and cash equivalent totals in approximately $24.1 million USD – the Company's liquidity is required to be no less than $10 million USD.

*Impact of COVID-19 on Liquidity and Financial Position*

The Company, as part of its response to the crisis, has examined, among other things (in addition to the specific items noted above): The Company's financial position, its results of operations, liquidity, financial strength and flexibility, sources of financing, and its ability to meet lending and other obligations. The Company believes that, as of the date of this report, it has sufficient liquidity to meet its financial obligations for the foreseeable future, as it has sufficient unrestricted and restricted cash balances, cash flows and other liquid assets.

Furthermore, the Company has employs conservative leverage, has sufficient financing capabilities, and expects to receive government assistance which will cover a portion of its expenses in the near to mid-term. However, given the uncertainty around timing of a resolution of the crisis, future effects of the crisis cannot be fully estimated. Should the crisis worsen and/or continue indefinitely, there could be an adverse impact on the operations and financial results of the Company.

## <u>XII. Equity</u>

*Outstanding Share Data*

The authorized capital of the Company consists of an unlimited number of common shares. A detailed description of the rights, privileges, restrictions and conditions attached to the common shares is included in our Annual Information Form. As of June 30, 2021, the Company had 16,745,227 common shares issued and outstanding. The Company did not issue any common shares during the current year.

The Company's capital resources include amounts raised from the sale of its common shares. The Company's common shares are listed for trading on the Tel Aviv Stock Exchange.

| | **As at June 30, 2021** |
|---|---|
| Total outstanding at the beginning of the period[1] | 16,745,227 |
| Issued, as a result of stock option exercise | - |
| **Total outstanding at the end of the period** | **16,745,227** |

(1) Including 200,000 shares held in trust for the Company's CEO.

*Other Issued Securities*

The Company has also issued Stock Options as outlined in the table below.

| | Number of Employee Stock Options As at June 30, 2021 | Exercise Price |
|---|---|---|
| Total stock options outstanding at the beginning of the period | 180,000 | 28.88 NIS |
| Issuance of stock options | 100,000 | 24.00 NIS |
| **Total stock options outstanding at the end of the period** | **280,000** | **27.14 NIS** |

## XII. Factors Affecting Performance

The Company's performance is affected by a number of industry and economic factors as well as exposure to certain environmental factors, including those further discussed below. These factors represent opportunities but also challenges and risks that the Company must successfully address in order to continue to grow the business and improve its results of operations.

*Canadian Hotels and Resorts segment*

The hospitality segment in Canada includes the Horseshoe Resort and Deerhurst Resort.

*Competitive Conditions*

Deerhurst competes within the Ontario marketplace, with approximately 80% of its guests travelling within the province itself. Guest visits at the resort are divided equally between Leisure Travel (family and couples) and Group Travel (corporate, association, government, and social). Competitors for leisure guest visits include locally owned independent resorts in rural locations known for their natural beauty as well as larger hotel and resort experiences in Ontario's key tourism destinations. Competitors for group travel include all branded hotel chains with conference facilities or branded hotels in major cities within proximity to convention centres. Key differentiators for Deerhurst Resort include its reputation as one of the oldest resorts in the province of Ontario, its lakefront setting in the world-renowned Muskoka region, and its outdoor recreation and adventure offerings. Horseshoe Resort competes directly with other ski, golf and adventure parks in Simcoe Country behind the industry leading Blue Mountain ski area.

The Company seeks to gain a competitive advantage in the market through:

- *Continued enhancements to its online reservation and booking platform:* The Company has a central reservations system, located at one of its properties, and is constantly improving its online planning and booking platform, offering guests a useful way to make reservations at its hotels. The Company is also in the process of implementing an online booking platform for resort activities, which is expected to streamline guests' trip planning experience.

- *Skyline Hospitality modernization:* The Company is actively upgrading the quality of accommodations and amenities available at its hotels through capital improvements, and adding new amenities. Projects completed over the last year include the installation of a new chair lift at Horseshoe Resort, improvement of snow making facilities by adding a new artificial water reservoir that is also used as a new attraction, as a lake in summer, and the modernization of facilities at Horseshoe and Deerhurst resorts.

*Accessibility from major metropolitan areas*

The Company's hotels and resorts are mostly located within the Greater Golden Horseshoe and within driving distance of the Greater Toronto Area (GTA), the most populous metropolitan area in Canada. The Greater Golden Horseshoe, with a population of approximately 8.8 million, encompasses the GTA and is expected to grow to more than 13 million by 2041. The Company's resort properties are located within one hour (Horseshoe Valley) and two hours (Deerhurst) from the GTA, with access via a major highway. Additionally, all properties are proximate to Toronto's Pearson International Airport.

*Seasonality*

The Hospitality segment in Canada is impacted by seasonality. Resort operations are highly seasonal in nature, with a typical winter/ski season beginning in early December and running through the end of March, and typical summer seasons beginning late in June and ending in early September. In an effort to partially counterbalance the concentration of revenue in the winter months at the Horseshoe Valley Resort in comparison to the summer months at the Deerhurst Resort, the Company offers counter-seasonal attractions such as mountain biking, hiking, guided ATV, Segway and adventure buggy tours, golf and an adventure park (at Horseshoe) and guided snowmobiling tours, dog sledding, skating, snowshoeing and winter hiking (at Deerhurst). These activities also help attract destination conference and group business to the resorts.

The Horseshoe and Deerhurst Resorts have complementary high seasons, with the Horseshoe Resort having its high season in the winter season and the Deerhurst Resort having its high season during the summer and early fall.

*<u>USA Hotels and Resorts segment</u>*

*Competitive Conditions*

Competition in the US hotel industry is generally based on quality and consistency of rooms, restaurant and meeting facilities and services, attractiveness of locations, availability of a global distribution system, and price among other factors. The Company's properties compete within their geographic markets with hotels and resorts that include locally owned independent hotels as well as facilities owned or managed by national and international chains, including such brands as Marriott, Hilton, IHG, and Hyatt. The Company's properties also compete for convention and conference business across the national market. The Company seeks to gain a competitive advantage in the market by upgrading the quality of accommodations and amenities available at the hotels through capital improvements.

In the US, the Company's hotels and resorts are well-positioned within the competitive marketplace. The Cleveland hotels maintain a competitive share of the leisure market due to their central downtown location and affiliation with leading international brands Marriott and Hyatt. The Bear Valley Resort in California is a well-known ski resort with proximity to significant population centers such as San Francisco and Sacramento. Skyline's Select-Service Courtyard by Marriott hotels offer geographical diversity with strong locations in key Midwest, Southeast and Southwest markets, and benefit from the industry-leading Marriott loyalty program and worldwide distribution system. The Company seeks to gain a competitive advantage in the market by upgrading the quality of accommodations and amenities available at its hotels through capital improvements. Recently completed projects include guestroom renovations at the Hyatt Regency Arcade in Cleveland, Ohio, (114 of which were renovated during 2014 and the balance 180 rooms were renovated during the first six months of 2017) and an investment in Bear Valley resort by installing a new high-speed lift and modernization of its equipment. In October 2015, the Company (together with a 50% partner) acquired Renaissance Hotel in Cleveland, Ohio (a 65,000 square foot event and meeting space, which includes 491 rooms, 34 meeting rooms, a number of restaurants and a 304-vehicle parking garage).

Within the next three years, the Company intends to complete the renovation and improvement of all the conference space, common areas and rooms at the Renaissance.

On November 14, 2017, the Company acquired 13 Marriott Courtyard hotels in the US for a total consideration of $135 million US (before transaction costs). The 13 hotels acquired include, in aggregate, 1,913 rooms. The hotels are spread over 9 US states and are geographically diverse with strong locations in key Midwest, Southeast and Southwest markets.

*Accessibility from major metropolitan areas – Cleveland, Ohio Properties*

Northeast Ohio lies along the southern shores of Lake Erie. The major cities of this area are Cleveland and Akron. These two cities are roughly 39 miles apart and are highly interconnected. The region is also part of the Great Lakes Megalopolis, which contains an estimated 59.1 million people.

The Cleveland core-based statistical area (CSA) is one of the largest in Ohio with nearly 2.1 million residents. The region is served by two international airports. It is home to numerous fortune 500 firms and several of the area's largest employers are in the healthcare industry. The Cleveland Clinic is the area's largest employer and is a high-ranking hospital according to US News & World Report. University Hospitals, another well-recognized facility, is the second largest employer in the CSA. In 2019, approximately 19.6 million people visited Cleveland.

The Company's hotels in the CSA maintain excellent vehicular and pedestrian access that is considered superior to some of its nearby competitors within walking distance to the primary attractions like the Jack Cleveland Casino, professional sports arenas, the Rock and Roll Hall of Fame, playhouse district, and a new conventions center and medical mart.

*Seasonality*

Bear Valley Resort in California has strong seasonality patterns having its high season in the winter and low season during the remainder of the year. The resort is also subject to volatile snow conditions. The urban hotels are all-season operations, though stronger during June through October and slower during December through February, and therefore maintain a balanced level of income throughout the year. The second quarter is historically the strongest and the first quarter is historically the weakest for the 13 Marriott by Courtyard hotels.

*Real Estate, Development segment ("Development")*

Management of the Company manages the Investment Properties, regardless of their accounting classification, as one operating segment.

*Competitive Conditions*

The Company has extensive real estate holdings at its resorts in Muskoka and Oro-Medonte, Ontario, Canada and Blue Mountain, Ontario, Canada. Development operations, through wholly-owned subsidiaries of the Company, include the planning, oversight, infrastructure improvement, development, marketing and sale of the real estate holdings. In addition to the cash flow generated from real estate development sales, these development activities benefit the Company's Hospitality Segment (see in this Section below) through (1) the creation of additional resort lodging and other resort related facilities and venues (primarily restaurants, spas, commercial space, private clubs and parking structures) that provide the opportunity to create new sources of recurring revenue, enhance the guest experience at the resorts and expand the destination bed base; (2) the ability to control the architectural themes of the resorts; and (3) the expansion of the Company's property management and commercial leasing operations.

Currently, the Development segment's principal activities include the marketing and selling condominium units and lots that are available for sale, which primarily relate to Lakeside Lodge at Deerhurst Resort, (see Section I - Overview above) and Slopeside Lodge at Horseshoe, Golf Cottages and Sanctuary Lots at Deerhurst and at Blue Mountain and planning for future real estate development projects, including rezoning and acquisition of applicable permits.

In this segment, competition revolves around a number of parameters, with the main ones being the geographic location of the projects and level of demand in the same area, the construction and development quality and the purchase prices and maintenance expenses collected by the applicable condominium corporation. The Company is exposed to competition by a small number of directly competitive companies in the development of condominium units, single-family homes, subdivisions, townhomes and retail villages.

The scope of development by the Company is insubstantial compared to the total market. Thus, the Company is unable to significantly impact competition in the market. In locations where there is a direct competitor with the Company, results will typically be more favourable to the party who offers condominium units with a higher level of finishing, at a lower price and with lower maintenance fees. However, the Company believes that it currently has a competitive advantage in the Blue Mountain, Horseshoe and Deerhurst areas as these areas do not have competing projects of similar size, and due to the Company's proximity to hospitality amenities and outdoor activities.

*Seasonality*

Since the Deerhurst Resort attracts mostly clientele interested in summer activities, such properties are typically marketed during summer and spring seasons, compared to the properties located at the Horseshoe Resort and Blue Mountain, which benefit from the opposite seasonality and are typically marketed during the fall and winter seasons.

Seasonality has no impact on the activities of the Company's other projects in this segment.

## XIII. Financial Instruments and Off-Balance Sheet Arrangements

In January 2017, the Company entered into a derivative arrangement to hedge its exposure to NIS due to the Series A Bonds raise in July 2016. There are no other financial instruments or off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company. For further information on the financial instrument the Company acquired in January 2017, see Bonds above**.**

*Company Distributions*

The Company does not currently have a dividend distribution policy.

## XIV. Critical Accounting Policies and Estimates

The preparation of the condensed consolidated interim financial statements requires Management to make judgments and estimates and assumptions that affect the reported amounts and disclosures made in the condensed consolidated interim financial statements and accompanying notes. Estimates are based upon historical experience and on various other assumptions that are reasonable under the circumstances. The result of ongoing evaluation of these estimates forms the basis for applying judgment with regards to the carrying values of assets and liabilities and the reported amounts of revenues and expenses. Actual results may differ from estimates. The Company's significant accounting policies are described in note 2 to the condensed consolidated interim financial statements.

*Estimates*

*Investment property and property, plant and equipment assets*

Investment properties are measured at fair value in the condensed consolidated interim statement of financial position. Fair values are determined by independent external valuations or detailed internal valuations, generally using the overall capitalization rate ("OCR") method. Under this method, capitalization rates are applied to a stabilized NOI for each property, adjusted for market-based assumptions such as rent increases, long-term vacancy rates, repair and maintenance costs and other forecasted cash flows. Capitalization rates are based on recently closed transactions for similar properties, where available, or investment survey data, taking into account the location, size and quality of the property. The most significant assumption is the capitalization rate as it magnifies the effect of a change in stabilized

NOI. An increase in the capitalization rate will result in a decrease to the fair value of an investment property and vice versa. During the three and six months ended June 30, 2021, the Company recorded a fair value gain on its Investment Properties of $5,125 and $7,519, respectively, compared to a fair value gain on its Investment Properties of $5,001 and $4,858, respectively for the three and six months ended June 30, 2020.

The Company has selected the revaluation model to account for its PP&E under IAS 16, "Property, Plant and Equipment" ("IAS 16"). Under the revaluation model, the Company's hotel assets that are classified as PP&E, are presented in the statement of financial position at their revalued amounts, which is the fair value at the most recent date of revaluation, less any accumulated depreciation and accumulated impairment losses. Revaluations are performed by independent, third-party appraisers, or internally with reference to external market data with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values as at the reporting date. During the three and six months ended June 30, 2021, the Company recorded a positive adjustment to fair value through revaluation surplus of its PP&E in the amount of $9,748 and $9,748, respectively compared to a negative adjustment of $25,833 and $26,903 for the corresponding previous period, respectively.

*Valuation of financial instruments*

The fair value of financial derivatives is based on assumptions that involve significant estimates. The basis of valuation for the Company's derivatives is set out in note 13(d) of the annual financial statements dated December 31, 2020. The fair values of derivatives reported may differ materially from the amounts they are ultimately settled for if there is volatility between the valuation date and the settlement date.

*Contingencies and lawsuits*

When estimating the lawsuits filed against the Company and its subsidiaries, the Company relies on the opinion of its legal advisors. The opinions of legal counsel are based on best professional judgment, taking into account the stage of the proceedings and legal experience gained in various matters. The outcome of the claims adjudged by the courts, could differ from these estimates.

In 2016 the Company was served claims totalling $2.1 million in relation to certain construction projects and issued a counterclaim in the amount of $4 million. The Company has received judgement and made payment relating to one of the construction projects, and as such has provided a total of $1.3m in the financial statements as at June 30, 2021.

In December 2019, the Company was served a claim from the Company's former President and Chairman for employment related issues. In addition, the Company has been served with several smaller claims. As per the Company's legal advisors, at this stage it is not possible to estimate the Company's chances of success or the likely amount of recovery.

In May 2021, the Company was served a claim totaling $0.5 million in relation to certain construction projects. As per the Company's legal advisors, at this stage it is not possible to estimate the Company's chances of success or the likely amount of settlement, if any.

## XV. Internal Control over Financial Reporting and Disclosure Controls and Procedures

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining the Company's internal control over financial reporting and other financial disclosure and our disclosure controls and procedures. The Company could be adversely impacted if there are deficiencies in disclosure controls and procedures or internal control over financial reporting.

The design and effectiveness of our disclosure controls and procedures and internal control over financial reporting may not prevent all errors, misstatements or misrepresentations. While Management continues to review the design and effectiveness of our disclosure controls and procedures and internal control over financial reporting, the Company cannot assure the reader that the disclosure controls and procedures or internal control over financial reporting will be effective in accomplishing all control objectives all of the time.

Deficiencies, particularly material weaknesses, in internal control over financial reporting which may occur in the future could result in misstatements of our results of operations, restatements of our financial statements, a decline in our share price, or otherwise materially adversely affect our business, reputation, results of operation, financial condition or liquidity.

Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (ii) are designed to provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with IFRS, and that receipts and expenditures of the Company are being made only in accordance with authorizations of Management and directors of the Company; and (iii) are designed to provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the Company's financial statements. Internal control over other financial disclosure is a process designed to ensure that other financial information included in this MD&A, fairly represents in all material respects the financial condition, results of operations and cash flows of the Company for the periods presented in this MD&A.

The Company's disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to Management by others, particularly during the period in which the interim filings are being prepared and that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Company's disclosure controls and procedures includes controls and procedures designed to ensure that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is accumulated and communicated to the Company's Management, as appropriate to allow timely decisions regarding required disclosure.

Due to its inherent limitations, internal control over financial reporting and disclosure may not prevent or detect all misstatements. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may change.

For the three and six months ended June 30, 2021, there has been no change in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting. Management has concluded that there are no material weaknesses in the Company's internal controls over financial reporting as at June 30, 2021.

## XVI. Exposure to Market Risks and Ways of Managing Them

**Exchange rates**: The Company's performance is impacted by foreign currency fluctuations, notably of the Canadian dollar relative to the United States dollar. The Company faces large exposure to the Canadian/US dollar exchange rate since the Company has significant operations and assets in the United States and reports its results in Canadian dollars (see below). As of June 30, 2021 (compared to December 31, 2020), the Canadian dollar appreciated by 2.7% compared to the US dollar. For more information regarding the influence of the foreign exchange rate on Company's equity, see notes 2 (e) in the condensed consolidated interim financial statements for the three and six months ended June 30, 2021. In Management's view, a weaker Canadian Dollar helps domestic hotels and resorts by encouraging travel to and within Canada and discouraging Canadians to travel to the United States.

In September 2017, the Company issued Series B Bonds denominated in USD, which provides a natural hedge to the Company's equity investment in the acquisition of 13 Marriott Courtyard hotels in the United States. In January 2017, the Company purchased a cross-currency financial instrument to hedge the exposure to Israeli Shekels following its 2016 raise of Series A Bonds denominated in Israeli Shekels. For more information, see note 15 to the consolidated annual financial statements for the year ended December 31, 2020.

Management holds regular discussions on the exposure to various market risks, including changes in exchange rates. The Company's policy is to maintain a correlation between the currency in which the assets are acquired and the currency of the loans the Company takes to finance those assets, in order to maintain equity in that currency. For the three and six months ended June 30, 2021, the Company's US operations contributed approximately 77% and 70% of consolidated revenue, respectively. The Company does not purchase financial instruments that hedge the USD/CAD currency rate risk. Exchange rate risk is minimized by borrowing in US dollars for properties in the United States.

**Market Risks**: The Company is subject to a number of risks and uncertainties, primarily risks associated with: the development of future assets, competition, real estate markets, general and regional economic conditions, the availability and cost of financing, and changes in interest rates due to uncertainty in the world markets including Israel, the United States and Canada. The Company does not hold or issue derivative financial instruments for trading purposes.

## XVII. Risk Factors

Our hospitality operations, real estate development projects, vacation club, and financial results are subject to various risks and uncertainties that could adversely affect our prospects, financial results, financial condition and cash flow. In addition to the other information presented in this MD&A, the following risks should be given special consideration as part of any investment decision in the Company's securities.

Investors should carefully consider all of the information disclosed in this MD&A prior to investing in the securities of the Company. There are certain risks inherent in an investment in the securities of Skyline and in the activities of Skyline, including our hospitality operations, real estate development projects, vacation club, and those set out below and in Skyline's materials filed with Israeli and Canadian securities regulatory authorities from time to time, which are available under the Company's profile on MAGNA at www.magna.isa.gov.il and SEDAR at www.sedar.com. Current and prospective holders of securities of Skyline should carefully consider such risk factors.

If any of the following or other risks occurs, Skyline's business, prospects, financial condition, financial performance and cash flows could be materially adversely impacted. In that case, the trading price of the securities of Skyline could decline and investors could lose all or part of their investment in such securities, and the future ability of Skyline to make distributions to shareholders could be adversely affected. There is no assurance that risk management steps taken will avoid future loss due to the occurrence of the below described or other unforeseen risks.

***The COVID-19 pandemic has had and may continue to have an adverse effect on our financial condition and results of operations***

In March 2020, the WHO declared COVID-19 to be a pandemic. In an effort to contain and mitigate the spread of COVID-19, many countries, including Canada and the United States, have imposed unprecedented restrictions on travel, group gatherings and non-essential activities, including orders and guidance issued by federal, state, provincial and local governmental authorities such as "social distancing" guidance and orders.

The outbreak of COVID-19 has, and may continue to have a negative impact on the Canadian and U.S. economies, the hospitality industry, the willingness of the general public to travel, the demand for travel, transient and group business, guest traffic and guest reservations, the level of consumer confidence in the safety of travel, the Company's business, results of operations and financial condition, may also cause staff and supply shortages, and has resulted in corporate travel restrictions, increased government regulation, including legislated travel restrictions, mandated social distancing, stay-at-home orders and directives, required quarantines, self isolation and other public health orders and directives, and may result in forced closures of the Company's properties and closures due to deteriorating occupancy levels as a result of the foregoing.

The length of the COVID-19 pandemic and severity of such outbreak across the globe is currently unknown, may worsen, and may continue to cause general economic uncertainty in key global markets and a worsening of global economic conditions and may cause low levels of economic growth, including in the Canadian and U.S. government stimulus and support packages and programs, if any, announced or created in respect of the Canadian and U.S. hotel industries may not be available to the Company or its subsidiaries, in whole or in part, and investors should not assume such financial support will be available to the Company or its subsidiaries.

The pace of recovery following the COVID-19 pandemic cannot be accurately predicted and may be slow. As a result, we cannot predict how soon Skyline will be able to re-open its closed properties when the COVID-19 pandemic subsides, as our ability to re-open and/or resume normal operations will depend largely on the actions of a number of governmental authorities over which Skyline has no control. It is possible that modified social distancing requirements or recommendations will alter the way in which Skyline does business after it re-opens its closed properties and/or resumes normal operations, possibly for an extended period of time.

The COVID-19 pandemic has also resulted in significant financial market volatility and uncertainty, including on the market price of our Common Shares. A continuation or worsening of the levels of market disruption and volatility seen during 2020 and the second quarter of 2021 could have a further adverse effect on the market price of our Common Shares.

***Our industry is sensitive to weakness in general economic conditions and risks associated with the overall travel, leisure, and recreational community industries.***

Weak economic conditions in Canada and the United States, including high unemployment, erosion of consumer confidence, and the availability and cost of debt, may potentially have negative effects on the travel and leisure industry, the recreational community development industry, and on our results of operations. An economic downturn could negatively impact consumer spending on vacation real estate and at our hospitality outlets. We cannot predict how economic trends will worsen or improve our future operating results. The actual or perceived fear of weakness in the economy could also lead to decreased spending by our guests. We may not be able to increase the price of our offerings commensurate with our costs.

Further, the uncertainty over the duration of these weak economic conditions could have a negative impact on the vacation ownership industry. As a result of weak consumer confidence and limited availability of consumer credit, we may experience weakened demand for our vacation ownership products. Recent improvements in demand trends globally may not continue, and our future financial results and growth could be further harmed or constrained if the recovery stalls or conditions worsen. Moreover, as a result of current economic conditions, an increasing number of existing owners are offering their vacation ownership interests for sale on the secondary market, thereby creating additional pricing pressure on our sale of vacation ownership products, which could cause our sales revenues and profits to decline.

***Variations in the timing of peak periods, holidays and weekends may affect the comparability of our results of operations.***

Depending on how peak periods, school breaks, holidays and weekends fall on the calendar year, in any given year we may have more or less peak periods, holidays and weekends in each fiscal quarter compared to prior years, with a corresponding difference in adjacent fiscal quarters. These differences can result in material differences in our quarterly results of operations and affect the comparability of our results of operations.

***We are vulnerable to the risk of unfavorable weather conditions and the impact of natural disasters.***

Our ability to attract guests to our resorts is influenced by weather conditions such as rain in the summer and the amount and timing of snowfall during the ski season. Unfavorable weather conditions can adversely affect visits and our revenue and profits. Unseasonably cold or warm weather may influence the momentum and success of the high seasons at our resorts. Unfavorable weather conditions can adversely affect our resorts and lodging properties as guests tend to delay or postpone vacations if conditions differ from those that typically prevail at such resorts for a given season. There is no way for us to predict future weather patterns or the impact that weather patterns may have on our results of operations or visitation.

***Climate change may adversely impact our results of operations.***

There is a growing political and scientific consensus that emissions of greenhouse gases continue to alter the composition of the global atmosphere in ways that are affecting and are expected to continue affecting the global climate. The effects of climate change, including any impact of global warming, could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Warmer overall temperatures and other effects of climate change may adversely affect skier and summer visits and our revenue and profits. In addition, a steady increase in global temperatures could shorten the ski season. Changes to the amount of snowfall and differences in weather patterns may increase our snowmaking expense, inhibit our snowmaking capabilities and negatively impact skier perceptions of the ski season.

***The high fixed cost structure of our business can result in significantly lower margins if visitation to our hotels and resorts declines.***

Our profitability is highly dependent on visitation. However, the cost structure of our business has significant components that cannot be eliminated when skier visits decline, including costs related to utilities, information technology, insurance, year-round employees and equipment. The occurrence of other risk factors discussed herein could adversely affect visitation at our resorts and we may not be able to reduce fixed costs at the same rate as declining revenues.

***We face significant competition.***

The hotel, resort, lodging, vacation club, and real estate development industries are highly competitive. Our competitors may have access to greater financial, marketing and other resources and may have access to financing on more attractive terms than us. As a result, they may be able to devote more resources to improving and marketing their offerings or more readily take advantage of acquisitions or other opportunities. Our vacation club competes with the vacation ownership brands of major hotel chains in national and international venues, as well as with the vacation rental options (e.g., hotels, resorts and condominium rentals) offered by the lodging industry. If we are unable to compete successfully, our business, prospects, financial condition, results of operations and cash flows will be materially adversely affected.

***Our real estate development projects rely on municipal approvals and adequate infrastructure.***

Our real estate development projects require adequate municipal services for sewage treatment, potable water supply, fire flow, and road access. There are risks associated with insufficient capacities, particularly in rural areas, resulting in costly delays and expensive upgrades to sewage treatment plants, pumping stations, water wells, water storage towers, and road intersection improvements.

Timely municipal approvals for Official Plan Amendments, Zoning By-law Amendments, Plans of Subdivisions, Consents for Severance, Site Plan Approvals, Minor Variances to the Zoning By-law, and Building Permits not only depend on adequate municipal services but also on political support. There are considerable risks in being subjected to lengthy appeals procedures initiated either by us, in the absence of required approvals, or by existing residents opposed to our developments.

***Our business is capital intensive and dependent on the availability of cash flows and credit facilities.***

We must regularly expend capital to construct, maintain and renovate our properties in order to remain competitive, maintain the value and brand standards of our properties and comply with applicable laws and regulations. We cannot always predict where capital will need to be expended in any fiscal year and capital expenditures can increase due to forces beyond our control. Further, we cannot be certain that we will have enough capital or that we will be able to raise capital by issuing equity or debt securities or through other financing methods on reasonable terms, if at all, to execute our business plan. A lack of available funds for capital expenditures could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

Our ability to fund expenditures will depend on our ability to generate sufficient cash flow from operations and/or to borrow from third parties. We cannot provide assurances that our operations will be able to generate sufficient cash flow to fund such costs, or that we will be able to obtain sufficient financing on adequate terms, or at all. In addition, there can be no assurances that future real estate development projects can be self-funded with cash available on hand, through advance pre-sale deposits or through third party real estate financing. Our ability to generate cash flow and to obtain third-party financing will depend upon many factors, including: our future operating performance; general economic conditions and economic conditions affecting the resort industry, the general capital markets; competition; legislative and regulatory matters affecting our operations and business; and our ability to meet our presales targets on our vertical real estate development projects. Any inability to generate sufficient cash flows from operations or to obtain adequate third-party financing could cause us to delay or abandon certain projects and/or plans.

Further, the ability to enter into a revolving corporate credit facility on reasonable economic terms, may adversely affect our ability to obtain the additional financing necessary to acquire additional vacation ownership inventory. The ability to provide consumer financing for vacation ownership customers may impact the results from operations and cash flow.

***Our operations and development activities are subject to extensive laws, rules, regulations and policies administered by various federal, provincial, state, regional, municipal and other governmental authorities.***

Our operations are subject to a variety of federal, state, provincial, regional and local laws and regulations, including those relating to lift operations, emissions to the air, discharges to water, storage, treatment and disposal of fuel and wastes, land use, remediation of contaminated sites and protection of the environment, natural resources and wildlife. We are also subject to worker health and safety laws and regulations. From time to time our operations are subject to inspections by environmental regulators and other regulatory agencies. While regulatory approvals provide a significant barrier to new entrants in our industry, such approvals may be time consuming and consume considerable capital and manpower resources. Our efforts to comply with applicable laws and regulations do not eliminate the risk that we may be held liable for breaches of these laws and regulations, which may result in fines and penalties or subject us to claims for damages. Liability for any fines, penalties, damages or remediation costs, or changes in applicable laws or regulations, could have a material adverse effect on our business, prospects, financial condition, results of operations and cash flows.

***We are subject to environmental laws and regulations in the ordinary course of business.***

Our operations are subject to a variety of federal, provincial, state and local environmental laws and regulations including those relating to emissions to the air, discharges to water, storage, treatment and disposal of wastes, land use, remediation of contaminated sites and protection of natural resources such as wetlands. Our facilities are subject to risks associated with mold and other indoor building contaminants. From time to time our operations are subject to inspections by environmental regulators and other regulatory agencies. We are also subject to worker health and safety requirements. We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. We believe our operations are in substantial compliance with applicable material environmental, health and safety requirements. However, our efforts to comply do not eliminate the risk that we may be held liable, incur fines or be subject to claims for damages, and that the amount of any liability, fines, damages or remediation costs may be material for, among other things, the presence or release of regulated materials at, on or emanating from properties we now or formerly owned or operated, newly discovered environmental impacts or contamination at or from any of our properties, or changes in environmental laws and regulations or their enforcement.

***We rely on information technology to operate our businesses and maintain our competitiveness, and any failure to adapt to technological developments or industry trends could harm our business.***

We depend on the use of sophisticated information technology and systems, including technology and systems used for central reservations, point of sale, procurement, administration and technologies we make available to our guests. We must continuously improve and upgrade our systems and infrastructure to offer enhanced products, services, features and functionality, while maintaining the reliability and integrity of our systems and infrastructure. Our future success also depends on our ability to adapt our infrastructure to meet rapidly evolving consumer trends and demands and to respond to competitive service and product offerings.

In addition, we may not be able to maintain our existing systems or replace or introduce new technologies and systems as quickly as we would like or in a cost-effective manner. Delays or difficulties in implementing new or enhanced systems may keep us from achieving the desired results in a timely manner, to the extent anticipated, or at all. Any interruptions, outages or delays in our systems, or deterioration in their performance, could impair our ability to process transactions and could decrease our quality of service that we offer to our guests. Also, we may be unable to devote financial resources to new technologies and systems in the future. If any of these events occur, our business and financial performance could suffer.

***We are subject to litigation in the ordinary course of business.***

We are, from time to time, subject to various asserted or un-asserted legal proceedings and claims. Any such claims, regardless of merit, could be time consuming and expensive to defend and could divert Management's attention and resources. While we believe we have adequate insurance coverage and/or accrue for loss contingencies for all known matters that are probable and can be reasonably estimated, we cannot assure that the outcome of all current or future litigation will not have a material adverse effect on us and our results of operations.

The nature of our responsibilities in managing our vacation ownership properties will from time to time give rise to disagreements with the owners of vacation ownership interests and property owners' associations. We seek to resolve any disagreements in order to develop and maintain positive relations with current and potential owners and property owners' associations but cannot always do so. Failure to resolve such disagreements has resulted in litigation, and could do so again in the future. If any such litigation results in a significant adverse judgment, settlement or court order, we could suffer significant losses, our profits could be reduced, our reputation could be harmed and our future ability to operate our business could be constrained. Disagreements with property owners' associations could also result in the loss of management contracts.

***Our business depends on the quality and reputation of our brands, and any deterioration in the quality or reputation of these brands could have an adverse impact on our business.***

A negative public image or other adverse events could affect the reputation of one or more of our ski resorts, other destination resorts, hotel properties and other businesses or more generally impact the reputation of our brands. If the reputation or perceived quality of our brands declines, our market share, reputation, business, financial condition or results of operations could be adversely impacted. The unauthorized use of our trademarks could also diminish the value of our brands and their market acceptance, competitive advantages or goodwill, which could adversely affect our business.

***If we do not retain our key personnel, our business may suffer.***

The success of our business is heavily dependent on the leadership of key management personnel, including our senior executive officers. If any of these persons were to leave, it could be difficult to replace them, and our business could be harmed.

***We are subject to risks associated with our workforce.***

We are subject to various federal, state and provincial laws governing matters such as minimum wage requirements, overtime compensation and other working conditions, citizenship requirements, discrimination and family and medical leave. Our operations in Canada are also subject to laws that may require us to make severance or other payments to employees upon their termination. In addition, we are continuing to assess the impact of US federal healthcare reform law and regulations on our healthcare benefit costs, which will likely increase the amount of healthcare expenses paid by us. Immigration law reform could also impact our workforce because we recruit and hire foreign nationals as part of our seasonal workforce. We have a significant workforce due to our vast operations and if our labor-related expenses increase, our operating expenses could increase and our business, financial condition and results of operations could be harmed.

From time to time, we have also experienced non-union employees attempting to unionize. While only a small portion of our employees are unionized at present, we may experience additional union activity in the future. In addition, future legislation could make it easier for unions to organize and obtain collectively bargained benefits, which could increase our operating expenses and negatively affect our business, prospects, financial condition, results of operations and cash flows.

***Our acquisitions or future acquisitions might not be successful.***

We have acquired certain resorts, hotel properties and destination resort community development assets. Acquisitions are complex to evaluate, execute and integrate. We cannot assure you that we will be able to accurately evaluate or successfully integrate and manage acquired ski resorts, properties and businesses and increase our profits from these operations. We continually evaluate potential acquisitions and intend to actively pursue acquisition opportunities, some of which could be significant. As a result, we face various risks from acquisitions, including: our evaluation of the synergies and/or long-term benefits of an acquired business; our inability to integrate acquired businesses into our operations as planned; diversion of our management's attention; potential increased debt leverage; litigation arising from acquisition activity; and unanticipated problems or liabilities.

In addition, we run the risk that any new acquisitions may fail to perform in accordance with expectations, and that estimates of the costs of improvements for such properties may prove inaccurate.

***We are subject to risks related to currency fluctuations.***

We present our financial statements in Canadian dollars. To create a natural hedge, we have sourced debt in United States dollars for the Hyatt Regency Cleveland hotel, the Renaissance Hotel in Cleveland Ohio, and the Marriot Hotels. However, a significant fluctuation in the Canada/US exchange rate could impact our net income after tax that is reported in Canadian dollars. Currency variations can also contribute to variations in sales at our hotels and resorts from: United States residents visiting Canada and Canadian residents travelling to the United States.

We borrowed approximately $110 million dollars through the capital market in Israel, denominated in Israeli Shekels, with a linkage on cap $62 million dollars of our new Series B Bonds to US dollars. A significant fluctuation in the Canada/Israel exchange rate will impact our net income after tax, and cash flow. In January 2017, the Company acquired a financial instrument to cover that exposure. For further information, see Bonds (III.b) above.

***Certain circumstances may exist whereby our insurance coverage may not cover all possible losses and we may not be able to renew our insurance policies on favorable terms, or at all.***

Although we maintain various property and casualty insurance policies and undertake safety and loss prevention programs to address certain risks, our insurance policies do not cover all types of losses and liabilities and in some cases may not be sufficient to cover the ultimate cost of claims which exceed policy limits. If we are held liable for amounts exceeding the limits of our insurance coverage or for claims outside the scope of our coverage, our business, prospects, financial condition, results of operations and cash flows could be materially adversely affected.

In addition, we may not be able to renew our current insurance policies on favorable terms, or at all. Our ability to obtain future insurance coverage at commercially reasonable rates could be materially adversely affected if we or other companies within or outside our industry sustain significant losses or make significant insurance claims.

***We are subject to accounting regulations and use certain accounting estimates and judgments that may differ significantly from actual results.***

Implementation of existing and future legislation, rulings, standards and interpretations from the International Accounting Standards Board or other regulatory bodies could affect the presentation of our financial statements and related disclosures. Future regulatory requirements could significantly change our current accounting practices and disclosures. Such changes in the presentation of our financial statements and related disclosures could change an investor's interpretation or perception of our financial position and results of operations.

***We may not be able to fully utilize our tax loss carry-forwards.***

As at June 30, 2021, we believe we will have non-capital loss carry-forwards of approximately $91.4 million for Canadian and US federal, provincial and state income tax purposes. To the extent available, we intend to use these net operating loss carry-forwards to offset future taxable income associated with our operations. There can be no assurance that we will generate sufficient taxable income in the carry-forward period to utilize any remaining loss carry-forwards before they expire.

***Our stock price can be volatile.***

The market price of our stock is highly volatile and subject to wide fluctuations in response to factors such as quarterly variations in our operating results, which is beyond our control. We are listed on the Stock Exchange and are subject to the capital markets in the State of Israel. Events beyond our control that take place in the State of Israel may negatively affect our stock price.

***An active trading market for our Common Shares may not be sustained.***

Although our Common Shares are listed on the Stock Exchange, an active trading market for our Common Shares may not be sustained. Accordingly, if an active trading market for our Common Shares is not maintained, the liquidity of our Common Shares, your ability to sell your Common Shares when desired and the prices that you may obtain for your Common Shares will be adversely affected.

***We cannot provide assurance that we will pay dividends.***

Any declaration and payment of future dividends to holders of our common stock will be at the discretion of our Board in accordance with applicable law after taking into account various factors, including our financial condition, our operating results, our current and anticipated cash needs, the impact on our effective tax rate, our indebtedness, legal requirements and other factors that our Board deems relevant. Our debt agreements limit our ability to pay dividends.

Because we are a holding company, our ability to pay cash dividends on our Common Shares will depend on the receipt of dividends or other distributions from our subsidiaries. Until such time that we pay a dividend, our investors must rely on sales of their Common Shares after price appreciation, which may never occur, as the only way to realize any future gains on their investment.

***Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations.***

Our level of indebtedness could have important consequences. For example, it could: make it more difficult for us to satisfy our obligations; increase our vulnerability to general adverse economic and industry conditions; require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, real estate developments, marketing efforts and other general corporate purposes; limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate; place us at a competitive disadvantage compared to our competitors that have less debt; and limit our ability to borrow additional funds.

***Fluctuations in interest rates could negatively affect our business.***

Fluctuations to available interest rates as a result of changes to the inflation rate or other factors may negatively impact the business, results of operations and financial position of the Company. As well, increases to the interest rate may impact the stability of tenants and therefore occupancy rates and rental fees, which could negatively impact the value of the Company's assets.

***Our business is sensitive to rising travel costs.***

Many of our guests travel by vehicle and higher gasoline prices may make travel more expensive and impact the number of guests that visit our properties. As a result, occupancy rates of our hotels and resorts may be negatively impacted, which would impact the Company's revenues.

***Our business is sensitive to changes in the real estate industry.***

Decreased demand for retail space, decreased rental fees, decreased ability for tenants to meet payment obligations, increased financing costs and improvements at competitive resorts may negatively impact the Company's operations.

***The cost of contractors may impact our future projects.***

The cost of employing contractors for the Company's projects impacts the Company's profitability. The Company could also be impacted by changes in the cost of raw materials and labour, shortages of raw materials and labour and strikes for unionized labour.

***We are subject to certain legal and regulatory matters in Israel that may affect the Company.***

The Company is subject to the regulations and requirements of Israeli Securities Law and Israeli Companies Law. It is possible that the Company will be subject to any changes in Israeli law and regulatory requirements and the possible imposition of requirements from time to time by regulators and Stock Exchange authorities in Israel.

***The Company is subject to maintaining certain financial conditions.***

The Deed of Trust that governs the outstanding bonds (Series A and B) requires the Company to maintain certain financial conditions which may limit the Company's ability to incur additional indebtedness or raise additional equity. These restrictions may limit the Company's ability to take advantage of business opportunities as they arise. More importantly, the Company's ability to comply with the covenants may be affected by changes in economic or business conditions or other events beyond its control. A breach of these covenants by the Company and a corresponding default under the deed of trust in circumstances may result in the aggregate amount of the principal and interest on the Series A Bonds becoming due and payable by the Company or the exercise of collateral. The Company's ability to make accelerated payments will be dependent upon its cash resources at the time, its ability to generate sufficient revenue and its access to alternative sources of funds. Accordingly, the Company's inability to comply with the financial conditions could have a materially adverse effect on the Company's financial condition.

***Additional issuance of securities by the Company may dilute existing security holders, reduce some or all of the Company's financial measures on a per share basis, reduce the trading price of the Common Shares or other the Company securities or impede the Company's ability to raise future capital.***

The Company may issue additional securities in the future in connection with acquisitions, strategic transactions, financings or for other purposes. To the extent additional securities are issued, the Company's existing security holders could be diluted and some or all of the Company's financial measures could be reduced on a per share basis. Additionally, the Company's securities issued in connection with a transaction may not be subject to resale restrictions and, as such, the market price of the Company's securities may decline if certain large holders of the Company's securities or recipients of the Company's securities in connection with an acquisition, sell all or a significant portion of such securities or are perceived by the market as intending to sell such securities. In addition, such issuances of securities may impede the Company's ability to raise capital through the sale of additional equity securities in the future.

***The Company's business is subject to evolving corporate governance and public disclosure regulations that have increased both the Company's compliance costs and the risk of noncompliance, which could have an adverse effect on the price of the Company's securities.***

The Company is subject to changing rules and regulations promulgated by a number of Israeli and Canadian governmental and self-regulated organizations, including the Stock Exchange and the Canadian Securities Administrators. These rules and regulations continue to evolve in scope and complexity, making compliance more difficult and uncertain. Further, the Company's efforts to comply with such rules and regulations, and other new rules and regulations have resulted in, and are likely to continue to result in, increased general and administrative expenses and a diversion of Management time and attention from revenue-generating activities to compliance activities.

***Certain of the Company's directors and officers serve in similar positions with other public companies, which could put them in a conflict position from time to time.***

Certain of the directors and officers of the Company also serve as directors or officers of, or have significant shareholdings in, other companies, and, to the extent that such other companies may engage in transactions or participate in the same ventures in which the Company participates, or in transactions or ventures in which the Company may seek to participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such conflicts of the directors and officers may result in a material and adverse effect on the Company's profitability, results of operations, financial condition and the trading price of the Company's securities.

## XVIII. Additional Information

On July 25, 2021, the Company announced that, acting in its capacity as lender acting under the power of sale process, it reached an agreement with a third party unrelated to the Company (the "Buyer") for the sale of the Port McNicoll site for a total amount of $32,500 (the "Transaction"). The Transaction is firm and not subject to any further due diligence period, with closing scheduled for September 30, 2021 ("Closing"). The Buyer has an option to extend Closing by an additional 30 days. Upon completion of the Transaction, a total of $3,000 (including an irrevocable deposit of $1,000 that the Company's lawyers have received in trust) will be paid to the Company. The balance of the consideration, totalling $29,500 will be provided to the Buyer as a first ranking vendor-take-back loan bearing an annual interest rate of 2.5% for a 5-year period (the "VTB"). The Buyer will make monthly payments of $200 every month after Closing for the next five years, which will be applied against both interest and principal. As the Buyer develops the land over the next five years, the Buyer will require partial discharges of security from Skyline, and, as a result, additional principal payments are expected over the life of the VTB. At the end of the VTB, any remaining VTB balance will be due in full.

On August 12, 2021, Skyline received early repayment for the VTB related to phase 3 of the Second Nature development at Blue Mountain ("Second Nature Phase 3") in the amount of $16,307 including accrued interest of $77. Upon receipt of the funds, Skyline fully repaid a loan, including discharge fees related to Second Nature Phase 3, in the amount of $4,199. As well, Skyline deposited $1,347 in a restricted bank account to secure letters of credit that will be released as lot servicing is completed and/or the homes to be built are occupied by end users. Cash received net of these amounts was $10,761, which will be used to fund expected future development costs related to all phases of Second Nature in the amount of $3,224 (the majority of which are expected to be paid over the next three years and have been accrued as a liability on the balance sheet as at June 30, 2021). The remaining proceeds will be distributed to Skyline and its joint venture partner at Blue Mountain.

For further information about the Company, please visit the Company's website at www.skylineinvestments.com or the website of the System for Electronic Document Analysis and Retrieval ("**SEDAR**") at www.sedar.com or Israeli Securities regulators www.magna.isa.gov.il.

**August 12, 2021**