

MELCOR DEVELOPMENTS LTD. 2023

Annual Information Form

March 16, 2023

Date of Information

All information contained in this annual information form is as at December 31, 2022 unless otherwise stated.

Other Information

Additional information about Melcor Developments Ltd. (Melcor), including our information circular, annual and quarterly reports, and all documents incorporated by reference in the Annual Information Form (AIF) are available on our website at Melcor.ca and on SEDAR at www.sedar.com.

Forward-looking Statements

In order to provide our investors with an understanding of our current results and future prospects, our public communications often include written or verbal forward-looking statements.

Forward-looking statements are disclosures regarding possible events, conditions, or results of operations that are based on assumptions about future economic conditions, courses of action and include future-oriented financial information.

This AIF and other materials filed with the Canadian securities regulators contain statements that are forward-looking. These statements represent Melcor's intentions, plans, expectations, and beliefs and are based on our experience and our assessment of historical and future trends, and the application of key assumptions relating to future events and circumstances. Future-looking statements may involve, but are not limited to, comments with respect to our strategic initiatives for 2023 and beyond, future development plans and objectives, targets, expectations of the real estate, financing and economic environments, our financial condition or the results of or outlook of our operations.

By their nature, forward-looking statements require assumptions and involve risks and uncertainties related to the business and general economic environment, many beyond our control. There is significant risk that the predictions, forecasts, valuations, conclusions or projections we make will not prove to be accurate and that our actual results will be materially different from targets, expectations, estimates or intentions expressed in forward-looking statements. We caution readers of this document not to place undue reliance on forward-looking statements. Assumptions about the performance of the Canadian and US economies and how this performance will affect Melcor's business are material factors we consider in determining our forward-looking statements. For additional information regarding material risks and assumptions, please see the discussion "Business Environment & Risks" in our annual MD&A for the year ended December 31, 2022, which is incorporated by reference.

Readers should carefully consider these factors, as well as other uncertainties and potential events, and the inherent uncertainty of forward-looking statements. Except as may be required by law, we do not undertake to update any forward-looking statement, whether written or oral, made by the company or on its behalf.

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CORPORATE STRUCTURE

Name, Address and Incorporation

Melton Real Estate Ltd. was amalgamated under the Companies Act of Alberta on August 1, 1967 and changed its name to Melcor Developments Ltd. on June 4, 1976. Melcor amalgamated with a wholly owned subsidiary on January 2, 1981, and again on December 31, 1992. In both instances it continued under the name Melcor Developments Ltd. On January 7, 1986, Melcor received a Certificate of Continuance pursuant to the Business Corporations Act of Alberta.

On April 13, 2006, the Certificate of Amalgamation was amended by dividing each authorized and unissued common share into ten common shares, so that after giving effect to the division, Melcor's authorized capital consisted of 100,000,000 common shares and 50,000,000 non-voting First Preferred shares.

On April 19, 2007, the shareholders approved an amendment to Melcor's Articles to change the authorized common voting shares from 100,000,000 to an unlimited number; the number of First Preferred shares authorized to be issued from 50,000,000 to an unlimited number; and to create a new class of common non-voting shares authorized to an unlimited number.

On May 1, 2013, Melcor formed the Melcor Real Estate Investment Trust (the "Melcor REIT") through an initial public offering of Melcor REIT Units. Units of the Melcor REIT trade on the TSX under the symbol "MR.UN". As part of this transaction Melcor sold interests in a portfolio of income-producing properties to the Melcor REIT. Melcor currently has a 55.4% effective interest in the Melcor REIT and continues to manage, administer and operate the Melcor REIT and its properties under an asset management agreement and property management agreement. Melcor reflects the public's 44.6% interest in the Melcor REIT as a financial liability on its financial statements. Furthermore, Melton Holdings Ltd. owns approximately 50.2% of the outstanding shares of Melcor and pursuant to IAS 24, Related Party Disclosures, is the ultimate controlling shareholder of Melcor.

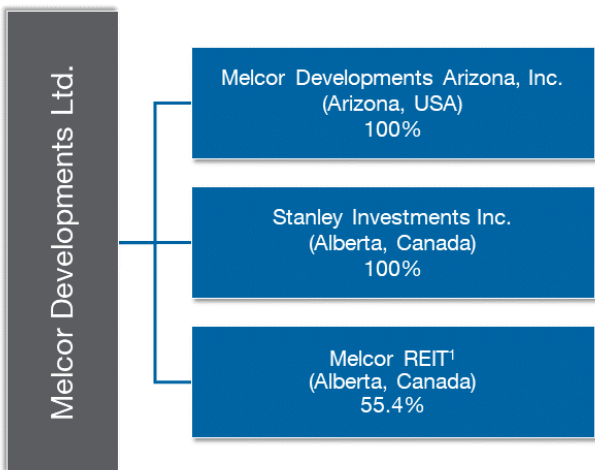
Melcor's head office and registered office is located at:

Melcor Developments Ltd.

900, 10310 Jasper Avenue
Edmonton, Alberta T5J 1Y8

Intercorporate Relationships

Our corporate structure as at March 16, 2023 is depicted in the diagram below. Certain subsidiaries have been excluded on the basis that the subsidiary does not have assets or revenues greater than 10% of Melcor's total consolidated assets or revenues. The combined assets or revenues of all omitted subsidiaries do not exceed 20% of Melcor's total consolidated assets or revenues.



1. Held through Melcor Holdings Limited Partnership, a wholly-owned subsidiary of Melcor Developments Ltd.

GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

The significant events affecting Melcor's business during the last three financial years and to the date of this AIF are summarized below:

2020

- On March 25, 2020, Melcor announced a number of measures taken in response to the COVID-19 global pandemic and the drastic drop in the price of Alberta oil, including:
 - 17% reduction to Melcor's dividend
 - reduced board remuneration
 - temporary lay-off of approximately 25% of full-time staff
 - wage roll-back for named executive officers and reduced remuneration of remainder of staff. At the end of the year, Melcor was successful in accessing the Canada Emergency Wage Subsidy Program (CEWS), receiving \$2.51 million in funding under this program, from which we were able to roughly "make whole" the salaries of all continuing employees.
 - deferred capital spending
- On March 30, 2020 Melcor announced that the TSX had accepted its notice of intention to make a normal course issuer bid. 109,416 shares were purchased and cancelled as of March 17, 2021.
- Active development, while slow and cautious at the beginning of the year with the uncertainty of the COVID-19 impact on home sales, was ramped up by the end of the year as we began running out of inventory in certain communities. We developed 459 new single-family lots and sold 770. With a year-end inventory of 337, we have less than 1 year of inventory based on 2020 sales velocity. We also continued to move land use approvals through the municipal approval process to increase our supply of shovel ready assets.
- Our Property Development division completed and transferred 11 buildings (132,498 sf) in 2021 with a further 84,606 sf under development and 51,158 sf completed and awaiting lease up at year end.

2021

- 2021 revenue was up 39% to a record \$315.63 million with net income of \$56.31 million and FFO of \$81.33 million. Community Development revenue was up 76%, with a robust market for new homes. We attribute this strength to the many homeowners and renters realizing that their home wasn't ideal for their situation during lockdowns while both working and schooling from home. New home sales in Canada remain strong, resulting in 1,261 single-family lots being sold compared to 770 lots in 2020. Single-family lot sales in the US were up 169% to 280 as we sold all of the phase 2 lots that were developed in the year.
- Property Development revenue was up 7% contributing \$42.80 million and 188,734 sf (9 buildings) to our portfolio of income-generating properties. Investment Properties revenue was up 2% as a result of transfers from the

Property Development division, which increased GLA by 3% over 2020.

- Revenue in the Recreational Properties division was up 30%. Our golf courses benefited through COVID-19 as a relatively safe outdoor recreational option when travel and other forms of entertainment were closed, coupled with a mild winter leading to early openings and favourable weather during the golf season. The REIT was relatively stable over the prior year and was the division most challenged by the pandemic.
- United States revenue was up 22% to \$70.38 million, with contributions from Harmony, where we sold 280 single-family lots combined with two sales of paper lot parcels in Arizona (595 lots or 155 acres) for revenue of \$24.00 million (US \$19.15 million).
- We had an active community development program in 2021 and brought on 27 new phases in 18 communities, including 1 new community. We developed 1,296 new single-family lots and sold 1,261. With a year-end inventory of 683, we have less than 1 year of inventory based on 2021 sales velocity. We also continued to move land use approvals through the municipal approval process to increase our supply of shovel ready assets.
- Our Property Development division completed and transferred 9 buildings (118,734 sf) in 2021 with a further 6,913 sf under development and 23,247 sf completed and awaiting lease up at year end.
- On March 17, 2021, Melcor announced a 25% increase to our dividend to \$0.10 per share. The dividend was reduced due to the COVID-19 pandemic in 2020.
- On August 5, 2021 we declared a further 20% increase to our dividend to \$0.12 per share.
- We had an active normal course issuer bid throughout the year and purchased 244,726 shares for \$0.54 million in 2021.
- As part of our customer care and retention strategy, Melcor launched MelCARE - a digital app for submitting and tracking tenant requests.
- Darin Rayburn retired as President & CEO of Melcor effective December 31, 2021. We announced Tim Melton as Executive Chairman and CEO on November 9, 2021.

2022

- Consolidated revenue for 2022 was \$241.75 million down 23% from the record revenue set in 2021. Gross margin was 49% due to higher contributions from our higher margin commercial properties divisions. Net income was up 59% to \$89.35 million and FFO was down 25.2% to \$60.86 million. The significant factor in comparing our results to the prior year is the lack of US Community Development sales in 2022. In 2021, this region sold 280 lots and 155 acres (595 paper lots) for revenue of \$54.89 million and earnings of \$21.18 million. In the current year, no lots or acres were sold. Land sales in the US differ from Canadian as we often sell the lots in bulk agreements leading to dramatic swings in sales period over period. New home sales in our Canadian

regions remain strong, resulting in 1,060 single-family lots being sold compared to 1,261 lots in 2021.

- Property Development revenue is primarily derived from internal transfers to our Investment Properties division. In 2022, the value of transfers to Investment Properties was \$13.63 million (eliminated on consolidation). Transfers added 36,846 sf (5 retail buildings) to our portfolio of income-generating properties. Margins on transfers was 17%, up compared to 2021.
- Investment Properties revenue was up 10% due to GLA growth (transfers from the Property Development division) and improved occupancy. The division also sold 117 residential units for \$35.00 million (US\$26.15 million) net of transaction costs. The sales do not have a revenue effect, however the fair value of the properties is trued up to the sale price. As Melcor purchased these units in 2013, the asset value appreciated significantly. As the properties were unencumbered at the time of sale, they contributed \$35.00 million cash to proceeds from investing activities.
- Revenue in the Recreational Properties division was up 5% with slightly lower revenue from green fees due to weather conditions during the golf season offset by an increase in food and beverage revenues over 2021.
- The US contributed 7% of total revenue or \$15.83 million in the year, all from Investment Properties. This compares to 2021 revenue of \$70.38 million (22% of total revenue). As noted above, the large swing in US revenue was due to timing of sales in our US Community Development.
- Property Development completed and transferred 5 buildings (36,846 sf) to Investment Properties in 2022. A further 61,850 sf remains under development and we continue to move new projects through the planning and development approval process. We plan for another active construction season in 2023 and anticipate commencing construction on an additional 24,427 sf.
- On March 16, 2022 we declared a 17% increase to our dividend to \$0.14 per share and on August 11, 2022, we further increased our dividend by 7% to \$0.15 per share. This equates to a 32% increase to dividends compared to 2021.
- We actively purchased shares under our normal course issuer bid throughout the year and purchased our maximum shares on December 22, 2022. We purchased a total of 1,641,627 shares at a weighted cost of \$11.88 per share. Purchases included six block purchases for a total of 1,439,844 shares..

See also Melcor REIT's 2023 Annual Information Form, which is incorporated by reference and is located at www.sedar.com.

DESCRIPTION OF THE BUSINESS

General Information

Melcor is a real estate development and asset management company that traces its history back to 1923. We have operated and prospered for 99 years due to stable and committed ownership and loyal and dedicated staff who are focused on the real estate industry. We are proud to celebrate our 100th anniversary in 2023, and note that our business has been resilient through the Great Depression, World War II, swings in the economy, 9/11 and the recent global pandemic. Melcor trades on the Toronto Stock Exchange under the symbol "MRD."

Our main operations are in Alberta, specifically in the metropolitan areas of Calgary, Edmonton, Grande Prairie, Lethbridge and Red Deer. We also hold and operate assets across Western Canada (British Columbia and Saskatchewan) and the United States (Arizona and Colorado).

We have five primary business segments: Community Development, Property Development, Melcor REIT, Investment Properties and Recreational Properties. Together these divisions manage the full life cycle of real estate development:

- acquiring raw land and planning residential communities and commercial developments (Community Development)
- project managing development, leasing and construction of commercial properties (Property Development)
- operating a portfolio of commercial and residential properties, focused on property improvements and capital appreciation of owned properties and property management of REIT owned properties (Investment Properties)
- acquiring and owning high quality office, retail, industrial and residential assets (Melcor REIT)
- owning and profitably operating championship golf courses around which several of our communities are built (Recreational Properties)

Melcor has \$2.17 billion in assets.

The following information applies in general to each of Melcor's segments. Where individual segment characteristics differ, those differences are noted under the segment descriptions below.

Products and Services

We believe that we have the necessary capabilities to execute our strategic initiatives and achieve the performance targets set out in our business plan. Our management team is focused on ensuring a disciplined approach and hands-on management of our projects, assets, and capital.

Our depth of experience in the real estate industry provides a competitive advantage. Our business model is focused on sustainable returns over the long-term.

Melcor is a diversified real estate development and asset management company. We transform real estate from raw land to high-quality residential communities and commercial developments. We develop and manage mixed-use residential, business and industrial parks, office buildings, retail commercial centres and golf courses.

The Products & Services of each division are outlined below:

Community Development

Community Development acquires raw land and plans residential communities, commercial and industrial developments. This process is multi-faceted and often takes years from land acquisition to the first home being built in a community or the first commercial building being constructed. Depending on the scale of a proposed development, the process can be lengthy, very complex and can involve several municipal departments and provincial agencies. Components of the process include:

Area Structure Plan (ASP) is the planning and technical document that provides the proposed use for a land development. It is also the key document that is used as the project reference and guides all the other steps in the development process.

As the developer, Melcor works with our professional consulting and engineering firms to draft the ASP and present it to the municipality.

The ASP provides all the specific components required by the municipality. Common ASP components include:

- General land use concept – size, existing land use, intent for subdivisions, etc.
- Phasing and development sequence
- Traffic impact assessment – proposed transportation routes, arterial roadways, existing roadways, etc.
- Geo-technical and groundwater report
- Sewage treatment
- Storm water management
- Water supply
- Environmental assessment
- Archaeological and historical assessment
- Provision for municipal reserves
- Fire protection
- Location of pedestrian links (if applicable)
- Maps – existing land use, proposed zoning, natural areas, boundaries, roads and utilities, municipal reserves, tentative subdivision plan, etc.
- Any other items required by the municipality or relevant provincial agencies

Off-site levies are how municipalities recover capital costs incurred for new infrastructure or the expansion of existing infrastructure required because of a new development. They are used to equitably account for affected offsite infrastructure capital costs such as water treatment, drainage, sewage, associated lands and expanded roads. Since new infrastructure costs incurred by the municipality can benefit several

developments, the municipality will calculate how each development will be accountable for the shared infrastructure. There are a variety of methods that municipalities can use to calculate these charges.

Subdivision Application is the specific process of dividing a parcel of land into two or more parcels with separate legal titles for each parcel. The subdivision of land can be done independently, but within the development process and as part of an ASP, it identifies the lots/titles in the parcel of land that the ASP represents. In an initial ASP draft, the subdivisions are generally identified. Once the ASP is approved and moved forward, the subdivision application is reviewed with the specific subdivision plans.

Development Agreement is a contractual agreement between the municipality and the developer and is used for residential, industrial and commercial developments. It sets out the terms and conditions of how the infrastructure development of the lands are to take place within the municipality. It ensures that the infrastructure required to service a proposed development is constructed to the municipality's standards. Development Agreements may also contain provisions for the payment of applicable off-site levies, securities and/or any moneys that might be owing to the developer when further development occurs by others.

Once the development agreement is signed off, Melcor project manages the construction of deep and shallow utilities, roads and parks and amenities. Melcor also manages sales, the plan registration and community maintenance until a community is turned over to the City or a Home Owners Association for ongoing maintenance.

We've built over 170 communities and commercial projects across western Canada since the 1950s.

Property Development

The Property Development team plans and builds state-of-the-art industrial, retail and suburban offices spaces. This includes moving projects through the municipal approval process, pre-leasing, and project managing the development and construction of commercial properties.

Melcor has been building commercial and multi-family residential properties since the 1960s. We have developed over 2.5 million sq. ft. of commercial projects and are one of the most active developers in Alberta. Since 2001 when the Property Development division was formed, our primary development focus has been retail properties. We began developing build-to-suit mixed-use industrial and business parks in 2013.

Build to Suit

Need a new space for your office? We are redefining the workplace as an amenity-rich space that helps you find and keep top talent. We plan business parks to have sense of place – to be special and unique. With park-like settings – including trails and water features – patios, outdoor workstations, fitness facilities and a carefully crafted mix of retail and services – including on-site day care, coffee shop and restaurants – becoming a sought after employer is a natural.

Business Park and Mixed-Use

We push the boundaries of your workspace to make it as comfortable as home. Concepts such as right to light, outdoor work stations, and on-site showers are just as important as building efficiency in the offices that we build. With office, retail and residential in one convenient space, our town squares offer something for everyone.

Retail

Everyone loves the convenience of neighbourhood shopping, whether it's running to the store for a last minute dinner ingredient or being able to complete the majority of your errands within a few minutes from home. The neighbourhood shopping centres and regional power centres that we build add connection and convenience to our communities. We've developed over 1.13 million sf of retail space since 2001, and we have many more projects underway.

Investment Properties

Investment Properties is the property and asset manager for Melcor's 4.80 million sf in commercial real estate and 476 residential rental units, including properties owned by the REIT.

Our Investment Properties division has been building, acquiring and improving commercial and multi-family residential assets since the 1960s to provide stable cash flow to the company. Our Investment Properties team manages, leases and provides signature care to our tenants as property manager, and as asset manager, ensures the ongoing maintenance and sustainability-focused capital improvements occur when necessary.

The main growth of the division over the past few years has come via transfer of completed properties from the Property Development division.

Signature Customer Care

Our goal is to provide outstanding customer care and dependable, high quality service to our clients. In 2021, we introduced MelCARE, an app designed to improve our tenants customer service experience.

Hands-on management

Our hands-on, on-site building management delivers exceptional customer care and identifies issues early on for prompt resolution.

Continuous improvement

We continually improve our assets with value-add investments that enhance quality and the tenant experience while also contributing to sustainability and environmental best practices. We use our intimate knowledge of the buildings we operate to support our capital investment decisions, optimize operating efficiency and continuously improve our buildings for improved client satisfaction.

Enhancements to improve sustainability

Many of our continuous improvement initiatives focus on sustainability and energy reduction strategies to ensure our buildings are green. We are dedicated to achieving and maintaining best practice with respect to energy efficiency and sustainability.

Relationship focused

We have many long-term clients – some who have been with us for over 25 years. We take pride in building strong relationships

with our tenants and continually meeting their needs as their businesses evolve.

REIT

We retain a controlling 55.4% effective interest in the REIT and continue to manage, administer and operate the REIT and its properties under an asset management agreement and property management agreement via the Investment Properties team.

Recreational Properties

We own and operate 3 championship golf courses built in the midst of our communities. A fourth golf course is jointly owned and operated by our joint venture partner.

Revenue in the Recreational Properties division was up 5% in 2022. Increased food and beverage revenues offset the decline in green fee revenue as 10% fewer rounds were played in the year due to weather conditions.

Specialized Skill and Knowledge

Melcor employs management and administrative personnel to manage our business. We use third-party contractors to carry out development and construction activities (such as planning, design, engineering, architecture, utilities servicing).

We contract property management services for some assets in our Investment Properties and Melcor REIT divisions and we employed approximately 244 seasonal staff in our Recreational Properties division over the golf season.

Competitive Conditions

The real estate development and management industry is highly competitive, with a large number of well-financed companies operating in the same markets as Melcor. Our operations and assets are concentrated in and around major population and employment centers. We develop long-term relationships with the municipalities, construction industry, financial institutions and the people who live in these communities.

Our competitive position is shaped by our:

- Financial strength and proven track record
- Solid asset base, including raw land holdings
- Experienced personnel

The majority of our assets are located in Alberta, where oil and gas activity is a significant economic driver. While our direct reliance on oil and gas is minimal, our business is reliant on overall market conditions and consumer confidence that generally hinge on the oil and gas market.

Melcor maintains a strong financial position and is poised to take advantage of purchase opportunities that a softer real estate market may provide.

Financing

We maintain strong relationships with our major lenders. Our capital structure and liquidity allow continued access to financing in spite of fluctuations to credit markets and the economic environment.

Melcor uses fixed rate, long-term mortgages on its revenue producing assets to raise capital for acquisitions, development activities, and other business expenditures. As such, most of Melcor's borrowings are in the form of long-term financings secured by specific assets.

Operations are supplemented by a syndicated operating line of credit with Canadian chartered banks, which margins Melcor's land development assets (raw land inventory, land under development and agreements receivable). We also use fixed rate, long-term mortgage financing on our revenue producing assets to raise capital for acquisitions, development activities, and other business expenditures. As such, most of our borrowings are in the form of long-term, property specific financings such as mortgages or project financings secured by specific assets. Melcor also has project specific financings on residential community and commercial development projects.

Environmental Protection

Melcor's development activities are subject to laws and regulations concerning the protection of the environment. For example, environmental laws or local bylaws may apply to a development site based on its environmental condition, present and former uses, and its adjoining properties. Environmental laws and conditions may result in delays, cause Melcor to incur significant compliance and other costs, and can severely restrict or prevent development in environmentally sensitive regions or areas. We employ a rigorous due diligence process prior to acquiring raw land, development sites or investment properties to mitigate our exposure to these potential issues.

Environmental protection requirements did not have a significant financial or operational effect on our capital expenditures, earnings or competitive position during 2022 and we do not expect significant effects in future years.

For more information on our Environmental, Social Responsibility and Governance (ESG) practices, please refer to the ESG section in our 2022 annual MD&A, incorporated by reference.

Environment, Social and Governance (ESG)

We strive to ensure that our corporate sustainability goals and practices are meaningfully aligned with our business.

Here are the steps we are taking to prepare for anticipated ESG reporting requirements:

- we are assessing the material ESG risks and opportunities that apply to our business divisions and determining how we will benchmark, measure and report on these topics as requirements are adopted.
- we are broadening our initial building inventory/ benchmarking beyond Edmonton. Our Edmonton office building climate inventory was completed in 2022 in conjunction with our involvement with Edmonton's Corporate Climate Leaders program and we are currently determining our reduction targets on the inventoried buildings and extending our benchmarking to buildings beyond Edmonton.
- we are establishing baseline data on Social and Governance topics.

Employees

Melcor had 123 employees at December 31, 2022 and employed 244 seasonal employees in the summer months, primarily in the Recreational Properties division.

Total full-time permanent employment was relatively stable compared to December 31, 2021. The following table shows the distribution of staff at the end of the year.

	2021	2022	% change
Corporate	32	33	3 %
Community Development	20	19	(5)%
Investment Properties	41	41	0 %
Property Development	8	8	0 %
Recreational Properties	23	22	(4)%
Total	124	123	(1)%

Risk Factors

Reference is made to Melcor's 2022 annual report, under the heading "Business Environment & Risks" which is incorporated by reference.

COMMUNITY DEVELOPMENT

Community Development acquires raw land and plans, services and markets urban communities. The majority of residential lots and parcels are sold to homebuilders that purchase sites through agreements for sale. The Community Development division also plans, services and markets large-scale commercial and industrial centres. In 2022, this segment accounted for 48% of consolidated revenue (2021 – 54%).

The following table summarizes Melcor's raw land inventory (at Melcor ownership percentage) by region at December 31, 2022. Total raw land inventory was 9,857 acres.

Region (in acres)	Commercial/ Industrial	Residential	Total
Northern Alberta	507	2,273	2,780
Edmonton	53	443	496
Leduc	232	449	681
Parkland		859	859
Spruce Grove	222	220	442
St. Albert		302	302
Southern Alberta	592	2,210	2,802
Airdrie		508	508
Calgary	49	615	664
Chestermere		2	2
Cochrane		72	72
Lethbridge	177	536	713
Rockyview	366	477	843
Central Alberta	145	1,607	1,752
Innisfail	129		129
Penhold		108	108
Red Deer		1,309	1,309
Red Deer County	16		16
Sylvan Lake		190	190
BC & Saskatchewan	583	517	1,100
Fraser-Fort George		94	94
Kelowna		423	423
Regina	583		583
USA	48	1,375	1,423
Aurora	42	1,041	1,083
Houston		92	92
Phoenix		242	242
Tucson	6		6
Total	1,875	7,982	9,857
Average cost per acre	\$ 23,827	\$ 41,997	\$ 38,538

Seasonality

The Community Development division is seasonal by nature. The cyclical nature of real estate markets, the mix of land sold, and the mix of joint arrangement sales activity can cause period-to-period fluctuations in results.

The division is also subject to the seasonality of the construction industry. Revenue is recognized when plans are registered, which tends to happen in the fourth quarter when development activity slows down and builders gain possession of lots.

For additional information regarding the Community Development division, see Melcor's 2022 management's discussion and analysis incorporated by reference in this AIF and filed on www.sedar.com.

PROPERTY DEVELOPMENT

Property Development acquires prime serviced commercial sites from the Community Development division to develop and lease high-quality retail, office, industrial and multi-family revenue-producing properties that deliver asset appreciation gains and/or stable long-term returns. In 2022, this segment accounted for 5% of pre-consolidated revenue (2021 - 12%).

Once completed and substantially leased, these assets are transferred to the Investment Properties division where they are

held and managed. The Property Development division has developed over 2.5 million sf of office, retail and industrial space, with a further 61,850 square feet under current development. Participants in commercial projects include companies such as ATB, BMO, Canadian Tire, Canadian Western Bank, CIBC, Home Depot, Loblaws, McDonald's, Recipe Unlimited, Rona, Royal Bank, Save-On-Foods, Scotiabank, Shoppers Drug Mart, Staples, Starbucks, Subway, TD Bank, Tim Hortons, Wal-Mart, Winners and more.

The following table provides a summary of our active development sites at December 31, 2022 representing 2,520,740 sf of future development potential.

Project	Location (AB)	Current Size ¹	Total Size ³
Chestermere Station^{3,4}	Chestermere	254,260	264,260
A 32-acre regional shopping centre located at Highway 1A and Windermere Blvd. This site is shadow-anchored by Safeway, and includes tenants such as ATB, RBC, TD Bank, Shoppers Drug Mart, Dollarama, Boston Pizza and Tim Hortons. We transferred a 12,600 sf multi-bay CRU in 2022. We plan to construct a 10,000 sf CRU in 2023.			
Kingsview Market⁴	Airdrie	200,600	319,000
A 46-acre regional shopping centre located at QEII Highway and Yankee Valley Blvd. This site is shadow-anchored by Home Hardware and includes national tenants such as RBC, Shoppers Drug Mart, Starbucks and ESSO. Planning for future phases continues.			
Village at Blackmud Creek⁴	Edmonton	198,910	550,000
A 33-acre regional business park located at Ellerslie Road and Calgary Trail. Tenants include: Fountain Tire, RBC Dominion Securities, CPA Western School of Business, Kids & Co, BBA engineering. Planning for commercial & mixed-use residential on remaining site; however timelines are not set.			
West Henday Promenade⁴	Edmonton	116,300	515,000
A 25-acre regional mixed-use commercial centre located at Anthony Henday Drive and 87th Avenue. Tenants include Sobeys, RBC, CIBC, Petro Canada, Sobeys Liquor, BrightPath, Edmonton Public Library and Shoppers Drug-Mart. Planning for commercial & mixed-use residential on the remaining 12.5 acres continues.			
Telford Industrial⁴	Leduc	143,200	500,000
An 80-acre industrial park with a 90,000 sf manufacturing facility, a 44,000 sf multi-national pipeline inspection company and a 10,000 sf scaffolding company. Melcor continues to compete on build to suit opportunities.			
The District	Calgary	586,600	1,285,000
A 115-acre regional business/industrial park located at QEII Highway and Country Hills Blvd SE. Approximately 8 acres has been sold to office/industrial developers and make up the bulk of the sf developed to date. Planning continues for future phases.			
Campsite Industrial	Spruce Grove	23,700	170,000
A 280-acre industrial park located at Campsite Road & Highway 16A, including a 15-acre industrial campus for Northern Alberta Institute of Technology.			
Clearview Market 2	Red Deer	27,200	80,000
Phase 2 of the regional shopping centre located at 67th Street and 30th Avenue, consisting of 10.5-acres acquired following a road realignment. This site is shadow-anchored by Loblaws and includes national tenants such as RBC, TD Bank, Servus, CIBC and Shoppers Drug Mart. Phase 1 was fully built out in 2015. We recently completed a multi-bay CRU, Mobil 1, large format car wash and Tireland. In 2022 we completed 2 standalone buildings, 1,800 sf for Starbucks and 4,600 sf for BMO.			

Project	Location (AB)	Current Size ¹	Total Size ³
Jensen Lakes Crossing	St. Albert	106,350	150,000
A 17-acre regional shopping centre located on St. Albert Trail and Jensen Lakes Blvd. The site is anchored by Landmark Cinemas which opened in 2018. We completed a 7,050 sf CRU in 2022 and plan to construct a 12,000 sf CRU in 2023. Planning and pre-leasing continues in this active development.			
Woodbend Market	Leduc	10,750	140,000
A 14-acre neighbourhood shopping centre located on 50th Ave and 69th St. A Shell gas station operates at this site. In 2022, we transferred a 10,750 sf multi-bay CRU building. We plan to complete construction on a further 27,000 sf (2 buildings) in 2023.			
Greenwich Village	Calgary	62,600	325,000
A 17-acre mixed-used shopping centre and office park located at Highway 1 and 83rd Street NW. The site now has access off of Highway 1 and is serviced. In 2021, base building construction was completed on the new Calgary Farmers' Market building as well as a multi-bay CRU. Construction continues on 35,000 sf (2 buildings) with completion anticipated in 2023.			
Vista Ridge³	Sylvan Lake	5,200	20,000
A 5.5-acre neighbourhood shopping centre located at Highway 20 and Memorial Trail. The new Circle K gas station, with car wash, opened at the end of 2021. Planning for a multi-tenant CRU is underway.			

1. Current size equals existing total leasable square footage in the project, including buildings sold to retailers.
2. Total project size represents the estimated total square footage to be developed in the project when fully built out. This includes sites that may be individually sold to retailers or end-users.
3. Joint arrangement projects are at 100%.
4. Certain completed buildings have been acquired by Melcor REIT.

The following table summarizes Melcor's future property development sites. Note that projected/anticipated commencement dates and project GLA are subject to a number of factors, included pre-lease thresholds and may not materialize as scheduled or may be adjusted to reflect market conditions.

Project	Location (AB)	Total Project Size (Sf) ¹
Bower	Red Deer	85,000
A 10-acre neighbourhood shopping centre located at 40 Avenue and 22nd Street. Planning is underway with a projected commencement in 2024.		
Mattson²	Edmonton	78,000
A 9-acre neighbourhood shopping centre located at 66 Street and 25th Avenue. Planning is underway with a projected commencement in 2025.		
Secord	Edmonton	85,000
A 9-acre neighbourhood shopping centre located in West Edmonton. Planning is underway with project commencement expected in 2024.		
Rollyview	Leduc	75,000
A 10-acre neighbourhood shopping centre located at Rollyview Road & Black Gold Drive in Leduc. Planning is in progress and the project is scheduled to commence 2026+.		
Westview Commercial	Calgary	150,000
A 15-acre neighbourhood shopping centre located at Highway 1 and Old Banff Coach Road. This project is scheduled for 2026+.		
Keystone Common	Calgary	500,000
An 80-acre regional power centre located at Stoney Trail and 11th Street NE. This project is scheduled to commence in 2025+.		
The Shoppes at Canyons	Lethbridge	105,000
A 12-acre regional shopping centre located at University Drive and Chinook Trail West. This project is scheduled to commence in 2026+.		

Project	Location (AB)	Total Project Size (Sf) ¹
West Pointe Marketplace	Lethbridge	750,000
An 85-acre regional power centre located at Highway 3 and University Drive West. This project is scheduled for 2026+.		
Sora	Calgary	60,000
An 8-acre neighbourhood shopping centre located in south Calgary. Planning is in progress and the project is scheduled to commence 2026+.		

1. Total project size represents the estimated total square footage to be developed in the project when fully built out. This includes sites that may be individually sold to retailers or end-users.
2. Joint arrangement project.

Seasonality

The Property Development division is seasonal by nature. Construction activity is highly weather dependent. Delays may increase the cost of construction.

For additional information regarding the Property Development division, see Melcor's 2022 management's discussion and analysis incorporated by reference in this AIF and filed on www.sedar.com.

MELCOR REIT

Melcor REIT is an unincorporated, open-ended real estate investment trust that owns 3.22 million sf of GLA throughout western Canada. See Melcor REIT's 2023 Annual Information Form, which is incorporated by reference and is located at www.sedar.com.

In 2022, this segment accounted for 27% of consolidated revenues (2021 - 20%).

INVESTMENT PROPERTIES

Melcor acquires and owns a portfolio of high-quality residential, office, retail, and industrial properties, which are held as long-term investments. The Investment Properties division manages and leases these Melcor-owned properties in addition to the 39 assets held in the Melcor REIT. In total, Investment Properties manages 4.80 million sf GLA in commercial revenue-generating properties and 476 residential units located across Western Canada and the southern United States. In 2022, this segment accounted for 16% of consolidated revenues (2021 - 11%).

The following tables detail Melcor's investment property holdings at December 31, 2022:

Commercial Properties	Year Acquired	Type	GLA (JV %) ²	% Leased ³	
				2022	2021
CANADA			616,463	88	76
Campsite	2016	Industrial	13,654	100	100
Chestermere	2022	Retail	6,330	84	—
Clearview Market ¹	2012-20	Retail/Office	47,421	86	95
Greenwich	2021	Retail	62,557	100	88
Jensen Lakes	2018	Retail	99,138	100	94
Kingsview Commercial ¹	2020	Retail	17,066	100	100
Kingsview Market	2020	Retail	18,860	69	69
McKenzie Industrial	2014	Industrial	67,273	82	88
Robertson Gallery	2008	Retail	6,000	100	100
Shoppes of Jagare Ridge ¹	2018	Retail	34,662	88	86
Stafford Common	2018	Retail	39,500	62	62
Stoneycreek ¹	2014	Retail/Office	66,528	96	93
The District	2019	Retail	58,039	94	76
Village at Blackmud Creek	2019	Office	56,524	85	85
Vista Ridge	2021	Retail	4,974	100	—
Woodbend	2019-22	Retail	13,879	64	100
Yardstick ¹	2016	Office	4,058	83	87
USA			518,956	83	75
Chauncey	2014	Office	34,807	89	89
Evans	2015	Office	47,666	95	89
Glendale	2018	Office	130,414	74	66
Inverness	2016	Office	95,127	83	74
Promenade	2016	Office	128,383	82	67
Syracuse	2016	Office	82,559	87	91
Total @ 100% ownership			1,458,010	87	79
Total net of JV ownership			1,135,419	86	76

1. Owned through joint arrangement. GLA at Melcor %.
2. Gross leasable area is updated periodically, typically as leases renew.
3. Based on gross leasable area.

Residential Properties	Location	Units	% Leased		
			2022	2021	
Dakota at Camelback ³	Phoenix, AZ	2009	—	N/A	100
Edward Street Apartments	Edmonton, AB	2006	11	91	73
Northridge Apartments	St. Albert, AB	2016	72	96	92
The Edge at Grayhawk ²	Scottsdale, AZ	2011	84	88	100
The Shores ⁴	Scottsdale, AZ		1	n/a	n/a
Watergrove ¹	Calgary, AB	1995	308	100	100
Total			476	97	98

1. Watergrove is a land lease community that Melcor manages for Melcor REIT.
2. Three units at The Edge were sold in 2022 for \$1.51 million (US\$1.25 million) net of transaction costs.

3. All 113 units at Dakota at Camelback were sold throughout 2022 for \$32.72 million (US\$24.44 million) net of transaction costs.
4. One unit at The Shores was sold in 2022 for \$0.77 million (US\$0.65 million) net of transaction costs.

Parking Lots	Location	Year Acquired	Number of Stalls
104th Street	Edmonton, AB	2001	28
102nd Street	Edmonton, AB	2009	45
Executive Terrace	Regina, SK	2007	83
Melcor Centre	Lethbridge, AB	2007	860
Leon Lot	Kelowna, BC	2007	26
Richter Street	Kelowna, BC	2007	22
Royal Bank	Edmonton, AB	2005	330
Northridge Place	St. Albert, AB	2016	85
Yardstick	Edmonton, AB	2015	6
Village at Blackmud Creek	Edmonton, AB	2013/2016	432
Stoney Creek	Fort McMurray, AB	2013	832
Total			2,749

Development Sites	Location	Year Acquired	Size (Sf)
124 Street Area	Edmonton, AB	1999	7,740
Jasper Avenue Park	Edmonton, AB	2005	7,740
Market Tire Site	Edmonton, AB	2011	27,000

For a list of Melcor REIT owned properties that Investment Properties manages under Property Management and Asset Management agreements, refer to the Melcor REIT 2023 Annual Information Form, incorporated by reference.

Seasonality

The Investment Properties division enters long-term leases, thus seasonal variation is minimal compared to weather-dependent divisions.

For additional information regarding the Investment Properties division see the Melcor and Melcor REIT 2022 management's discussion and analysis incorporated by reference in this AIF and filed on www.sedar.com.

RECREATIONAL PROPERTIES

Melcor owns and manages three 18-hole championship golf courses in Alberta and British Columbia, and has a 50% interest in a fourth course managed by a third party as follows:

Golf Course	Ownership	Location
The Links at Spruce Grove	100%	Spruce Grove, AB
Black Mountain Golf Club	100%	Kelowna, BC
Lewis Estates Golf Course	60%	Edmonton, AB
Jagare Ridge Golf Club ¹	50%	Edmonton, AB

1. Managed by third party.

Competitive Conditions

There are a significant number of golf courses in both the Edmonton area and in Kelowna, BC., leading to pressure to remain competitively priced and offer a great golf experience. In

spite of challenging competitive conditions and unpredictable weather conditions over the golf season, Melcor's golf courses remain profitable.

Our competitive advantage is that our golf courses are optimized to balance consistent playing conditions and player experience while paying close attention to the bottom line.

Seasonality

This division is significantly impacted by weather conditions. Revenue is highly dependent on the number of golf rounds that can be sold throughout the golf season and maintenance and operations costs can be impacted by precipitation and weather patterns throughout the whole year as well as severe weather events.

Unfavourable spring weather led to a delay in the openings of most golf courses, resulting in 10% fewer rounds played in 2022 as compared to the record number of rounds played in 2021. Growth in food and beverage revenue offset this shortfall, contributing revenue growth of 5%.

For additional information regarding the Recreational Properties division, see Melcor's 2022 management's discussion and analysis, incorporated by reference in this AIF and filed on www.sedar.com.

DIVIDENDS | CAPITAL STRUCTURE | MARKET FOR SECURITIES

Dividends

In setting dividends, Melcor's Board of Directors considers relevant factors such as company performance and financial condition, earnings, availability of cash and capital requirements. The board determines the timing and amount of future dividends on Melcor's common shares based on these factors.

The following table sets forth the cash dividends paid out per common share:

Per common share	2022	2021	2020
Payable on or before March 31	\$0.14	\$0.10	\$0.10
Payable on or before June 30	\$0.14	\$0.10	\$0.08
Payable on or before September 30	\$0.15	\$0.12	\$0.08
Payable on or before December 31	\$0.15	\$0.12	\$0.08
Total	\$0.58	\$0.44	\$0.34

General Description of Capital Structure

Melcor has the following share capital:

- Unlimited Voting Common Shares (31,248,628 issued and outstanding as at December 31, 2022)
- Unlimited Non-Voting Common Shares (none issued)
- Unlimited Non-Voting First Preferred Shares (none issued)

Market For Securities

Melcor's common shares are listed on The Toronto Stock Exchange (TSX) under the symbol "MRD". Trading information (TSX platform only) for the period January 1, 2022 to December 31, 2022 is set out below:

	High	Low	Close	Volume
January	\$ 14.76	\$ 13.75	\$ 14.62	150,869
February	\$ 15.80	\$ 14.50	\$ 14.88	131,249
March	\$ 17.73	\$ 14.80	\$ 17.49	267,408
April	\$ 17.84	\$ 15.40	\$ 15.43	116,718
May	\$ 16.47	\$ 13.30	\$ 15.43	378,643
June	\$ 15.43	\$ 11.67	\$ 12.09	194,223
July	\$ 14.21	\$ 11.45	\$ 14.07	85,489
August	\$ 13.99	\$ 11.96	\$ 12.15	123,328
September	\$ 12.48	\$ 9.76	\$ 10.84	639,045
October	\$ 11.39	\$ 10.49	\$ 10.69	109,851
November	\$ 11.44	\$ 10.52	\$ 10.90	919,589
December	\$ 10.96	\$ 10.04	\$ 10.65	242,433

DIRECTORS & OFFICERS

Directors

Each director holds office from the date of election until the next annual general meeting of the shareholders. The following table lists the directors of Melcor, their province of residence, period of service as a director and their principal occupation during the five preceding years:

Name and Municipality of Residence	Position with Melcor	Principal Occupation	Director Since
Douglas Goss Edmonton, Alberta	Director	Counsel at Bryan & Company LLP	2021
Andrew J. Melton¹ Calgary, Alberta	Director	2022: REIT CEO 2017-19: REIT CEO	1985
Kathleen M. Melton¹ Calgary, Alberta	Director	Corporate Director	2016
Timothy C. Melton¹ Edmonton, Alberta	Executive Chair & CEO	Chair & CEO, Melcor Developments	1973
Bruce Pennock Edmonton, Alberta	Director	Partner at Pennock Acheson Nielsen Devaney LLP	2021
Janet Riopel² Edmonton, Alberta	Director	President & CEO, Treyll Communications Inc.	2022
Catherine M. Roozen Edmonton, Alberta	Director	Director & Secretary, Cathton Investments Ltd.	2007
Ralph B. Young Edmonton, Alberta	Director	Corporate Director	1976

1. Mr. Tim Melton, Mr. Andrew Melton and Ms. Kathleen. Melton are not considered independent based on their positions or relationship to Melcor executives.
2. Ms. Riopel was appointed to the Board February 1, 2022.

All directors have held the principal occupation indicated above for the previous 5 years except as noted.

Committee Composition 2022

Director	Audit Committee	Compensation & Governance Committee
Douglas Goss	—	✓
Andrew Melton	—	—
Kathleen Melton²	—	✓
Timothy Melton	—	—
Bruce Pennock	✓ Chair	—
Janet Riopel¹	✓	—
Catherine M. Roozen	✓	✓ Chair
Ralph Young	—	✓

1. Janet Riopel was appointed to the Board effective February 1, 2022.
2. Ms. Melton does not participate or have a vote on compensation matters.

Executive Officers

The following table lists the executive officers of Melcor as at December 31, 2022, their province of residence, period of service as an executive officer and their principal occupation during the five preceding years

Name and Municipality of Residence	Position with Melcor	Prior 5 Years	Since
Timothy C. Melton¹ Edmonton, Alberta	Executive Chair & CEO	Executive Chair	1973
Naomi M. Stefura CA Edmonton, Alberta	COO and CFO	COO & CFO (2023-) EVP & CFO (2021-23) CFO (2016-21)	2008

1. Mr. Melton was named Executive Chair and CEO November 1, 2021.

The Directors and Executive Officers, as a group, beneficially owned, directly or indirectly, or exercised control or direction over 19,847,721 (64%) of Melcor's outstanding common shares as at March 16, 2023.

ADDITIONAL INFORMATION

Transfer Agent & Registrar

Odyssey Trust Company is Melcor's transfer agent and registrar. Odyssey Trust Company provides services to Melcor shareholders.

Legal Proceedings & Regulatory Actions

Melcor is involved in various claims and litigation as a regular part of its business. Management believes that the resolution of these claims and litigation (which in certain cases are covered by insurance, subject to applicable deductibles) will not have a material adverse effect on its financial position or results of operations.

Interest Of Management & Others in Material Transactions

To Melcor's knowledge, no director or executive officer of Melcor, or any of their associates or affiliates has any material interest, directly or indirectly, in any transaction within the three most recently completed fiscal years that has materially affected or will materially affect Melcor.

Names & Interests of Experts

PricewaterhouseCoopers LLP, Chartered Accountants, 22nd Floor, 10220 103 Avenue NW, Edmonton, Alberta, T5J 0K4 are Melcor's independent external auditors. PricewaterhouseCoopers LLP are independent of Melcor in accordance with the Rules of Professional Conduct of the Chartered Professional Accountants of Alberta.

Altus Group Limited, Suite 780, 10180 - 100 Street NW, Edmonton, Alberta, T5J 3S4, are Melcor's independent valuers. Altus Group Limited, a member of the Appraisal Institute of Canada, prepares and certifies a report with respect to the valuation of Melcor's investment properties as required to be presented in accordance with International Financial Reporting standards. Altus Group Limited is independent of Melcor in accordance with the Canadian Uniform Standards of Professional Appraisal Practices, which regulates the Appraisal Institute of Canada.

Material Contracts

Melcor did not enter into any material contracts outside the ordinary course of business in 2022.

Additional Information

Additional information relating to Melcor's business is available on SEDAR at www.sedar.com or under the 'Investor Relations' tab on Melcor's website at www.melcor.ca.

Additional financial information about Melcor is provided in the comparative consolidated financial statements and management's discussion and analysis in the annual report for the year ended December 31, 2022.

You will find information on directors' and officers' remuneration, the principal holders of Melcor shares, and the number of shares that are authorized for issuance under our equity compensation plans in our 2023 information circular.

Copies of these documents and any other documents incorporated by reference, additional interim financial statements for periods subsequent to December 31, 2022 and additional copies of this Annual Information Form are available on request.

Please direct your request for materials to:

By Mail:	Investor Relations 900, 10310 Jasper Avenue Edmonton, Alberta T5J 1Y8
By Phone:	1-855-673-6931 x 4707
By Fax:	780-426-1796
By Email:	ir@melcor.ca

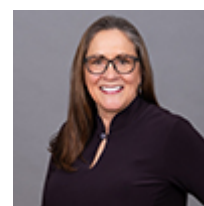
AUDIT COMMITTEE



BRUCE PENNOCK



CATHERINE ROOZEN



JANET RIOPEL

Audit Committee Charter

The Audit Committee Charter is attached as Appendix A. The Audit Committee Chair Position Description is attached as Appendix B.

Composition of the Audit Committee

The Board of Directors believes that the current composition of the Audit Committee reflects a high level of financial literacy and expertise. Each member of the Audit Committee has been determined by the Board to be “financially literate” and “independent” as defined under NI 52-110.

The 2022 Audit Committee was comprised of:

Member	Relevant Education & Experience
Bruce Pennock, CA <i>Chair</i> <i>Member since 2021</i> <i>Independent</i> <i>Financially Literate</i>	Bruce has extensive experience in providing audit, accounting and business advisory services to large family-owned enterprises, private equity-backed organizations and publicly traded entities. Prior to founding Pennock Acheson Nielsen Devaney LLP in 1995, Bruce was a partner with the international accounting firm of Deloitte, where he served as director for 15 years, served on three of the firms strategic planning committees and chaired the Canadian firms Consumer Products Committee. As a member of the Institute of Chartered Accountants of Alberta, Bruce has sat on both the Canadian Institute’s Auditing Standards Committee and the Provincial institute’s committee dealing with financial reporting for Credit Unions. He has a Bachelor of Commerce from the University of Alberta and a CA designation from the Alberta Institute of Chartered Accountants.
Catherine Roozen <i>Member since 2007</i> <i>Independent</i> <i>Financially Literate</i>	Ms. Roozen is a graduate of the University of Alberta where she served as a Governor from 1998 to 2005. Since 1981, she has been a Director and the Corporate Secretary of Cathton Investments Ltd. and The Allard Foundation Ltd. Ms. Roozen currently serves as a director of EPCOR Utilities and was previously a director of Corus Entertainment.
Janet Riopel, ICD.D <i>Member since 2022</i> <i>Independent</i> <i>Financially Literate</i>	Ms. Riopel is the President & CEO of TREYL Communications Inc. She has deep roots in the Edmonton business community and considerable experience in managing complex, multi-stakeholder projects. Most recently, Ms. Riopel was the President & CEO of the Edmonton Chamber of Commerce. Ms. Riopel was a recipient of both the Queen’s Platinum and Golden Jubilee medals.

Preapproval Policy

The Audit Committee pre-approves the annual audit plan and non-audit services performed by the independent auditor in order to ensure that the provision of such services does not impair the auditor’s independence. Unless a type of service to be provided by the independent auditor has received general pre-approval, it will require specific pre-approval by the Audit Committee. Any proposed service exceeding pre-approved cost levels requires specific pre-approval by the Audit Committee.

External Auditor Fees

PricewaterhouseCoopers LLP (or their predecessors) have been Melcor’s Auditors since the company went public in 1968. During the past 2 years, Melcor has paid the following fees to its auditors:

	2022	2021
Audit fees	\$ 278,950	\$ 244,500
Audit-related fees ¹	\$ 210,400	\$ 185,050
Tax fees ²	\$ 100,050	\$ 97,775
Internal Controls Compliance	\$ 4,600	\$ 4,200
All other fees	\$ 12,300	\$ 15,800
Total	\$ 606,300	\$ 547,325

1. Audit related fees include fees for subsidiary companies, joint arrangements, and building operating statements and homeowners associations.
2. Tax fees include tax compliance services and tax advisory and planning services.

APPENDIX A

AUDIT COMMITTEE CHARTER

The term "**Company**" refers to Melcor Developments Ltd. and its subsidiaries and the term "**Board**" refers to the board of directors of the Company.

PURPOSE

The Audit Committee (the "**Committee**") is a standing committee appointed by the Board to assist the Board in fulfilling its oversight responsibilities with respect to the Company's financial reporting including responsibility to:

- oversee the integrity of the Company's consolidated financial statements and financial reporting process, including the audit process and the Company's internal accounting controls and procedures and compliance with related legal and regulatory requirements;
- oversee the performance, qualifications, independence and compensation of the Company's external auditors;
- oversee the work of the Company's financial management and external auditors in these areas;
- provide an open avenue of communication between the external auditors, the Board and the officers (collectively, "Management") of the Company.

In addition, the Committee will review and/or approve any other matter specifically delegated to the Committee by the Board.

COMPOSITION AND PROCEDURES

In addition to the procedures and powers set out in any resolution of the Board, the Committee will have the following composition and procedures:

1. Composition

The Committee shall consist of no fewer than three members. None of the members of the Committee shall be an officer or employee of the Company or any of its subsidiaries and each member of the Committee shall be an "independent director" (in accordance with the definition of "independent director" established from time to time under the requirements or guidelines for audit committee service under applicable securities laws and the rules of any stock exchange on which the Company's shares are listed for trading).

2. Appointment and Replacement of Committee Members

Any member of the Committee may be removed or replaced at any time by the Board and shall automatically cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by election from among its members. The Board shall fill any vacancy if the membership of the Committee is less than three directors. If and whenever a vacancy shall exist on the Committee, the

remaining members may exercise all its power so long as a quorum remains in office. Subject to the foregoing, the members of the Committee shall be elected by the Board annually and each member of the Committee shall hold office as such until the next annual meeting of shareholders after his or her election or until his or her successor shall be duly elected and qualified. The Chair of the Committee shall be designated by the Board.

3. Meetings

Regular meetings of the Committee are held at least 4 times each year. Committee meetings may be called by the Committee Chair or by a majority of the Committee members. At any meeting of the Committee, a quorum of at least two committee members must be present for the Committee to exercise any of its powers. Meetings may be conducted with members present, or by telephone or other communication facilities which permit all persons participating in the meeting to communicate with each other.

4. Financial Literacy

All members of the Committee must be "financially literate" (as that term is interpreted by the Board in its reasonable judgment or as may be defined from time to time under the requirements or guidelines for audit committee service under securities laws and the rules of any stock exchange on which the Company's shares are listed for trading) or must become financially literate within a reasonable period of time after his or her appointment to the Committee.

5. Chair

The Chair of the Committee shall have the duties and responsibilities set forth in Appendix "II".

6. Separate Executive Meetings (in camera sessions)

The Committee meets at least once every quarter, and more often as warranted, with the Chief Financial Officer and with the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately.

7. Professional Assistance

The Committee may retain special legal, accounting, financial or other consultants to advise the Committee at the Company's expense.

8. Review of Charter and Audit Committee Disclosures

The Committee will periodically review and reassess the adequacy of this Charter as it deems appropriate and

recommend changes to the Board. The Committee will evaluate its performance with reference to this Charter.

The Committee will approve the form of disclosure of this Charter and any Audit Committee information, where required by applicable securities laws or regulatory requirements, in the annual proxy circular or annual report of the Company.

9. Delegation

The Committee may delegate from time to time to any person or committee of persons any of the Committee's responsibilities that lawfully may be delegated.

10. Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

SPECIFIC MANDATES OF THE COMMITTEE

The Committee shall have authority over, and shall be responsible for the following specific matters:

I. External Auditors

- (a) Oversee the work and review the performance and qualifications of the external auditors of the Company who are accountable to the Committee and the Board as the representatives of the shareholders of the Company, and make recommendations to the Board as to the reappointment or appointment of the external auditors of the Company to be proposed in the Company's proxy circular for shareholder approval and shall have authority to terminate the external auditors. In performing this oversight and review, the Committee will:
 - i. At least annually, obtain and review a report by the external auditors describing (A) the external auditors' internal quality control procedures; (B) any material issues raised by the most recent internal quality control review, or peer review, of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues; and (C) (to assess the auditors' independence) all relationships between the external auditors and the Company;
 - ii. Take into account the opinions of management; and
 - iii. Review and evaluate the Lead Partner of the external auditors.
- (b) review the reasons for any proposed change in the external auditors of the Company which is not initiated by the Committee or Board and any other significant issues related to the change, including the response of the incumbent auditors, and enquire as to the qualifications of the proposed replacement auditors before making its recommendation to the Board;
- (c) approve the annual audit plan, terms of engagement and the compensation to be paid by the Company to the Company's external auditors;
- (d) review the independence of the Company's external auditors, including a written report from the external auditors respecting their independence and consideration of applicable auditor independence standards;
- (e) adopt policies and procedures for the pre-approval of all audit and permitted non-audit services to be provided to the Company or any of its affiliates by the external auditors or any of their affiliates, subject to any de minimus exception allowed by applicable law; the Committee may delegate to one or more designated members of the Committee the authority to grant pre-approvals required by this subsection;
- (f) review the disclosure with respect to its pre-approval of audit and non-audit services provided by the Company's external auditors;
- (g) approve any hiring by the Company or its subsidiaries of employees or former employees of the Company's external auditors;
- (h) review a written or oral report describing:
 - i. critical accounting policies and practices to be used in the Company's annual audit,
 - ii. alternative treatments of financial information within generally accepted accounting principles that have been discussed with the Company's management and that are significant to its consolidated financial statements, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors, and
 - iii. other material written communication between the Company's external auditors and the Company's management, such as any management letter or schedule of unadjusted differences;
- (i) review with the external auditors and the Company's management the general audit approach and scope of proposed audits of the consolidated financial statements of the Company, the objectives, staffing, locations, co-ordination and reliance upon the Company's management in the audit, the overall audit plans, the audit procedures to be used and the timing and estimated budgets of the audits;
- (j) if a review engagement report is requested of the external auditors, review such report before the release of the Company's interim consolidated financial statements;
- (k) discuss with the external auditors any difficulties or disputes that arose with the Company's management during the course of the audit, any restrictions on the scope of activities or access to requested information and the adequacy of the Company's management's responses in correcting audit-related deficiencies;

II. Financial Disclosure

- (a) review with the external auditors and the Company's management:
 - i. the Company's audited consolidated financial statements and the notes and Managements' Discussion and Analysis relating to such consolidated financial statements, the annual report, the annual information form, the financial

- information of the Company contained in any prospectus or information circular or other disclosure documents or regulatory filings, or any other disclosures relating to financial information of the Company, the recommendations for approval of these documents from the CEO and CFO of the Company and based on such recommendations provide, where applicable, its own recommendations to the Board for their approval and release to the public;
- ii. the Company's interim consolidated financial statements and the notes and Managements' Discussion and Analysis relating to such consolidated financial statements and any other disclosures relating to financial information, the recommendations for approval of these documents from the CEO and CFO of the Company and based on such recommendations provide, where applicable, its own recommendations to the Board for their approval and release to the public;
 - iii. the quality, appropriateness and acceptability of the Company's accounting principles and practices used in its financial reporting, changes in the Company's accounting principles or practices and the application of particular accounting principles and disclosure practices by the Company's management to new transactions or events;
 - iv. all significant financial reporting issues and judgments made in connection with the preparation of the Company's consolidated financial statements, including the effects of alternative methods in respect of any matter considered significant by the external auditor within generally accepted accounting principles on the consolidated financial statements;
 - v. the effect of regulatory and accounting initiatives on the Company's consolidated financial statements and other financial disclosures;
 - vi. any reserves, accruals, provisions or estimates that may have a significant effect upon the consolidated financial statements of the Company;
 - vii. the use of special purpose entities and the business purpose and economic effect of off balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Company and their impact on the reported financial results of the Company;
 - viii. any legal matter, claim or contingency that could have a significant impact on the consolidated financial statements, the Company's compliance policies and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Company's consolidated financial statements;
 - ix. any disclosures concerning any weaknesses or any deficiencies in the design or operation of internal controls or disclosure controls made to the Committee by the CEO and CFO during their certification process in documents filed with applicable securities regulators;

- x. review the treatment for financial reporting purposes of any significant transactions that are not a normal part of the Company's operations;
 - xi. the use of any "pro forma" or "adjusted" information not in accordance with generally accepted accounting principles;
- (b) review and resolve disagreements between the Company's management and its external auditors regarding financial reporting or the application of any accounting principles or practices;
 - (c) receive from the CEO and the CFO of the Company a certificate certifying in respect of each annual and interim report the matters such officers are required to certify in connection with the filing of such reports under applicable securities laws;
 - (d) review and discuss with management the Company's guidelines and policies with respect to risk assessment and the Company's major financial and business risk exposures and the steps taken to monitor and control such exposures;
 - (e) review earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Company gives earning guidance (if applicable);
 - (f) receive quarterly a report from the Company's internal auditor (if applicable).

III. Insurance

- (a) review periodically insurance programs relating to the Company and its investments;

IV. Internal Audit

- (a) review periodically management's decision related to the need, scope and sourcing for an internal audit function.

V. Internal Controls

- (a) review the adequacy and effectiveness of the Company's internal accounting and financial controls based on recommendations from the Company's management and the external auditors for the improvement of accounting practices and internal controls;
- (b) oversee compliance with internal controls and the Code of Business Conduct, particularly as it relates to financial reporting;
- (c) review and approve the expense accounts of the Chair of the Board. This function may be delegated to the Chair of the Committee.

VI. Compliance

- (a) review with the Company's Chief Financial Officer, other members of management and the external auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports, which raise material issues regarding the Company's financial statements or accounting policies;

- (b) review with the Company's external legal counsel matters that may have a material impact on the financial statements or accounting policies;
- (c) establish procedures for:
 - i. the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters;
 - ii. the confidential, anonymous submission by employees of the Company with concerns regarding any accounting or auditing matters.
- (d) on an annual basis review compliance with the Disclosure Policy of the Company; and
- (e) on a periodic basis, review reports on the Company's information technology systems that support the financial reporting process, including a periodic review of cybersecurity risk.

VII. Other Items

- (a) on an annual basis review and assess Committee member attendance and the Committee's performance and report thereon to the Board and review this Charter and, if required implement amendments to this Charter;
- (b) review, as required, any claims of indemnification pursuant to the by-laws of the Company;
- (c) on a quarterly basis review any related party transactions and the development of policies and procedures related to those transactions;

APPENDIX B

POSITION DESCRIPTION – AUDIT COMMITTEE CHAIR

The Chair of the Audit Committee of Melcor Developments Ltd. has the duties and responsibilities described below:

- Provide overall leadership to facilitate the effective functioning of the Committee, including:
 - Overseeing the structure, composition, membership and activities delegated to the Committee;
 - Chairing every meeting of the Committee and encouraging free and open discussion at meetings of the Committee;
 - Setting the agenda for Committee meetings with input from Committee members and management as appropriate;
 - Facilitate the timely distribution of meeting materials and minutes;
 - encouraging Committee members to ask questions and express viewpoints during meetings; and
 - taking all other reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its Charter, are well understood by the Committee members and executed as effectively as possible.
- Foster ethical and responsible decision making by the Committee and its individual members;
- Encourage the Committee to meet in separate, regularly scheduled in camera sessions with the independent auditors, without the presence of management; and.
- Following each meeting of the Committee, report to the Board of Directors on the activities, decisions and recommendations of the Committee.