

MADISON PACIFIC PROPERTIES INC.

INFORMATION CIRCULAR

as at January 6, 2025 unless otherwise noted

SOLICITATION OF PROXIES

This Information Circular is furnished in connection with the solicitation of proxies by the management of Madison Pacific Properties Inc. (“Madison Pacific” or the “Company”) for use at the Annual General Meeting of the shareholders of the Company (the “Meeting”) to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof. The solicitation will be by mail and possibly supplemented by telephone, electronic mail or other personal contact to be made without special compensation by regular officers and employees of the Company. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. The Company does not reimburse shareholders, nominees or agents for the costs incurred in obtaining from their principals authorization to execute forms of proxy.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors and/or officers of the Company, and are proxyholders nominated by management. **A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the nominees of management named in the enclosed instrument of proxy. To exercise this right, a shareholder must insert the name of his nominee in the blank space provided on the proxy.** A proxyholder need not be a shareholder of the Company.

A form of proxy will only be valid if it is duly completed and signed and dated then deposited to the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 9th Floor, Toronto Ontario, by the method set out in the form of proxy. In all cases, proxies are to be received, at least 48 hours, excluding Saturdays, Sundays and holidays, prior to the commencement of the Meeting or any adjournment thereof.

An instrument of proxy must be signed by the shareholder or by his attorney in writing, or, if the shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A proxy may be revoked by:

- (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid; or
- (b) signing and dating a written notice of revocation (in the same manner as the proxy is required to be executed, as set out in the notes to the proxy) and either delivering the same to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof at which the proxy is to be used, or to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

If a shareholder specifies a choice with respect to any matter to be acted upon, the shares represented by proxy will be voted or withheld from voting by the proxyholder in accordance with those instructions on any ballot that may be called for. In the enclosed form of proxy, in the absence of any instructions in the proxy, it is intended that such shares will be voted by the proxyholder, if a nominee of management, in favour of the motions proposed to be made at the Meeting as stated under the headings in the Notice of Meeting to which this Information Circular is attached and in particular, in favour of the nominees for the election of directors, in favour of the appointment of auditors, and in favour of the approval of unallocated stock options issuable pursuant to the Company's Share Option Plan, as set forth herein. If any amendments or variations to such matters, or any other matters, are properly brought before the Meeting, the proxyholder, if a nominee of management, will exercise its discretion and vote on such matters in accordance with its best judgement.

At the time of printing this Information Circular, management of the Company is not aware that any amendments or variations to existing matters or new matters are to be presented for action at the Meeting.

The instrument of proxy enclosed, when properly signed and deposited, confers discretionary authority on proxyholders other than the nominees of management named in the instrument of proxy with respect to the matters identified herein, amendments or variations to those matters, or any other matters which may properly be brought before the Meeting. To enable the proxyholder to exercise its discretionary authority, a shareholder must insert the name of its nominee in the space provided in the form of proxy.

NON-REGISTERED SHAREHOLDERS

Only registered holders of Class B Voting Common Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of Madison Pacific are "non-registered" shareholders because the Class B Voting Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank, or trust company through which they purchased the shares or a clearing agency. More particularly, a person is not a registered shareholder in respect of Class B Voting Common Shares which are held on behalf of that person (the "Non-Registered Holder") but which are registered either: (a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the Class B Voting Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("CDS")) of which the Intermediary is a participant. Madison Pacific has two kinds of Non-Registered Holders - those who have given permission to their Intermediary to disclose their ownership information, otherwise referred to as "non-objecting beneficial owners", and those who have objected to their Intermediary's disclosure of this information, otherwise referred to as "objecting beneficial owners". As allowed under Canadian provincial securities laws, Madison Pacific has obtained a list of non-objecting beneficial owners from Intermediaries and has used that list to distribute proxy-related materials directly to non-objecting beneficial owners. Madison Pacific is not sending proxy-related materials using notice-and-access procedures.

Non-objecting beneficial owners will receive a voting instruction form from Computershare Investor Services Inc. Objecting beneficial owners will receive a voting instruction form from its Intermediary.

The voting instruction form is similar to the proxy that Madison Pacific provided to registered shareholders; however, its purpose is limited to instructing the Intermediary or clearing agency, as the registered shareholder, on how to vote. No person will be admitted at the Meeting to vote by presenting a voting

instruction form.

To vote using the voting instruction form, Non-Registered Holders should complete and return the voting instruction form in accordance with its instructions.

To vote in person at the Meeting, Non-Registered Holders must instruct Computershare Investor Services Inc. if they are a non-objecting beneficial owner, or their Intermediary if they are an objecting beneficial owner, to be appointed as proxyholder.

Securities legislation allows a non-objecting beneficial owner to submit to Madison Pacific or its Intermediary any document in writing that requests that such non-objecting beneficial owner or its nominee be appointed as proxyholder. If such a request is received, Madison Pacific or the Intermediary, as applicable, must arrange, without expense to the non-objecting beneficial owner, to appoint such non-objecting beneficial owner or its nominee as a proxyholder and to deposit that proxy within the time specified in this Information Circular, provided that Madison Pacific or the Intermediary receives such written instructions at least one business day prior to the time at which proxies are to be submitted for use at the Meeting. Accordingly, any such request must be received at least 72 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof.

Madison Pacific does not intend to pay for Intermediaries to forward to objecting beneficial owners the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and an objecting beneficial owner will not receive those materials unless the objecting beneficial owner's Intermediary assumes the cost of delivery.

If Non-Registered Holders have any questions, they should contact Computershare Investor Services Inc. if they are a non-objecting beneficial owner, or their Intermediary if they are an objecting beneficial owner.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Only those holders of record of Class B Voting Common Shares on January 6, 2025, will be entitled to vote at the Meeting or any adjournment thereof, in person or by proxy. On January 6, 2025, 7,355,420 Class B Voting Common Shares were issued and outstanding, each share carrying the right to one vote. The authorized share capital of Madison Pacific consists of an unlimited number of Class A Preferred Shares without par value, issuable in series, an unlimited number of Class B Voting Common Shares without par value (the "Class B Shares"), an unlimited number of Class C Non-Voting Shares without par value (the "Class C Shares") and an unlimited number of Old Common Shares without par value.

Certain of the share rights are summarized in Appendix B to this Information Circular.

To the knowledge of the directors and senior officers of the Company, only the following shareholders beneficially own, or controls or directs, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding Class B Shares:

Name of Shareholder	Number of Class B Shares	Percentage of Issued and Outstanding Voting Shares
Madison Venture Corporation ⁽¹⁾	3,621,526	49.2%
Delcor Holdings Ltd. ⁽¹⁾	912,946	12.4%
Raymond Heung ⁽²⁾	790,507	10.7%

(1) Madison Venture Corporation and affiliates own 24,914,184 Class C Shares, Delcor Holdings Ltd. and affiliates owns 13,152,446 Class C Shares.

(2) Raymond Heung owns the Class B Shares through Vanac Development Corp., a company in which Raymond Heung exercises control or direction over. Raymond Heung owns or exercises control and direction over 4,770,317 Class C Shares.

The above information is based on public filings by the shareholders.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Company for the year ended August 31, 2024, together with the auditor's report thereon (the "Financial Statements"), will be presented to shareholders at the Meeting. The Financial Statements are being mailed to shareholders of record with this Information Circular. Copies of the Financial Statements, Notice of Meeting, Information Circular and Proxy will also be available from the Company's Registrar and Transfer Agent, Computershare Trust Company of Canada, 100 University Avenue, 9th Floor, Toronto, Ontario M5J 2Y1 prior to the Meeting.

ELECTION OF DIRECTORS

The Board of Directors presently consists of five directors. The term of office for persons elected at the Meeting will expire at the next Annual General Meeting of shareholders of the Company, unless a director resigns or is otherwise removed in accordance with the by-laws of the Company or the *Canada Business Corporations Act* (the "CBCA").

The persons named below will be presented at the Meeting for election as directors as nominees of management, and the persons named in the enclosed instrument of proxy intend to vote for the election of these nominees. It is not contemplated that any of the nominees will be unable to serve as a director, however should that occur for any reason prior to the Meeting, the persons named in the enclosed instrument of proxy reserve the right to vote for other nominee(s), at their discretion.

The following table sets out the names of the persons to be presented for election as director as nominees of management, all other positions and offices with the Company now held by them, their principal occupation or employment, the year in which they became a director of the Company and the number of Class B Shares beneficially owned, or controlled or directed, directly or indirectly, by each of them, if any, as at the date hereof:

Name of Nominee and Present Position With the Company	Principal Occupation During the Past Five Years	Year First Became a Director	No. of Class B Shares Beneficially Owned
JOHN DELUCCHI ⁽⁵⁾ British Columbia President and Chief Executive Officer and Chairman of the Board and Director	President and Chief Executive Officer since July 17, 2023, President and Chief Executive Officer of Madison Venture Corporation (a diversified holding company) since April 6, 2020, Partner at PricewaterhouseCoopers LLP from 1999 to 2020	2021	Nil
MICHAEL W. DELESALLE ^{(1),(2),(3),(4)} British Columbia Director	President of Delcor Holdings Ltd. (a diversified holding company)	2000	925,099 ⁽⁴⁾
SAM GRIPPO ^{(2),(3),(5)} British Columbia Director	Chairman of the Board of Madison Venture Corporation (a diversified holding company)	1998	26,880
MARK E. ELLIOTT ^{(1),(2),(3)} British Columbia Lead Director	Independent consultant from July 1, 2012	2013	Nil
JONATHAN H. B. REES ^{(1),(5)} British Columbia Director	Principal at PCRE Group	2019	3,488

(1) Member of the Audit Committee.

(2) Member of the Corporate Governance Committee.

(3) Member of Nominating Committee.

(4) Mr. Delesalle is the President of Delcor Holdings Ltd. which owns or controls 912,946 Class B Shares. Mr. Delesalle exercises control or direction over these shares.

(5) Member of the Compensation Committee.

Unless otherwise stated, each of the above-named nominees has held the principal occupation or employment indicated for the past five years.

The above information has been furnished by the respective directors individually.

Majority Voting for Directors

Under the CBCA provisions for uncontested director elections, shareholders will be allowed to vote “for” or “against” each nominee for the Board of Directors (as opposed to “for” or “withhold”). If a nominee does not receive a majority of the votes cast for their election, the nominee will not be elected and that director position will remain open or, in the case of an incumbent director, such director may continue in office until the earlier of (i) the 90th day after the election, or (ii) the day on which their successor is appointed or elected.

STATEMENT ON CORPORATE GOVERNANCE AND DIVERSITY DISCLOSURE

The Company is committed to ensuring that the Company has an effective corporate governance system. The Company’s current governance practices pursuant to National Instrument 58-101 are specifically set out in Appendix A to this information circular in the form required by Form 58-101F1. Appendix A also includes the diversity disclosure required pursuant to section 172.1 of the CBCA.

The following information highlights the structures and processes of corporate governance at the Company.

Mandate of the Board

The mandate of the board of directors of the Company (the “Board”) is to supervise the management of the business and affairs of the Company. In fulfilling its mandate, the Board as a whole oversees the development and application of policies regarding corporate governance and dealing with corporate governance issues, and is responsible for:

- (a) adoption of a strategic planning process for the Company;
- (b) identification of the principal risks of the Company's business and ensuring the implementation of the appropriate systems to manage these risks;
- (c) succession planning for the Company, including identifying, appointing, training and monitoring senior management;
- (d) overseeing the integrity of the Company's internal controls and management information systems; and
- (e) maintaining a continuing dialogue with management in order to ensure the ability to respond to changes, both internal and external, which may affect the Company and its business operations from time to time.

Composition of the Board

All of the Directors, with the exception of the President and Chief Executive Officer and the Chairman of the Board, are unrelated Directors. Independence of the Board from management is enhanced in that the Lead Director, Mark Elliott, is an unrelated Director.

Board Effectiveness

The Governance Committee oversees the corporate governance processes at the Company which include the manner in which the Board should operate. The nature and format of information provided to the Board by management is reviewed. At the Board's regularly scheduled meetings, the Directors review management's significant operational plans, initiatives and activities, as well as systems related to the identification and control of principal business risks. Unrelated Directors hold discussions completely independent of management as required. The Board of Directors met 4 times during the year ended August 31, 2024.

Committees of the Board of Directors

The Board has established an Audit Committee, a Corporate Governance Committee, a Nominating Committee, and a Compensation Committee.

Board Authority and Delegation

The Directors have reserved approval for all matters other than certain authorization and approval levels delegated to management. All Committees make recommendations which are presented to the Board for approval. The composition and mandates of each of these Board Committees are outlined as follows:

Audit Committee

The Audit Committee reviews the annual financial statements of the Company and certain other public disclosure documents required by regulatory authorities, including news releases disclosing financial results, and makes recommendations to the Board with respect to such statements and documents. The Committee also makes recommendations to the Board regarding the appointment of independent auditors, meets independently with the auditors to review the nature and scope of the annual audit as proposed by the auditors and management, and reviews with management the risks inherent in the Company's business and risk management programs relating thereto. The Audit Committee also reviews with the auditors and management the adequacy of the internal accounting control procedures and systems within the Company. The Audit Committee is composed of three non-related members of the Board.

Further information concerning the Audit Committee is set out in the section entitled "Audit Committee" in the Company's current Annual Information Form.

Corporate Governance Committee and Nominating Committee

The mandate of the Corporate Governance Committee is the general responsibility for developing the Company's approach to governance issues. The Committee is responsible for assessing directors on an ongoing basis, for assessing the effectiveness of the Board as a whole and the contribution of individual directors. The Corporate Governance Committee is composed of three members of the Board, all of which are non-related members. The Nominating Committee is a subset of the Corporate Governance Committee and is composed entirely of the non-related members of the Board and is responsible for nominating persons for election or appointment as directors.

Compensation Committee

For particulars of the composition and functions of the Compensation Committee, see “Executive Compensation”.

Decisions Requiring Prior Board Approval

In addition to matters which must either by law or by the by-laws of the Company be approved by the Board, management is required to seek Board approval for major transactions.

New Directors

It is the Board's intention that as and when a new nominee for election or appointment is identified, it will ensure that a full program of orientation and education is provided for the nominee, including (but not limited to) provision of a complete corporate history, including copies of past minutes of Board meetings, as well as information regarding the Company's business and operations.

EXECUTIVE COMPENSATION

Report on Executive Compensation

The Compensation Committee is responsible for reviewing executive compensation for the President and CEO and other senior officers and providing recommendations to the Board for approval. The Compensation Committee considers implications of the risks associated with the Corporation's compensation policies and practices as part of its responsibilities to review and recommend the compensation policies and practices of the Corporation. The Compensation Committee consists of two independent directors, Sam Grippo and Jonathan Rees and one non-independent director, John DeLucchi. Sam Grippo, Jonathan Rees and John DeLucchi have experience with the operations and management of various businesses including matters of compensation. The Committee members have experience in assessing survey and other compensation data and criteria relevant to discharging the Committee mandate and their roles on such Committee. To ensure the objective process for determining such compensation, John DeLucchi does not participate in Committee discussions or decisions relating to his own compensation.

Executive compensation currently has three principal components: salary, bonus and the granting of share options. Each executive is paid compensation that is competitive within the marketplace and the salary is reviewed and approved on an annual basis by the Compensation Committee and the Board. Bonuses, if applicable are determined by the Compensation Committee and the Board. The amount of the bonus is based on management performance of the executive.

The Company adopted a formal share option plan effective January 1, 2019 (the “Share Option Plan”). As of the date hereof, no options have been granted under the Share Option Plan. The Company did not retain the services of a compensation consultant in fiscal 2024. The Compensation Committee and the Board do not use specific benchmarks in determining executive compensation, but rely on members of the Compensation Committee and the Board who have significant experience in the real estate industry and with companies similar to the Company.

Compensation Risks

The Board has considered the implications of the risks associated with the Company's compensation policies and practices. The Board considered risk throughout the Company's annual compensation review process. The Board did not identify any risks arising from the Company's compensation policies and practices that are reasonably likely to have a material adverse effect on the Company. Practices the Company uses to identify and mitigate compensation policies and practices that could encourage executive officers to take inappropriate or excessive risks include the following:

- (a) a base salary that is competitive within the marketplace and as such does not encourage excessive risk taking; and
- (b) short term incentives based on the achievement of Company and individual goals with no formal objectives or criteria established in advance which would allow the board to reduce or eliminate any short term incentive based on an assessment of the risk assumed to generate financial results.

The Company does not have a formal policy governing whether an officer or director is permitted to hedge against decreases in market value of equity securities held by that officer or director.

Elements of Compensation

A. Base Salary

The Company provides a base salary so that our named executive officers have a regular income to cover day-to-day expenses. The Company believes that competitive salaries are important in attracting and retaining talented executives.

B. Short term incentives

In addition to base salary, the Company provides named executive officers with annual short term incentive awards that are paid as cash bonuses. These awards are based on the achievement of the Company and individual goals. No formal objectives or criteria are established in advance. Short term incentive awards are set on an individual by individual basis based on the Boards' view of what the marketplace offers to individuals of similar roles. The Board determined that our CEO and CFO were entitled to the bonuses set forth in the Summary Compensation Table based on the achievement of performance goals. The former CEO's bonus is reflected as consulting fees in the "All Other Compensation" column of the Summary Compensation Table.

C. Share options and other compensation

In addition to base salary and bonuses, executive officers may receive share options pursuant to the Share Option Plan.

Setting Executive Compensation

The Compensation Committee and the Board are responsible for the administration of the Company’s compensation programs and for setting compensation of named executive officers.

Our CEO is actively engaged in the Company’s compensation programs (other than with respect to his own compensation package). The CEO conducts an annual evaluation and recommends salary adjustments and short term incentive awards. The recommendations may be reviewed and approved by the Compensation Committee and the Board depending on the level of the employee.

Recovery of Compensation

The Company considers it unlikely that misconduct or mistake by the Company or its employees will result in a restatement of its financial statements. The Compensation Committee and the Board have not developed a policy specifying the consequences with respect to past compensation payments or awards if such a restatement occurs. In the event of a restatement, the Compensation Committee and the Board will develop an appropriate response to past compensation payments or rewards.

The following table sets forth the summary of the compensation paid to our current and former Chief Executive Officer, and current Chief Financial Officer (the “Named Executive Officers”). Mr. DeLucchi is not an employee of the Company but provides services as the Chief Executive Officer pursuant to an arrangement agreement between the Company and Madison Venture Corporation. No other executive officers received compensation in excess of \$150,000 in 2024.

Summary Compensation Table

Name and Principal Position	Year ended August 31,	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation		Pension plan (\$)	All Other compensation (\$)	Total compensation (\$)
					Annual incentive plan (\$)	Long-term incentive plan (\$)			
Marvin Haasen <i>Former President and Chief Executive Officer</i>	2023	236,285 ⁽³⁾	Nil	Nil	Nil	Nil	Nil	172,618 ^{(1),(2),(3)}	408,903 ^{(1),(2),(3)}
	2022	263,623	Nil	Nil	Nil	Nil	Nil	169,331 ^{(1),(2)}	432,954 ^{(1),(2)}
John DeLucchi <i>Current President and Chief Executive Officer</i>	2024	480,000 ⁽⁴⁾	-	-	-	-	-	-	480,000 ⁽⁴⁾
	2023	58,064 ^{(4),(5)}	Nil	Nil	Nil	Nil	Nil	Nil	58,064 ^{(4),(5)}
Bernice Yip <i>Current Chief Financial Officer</i>	2024	213,333	-	-	85,000	-	-	14,543 ⁽⁶⁾	312,876 ⁽⁶⁾
	2023	195,133	Nil	Nil	70,000	Nil	Nil	Nil	265,133
	2022	183,600	Nil	Nil	50,000	Nil	Nil	Nil	233,600

⁽¹⁾ Amount includes consulting fees for fiscal 2023 of \$149,342 (2022 – \$144,993) paid or payable to a company controlled by Marvin Haasen.

- (2) Amount includes a retirement allowance for fiscal 2023 of \$12,628 (2022 - \$13,181) and automobile allowance of \$10,648 (2022 - \$11,157).
- (3) Amount relates to compensation paid to the former President and CEO from September 1, 2022 to July 17, 2023.
- (4) Amount relates to compensation paid by Madison Venture Corporation to the current President and CEO for services that the Company has received.
- (5) Amount relates to compensation paid by Madison Venture Corporation to the current President and CEO for services that the Company has received from July 17, 2023, when John DeLucchi was appointed President and CEO, up to the period ended August 31, 2023.
- (6) Amount includes a retirement allowance for fiscal 2024 of \$7,333 and automobile allowance of \$7,210.

The following table sets forth details on outstanding share-based awards and option-based awards as at August 31, 2024:

Table on Outstanding Share-Based Awards and Option-Based Awards

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of share-based awards not paid out or distributed (\$)
John DeLucchi	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bernice Yip	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Table on Incentive Plan Awards-Value Vested or Earned During the Year

Name	Option-based awards-value vested during the year (\$)	Share-based awards-value vested during the year (\$)	Non-equity incentive plan compensation-value earned during the year (\$)
John DeLucchi	Nil	Nil	Nil
Bernice Yip	Nil	Nil	Nil

Compensation of Directors

The following table sets forth the summary of the compensation paid to Directors for the Company's most recently completed financial year:

Directors Compensation Table

Name	Fees earned (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation	Pension value (\$)	All other compensation (\$)	Total (\$)
Peter J. Bonner ⁽¹⁾	15,500	Nil	Nil	Nil	Nil	Nil	15,500
Michael W. Delesalle	17,500	Nil	Nil	Nil	Nil	Nil	17,500
Sam Grippo	16,000	Nil	Nil	Nil	Nil	Nil	16,000
Mark E. Elliott	26,000	Nil	Nil	Nil	Nil	Nil	26,000
Jonathan H. B. Rees	20,250	Nil	Nil	Nil	Nil	Nil	20,250
John DeLucchi	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Amount includes compensation paid from September 1, 2023 to October 22, 2024 as Peter J. Bonner passed away on October 22, 2024.

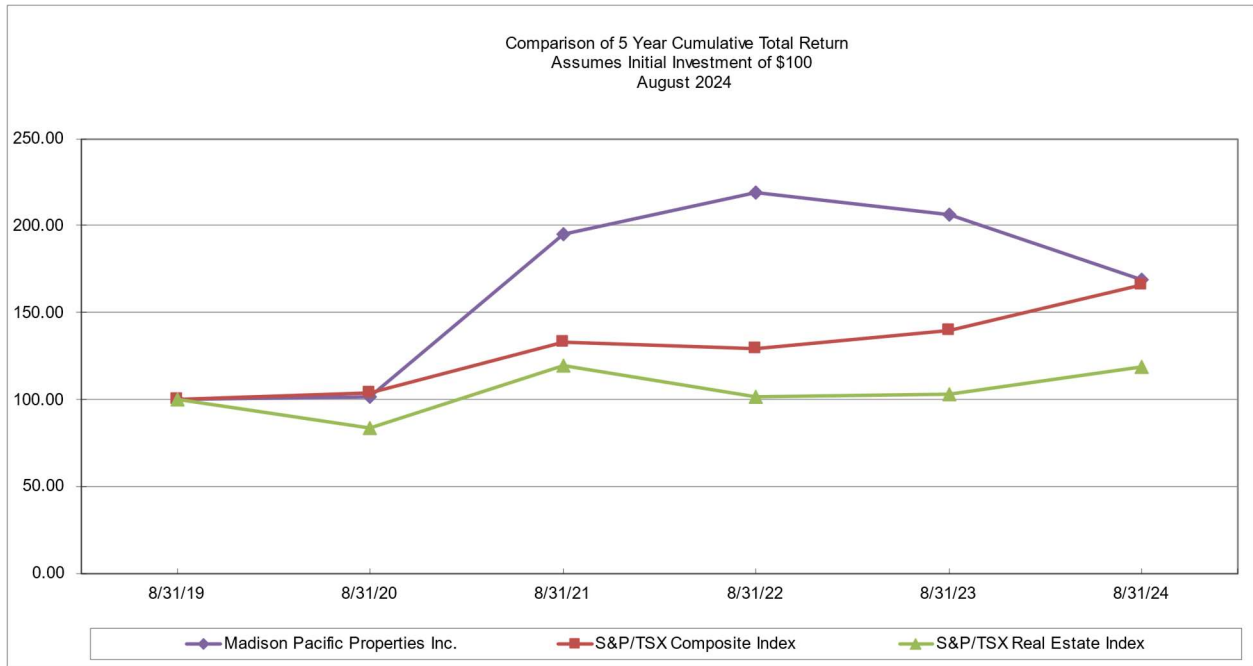
The Compensation Committee has approved that all Board members excluding Named Executive Officers of the Company receive an annual retainer of \$10,000. All Board members receive \$1,500 for each meeting attended. The Chairman of the Board receives \$60,000 per annum for the performance of his duties throughout the year. Members of the Audit Committee excluding the Chairman of the Audit Committee receive a fee of \$1,000 per meeting attended. The Chairman of the Audit Committee receives \$10,000 per annum for the performance of his duties throughout the year. Members of the Corporate Governance Committee receive a fee of \$250 per meeting attended. The Board has approved that the Chairman of the Compensation Committee receives \$5,000 per annum for the performance of his duties throughout the year. All members of the Compensation Committee receive \$1,000 for each meeting attended.

Named Executive Officers who are also Board members do not receive any compensation in their capacity as members of the Board or a committee of the Board.

PERFORMANCE GRAPH

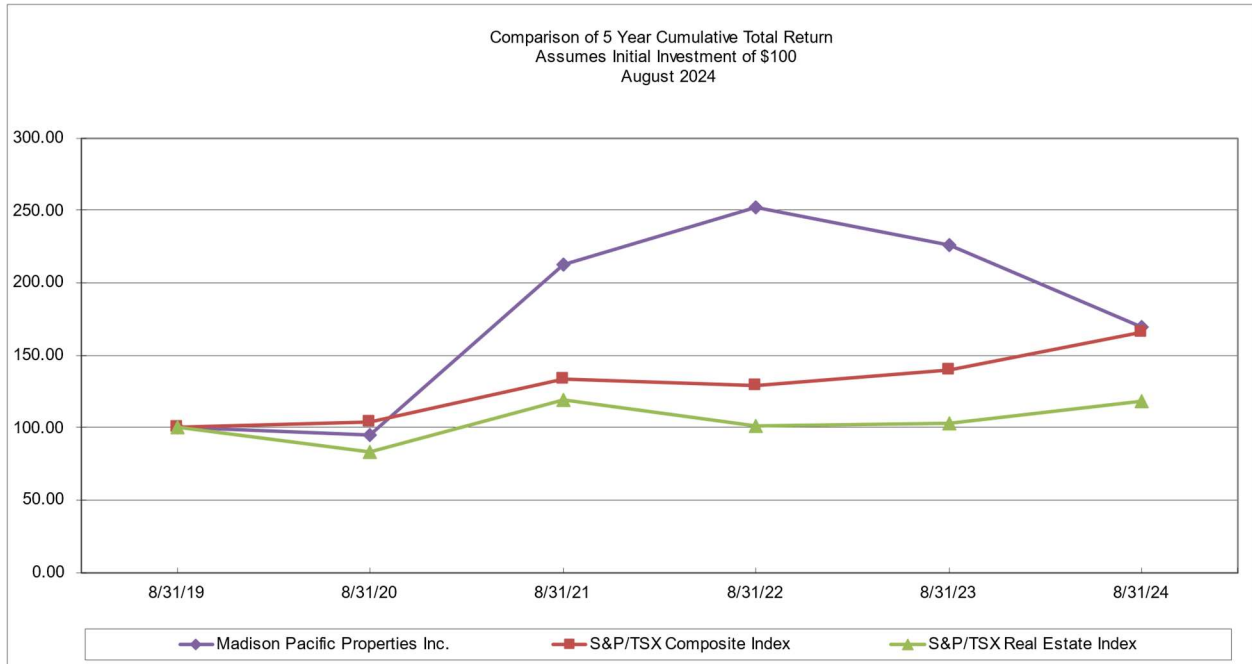
Class B Shares

The following graph compares the cumulative total shareholder return assuming an initial investment of \$100.00 in Class B Shares of the Company on August 31, 2019 and dividends reinvested with the total return index value of the S&P/TSX Composite Index and the TSX Real Estate Index.



Class C Shares

The following graph compares the cumulative total shareholder return assuming an initial investment of \$100.00 in Class C Shares of the Company on August 31, 2019 and dividends reinvested with the total return index value of the S&P/TSX Composite Index and the TSX Real Estate Index.



The compensation of the Named Executive Officers during the above periods was not directly tied to the price of the Class B Shares or Class C Shares. The principal compensation of the Named Executive Officers is composed of a fixed salary and performance components tied to financial, operational, and other goals, which do not necessarily correspond to changes in share price.

APPOINTMENT OF AUDITORS

The Company is proposing to appoint PricewaterhouseCoopers LLP as auditor until the next annual meeting of shareholders of the Company.

Fees paid to Auditors

Fees paid by the Company for audit and other services provided by PricewaterhouseCoopers LLP for 2024 and 2023 were as follows:

Type of Service	Description of Service	Amount (Year ended Aug 31, 2024)	Amount (Year ended Aug 31, 2023)
Audit Fees	For the audit of the Company's annual financial statements	\$148,575	\$169,600
Audit-related Fees	Audit-related fees were for assurance and related services reasonably related to the performance of the annual audit and are not included under "Audit Fees" above	\$27,803	\$16,394
Tax Fees	For advice related to tax compliance and tax planning services	Nil	Nil
All Other Fees	Other assurance services	\$16,853	\$16,050
Total fees		\$193,231	\$202,044

The Audit Committee determined that the provision of the non-audit services described above did not compromise the independence of the auditors for the purposes of performing audit services for the Company.

APPROVAL OF UNALLOCATED STOCK OPTIONS

The Company has in place a Share Option Plan whereby the Company may issue Class B shares equal to 2% of the aggregate outstanding Class B Shares and Class C Shares. The Toronto Stock Exchange ("TSX") requires listed companies to seek shareholder approval of all "rolling" stock option plans on a three-year cycle. Pursuant to TSX requirements, every three years after institution, all unallocated options under any security based compensation arrangement which does not have a fixed maximum number of securities issuable thereunder (commonly referred to as "rolling plans"), must be approved by the majority of the issuer's directors and the issuer's security holders.

Accordingly, at the Meeting, shareholders will be asked to pass a resolution approving all unallocated stock options issuable pursuant to the Share Option Plan. Shareholders are required to approve all unallocated options issuable pursuant to the Share Option Plan in order for subsequent grants under the Share Option Plan to be valid.

The Share Option Plan was approved by the Board of Directors in November 2018 with an effective date of January 1, 2019 and was initially approved by the shareholders on February 21, 2019. The Share Option Plan was last approved by the shareholders on February 24, 2022. No options have been granted under the Share Option Plan. The annual burn rate (as calculated pursuant to the TSX Company Manual) for the Share Option Plan was zero in each of the last three fiscal years.

The Share Option Plan was established to attract and retain key personnel by providing them the opportunity to acquire an equity interest in the Company or other incentive compensation measured by reference to the value of Class B Shares and align the interests of key personnel with those of shareholders of the Company.

The following is a summary of the Share Option Plan.

Number of Shares Reserved

The Share Option Plan reserves Class B Shares equal to 2% of aggregate outstanding Class B Shares and Class C Shares for issuance upon the exercise of share options granted under the Share Option Plan. As at the date of this Information Circular, there were 7,355,420 Class B Shares and 52,107,135 Class C Shares outstanding. Assuming the approval of the unallocated options issuable pursuant to the Share Option Plan at the Meeting, the Company would have the ability to grant up to 1,189,251 options under the Share Option Plan.

Administration

The Share Option Plan is administered by the Board of Directors of the Company or by a Committee of the Board of Directors, to which such authority is delegated by the Board of Directors from time to time.

Eligible Persons

The Share Option Plan provides that stock options may be issued only to executives, employees and outside directors of the Company or of any of its subsidiaries. Such persons and entities are referred to herein as “Eligible Persons”.

Board or Committee Discretion

The Share Option Plan provides that, generally, the number of Class B Shares subject to each option, the exercise price, the expiry time, the extent to which such option is exercisable and other terms and conditions relating to such options shall be determined by the Board of Directors or any Committee to which such authority is delegated by the Board of Directors from time to time.

Limitation on Grant

The number of Class B Shares that may be issued under the Share Option Plan to Insiders (as defined in the TSX Company Manual) within one (1) year, or issuable to Insiders at any time pursuant to the options granted, together with all other Class B Shares that may be issuable under any other security based compensation arrangement (as defined in the rules of the TSX) of the Company, shall not exceed 10% of the outstanding Class B Shares.

Maximum Term of Options

Options granted under the Share Option Plan will be for a term not exceeding five years from the date of grant. Options which may expire during a restricted trading period imposed by the Company in accordance with its policies, will be extended for a period of 10 business days, following the expiry of such restricted trading period.

No Assignment

The options may not be assigned or transferred.

Termination Prior to Expiry

Generally, options must expire and terminate on a date stipulated by the Board of Directors at the time of grant and, in any event, must terminate not later than 90 days following the date on which the option holder ceases to be an Eligible Person unless the termination is by reason of cause in which event the options expire immediately. If an option holder dies or is terminated as a result of disability, the options of the deceased option holder or the disabled option holder will be exercisable by his or her estate for a period not exceeding six months or the balance of the term of the options, whichever is shorter.

Exercise Price

Options granted under the terms of the Share Option Plan will be exercisable at a price which is determined by the Board or the Committee. In no event shall such price be lower than the greater of: (a) the average of the closing price of the Class B Shares on the TSX for the 5 trading days on which the Class B Shares trade on the TSX preceding the grant date and, (b) closing price of the Class B Shares on the TSX for the last day on which the Class B Shares trade on the TSX immediately preceding the grant date.

Full Payment for Shares

The Company will not issue shares pursuant to options granted under the Share Option Plan unless and until the Class B Shares have been fully paid for.

No Financial Assistance

The Company will not provide financial assistance to option holders to assist them in exercising their options.

Termination of Share Option Plan

Subject to any regulatory approvals, the Board or the Committee may terminate or suspend the Share Option Plan.

Vesting

Options granted under the Share Option Plan shall vest as determined by the Board or the Committee and if not so determined shall vest in equal amounts as to 20% on the grant date and thereafter 20% on each of the first, second, third and fourth anniversaries of the grant date.

Amendments

The Board of Directors or the Committee may, at any time, without further approval by the shareholders of the Company, amend the Share Option Plan or any option granted thereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to: (a) amend typographical, clerical and grammatical errors; (b) reflect changes to applicable securities laws or the policies of any exchange on which the Class B Shares are listed; (c) change the termination provisions of options or the Share Option Plan which do not entail an extension beyond the original expiry date; (d)

include the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Share Option Plan reserve; and (e) ensure that the options granted under the Share Option Plan will comply with any provision respecting the income tax and other laws in force in any country or jurisdiction of which an option holder to whom an option has been granted may from time to time be resident or a citizen.

Only with the approval of the holders of Class B Shares, obtained in the manner required by the TSX and any other stock exchange on which the Shares are listed, but subject to applicable provisions in the Share Option Plan, the Board may make any material amendments to the Share Option Plan or any options granted as: (a) any increase in the number of Class B Shares reserved for the grant of options; (b) any change to the eligible participants which would have the potential of broadening or increasing the participation by Insiders; (c) the addition of any form of financial assistance or any amendment to any financial assistance provided under the Share Option Plan with respect to the exercise of options, which is more favourable to option holders; (d) the addition of a deferred or restricted share unit or any other provision which results in an option holder receiving Class B Shares issued by the Company, while no cash consideration is received by the Company; (e) a material change in the method of determining the exercise price; (f) the addition of any right permitting the change of the exercise price of any options outstanding; (g) an expansion of the type of awards available under the Share Option Plan in a material manner; (h) any amendment to extend the time at which an option terminates pursuant to the terms of the Share Option Plan to a date that is beyond the original expiration date of an option; (i) any amendment to permit the transfer or assignment of an option in circumstances other than by will or by the applicable laws of succession and devolution; or (j) any amendment to this amending provision of the Share Option Plan.

Resolution for Approval of the Unallocated Stock Options

Management is recommending that shareholders approve the unallocated stock options issuable pursuant to the Share Option Plan at the Meeting. The Company intends for the Share Option Plan to be used as a major compensation tool used to recruit, retain and incentivize management, employees and outside directors. Under the Share Option Plan, up to 2% in aggregate of the outstanding Class B Shares and Class C Shares will be available to issue as options. As of the date of this Information Circular, no options have been granted under the Share Option Plan.

As at January 6, 2025, the Company had 7,355,420 Class B Shares and 52,107,135 Class C Shares outstanding. The Share Option Plan would allow 1,189,251 Class B Shares to be granted as options.

Under the TSX policies, a rolling stock option plan must be reapproved and ratified by shareholders every three years after institution.

At the Meeting, the shareholders will be asked to pass an ordinary resolution, with or without amendment, to approve all unallocated stock options issuable pursuant to the Share Option Plan. The following is the text of the resolution to be considered by the shareholders at the Meeting:

“BE IT RESOLVED that:

1. All unallocated stock options issuable under the Company’s Share Option Plan dated effective January 1, 2019 be approved and authorized until the third anniversary of the adoption of this resolution by the shareholders of the Company, being February 20, 2028.
2. Any one or more directors or officers of the Company, are hereby authorized to execute and deliver, whether under corporate seal or otherwise, all agreements, instruments, notices, consents, acknowledgements, certificates and other documents (including any documents required under applicable laws or regulatory policies), and to perform and do all such other acts and things, as may such director or officer in his or her discretion may consider to be necessary or advisable from time to time in order to give effect to this resolution.”

Approval by the Shareholders

The approval of the unallocated stock options issuable pursuant to the Share Option Plan by the Class B shareholders, for the purpose of the issue of Class B Shares from treasury is required under the rules, regulations and policies of the TSX. To pass, this resolution must be approved by a simple majority of more than 50% of the votes cast by the shareholders who are present in person or represented by proxy at the Meeting. If the Class B shareholders do not approve the resolution, the Company will no longer have the ability to grant options under the Share Option Plan.

The Board of Directors unanimously recommends that the Class B shareholders vote IN FAVOUR of the above resolution at the Meeting. The persons named in the enclosed form of proxy will vote IN FAVOUR of the above resolution, unless a shareholder has specified in the proxy that his or her Class B Shares are to be voted against such matter.

EQUITY COMPENSATION PLANS

Effective January 1, 2019, the Company implemented the Share Option Plan. See description under “Approval of Unallocated Stock Options” above.

The following table sets out equity compensation plan information as at the end of the financial year ended August 31, 2024:

Equity Compensation Plan Information

	Number of shares to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of shares remaining available for future issuance under equity compensation plans (excluding outstanding options)
Equity compensation plans approved by shareholders	Nil	N/A	1,189,251
Equity compensation plans not approved by shareholders	Nil	N/A	Nil
Total	Nil	N/A	1,189,251

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

None of the directors or senior officers of the Company or any subsidiary thereof, or any associate or affiliate of the above, is or has been indebted to the Company at any time since the beginning of the last financial year of the Company.

INTERESTS OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, none of the directors or senior officers of the Company, or any subsidiary thereof, or any proposed management nominee for election as director, or any associate or affiliate of the above, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in any matter to be acted upon at the meeting, other than the election of directors.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

None of the directors or senior officers of the Company, or any subsidiary thereof, or proposed nominees for election as a director of the Company, or any shareholder owning 10% or more of the outstanding voting shares of any associate or affiliate of the above, has or has had any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction during the past year, or in any proposed transaction, which has materially affected or will materially affect the Company except as described in note 17 to Madison Pacific Properties Inc.'s 2024 consolidated financial statements, a copy of which is available on SEDAR+ at www.sedarplus.ca.

PARTICULARS OF MATTERS TO BE ACTED UPON

The management of the Company knows of no matters to come before the Meeting other than as set forth above and in the Notice of Meeting accompanying this Information Circular. Should any other matters properly come before the Meeting, the shares represented by the proxy solicited hereby will be voted on such matters in accordance with the best judgement of the persons voting the proxy.

DIRECTORS AND OFFICERS LIABILITY INSURANCE

The Company and its subsidiaries have Directors' and Officers' liability insurance including corporate indemnity providing a total of \$10,000,000 coverage for both Directors and Officers as a group. The Company indemnifies, subject to applicable law, all Directors and Officers and is liable in respect of Directors and Officers for the \$15,000 retention. Premium payments totaling \$28,975 were made by the Company for the period May 31, 2024 to May 31, 2025.

SHAREHOLDER PROPOSALS

Shareholder proposals to be considered at the next annual general meeting of shareholders must be received at the head office of the Company between September 23, 2025 and November 21, 2025 to be included in the management proxy circular for such annual meeting. However, shareholders are cautioned that as the Company has changed its year-end to December 31 effective December 31, 2024, it anticipates sending materials for its next annual general meeting well before those dates, in the first half of calendar year 2025.

ADDITIONAL INFORMATION

Additional financial information, including audited consolidated financial statements for the year ended August 31, 2024 and Management Discussion and Analysis may be found on SEDAR+ at www.sedarplus.ca

Additional copies of this Information Circular and the materials listed in the preceding paragraphs of this section can be obtained upon request from the Secretary of Madison Pacific Properties Inc., 389 West 6th Avenue, Vancouver, British Columbia, V5Y 1L1.

THE CONTENTS AND SENDING OF THIS INFORMATION CIRCULAR HAVE BEEN APPROVED BY THE BOARD OF DIRECTORS OF MADISON PACIFIC PROPERTIES INC.

DATED at Vancouver, British Columbia on the 6th day of January, 2025.

MADISON PACIFIC PROPERTIES INC.

“John DeLucchi”

John DeLucchi
President, Chief Executive Officer, and
Chairman of the Board

APPENDIX A

STATEMENT OF CORPORATE GOVERNANCE PRACTICES AND CBCA DIVERSITY DISCLOSURE

The Company seeks to attain high standards of corporate governance. The Board of Directors has carefully considered the Corporate Governance Guidelines set forth in National Policy 58-201 (the “Guidelines”). A description of the Company's corporate governance practices is set out below in response to the requirements of National Instrument 58-101 “Disclosure of Corporate Governance Practices” and the diversity disclosure requirements under section 172.1 of the CBCA.

Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure	The Company's Practices
1. Board of Directors -	
(a) Disclose the identity of directors who are independent.	The Board of Directors is currently comprised of five persons. The independent directors are Michael W. Delesalle, Sam Grippo, Mark E. Elliott, and Jonathan H. B. Rees.
(b) Disclose the identity of directors who are not independent, and describe the basis for that determination.	The only director who is not independent is John DeLucchi, who is the President and Chief Executive Officer of the Company.
(c) Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the board of directors (the board) does to facilitate its exercise of independent judgment in carrying out its responsibilities.	The majority of the Board members are independent directors.
(d) If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	Sam Grippo is a director of Glacier Media Inc.
(e) Disclose whether or not the independent directors hold regularly scheduled meetings at which members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held during the preceding 12 months. If the independent directors do not hold such meetings, describe what the board does to facilitate open and candid discussion among its independent directors.	The independent directors hold regularly scheduled meetings at which members of management are not in attendance. Independent directors communicate with each other on an informal basis several times during the year. The Audit Committee meets without members of management in attendance.

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>														
<p>(f) Disclose whether or not the chair of the board is an independent director. If the board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the board has neither a chair that is independent nor a lead director that is independent, describe what the board does to provide leadership for its independent directors.</p>	<p>The Chairman of the Board, John DeLucchi, is not an independent director. To enhance the independence of the Board, an independent member Mr. Mark E Elliott, acts as the Lead Director. Mr. Elliott may call meetings of the independent directors and will preside at such meetings. Mr. Elliott takes the lead role in communicating any feedback to the Chairman, as appropriate. Mr. Elliott also communicates with the independent directors between meetings when appropriate. Mr. Elliott is generally responsible for overseeing the Board in carrying out its responsibilities, including overseeing that these responsibilities are carried out independently of management.</p> <p>The Lead Director regularly reviews with the Corporate Governance Committee, the size and composition of the Board and its committees to ensure efficient decision-making. The Lead Director also acts as a liaison between the Board and management, which involves working with the Chairman and Chief Executive Officer.</p>														
<p>(g) Disclose the attendance record of each director for all board meetings held since the beginning of the issuer's most recently completed financial year.</p>	<table border="0"> <thead> <tr> <th align="left"><u>Director</u></th> <th align="right"><u>Meetings attended</u></th> </tr> </thead> <tbody> <tr> <td>Michael Delesalle</td> <td align="right">5/5</td> </tr> <tr> <td>Sam Grippo</td> <td align="right">5/5</td> </tr> <tr> <td>Peter Bonner</td> <td align="right">4/4</td> </tr> <tr> <td>Mark Elliott</td> <td align="right">5/5</td> </tr> <tr> <td>Jonathan Rees</td> <td align="right">5/5</td> </tr> <tr> <td>John DeLucchi</td> <td align="right">5/5</td> </tr> </tbody> </table>	<u>Director</u>	<u>Meetings attended</u>	Michael Delesalle	5/5	Sam Grippo	5/5	Peter Bonner	4/4	Mark Elliott	5/5	Jonathan Rees	5/5	John DeLucchi	5/5
<u>Director</u>	<u>Meetings attended</u>														
Michael Delesalle	5/5														
Sam Grippo	5/5														
Peter Bonner	4/4														
Mark Elliott	5/5														
Jonathan Rees	5/5														
John DeLucchi	5/5														
<p>2. Board Mandate –</p>															
<p>(a) Disclose the text of the board's written mandate. If the board does not have a written mandate, describe how the board delineates its role and responsibilities.</p>	<p>The Board of Directors does not have a written mandate.</p> <p>The Board of Directors assumes responsibility for the stewardship of the Company and the enhancement of shareholder value. This mandate specifically includes identification and management of risks, strategic planning, succession planning, director nominations and governance. Responsibility for day-to-day operations is delegated to management with the Board retaining responsibility for evaluating management's</p>														

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
	<p>performance. Management is required to seek Board approval for major transactions.</p>
<p>3. Position Descriptions –</p>	
<p>(a) Disclose whether or not the board has developed written position descriptions for the chair and the chair of each board committee. If the board has not developed written position descriptions for the chair and/or the chair of each board committee, briefly describe how the board delineates the role and responsibilities of each such position.</p>	<p>The Board has not developed a written position description for the Chairman of the Board and the chair of each Board committee.</p> <p>The Chairman of the Board and the Lead Director act as a liaisons between the Board and management.</p>
<p>(b) Disclose whether or not the board and CEO have developed a written position description for the CEO. If the board and CEO have not developed such a position description, briefly describe how the board delineates the role and responsibilities of the CEO.</p>	<p>The CEO has a written position description, which provided that the role and responsibilities of the CEO are to be responsible for management of the Company's strategic and operational agenda, for the execution of the decisions of the Board and for advising the Board on a regular basis as to the results being achieved, and to be presented for approval, alternative plans and strategies, in keeping with evolving business conditions.</p> <p>In addition to those matters which by law must be approved by the Board, the prior approval of the Board, or of a committee of the Board to which approval authority has been delegated by the Board, is required for all matters of policy and all actions proposed to be taken by the Company which are not in the ordinary course of its operations or the approval of which has been delegated. In particular, the Board approves the appointment of all executive officers of the Company and approves all material transactions.</p>
<p>4. Orientation and Continuing Education –</p>	
<p>(a) Briefly describe what measures the board takes to orient new directors regarding:</p> <p>(i) the role of the board, its committees and its directors, and</p> <p>(ii) the nature and operation of the issuer's business.</p>	<p>The Corporate Governance Committee oversees a program of orientation for new directors, with the object of providing new directors with a base for informed decision-making, for meeting duty and care obligations and for fostering a relationship of confidence between new board members and senior management.</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>(b) Briefly describe what measures, if any, the board takes to provide continuing education for its directors. If the board does not provide continuing education, describe how the board ensures that its directors maintain the skill and knowledge necessary for them to meet their obligations as directors.</p>	<p>Senior management makes regular presentations to the Board on the main areas of the Company's business.</p> <p>From time to time, the Board reviews changes, both proposed and implemented, in corporate governance requirements.</p> <p>The Audit Committee is constantly updated on changes in accounting rules and their application to the Company.</p>
<p>5. Ethical Business Conduct –</p>	
<p>(a) Disclose whether or not the board has adopted a written code for its directors, officers and employees. If the board has adopted a written code:</p>	<p>The Company has a written code for ethical business conduct for its employees, officers and directors.</p>
<p>(i) disclose how an interested party may obtain a copy of the written code;</p>	<p>A copy of the Code of Business Conduct and Ethics may be obtained by writing to the Corporate Secretary at the Company's head office in Vancouver, British Columbia.</p>
<p>(ii) describe how the board monitors compliance with its code, or if the board does not monitor compliance, explain whether and how the board ensures compliance with its code; and</p>	<p>Each Board member and employee is required to annually confirm that he or she has complied with the Code of Business Conduct and Ethics.</p>
<p>(iii) provide a cross-reference to any material change report(s) filed within the preceding 12 months that pertains to any conduct of a director or executive officer that constitutes a departure from the code.</p>	<p>There have been no material change reports filed in the preceding 12 months.</p>
<p>(b) Describe any steps the board takes to ensure directors exercise of independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.</p>	<p>In accordance with applicable law, when a conflict of interest arises, a director is required to disclose his interest and abstain from voting on the matter. In addition, the Chairman of the Board will ask the director to leave the room during any discussion concerning such matter.</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>(c) Describe any other steps the board takes to encourage and promote a culture of ethical business conduct.</p>	<p>Through the above-noted methods, the Board encourages and promotes a culture of ethical business conduct. This is reinforced by the behaviour of the Board, as provided in its mandate, which is in compliance with the terms and the spirit of these measures.</p>
<p>6. Nomination of Directors –</p>	
<p>(a) Describe the process by which the board identifies new candidates for board nomination.</p>	<p>The Corporate Governance Committee and the Board as a whole examine, from time to time, the size and the composition of the Board to ensure that it is optimal for decision making and makes recommendations to the Board. The Nominating Committee, which is a subset of the Corporate Governance Committee, develops, reviews and monitors, in consultation with the Chairman, criteria for selecting Directors, by assessing the qualifications, personal qualities, business background and diversified experience of the Board and the Company's circumstances and needs.</p>
<p>(b) Disclose whether or not the board has a nominating committee composed entirely of independent directors. If the board does not have a nominating committee composed entirely of independent directors, describe what steps the board takes to encourage an objective nomination process.</p>	<p>The Nominating Committee is a subset of the Corporate Governance Committee and is comprised entirely of independent Directors.</p>
<p>(c) If the board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.</p>	<p>The Corporate Governance Committee ensures that an effective and efficient approach to corporate governance is developed and implemented. The objective is to ensure the business and affairs of the Company are carried out in a manner that will enhance shareholder value. This Committee assesses the effectiveness of corporate governance and makes recommendations accordingly. This includes Director evaluation processes, policies that govern size and composition of the board, recommending nominees to the Board and the composition of Board committees in consultation with the Chairman.</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>7. Compensation –</p>	
<p>(a) Describe the process by which the board determines the compensation for your company's directors and officers.</p>	<p>Each executive is paid compensation that is competitive within the marketplace and the salary is reviewed and approved on an annual basis by the Compensation Committee and the Board. Bonuses, if applicable are determined by the Compensation Committee and the Board. The amount of the bonus is based on the management performance of the executive.</p> <p>See the heading “Compensation of Directors” in the Circular for information on the compensation paid to outside directors.</p>
<p>(b) Disclose whether or not the board has a compensation committee composed entirely of independent directors. If the board does not have a compensation committee composed entirely of independent directors, describe what steps the board takes to ensure an objective process for determining such compensation.</p>	<p>The Compensation Committee is not entirely composed of independent directors. However, the majority of the Compensation Committee is comprised of independent Directors. To ensure the objective process for determining such compensation, the non-independent member, Mr. John DeLucchi, does not discuss or decide on compensation matters relating to his own compensation.</p>
<p>(c) If the board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.</p>	<p>For particulars of the responsibilities, powers and operations of the Compensation Committee, see “Executive Compensation”.</p>
<p>8. Other board Committees –</p>	
<p>(a) If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board has no standing committees other than the Audit, Corporate Governance, Nominating, and Compensation committees.</p>
<p>9. Assessments –</p>	
<p>(a) Disclose whether or not the board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the board satisfies itself that it, its committees, and</p>	<p>The Corporate Governance Committee is responsible for assessing directors on an ongoing basis and for assessing the effectiveness of the Board as a whole and the contribution of individual directors.</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>individual directors are performing effectively.</p>	
<p>10. Director Term Limits and Other Mechanisms of Board Renewal –</p>	
<p>(a) Disclose whether or not the issuer has adopted term limits for the directors on its board or other mechanisms of board renewal and, if so, include a description of those director term limits or other mechanisms of board renewal. If the issuer has not adopted director term limits or other mechanisms of board renewal, disclose why it has not.</p>	<p>The Company has not adopted term limits for the directors of the Board or other mechanisms of board renewal because term limits and other mechanisms reduce continuity and experience on the Board, and force valuable, experienced and knowledgeable directors to leave. The Company regularly assesses board members' effectiveness and annual elections are considered sufficient.</p>
<p>11. Policies Regarding the Representation of Diversity Groups on the Board –</p>	
<p>(a) Disclose whether the issuer has adopted a written policy relating to the identification and nomination of women, Indigenous peoples, persons with disabilities, and members of visible minorities ("Diversity Groups") as directors. If the issuer has not adopted such a policy, disclose why it has not done so.</p>	<p>The Company has not adopted a written policy specifically relating to the identification and nomination of directors from Diversity Groups nor does the Board or the Nominating Committee consider the level of representation of Diversity Groups on the Board when nominating candidates for election to the Board.</p> <p>The Board and the Nominating Committee evaluate potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of whether the nominee falls under the four designated Diversity Groups, and determines their appropriateness by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board.</p>
<p>(b) If any issuer has adopted a policy referred to in 11.(a), disclose the following in respect of the policy:</p> <p>(i) a short summary of its objectives and key provisions,</p> <p>(ii) the measures taken to ensure that the policy has been effectively implemented,</p>	<p>N/A</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>(iii) annual and cumulative progress by the issuer in achieving the objectives of the policy, and</p> <p>(iv) whether and, if so, how the board or its nominating committee measures the effectiveness of the policy.</p>	
<p>12. Consideration of the Representation of Diversity Groups in the Director Identification and Selection Process –</p>	
<p>Disclose whether and, if so, how the board or nominating committee considers the level of representation of Diversity Groups on the board in identifying and nominating candidates for election or re-election to the board. If the issuer does not consider the level of representation of Diversity Groups on the board in identifying and nominating candidates for election or re-election to the board, disclose the issuer's reasons for not doing so.</p>	<p>The Board and the Nominating Committee evaluate potential nominees to the Board by reviewing the qualifications of the nominee, irrespective of whether the nominee falls under the four designated Diversity Groups, and determines their appropriateness by taking into consideration the then current Board composition and the anticipated skills required to round out the capabilities of the Board.</p> <p>However, the Company values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.</p>
<p>13. Consideration Given to the Representation of Diversity Groups in Executive Officer Appointments –</p>	
<p>Disclose whether and, if so, how the issuer considers the level of representation of Diversity Groups in executive officer positions when making executive officer appointments. If the issuer does not consider the level of representation of Diversity Groups in executive officer positions when making executive officer appointments, disclose the issuer's reasons for not doing so.</p>	<p>In nominating candidates to positions as members of the executive management team, the Company does not take into account the representation of Diversity Groups in the executive management team. The Company's objective is to identify the person who best possesses the skills required for each senior manager position, regardless of whether the nominee falls under the four designated Diversity Groups. However, the Company values diversity, including, without limitation, diversity of experience, perspective, education, race, gender and national origin as part of its overall business strategy.</p>

<p align="center">Form 58-101F1 – Corporate Governance Disclosure or CBCA Diversity Disclosure</p>	<p align="center">The Company's Practices</p>
<p>14. Issuer’s Targets Regarding the Representation of Diversity Groups on the Board and in Executive Officer Positions –</p>	
<p>(a) For purposes of this item, a “target” means a number or percentage, or a range of numbers or percentages, adopted by the issuer of Diversity Groups on the issuer’s board or in executive officer positions by a specific date.</p>	
<p>(b) Disclose whether the issuer has adopted a target regarding Diversity Groups on the issuer’s board. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>The Company has not adopted a target regarding Diversity Groups on its Board and in its executive management. The Company considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates.</p>
<p>(c) Disclose whether the issuer has adopted a target regarding Diversity Groups in executive officer positions of the issuer. If the issuer has not adopted a target, disclose why it has not done so.</p>	<p>See above answer.</p>
<p>(d) If the issuer has adopted a target referred to in either (b) or (c), disclose: (i) the target, and (ii) the annual and cumulative progress of the issuer in achieving the target.</p>	<p>N/A</p>
<p>15. Number of Directors on the Board and in Executive Officer Positions from Each of the Designated Diversity Groups –</p>	
<p>(a) Disclose the number and percentage of directors from each of the designated Diversity Groups on the issuer’s board.</p>	<p>No women, Indigenous peoples, persons with disabilities, and members of visible minorities currently serve on the Company’s Board.</p>
<p>(b) Disclose the number and percentage of executive officers of the issuer, including all major subsidiaries of the issuer from each of the designated Diversity Groups.</p>	<p>As of the date of this Information Circular, the Company has one executive officer that is both a woman and a member of a visible minority, which represents 50% of all executive officers of the Company.</p>

APPENDIX B
SHARE RIGHTS

The Class B Shares entitle a holder thereof to one vote for each share held at all meetings of shareholders, other than meetings at which only holders of a specified class or series are entitled to vote.

The Class C Shares entitle a holder thereof to receive notice of, attend and be heard at all meetings of shareholders, other than meetings at which only holders of a specified class or series are entitled to vote, but are not entitled to vote at such meetings. If an offer is made to purchase Class B Shares that is not made concurrently with an offer to purchase Class C Shares or if the price and terms offered for the Class C Shares is different than that offered for the Class B Shares, the Class C Shares will be entitled to be converted into Class B Shares on a one for one basis, during specified periods during the period of offer for the purpose of depositing those shares to that offer. Any election to convert will be deemed to also constitute an irrevocable agreement by the holder exercising such rights of conversion not to vote any converted shares. Any election to convert will not be effective and will be deemed to have been withdrawn and be an election to convert back to Class C Shares in certain circumstances as set forth in the special rights and restrictions attached to the Class C Shares, including if more than 50% of the holders of the Class B Shares advise the transfer agent that they will not be depositing shares pursuant to the offer or if the offer is withdrawn or abandoned or if it is not completed within applicable times.

Holders of Class C Shares are cautioned that the conversion rights described herein are limited to very specific circumstances and in no event will entitle the holder of Class C Shares to vote on any item of business, including the election of directors of the Company.

The Class B Shares and the Class C Shares rank equally with one another as to payment of dividends and the participation in the distribution of assets in the event of liquidation, dissolution and winding-up, subject to the rights and privileges, restrictions and conditions attaching to the Class A Preferred Shares.

The Class A Preferred Shares are issuable from time to time in one or more series. The board of directors of Madison Pacific is empowered to fix the number, consideration per share and the designation and the provisions attaching to the shares of each series, including the right to vote. The Class A Preferred Shares of each series will rank prior to the Class B Shares and the Class C Shares and on a parity with the Class A Preferred Shares of every other series with respect to dividends and return of the amount paid up thereon.

The Old Common Shares represent the former common shares of Princeton Mining Corporation exchanged under a Plan of Arrangement. No Old Common Shares are issued.