



KADESTONE CAPITAL CORP.

MANAGEMENT DISCUSSION AND ANALYSIS

For the three and nine months ended September 30, 2024 and 2023

As of November 14, 2024

Kadestone Capital Corp.

Management Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

About Kadestone

Kadestone Capital Corp. (the “Company” or “Kadestone”) was incorporated under the British Columbia Business Corporations Act on July 2, 2019. Its principal business activity is the acquisition, development and management of residential and commercial income producing properties within major urban centres and high-growth, emerging markets in Canada, with an initial focus on the Metro Vancouver market. Its registered and records office is 595 Melville Street Suite 3500, Vancouver, BC Canada, V6E 4E5.

Basis of Discussion and Analysis

This management discussion and analysis (“MD&A”) of the consolidated financial condition of Kadestone as of September 30, 2024 and 2023 and the results of its operations for the three and nine months ended September 30, 2024 compared to the three and nine months ended September 30, 2023 was prepared as of November 15, 2024. This MD&A should be read in conjunction with the Company’s condensed interim consolidated financial statements and accompanying notes for the three and nine months ended September 30, 2024 and 2023.

The Company prepares its unaudited condensed interim consolidated financial statements in accordance with IFRS Accounting Standards and International Accounting Standard (“IAS”) 34, “Interim Financial Reporting”.

The Company’s functional currency is the Canadian dollar, which is also its presentation currency.

Forward-Looking Statements

This MD&A contains “forward-looking statements” that reflect the Company’s current expectations and projections about its future results. When used in this MD&A, the use of words such as “estimate”, “project”, “belief”, “anticipate”, “intend”, “expect”, “plan”, “predict”, “may”, “should”, “will”, “consider”, “anticipate”, “objective” and the negative of these words or such variations thereon or comparable terminology, are intended to identify forward-looking statements and information, including but not limited to statements regarding the Company’s ability to raise equity financing, the generation of rental revenue or gains through capital appreciation of the properties, renewal of leases or replacement of tenants, and the Company’s ability to maintain sufficient or readily available working capital to meet liquidity requirements. Forward-looking statements are, by their nature, not guarantees of the Company’s future operational or financial performance and are subject to risks and uncertainties and other factors that could cause the Company’s actual results, performance, prospects or opportunities to differ materially from those expressed in, or implied by, these forward-looking statements. No representation or warranty is intended with respect to anticipated future results, or that estimates, or projections will be sustained.

These forward-looking statements involve known and unknown risks and uncertainties that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied in these forward-looking statements. These risks include risks related to the real estate industry generally such as fluctuations in the market for real estate investment opportunities, availability of project financing, changes in interest rates, demand for office, industrial, and commercial rentals, illiquidity of real estate investments, non-renewal of tenant leases, risks associated with development and related zoning and other permits approvals, fluctuation in real estate values, geographic conditions, environmental matters and uninsured losses. Although the forward-looking statements contained herein are based upon what management believes to be current and reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The forward-looking statements contained herein are made as of the date of this MD&A and are expressly qualified in their entirety by this cautionary statement. Except as required by law, the Company undertakes no obligation to publicly update or revise any such forward-looking statements to reflect any change in its expectations or in events, conditions or circumstances on which any such forward-looking statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

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Current and Prior Period Activities and Corporate Developments

Cash management

- On August 1, 2024 the Company purchased 10,000,000 Class A redeemable, non-voting preferred shares ("Class A Shares") in a mortgage investment corporation. The Class A Shares had a purchase price of \$1.00 per share for a total investment of \$10,000,000. Dividends will be paid within 30 days of the end of each fiscal quarter end and within 90 days of the fiscal year end which is August 31. Payments of dividends may be taken as cash or dividends reinvested in the investee's Class A shares.

The Company has classified this investment as fair value through profit and loss, with changes in fair value recognized in the statement of profit and loss.

Investment

- On April 30, 2021, the Company made an initial deposit of \$1,600,000 to acquire limited partnership units in a limited partnership which owns a property located in Chilliwack, B.C. (the "Chilliwack project"). Land for the project was acquired for a purchase price of \$23,432,500 and will be used for a future light industrial and commercial development. The Company has an 80% equity interest in the limited partnership and will guarantee all loans incurred in respect of the property and future development.
- On May 12, 2021, the Company made an initial deposit of \$400,000 to acquire limited partnership units in a limited partnership which owns a property located in Squamish, B.C. (the "Squamish project"). Land for the project was acquired for a purchase price of \$20,818,725 and will be used for a future light industrial development. The Company has an 80% equity interest in the limited partnership and will guarantee all loans incurred in respect of the property and future development.
- The Squamish LP has finalized the sale of the remainder of its land inventory and distributed the proceeds after debt to the limited partners. Squamish LP is currently settling the remaining balances in the partnership associated with the project and will distribute the estimated withheld profits of \$154,629 when complete.

Summary of equity contributions and distributions of capital and profit for Chilliwack project:

Date	Type	Amount
April 30, 2021	Equity contribution	\$ 1,600,000
July 7, 2021	Equity contribution	6,800,000
September 3, 2021	Distribution of capital	(720,000)
June 21, 2022	Equity contribution	240,000
August 23, 2022	Equity contribution	192,000
November 2, 2022	Equity contribution	280,000
November 28, 2022	Equity contribution	440,000
April 25, 2023	Equity contribution	440,000
June 21, 2023	Equity contribution	240,000
August 25, 2023	Equity contribution	800,000
October 5, 2023	Equity contribution	540,000
November 17, 2023	Equity contribution	1,600,000
June 26, 2024	Distribution of capital	(1,280,000)
August 25, 2024	Equity contribution	160,000
October 29, 2024	Equity contribution	160,000
Total		\$ 11,492,000

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Summary of equity contributions and distributions of capital and profit for Squamish project:

Date	Type	Amount
May 12, 2021	Equity contribution	\$ 400,000
June 25, 2021	Equity contribution	6,800,000
September 9, 2021	Equity contribution	600,000
June 21, 2022	Equity contribution	200,000
July 21, 2022	Equity contribution	176,000
October 20, 2022	Equity contribution	200,000
November 28, 2022	Equity contribution	320,000
January 3, 2023	Equity contribution	2,080,000
February 1, 2023	Distribution of capital	(3,440,000)
June 21, 2023	Equity contribution	320,000
September 5, 2023	Equity contribution	336,000
June 27, 2024	Distribution of capital and profit	(10,941,034)
Total		\$ (2,949,034)

- On December 31, 2023, the Company terminated its strategic partnership with Denciti Development Corp.

Financing

- On May 6, 2022, the Company was advanced \$10,000,000, by way of a promissory note. The note is unsecured and bears interest at 5% per annum, compounded annually. Accrued interest is payable on the maturity date of March 31, 2024. The loan agreement provides the lender with certain participation rights in future equity financings of Kadestone as well as a right of first offer with respect to the financing of future real estate development projects.
- On February 3, 2023 the Company repaid the remaining principal of \$263,725 of a loan payable and accrued interest of \$42,805 to a company controlled by a significant shareholder of the Company.
- On April 24, 2024, the Company amended and restated the agreement for the May 6, 2022 \$10,000,000 promissory note and \$973,540 of accrued interest. The restated \$10,973,540 promissory note is unsecured and bears interest at 9% per annum from May 1, 2024 until April 30, 2025; a rate equal to 11% per annum from May 1, 2025 until April 30, 2026; a rate equal to 13% per annum from May 1, 2026 until April 30, 2027 and a rate equal to 15% from May 1, 2027 to April 30, 2028. Interest is payable in full at the maturity date of May 1, 2028. Principal payments of \$250,000 are payable on the last business day of each fiscal quarter. The loan agreement provides the lender with equity participation rights and a right of first offer with respect to the financing of future real estate development projects.

Share-based compensation

- On September 27, 2024, the Company granted 750,000 options to directors and consultants of the Company. These options have an exercise price of \$0.87 and an expiry date of September 27, 2034. These options have a vesting period of 36 months with 1/36th of the award vesting every month.

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Selected Annual and Quarterly Information

Selected financial information from the statements of loss and comprehensive loss:

	Three months ended		Nine months ended	
	September	September	September	September
	30,	30,	30,	30,
	2024	2023	2024	2023
Operating expenses				
Consulting fees	\$ 449,500	\$ 15,375	\$ 1,110,683	\$ 56,925
Salaries and wages	182,203	175,515	551,012	547,647
Professional fees	101,535	79,657	478,574	320,241
Share-based compensation	58,696	149,276	243,810	653,607
Directors' fees	58,519	53,764	148,045	159,528
Rent	16,500	-	55,000	-
Dues and subscriptions	3,781	7,490	38,301	32,134
Marketing	11,165	26,749	32,513	65,711
Insurance	6,250	11,239	17,236	35,640
Computer	1,167	1,370	5,172	4,274
Office supplies	2,899	6,825	4,704	10,598
Bank charges	426	476	1,342	1,697
Depreciation	367	-	367	-
	893,008	527,736	2,686,759	1,888,002
Operating loss	(893,008)	(527,736)	(2,686,759)	(1,888,002)
Other income and expenses				
Interest expense	(403,518)	(257,812)	(1,090,082)	(757,650)
Interest revenue	36,119	87,044	68,601	247,831
Income from associates	29,123	25,228	938,728	78,129
Income from investment in mortgage fund	172,461	-	172,461	-
Loss and comprehensive loss before taxes	(1,058,823)	(673,276)	(2,597,051)	(2,319,692)
Income tax expense	-	-	164,820	-
Loss and comprehensive loss	\$ (1,058,823)	\$ (673,276)	\$ (2,761,871)	\$ (2,319,692)

Consulting fees for the three months ended September 30, 2024 mainly consist of fees paid to companies controlled by a director for advisory services related to property acquisitions. The three months ended September 30, 2023 did not include these fees.

Salaries and wages consist solely of salary, bonuses and employee benefits paid to the Chief Executive Officer, the Chief Financial Officer and one other employee in the period. The three months ended September 30, 2024 were consistent with same period in the prior year.

Professional fees consist of fees paid to lawyers and auditors for professional services related to the public company filings, advisory services and property acquisitions and dispositions. The three months ended September 30, 2024 were mainly consistent with same period in the prior year.

Share-based compensation represents the recognition of expense over the vesting period relating to stock options issued to directors, officers and consultants to the Company. The three months ended September

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30, 2024 was significantly lower compared to the same period in the prior year as a result of the timing of the vesting schedules.

Interest expense consists of interest accrued during the period on the loans payable and the convertible note. The three months ended September 30, 2024 had an increase in interest expense related to the renewal of the loan payable at a higher interest rate.

Interest revenue consists of interest earned on the Company's holdings of cash and cash equivalents. The amount of interest earned depends on the amount of cash held in these interest bearing accounts during the period.

Income from associates relates to income from the equity accounted associate investments in the Chilliwack and Squamish projects.

Income from investment in mortgage fund relates to dividend income earned from the investment in the period. This investment was not held in the comparative period.

Selected financial information extracted from the statements of financial position at September 30, 2024 and December 31, 2023:

	September 30, 2024	December 31, 2023
Total current assets	\$ 14,039,298	\$ 4,633,331
Investments in associates	11,743,819	22,866,125
Fixed assets	12,841	-
Total assets	\$ 25,795,958	\$ 27,499,456
Accounts payable and accrued liabilities	\$ 1,067,407	\$ 1,092,538
Loans payable	1,250,000	10,840,864
Convertible note	5,650,667	5,292,988
Total current liabilities	7,968,074	17,226,390
Loans payable	10,072,879	-
Total liabilities	18,040,953	17,226,390
Shareholders' equity	7,755,005	10,273,066
Total liabilities and shareholders' equity	\$ 25,795,958	\$ 27,499,456

Current assets primarily consist of cash and cash equivalents of \$3,522,570, short term investment in mortgage fund of \$10,172,461, accounts receivable and other of \$312,831 and prepaid expenses and deposits of \$31,436.

Investment in associates consists of the 80% interests in limited partnerships' which hold development properties located in Chilliwack, B.C. and Squamish, B.C. These properties are currently being held as inventory and are expected to be accretive to the Company's earnings.

In April 2021, the Company acquired an 80% interest in a limited partnership formed for the purpose of acquiring certain lands for development and sale of a light industrial commercial project in Chilliwack, B.C. As of the date of this MD&A, the Company has contributed cumulative capital of \$13,492,000 to the limited partnership and received a cumulative distribution of capital of \$2,000,000. The Company has provided a guarantee of up to \$25,075,200 for a land loan and construction loan held within the limited partnership. The Company's share of net income from the limited partnership for the nine months ended September 30,

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2024 is \$44,970 (September 30, 2023 - \$74,249). The Company estimates it will have additional equity funding commitments of approximately \$960,000 payable over the remaining 18-month development period as estimated by the Company's development partner.

In May 2021, the Company acquired an 80% interest in a limited partnership formed for the purpose of acquiring certain lands for development and sale of a light industrial commercial project in Squamish, B.C. As of the date of this MD&A, the Company has contributed cumulative capital of \$11,432,000 to the limited partnership and received a cumulative distribution of capital and profits of \$14,381,034. The Company's share of net income from the limited partnership for the nine months ended September 30, 2024 is \$893,758 (September 30, 2023 - \$3,880). During the nine months ended September 30, 2024 the Squamish LP sold the remainder of its land inventory and distributed the proceeds after repayment of debt to the limited partners. Squamish LP is currently settling the remaining balances in the partnership associated with the project and will distribute the estimated withheld profits of \$154,629 when complete.

Loans payable consist of an amended and restated the agreement for the May 6, 2022 \$10,000,000 promissory note and \$973,540 of accrued interest. The restated \$10,973,540 promissory note is unsecured and bears interest at 9% per annum from May 1, 2024 until April 30, 2025; a rate equal to 11% per annum from May 1, 2025 until April 30, 2026; a rate equal to 13% per annum from May 1, 2026 until April 30, 2027 and a rate equal to 15% from May 1, 2027 to April 30, 2028. Interest is payable in full at the maturity date of May 1, 2028. Principal payments of \$250,000 are payable on the last business day of each fiscal quarter. The loan agreement provides the lender with equity participation rights and a right of first offer with respect to the financing of future real estate development projects. The Company has treated the amendment of the debt as an extinguishment and issuance of new debt for accounting purposes.

The convertible note is an unsecured convertible note the Company issued on December 29, 2021. The principal amount of the note of \$4,750,000 matures three years after issuance on December 29, 2024 and accrues interest at 7% per annum payable in cash on the maturity date. The Company incurred transaction costs on the debt issuance of \$34,500. The holder of the note has the option to convert the principal amount of the note, in whole or in part, at any time between 180 days after the issuance date up to the maturity date. The note has a fixed conversion price of \$2.50 per share.

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The following table provides the Company's cash flows from operating activities for the periods ended:

	Nine months ended	
	September 30, 2024	September 30, 2023
Operating activities		
Loss and comprehensive loss for the period	\$ (2,761,871)	\$ (2,319,692)
Adjustments for items not affecting cash:		
Share-based compensation	243,810	653,607
Depreciation	367	-
Interest expense	1,090,082	757,650
Interest revenue	(68,601)	(247,831)
Income from associates	(938,728)	(78,129)
Income from investment in mortgage fund	(172,461)	-
	<u>(2,607,402)</u>	<u>(1,234,395)</u>
Interest paid	(388)	(43,237)
Interest received	54,525	256,171
Changes in non-cash working capital:		
Accounts receivable and other	(15,687)	18,133
Prepaid expenses and deposits	(12,302)	(239,002)
Accounts payable and accrued liabilities	(25,131)	(701,293)
Net cash used in operating activities	<u>(2,606,385)</u>	<u>(1,943,623)</u>

For the nine months ended September 30, 2024, the Company used \$2,606,385 net cash in operating activities compared to \$1,943,623 in the prior period. The increase in cash used in operations is mainly due to the increase in consulting fees paid by the Company which was offset by the cash received from the investment in associates.

Discussion of Operations

For a discussion of current period operations see "Summary of Quarterly Results" in this MD&A.

The Company is currently focused on sourcing capital to acquire additional investment properties in order to generate net rental revenue and gains through capital appreciation of these properties.

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Summary of Quarterly Results

The following summarizes the selected quarterly results for the Company:

	Three months ended Dec 31, 2022	Three months ended Mar 31, 2023	Three months ended Jun 30, 2023	Three months ended Sep 30, 2023	Three months ended Dec 31, 2023	Three months ended Mar 31, 2024	Three months ended Jun 30, 2024	Three months ended Sep 30, 2024
Gross revenue (loss)	\$ (25,412)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Income (loss) and comprehensive income (loss)	(1,307,207)	(749,557)	(896,589)	(673,276)	615,544	(1,103,796)	(599,252)	(1,058,823)
Income (loss) per share (diluted and non-diluted)	\$ (0.03)	\$ (0.02)	\$ (0.02)	\$ (0.01)	\$ 0.01	\$ (0.02)	\$ (0.01)	\$ (0.02)

During the three months ended December 31, 2022, the Company had a net operating loss from investment properties due to increased maintenance expense. The Company did not have any significant sales of building materials to external customers. The Company continued to incur salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company. The loss during this period was partially offset by the fair value adjustments related to the sale of the Marine Drive property in December 2022.

During the three months ended March 31, 2023, the Company had a nil net operating loss from investment properties due to the Marine Drive property being sold in the previous year. The Company continued to incur salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company.

During the three months ended June 30, 2023, the Company had a nil net operating loss from investment properties due to the Marine Drive property being sold in the previous year. The Company continued to incur salary, consulting, professional and share-based compensation expenses related to ongoing operations.

During the three months ended September 30, 2023, the Company had a nil net operating loss from investment properties due to the Marine Drive property being sold in the previous year. The Company continued to incur salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company.

During the three months ended December 31, 2023, the Company had a nil net operating loss from investment properties. The Company continued to incur salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company. The Company had net income in the period due to income from associates of \$2,228,594, which was primarily related to a gain from a sale of property realized by the Squamish LP investment.

During the three months ended March 31, 2024, the Company incurred salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company. The Company had no revenue during the period to offset these expenses.

During the three months ended June 30, 2024, the Company incurred salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company. The Company offset operational expenses with income from associates of \$904,172, which was primarily related to a gain from a sale of property realized by the Squamish LP investment.

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During the three months ended September 30, 2024, the Company incurred salary, consulting and professional and share-based compensation expenses related to the ongoing operations of the company. The Company had no revenue during the period to offset these expenses.

Liquidity and Capital Resources

The primary objective of the Company's capital management is to ensure that it maintains adequate capital in order to support its business and maximize shareholder value. The Company manages its capital structure with the goal of minimizing risk to the stability of cash flows from properties. The Company maintains larger cash balances from time to time for investment opportunities that may become available. The Company may invest a small portion of surplus cash in highly liquid interest-bearing instruments such as guaranteed investment certificates.

The Company uses mortgage debt as another source of financing. The ability to obtain a mortgage loan is dependent upon the value of the property and the cash flows the specific property generates and the availability of funds from time to time from lending institutions. Currently, the Company has guaranteed the mortgage debt of the associates which will be renewed at the end of the term, if necessary.

The consolidated financial statements have been prepared on a going concern basis.

At September 30, 2024, the Company had current financial assets of \$14,007,862 available to settle current financial liabilities of \$7,968,074. On December 29, 2024, the Company's convertible note will mature and will either be converted at the option of the holder or will require repayment of the principal and interest amounts on that date.

Disclosure of Outstanding Share Data

The authorized capital of the Company consists of an unlimited number of common shares without par value. The number of common shares issued and fully paid as at September 30, 2024 and December 31, 2023 was 46,928,247 and at the date of this MD&A was 46,928,247.

Risks and Uncertainties

Real Estate Industry

Investment properties are subject to varying degrees of risk. Such risks include changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an over-supply of space or a reduction in demand for real estate in the area), the attractiveness of the properties to tenants, competition from others with available space and the ability of the Company to provide adequate maintenance at an economic cost.

Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges, must be made regardless of whether a property is producing sufficient income to cover such expenses. If the property is unable to generate enough net operating income to make mortgage repayments on any property, losses could be sustained as a result of the lenders exercising their rights of foreclosure or sale.

Real estate is relatively illiquid. Such illiquidity will tend to limit the Company's ability to vary its portfolio promptly in response to changing economic or investment conditions. Financial difficulties of other property owners resulting in distress sales may further depress real estate values in many of the markets in which the Company operates or intends to operate.

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Interest Rate Fluctuations

The Company's capital structure involves risks primarily associated with leverage and interest rates. The Company's financing includes debt, which when renewed, is based on the current market interest rate. This could result in fluctuations in the Company's cost of borrowing.

Since the beginning of 2022, the Bank of Canada has increased its overnight interest rate by 475 basis points in an attempt to bring inflation under control. During 2022, inflation in Canada rose to its highest level in four decades and was a result of, but not limited to the effects of, the tight labour market, global supply chain disruptions, and strong economic growth. During fiscal 2024, The Bank of Canada has lowered the overnight interest rate by 125 basis points and is expected to continue to adjust its overnight interest rate until it achieves its target inflation range. Interest rates directly affect the Company's cost of debt capital and cash flows.

Revenue-Producing Properties

The Company holds investments in associates that generate income through rental receipts from tenants. Upon the expiry of any lease, there is no assurance that the lease will be renewed, or the tenant replaced. The terms of any subsequent lease may be less favorable to the lessor than the existing lease. Furthermore, at any time, a tenant of the Company's associates' property may seek the protection of bankruptcy, insolvency or similar laws which could result in the rejection and termination of such tenant's lease and a resultant reduction in cash flow available to the Company.

Revenue generated by the Company's investments in associates' properties is dependent on the lease rate and occupancy rate of the property. The Company faces a risk of a net operating loss from its investments if the revenue from an investment in properties is less than the expenses.

Fluctuations in Real Estate Values

The commercial and industrial real estate industry is subject to variability and fluctuations in real estate values. The Company has elected to report its investment properties at fair value. Fair value represents the amount at which the properties could be exchanged between a knowledgeable and willing buyer and seller in an arm's length transaction at the date of valuation. Adjustments will be made to the fair values when changes in the underlying valuation assumptions occur.

Geographic Concentration

The Company currently holds investments in associates who hold investment property inventory in Chilliwack, British Columbia. An economic downturn in any of these markets could cause leasing rates to decline, which could have a material adverse effect on the business and negatively affect the results of operations and financial position of the Company.

Environmental Matters

As an owner of an investment in property, the Company is subject to various Canadian federal, provincial, and municipal laws relating to environmental matters. Such laws provide that the Company could be liable for costs of removal and remediation of certain hazardous substances or wastes released or deposited on or in its properties or disposed of at other locations. The failure to remove or remediate such substances, if any, could adversely affect the Company's ability to sell such real estate or pledge real estate as collateral for borrowing. In addition, such a situation could potentially result in claims against the Company. The Company is not aware of any material pending or threatened investigations or actions by environmental regulatory authorities in connection with any of its properties or any material pending or threatened claims relating to environmental conditions at its properties. It is also possible that asbestos containing material ("ACM") and polychlorinated biphenyls ("PCB") in light fixtures may be present at some properties, which may result in future removal and disposal costs; however, management is not aware of any such presence in its current property.

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General Uninsured Losses

The Company's investment in property is insured however, certain types of risks (generally of a catastrophic nature such as from wars or environmental contamination) which are either uninsurable or not insurable on an economic basis. Should an uninsured or underinsured loss occur, the Company could lose its investment in, and anticipated profits and cash flows from, the property, while still being obligated to repay any recourse mortgage indebtedness on such properties. If a loss occurs in excess of insured limits, the Company could lose all or part of its investment in, and anticipated profits and cash flows from such property.

Technology and information security

The Company is also subject to technology and information security risk, including the risk that confidential information held by the Company is stolen or accessed causing financial or personal harm to the affected individual(s) or the Company's business. The Company reduces this risk through enhancement of policies and procedures, and monitoring and auditing to ensure compliance related to information technology, safety of data, and secure storage of physical files. The Company is also subject to risks related to reliance on key personnel and catastrophic and general uninsured loss.

Related Party Transactions

In addition to the related party transactions disclosed elsewhere in this MD&A, related party transactions include:

a. Key management personnel

Transactions with key management personnel, including compensatory arrangements, require disclosure. Key management personnel include the Company's officers and directors.

b. Transactions

Summary of transactions with key management and directors:

	Nine months ended September 30, 2024	Nine months ended September 30, 2023
Salary and short-term benefits	\$ 466,182	\$ 466,182
Directors' fees	117,000	157,750
Share-based compensation	203,913	658,522
	<u>\$ 787,095</u>	<u>\$ 1,282,454</u>

Included in accounts payable is \$29,387 (December 31, 2023 - \$38,948) owing to officers and directors of the Company.

During the nine months ended September 30, 2024, the Company paid \$950,333 (nine months ended September 30, 2023 - \$nil) in consulting fees to companies controlled by a director.

c. Loans Payable

On June 25, 2021 and July 7, 2021, the Company was advanced \$1,300,000 and \$6,800,000, respectively, by way of a promissory note from a company controlled by a significant shareholder of the Company. The note is unsecured and bears interest at 10% per annum, compounded annually. Accrued interest is payable on the maturity date of July 6, 2024.

On November 3, 2021, the Company repaid \$3,930,000 of this loan and accrued interest of \$123,552.

On January 28, 2022, the Company repaid \$950,000 of this loan and accrued interest of \$52,239.

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On August 16, 2022, the Company repaid \$1,350,000 of this loan and accrued interest of \$150,200.

On December 31, 2022, the Company repaid \$1,606,275 of this loan and accrued interest of \$243,725, which decreased the principal amount of loan payable to \$263,725 and accrued interest of \$40,096

On February 3, 2023 the Company repaid the remaining principal of \$263,725 and accrued interest of \$42,805 on the promissory note.

Significant Accounting Estimates and Judgments

The preparation of these consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies, the reported amounts of assets, liabilities, and expenses, as well as the Company's ability to continue as a going concern. The estimates and assumptions made are continually evaluated and have been based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Such estimates and assumptions are inherently uncertain. Actual results could differ materially from these estimates and assumptions. Revisions to estimates are recognized in the period in which the estimate is revised and may impact future periods.

The Company's significant accounting estimates and judgments are described in the notes to the condensed interim consolidated financial statements as at and for the three and nine months ended September 30, 2024.

Financial Instruments and Other Instruments

Fair value measurements recognized in the consolidated financial statements are categorized in accordance with the following levels:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Each type of fair value is categorized based on the lowest level input that is significant to the fair value measurement in its entirety.

The fair value of cash and cash equivalents, term deposits, accounts receivable and other and accounts payable and accrued liabilities approximate their carrying values due to the short-term nature of those instruments. These financial instruments are classified as Level 2 in the fair value hierarchy because while prices are available, there is no active market for these instruments. The fair value of loans payable and the convertible note is based on fair value hierarchy level 3.

The fair value of loans payable and the convertible note is estimated by discounting the future contractual cash flows at the market interest rate that is available to the Company for similar financial instruments.

Kadestone Capital Corp.

Management Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

The Company classifies its financial instruments as follows:

September 30, 2024	Financial assets at amortized cost	Financial liabilities at amortized cost	Fair Value through profit and loss	Fair Value
Cash and cash equivalents	\$ 3,522,570	\$ -	\$ -	\$ 3,522,570
Short term investment in mortgage fund	-	-	10,172,461	10,172,461
Accounts receivable and other	312,831	-	-	312,831
Accounts payable and accrued liabilities	-	1,067,407	-	1,067,407
Loans payable	-	11,322,879	-	11,557,752
Convertible note	-	5,650,667	-	5,636,246
Total	\$ 14,007,862	\$ 18,040,953	\$ -	

December 31, 2023	Financial assets at amortized cost	Financial liabilities at amortized cost	Fair Value
Cash and cash equivalents	\$ 4,331,129	\$ -	\$ 4,331,129
Accounts receivable and other	283,068	-	283,068
Accounts payable and accrued liabilities	-	1,092,538	1,092,538
Loans payable	-	10,840,864	10,740,284
Convertible note	-	5,292,988	5,340,741
Total	\$ 4,614,197	\$ 17,226,390	

Risk factors

The Company is exposed, in varying degrees, to the following financial instrument related risks:

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss.

Deposits of cash and cash equivalents and term deposits are made with major Canadian banks which have a minimum credit rating of B or higher.

Interest Rate Risk

The Company does not currently have any variable rate borrowings directly. The Company's loans payable and convertible note bear interest at fixed rates, and therefore, these financial instruments do not expose the Company to significant interest rate risk. The loans held by the Company's associate investments, and guaranteed by the Company, are based on a variable rate and the risk on these loans are managed through a budget contingency on the project.

The Company may prepay at any time, in full or in part, the principal and accrued interest on the convertible note and loan payable, with no penalty.

Kadestone Capital Corp.

Management Discussion and Analysis

For the three and nine months ended September 30, 2024 and 2023

Liquidity Risk

Liquidity risk arises through the excess of financial obligations due at any point in time over available financial assets. The Company's objective in managing liquidity risk is to maintain sufficient readily available working capital to meet its liquidity requirements. At September 30, 2024, the Company had current financial assets of \$14,007,862 available to settle current financial liabilities of \$7,968,074. On December 29, 2024, the Company's convertible note will mature and will either be converted at the option of the holder or will require repayment of the principal and interest amounts on that date.

The contractual cash flows of the Company's financial liabilities including expected interest payments are as follows:

	Current	1-2 years	2-5 years
Accounts payable and accrued liabilities	\$ 1,067,407	\$ -	\$ -
Loans payable	1,250,000	2,000,000	12,604,061
Convertible note	\$ 5,747,500	\$ -	\$ -

Additional Information

Additional information relating to the Company can be found on SEDAR at www.sedarplus.ca.