



MORGUARD CORPORATION

MANAGEMENT INFORMATION CIRCULAR

March 14, 2024

VOTING INFORMATION

SOLICITATION OF PROXIES

This Management Information Circular (“Circular”) is forwarded to holders of common shares (“Common Shares”) of Morguard Corporation (hereinafter called “Morguard” or the “Corporation”) in connection with the solicitation of proxies by the management of the Corporation from the holders of Common Shares (“Shareholders”) for use at the annual meeting (“Meeting”) of Shareholders to be held on Wednesday, May 8, 2024 at the hour of 10:30 a.m. (EST), at Rattlesnake Point Golf Club, 5407 Regional Road 25, Milton, Ontario, L9T 2X5, for the purposes set forth in the Notice of Meeting which accompanies this Circular, and at any adjournment thereof. The solicitation of proxies by this Circular is being made by or on behalf of management of the Corporation and the total cost of solicitation will be borne by the Corporation.

The information contained in this Circular is given as at March 14, 2024, unless otherwise indicated.

Copies of Morguard’s Management’s Discussion and Analysis and Audited Consolidated Financial Statements for the year ended December 31, 2023 and current Annual Information Form are available on the internet site of SEDAR+ (the System for Electronic Document Analysis and Retrieval, as established by the Canadian Securities Administrators) at www.sedarplus.ca and on the Corporation’s website at www.morguard.com. In the alternative, copies will be provided upon request to the Corporation (55 City Centre Drive, Suite 1000, Mississauga, ON L5B 1M3, Attention: Secretary).

APPOINTMENT OF PROXIES

The persons named in the accompanying form of proxy are representatives of management (“**Management Nominees**”). **Each Shareholder has the right to appoint a person other than the persons named in the enclosed form of proxy, who need not be a Shareholder of the Corporation, to represent the Shareholder at the meeting or any adjournment thereof.** This right may be exercised by inserting the name of such person in the blank space provided in the form of proxy.

To be valid, proxies must be executed legibly by a registered Shareholder and deposited with Computershare Trust Company of Canada, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department, not later than 5:00 p.m. (local time) on May 6, 2024, or, if the Meeting is adjourned, no later than 5:00 p.m. (local time) on the second last business day before the date of the adjourned meeting.

VOTING OF SHARES REPRESENTED BY MANAGEMENT PROXY

The Management Nominees designated in the enclosed form of proxy may vote the Common Shares in respect of which they are appointed by proxy “for” or “withhold” in respect to the appointment of the auditors, and “for” or “against” with respect to the election of the directors of the Corporation and the adoption of the Corporation’s new stock option plan, in accordance with the direction of the Shareholder as indicated on

the proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. **In the absence of instructions with respect to a particular resolution, the Common Shares will be voted in favour of the resolution as indicated under the appropriate heading in this Circular.**

The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the notice of meeting and other matters which may properly come before the Meeting. Management is not aware of such amendments, variations or other matters to come before the Meeting.

ATTENDANCE AND VOTING

Only registered holders of Common Shares, or the persons they appoint as their proxies, are permitted to attend, speak at and vote on all matters that may properly come before the Meeting. Each Common Share entitles the holder to one vote for each Common Share held.

Non-Registered Holders

In many cases, Common Shares beneficially owned by a Shareholder (a “**Non-Registered Holder**”) are registered either:

- a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the shares, such as, 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 The Canadian Depository for Securities Limited) of which the Intermediary is a participant.

In accordance with the requirements of National Instrument 54-101, the Corporation has distributed copies of the notice of meeting, Circular, the form of proxy and the Corporation’s audited consolidated financial statements for the year ended December 31, 2023 and management’s discussion and analysis (“**MD&A**”) (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders.

Intermediaries are required to forward Meeting Materials to Non-Registered Holders who have not waived the right to receive them. Typically, Intermediaries will use a service company to forward Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders of Common Shares who have not waived the right to receive Meeting Materials will either:

- a) be given a proxy which has already been signed by the Intermediary (often by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Trust Company of Canada, as described above; or
- b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder of Common Shares in accordance with the directions on the voting instruction form (which may in some cases permit the completion of the voting instruction form by telephone and internet).

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Holder of Common Shares who receives either a

proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders of Common Shares should carefully follow the instructions of their Intermediaries and their service companies.***

REVOCATION OF PROXIES

A registered Shareholder who has given a proxy may revoke the proxy by an instrument in writing, including another proxy bearing a later date, duly executed by the Shareholder or by his or her attorney authorized in writing, deposited with the Corporation as provided above. A Shareholder may also revoke a proxy in any other manner permitted by law.

A Non-Registered Holder may revoke a voting instruction form, or a waiver of the right to receive Meeting Materials and to vote, given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of voting instructions for or waiver of the right to receive Meeting Materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of March 14, 2024, 10,813,338 Common Shares are outstanding, each carrying the right of one vote per Common Share, and may be voted at the Meeting. All shareholders of record at the close of business on March 18, 2024, the record date established for the Meeting, will be entitled to vote at the Meeting, or any adjournment thereof, either in person or by proxy.

To the knowledge of the directors and officers of the Corporation, no person beneficially owns, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all issued Common Shares, other than the following:

Shareholder	Approximate Number of Units Beneficially Owned or Over Which Control or Direction is Exercised	Approximate % of Outstanding Common Shares
Paros Holdings Corporation ⁽¹⁾	6,691,000	61.88
G2S2 Capital Inc., Sime and George Armoyan	1,125,627	10.41

Note:

- (1) Paros Holdings Corporation ("Paros Holdings") being a corporation controlled by Mr. K. Rai Sahi, a director, Chairman and Chief Executive Officer of the Corporation, which beneficially owns or exercises control or direction over 6,691,000 Common Shares carrying approximately 61.88% of the votes attached to the outstanding Common Shares.

BUSINESS OF THE MEETING

AUDITED CONSOLIDATED FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the fiscal year ended December 31, 2023 are mailed to Shareholders who requested to receive them with this Circular and are available at www.morguard.com and www.sedarplus.ca.

ELECTION OF DIRECTORS

Directors are to be elected annually by resolution of a majority of votes cast at a meeting of Shareholders. The number of directors to be elected at the Meeting is seven (7). Of the nominees, all are currently directors of the Corporation and have been directors since the dates indicated in the following charts.

The election of directors at the Meeting will be governed by the new majority voting requirements under the *Canada Business Corporations Act* (the “**CBCA**”), which took effect in August 2022. These requirements are such that in an uncontested election of directors, a nominee must receive 50% or more of the total votes cast “for” or “against” such nominee by Shareholders in favour of their election in order to be elected as a director. If a nominee does not receive a majority of votes cast by Shareholders in favour of their election, they will not be elected and the board of directors (the “**Board**” or the “**Board of Directors**”) position will remain open, except that an incumbent director will be permitted to remain in office until the earlier of (a) the 90th day after the day of the election or (b) the day on which their successor is appointed or elected.

These statutory majority voting requirements only apply to “uncontested elections of directors”, meaning elections (such as the election of directors to take place at the Meeting) where the number of director nominees is the same as the number of directors to be elected to the Board and that no proxy material is circulated in support of one or more nominees who are not part of the candidates supported by the Board. In light of the new statutory majority voting requirements applicable to the Corporation under the CBCA, the Board resolved to revoke Corporation’s Policy Statement Regarding the Election of Directors approved by the Board on November 8, 2017, such that this policy will no longer apply at the Meeting.

The persons named in the enclosed form of proxy intend to vote for the election of the proposed nominees whose names are set out below, unless the Shareholder who has given such proxy has directed that the Common Shares represented thereby be withheld from voting in the election of directors. Management does not contemplate that any of the proposed nominees will be unable to serve as director, but if that should occur for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected at the Meeting will hold office until the next annual meeting or until his or her successor is duly elected or appointed in accordance with the Corporation’s by-laws, as amended from time to time (the “**By-laws**”).

APPOINTMENT OF AUDITORS

The Management Nominees intend to vote in favour of reappointing Ernst & Young LLP as auditor of the Corporation to hold office until the next annual meeting of Shareholders or until their successors are appointed, and authorizing the Board of Directors to fix the remuneration to be paid to the auditor.

Ernst & Young LLP is the principal external auditor of the Corporation and has served in that capacity since 1996. From time to time, Ernst & Young LLP also provides consulting and non-audit services to the Corporation and its subsidiaries. It is the policy of the Audit Committee to pre-approve audit and audit-related services as well as non-audit services and to consider whether the provision of services other than audit services is compatible with maintaining the auditor’s independence.

The following table sets forth the fees billed by Ernst & Young LLP to the Corporation for the fiscal years ended December 31, 2023 and 2022:

Service Performed	2023	2022
Audit fees ⁽¹⁾	\$1,316,625	\$1,184,150
Audit-related fees ⁽²⁾	\$53,250	51,700
Tax & Other ⁽³⁾	-	-
Total fees	\$1,369,875	\$1,235,850

Notes:

- (1) Audit fees mean billings for professional services rendered by the Corporation's external auditor for the audit and review of the Corporation's consolidated financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements. Fees are captured as they relate to the most recent auditor's opinion (not the Corporation's fiscal year).
- (2) Audit-related fees mean billing for assurance and related services that are reasonably related to performance of the audit or review of the Corporation's financial statements, but not reported as audit fees. More specifically, these services would include, among others, employee benefit plan audits, due diligence related to mergers and acquisitions, accounting consultations and audits in connection with acquisitions, non-attest internal control reviews, attest services that are not required by statute or regulation and consultations concerning financial accounting and reporting standards. Fees are typically captured on an annual basis coinciding with the Corporation's fiscal year.
- (3) Tax fees mean billings for professional services for tax compliance, tax advice and tax planning. Other service fees mean fees not meeting the other fee classifications. Fees are typically captured on an annual basis coinciding with the Corporation's fiscal year.

NOMINEES FOR ELECTION TO THE BOARD OF DIRECTORS

The articles of the Corporation provide that the Corporation shall have a minimum of six (6) directors and a maximum of twenty-one (21) directors. The Board currently consists of seven (7) directors elected annually. The Board of Directors has resolved to fix the Board size at seven (7) directors and proposes to nominate seven (7) persons for election as directors at the Meeting. In accordance with the provisions of the articles of the Corporation, the directors may, between annual meetings of shareholders, appoint one or more directors, but the total number of directors so appointed may not exceed one third of the number of directors elected at the previous annual meeting of shareholders.

The Corporation entered into an agreement (the "**Paros Agreement**") dated July 20, 1990 with Paros Enterprises Limited ("**Paros Enterprises**"), subsequently amended to include Paros Holdings as a party. The Paros Agreement provides that for so long as Paros Enterprises or Paros Holdings (together, "**Paros**") beneficially owns or exercises control over not fewer than 2,687,575 Common Shares, they have the right to nominate for election or appointment to the Board such number of nominees (the "**Paros Nominees**") as will result in the Paros Nominees comprising that percentage of the directors of the Corporation that is equal to the percentage of the issued Common Shares held by Paros. As at the date of the Circular, Paros Holdings beneficially owns or exercises control over 6,691,000 Common Shares and is therefore entitled to nominate four (4) of the seven (7) directors. Paros has elected not to exercise this right at the Meeting.

The following sets out information with respect to the proposed nominees for election as directors. The term of office for each director is from the date of the Meeting at which he/she is elected until the close of the next annual meeting of Shareholders or until his/her successor is duly elected.

In the table following, Common Shares, Stock Options (as defined below), and SARs (as defined below) are based on Common Shares of the Corporation. SARs are stock appreciation rights and are fully described on page 16 and are included below at a fully vested value. Stock Options are fully described on page 18 and none have been issued to date. MRC F Debentures are the 4.204% Series F senior unsecured debentures due on November 27, 2024. MRC H Debentures are the 9.500% Series H senior unsecured debentures due on September 26, 2026. MRG Units are the trust units of Morguard North American Residential Real Estate Investment Trust. MRG Debentures are the 6.0% unsecured convertible subordinated debentures due March 31, 2028, issued by Morguard North American Residential Real Estate Investment Trust. MRT Units are trust units of Morguard Real Estate Investment

Trust and MRT Debentures are the 5.25% unsecured convertible subordinated debentures due December 31, 2026, issued by Morguard Real Estate Investment Trust.

Morguard and its affiliates beneficially own approximately 65.32% of the outstanding MRT Units, 46.11% of the outstanding MRG Units, 37.74% of the outstanding MRT Debentures, and 8.93% of the MRG Debentures. The total value of securities held is as at March 14, 2024.

William J. Braithwaite⁽¹⁾ <i>Toronto, Ontario, Canada</i> Director since May 6, 2020 Independent			Mr. Braithwaite is retired Partner of Stikeman Elliott LLP, where he served as Chair of the firm from 2012 to 2018. Mr. Braithwaite has practiced for over 40 years primarily in mergers and acquisitions and corporate governance. He has taught courses in securities law and has authored numerous articles on mergers and acquisitions, corporate governance and corporate and securities law. Mr. Braithwaite is also Chair of the Board of Directors of Computershare Trust Company of Canada and Governance Committee of Canada Company, Many Ways to Serve (military charity).						
			Public company directorships in the past five years:						
			abrdn Asia-Pacific Income Fund VCC, Chair (2018 – present) IBI Group Inc., Director (2022 – present)						
			Securities held						Total value of securities held
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	
Board C&G HR, Comp	8 of 8 6 of 6 2 of 2	100% 100% 100%	3,000	nil	nil	30,000	1,500	2,000 MRC H	\$1,044,004

Chris J. Cahill⁽²⁾ <i>McLean, Virginia, U.S.A.</i> Director since May 13, 2015 Independent			Mr. Cahill was the former Deputy Chief Executive Officer responsible for Hotel Operations for AccorHotels, retiring in 2021. He has 40 years of experience in the hotel industry. Mr. Cahill has served in senior management roles in several international hotel companies, including as Executive Vice President of Global Operations of Las Vegas Sands Corp. and President and Chief Operating Officer of Fairmont Raffles Hotels International. Mr. Cahill has previously served as a trustee of Legacy Hotels Real Estate Investment Trust and a board member of the Canadian Tourism Commission, a public private partnership.						
			Public company directorships in the past five years:						
			Temple Hotels Inc. (2015 – 2020)						
			Securities held						Total value of securities held
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	
Board Audit C&G	8 of 8 2 of 2 6 of 6	100% 100% 100%	3,150	nil	20,000	nil	nil	nil	\$360,707

Bruce K. Robertson <i>Toronto, Ontario, Canada</i> Director since May 18, 2010 Lead Director Independent		Mr. Robertson has served as Vice President, Investments of The Woodbridge Company Limited since September 2013. Mr. Robertson previously served as a principal of Grandview Capital, a Canadian merchant bank and prior thereto, as Senior Managing Partner of Brookfield Asset Management Inc., a specialty asset management company listed on the New York Stock Exchange and the TSX (as defined below). Mr. Robertson received his Bachelor of Commerce (Honours) degree from Queens's University in 1988.							
		Public company directorships in the past five years:							
		Morguard North American Residential Real Estate Investment Trust (2012 – present) Acadian Timber Corp. (2018 - present)							
		Securities held							
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	Total value of securities held
Board Audit Investment	8 of 8 4 of 4 -	100% 100% -	29,038	nil	20,000	554,028	28,046	nil	\$13,067,737

Angela Sahi <i>Mississauga, Ontario, Canada</i> Director since May 10, 2017 Non-independent		Ms. Sahi is Executive Vice President, Residential, Office and Industrial at Morguard. Ms. Sahi holds a variety of roles and responsibilities at Morguard, including board member of Morguard Corporation. Ms. Sahi has oversight of the management and operation of Morguard's Canadian multi-suite residential portfolio as well as the office and industrial portfolios. She also manages the research, valuations and marketing groups. Prior to working with Morguard, Ms. Sahi's experience includes consulting with both Ernst & Young LLP's Real Estate Advisory Group and Business Risk Services Group in New York City. She also worked in Ernst & Young LLP's Audit and Tax groups in Toronto. Ms. Sahi has a Bachelor of Arts (Honors) and Gold Medal from the University of Western Ontario. She also completed a post-graduate degree in accounting from Wilfrid Laurier University and holds a Certified Public Accountant designation.							
		Public company directorships in the past five years:							
		TWC Enterprises Limited (2018 – present)							
		Securities held							
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	Total value of securities held
Board	8 of 8	100%	nil	nil	20,000	10,000	nil	nil	\$160,300

K. Rai Sahi <i>Mississauga, Ontario, Canada</i> Director since August 31, 1990 Chairman <i>Non-independent due to ownership/control of 61.9% of the outstanding shares of the Corporation⁽³⁾ and member of management.</i>			Mr. Sahi is Chairman and Chief Executive Officer of Morguard Corporation. Mr. Sahi, FCA, FCGA, has many years' experience in public and private corporations including extensive experience dealing with financial reporting, standards, and policy.						
			Public company directorships in the past five years:						
			TWC Enterprises Limited (1997 - present) Morguard Real Estate Investment Trust (1998 - present) Morguard North American Residential Real Estate Investment Trust (2012 – present) Temple Hotels Inc. (2015 – 2020)						
Securities held									
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	Total value of securities held
Board Investment	7 of 8 -	88% -	6,691,000	nil	nil	931,077	2,196,427	MRC F 72,440 MRC H 250,000 MRG 20,000	\$828,478,471

Leonard Peter Sharpe <i>Toronto, Ontario, Canada</i> Director since November 2, 2010 Independent			Mr. Sharpe is a senior executive with 25+ years of experience in the real estate industry in both a domestic and global commercial environment. Mr. Sharpe previously served as President and Chief Executive Officer of The Cadillac Fairview Corporation Limited for over 10 years. Mr. Sharpe also serves as a director of The Sunnybrook Foundation, board member of International Council of Shopping Centres, Multiplan (Rio de Janeiro, Brazil), Postmedia Network Canada Corp. and First Industrial Real Estate Trust. Mr. Sharpe has served on the boards of directors of both private and publicly-listed companies.						
			Public company directorships in the past five years:						
			Postmedia Network Canada Corp. (2011 – present) Allied Properties Real Estate Investment Trust (2012 – 2022)						
Securities held									
Board/ Committee membership	Overall attendance		Shares	Stock Options	SARs	MRG Units	MRT Units	MRC/ MRT/MRG Debentures	Total value of securities held
Board Audit HR, Comp Investment	8 of 8 4 of 4 5 of 5 -	100% 100% 100% -	3,000	nil	20,000	nil	nil	nil	\$1,054,730

Stephen R. Taylor <i>Oakville, Ontario, Canada</i> Director since August 5, 2020 Independent		Mr. Taylor has over 45 years experience in the Canadian real estate industry. He retired as the Vice President, Real Estate for the Healthcare of Ontario Pension Plan (HOOPP) at year end 2019, where he oversaw the Plan's Canadian and International real estate investment programs, including holdings of nearly \$15 billion in office, industrial, retail and multi-residential properties located in Canada, Europe and the United States. He is a graduate of the University of Toronto and holds a Master's Degree in Management Studies from Oxford University. Stephen is active in the real estate community – he is the Past Chair of the Board of Directors of REALPAC (the Real Property Association of Canada), and has served as a Board member for NAREIM (the National Association of Real Estate Investment Managers) and AFIRE (the Association of Foreign Investors in Real Estate).						
		Public company directorships in the past five years:						
		None						
		Securities held						
Board/ Committee membership	Overall attendance	Shares	Stock Options	SARs	MRC/ MRT Units	MRT Units	MRC/ MRT/MRG Debentures	Total value of securities held
Board C&G HR, Comp	8 of 8 6 of 6 5 of 5	22,930	nil	nil	4,500	29,631	MRC H 3,000	\$2,712,038

Notes:

- (1) Mr. Braithwaite was appointed to the HR, Comp committee on May 3, 2023. His attendance reflects the number of meetings held after his appointment.
- (2) Mr. Cahill was appointed to the Audit committee on May 3, 2023. His attendance reflects the number of meetings held after his appointment.
- (3) Beneficially owned or controlled by Mr. Sahi through Paros Holdings. See the description of the Paros Agreement on page 5.

STATEMENT OF EXECUTIVE COMPENSATION

Executive compensation is the responsibility of the Board of Directors, supported by the Human Resources, Compensation and Pension Committee (“**Compensation Committee**”). The Corporation’s primary business strategy is to acquire a diversified portfolio of commercial and multi-suite residential real estate assets both for its own account and for its institutional clients and to generate stable and increasing cash flow and asset value by improving the performance of its real estate investment portfolio.

The Compensation Committee considered the impacts of inflation and interest rates of the current economic environment and financial performance of the Corporation in 2023 and believe that the executive compensation decisions reached are appropriate. The Chief Executive Officer, Chief Financial Officer and the other qualifying most highly compensated executive officers (as defined in the regulation under the Securities Act (Ontario)) of the Corporation (the “**Named Executive Officers**” or “**NEOs**”) did not have personal quantitative or qualitative goals set for 2023.

As a policy, salaries and incentives are reviewed from time to time. For 2023, Named Executive Officers, received a base salary increase of 2.75%. Short term incentive targets remained at their 2022 levels of up to 150 percent of base for the Chief Executive Officer and up to 60 percent of base salary for the Chief Financial Officer and other NEOs with actual bonus awards being, generally, approximately 90 percent of target.

During the most recently completed financial year, the NEOs and directors were not permitted to purchase financial instruments designed to hedge or offset a decrease in market value of the Common Shares, or securities convertible into Common Shares, granted as compensation or held, directly or indirectly, by the particular NEO or director.

The Corporation does not have any specific plan to alter its executive compensation strategy at this time.

COMPENSATION DISCUSSION AND ANALYSIS

Executive Compensation Philosophy

Morguard’s executive compensation program is intended to attract, motivate and retain highly qualified and motivated executives and the key talent necessary for the Corporation to be successful in the highly competitive environment in which it operates. This compensation is designed to reward the achievement of performance goals and align the interests of executives with the interests of the Corporation’s Shareholders and support the attraction and retention of qualified and experienced executives.

Incentive compensation plans are designed to reward executives based on performance. A portion of compensation in the form of long-term incentives ensures that executives are making prudent decisions to generate sustainable growth in shareholder value. Additionally, long-term incentives are used selectively and, to date, have only been paid on an intermittent basis. Short-term incentives are similarly based, linking individual performance with operating group and overall Morguard performance, with a portion of executive pay at risk when measured against financial results and operational objectives.

Compensation is competitively positioned to align with each executive’s role and responsibilities and the relevant markets in which we compete for talent. For the majority of executives, compensation is benchmarked using independently prepared compensation surveys and publicly disclosed information for executives with similar responsibilities, primarily in the real estate industry. To further encourage retention, grants of long-term incentives are partially forfeited should an executive leave the Corporation prior to vesting or prior to normal retirement age. Neither the Chief Executive Officer, Chief Financial Officer nor the other Named Executive Officers are entitled by any contract or arrangement to termination or change of control benefits, except as discussed below under the Stock Appreciation Rights Plan and the Stock Option Plan (each as defined below).

The major components of the executive compensation program are:

Compensation element	Payment method	Program Objectives
Annual Base salary	Cash	<ul style="list-style-type: none"> Reward skills, capabilities, knowledge and experience, reflecting the level of responsibility, as well as the contribution expected from each executive
Annual variable short-term incentive	Cash	<ul style="list-style-type: none"> Reward results during the current fiscal year based on contribution to a particular operating segment and the Corporation’s overall performance
Long-term incentive		
	Stock Appreciation Rights	<ul style="list-style-type: none"> Align with long-term performance of the Corporation and added incentive for enhancing shareholder value. Provide compensation opportunities to attract, retain and motivate executives.
	Stock Options	<ul style="list-style-type: none"> Align with long-term performance of the Corporation and added incentive for enhancing shareholder value. Provide compensation opportunities to attract, retain and motivate executives.
Other elements of compensation		
Pension and benefits		<ul style="list-style-type: none"> Provide pension and benefits that are comparable to peer companies.
Perquisites		<ul style="list-style-type: none"> Part of overall competitive executive compensation package.
Share loan		<ul style="list-style-type: none"> Encourage share ownership. Align interests of executive and shareholders.

COMPETITIVE BENCHMARKS

Annually, Morguard reviews compensation relative to peer group companies in the real estate industry using independent surveys in which it participates and, where available, publicly disclosed information. Within the companies, Morguard reviews compensation levels of comparable positions, and assesses relative performance and company size. Actual total compensation may be above or below the median based on individual, operating segment and overall Corporation performance. The peer group consisted of:

Amica Senior Lifestyles	EllisDon Corporation	Northview Fund
ARTIS REIT	Epic Investment Services Limited Partners	Northwest Healthcare Properties REIT
Aspen Properties	Fengate Asset Management	ONE Properties
BentallGreenOak	FIERA Real Estate Inc.	Oxford Properties
Bosa Properties Inc.	First Capital REIT	Pantattoni Development Company
Brookfield Properties (Canada) Inc.	Forum Investment and Development Corporation	Pro REIT
Cadillac Fairview Corporation Ltd.	Granite REIT	Pure Industrial
Canadian Urban Limited	GWL Realty Advisors	QuadReal Property Group
CanFirst Capital Management	Hazelview Investments	Realstar Management Partnership
CBRE Group Inc.	Healthcare of Ontario Pension Plan (HOOPP)	RioCan REIT
Centurion Asset Management	Hines Interests Limited Partnership	Sienna Senior Living
Choice Properties REIT	Homestead Land Holdings Limited	SmartCentres REIT/Penguin Investments Inc.
CMLS Financial	InterRent REIT	Starlight Group Property Holdings Inc.
Colliers International Inc.	Ivanhoe Cambridge Inc.	Strathallen Capital Corporation
Cominar	Killam Apartment REIT	TD Bank
Crestpoint Real Estate Investments Ltd	Kindred Works	The Minto Group
Crombie REIT	LaSalle Investments Management	Triovest
Crown Realty Partners	Manulife Investment Management	
CT Real Estate Investment Trust	Morguard Investments Management	
Cushman & Wakefield	Nicola Wealth	

The Corporation participated in the following third party Surveys in 2023:

Conference Board of Trade
REALPAC (Real Property Association of Canada)

In addition, the Corporation purchased Telus (formerly Life Works) survey results.

The services of an independent compensation consultant were not used in 2023.

COMPENSATION PROCESS

Annually the Compensation Committee reviews and recommends to the independent directors the approval of compensation for the Chief Executive Officer. The Chief Executive Officer reviews and approves the compensation of other NEOs and senior executives.

Risk Management

Effective risk management is achieved through the active engagement of the directors and executive officers in the identification of risks faced by the Corporation, and the implementation of appropriate strategies to prevent and mitigate them. In respect of executive compensation, the Compensation Committee strives to ensure that the program's overall design and constituent elements incorporate prudent

risk management principles, compensation-related risk is considered as part of the decision-making process, and the program is subject to periodic review in relation to emerging risk management principles.

The Compensation Committee seeks to ensure the compensation program incorporates measures that discourage undue risk taking by executive officers that could have a material adverse impact on the Corporation. These measures include the use of long-term incentives vesting over time and short-term incentive awards that are subject to “caps” (maximum amounts of compensation) that can be received in the event performance targets are exceeded. This minimizes any incentive to enter into transactions with excessive risk for the purpose of attempting to generate substantial short term gains.

Compensation risk is also mitigated through compensation governance measures which include prohibitions on hedging of equity awards and securities for the Corporation’s executive officers and safeguards in respect of insider trading. Additionally, the structure of the compensation program does not differ significantly among the Corporation’s executive officers.

Morguard has an integrated approach to talent management and succession planning. The Corporation places focus on identification, assessment and development of executives and high-potential talent to build leadership capability and strengthen overall succession, ensuring there are future leaders to drive both short and long-term performance. While the Corporation has not adopted a target regarding the representation of women in executive officer positions, the Corporation believes that diversity is embedded in our talent management practices and is focused on the development and advancement of women and visible minorities and other aspects of diversity. In terms of gender diversity, currently 20 percent of executive officers at the Corporation, including its major subsidiaries, are women (4 of 20).

Our philosophy of development and promotion from within strengthens our values and culture, aids in retention of talent and provides more options for succession. We complement this practice with selective external hiring to benefit from diverse experiences and fresh perspectives. Morguard does not believe that quotas, strict rules or targets necessarily result in the identification or selection of the best candidates for executive officers. However, the Corporation is mindful of the benefit of diversity in the workplace; accordingly, both the level of female representation and diversity are considered as essential considerations in the selection process for new executive officers, in addition to the expertise and experience required. Annually, the Board reviews and discusses Chief Executive Officer and group executive succession.

Base Salary

Base salary of executive officers is designed to be competitive and is determined by their relative worth and value to the organization. Jobs are evaluated using compensable job factors found in the Hay Method of job evaluation as well as against Morguard’s peer group. These factors serve as the criteria for assessing and comparing job values internally, and for external competitiveness through market pricing of selected key or benchmark jobs within a geographic area. Base salary is reviewed annually as base salary adjustments are not automatic.

Short-Term Incentives

Short-term incentive cash compensation is incremental compensation paid by the Corporation and its subsidiaries and is based on achieving corporate and individual annual performance objectives set at the beginning of each fiscal year. An award under the short-term incentive plan is determined as a percentage of base salary by reference to individual performance and contribution as well as corporate performance, such as return on net assets, with the benchmark being set by the Chief Executive Officer in consultation with the Compensation Committee. For each of the Chief Financial Officer, Executive Vice Presidents and Senior Vice Presidents, the short-term component is capped at 60 percent of base salary. Vice Presidents are in the 40 to 50 percent range. Assistant Vice Presidents are capped at 40%. Average bonus levels for 2023 (excluding the Chief Executive Officer) were 46% (2022 – 46%).

In setting these performance goals, consideration is given to corporate and financial objectives – including past corporate and operating group performance and budget targets for the current fiscal year and revenue growth and cost containment.

An award may be adjusted to reflect the effect of extraordinary, unusual or non-recurring items or to reflect an adjustment related to the degree of difficulty of activities undertaken by an individual.

Long-Term Incentives

Stock Appreciation Rights

The Compensation Committee, in its discretion, may from time to time grant stock appreciation rights (“SARs”) under the Corporation’s stock appreciation rights plan (the “Stock Appreciation Rights Plan”) to directors, officers and employees of, or consultants to, the Corporation and its Affiliates.

Details relating to Morguard’s Stock Appreciation Rights Plan are contained in the section below entitled “Incentive Plan Awards”.

Under the Stock Appreciation Rights Plan, 1,000,000 SARs were reserved for issuance. As of March 14, 2024, a total of 250,000 SARs are outstanding.

Stock Options

The Compensation Committee may grant stock options (“Stock Options”) under the Corporation’s stock option plan (the “Stock Option Plan”) to directors, officers, employees, or consultants providing ongoing services to the Corporation and/or its subsidiaries.

Details relating to Morguard’s Stock Option Plan are contained in the section below entitled “Incentive Plan Awards”.

The maximum number of Common Shares reserved for issuance collectively under the Stock Option Plan and any other share-based compensation arrangement is 1,000,000 Common Shares, or such other number as may be approved by the Toronto Stock Exchange (the “TSX”) and the Shareholders from time to time. As of March 14, 2024, no Stock Options have been issued under the Stock Option Plan.

Compensation of the Chief Executive Officer (“CEO”)

Summary and Philosophy

A critical function of the Compensation Committee is to monitor and assess the CEO’s performance and recommend his compensation to the Board for approval. The CEO’s compensation is based on the same underlying philosophy upon which other executive compensation is based and is directly related to the overall current performance of the Corporation and its potential for future growth. In determining recommendations for the CEO’s total compensation, the Compensation Committee considers the absolute and relative performance of Morguard, the CEO’s individual performance against objectives set at the beginning of the fiscal year and comparison with similar roles within the Corporation’s peer group.

The CEO participates in the same compensation programs as other executives of the Corporation detailed on the preceding pages of this Circular.

The Compensation Committee reviews the CEO’s total compensation on an annual basis, after analyzing market data on CEO remuneration for companies in the peer group. The CEO’s base salary is reviewed and determined as for other executives.

The CEO’s compensation for short-term awards is comprised of two parts and determined by:

- (1) a bonus of up to 100 percent of base salary based on (i) actual versus budgeted performance on three factors: normalized funds from operations (“NFFO”) of Morguard; FFO of Morguard Real Estate Investment Trust (“Morguard REIT”); FFO of Morguard North American Residential REIT (“Morguard Residential REIT”) and (ii) actual share performance of the Corporation versus the prior year. The maximum points allocated to each factor is 25, which means, for example, if actual NFFO of the Corporation was 80 percent of budgeted FFO, then the CEO would get 20 points for that factor; and

- (2) a supplementary bonus, not to exceed 50 percent of base salary, based on the CEO's performance in regard to mergers, acquisitions, dispositions, financings, strategic objectives, human resources and other major activities undertaken by the operating subsidiaries.

2023 Compensation

The Compensation Committee considered the Corporation's absolute and relative performance, the achievement of strategic objectives and the competitive salary levels of CEOs in the peer group. In determining the funding of Mr. Sahi's incentive awards, the Compensation Committee considers the Corporation's performance against financial performance targets set at the beginning of the fiscal year. The Compensation Committee also considered qualitative factors such as Mr. Sahi's leadership qualities, ability to build long-term value for shareholders and his role in advancing the Corporation's ESG program. In 2023, Morguard's financial performance saw large improvements over the prior year, including an increase of 8% in total revenue, an increase of 11% in net operating income and an increase of 10% in NFFO. Additionally, Morguard advanced its digital strategy with successful, transformative projects impacting cyber risk, GHG/carbon accounting, and building efficiency and automation. These factors, among others, all contributed to the determination of the CEO's supplementary bonus.

Based on financial performance and on Mr. Sahi's substantial contribution as CEO of Morguard, his role in guiding Morguard, enhancing Morguard's profile and growing the business interests across Canada and the United States and his vision in building a strong capital base ensuring short term stability and long-term growth, the Board awarded the short-term incentive of \$1,707,750.

[Remainder of page intentionally blank]

The Compensation Committee did not award any long-term incentive to the CEO in 2023.

SUMMARY OF COMPENSATION OF NAMED EXECUTIVE OFFICERS

The following table sets forth all compensation paid to the Named Executive Officers.

Name and Principal Position		Annual Compensation		Long Term Compensation				LTIP pay-out (\$)	Pension Value ⁽²⁾ (\$)	All Other Compensation ⁽¹⁾ (\$)	Total Compensation (\$)
		Salary (\$)	Bonus (\$)	SARS Granted (#)	SARS Granted (\$)	Stock Options Granted (#)	Stock Options Granted (\$)				
K. Rai Sahi Chairman and Chief Executive Officer, Morguard Corporation	2023	1,265,000	1,707,750	nil	nil	nil	nil	nil	73,736	115,679	3,162,165
	2022	1,225,000	1,650,000	nil	nil	N/A	N/A	nil	73,736	112,346	3,061,082
	2021	1,187,917	1,200,000	nil	nil	N/A	N/A	nil	73,736	108,660	2,570,313
Paul Miatello Chief Financial Officer and Senior Vice President, Morguard Corporation	2023	406,583	246,000	nil	nil	nil	nil	nil	20,330	5,910	678,823
	2022	360,500	198,235	nil	nil	N/A	N/A	nil	18,025	5,920	582,680
	2021	350,000	140,000	nil	nil	N/A	N/A	nil	17,500	4,950	512,450
Angela Sahi Executive Vice President, Residential, Office & Industrial, Morguard Corporation	2023	385,000	205,200	nil	nil	nil	nil	nil	19,251	3,820	613,271
	2022	350,000	191,707	nil	nil	N/A	N/A	nil	17,500	1,160	560,376
	2021	275,000	110,000	nil	nil	N/A	N/A	nil	13,750	nil	398,750
John Talano⁽³⁾ Senior Vice President, Morguard Management Company	2023	504,000	272,160	nil	nil	nil	nil	nil	17,965	15,210	809,245
	2022	454,545	245,245	nil	nil	N/A	N/A	nil	12,314	15,584	727,688
	2021	349,079	178,473	nil	nil	N/A	N/A	nil	18,227	15,385	569,029
David Wyatt Senior Vice President Retail Leasing and Operations, MIL	2023	343,724	185,611	nil	nil	nil	nil	nil	17,187	13,163	559,685
	2022	332,100	179,334	nil	nil	N/A	N/A	nil	16,605	12,901	540,940
	2021	307,500	123,000	nil	nil	N/A	N/A	nil	15,375	11,998	457,873

Notes:

- (1) Perquisites for each of the NEOs in the periods covered did not exceed the lesser of \$50,000 and 10% of total salary and bonus for the respective year. Included in other annual compensation is imputed, where applicable, interest benefit from loans provided to officers of the Corporation identified in the Section entitled "Indebtedness of Directors, Executive Officers and Senior Officers.
- (2) Included amounts from column (e) of the defined benefit plan table and column (c) of the defined contribution plan table from Pension Plan Benefits section below. For Mr. Sahi, Pension includes pension benefits received.
- (3) All compensation for Mr. Talano is converted from United States dollars to Canadian dollars using the average exchange rate for the year ended December 31, 2023 of US\$0.74. Actual amounts paid in 2023 are Salary US\$400,004, Bonus US\$216,000, Pension US\$14,258, and All other compensation US\$12,000, for Total Compensation US\$628,000.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following table sets forth all option-based awards outstanding for each Named Executive Officer as of December 31, 2023.

Name	Number of securities underlying unexercised SARs (#)	SARs exercise price (\$)	SARs expiry	Value of unexercised SARs (\$)	Number of securities underlying unexercised Stock Options (#)	Stock Option exercise price (\$)	Stock Option expiry	Value of unexercised Stock Options (\$)
K. Rai Sahi	-	-	-	-	-	-	-	-
Paul Miatello	15,000	30.74	n/a	1,128,600				
	10,000	43.39	n/a	625,900				
	10,000	179.95	n/a	nil	-	-	-	-
	10,000	163.59	n/a	nil				
Angela Sahi	20,000	163.59	n/a	nil	-	-	-	-
John Talano	10,000	179.95	n/a	nil				
	5,000	163.59	n/a	nil	-	-	-	-
David Wyatt	10,000	179.95	n/a	nil				
	5,000	163.59	n/a	nil	-	-	-	-

Incentive Plan Awards – Value Vested or Earned During the Year

The following table shows the value of option-based awards that vested during the fiscal year ended December 31, 2023, as well as the non-equity incentive plan compensation earned during the year for each Named Executive Officer.

Name	Option-based awards (SARS & Stock Options) – value vested during the year (\$)	Non-Equity incentive plan compensation – value earned during the year (\$)
K. Rai Sahi	nil	1,707,750
Paul Miatello	nil	246,000
Angela Sahi	nil	205,200
John Talano	nil	US216,000
David Wyatt	nil	185,611

NARRATIVE DISCUSSION

Stock Appreciation Rights

The Board approved the Stock Appreciation Rights Plan on March 20, 2008. At this time, the Compensation Committee does not intend to grant SARs on an annual basis.

A SAR grants a participant the right to receive, from the Corporation, a cash payment per right in an amount equal to the excess, if any, of: (i) the fair market value as of the date redeemed of the Common Shares less (ii) the fair market value of the Common Shares underlying the rights on the date of the grant and any amount required to be withheld by applicable law. Fair market value is defined as the closing price of the Common Shares on the TSX for the trading day immediately preceding the applicable date.

The Compensation Committee may determine when any SAR will become vested however, in the absence of any other determination, vesting occurs: (i) as to one-tenth, on the first anniversary of the date of grant; and (ii) as to an additional one-tenth, on each of the second through tenth anniversaries of the date of grant.

Unvested SARs will be immediately terminated and be null and void if the participant's employment with the Corporation is terminated for cause and the rights will be cancelled by the Corporation. If the holder of

SARs is terminated without cause vested SARs will be paid in accordance with the Stock Appreciation Rights Plan and unvested SARs will vest as determined by the Compensation Committee. If the holder of SARs voluntarily resigns, all unvested SARs will cease vesting and expire and terminate on the date of termination, while vested rights will be reduced by 50% and be paid according to the Stock Appreciation Rights Plan. If the holder's employment is terminated for any other reason (including death or disability) the holder's SARs that have not become vested as of the date of termination will accelerate and immediately vest on such date and the Corporation shall make payment according to the Stock Appreciation Rights Plan.

The Compensation Committee shall have the authority to amend, suspend or terminate the Stock Appreciation Rights Plan or any SAR granted thereunder without obtaining Shareholder approval in order to: (i) amend any terms relating to the granting or exercise of SARs, including the terms relating to the eligibility for and limitations or condition on participation in the Stock Appreciation Rights Plan, the amount and payment of the exercise price (other than a reduction thereof) or the vesting, exercise, expiry (subject to certain exceptions) of the SARs; (ii) make changes that are necessary or desirable to comply with applicable laws, rules or regulations of any applicable governmental entity or stock exchange having jurisdiction; correct or rectify any ambiguity, defective provision, error or omission in the Stock Appreciation Rights Plan or in any SAR or make amendments of a "housekeeping" nature; (iii) amend any terms relating to the administration of the Stock Appreciation Rights Plan; and (iv) make any other amendment that does not require shareholder approval by virtue of the Stock Appreciation Rights Plan, applicable laws or applicable requirements of any stock exchange or governmental entity, provided such amendment, suspension or termination does not adversely alter or impair any previously granted SAR without such holder's consent, and is made in compliance with applicable laws, rules, regulations, by-laws and policies of, and receipt of any required approvals from, any applicable governmental entity or stock exchange having jurisdiction.

In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation, spin-off or other distribution (other than normal cash dividends) of the Corporation's assets to Shareholders, or any other change in the capital of the Corporation affecting Common Shares, the Compensation Committee will make such proportionate adjustments, if any, as the Compensation Committee in its discretion may deem appropriate to reflect such change (for the purpose of preserving the value of the SARs), with respect to previously granted SARs.

In the event of a merger, amalgamation, or other transaction pursuant to which the Common Shares are converted into other property, whether in the form of securities of another corporation, cash or otherwise, (each a "Substitution Event"), then any surviving or acquiring corporation shall assume any SAR outstanding under the Stock Appreciation Rights Plan or shall substitute similar SARs (including an award to acquire the same consideration paid to the securityholders in the transaction effecting the Substitution Event) for those SARs outstanding under the Stock Appreciation Rights Plan. In the event any surviving corporation or acquiring corporation refuses to assume such SARs or to substitute similar stock options for those SARs outstanding under the Stock Appreciation Rights Plan, then with respect to such SARs, the vesting of such SARs (and, if applicable, the time during which such SARs may be exercised) shall be accelerated in full, and the SARs shall terminate if not exercised (if applicable) at or prior to such event.

Notwithstanding any other provision of the Stock Appreciation Rights Plan, in the event of a potential Substitution Event, the Board shall have the power to make such changes to the terms of the SARs, as it considers fair and appropriate in the circumstances, including but not limited to: (i) accelerating the date on which SAR, become exercisable; (ii) otherwise modifying the terms of the SAR, to assist such holders in participating in any arrangement leading to a Substitution Event; and thereafter; (iii) terminating, conditionally or otherwise, the SAR, not exercised following successful completion of the Substitution Event. If the Substitution Event is not completed within the time specified (as the same may be extended), the accelerated SARs which vested will be reinstated as unvested SARs and if such SARs were exercised the amount paid by the Corporation on exercise of the SARs will be reimbursed by the previous holder of the SARs, and the original terms applicable to such SARs will be reinstated.

Should there be a change of control of the Corporation (excluding increased ownership by Paros, K. Rai Sahi or related parties) vesting of all outstanding SARs will accelerate in full. If the change of control or potential change of control is not completed within the time specified therein (as the same may be extended), the accelerated SARs which vested will be reinstated as unvested SARs and if any such SARs were exercised, the previous holder of such SARs shall reimburse any amount paid by the Corporation on such exercise.

Stock Options

The Shareholders approved the Stock Option Plan on May 3, 2023. The following discussion is qualified in its entirety by the text of the Stock Option Plan and each stock option agreement evidencing the applicable Stock Options.

Each Stock Option represents the right to receive Common Shares in accordance with the terms of the Stock Option Plan.

The maximum number of Common Shares that may be: (i) issued to insiders of the Corporation within any one-year period; or (ii) issuable to insiders of the Corporation at any time, in each case, under the Stock Option Plan alone, or when combined with all of the Corporation's other share-based compensation arrangements, as applicable, cannot exceed 10% of the aggregate number of Common Shares issued and outstanding from time to time, determined on a non-diluted basis (though such amount is itself limited further by the aforementioned aggregate maximum of 1,000,000 Common Shares reserved for issuance), which, as at the date of the Circular, is equal to 1,081,338 Common Shares.

Subject to the applicable participant's Stock Option agreement, the following table describes the impact of certain events upon the rights of holders of Stock Options issued under the Stock Option Plan, including termination for cause, resignation, retirement, termination other than for cause and death or disability.

Event	Stock Option Plan Provisions
Termination for cause	Immediate forfeiture of all vested and unvested Stock Options.
Resignation, retirement and termination other than for cause	Expiry of all Stock Options on the earlier of (i) 90 days after the termination date and (ii) the expiry date of the applicable Stock Option, to the extent such Stock Option was vested and exercisable on the termination date; all remaining unexercised unvested Stock Options shall terminate.
Death or disability	Forfeiture of all Stock Options on the earlier of (i) 12 months after the last date of employment prior to death or disability or (ii) the expiry date of the applicable Stock Option, to the extent such Stock Option was vested and exercisable on the last day of employment prior to death or disability; all remaining unexercised unvested Stock Options shall terminate.

The applicable participant's Stock Option agreement typically provides that Stock Options are exercisable during a period established by the Compensation Committee which commences on the date of the grant and terminates no later than ten (10) years after the date of the granting of the Stock Options or such shorter period as the Compensation Committee may determine. The exercise price of Stock Options is determined by the Compensation Committee when such Stock Options are granted, but is not less than the closing price of the Common Shares on the day prior to the grant of such Stock Options.

The exercise period for a Stock Option shall automatically be extended if the date on which it is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period shall terminate ten (10) business days after the last day of the black-out period.

In the event of a change of control of the Corporation, unvested Stock Options then outstanding will be replaced with Stock Options of the surviving corporation or potential successor on the same terms and conditions as the original Stock Options, subject to customary adjustments. Failing this, the vesting of all then outstanding Stock Options will be accelerated in full. Notwithstanding the foregoing, the Board will have the discretion to, among other things, modify the terms of the Stock Option Plan and/or applicable Stock Options in the event of a potential change of control, including in order to accelerate the vesting of outstanding Stock Options and to permit the conditional exercise of Stock Options, in the event of a take-over bid or other transaction leading to a change of control of the Corporation, subject to customary provisions should such potential change of control not be completed within the applicable specified time.

The Board may, in its sole discretion, suspend or terminate the Stock Option Plan at any time, or from time to time, amend, revise or discontinue the terms and conditions of the Stock Option Plan or of any securities granted under the Stock Option Plan and any option agreement relating thereto, subject to any required regulatory and exchange approval, provided that such suspension, termination, amendment, or revision will not adversely alter or impair any Stock Option previously granted except as permitted by the terms of the Stock Option Plan or as required by applicable laws.

The Board may amend the Stock Option Plan or any securities granted under the Stock Option Plan at any time without the consent of a participant provided that such amendment shall: (i) not adversely alter or impair any Stock Option previously granted except as permitted by the terms of the Stock Option Plan or with consent of the participant; (ii) be in compliance with applicable law and subject to any regulatory approvals including, where required, the approval of the TSX, or any other stock exchange upon which the Corporation has applied to list its Common Shares (an “**Other Exchange**”); and (iii) be subject to shareholder approval, where required by law, the requirements of the TSX, any Other Exchange or the Stock Option Plan, provided however that shareholder approval shall not be required for the following amendments and the Board may make any changes which may include but are not limited to:

- any amendment to the vesting provisions of Stock Options;
- any amendment regarding the effect of termination of a participant’s employment or engagement;
- any amendment which accelerates the date on which any Stock Option may be exercised under the Stock Option Plan;
- any amendment necessary to comply with applicable law or the requirements of the TSX, any Other Exchange or any other regulatory body;
- any amendment of a “housekeeping” nature, including, without limitation, to clarify the meaning of an existing provision of the Stock Option Plan, correct or supplement any provision of the Stock Option Plan that is inconsistent with any other provision of the Stock Option Plan, correct any grammatical or typographical errors or amend the definitions in the Stock Option Plan;
- any amendment regarding the administration of the Stock Option Plan; and
- any other amendment that does not require the approval of Shareholders pursuant to the amendment provisions of the Stock Option Plan,

provided that the alteration, amendment or variance does not:

- increase the maximum number of Common Shares issuable under the Stock Option Plan, other than an adjustment pursuant to a change in capitalization;
- reduce the exercise price of Stock Options (except in the case of customary adjustments pursuant to the terms of the Stock Option Plan);
- extend the expiration date of a Stock Option benefitting an insider of the Corporation, except in the case of an extension due to a black-out period;
- remove or exceed the insider participation limits; or
- amend the amendment provisions of the Stock Option Plan.

As no SARs have been granted since 2018 and the Stock Option Plan was only initiated in 2023, in accordance with the requirements of section 613 of the TSX Company Manual, the following table sets out the burn rate of the Stock Options granted under the Corporation's Stock Option Plan as at the end of the financial year ended December 31, 2023. The burn rate is calculated by dividing the number of awards granted during the relevant financial year by the weighted average number of securities outstanding for the applicable fiscal year.

Year Ended December 31, 2023

Number of Stock Options granted under the Stock Option Plan	-
Weighted average number of outstanding securities for that fiscal year ⁽¹⁾	-
Annual Burn Rate ⁽²⁾	-

Notes:

- 1) The weighted average number of securities outstanding during the period is the number of securities outstanding at the beginning of the period, adjusted by the number of securities bought back or issued during the period multiplied by a time-weighting factor. The time weighting factor is the number of days that the securities are outstanding as a proportion of the total number of days in the period; a reasonable approximation of the weighted average is adequate in many circumstances. The weighted average number of securities outstanding is calculated in accordance with the CPA Canada Handbook, and as such may be amended or superseded from time to time.
- 2) The burn rate is calculated by dividing the number of Stock Options granted during the applicable fiscal year by the weighted average number of securities outstanding for the applicable fiscal year.

PENSION PLAN BENEFITS

Defined Benefit Pension Plan

There are no NEOs accruing benefits under the Morguard Corporation Employees' Retirement Plan ("MC Plan") Defined Benefit Provision. Mr. Sahi is receiving benefits under the MC Plan.

The Defined Benefit Provision of the MC Plan provides defined retirement benefits for covered salaried employees and is registered under the Income Tax Act (Canada) (the "Tax Act") and the Pension Benefit Act (Ontario). Participants in the MC Plan vest immediately. The Retirement Plan provides for normal retirement benefits beginning at age 65 with reduced benefits payable for any participant who elects early retirement. The normal annual retirement benefits are equal to 1.8 percent of the participant's average of the best 3 of the last 7 years earnings multiplied by the participant's years of credited service, less the participant's Canada Pension Plan benefits multiplied by a ratio (not exceeding 1) of the participant's years of credited service to 35 years, and not exceeding the maximum amount permitted to be paid under the Tax Act. The 2023 maximum annual benefit payable to a participant under the MC Plan is \$3,506.67 for each year of credited service (not exceeding 35 years in respect of service prior to January 1, 1992).

Defined Contribution Pension Plan

There are no NEOs accruing benefits under the Morguard Investments Limited Employees' Retirement Plan. Effective January 1, 2008, a Defined Contribution Provision was added to the "MC Plan".

The Defined Contribution Provision provides a retirement benefit of an annual pension in the form of payment elected by the Member, in the amount which can be purchased from an Insurer by the Corporation on the Member's behalf with the Account Balance, at the election of the member, at the time of his/her retirement. The normal retirement age is 65.

The Corporation shall contribute to the Company Contributions Account of each NEO an amount equal to 5% of each NEO's Defined Contribution Earnings, up to the DC maximum contribution limit for the year. The 2023 contribution limit for a registered DC plan was \$31,560.

Defined Contribution Members are not required to contribute.

A Defined Contribution Member may elect to contribute a percentage of his Defined Contribution Earnings to his Voluntary Contributions Account.

A member who retires may elect to receive his Member Voluntary Contributions Account Balance as a cash lump sum payment less any applicable withholding tax.

The aggregate of company contributions and members voluntary contributions are subject to limits prescribed in the Tax Act.

At December 31, 2023 the NEOs that participated in the Defined Contribution Provision of the MC Plan had the following accumulated benefits:

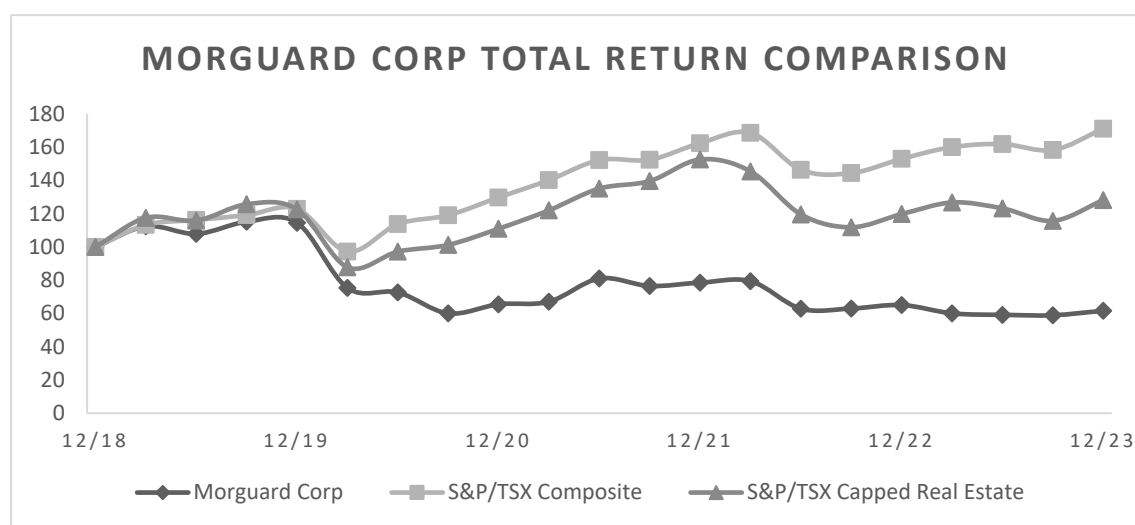
Name (a)	Accumulated value at start of year (\$)(b)	Compensatory change (\$)(c)	Non-compensatory change (\$)(d)	Accumulated value at year end (\$)(e)
Paul Miatello	253,576	20,330	30,271	304,176
Angela Sahi	73,108	19,251	10,518	102,877
David Wyatt	180,490	17,187	38,103	235,779

401K

Certain US employees are permitted to invest up to 5 percent of earnings in a structured registered retirement account (401K) which contributions are matched by Morguard. Morguard is not liable for guaranteeing a specific amount of income when an employee retires and does not receive reports on return on investment related to the 401K. For the year ending December 31, 2023, the Corporation had contributed the amount of US\$14,258 matching Mr. Talano's personal contributions.

SHARE PERFORMANCE GRAPH

The following graph shows a comparison over the five-year period ending December 31, 2023 of the value of \$100 originally invested in Common Shares with the cumulative return of the S&P/TSX Composite and the TSX Capped Real Estate Index, in each case assuming reinvestment of dividends.



	12/18	12/19	12/20	12/21	12/22	12/23
Morguard Corporation	100.00	114.55	65.48	78.48	65.01	61.62
S&P/TSX Composite	100.00	122.89	129.78	162.42	153.07	171.18
S&P/TSX Capped Real Estate (Industry Group)	100.00	122.66	111.00	152.63	119.79	128.24

DIRECTOR COMPENSATION

The Compensation Committee reviews director compensation annually and makes recommendations on remuneration to the Board. In reviewing directors' compensation, the Committee considers the responsibilities and time commitment of the directors and benchmarks compensation at comparable Canadian corporations in the real estate industry.

Directors who are also employees of the Corporation receive no remuneration as directors. During the year ended December 31, 2023, eligible members of the Board received compensation in accordance with the following remuneration schedule, which has been in effect since April 1, 2018.

Annual retainers and meeting fees	Amount (\$)
Board retainer	30,000
Additional retainers:	
Vice Chair/Lead Director	8,000
Chair of the Audit Committee	8,000
Chairs of other Board committees	4,000
Meeting fees	
Each Board/committee meeting attended	1,500
Each Board/committee phone meeting or meeting less than 15 minutes in duration attended	500

The directors are additionally entitled to be reimbursed for their reasonable out-of-pocket expenses incurred in connection with the Corporation.

Share Ownership Guideline

With a view to aligning director compensation with shareholder interests, directors are encouraged to hold a minimum of 3,000 Common Shares and to reach this level within five years of initial appointment.

Stock Plans

The directors and officers of the Corporation are entitled to participate in the Corporation's Stock Appreciation Rights Plan and Stock Option Plan. A description of both plans can be found on pages 16 and 18.

The granting of SARs under the Stock Appreciation Rights Plan was initiated in 2008 and no SARs have been granted since 2018.

The granting of Stock Options under the Stock Option Plan was initiated in 2023 and no Stock Options have been granted since initiation.

[Remainder of page intentionally blank]

The Corporation paid \$323,000 (\$351,814 in 2022) in Canadian dollars in respect of directors' fees during the fiscal year ended December 31, 2023.

SUMMARY OF COMPENSATION OF DIRECTORS

The following table shows the amounts earned by individual non-management* directors, during 2023.

Directors	Board retainer (\$)	Committee Chair retainer (\$)	Board attendance fees (\$)	Committee attendance fees (\$)	SARs (#)	SARs (\$)	Stock Options (#)	Stock Options (\$)	LTIP Payout (\$)	All other compensation (\$)	Total (\$)
William J. Braithwaite	30,000	4,000	10,000	10,000	nil	nil	nil	nil	-	nil	54,000
Chris J. Cahill	30,000	n/a	10,000	10,000	nil	nil	nil	nil	-	nil	50,000
Graeme M. Eadie ⁽¹⁾	15,000	n/a	4,500	7,500	nil	nil	nil	nil	-	nil	27,000
W. Scott MacDonald ⁽²⁾ ⁽³⁾	15,000	n/a	3,000	nil	nil	nil	nil	nil	-	13,849	31,849
Bruce K. Robertson ⁽⁴⁾	30,000	16,000	10,000	6,000	nil	nil	nil	nil	-	41,000	103,000
Leonard Peter Sharpe	30,000	4,000	10,000	13,500	nil	nil	nil	nil	-	nil	57,500
Stephen R. Taylor ⁽⁵⁾	30,000	n/a	10,000	14,500	nil	nil	nil	nil	-	12,891	67,391

Notes:

* All Management directors are disclosed as NEOs.

(1) Mr. Eadie retired from Morguard Corporation effective May 3, 2023.

(2) Amounts under "All other compensation" reflect that Mr. MacDonald was compensated under a pension plan from the Corporation.

(3) Mr. MacDonald retired from Morguard Corporation effective May 3, 2023.

(4) Amounts under "All other compensation" reflect that Mr. Robertson was compensated for services as a trustee of a subsidiary of the Corporation.

(5) Amounts under "All other compensation" reflect that Mr. Taylor was compensated under a pension plan from the Corporation.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Corporation maintains directors and officers liability insurance for the benefit of its directors and officers against liabilities incurred by them in such capacities, excluding liabilities brought about or contributed to by fraud or dishonesty of the insured or based upon or attributable to any property or advantage gained by the insured and to which the insured was not legally entitled.

The policy covers claims made against the insured (subject to the policy terms and conditions) during the policy period with a total aggregate limit of \$30 million during the policy year and a limit of \$30 million in respect of each loss/claim. The premium payable by the Corporation for this coverage during the fiscal year ended December 31, 2023 was \$156,025 (compared to \$164,239 for 2022).

[Remainder of page intentionally blank]

OUTSTANDING OPTION-BASED AWARDS FOR DIRECTORS

The following table sets forth all option-based awards (SARs) outstanding for each director as of December 31, 2023.

Name	Number of securities underlying unexercised SARs #	SARs exercise price \$	SARs expiry	Value of unexercised SARs \$	Number of securities underlying unexercised Stock Options #	Stock Option exercise price \$	Stock Option expiry	Value of unexercised Stock Options \$
William J. Braithwaite	-	-	-	-	-	-	-	-
Chris J. Cahill	10,000 5,000 5,000	153.82 179.95 163.59	n/a	nil nil nil	-	-	-	-
Bruce K. Robertson	10,000 5,000 5,000	43.39 179.95 163.59	n/a	625,900 nil nil	-	-	-	-
Leonard Peter Sharpe	10,000 5,000 5,000	43.39 179.95 163.59	n/a	625,900 nil nil	-	-	-	-
Stephen R. Taylor	-	-	-	-	-	-	-	-

INCENTIVE PLAN AWARDS – VALUE VESTED OR EARNED DURING THE YEAR FOR DIRECTORS

The following table shows the value of option-based awards that vested during the fiscal year ended December 31, 2023, as well as the non-equity incentive plan compensation earned during the year for each Director.

Name	Option-based awards (SARs & Stock Options) – value vested during the year (\$)	Non-Equity incentive plan compensation – value earned during the year (\$)
William J. Braithwaite	nil	nil
Chris J. Cahill	nil	nil
Graeme M. Eadie	nil	nil
W. Scott MacDonald	nil	nil
Bruce K. Robertson	nil	nil
Leonard Peter Sharpe	nil	nil
Stephen R. Taylor	nil	nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Plan Category	Number of securities to be issued upon the exercise of outstanding options, warrants and rights (a) (#)	Weighted-average exercise price of outstanding options, warrants and rights (b) (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)). I (#)
Equity compensation plans approved by securityholders	nil	n/a	n/a

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

The aggregate maximum amount of indebtedness outstanding as at March 14, 2024 of all current and former officers, directors and employees of the Corporation and its subsidiaries in connection with the purchase of common shares of the Corporation or any of its subsidiaries was \$1,474,778 (\$1,471,799 as at December 31, 2023). No amounts were forgiven during the year ending December 31, 2023 (2022 – \$nil).

The Corporation's employee stock loan plan entitles an employee to borrow up to a maximum of \$3.00 from the Corporation for each \$1.00 funded to purchase public equity or debt issued by the Corporation or its related public entities (specifically, Morguard REIT, Morguard North American Residential REIT). The loan is secured against the purchased equity or debt, which is held by the Corporation, and is evidenced by a five-year promissory note bearing interest per annum at prime rate, as posted from time to time by the Royal Bank of Canada. The Corporation does not offer other programs.

The following table sets out certain particulars with respect to such indebtedness for purchases of Morguard Corporation common shares (TSX: MRC), Morguard North American Residential REIT (TSX: MRG.UN), Morguard Real Estate Investment Trust units (TSX: MRT.UN) and Morguard Real Estate Investment Trust (MRT.DB. A) debentures.

TABLE OF INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS UNDER THE SECURITIES PURCHASE PROGRAM

Name & Principal Position	Involvement of Issuer or Subsidiary ⁽¹⁾	Largest Amount Outstanding as at December 31, 2023(\$)	Amount Outstanding as at March 14, 2024 (\$)	Financially Assisted Securities Purchased During Fiscal 2023 (#)	Security for Indebtedness Number of Common Shares Pledged ⁽²⁾
Paul Miatello Chief Financial Officer and Senior Vice President	Loan from Corporation	732,394	733,876	nil	10,314 MRC 2,500 MRT.UN 23,000 MRG.UN 5,000 MRT.DB.A
Beverley G. Flynn Senior Vice President, General Counsel & Secretary	Loan from Corporation	512,145	513,182	nil	4,000 MRC 7,800 MRT.UN 30,000 MRG.UN 2,000 MRT.DB.A
Andrew Tamlin Chief Financial Officer (MRT)	Loan from Corporation	227,260	227,720	nil	3,000 MRT.DB.A

Notes:

(1) Employee loans were provided under the Morguard Corporation Employee Stock Loan Plan (the "Employee Stock Loan Plan"). The Employee Stock Loan Plan is available to selected employees of the Corporation provided, among other things, he or she has the funds available to fund at least \$1.00 for every \$3.00 of employee loan.

(2) Security for indebtedness is as at March 14, 2024.

OTHER INDEBTEDNESS OF DIRECTORS AND OFFICERS (HOME RELOCATION LOANS)

Name & Principal Position	Involvement of Issuer or Subsidiary	Largest Amount Outstanding During Fiscal 2023 (\$)	Amount Outstanding as at December 31, 2023(\$)	Security for Indebtedness
John Talano Senior Vice President, Morguard Management Company Inc.	Loan from Subsidiary of Corporation	1,000,000	1,000,000	Mortgage Interest rate 1% 5 year I/O period Maturity Nov 10, 2047

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed in this Circular, the Corporation is not aware of any material interest of any current or proposed director or officer of the Corporation in any transaction since January 1, 2023 or in any proposed transaction that has materially affected or will materially affect the Corporation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

The directors believe that sound corporate governance practices are essential to the well being of the Corporation and its Shareholders and the Board and committees of the Corporation review and refine these practices regularly in light of Canadian regulatory initiatives.

Morguard is subject to National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) and National Instrument 52-110 *Audit Committees* as adopted in each of the provinces and territories of Canada requiring issuers to disclose corporate governance practices and providing guidance on such practices. Effective January 1, 2020, amendments to the *Canada Business Corporations Act* (“**CBCA**”) came into effect requiring CBCA-incorporated issuers to include prescribed diversity disclosure in their annual proxy circulars.

Morguard has adopted Codes of Conduct and Conflict of Interest Guidelines that govern the behaviour of its directors, officers and employees. The standards are available on the Corporation’s website at www.morguard.com and at www.sedarplus.ca. The Corporate Governance and Compensation Committee is responsible for monitoring compliance with the standards and annually requires the guidelines be reviewed and signed by all directors, officers and employees.

The corporate governance practices adopted by the Corporation are set out below.

Board of Directors and Executive Officers

The primary responsibility of the Board is to foster the long-term success of the Corporation consistent with the Board’s duty to act in the best interest of the Corporation. The Board facilitates its exercising of independent supervision of the Corporation’s management through frequent meetings, both with and without members of the Corporation’s management (including members of management that are also directors) being in attendance. In fulfilling its mandate, the Board, among other things, has the following duties and objectives:

- assessing the effectiveness of the Board, Committees and directors;
- planning for succession for the Corporation including appointing and monitoring of senior management;
- developing and maintaining written position descriptions for the Chief Executive Officer, the Lead Director and Committees of the Board;
- adopting a strategic planning process for the Corporation;

- providing oversight to the integrity of the Corporation’s internal control and management information systems;
- adopting of a communications policy for the Corporation;
- reviewing management authority and establishing limits based on the size and nature of proposed transactions; and
- identifying the principal risks of the Corporation’s business and ensuring the implementation of appropriate systems to manage these risks.

The Board has adopted the formal mandate set out in Schedule “A” to this Information Circular.

The following table sets out the Corporation’s Board and Committee meetings held in 2023. The following is a record of directors’ attendance at these meetings:

	Board	Audit	Corporate Governance & Nominating	Human Resources, Compensation & Pension	Investment
Meetings held in 2023	8	4	6	5	0
William J. Braithwaite ⁽¹⁾	8	-	6	2	-
Chris J. Cahill ⁽²⁾	8	2	6	-	-
Graeme M. Eadie ⁽³⁾	3	2	-	3	-
W. Scott MacDonald ⁽⁴⁾	2	-	-	-	-
Bruce K. Robertson	8	4	-	-	-
Angela Sahi	8	-	-	-	-
K. Rai Sahi	7	-	-	-	-
Leonard Peter Sharpe	8	4	-	5	-
Stephen R. Taylor	8	-	6	5	-

(1) Mr. Braithwaite was appointed to the HR, Compensation & Pension committee on May 3, 2023.

(2) Mr. Cahill was appointed to the Audit committee on May 3, 2023.

(3) Mr. Eadie retired effective May 3, 2023.

(4) Mr. MacDonald retired effective May 3, 2023.

New directors are provided with an orientation and education program that includes information regarding the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management of the Corporation and other directors. In addition to having extensive discussions with the Chairman of the Board and the Lead Director, new directors receive a Director’s Handbook including governance policies and mandates, historical public information and minutes of prior meetings of the Board and applicable committees. The orientation is further tailored to that director’s individual needs, experience as a director of a public company and other areas of interest. Morguard encourages its directors to take advantage of continuing education opportunities, provides information and updates to directors on relevant topics, has management and, where advantageous, outside experts give presentations and will, upon request, reimburse directors for continuing education programs attended.

The Board consists of five (5) independent directors, being a majority of the Board, Messrs. Braithwaite, Cahill, Robertson, Sharpe, and Taylor. Mr. Sahi is not independent as a result of his substantial ownership position in the Corporation as well as his management role. Ms. Sahi is not independent due to her management role at Morguard.

Please see the table under Part Two – Nominees for Election to the Board, for each director who is presently a director of another reporting issuer.

The independent directors meet quarterly and otherwise as they deem necessary. Mr. Robertson chairs all such meetings as Lead Director. The Lead Director works with senior management, manages the Board, and ensures effective relations with shareholders, other stakeholders and the public and ensures that the management of these relationships is effective, efficient and furthers the best interests of the Corporation. The Lead Director must provide strong leadership and ensure the mechanisms for effective governance are in place. The Lead Director may be contacted: c/o Senior Vice President and General Counsel, Morguard Corporation, Suite 1000, 55 City Centre Drive, Mississauga, Ontario L5B 1M3 or at Legal@morguard.com.

It is the responsibility of the CEO to report to the Board and maintain open communication with Board members. In fulfilling his mandate, the CEO has responsibilities including implementing Board initiatives, developing a strategic plan for the Corporation and providing leadership in the operational running of the business.

The following are the number and proportion, expressed as a percentage, of members of the Corporation's Board of Directors and as executive officers, including all of the Corporation's major subsidiaries (as that term is defined in National Instrument 55-104 *Insider Reporting Requirements and Reports Exemptions* and the *Canada Business Corporations Regulations, 2001*), who have self-identified as being a woman, visible minority, person with a disability or an aboriginal person (collectively, "**Designated Groups**").

	Women		Members of visible minorities		Persons with disabilities		Aboriginal peoples	
	Number	%	Number	%	Number	%	Number	%
Board of Directors	1	14.0	2	28.0	0	0	0	0
Senior management	4	20.0	4	20.0	0	0	0	0

The number and proportion of directors and members of senior management who have self-identified as being a member of a Designated Group have been furnished by the respective directors and members of senior management on a voluntary basis and such responses have not been independently verified by Morguard.

In assessing candidates and selecting nominees for the Board, the Corporate Governance and Nominating Committee looks to fill areas of required expertise and experience based on the skills matrix it maintains. In addition, diversity, including representation by Designated Groups, is an important factor considered by the Board and the Corporate Governance and Nominating Committee. The Board has adopted a written policy relating to the identification and nomination of women directors, however targets have not been set. At this time, the Board does not believe that quotas, strict rules or targets necessarily result in the identification or selection of the best candidates for directors or executive officers. However, the Board views the level of representation of Designated Group representation and diversity, including diversity in age, geography, background and ethnicity as essential considerations, in addition to required expertise and experience, in evaluating potential candidates for nomination to the Board or appointment to an executive officer position.

Morguard has not adopted terms limits for directors. At this time, Morguard believes that term limits have the potential to cause the loss of key Board contributors with a proven track record who possess valuable institutional memory. Instead, the Corporation believes that less rigid mechanisms of Board renewal are more suitable. Annually, the Corporate Governance and Nominating Committee undertakes an evaluation of Board performance, including performance of individual directors, in order to ensure that each director continues to be effective and have the necessary skills and experience required by the Corporation for an appropriate composition of the Board. Additionally, Shareholders have the ability to evaluate and vote on all director nominees annually at the Meeting.

All governance policies are reviewed and assessed by the Board of Directors on an annual basis.

See “Corporate Governance and Nominating Committee” below for further discussion of the process for identifying and nominating new directors.

Committees

Morguard has four committees: Audit; Investment; Human Resources, Compensation and Pension; and Corporate Governance and Nominating. The directors may create additional committees as they determine necessary or desirable for the purposes of properly governing the affairs of the Corporation. The committee chairs do not have written position descriptions; however, the Board instructs each committee chair of their responsibilities in ensuring the committee mandate is implemented and responsible items are completed and reported back to the Board regularly.

Committee members are appointed immediately following the annual meeting of shareholders. Set out below is a description of the committees of the Board, their mandates and their activities.

Audit Committee

The Audit Committee assists the Board in fulfilling its financial oversight responsibilities. The Audit Committee reviews the financial statements, the adequacy and effectiveness of the system of internal controls, the financial reporting process and management of financial risks, the nature and scope of the audit process as proposed by the auditor and the Corporation’s disclosure controls and procedures. The roles and responsibilities of the Audit Committee are specifically defined so as to provide appropriate guidance to committee members as to their duties. The Committee provides and facilitates communication between the Corporation’s internal and external auditors and the Board to discuss and review specific issues as appropriate. The committee is also responsible for the insurance, enterprise risk management and environmental management programs of the Corporation.

For further information relating to the Audit Committee, please refer to the Corporation’s Annual Information Form dated February 22, 2024 which has been filed with securities regulators at www.sedarplus.ca and at www.morguard.com.

The Audit Committee met four times during the year ended December 31, 2023. The members of the Audit Committee are Messrs. Bruce K. Robertson (Chair), L. Peter Sharpe and Chris J. Cahill.

Investment Committee

It is the duty of the Investment Committee to review, and as applicable, authorize and approve all acquisitions, dispositions, investments and borrowings of the Corporation (the “Proposals”) in excess of \$10 million and make recommendations in connection therewith to the Board where such Proposals exceed 10 percent of the book equity of the Corporation.

The members of the Investment Committee are Messrs. K. Rai Sahi (Chair), Bruce K. Robertson and L. Peter Sharpe. The Committee did not meet during the year ended December 31, 2023. All matters within the mandate of the Investment Committee were fulfilled by the Board.

Human Resources, Compensation and Pension Committee

The purpose of the Compensation Committee is to assist the directors in fulfilling their obligations relating to human resources, compensation and pension matters and to establish a plan of continuity and development of senior management. The Compensation Committee reviews its mandate annually and is satisfied that it has appropriately fulfilled its mandate for the year ended December 31, 2023.

The duties and responsibilities of the committee include: recommending and then implementing a performance evaluation process for the Chief Executive Officer; reviewing and recommending the compensation philosophy, guidelines and plans for the Corporation’s employees and executives; annually reviewing the directors’ compensation program and indemnification and insurance programs; in consultation with the Chief Executive Officer, reviewing the appointment and approve the compensation, including stock and option plans, incentives and bonuses and benefit plans for the executive officers having regard to the Corporation’s business objectives and the risks to which it is exposed and reviewing with the Chief Executive Officer existing management resources and plans, and major changes in the organizational

structure of management as proposed by the Chief Executive Officer; and reviewing the investment objectives and policies of the pension and benefit plans.

The Board routinely conducts both formal and informal assessments of its committees, individual directors and the Board as a whole. Overall performance is measured by issues such as revenue, profitability, staff turnover, costs, administrative efficiency and other applicable initiatives being undertaken in the year, which should provide future Shareholder benefit. To the extent applicable, the Board seeks to ensure that base salaries are competitive relative to the industry and that bonuses, if any, reflect individual performance in the context of the overall performance of the Corporation. At this time, the Compensation Committee has not retained a compensation consultant. The Compensation Committee receives updates from legal counsel on recent developments in corporate governance and disclosure.

Additionally, the Compensation Committee is responsible for monitoring conflicts of interest, reviewing and approving the Corporation's Code of Conduct and obtaining assurances that the Corporation has processes in place to ensure adherence to the Code of Conduct.

The Compensation Committee met five times during the year ended December 31, 2023. The members of the committee are Messrs. L. Peter Sharpe (Chair), Stephen R. Taylor and William J. Braithwaite. All members are independent directors.

Each of the Compensation Committee members has direct experience relevant to their responsibilities in overseeing the executive compensation program. With collective professional experience in areas including accounting, business, human resources, compensation, finance, strategy and risk management, the Compensation Committee members have the requisite knowledge and expertise to make informed decisions on compensation matters. More specifically, Mr. Braithwaite served as a member of the Executive Committee (from 2006-2018) and Chair (from 2012-2018) of Stikeman Elliott LLP. His legal practice also included advising on finance, strategy and corporate governance as well teaching courses and authoring numerous articles on corporate governance. Mr. Braithwaite is also Chair of the Board of Directors of Computershare Trust Company of Canada. Mr. Sharpe is a corporate director and served as a senior executive with 25+ years of experience in the real estate industry in both a domestic and global commercial environment. Mr. Sharpe has gained experience in compensation, finance, strategy, risk management and human resources. Mr. Taylor has over 45 years' experience in the Canadian real estate industry including as the former Vice President, Real Estate for the Healthcare of Ontario Pension Plan (HOOPP), the Past Chair of the Board of Directors of REALPAC (the Real Property Association of Canada), and has served as a Board member for NAREIM (the National Association of Real Estate Investment Managers) and AFIRE (the Association of Foreign Investors in Real Estate). Mr. Taylor has extensive real estate business, human resources, strategy and risk management experience.

The Board is confident that the Compensation Committee members have the necessary experience and skills to conduct their duties effectively and in the best interests of shareholders. In addition to its regular meetings, the Committee meets in-camera, without management present.

Corporate Governance and Nominating Committee

The purpose of the Corporate Governance and Nominating Committee is to provide a focus on governance that will enhance the Corporation's performance and recognize that the Corporation has a controlling shareholder.

The Committee has the responsibility to develop a long-term plan for Board composition and propose nominees that takes into consideration the current strengths, skills and experience on the Board, retirement dates, and the strategic direction of the Corporation; monitor and make recommendations regarding the orientation, education and ongoing development of directors; and review the Corporation's structures and procedures to ensure the directors function independently of management.

The Committee is also responsible for advising and assisting the Board in applying governance principles and practices; monitoring developments in corporate governance and adapting best practices to the needs

and circumstances of the Corporation; and reviewing shareholder proposals and recommending to the Board responses to these proposals.

The process undertaken by the Board to identify potential candidates for nomination as directors will include assessing the skill sets required by the Board in general to enable it to function effectively and properly, evaluating the skills possessed by the then current directors and identifying gaps in the skills represented on the Board, while recognizing the Board's commitment to diversity, individuals who possess the skills required by the Board. Potential candidates who are interested in joining the Board are interviewed by the Committee to determine whether the candidate would be a positive addition to the Board. Input from Paros is also sought by the Committee. Upon determining the acceptability of a candidate, the Committee recommends she or he for nomination to the Board.

The Committee met six times during the year ended December 31, 2023. The members of the Corporate Governance and Nominating Committee are Messrs. William J. Braithwaite (Chair), Chris J. Cahill and Stephen R. Taylor.

ADDITIONAL INFORMATION

Copies of the Corporation's latest annual information form (together with the documents incorporated therein by reference), the audited consolidated financial statements for the year ended December 31, 2023 together with a report of the auditors thereon, management's discussion and analysis of the Corporation's financial condition and results of operations for the year ended December 31, 2023, and this Circular are available on SEDAR+ at www.sedarplus.ca as well as on the Corporation's website at www.morguard.com and otherwise are available upon request from the Corporation.

OTHER BUSINESS

The Corporation knows of no other business to come before the meeting other than the matters referred to in the accompanying Notice of Meeting.

DIRECTORS' APPROVAL

The Board has approved the contents and the sending of this Management Information Circular.

DATED this 14th day of March, 2024.

(Signed) "Beverley G. Flynn"

Beverley G. Flynn
Secretary

SCHEDULE A

MORGUARD CORPORATION TERMS OF REFERENCE FOR THE BOARD

I. INTRODUCTION

- A. The primary responsibility of the board of directors (the “**Board**”) of Morguard Corporation (the “**Corporation**”) is to foster the long-term success of the Corporation consistent with the Board’s duty to act in the best interests of the Corporation.
- B. The Board is statutorily responsible for managing or supervising the management of the business and affairs of the Corporation.
- C. These terms of reference are prepared to assist the Board and management of the Corporation in clarifying responsibilities and ensuring effective communication between the Board and management of the Corporation.

II. COMPOSITION AND BOARD ORGANIZATION

Nominees for directors are initially considered and recommended to the Board by the Corporate Governance and Nominating Committee of the Board, approved by the entire Board and elected annually by the shareholders of the Corporation. Directors may be appointed by the Board as permitted under the Canada Business Corporations Act (the “**CBCA**”) or the Corporation’s Articles.

III. INDEPENDENCE

- A. A majority of directors comprising the Board will be independent directors within the meaning of Multilateral Instrument 52-110 (as the same may be amended or replaced from time to time). Specifically, a director will be considered independent if he or she is free from any relationship that, in the view of the Board, could reasonably interfere with the exercise of his or her independent judgment as a member of the Board.
- B. The Board will allow time at each Board meeting for all of the independent directors to meet.

IV. DUTIES AND RESPONSIBILITIES

A. **Managing the Affairs of the Board**

The legal obligations of the Board are described in detail in Section X. Subject to these legal obligations and to the Articles and By-Laws of the Corporation, the Board retains the responsibility for managing its own affairs, including:

- (i) planning its composition and size;
- (ii) selecting its Chair and Lead Director;
- (iii) nominating qualified candidates for election to the Board;
- (iv) appointing committees and their members;
- (v) determining director compensation; and
- (vi) assessing the effectiveness of the Board, committees and directors in fulfilling their responsibilities.

B. **Management and Human Resources**

The Board has the responsibility for:

- (i) the appointment and succession of the CEO, monitoring and evaluating CEO performance, approving CEO compensation, providing advice and counsel to the CEO in the execution of the CEO’s duties and responsibilities, and to the extent feasible, satisfying itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Corporation;
- (ii) approving term of reference for the CEO;
- (iii) reviewing CEO performance at least annually, against agreed upon written objectives;
- (iv) approving decisions relating to senior management of the Corporation, including the:
 - (A) appointment and discharge of officers;
 - (B) compensation and benefits for executive officers;
 - (C) acceptance of outside directorships on public companies by executive officers (other than not-for-profit organizations); and

- (D) employment contracts, termination and other special arrangements with executive officers, or other employee groups.
- (v) ensuring succession planning programs are in place, including programs to train and develop management of the Corporation;
- (vi) approving certain matters relating to all employees of the Corporation, including:
 - (A) the annual salary policy program for employees;
 - (B) new benefit programs or material changes to existing programs;
 - (C) material benefits granted to retiring employees outside of benefits received under approved pension and other benefit programs; and
- (vii) undertake a Board self-assessment annually.

C. **Strategy and Plans**

The Board has the responsibility to:

- (i) participate with management of the Corporation, in the development of, and ultimately approve, the Corporation's strategic plan;
- (ii) approve the annual business plans that enable the Corporation to realize its objectives;
- (iii) approve annual capital and operating budgets which support the Corporation's ability to meet its strategic objectives;
- (iv) approve political donations policies and budgets;
- (v) approve the entering into, or withdrawing from, lines of business that are, or are likely to be, material to the Corporation;
- (vi) approve financial and operating objectives used in determining compensation if they are different from the strategic, capital or operating plans referred to above;
- (vii) approve material divestitures and acquisitions;
- (viii) approve major leases and capital expenditures; and
- (ix) monitor the Corporation's progress towards its goals, and to revise and alter its direction through management in light of changing circumstances.

D. **Financial and Corporate Issues**

The Board has the responsibility to:

- (i) take reasonable steps to ensure the implementation and integrity of the Corporation's internal control and management information systems;
- (ii) monitor operational and financial results;
- (iii) approve annual financial statements, review quarterly financial results and approve release thereof by management of the Corporation;
- (iv) approve the management proxy circular and, to the extent applicable, the annual information form and documents incorporated by reference therein;
- (v) declare dividends;
- (vi) approve financings, changes in authorized capital, issue and repurchase of shares, issue of debt securities, listing of shares and other securities, issue of commercial paper, the issue and distribution of prospectuses, offering or information memorandums and other similar disclosure documents and issue of indentures;
- (vii) recommend appointment of external auditors of the Corporation and approve auditors' remuneration;
- (viii) approve banking resolutions and significant changes in banking relationships;
- (ix) approve appointments, or material changes in relationships with corporate trustees;
- (x) review coverage, deductibles and key issues regarding corporate insurance policies, including key person insurance and directors' and officers' liability and reimbursement insurance;
- (xi) approve contracts, leases and other arrangements or commitments that may have a material impact on the Corporation; and
- (xii) approve the commencement or settlement of litigation that may have a material impact on the Corporation.

E. Business and Risk Management

The Board has the responsibility to:

- (i) ensure management identifies the principal risks, including ESG, Cyber and other emerging risks, of the Corporation's business and implements appropriate systems to manage these risks;
- (ii) review operating and financial performance of the Corporation relative to its budgets or objectives;
- (iii) receive, at least annually, reports from management of the Corporation on matters relating to, among others, ethical conduct, employee health and safety, human rights, environment, governance and related party transactions; and
- (iv) assess and monitor management control systems, including:
 - (A) assessing information provided by management of the Corporation and others (e.g. internal and external auditors) about the effectiveness of management control systems; and
 - (B) understanding the principal risks of the Corporation and review whether the Corporation achieves a proper balance between risk and returns, and that management of the Corporation ensures that systems are in place to address the risks identified.

F. Policies and Procedures

The Board has the responsibility to:

- (i) approve and monitor compliance with all significant policies and procedures by which the Corporation is operated (including, for example, the Corporation's written Code of Business Conduct applicable to officers and employees and the Code of Conduct and Conflicts of Interest Guidelines for directors);
- (ii) direct management to ensure the Corporation operates at all times within applicable laws and regulations and to the highest ethical and moral standards; and
- (iii) review significant new corporate policies or material amendments to existing policies (including, for example, policies regarding business conduct, conflict of interest and the environment).

G. Compliance Reporting and Corporate Communications

The Board has the responsibility to:

- (i) ensure the Corporation has in place effective communication processes with shareholders and other stakeholders of the Corporation and financial, regulatory and other recipients;
- (ii) approve interaction with shareholders of the Corporation on all item requiring shareholder response or approval;
- (iii) ensure that the financial performance of the Corporation is adequately reported to shareholders, other security holders and regulators on a timely and continuous basis;
- (iv) ensure the financial results are reported fairly and in accordance with applicable generally accepted accounting principles;
- (v) ensure the timely reporting of any other developments that have a significant and material impact on the value of the Corporation; and
- (vi) report annually to shareholders of the Corporation on the Board's stewardship for the preceding year (e.g. the Annual Report).

V. ATTENDANCE

Directors will strive for attendance at all Board and Board committee meetings.

VI. ORIENTATION

New directors will be provided with an orientation and education program which will include written information about the duties and obligations of directors, the business and operations of the Corporation, documents from recent Board meetings and opportunities for meetings and discussion with senior management of the Corporation and other directors. The details of the orientation of each new director will be tailored to that director's individual needs and areas of interest.

VII. CONTINUING EDUCATION

The Board will endeavour to provide continuing education opportunities for all directors to educate and keep them informed of changes within the Corporation and to aid in the maintenance and enhancement of their skills and abilities as directors.

VIII. REGULAR BOARD ASSESSMENTS

Regular assessments will be made regarding the performance of the Board as a whole, all Board committees, and the performance and skills of individual directors. The Board shall also create measures to receive feedback from security holders.

IX. BOARD COMMITTEES

Certain of the responsibilities of the Board referred to herein may be delegated to committees of the Board. The responsibilities of those committees will be as set forth in their terms of reference, as amended from time to time by the Board.

A. Independence From Management

Board committees meet without management at each regularly scheduled meeting.

B. Committees

The Board committees consist of the Audit Committee, the Corporate Governance and Nominating Committee and the Human Resources, Compensation and Pension Committee which each have a written charter that establishes the committee's purpose, responsibilities, member qualifications, member appointment and removal, structure and operations, and manner of reporting to the Board.

C. Member Independence

All members of the Audit Committee, the Corporate Governance and Nominating Committee and the Human Resources, Compensation and Pension Committee will be independent within the meaning of Multilateral Instrument 52-110.

D. Advisors

The Board and all Board committees will have the authority to engage independent advisors, at the Corporation's expense, to assist them in carrying out their responsibilities. Individual Directors may engage independent advisors at the Corporation's expense in appropriate circumstances and with the approval of the Corporate Governance and Nominating Committee.

X. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

A. The Board is responsible for:

- (i) directing management of the Corporation to ensure legal requirements have been met, and documents and records have been properly prepared, approved and maintained;
- (ii) approving changes in the Articles and By-Laws of the Corporation, matters requiring shareholder approval, and notices and agendas for shareholder meetings; and
- (iii) approving the Corporation's legal structure, name, logo and related intellectual property, mission statement and vision statement.

B. The CBCA identifies the following as legal requirements for the Board:

- (i) to manage or supervise the management of the business and affairs of the Corporation (CBCA S. 102(1)), including the relationships among the Corporation, its affiliates, their shareholders, directors and officers;
- (ii) in respect of each director, to act honestly and in good faith with a view to the best interests of the Corporation (CBCA S.122(1)(a)) recognizing that the Board may, in determining what is the best interests of the Corporation, consider the interests of the Corporation's various stakeholders and the environment (CBCA S.122(1.1));
- (iii) in respect of each director, to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances (CBCA S. 122(I) (b));
- (iv) to act in accordance with its obligations contained in the CBCA, the Securities Act (Ontario) and similar securities legislation in each applicable province and territory of Canada, other relevant legislation, regulations, rules and policies and the Corporation's Articles and By-laws;
- (v) in particular, it should be noted that the following matters must be considered by the Board as a whole (CBCA S. 115(3)):
 - (A) submit to the shareholders any question or matter requiring the approval of the shareholders;

- (B) fill a vacancy among the directors or in the office of auditor or the appointment of additional directors;
- (C) issue securities or shares of a series except in the manner and on the terms authorized by the directors;
- (D) declare dividends;
- (E) purchase, redeem or otherwise acquire shares issued by the Corporation;
- (F) the payment of a commission to any person in consideration of that person purchasing or agreeing to purchase shares of the Corporation from the Corporation or from any other person, or procuring or agreeing to procure purchasers for any such shares;
- (G) approve a management information circular;
- (H) approve a take-over bid circular, issuer bid circular or directors' circular;
- (I) approve any financial statements of the Corporation; or
- (J) adopt, amend or repeal the By-laws of the Corporation.

XI. DISCLOSURE

A. Access to Disclosures

Documents and information referred to in this Policy as being publicly disclosed may be accessed through the Corporation's website.