



Management's Discussion and Analysis For the Period Ended December 31, 2025

Background

This Management's Discussion and Analysis (MD&A) of NexLiving Communities Inc. ("NexLiving" or "the Company") is dated April 9, 2026, and should be read in conjunction with the audited consolidated financial statements and accompanying notes for the periods ended December 31, 2025, and December 31, 2024, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards). All amounts are in Canadian dollars unless otherwise specified. The financial statements and additional information, including news releases referenced herein, are available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca under the Company's profile. The common shares of NexLiving are traded on the TSX Venture Exchange (the "Exchange" or "TSXV") under the symbol "NXLV".

Forward-Looking Information

Certain statements in this MD&A are forward-looking statements or information (collectively forward-looking statements). NexLiving is hereby providing cautionary statements identifying important factors that could cause the actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, NexLiving has assumed that the risks listed below will not adversely impact the business of NexLiving.

By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of NexLiving, that could influence actual results include, but are not limited to: limited operating history; operating risks; regulatory risks; substantial capital requirements and liquidity; financing risks and dilution to shareholders; competition; reliance on management and dependence on key personnel; uninsurable risks; exposure to potential litigation; dividends; and other factors beyond the control of NexLiving.

Furthermore, any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by applicable law, NexLiving undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of NexLiving or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statement. Refer to the section titled "Risk and Uncertainties".

Non-IFRS Financial Measures

This MD&A contains several non-IFRS financial measures and ratios that management believes provide relevant supplementary information to both management and investors in measuring the operating and financial performance of the Company. These measures are commonly used by entities in the real estate industry; however, they do not have any standardized meaning prescribed by IFRS and are not necessarily comparable to similar metrics presented by other publicly traded entities. These metrics should be considered as supplemental in nature and not as a substitute for related financial information prepared in accordance with IFRS.

“FFO” is defined as net income adjusted for fair value gains (losses), gain (loss) on sale of investment properties, accretion expense and deferred tax expense.

“FFO per share - diluted” is defined as FFO for the applicable period divided by the diluted weighted average shares outstanding during the period.

“FFO payout ratio” is calculated by dividing the dividend per share by FFO per share for the corresponding period.

“Net Debt to GBV” is defined as the ratio of outstanding mortgages payable to the fair value of the Company’s investment properties, net of the current cash balance. The ratio has been included for the purpose of improving the understanding of the Company’s current financial position.

“Same property” results are used to evaluate performance of investment properties owned and operated by the Company continuously since January 1, 2024. Same property results are supplementary financial measures as defined in National Instrument 52-112. The Company believes same property results represent a meaningful measure of operating and financial performance as it allows the Company to gauge the leasing and operating performance of its portfolio on a consistent basis period-over-period. Same property results exclude the impact from acquisitions and dispositions completed during the comparative periods. As at December 31, 2025, the Company’s same property portfolio comprised of 1,006 suites, representing 50% of the fair value of the Company’s investment property portfolio.

Company Overview

NexLiving Communities Inc. business is the ownership and management of multi-unit residential real estate with a focus on low and mid-rise properties in secondary markets across Canada. The common shares of the Company are listed on the TSX Venture Exchange (“TSXV”) under the symbol “NXLV”.

Description of Business and Strategy

The Company specializes in owning, operating and managing multi-residential properties in secondary markets across Canada. The Company’s primary focus is on acquiring recently built or refurbished, highly leased multi-residential properties that offer attractive and convenient living options for residents.

As at April 9, 2026, the Company owned 2,058 suites in New Brunswick, Quebec, Ontario and Manitoba at its proportionate ownership share. The Company has also entered into an agreement to acquire 108 townhomes currently under construction in the Barrhaven suburb of Ottawa, ON, with construction expected to be completed during 2026.

The Company aims to deliver exceptional living experiences to our residents and provide comfortable, affordable housing solutions that cater to a wide range of demographics. The properties offer a range of modern and updated suites with one to three bedrooms, with a variety of amenities and features that allow residents to experience a hassle-free and maintenance-free lifestyle. A condo or hospitality style level of service is part of the business model, with third party providers consistently delivering a high level of service.

The Company is committed to investing in its properties to ensure that they are modern and energy efficient. For certain properties in its portfolio, the Company has undertaken a targeted value-add capital program to modernize and reposition large 1- and 2-bedroom suites.

The Company has developed a robust pipeline of qualified properties for potential acquisition. By screening properties identified to match the criteria set out in the Company business plan (proximity to healthcare, amenities, services and recreation), management has identified a number of attractive acquisition targets.

NexLiving has a highly scalable business model and is executing a growth strategy by acquiring properties that meet its target criteria. The resulting revenue will allow the Company to spread fixed public company and other corporate costs across a larger revenue base, achieving economies of scale. The Company believes that properly managed execution of its growth strategy, with a focus on strong operational results, will help create a successful publicly listed real estate company, and value for our shareholders.

Selected Financial Information

The following tables contain a summary of selected operating and financial performance measures:

As at	31-Dec-25	31-Dec-24	Change
Number of suites	2,073	1,998	75
Occupancy	96.8%	96.4%	40 bps
Debt to total assets	69.9%	70.2%	(30) bps
Net Debt to GBV*	68.7%	67.7%	100 bps
Weighted average term to debt maturity (years)	3.5	4.2	(0.7) yrs
Weighted average contractual interest rate	3.11%	3.17%	(6) bps
Investment properties	450,132,000	446,965,000	0.7 %
Total assets	461,994,355	456,816,161	1.1 %
Total liabilities	322,857,511	320,590,674	0.7 %
Net asset value	139,136,844	136,225,487	2.1 %
Net asset value per share	\$ 4.23	\$ 4.12	2.7 %

For the three months ended December 31,	2025	2024	Change
Rental income	8,732,936	8,473,857	3.1 %
NOI	5,270,847	4,906,359	7.4 %
NOI margin	60.4%	57.9%	250 bps
Net income (loss)	(6,153,943)	3,042,405	nmf
FFO*	2,019,268	1,317,642	53.2 %
FFO per share - diluted*	\$ 0.06	\$ 0.04	53.4 %
Dividends declared (per share)	\$ 0.01	\$ 0.01	-
FFO payout ratio*	16%	25%	(900) bps
Weighted average shares outstanding - diluted	33,261,159	33,292,324	(0.1)%
Same property revenue*	4,537,131	4,385,704	3.5 %
Same property operating expenses*	(1,866,039)	(1,819,509)	(2.6)%
Same property NOI*	2,671,092	2,566,195	4.1 %
Same property NOI margin*	58.9%	58.5%	40 bps

For the year ended December 31,	2025	2024	Change
Rental income	34,555,237	24,034,078	43.8%
NOI	20,683,096	14,264,653	45.0%
NOI margin	59.9%	59.4%	50 bps
Net income	4,343,361	13,413,234	(67.6)%
FFO*	7,536,952	3,922,019	92.2%
FFO per share - diluted*	\$ 0.23	\$ 0.18	29.0%
Dividends declared (per share)	\$ 0.04	\$ 0.04	-
FFO payout ratio*	18%	23%	(500) bps
Weighted average shares outstanding - diluted	33,314,432	22,363,433	49.0%
Same property revenue*	18,028,241	17,443,582	3.4 %
Same property operating expenses*	(7,225,688)	(7,002,178)	(3.2)%
Same property NOI*	10,802,553	10,441,404	3.5 %
Same property NOI margin*	59.9%	59.9%	-

*Refer to section "Non-IFRS Financial Measures"

Quarterly Events

On October 9, 2025, the Company closed on the sale of the 10-suite property located on 1101 Chemin de Montreal, Gatineau, QC for \$2.0 million, implying a 2.95% capitalization rate based on trailing twelve-month results. As part of its ongoing portfolio optimization strategy, the Company has identified certain additional non-core properties in its portfolio that are being evaluated for disposition.

Subsequent Events

On February 5, 2026, the Company refinanced its mortgage on the 2380 Mountain Road property and entered into a new \$10.8 million CMHC insured mortgage for a five-year term with a fixed interest rate of 3.65%. The new mortgage replaced the maturing \$10.5 million mortgage, which bore interest at 2.55%.

On February 11, 2026, the Company completed the sale of its 15-unit property located at 24–28 Rue de la Futaie in Gatineau, QC for \$2.9 million in net proceeds.

On February 11, 2026, the Company declared a dividend of \$0.01 per common share for the quarter ending March 31, 2026, representing \$0.04 per share on an annualized basis. The dividend was paid on March 27, 2026, to shareholders of record on March 6, 2026.

For the period January 1 to March 31, 2026, the Company purchased and cancelled a total of 94,300 shares pursuant to its NCIB for a total cost of \$212,862, representing a weighted average share price of \$2.26.

On April 9, 2026, the Board of Directors approved the issuance of 143,000 DSUs to officers and employees of the Company. The DSUs vest over three years in accordance with the provisions of the Company's DSU Plan.

Summary of Quarterly Operating Results

The following table presents the quarterly operating results for the Company for the last eight quarters.

Three-month period ended,	31-Dec 2025	30-Sep 2025	30-Jun 2025	31-Mar 2025	31-Dec 2024	30-Sep 2024	30-Jun 2024	31-Mar 2024
Rental revenue	8,732,936	8,631,338	8,636,624	8,554,339	8,473,857	5,779,436	4,873,550	4,907,235
Operating costs	(3,462,089)	(3,307,018)	(3,416,606)	(3,686,428)	(3,567,498)	(2,274,106)	(1,892,773)	(2,035,048)
Net property operating income	5,270,847	5,324,320	5,220,018	4,867,911	4,906,359	3,505,330	2,980,777	2,872,187
Administrative expenses	(775,506)	(539,025)	(947,810)	(492,331)	(723,697)	(415,524)	(699,837)	(375,713)
Interest expense	(2,481,167)	(2,468,537)	(2,539,932)	(2,541,289)	(2,679,699)	(1,859,559)	(1,560,972)	(1,606,215)
Amortization expense	(64,907)	(153,730)	(151,181)	(162,932)	(209,710)	(138,861)	(121,183)	(128,875)
Accretion expense	(352,950)	(352,950)	(352,950)	(352,951)	(353,700)	(107,900)	-	-
Total finance costs	(2,899,024)	(2,975,217)	(3,044,063)	(3,057,172)	(3,243,109)	(2,106,320)	(1,682,155)	(1,735,090)
Interest income	1,942	4,506	18,750	16,835	24,389	63,161	46,864	42,797
Fair value gain (loss) on investment properties	(7,668,293)	416,985	4,743,119	3,303,367	3,076,488	8,868,836	193,373	198,919
Share of income from joint venture	47,059	51,166	31,945	-	-	-	-	-
Gain (loss) on sale of investment properties	78,032	-	-	-	(398,025)	5,332	507,892	-
Other income (loss)	(7,541,260)	472,657	4,793,814	3,320,202	2,702,852	8,937,329	748,129	241,716
Net income (loss) before income taxes	(5,944,943)	2,282,735	6,021,959	4,638,610	3,642,405	9,920,815	1,346,914	1,003,100
Deferred income tax (expense) recovery	(230,000)	(150,000)	(2,000,000)	(275,000)	(600,000)	(1,900,000)	-	-
Net income (loss) for the quarter	(6,174,943)	2,132,735	4,021,959	4,363,610	3,042,405	8,020,815	1,346,914	1,003,100
Basic net income per share	\$ (0.19)	\$ 0.06	\$ 0.12	\$ 0.13	\$ 0.09	\$ 0.36	\$ 0.08	\$ 0.07
Diluted net income per share	\$ (0.19)	\$ 0.06	\$ 0.12	\$ 0.13	\$ 0.09	\$ 0.36	\$ 0.08	\$ 0.07

Results of Operations

Revenue and NOI Growth

For the three months ended December 31, 2025, property revenue grew by \$0.3 million (+3%) year-over-year to \$8.7 million, while net property operating income (“NOI”) rose by \$0.4 million (+7%) to \$5.3 million. NOI margin was 60.4%, compared to 57.9% in the same period in 2024.

For the year ended December 31, 2025, property revenue increased by \$10.5 million (+44%) to \$34.6 million, while NOI increased by \$6.4 million (+45%) to \$20.7 million. NOI margin was 59.9%, compared to 59.4% in 2024.

Revenue and NOI growth in the annual period was primarily driven by the full year contribution of the Devcore portfolio acquired in August 2024. Additional growth in both periods was attributable to higher average rental rates achieved on tenant turnover and lease renewals.

NOI margin improved in both periods as revenue growth outpaced operating expense growth, particularly in Quebec, despite higher property taxes during the current year. Margin expansion was primarily driven by the stabilization of the Devcore portfolio following a full year of ownership, as well as the internalization of property management for the Saint John portfolio during 2025.

Same Property NOI

For the three months ended December 31, 2025, same property NOI grew by 4.1%, driven by a 3.5% increase in revenue partially offset by a 2.6% rise in expenses. For the year ended December 31, 2025, same property NOI grew by 3.5%, driven by a 3.4% increase in revenue and a corresponding 3.2% rise in expenses.

Revenue growth in both periods was primarily attributable to higher occupancy and rent increases achieved on lease renewals and tenant turnover.

Same property expenses increased for both the three-month and annual periods, primarily driven by higher property taxes of 2.4% and 2.6%, respectively. Other operating expenses also rose 2.6% and 3.6% across the same periods, reflecting higher maintenance, utility, and cleaning costs. These increases were partially mitigated by operational efficiencies and cost savings realized through the internalization of property management in the Saint John region.

While the Devcore portfolio is not yet part of the Company’s same property portfolio, including its results for the three-month period would have resulted in a same property NOI growth of 8.7%. This performance is driven by significant mark-to-market opportunities upon turnover and robust rent growth on renewals. Furthermore, strategic operational initiatives undertaken by the Company continue to drive strong organic growth across these assets.

Administrative Expenses and Stock-Based Compensation

Administrative expenses were generally in line for the three month period and increased by \$0.5 million to \$2.8 million for the year.

The increase during both periods was due to higher consulting fees, management wages, office rent and stock-based compensation. The annual period also included approximately \$100,000 in non-recurring costs related to strategic initiatives including software implementation costs and stakeholder engagement activities.

Fair Value Adjustment on Investment Properties

The fair value loss of \$7.7 million for the three-month period and gain of \$0.8 million for the annual period, respectively, reflects both capitalization rate expansion and NOI growth from anticipated rent increases and operating expense efficiencies. Refer to the section “Fair Value of Investment Properties” for more detail.

Share of Income From Joint Venture

For the three months and year ended December 31, 2025, the Company recognized \$78,032 and \$130,170 respectively, as its 50% share of the profit from the Winnipeg portfolio joint venture.

Finance Costs

Finance costs for the three months ended December 31, 2025, were \$2.9 million, representing a \$0.3 million decrease compared to the same period in 2024. This variance was primarily driven by lower interest expense resulting from the disposition of the 39 Pleasant property in 2024 and the repayment of two maturing mortgages in 2024. In addition, the Company refinanced two conventional mortgages over the last year with lower cost CMHC insured mortgages. The balance of the decrease is attributable to lower amortization of deferred financing costs.

For the year ended December 31, 2025, finance costs were up \$3.2 million to \$12.0 million from the prior period. The increase in finance costs was primarily driven by the acquisition of the Devcore portfolio.

Net Income and Net Income Per Share

For the three months ended December 31, 2025, net loss was \$6.2 million (2024 – income of \$3.0 million), and diluted net loss per share was \$(0.19) (2024 – income of \$0.09). For the year ended December 31, 2025, net income was \$4.3 million (2024 – \$13.4 million), and diluted net income per share was \$0.13 (2024 – \$0.60).

The change from the prior periods was primarily due to higher operating income, partially offset by higher administrative expenses and finance costs. The three month period was also impacted by a fair value loss on investment properties, while the annual period included a fair value gain on investment properties.

Fair Value of Investment Properties

Weighted Average Capitalization Rates	31-Dec-25	31-Dec-24
New Brunswick	5.10%	4.89%
Quebec	4.97%	4.77%
Ontario	5.05%	4.72%
	5.04%	4.82%

The Company's overall weighted average capitalization rate as at December 31, 2025 was 5.04%, an increase of 22 basis points from December 31, 2024, reflecting broader market-driven expansion in capitalization rates across the portfolio.

The fair value change recognized during both the three-month and annual periods was primarily driven by higher forecasted net operating income for the portfolio, reflecting expected rental rates increases and operating efficiencies. This was offset by changes in the capitalization rates applied in the valuation of the Company's investment properties.

Occupancy

Region	31-Dec-25		30-Sep-25	
	Suites (#)	Occupancy (%)	Suites (#)	Occupancy (%)
New Brunswick	885	96.5%	885	94.2%
Quebec	662	97.3%	672	97.2%
Ontario	441	96.8%	441	95.9%
	1,988	96.8%	1,998	95.6%

As at December 31, 2025, the Company's wholly owned portfolio had an occupancy rate of 96.8%, representing an increase of 120 basis points from September 30, 2025. The increase was primarily driven by improved occupancy in New Brunswick, supported by continued leasing activity in Ontario.

In New Brunswick, occupancy gains were led by the Saint John portfolio, where vacancy declined by 350 basis points during the quarter, reflecting strong leasing performance following the internalization of property management. Subsequent to quarter end, occupancy increased further to 97.9% as at April 9, 2026.

Reconciliation of FFO

For the three months ended December 31,	2025	2024
Net income (loss)	(6,153,943)	3,042,405
Fair value adjustments on investment properties	7,668,293	(3,076,488)
Gain on sale of investment properties	(78,032)	398,025
Accretion expense	352,950	353,700
Deferred tax expense (recovery)	230,000	600,000
FFO*	2,019,268	1,317,642
FFO per share - diluted*	\$ 0.06	\$ 0.04
Weighted average shares outstanding - diluted	33,261,159	33,292,324
For the year ended December 31,	2025	2024
Net income	4,343,361	13,413,234
Fair value adjustments on investment properties	(795,178)	(12,337,616)
Gain on sale of investment properties	(78,032)	(115,199)
Accretion expense	1,411,801	461,600
Deferred tax expense (recovery)	2,655,000	2,500,000
FFO*	7,536,952	3,922,019
FFO per share - diluted*	\$ 0.23	\$ 0.18
Weighted average shares outstanding - diluted	33,314,432	22,363,433

**Refer to section "Non-IFRS Financial Measures"*

For the three months ended December 31, 2025, FFO grew 53% to \$2.0 million and FFO per share increased by 53% to \$0.06 on a fully diluted basis. For the year ended December 31, 2025, FFO was up 92% to \$7.5 million and FFO per share was up 29% to \$0.23.

The increase in FFO in both periods was primarily attributable to the Devcore acquisition portfolio. The increase was partially offset by the sale of the McLaughlin and Pleasant properties in 2024, higher administrative expenses and higher finance costs.

Liquidity and Capital Resources

At December 31, 2025, the Company reported cash of \$3.4 million, total current assets of \$9.8 million, total current liabilities of \$56.3 million and a working capital deficiency of \$43.8 million. The working capital deficiency includes \$49.9 million of mortgages payable, maturing within twelve months from December 31, 2025. Within the next 12 months, nine mortgages totalling \$49.9 million will mature. One of the mortgages has been renewed subsequent to year-end. Management expects to renew the remaining eight mortgages during the year and has begun discussion with the lenders.

Capital Structure

As at	31-Dec-25	31-Dec-24
Investment Properties	450,132,000	446,965,000
Investment in joint venture	2,060,941	-
Other assets	9,801,414	9,851,161
Total assets	461,994,355	456,816,161
Mortgages payable	312,667,465	311,027,184
Other liabilities	10,190,046	9,563,490
Total liabilities	322,857,511	320,590,674
Net Asset Value	139,136,844	136,225,487
Net Asset Value per share	\$ 4.23	\$ 4.12

As of December 31, 2025, the Company's Net Debt to GBV ratio was up 100 basis points to 68.7% from December 31, 2024, driven by an increase in the Company's outstanding mortgages payables.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Management and Board Compensation

The below summarizes the compensation for the Company's officers and the directors.

For the three months ended December 31,	2025	2024
Cash and accrued compensation	95,000	139,975
Stock-based compensation	118,500	162,300
	213,500	302,275
For the year ended December 31,	2025	2024
Cash and accrued compensation	563,333	790,755
Stock-based compensation	460,100	428,900
	1,023,433	1,219,655

Related Party Transactions

The Company holds assets and conducts operations within the same geographic region as entities under the control of two of its directors. In the normal course of business, the Company entered into a cost sharing arrangement with these related parties, resulting in expenditures totaling \$523,805 during 2025 (2024 - \$277,671). Additionally, the Company also engaged a telecommunications provider controlled by one director to deliver services to its tenants, incurring costs of \$260,152 (2024 - \$96,239).

Outstanding Share Data

The Company had 32,622,716 common shares issued and outstanding as at December 31, 2025. The Company had 32,585,516 shares outstanding at April 9, 2026, due to the purchase and cancellation of shares subsequent to quarter end.

The Company had 52,500 stock options outstanding as of December 31, 2025, and at April 9, 2026, of which 15,000 have an exercise price of \$4.80 and an expiry date of May 15, 2030, and 37,500 have an exercise price of \$3.80 and an expiry date of April 20, 2031.

As at December 31, 2025, the Company had no warrants or convertible debentures outstanding.

As at December 31, 2025, a total of 788,900 (December 31, 2024 – 493,200) DSUs were outstanding of which 326,466 (December 31, 2024 – 211,233) have vested. On April 9, 2026, the Board of Directors approved the issuance of 143,000 DSUs to officers and employees of the Company and as a result, 931,900 DSUs were outstanding at April 9, 2026.

Risks and Uncertainties

The following are certain factors relating to the business of the Company. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks actually occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected.

The following is a description of certain risks and uncertainties that may affect the business of the Company.

Operational Risks

Reliance on Management

The ability of the Company to successfully implement its business strategy and operate its business will depend in large part on the continued involvement of the Company's current management team. Shareholders should realize that they are relying on the experience, judgment, discretion, integrity and good faith of the management team. If the Company loses the services of one or all of the members of its current management team, the business, financial condition and results of operations of NexLiving may be materially adversely affected.

Internal Controls

Effective internal controls are necessary for NexLiving to provide reliable financial reports and to help prevent fraud. Although management of NexLiving undertake a number of procedures and implement a number of safeguards in order to help ensure the reliability of NexLiving's financial reports, including those imposed on NexLiving under Canadian securities law, NexLiving cannot be certain that such measures will ensure that NexLiving will maintain adequate control over financial processes and reporting. Failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's results of operations or cause it to fail to meet its reporting obligations. If the Company or its auditors discover a material weakness, the disclosure of that fact, even if quickly remedied, could reduce the market's confidence in the Company's consolidated financial statements and harm the trading price of the common shares.

Volatility of Share Price

Securities markets throughout the world are cyclical and, over time, tend to undergo high levels of price and volume volatility. A publicly traded company will not necessarily trade at values determined by reference to the underlying value of its business. The market price of the common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results, the results of any public announcements the Company makes, general economic conditions, and other factors. Increased levels of volatility and resulting market turmoil may adversely impact the price of the common shares. If the Company is required to access capital markets to carry out its business objectives, the state of domestic and international capital markets and other financial systems could affect its access to, and cost of, capital. Such capital may not be available on terms acceptable to the Company or at all, and this could have a material adverse impact on its business, financial condition, results of operations or prospects.

Dilution

NexLiving is authorized to issue an unlimited number of common shares and other securities for such consideration and on such terms and conditions as may be established by the Board without the approval of the Shareholders. It is currently anticipated that the Company may be required to conduct additional equity financings in order to finance additional property acquisitions and develop the business of the Company as currently planned and envisioned by management of the Company.

Financing Risks

The Company's business model is expected to be dependent on making investments in existing and new properties and the Company anticipates having to raise additional capital to fund these investments. While the Company may generate additional working capital through equity or debt offerings, or through the receipt of revenue or other payments from properties, there is no assurance that such funds will be sufficient to facilitate the development of NexLiving's business as envisioned or, in the case of equity financings, that such funds will be available on terms acceptable to the Company or at all.

Conflicts of Interest

Certain of the directors and officers of the Company will also serve as directors and/or officers of other companies. Consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers will be made in accordance with their duties and obligations under the Canada Business Corporation Act ("CBCA") and other applicable laws to deal fairly and in good faith with a view to the best interests of the Company and the Shareholders. In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the CBCA, and other applicable laws.

Investment Concentration

While the Company's intention is to negotiate and fund additional investments in properties in different communities, it could take many years to create a diversified portfolio of multi-family rental properties and there is no guarantee the Company will ever achieve a portfolio of sufficient diversification. The Company may have a significant portion of its assets dedicated to a single property or community for an extended period of time. In the event that any such property or community is unsuccessful or experiences a downturn, this could have a material adverse effect on the Company's business, results of operations and financial condition.

Ability to Negotiate Additional Investments

A key element of the Company's growth strategy is expected to involve negotiating and finding investments in other multi-family rental properties. Achieving the benefits of future investments will depend in part on successfully identifying and capturing such opportunities in a timely and efficient manner and in structuring such arrangements to ensure a stable and growing stream of revenues. The Company's ability to identify investable multi-family rental properties and negotiate and fund additional investments in such a manner is not guaranteed.

Ability to Manage Future Growth

The Company's ability to achieve desired growth will depend on its ability to identify, evaluate and successfully negotiate and fund investments in other multi-family rental properties. As the Company grows, it will also be required to hire, train, supervise and manage new employees. Failure to manage any future growth or to successfully negotiate suitable investments effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Effect of General Economic and Political Conditions

The Company's business and the business of its properties are expected to be subject to the impact of changes in national or international economic conditions, including but not limited to, international trade tariffs, recessionary or inflationary trends, equity market conditions, consumer credit availability, interest rates fluctuations, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. These economic conditions may be further affected by political events throughout the world that cause disruptions in the financial markets, either directly or indirectly. Adverse economic and political developments could have a material adverse effect on the Company and its financial condition, results of operations and cash flows.

Payment of Dividends

The Company paid a quarterly dividend of \$0.01 per common share for each of the previous four quarters, representing \$0.04 per share on an annualized basis.

The Company's ability to pay future dividends will depend on the Company's financial condition, operating results, capital requirements, contractual restrictions on the payment of dividends; prevailing market conditions and any other factors that the Board deems relevant.

Liquidity and Capital Resources

There is no guarantee that cash flow from real property investments will be readily available or will provide the Company with sufficient funds to meet its ongoing financial obligations. The Company may therefore require additional equity or debt financing to meet its operational requirements. There can be no assurance that such financing will be available when required or available on commercially favourable terms or on terms that are otherwise satisfactory to the Company. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions as well as its business performance. Additionally, the Company will have to renew mortgages payable as they mature and there can be no assurance that it will otherwise have access to sufficient capital or access to capital on favorable terms.

Litigation

To the Company's knowledge, as of the date of this MD&A, no material claims or litigation have been brought against NexLiving. However, the Company may become party to litigation from time to time in the ordinary course of business, which could adversely affect its business. Should any litigation in which the Company becomes involved be determined against the Company, such a decision could adversely affect the Company's ability to continue operating and the market price for the common shares and could result in significant financial and management resources of the Company being expended in connection therewith. Even if the Company is involved in litigation and wins, litigation can redirect significant company resources.

In addition to being subject to litigation in the ordinary course of business, in the future, the Company may be subject to class actions, derivative actions and other securities litigation and investigations. This litigation may be time consuming, expensive and may distract the Company from the conduct of its daily business. It is possible that the Company will be required to pay substantial judgments, settlements or other penalties and incur expenses that could have a material adverse effect on its operating results, liquidity or financial position. Expenses incurred in connection with these lawsuits, which would be expected to include substantial fees of lawyers and other professional advisors, and the Company's obligations to indemnify officers and directors who may be parties to such actions, could materially adversely affect the Company's reputation, operating results, liquidity or financial position.

Interest Rate Risk

The Company's financing arrangement may include indebtedness with interest rates based on variable lending rates that will result in fluctuations in the Company's cost of borrowing. Additionally, the Company's mortgages will need to be re-financed upon maturity at future rates that will fluctuate. The Company expects its well laddered debt maturity profile to minimize the impact to its earnings from fluctuations in market interest rates, however, as market interest rates rise, the Company could see the cost of its borrowings rise during mortgage debt refinancing.

Real Estate Risks

Indirect Investment in Real Estate

An investment in the common shares is an investment in real estate through the Company's indirect interest in the investment properties it acquires. Investment in real estate is subject to numerous risks, including the factors listed below and other events and risk factors which are beyond the control of the Company.

General Real Estate Ownership Risks

All real property investments are subject to a degree of risk and uncertainty. The value of real property and any improvements thereto depend on the credit and financial stability of tenants and upon the vacancy rates of such properties. The investment properties will generate revenue through rental payments made by the tenants thereof. The ability to rent vacant suites in the investment properties will be affected by many factors, including changes in general economic conditions (such as the availability and cost of mortgage funds), local conditions (such as an oversupply of space or a reduction in demand for real estate in the area), government regulations, changing demographics, competition from other available properties and various other factors. If a significant number of tenants are unable to meet their obligations under their leases or if a significant amount of available space in the investment properties becomes vacant and cannot be re-leased on economically favourable terms, the investment properties may not generate revenues sufficient to meet operating expenses, including debt service and capital expenditures, and the Company's net income will be adversely affected.

Certain significant expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the year of ownership of real property regardless of whether the investment properties are producing any income. Real property investments tend to be relatively illiquid, with the degree of liquidity generally fluctuating in relationship with demand for and the perceived desirability of such investments. Such illiquidity will tend to limit the Company's ability to vary its portfolio promptly in response to changing economic or investment conditions. If the Company were to be required to quickly liquidate its real property investments, the proceeds might be significantly less than the aggregate carrying value of the investment properties or less than what could be expected to be realized under normal circumstances. The Company may, in the future, be exposed to a general decline of demand by tenants for space in the investment properties. As well, certain of the leases of the investment properties held by the Company may have early termination provisions which, if exercised, would reduce the average lease term.

Historical occupancy rates and revenues are not necessarily an accurate prediction of the future occupancy rates for the investment properties or revenues to be derived therefrom. There can be no assurance that, upon the expiry or termination of existing leases, the average occupancy rates and revenues will be higher than historical occupancy rates and revenues, and it may take a significant amount of time for market rents to be recognized by the Company due to internal and external limitations on its ability to charge these new market-based rents in the short-term.

Government Regulation

Certain provinces in Canada may have enacted residential tenancy legislation which may impose, among other things, rent control guidelines that limit a landlord's ability to raise rental rates at its properties.

In addition to limiting a landlord's ability to raise rental rates, residential tenancy legislation in certain provinces may provide certain rights to tenants, while imposing obligations upon landlords. Residential tenancy legislation may also prescribe procedures which must be followed by a landlord in order to terminate a residential tenancy. As certain

proceedings may need to be brought before the respective judicial or administrative body governing residential tenancies as appointed under a province's residential tenancy legislation, it may take several months to terminate a residential lease, even where the tenant's rent is in arrears.

Further, residential tenancy legislation in certain provinces may provide tenants with the right to bring certain claims to the respective judicial or administrative body seeking an order to, among other things, compel landlords to comply with health, safety, housing and maintenance standards. As a result, landlords may, in the future, incur capital expenditures which may not be fully recoverable from tenants.

Residential tenancy legislation may be subject to further regulations or may be amended, repealed or enforced, or new legislation may be enacted, in a manner which will materially adversely affect the ability of landlords to maintain the historical level of earnings of their properties.

Environmental Matters

Under various environmental and ecological laws, the Company could become liable for the costs of removal or remediation of certain hazardous or toxic substances released on or in the investment properties or disposed of at other locations. The failure to deal effectively with such substances may adversely affect the Company's ability to sell the investment properties or to borrow using the investment properties as collateral and could potentially also result in claims against the Company by third parties.

Uninsured Losses

The Company will arrange for comprehensive insurance, including fire, liability and extended coverage, of the type and in the amounts customarily obtained for properties similar to investment properties to be owned by the Company and will endeavour to obtain coverage where warranted against earthquakes and floods. However, in many cases certain types of losses (generally of a catastrophic nature) are either uninsurable or not economically insurable. Should such a disaster occur with respect to the investment properties, the Company could suffer a loss of capital invested and not realize any profits which might be anticipated from the disposition of the investment properties.

Risk of Natural Disasters

While the Company has insurance coverage for its existing investment property, the insurance coverage may not cover all natural disasters which may occur. Floods, hurricanes, storms, earthquakes, terrorism, or other natural disasters may significantly affect the Company's operations and the investment properties and may cause the Company to experience reduced rental revenue, incur clean-up costs or otherwise incur costs in connection with these natural disasters. These events may have a material adverse effect on the Company's business, cash flows, financial condition and results of operations and ability to make dividend payments to its Shareholders, to the extent declared.

Reliance on Property Management

The Company may rely upon independent management companies to perform property management functions in respect of its investment properties. To the extent the Company relies upon such management companies, the employees of such management companies will devote as much of their time to the management of the investment properties as in their judgment is reasonably required and may have conflicts of interest in allocating management time, services and functions among the investment properties and their other development, investment and/or management activities.

Competition for Real Property Investments or Tenants

The Company will compete for suitable real property investments with individuals, corporations, real estate investment trusts and similar vehicles and institutions (both Canadian, U.S. and foreign) which are presently seeking, or which may seek in the future real property investments or tenants similar to those sought by the Company. Such competition could have an impact on the Company's ability to lease suites in the investment properties and on the rents charged. An increased availability of investment funds allocated for investment in real estate would tend to increase competition for real property investments and increase purchase prices, reducing the yield on such

investments. There is a risk that continuing increased competition for real property acquisitions may increase purchase prices to levels that are not accretive.

Revenue Shortfalls

Revenues from the investment properties may not increase sufficiently to meet increases in operating expenses or debt service payments under the financing arrangements or to fund changes in the variable rates of interest charged in respect of such loans.

Fluctuations in Capitalization Rates

As interest rates fluctuate in the lending market, generally capitalization rates will as well, which affects the underlying value of real estate. As such, when interest rates rise, generally capitalization rates should be expected to rise. Over the year of investment, capital gains and losses at the time of disposition can occur due to the increase or decrease of these capitalization rates.

Canadian Market Factors

Any potential downturn in the national or regional economy could result in the loss of income and reduction in value of the investment properties.

Additional Information

This document, as well as additional information relating to the Company, is available on SEDAR+ at www.sedarplus.ca.