CANLAN sports™

Quarterly Report

2025 Q1

Condensed Consolidated Interim Financial Statements

CANLAN ICE SPORTS CORP.

For the period ended March 31, 2025

(Unaudited)

Notice of no auditor review of condensed consolidated interim financial statements

The accompanying condensed consolidated interim financial statements of the Company, as at and for the period ended March 31, 2025 have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by CPA Canada for a review of interim financial statements by the entity's auditor.

CANLAN ICE SPORTS CORP.

Condensed Consolidated Statements of Financial Position

(Expressed in thousands of dollars)

		March 31, 2025 (unaudited)		December 31, 2024 (audited)
Assets				
Current assets:				
Cash and cash equivalents	$	19,802	$	21,677
Accounts receivable		3,677		3,300
Inventory		650		637
Prepaid and other expenses		2,256		1,636
		26,385		27,250
Non-current assets:				
Property, plant and equipment – facilities (note 4)		96,898		97,679
Deferred tax assets (note 10)		4,534		4,608
Other assets		979		965
Interest rate swap (notes 6b and 11a)		-		-
		102,411		103,252
	$	128,796	$	130,502
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable and accrued liabilities	$	12,826	$	15,249
Deferred revenue and customer deposits		10,466		14,455
Current portion of:				
Lease liabilities (note 5)		900		781
Debt (note 6(a))		2,041		2,041
		26,233		32,526
Non-current liabilities:				
Lease liabilities (note 5)		7,191		6,697
Debt (note 6(a))		38,455		38,954
Other long-term liabilities (note 8)		2,534		2,015
Deferred tax liabilities (note 10)		952		942
Interest rate swap (notes 6(b) and 11(a))		841		550
		49,973		49,158
Total liabilities		76,206		81,684
Shareholders' equity:				
Share capital (note 7)		63,109		63,109
Contributed surplus		543		543
Foreign currency translation reserve		5,765		5,794
Deficit		(16,827)		(20,628)
		52,590		48,818
	$	128,796	$	130,502

Nature of operations (note 1)

Commitments and contingencies (note 9)

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

Approved on behalf of the Board:

/s/ Victor D'Souza	/s/ Joey St-Aubin
Director	Director

CANLAN ICE SPORTS CORP.

Condensed Consolidated Statements of Earnings and Comprehensive Income
(Unaudited)

(Expressed in thousands of dollars, except for share and per share amounts)
For three months ended March 31

		2025		2024
Revenue:				
Ice rink and recreational facilities (note 14)	$	27,979	$	26,186
Expenses (note 16):				
Ice rink and recreational facilities:				
Salaries, wages and benefits (note 17(a))		8,403		8,161
Selling and customer service (note 17(a))		2,906		2,838
Utilities		2,080		1,827
Cost of goods sold		1,609		1,497
Repairs and maintenance		1,168		1,239
Property tax		836		774
		17,002		16,336
Earnings from ice rink and recreational facilities before the undernoted		10,977		9,850
General and administration expenses (notes 8 and 16)		2,487		2,220
Earnings before the undernoted		8,490		7,630
Other gains (expenses) (note 16):				
Depreciation		(1,971)		(1,858)
Foreign exchange gain (loss)		(3)		2
		(1,974)		(1,856)
Finance income (expenses):				
Finance income		136		187
Finance expense		(729)		(822)
Gain (loss) on interest rate swap (note 11a)		(291)		514
		(884)		(121)
Earnings before income taxes		5,632		5,653
Income tax expense (note 10)				
Current		1,347		1,115
Deferred		84		300
		1,431		1,415
Net earnings for the period		4,201		4,238
Other comprehensive income (loss):				
Items that may be reclassified subsequently to net earnings (loss):				
Foreign currency translation differences		(29)		828
Total comprehensive income	$	4,172	$	5,066
Basic and fully diluted earnings per share	$	0.32	$	0.32
Weighted average common shares issued for basic and diluted earnings per share calculations		13,336,999		13,336,999

The accompanying notes form an integral part of these condensed interim consolidated financial statements.

CANLAN ICE SPORTS CORP.

Condensed Consolidated Statements of Changes in Equity

(Unaudited)

(Expressed in thousands of dollars)

	Share capital	Contributed surplus	Foreign currency translation reserve	Deficit	Total
Balance at December 31, 2023	$ 63,109	$ 543	$ 2,832	$ (21,828)	$ 44,656
Net earnings	-	-	-	4,238	4,238
Other comprehensive income	-	-	828	-	828
Dividends to common shareholders	-	-	-	(400)	(400)
Balance at March 31, 2024	$ 63,109	$ 543	$ 3,660	$ (17,990)	$ 49,322
Balance at December 31, 2024	$ 63,109	$ 543	$ 5,794	$ (20,628)	$ 48,818
Net earnings	-	-	-	4,201	4,201
Other comprehensive loss	-	-	(29)	-	(29)
Dividends to common shareholders	-	-	-	(400)	(400)
Balance at March 31, 2025	$ 63,109	$ 543	$ 5,765	$ (16,827)	$ 52,590

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

CANLAN ICE SPORTS CORP.

Condensed Consolidated Statements of Cash Flows
(Unaudited)

(Expressed in thousands of dollars)
For three months ended March 31

	2025	2024
Cash provided by (used in):		
Operations:		
Net earnings for the period	$ 4,201	$ 4,238
Adjustments for:		
Depreciation	1,971	1,858
Other long-term liabilities	519	186
Net finance expense	884	121
Deferred income taxes	84	300
Foreign exchange loss (gain) (note 17(b))	8	(42)
Net change in non-cash working capital (note 15 and 17(b))	(7,422)	(5,031)
Interest paid	(717)	(812)
Interest received	136	187
	(336)	1,005
Financing:		
Principal repayments of debt	(510)	(456)
Principal repayments on obligations under lease liabilities	(326)	(250)
Payment of dividends on common shares	(400)	(400)
Proceeds from sale and leaseback of equipment	645	-
	(591)	(1,106)
Investments:		
Expenditures on ice rink and recreational facilities	(879)	(718)
Expenditures on other assets	(64)	(9)
	(943)	(727)
Effect of changes in foreign currency rates on cash and cash equivalents	(5)	111
Decrease in cash and cash equivalents	(1,875)	(717)
Cash and cash equivalents, beginning of year	21,677	19,029
Cash and cash equivalents, end of period	$ 19,802	$ 18,312

Supplemental cash flow information (note 15)

The accompanying notes form an integral part of these condensed consolidated interim financial statements.

1. Nature of operations:

Canlan Ice Sports Corp. and its subsidiaries (collectively referred to as the "Company") focus on the development, lease, acquisition and operation of multi-purpose recreation and entertainment facilities in North America. Canlan Ice Sports Corp. is a company incorporated in Canada, whose shares are publicly traded on the Toronto Stock Exchange. The Company's head office is located at 6501 Sprott Street, Burnaby, British Columbia, Canada.

2. Basis of preparation:

(a) Statement of compliance:

These condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 ("IAS 34"), Interim Financial Reporting. The Interim Financial Statements should be read in conjunction with the notes to the Company's annual audited consolidated financial statements as at and for the year ended December 31, 2024 ("Annual Audited Financial Statements") which were prepared in accordance with IFRS Accounting Standards, since these interim financial statements do not contain all the disclosures required by IFRS Accounting Standards as issued by the International Accounting Standards Board ("IASB") for annual financial statements.

The condensed consolidated interim financial statements were authorized for issue by the Board of Directors on May 9, 2025.

(b) Basis of measurement:

The condensed consolidated interim financial statements have been prepared on the historical cost basis with the exception of derivative financial instruments, which are measured at fair value.

(c) Functional and presentation currency:

The Company's presentation currency is the Canadian dollar. The functional currency of the Company's Canadian entities is the Canadian dollar and for the United States (U.S.) subsidiaries is the U.S. dollar. Accordingly, the financial statements of the Company's U.S. subsidiaries have been translated into Canadian dollars as follows:

i) Asset and liability amounts are translated at the exchange rate at the end of each reporting period;

ii) Amounts included in the determination of earnings are translated at the respective monthly average exchange rates; and

iii) Any gains or losses from the translation of amounts determined in (i) and (ii) above are recognized in other comprehensive income and accumulated in the foreign currency translation reserve, which is a separate component of shareholders' equity.

Transactions in currencies other than the Company's functional currency, and not related to the Company's U.S. subsidiaries, are translated at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on the retranslation are recognized in net earnings.

(d) Significant judgments, estimates and assumptions:

The preparation of the consolidated financial statements in conformity with IAS 34 requires management to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses, and the disclosure of contingent liabilities. Key sources of uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities in future periods.

In the process of applying the Company's accounting policies, management has made judgments, estimates and assumptions. Significant judgments, estimates and assumptions are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Significant judgments, estimates and assumptions that have the most significant effect on the amounts recognized in the condensed consolidated interim financial statements are the same as those described in the December 31, 2024 consolidated financial statements.

3. Material accounting policies:

These condensed consolidated interim financial statements were prepared using the same accounting policies and methods as those used in the December 31, 2024 consolidated financial statements.

A number of new accounting standards and amendments to accounting standards are effective for annual periods beginning after 1 January 2024 and earlier application is permitted. The Group has not early adopted any of the forthcoming new or amended accounting standards in preparing these condensed consolidated interim financial statements.

(Tabular amounts expressed in thousands, except share and per share amounts)

4. Property, plant and equipment - facilities:

March 31, 2025	Cost	Accumulated amortization	Net book value
Land	$ 20,342	$ -	$ 20,342
Buildings and building improvements	122,398	73,753	48,645
Leasehold improvements	593	579	14
Rink board systems	4,669	3,526	1,143
Refrigeration equipment	27,648	13,957	13,691
Machinery and equipment	23,872	16,429	7,443
Computers, furniture and fixtures	16,516	12,556	3,960
Ice resurfacing equipment	7,157	5,876	1,281
Work in process	379	-	379
	$ 223,574	$ 126,676	$ 96,898

December 31, 2024	Cost	Accumulated amortization	Net book value
Land	$ 20,349	$ -	$ 20,349
Buildings and building improvements	122,488	72,943	49,545
Leasehold improvements	594	577	17
Rink board systems	4,670	3,502	1,168
Refrigeration equipment	26,631	13,691	12,940
Machinery and equipment	23,849	16,091	7,758
Computers, furniture and fixtures	16,428	12,266	4,162
Ice resurfacing equipment	6,785	5,697	1,088
Work in process	652	-	652
	$ 222,446	$ 124,767	$ 97,679

For the three months ended March 31, 2025 and 2024, no impairment losses were recognized in property, plant and equipment.

Property, plant and equipment comprise owned and leased assets as follows:

	March 31, 2025	December 31, 2024
Property, plant and equipment owned	$ 89,942	$ 91,378
Right-of-use property, plant and equipment leased (note 5a)	6,956	6,301
	$ 96,898	$ 97,679

(Tabular amounts expressed in thousands, except share and per share amounts)

5. Right-of-use assets:

(a) The Company has the following right-of-use assets which are included in property, plant and equipment on the statement of financial position (note 4):

		Equipment		Buildings and building improvements		Total
December 31, 2024	$	2,217	$	4,084	$	6,301
Additions		859		-		859
Depreciation		(115)		(82)		(197)
Buyout of assets		(7)		-		(7)
March 31, 2025	$	2,954	$	4,002	$	6,956

		Equipment		Buildings and building improvements		Total
December 31, 2023	$	3,238	$	2,400	$	5,638
Depreciation		(137)		(84)		(221)
Buyout of assets		(538)		-		(538)
March 31, 2024	$	2,563	$	2,316	$	4,879

(b) Right-of-use assets are financed with the following leases payable:

		March 31, 2025		December 31, 2024
Maturity analysis – contractual undiscounted cash flows				
Less than one year	$	1,350	$	1,225
One to five years		4,853		4,246
More than five years		5,716		5,845
Total undiscounted lease liabilities	$	11,919	$	11,316
Lease liabilities included in the statements of financial position:				
Current	$	900	$	781
Non-current		7,191		6,697
	$	8,091	$	7,478

During the three months ended March 31, 2025, interest expense related to lease liabilities were $160,000 (2024 - $106,000). During the three months ended March 31, 2025, total lease expense related to leases of low-value items, which are not included in property, plant and equipment – facilities, was $28,000 (2024 - $28,000).

(Tabular amounts expressed in thousands, except share and per share amounts)

6. Debt:

(a) Credit Facilities

	Maturity dates	Interest rates		March 31, 2025	December 31, 2024
Variable rate -	2027	CORRA + 1.85%	(i)	$ 22,697	$ 22,947
fixed with interest rate	2027	CORRA + 1.85%	(ii)	4,743	4,796
swap contracts	2027	CORRA + 1.85%	(iii)	1,969	1,991
(note 11 (b))	2027	CORRA + 1.85%	(iv)	2,125	2,148
	2027	CORRA + 2.39%	(v)	7,186	7,328
Variable rate	2027	Prime + 0.25%	(iv)	1,900	1,920
				40,620	41,130
Deferred financing costs				(124)	(135)
				40,496	40,995
Current portion				2,041	2,041
Non-current portion				$ 38,455	$ 38,954

As at March 31, 2025, total bank debt consists of the following:

(i) $25,337,000 non-revolving loan amortized over 25 years, maturing on November 30, 2027, interest at Canadian Overnight Repo Rate Average (CORRA) rate plus 1.85% per annum payable monthly. The Company has entered into an interest rate swap contract (note 6 (b)(i) and 11(a)), maturing on November 21, 2027, to fix the interest rate at 5.04% per annum payable monthly. At March 31, 2025, the balance outstanding was $22,697,000;

(ii) $5,213,000 non-revolving loan amortized over 25 years, maturing on November 30, 2027, interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract (note 6 (b)(ii) and 11(a)), maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. At March 31, 2025, the balance outstanding was $4,743,000;

(iii) $10,000,000 revolving loan amortized over 25 years, maturing on November 30, 2027, interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract (note 6 (b)(ii) and 11(a)), maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. At March 31, 2025, the balance outstanding was $1,969,000;

(iv) $20,000,000 revolving capital expenditure loan amortized over 25 years, maturing on November 30, 2027. At March 31, 2025, the balance outstanding on this credit facility was $4,025,000. Of this total, $2,125,000 accrues interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract (note 6 (b)(ii) and 11(a)), maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. The remaining $1,900,000 outstanding at March 31, 2025, accrues interest at Prime plus 0.25% per annum payable monthly;

(v) $8,525,000 loan amortized over 15 years, maturing on September 30, 2027, interest at CORRA plus 2.39% per annum payable monthly. The Company entered into an interest rate swap contract (note 6 (b)(iii) and 11(a)), maturing on September 29, 2027 to fix the interest rate at 5.70% per annum payable monthly. At March 31, 2025, the balance outstanding was $7,186,000; and

(Tabular amounts expressed in thousands, except share and per share amounts)

(vi) $745,000 demand revolving operating loan, interest at Prime rate plus 0.25% per annum. No amounts have been drawn on this loan to date.

Credit facilities are secured by first mortgages, demand debentures, general security agreements, general assignments of book debts, assignments of rents and insurance, and specific pledging of title to, and interest in the respective land and buildings.

For the three months ended March 31, 2025, amortization of deferred financing costs related to these facilities totaling $11,000 (2024 - $9,000) was recorded in finance costs.

The Company is required to comply with covenant criteria established by its lenders. These include tangible net worth and debt coverage ratio measurements. As at March 31, 2025, the Company was in compliance with these covenants.

(b) Derivative instruments:

The Company uses derivative instruments in accordance with its overall risk management policies. The Company enters into interest rate swap agreements which exchange a receipt of floating interest for a payment of fixed interest to reduce the Company's exposure to interest rate variability on its outstanding floating-rate debt. The Company has not designated, for accounting purposes, its interest rate swaps as a cash flow hedge of its debt.

As of March 31, 2025, the Company has the following interest rate swap contracts:

					Notional Amount		Fair Value	
	Note Reference	Interest Rate Index	Term	Swap rate	March 31, 2025	December 31, 2024	March 31, 2025	December 31, 2024
(i)	6(a)(i)	CORRA	2023-2027	5.04%	$ 22,697	$ 22,947	$ (471)	$ (293)
(ii)	6(a)(ii)(iii)(iv)	CORRA	2022-2027	5.20%	8,838	8,935	(218)	(152)
(iii)	6(a)(v)	CORRA	2023-2027	5.70%	4,965	5,062	(152)	(105)
					$ 36,500	$ 36,944	$ (841)	$ (550)

7. Share capital:

The common shares of the Company are listed on the Toronto Stock Exchange.

	Number of Shares	Amount
(a) Authorized:		
500,000,000 common shares of no par value		
(b) Issued and outstanding:		
March 31, 2025 and December 31, 2024	13,336,999	$ 63,109

(Tabular amounts expressed in thousands, except share and per share amounts)

8. General and administration expenses:

General and administration expenses consist of the following:

	Three months ended March 31, 2025	2024
Salaries, wages and benefits	$ 1,368	$ 1,668
Long Term Incentive Plan ("LTI Plan")	555	76
Professional and regulatory fees	165	148
Office	264	231
Travel	40	58
Other	95	39
	$ 2,487	$ 2,220

Compensation expense related to the LTI Plan for the three months ended March 31, 2025 has been included in other long-term liabilities as at March 31, 2025.

9. Commitments and contingencies:

The Company is involved in various lawsuits that are in the normal course for the sports and recreation business. Management, based on legal counsel's opinion, believe that the outcome of these will not materially affect the Company's financial position.

10. Income taxes:

The tax effects of timing differences that give rise to deferred tax assets and liabilities are presented below:

	March 31, 2025	December 31, 2024
Deferred income tax assets:		
Unused tax losses	$ 2,364	$ 2,669
Properties	1,042	1,009
Other	1,128	930
Total deferred income tax assets	$ 4,534	$ 4,608
Deferred income tax liabilities:		
Properties	(917)	(907)
Other	(35)	(35)
Total deferred income tax liabilities	$ (952)	$ (942)

(Tabular amounts expressed in thousands, except share and per share amounts)

11. Financial instruments:

(a) Fair value:

The Company has the following financial instruments:

	Accounting classification	Fair value level
Financial assets not measured at fair value:		
Cash and cash equivalents *(i)*	Amortized cost	1
Accounts receivable *(i)*	Amortized cost	2
Financial assets measured at fair value:		
Investment (included in other assets) *(ii)*	FVOCI	3
Financial liabilities not measured at fair value:		
Accounts payable and accrued liabilities *(i)*	Amortized cost	2
Debt	Amortized cost	2
Financial liabilities measured at fair value:		
Interest rate swaps *(iii)*	Financial liability at FVTPL	2

(i) The carrying values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities are considered by management to approximate their fair values due to their short-term nature.

(ii) The carrying value of the investment is considered by management to approximate its fair value.

(iii) In November 2022 and January 2023, respectively, the Company entered into interest rate swap agreements (five-year term) to fix the interest rate on certain of its debt (note 6). The fair value of this derivative instrument has been presented as an interest rate swap on the statement of financial position. Changes in fair value of the instrument are recognized in net earnings for the period. For the three months ended March 31, 2025, a loss of $291,000 (2024 – a gain of $514,000) was recognized.

(b) Financial risk management:

(*i*) Interest rate risk:

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in the market interest rates. The Company monitors its interest rate exposure on an ongoing basis.

The terms of the Company's outstanding debt are described in note 6. As $1,900,000 of the Company's debt instruments bear interest at floating rates and are not economically hedged by interest rate swaps, fluctuations in these rates will impact the cost of financing incurred in future periods. A change in the base market rates upon which these loans accrue interest by 1% will increase or decrease interest expense by approximately $19,000 (2024 - $19,000) per annum.

(*ii*) Liquidity risk:

Liquidity risk is the risk from the Company's potential inability to meet its financial obligations. To mitigate this risk, the Company constantly monitors its cash flows and operations to ensure current and long-term obligations can be met. The Company's capital resources are comprised of cash and cash equivalents, cash flow from operating activities, and a long-term debt arrangement that includes revolving credit lines that can be utilized for working capital and capital expenditures (note 6). Cash and cash equivalents are comprised of cash balances and deposits with financial institutions. Due to the seasonality of the business, the Company finances a portion of its assets through customer deposits received in advance of the services being provided.

(*iii*) Credit risk:

Credit risk is the risk of financial loss to the Company if a counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's accounts receivable. Effective collection management procedures and monitoring of credit risk of amounts receivable are core control procedures of the Company. Appropriate provisions, if required, are recorded for impaired accounts. Historically, the Company has not experienced significant losses related to trade accounts receivable from individual customers. The Company does not face any material concentrations of credit risk. The Company's credit risk on cash is limited as it maintains its holdings with large highly rated financial institutions.

(*iv*) Currency risk:

The Company is exposed to currency risk on sales, purchases, and amounts receivable that are denominated in a currency other than the respective functional currency of the Company, the Canadian dollar. The currency in which these transactions primarily are denominated is the U.S. dollar. The Company is exposed to the risk of loss depending on the relative movement of this currency against the Canadian dollar. The Company has not entered into forward contracts to mitigate this risk; however, cash generated from U.S. business activities is used to service working capital needs of U.S. operations.

12. Capital risk management:

The Company defines capital that it manages as the sum of cash, long-term borrowings, and shareholders' equity.

The Company's objectives when managing its capital are:

(a) To safeguard the Company's ability to continue as a going concern so that it can provide services to its customers and continue to reduce debt;

(b) To comply with debt covenants;

(c) To maintain a financial position suitable for supporting the Company's growth strategies and provide an adequate return to shareholders; and

(d) To return excess cash to shareholders through payment of dividends.

The Company executes a planning and budgeting process to determine the funds required to ensure the Company has appropriate liquidity to meet its operating and growth objectives. The Company ensures there are sufficient credit facilities to meet its current and future business requirements, taking into account its anticipated cash flows from operations and its cash balance on-hand. In addition, the Company has a capital expenditure facility available of $15,975,000 as at March 31, 2025 (note 6(a)(iv)). The Company is required to comply with covenant criteria established by its lenders (see note 6). These include tangible net worth and debt coverage ratio measurements. As at March 31, 2025, the Company was in compliance with its debt covenants.

(Tabular amounts expressed in thousands, except share and per share amounts)

13. Related party transactions:

(a) During the three months ended March 31, 2025, the Company expensed $54,000 (2024 - $58,000) in directors' fees.

(b) A director of the Company is the chairman of a vendor from which the Company purchases services in the normal course of business. There were $2,000 in purchases from this vendor for the three months ended March 31, 2025 (2024 - $2,000).

(a) The Company's key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including Directors and executive officers of the Company. Key management personnel compensation comprised the following:

	Three months ended March 31, 2025	2024
Short-term employee benefits	$ 512	$ 540
LTI Plan	555	76
Post employment benefits	13	12
	$ 1,080	$ 628

14. Segmented information:

The Company's operations consist of full service ice rink and recreational facilities which constitute a single operating segment.

(a) Ice rink and recreational facilities revenue:

	Three months ended March 31, 2025	2024
Ice and field sales	$ 22,572	$ 21,293
Food and beverage	4,028	3,649
Sports store	291	287
Sponsorship	332	212
Space rental	563	499
Other	193	153
Management and consulting fees	-	93
	$ 27,979	$ 26,186

There is no single customer who accounts for 10% or more of the Company's revenue.

(Tabular amounts expressed in thousands, except share and per share amounts)

(b) Geographic:

Three months ended March 31,			2025			2024
	Canada	USA	Total	Canada	USA	Total
Revenue	$ 22,142	$ 5,837	$ 27,979	$ 21,266	$ 4,920	$ 26,186

			March 31, 2025			December 31, 2024
	Canada	USA	Total	Canada	USA	Total
Non-current assets	$ 68,837	$ 33,574	$102,411	$ 69,167	$ 34,085	$ 103,252
Total assets	$ 87,325	$ 41,471	$128,796	$ 89,563	$ 40,939	$ 130,502

15. Supplemental cash flow information:

(a) Net changes in non-cash working capital:

	Three months ended March 31, 2025	2024
Accounts receivable	$ (377)	$ (255)
Inventory	(13)	29
Prepaid and other expenses	(620)	(686)
Accounts payable and accrued liabilities	(2,423)	345
Deferred revenue and customer deposits	(3,989)	(4,464)
	$ (7,422)	$ (5,031)

(b) Non-cash transactions:

	Three months ended March 31, 2025	2024
Lease obligation	$ 294	$ -

(c) Changes in liabilities arising from financing activities:

	December 31, 2024	Cash flow changes	Non-cash changes	March 31, 2025
Debt (note 6)	$ 40,995	$ (510)	$ 11	$ 40,496
Lease liabilities (note 5)	7,478	319	294	8,091
Dividends payable	400	-	-	400
	$ 48,873	$ (191)	$ 305	$ 48,987

(Tabular amounts expressed in thousands, except share and per share amounts)

16. Expenses by function:

The Company's consolidated statement of earnings and comprehensive income presents expenses on a mixed basis. IFRS requires a Company to present expenses according to its nature or function. The following information has been provided to disclose the Company's expenses by function:

	Three months ended March 31, 2025	2024
Ice rink and recreational facilities expense	$ 18,924	$ 18,116
General and administration expenses	2,536	2,298
Other (gain) loss	3	(2)

The changes in the above table, as compared to the consolidated statement of earnings and comprehensive income, relate to depreciation expense being allocated from other expenses to ice rink and recreational facilities and to general and administrative expenses. Total depreciation expenses for the three months ended March 31, 2025 of $1,971,000 (2024 - $1,858,000) were reallocated. For the three months ended March 31, 2025, $1,922,000 (2024 - $1,780,000) were allocated to ice rink and recreational facilities and $49,000 (2024 - $78,000) were allocated to general and administrative expenses.

17. Comparative Figures:

(a) On the condensed consolidated statement of earnings and comprehensive income, salaries, wages and benefits of $128,000 has been reclassified to selling and customer service for the three months ended March 31, 2024.

(b) On the condensed consolidated statement of cash flows, effect of changes in foreign currency rates on cash and cash equivalents of $111,000 has been reclassified from net change in non-cash working capital to foreign exchange loss (gain) within the cash provided by (used in) operations section for the three months ended March 31, 2024.

Management's Discussion and Analysis of Financial Condition and Results of Operations

For the Three Months Ended March 31, 2025
As of May 9, 2025

Canlan Ice Sports Corp.
Management's Discussion and Analysis

The following Management's Discussion and Analysis (MD&A) summarizes significant factors affecting the financial condition of Canlan Ice Sports Corp. ("Canlan", the "Company", "we" "our" or "us") as at March 31, 2025 and the consolidated operating results for the three months ended March 31, 2025 compared to the three months ended March 31, 2024. This document should be read in conjunction with our unaudited condensed consolidated interim financial statements for the period ended March 31, 2025, the accompanying notes, and our audited consolidated financial statements for the years ended December 31, 2024 and December 31, 2023. All dollar amounts included in this MD&A are in Canadian dollars.

We have prepared these condensed consolidated interim financial statements in accordance with International Financial Reporting Standards ("IFRS").

Non-IFRS Financial Measure ("Operating Earnings")

In the following discussion, we define operating earnings as earnings after general and administrative expenses and before interest, depreciation, foreign currency exchange gain/loss, gain on assets sold, interest rate swap gain/loss and income tax. Operating earnings is not a term that has a specific meaning in accordance with IFRS, and may be calculated differently by other companies. The Company discloses operating earnings because it is a useful indicator of operating performance.

Additional information relating to our Company, including quarterly reports and our annual information form, is filed on SEDAR Plus and can be viewed at www.sedarplus.ca and our website www.canlansports.com.

The date of this MD&A is May 9, 2025.

Forward Looking Statements

This MD&A may contain information that constitutes "forward-looking" information within the meaning of applicable securities laws. Often, but not always, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects", "is expected", "budgets", "scheduled", "estimates", "forecasts", "predicts", "projects", "intends", "targets", "aims", "anticipates" or "believes" or variations (including negative variations) of such words and phrases or may be identified by statements to the effect that certain actions "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Forward-looking information in this MD&A includes, but is not limited to, anticipated benefits of capital and operating expenditures (including energy efficiencies) and expectations of business growth. Forward-looking information is based on the reasonable assumptions, estimates, analyses, beliefs and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable at the date that such information is disclosed. Forward-looking information is subject to various known and unknown risks and uncertainties, many of which are beyond the ability of Canlan to control or predict, that may cause Canlan's actual results, performance or achievements to be materially different from those expressed or implied thereby. Material risk factors that could cause actual results to differ materially from the forward-looking information provided herein include those factors identified in Canlan's public disclosure file available at *www.sedarplus.ca and, in particular, the risk factors set out under the heading "Risk Factors" in the Company's MD&A available for review on the Company's profile at www.sedarplus.ca. Such forward-looking information represents management's best judgment based on information currently available. Accordingly, readers are advised not to place undue reliance on forward-looking information. The forward-looking information herein is made as of the date of this MD&A only, and the Company does not assume any obligation to update or revise them to reflect new information, estimates or opinions, future events or results or otherwise, except as required by applicable securities law.*

Overview – Three Months ended March 31, 2025

- Total operating revenue of $28.0 million increased by $1.8 million or 6.8% compared to a year ago;
- Operating earnings (see "**Non-IFRS Financial Measure**" above) of $8.5 million increased by $0.9 million or 11.3% compared to 2024; and
- Net earnings of $4.2 million or $0.32 per share were consistent with 2024.

Overview of the Company

Canlan is a leading operator of ice rink and multi-purpose recreational facilities. The Company's head office is located in its Burnaby, B.C. sports complex and it maintains a second corporate office at its Canlan Sports York location in Toronto, Ontario.

As at the date of this MD&A, the Company owns, leases or manages a network of 15 facilities in Canada and the United States containing playing surfaces as outlined below. The Company owns 12 of these facilities and associated land, containing 1.4 million square feet of space situated on 170 acres of land. Of the three facilities not situated on land owned by Canlan, one facility is owned and operated by Canlan on land that has been leased under a long-term land lease arrangement, one facility is operated under an operating agreement with a municipality that consists of a long-term land lease arrangement, and the third facility is operated under a sub-lease agreement of both land and building.

Canlan operates primarily in the sports and recreation industry, with a focus on ice, turf and court sports. In typical years, the Company's largest revenue source within this segment is adult hockey, catering to both men and women operating under the Adult Safe Hockey League (ASHL) brand.

Facility Portfolio:

	Facilities	Ice Surfaces	Indoor Turf Fields	Courts	Total Playing Surfaces
Canada:					
British Columbia	3	12	1	-	13
Saskatchewan	2	6	-	-	6
Manitoba	1	3	1	-	4
Ontario	5	20	-	7	27
	11	41	2	7	50
USA:					
Illinois	4	6	8	11	25
	15	47	10	18	75

Canlan is a publicly traded Canadian Company with shares listed on the Toronto Stock Exchange (TSX) under the trading symbol **ICE**. Canlan's shares were first listed for trading on March 1, 1990.

There are approximately 13.3 million shares outstanding and have traded in the $3.80 to $4.08 range during the three-month period ended March 31, 2025. The Company has not issued any shares from treasury since November 2004.

The Company derives revenue from five primary sources:

1. **Ice and field sales**
   Revenue from ice, field, court rentals, and internal programming.

2. **Food and beverage**
   Sales from our licensed restaurants and concession operations within our facilities.

3. **Sports stores**
   Sales and rental of sports equipment, apparel, and skate sharpening services.

4. **Sponsorship**
   Revenue from sponsorship and advertising sales.

5. **Space rental**
   Rental of space within our facilities.

Selected Financial Information

The following selected consolidated financial information is for the three months ended and as at March 31, 2025, 2024 and 2023. This data should be read together with the unaudited condensed consolidated interim financial statements for the periods ended March 31, 2025, 2024 and 2023.

Our condensed consolidated interim financial statements are prepared in accordance with International Financial Reporting Standards and are stated in Canadian dollars.

in thousands, except earnings (unaudited) per share			
As at and for three months ended March 31,	**2025**	**2024**	**2023**
Statement of Operations Data:			
Revenue	**$ 27,979**	$ 26,186	$ 24,477
Expenses [(1)]	**(17,002)**	(16,336)	(15,018)
Earnings from ice rink & recreational facilities before the undernote	**10,977**	9,850	9,459
General & administration expenses	**(2,487)**	(2,220)	(2,031)
Earnings before the undernoted	**8,490**	7,630	7,428
Other gains (expenses):			
Depreciation	**(1,971)**	(1,858)	(1,930)
Finance expenses	**(593)**	(635)	(449)
Foreign exchange gain (loss)	**(3)**	2	-
Gain (loss) on interest rate swap	**(291)**	514	(580)
Gain on sale of assets	**-**	-	10
Income tax expense	**(1,431)**	(1,415)	(1,034)
Net earnings for the year	**$ 4,201**	$ 4,238	$ 3,445
Other comprehensive income (loss)	**(29)**	828	(41)
Total comprehensive income	**$ 4,172**	$ 5,066	$ 3,404
Basic and fully diluted earnings per share	**$ 0.32**	$ 0.32	$ 0.26
Balance Sheet Data:			
Cash and cash equivalents	**$ 19,802**	$ 18,312	$ 16,578
Current assets (excluding cash and cash equivalents)	**6,583**	5,783	4,671
Property, plant and equipment – facilities	**96,898**	93,023	94,661
Other assets	**5,513**	4,409	3,107
Non-current interest rate swap	**-**	677	-
Total assets	**$128,796**	$122,204	$119,017
Current liabilities, excluding debt	**$ 23,292**	$ 22,048	$ 20,272
Debt	**40,496**	42,501	42,374
Lease liabilities	**8,091**	6,077	5,475
Deferred tax liabilities	**952**	1,124	1,069
Other long-term liabilities	**2,534**	1,132	-
Interest rate swap	**841**	-	172
Total liabilities	**76,206**	72,882	69,362
Shareholders' equity	**52,590**	49,322	49,655
Total liabilities and shareholders' equity	**$128,796**	$122,204	$119,017
Dividends declared	**$ 400**	$ 400	$ 400

(1) Expenses include all operating costs related to the operation of our facilities, excluding depreciation.

Review of Operations

Three Months Ended March 31, 2025 Compared to Three Months Ended March 31, 2024

Total operating revenue of $28.0 million increased by $1.8 million or 6.8% compared to 2024 mainly due to pricing and volume increases in third-party surface rentals, the ASHL, soccer leagues, parties/events, and building space rentals. In addition, growth in restaurant and concession traffic resulted in a 10.4% or $0.4 million rise in food and beverage revenue.

Total operating expenses of $17.0 million increased by $0.7 million or 4.1% mainly due to annual increments in wage rates and a rise in utilities expenses due to increased electricity prices and increased energy consumption to service higher business activity levels.

Total G&A expenses of $2.5 million increased by $0.3 million or 12.0% mainly due to increased provisions for the Company's long-term incentive compensation plan (LTIP).

After G&A, operating earnings of $8.5 million increased by $0.9 million or 11.3% compared to 2024.

Total depreciation expense was $2.0 million compared to $1.9 million in 2024. Total finance costs of $0.9 million consisted of $0.6 million of interest expense (consistent with 2024) and a $0.3 million mark-to-market loss on the value of interest rate swap contracts (a mark-to-market gain of $0.5 million was recorded in 2024). After recording income tax expenses of $1.4 million (2024 – $1.4 million), net earnings were $4.2 million or $0.32 per share, consistent with 2024.

In addition, a foreign exchange (FX) translation loss related to U.S. subsidiaries was $29,000 for the three months ended March 31, 2025 compared to a gain of $0.8 million during the same period in 2024. Period end FX adjustments of U.S. assets and liabilities are accounted for as other comprehensive income or loss.

Revenue by business segment:

in thousands

Three months ended March 31		**2025**		2024
Ice and Field Sales	**$**	**22,572**	$	21,293
Food and Beverage		**4,028**		3,649
Sports Store		**291**		287
Sponsorship		**332**		212
Space Rental		**563**		499
Other		**193**		153
Management & Consulting Fees		**-**		93
Total revenue	**$**	**27,979**	$	26,186

Earnings by Quarter

The Company's quarterly results for the last 8 quarters are as follows:

in thousands, except net earnings (loss) per share (unaudited)

	2025	2024				2023		
	Q1	Q4	Q3	Q2	Q1	Q4	Q3	Q2
Revenue	$ 27,979	$ 26,043	$ 19,958	$ 21,848	$ 26,186	$ 24,617	$ 17,246	$ 19,811
Expenses	(17,002)	(17,612)	(17,887)	(17,556)	(16,336)	(17,918)	(18,330)	(15,505)
	10,977	8,431	2,071	4,292	9,850	6,699	(1,084)	4,306
General & administration expenses	(2,487)	(3,249)	(2,801)	(2,684)	(2,220)	(3,680)	(2,197)	(2,055)
Earnings (loss) before the undernoted	**8,490**	**5,182**	**(730)**	**1,608**	**7,630**	**3,019**	**(3,281)**	**2,251**
Depreciation	(1,971)	(1,964)	(1,858)	(1,878)	(1,858)	(1,763)	(1,908)	(1,912)
Finance expense	(593)	(672)	(510)	(607)	(635)	(665)	(612)	(469)
Foreign exchange gain (loss)	(3)	31	(1)	2	2	-	6	(1)
Gain (loss) on interest rate swap	(291)	61	(1,075)	(212)	514	(1,682)	700	1,107
Gain on sale of assets	-	-	9	-	-	5	-	-
Earnings (loss) before taxes	**5,632**	**2,638**	**(4,165)**	**(1,087)**	**5,653**	**(1,086)**	**(5,095)**	**976**
Income taxes	(1,431)	(278)	1,545	(91)	(1,415)	1,126	1,243	(174)
Net earnings (loss)	**$ 4,201**	**$ 2,360**	**$ (2,620)**	**$ (1,178)**	**$ 4,238**	**$ 40**	**$ (3,852)**	**$ 802**
Basic and fully diluted earnings (loss) per share	**$ 0.32**	**$ 0.18**	**$ (0.20)**	**$ (0.09)**	**$ 0.32**	**$ 0.00**	**$ (0.29)**	**$ 0.06**

Liquidity and Capital Resources

Canlan's cash balance as at March 31, 2025 was $19.8 million compared to $21.7 million from December 31, 2024. In addition to cash-on-hand, the Company also has access to $8.0 million of a $10.0 million revolving credit facility (operating credit facility) and access to $16.0 million of a $20.0 million revolving acquisition facility (capital credit facility) (see "**Review of Liabilities and Shareholders' Equity**"). The revolving operating credit facility can be drawn upon at any time to fund working capital if required.

For the three months ended March 31, 2025, cash used in operations, less interest paid on debt and leases was $0.3 million compared to cash provided from operations of $1.0 million a year ago.

In terms of finance activities, $0.5 million was used for scheduled principal repayments of term debt, $0.3 million was used for scheduled repayment of equipment and property lease obligations and $0.6 million was received as proceeds of equipment lease financing that related to dehumidification systems purchased and installed in Q4 2024. In addition, $0.4 million was used to distribute dividends declared during Q4 of 2024.

Investing activities principally related to $0.9 million invested in capital expenditures during the three months ended March 31, 2025. Capital projects during the period mainly consisted of new dehumidification systems focused on improving ice and air quality, and new arcade amusement game equipment to expand our recreation and entertainment product offerings at Canlan Sports York.

The following table provides a summary of cashflows for the three months ended March 31:

in thousands

Three months ended March 31		**2025**		2024
Cash inflows and (outflows) by activity				
Operating activities	**$**	**(341)**	$	1,116
Financing activities		**(591)**		(1,106)
Investing activities		**(943)**		(727)
New cash flow	**$**	**(1,875)**	$	(717)

The following table provides a reconciliation of operating earnings to cash flow from operations:

in thousands

Three months ended March 31		**2025**		2024
Operating earnings [1]	**$**	**8,490**	$	7,630
Net change in non-cash working capital		**(7,422)**		(5,031)
Net interest paid		**(581)**		(625)
Other long-term liabilities		**519**		186
Income tax expense - current		**(1,347)**		(1,115)
Foreign exchange		**5**		(40)
Cash flow from operations	**$**	**(336)**	$	1,005

[1]Non-IFRS Financial Measure ("Operating Earnings") – see explanation on page 1.

Review of Assets

The table below summarizes the Company's asset base:

in thousands	**March 31, 2025**	December 31, 2024
Property, plant and equipment – facilities	**$ 96,898**	$ 97,679
Cash and cash equivalents	**19,802**	21,677
Accounts receivable	**3,677**	3,300
Inventory	**650**	637
Prepaid and other expenses	**2,256**	1,636
Other assets	**979**	965
Deferred income taxes	**4,534**	4,608
	$ 128,796	$ 130,502

At March 31, 2025, total properties of $96.9 million decreased by $0.8 million mainly due to capital expenditures of $0.9 million offset by scheduled depreciation during the three months ended March 31, 2025.

Cash on hand at March 31, 2025 was $19.8 million compared to $21.7 million at December 31, 2024. See "***Liquidity and Capital Resources"*** for sources and uses of cash.

Prepaid expenses consist of amounts paid in advance such as prepaid insurance premiums and property taxes that will be expensed in the subsequent 12 months.

Review of Liabilities and Shareholders' Equity

The table below summarizes the Company's capital structure:

in thousands	**March 31, 2025**	December 31, 2024
Debt	**$ 40,496**	$ 40,995
Deferred revenue and customer deposits	**10,466**	14,455
Accounts payable and accrued liabilities	**12,826**	15,249
Lease liabilities	**8,091**	7,478
Deferred tax liabilities	**952**	942
Other long-term liabilities	**2,534**	2,015
Interest rate swap	**841**	550
	76,206	81,684
Shareholders' equity	**52,590**	48,818
	$ 128,796	$ 130,502

At March 31, 2025, total debt of $40.5 million decreased by $0.5 million mainly due to scheduled principal repayments. Total lease liabilities outstanding of $8.1 million increased by $0.6 million as new lease financing was arranged to finance heavy equipment purchased in Q4 2024 and Q1 2025.

Deferred revenue and customer deposits represent customer registration and rental fees received in advance of when ice and field times are used. At March 31, 2025, customer deposits totaled $10.5 million compared to $14.5 million at the end of 2024.

Debt

As at March 31, 2025, bank debt and related terms consist of the following:

1) $25.3 million non-revolving loan amortized over 25 years, maturing on November 30, 2027, interest at Canadian Overnight Repo Rate Average (CORRA) rate plus 1.85% payable monthly. The Company has entered into an interest rate swap contract, maturing on November 21, 2027, to fix the interest rate at 5.04% per annum payable monthly. At March 31, 2025, the balance outstanding was $22.7 million;

2) $5.2 million non-revolving loan amortized over 25 years, maturing on November 30, 2027, interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract, maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. At March 31, 2025, the balance outstanding was $4.7 million;

3) $10.0 million revolving loan amortized over 25 years, maturing on November 30, 2027, interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract, maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. At March 31, 2025, the balance outstanding was $2.0 million;

4) $20.0 million revolving capital expenditure loan amortized over 25 years, maturing on November 30, 2027. At March 31, 2025, the balance outstanding on this credit facility was $4.0 million. Of this total, $2.1 million accrues interest at CORRA rate plus 1.85% per annum payable monthly. The Company entered into an interest rate swap contract, maturing on November 30, 2027, to fix the interest rate at 5.20% per annum payable monthly. The remaining $1.9 million outstanding at March 31, 2025, accrues interest at Prime plus 0.25% per annum payable monthly;

5) $8.5 million loan amortized over 15 years, maturing on September 30, 2027, interest at CORRA plus 2.39% per annum payable monthly. The Company entered into an interest rate swap contract, maturing on September 29, 2027 to fix the interest rate at 5.70% per annum payable monthly. At March 31, 2025, the balance outstanding was $7.2 million; and

6) $0.7 million demand revolving operating loan, interest at Prime rate plus 0.25% per annum. No amounts have been drawn on this loan to date.

The Company was in compliance with all debt covenants as at March 31, 2025.

Share Capital

The total and weighted average number of shares issued and outstanding at March 31, 2025 and December 31, 2024 was 13,336,999.

No new shares have been issued from treasury since November 2004, and the Company does not have a stock option plan.

Transactions with Related Parties

Canlan's controlling shareholder, Bartrac Investments Ltd., owns approximately 10.1 million shares of the Company, or 75.5% of the outstanding shares. Bartrac's ownership position in TSX: ICE has remained unchanged since November 2004. The Company did not record any related party transactions with Bartrac during the period.

An independent director of the Company is the board-chair of a vendor from which the Company purchases services in the normal course of business. There were $2,000 in purchases from this vendor for the three months ended March 31, 2025 (2024 – $2,000).

Financial Instruments

The Company has the following financial instruments:

	Accounting classification	Fair value level
Financial assets not measured at fair value:		
Cash and cash equivalents *(i)*	Amortized cost	1
Accounts receivable *(i)*	Amortized cost	2
Financial assets measured at fair value:		
Investment (included in other assets) *(ii)*	FVOCI[1]	3
Financial liabilities not measured at fair value:		
Accounts payable and accrued liabilities *(i)*	Amortized cost	2
Debt	Amortized cost	2
Financial liabilities measured at fair value:		
Interest rate swaps *(iii)*	Financial liability at FVTPL[2]	2

[1] FVOCI - fair value through other comprehensive income
[2] FVTPL - fair value through profit or loss

(i) The carrying values of cash and cash equivalents, accounts receivable, and accounts payable and accrued liabilities are considered by management to approximate their fair values due to their short-term nature.

(ii) The carrying value of the investment is considered by management to approximate its fair value.

(iii) In November 2022 and January 2023, respectively, the Company entered into interest rate swap agreements (five-year term) to fix the interest rate on certain of its debt. The fair value of this derivative instrument has been presented as an interest rate swap on the statement of financial position. Changes in fair value of the instrument are recognized in net earnings for the period. For the three months ended March 31, 2025, a loss of $0.3 million (2024 – a gain of $0.5 million) was recognized.

The Company had no "other comprehensive income or loss" transactions related to financial instruments during the three months ended March 31, 2025 and no opening or closing balances for accumulated other comprehensive income or loss related to financial instruments.

Disclosure Controls and Procedures

We have established and maintain disclosure controls and procedures designed to provide reasonable assurance that material information relating to the Company is made known to the appropriate level of management in a timely manner.

Based on current securities legislation in Canada, our Chief Executive Officer (CEO) and Chief Financial Officer (CFO) are required to certify that they have assessed the effectiveness of our disclosure controls and procedures as at March 31, 2025.

Our management has evaluated, under the supervision and with the participation of our CEO and CFO, the design and effectiveness of the Company's disclosure controls and procedures as at the period ended March 31, 2025. Management has concluded that these disclosure controls and procedures, as defined in National Instrument 52-109 – Certification of Disclosure in Issuers Annual and Interim Filings (NI 52-109), are adequate and effective and that material information relating to the Company was made known to them and reported within the time periods specified under applicable securities legislation.

Our management, under the supervision of our CEO and CFO, has also designed and evaluated the effectiveness of the Company's internal controls over financial reporting (ICFR) using the Internal Control – Integrated Framework as published by the Committee of Sponsoring Organization of the Treadway Commission (2013 Framework) (COSO) Framework. Based on our evaluation, management has concluded that ICFR, as defined in NI 52-109 and using the COSO integrated framework are effective as of March 31, 2025.

Risk Factors

Canlan is engaged primarily in the operation of multi-pad recreation facilities throughout North America, and is exposed to a number of risks and uncertainties that can affect operating performance and profitability. The Company's past performance is no guarantee of our performance in future periods.

Economic Conditions

The Company's results from operations are sensitive to and may be significantly impacted by general economic conditions, which may also impact overall demand for recreation and entertainment, operating costs, energy cost and availability, foreign exchange costs, tax costs and the costs and availability of capital and supplies.

Statements or actions by governments relating to the imposition of (or threats to impose) tariffs or trade restrictions on exports or imports, as well as reactions from customers may pose significant risks to Canlan's business activity levels, adversely affect input costs, or disrupt supply chains.

Market inflation and increases in interest rates may decrease consumers' discretionary spending and increase the difficulty for the Company to operate profitably due to increased input and debt service costs while balancing the need to maintain competitive pricing.

Control by Principal Shareholder and Liquidity of Common Shares

The principal shareholder, Bartrac Investments Ltd. holds 10,075,947 Common Shares and controls approximately 75.5% of the aggregate voting shares of the Corporation, which will allow it to control substantially all the actions taken by the shareholders of the Company, including the election of the directors. In addition, at the date of this MD&A, a Trust in the U.S. holds 2,308,500 Common Shares, which represents 17.3% of total outstanding Common Shares. Such concentration of ownership could also have the effect of delaying, deterring, or preventing a change of control of the Company that might otherwise be beneficial to its shareholders and may also discourage acquisition bids for the Company and limit the amount certain investors may be willing to pay for the Common Shares.

Pandemic or Epidemic Diseases

Outbreaks or the threat of outbreaks of viruses or other contagions such as the COVID-19 outbreak of 2020, may lead to voluntary or mandatory building closures, government restrictions on travel, or gatherings, which may lead to a general slowdown of economic activity and disrupt our workforce and business operations. Such occurrences, could have a material adverse effect on the demand for recreation services. The Company has created an exposure control program that would be put into effect, when required, to prevent or limit the spread of disease.

Leverage and Ability to Service Indebtedness

The Company's level of debt and the limitations imposed on it by its debt agreements could have important consequences, including the following:

- the Company may have to use a significant portion of its cash flow from operations for debt service, rather than for operations.
- the Company may not be able to obtain additional debt financing for future working capital, capital expenditures or other corporate purposes.
- the Company could be more vulnerable to economic downturns and less able to take advantage of significant business opportunities or to react to changes in market or industry conditions.
- the Company's less leveraged competitors could have a competitive advantage.

The Company's ability to pay the principal and interest on debt obligations will depend on its future performance. To a significant extent, the Company's performance will be subject to general economic, financial and competitive factors. The Company can provide no assurances that business activity will generate cash flow from operations sufficient to repay the Company's indebtedness, fund other liquidity needs or permit the Company to refinance its indebtedness. The Company can provide no assurances that it can secure any further credit facilities or that the terms of any such credit facilities will be favourable.

If the Company has difficulty servicing its debt, the Company may be forced to adjust capital expenditures, seek additional financing, sell assets, restructure or refinance the Company's debt, adjust dividends, or seek equity capital. The Company might not be able to implement any of these strategies on satisfactory terms, if at all. The Company's inability to generate sufficient cash flow or refinance its indebtedness would have a material adverse effect on the Company’s financial condition, results of operations and ability to satisfy the Company’s obligations.

Term debt may also require the Company to grant security interests in favour of third parties. Neither the Company’s articles nor notice of articles limit the amount of indebtedness that the Company may incur or its ability to grant security interests. Should the Company default on any of its obligations under any secured credit facility, this could result in seizure of the Company’s assets.

Mitigating factors and strategies:

- The Company manages its capital with the objectives of maintaining a financial position suitable for servicing debt in accordance with repayment schedules, complying with debt covenants, and supporting our growth strategies.
- The Company maintains good relationships with its lenders through regular communications and reporting.
- The Company continuously evaluates asset profitability and cost of capital to optimize return on capital.
- During periods where business operations are widely impacted by pandemics or other isolated incidences, the Company has arranged for debt covenant waivers and/or amendments.

Insurance

The Company develops and organizes sports leagues to play at the facilities it owns and operates. Due to the nature of the sports we host, incidents can occur. We purchase liability and accident insurance, the cost of which is dependent upon the history of the number of injury claims and the quantum of such claims. There is always a risk that the cost of acquiring sufficient insurance to cover any such injury claims will become prohibitive or that such insurance will become unavailable. The Company has obtained insurance coverage that it believes would ordinarily be maintained by an operator of facilities similar to that of the Company. The Company’s insurance is subject to various limits and exclusions. Damage or destruction to any of our facilities or lawsuits arising from use of such facilities could result in claims that are excluded by, or exceed the limits of, the Company's insurance coverage.

Mitigating factors and strategies:

- The Company maintains its facilities to high standards and continually monitors league activities and enforces a strict set of rules.
- The Company has developed risk management procedures and emergency preparedness guides at all of its locations.
- Management works closely with insurance providers.

Expansion and U.S. Operations

The Company’s expansion strategies may include purchase of facilities in new markets or the creation of new product offerings. Should market conditions of new locations or consumer preferences surrounding new products vary significantly from what was anticipated, the Company’s financial results could be adversely affected.

Specifically, expansion strategies include certain markets in the U.S. As such, the Company faces the risks of operating in new markets where the demographics, consumer preferences, and economic conditions can be very different from Canadian markets in which the Company primarily operates.

Operating in the U.S. also creates foreign currency risk on sales and purchases that are denominated in U.S. dollars. Should the financial results of the Company's U.S. subsidiaries significantly fall short of targets, the Company could be exposed to the risk of loss depending on the relative movement of this currency against the Canadian dollar. The Company does not currently enter into forward contracts to mitigate this risk. However, management anticipates that earnings from U.S. business activities are adequate to service the working capital needs of U.S. operations.

Mitigating factors and strategies:

- The Company performs due diligence to evaluate the structural condition of facilities, and conditions that support supply and demand in the marketplace of target investments.
- The Company performs extensive research and due diligence to evaluate and test new product offerings to ensure consumer demand matches the product offering prior to a full product launch.
- Management closely monitors the Canadian-U.S. foreign exchange rate and could utilize hedging instruments if necessary. In addition, a reasonable amount of U.S. currency is maintained on hand to meet operating needs.
- Equipment and supplies required for facility operations are mostly sourced from the local region to minimize the need for importing supplies and equipment.

Competition

The recreation industry is highly competitive and Canlan competes with other private and municipal operators in various major markets. Other private operators may have more resources and less debt than Canlan, and municipal operators can operate at a loss for an indefinite period without the same negative consequences such losses would have on private companies.

Mitigating factors and strategies:

- Canlan has developed customer loyalty by providing superior customer service and facilities.
- The ice rink industry is capital intensive with high start-up expenses; therefore barriers to enter the business exist.
- We have developed expertise in all aspects of the ice rink development and multi-sport complex operations.

Employee and Union Relations

The Company has unionized employees at four of its facilities. The Company may not be able to negotiate a new contract on favourable terms, which could result in increased operating costs as a result of higher wages or benefits paid to its unionized workers. If unionized workers engage in a strike or other work stoppage, the Company could experience a significant disruption in its operations or higher ongoing labour costs, which could have material adverse effects on the business, financial condition, results of operations and cash flows.

Mitigating factors and strategies:

- The Company maintains positive relationships with the unions and management and union representatives have bargained in good faith.
- The Company garners assistance and guidance from professional labour consultants where needed.

Key Personnel

The Company's future success depends, to a large extent, on the efforts and abilities of its executive officers and other key personnel. As the Company's ability to retain these key personnel and executive officers is important to its success and growth, the loss of such personnel could adversely affect the Company's business, financial condition, cash flows and results of operations.

Mitigating factors and strategies:

- The Company has established short-term and long-term compensation and incentive programs for its executive officers that are commensurate with their responsibilities and with market conditions.
- The Company maintains an open and candid working environment where executive officers can offer input into business strategies and decisions.

Utility Costs

Electricity, natural gas and water are significant components of operating costs of our facilities and the Company is susceptible to fluctuations in the market price of energy and related regulatory charges. In addition, the Company may experience power fluctuations or outages or cannot maintain adequate sources of natural gas and water. These factors may have a material adverse effect on the Company's business, financial conditions, results of operations and cash flows.

Mitigating factors and strategies:

- Where considered appropriate, the Company enters into medium-term energy contracts to mitigate the price fluctuations of gas and electricity.
- The Company carefully manages utility consumption through standard operating procedures and capital asset program.
- The Company has implemented an equipment replacement program, which utilizes newer technology and reduces energy consumption.
- The Company employs a full-time subject matter expert in energy management.

Privacy and Security of Information

In the ordinary course of our business we receive, process and store information from our guests and others, including personal information of our guests and employees often through online operations that depend upon the secure communication of information over public networks and in reliance on third party service providers. The secure operation of the networks and systems on which this information is stored, processed and maintained is critical to our business operations and strategy. Although we maintain systems to protect this information and rely on systems security of third-party software service providers, these systems must be continuously monitored and updated and could be compromised, in which case our guest information could become subject to intrusion, tampering or theft. Any compromise of our data security systems or the security systems of our third-party service providers could have an adverse impact on our reputation, be costly to remediate and could have a material adverse effect on our business.

Mitigating factors and strategies:

- The Company has deployed network security measures and performs periodic security compliance audits.
- Information security has been made a part of the Company's Enterprise Risk Management Strategy to provide oversight over this particular risk.

Climate Change

Canlan, like many other companies, is subject to climate change-related risks. Government regulations and public perception may adversely impact Canlan's operations. Climate change may also increase the frequency and intensity of severe weather events, which may negatively impact our facilities, cause property damage or other disruption to the Company's operations. Natural disasters resulting from climate change may also result in disruptive events that can impact operations, customer satisfaction and client experience, and may result in increased insurance premiums or deductibles, and the decrease in the availability of, or loss of insurance coverage. To reduce the potential impact that business operations may pose on the environment, the Company continuously invests in cooling, heating and lighting equipment that is energy-efficient and implements technologies or processes to reduce energy, water and paper consumption where appropriate. In addition, the Company follows guidance provided by its insurers on policies and procedures that can help mitigate property damage that may be caused by severe climate such as sudden heavy precipitation or wind storms.

Infrastructure Expenditures

The Company's recreation facilities consist of property, plant and equipment that have useful lives estimated by management. Assets may become obsolete and may require replacement before the end of their estimated useful lives, which will necessitate significant capital expenditure.

Mitigating factors and strategies:

- The Company has implemented formal standard operating procedures and operational support visits to help protect our assets.
- The Company has a stringent asset repair and maintenance program.
- The Company has a long-term capital project program that plans capital expenditures in accordance with priorities and estimated useful lives.

Critical Accounting Policies and Estimates

Canlan's material accounting policies are described in Note 3 to the audited consolidated financial statements. The preparation of the consolidated financial statements in conformity with IFRS requires us to make judgments, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and judgments are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Key sources of estimation uncertainty are the areas where assumptions and estimates have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities. These are:

Recoverability of Property, Plant and Equipment - Facilities

At each reporting date, the Company performs an assessment for indicators of impairment for each cash-generating unit. If any such indication exists, the Company estimates the cash-generating unit's recoverable amount based on the greater of its value in use and its fair value less costs to sell. When the carrying amount exceeds the recoverable amount, an impairment loss is recognized in an amount equal to the excess. In determining the recoverable amount of the cash-generating units under the value in use method, significant assumptions include estimated revenue and expense growth rates, pre-tax discount rates, and useful lives of property, plant and equipment. In determining the recoverable amount of the cash-generating units under the fair value less costs to sell method, significant assumptions include the capitalization rate and the estimated value per square foot of the recreational property.

Useful Lives of Property, Plant and Equipment

Property, plant, and equipment are depreciated on a straight-line basis over their estimated useful life and residual values which are determined through exercise of judgment. Approximately 76% of the Company's total assets are comprised of recreational properties. The method of depreciation and length of the depreciation period could have a material impact on depreciation expense and the net book value of the Company's assets. Assets may become obsolete or require replacement before the end of their estimated useful lives, in which case any remaining unamortized costs would be expensed.

Deferred Income Tax

Deferred income tax assets and liabilities require management to assess the likelihood that the Company will generate sufficient taxable earnings in future periods in order to utilize recognized deferred tax assets. Assumptions about the generation of future taxable profits depend on management's estimates of future cash flows. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods. To the extent that future cash flows and taxable income differ significantly from estimates, the ability of the Company to realize or recognize net deferred tax assets, if any, at the reporting date could be impacted.

Ivan Wu
Chief Financial Officer